

28 May, 2019

The Secretary National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai – 400 051. <b>Script Code: TIMKEN</b>	The Secretary BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. <b>Script Code: 522113</b>
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Dear Sir,

**Re. Annual Secretarial Compliance Report**

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 8 February, 2019, we attach herewith the Annual Secretarial Compliance Report for the year ended 31 March, 2019 issued by a Practicing Company Secretary.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully

For **TIMKEN INDIA LIMITED**

  
Soumitra Hazra  
Company Secretary  
& Chief- Compliance

Registered office:  
Timken India Limited  
39-42, Electronic City  
Phase II, Hosur Road  
Bangalore 560 100, Karnataka  
India

Oakridge Business Solution Centre  
No.315, 2nd & 3rd Floor, 7th Main  
MICO Layout, BTM Layout 2nd Stage  
Bangalore - 560 076

R. Vijayakumar FCS., LLB.,  
Company Secretary in Practice  
Email: [vijaykumaracs@gmail.com](mailto:vijaykumaracs@gmail.com)  
Mob: +91-94490-02064

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**Annual Secretarial compliance report of Timken India Limited for the year ended 31 March 2019**

Timken India Limited  
39-42, Electronic City, Phase II  
Hosur Road, Bangalore – 560 100

I have examined:

- (a) all the documents and records made available to us and explanation provided by Timken India Limited ("the listed entity");
- (b) the filings / submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended 31 March 2019 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018; - Not applicable
- (c) SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) SEBI (Buyback of Securities) Regulations, 2018; - Not applicable
- (e) SEBI (Share Based Employee Benefits) Regulations, 2014; - Not applicable
- (f) SEBI (Issue and Listing of Debt Securities) Regulations, 2008; - Not applicable
- (g) SEBI (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; - Not applicable
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) and circulars / guidelines issued thereunder;



and based on the above examination, I/We hereby report that, during the Review Period:


- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, read with the note mentioned below:-

Sl No.	Compliance Requirement	Outcome	Note
1	Reg. 44(3) – Submission of Voting Results within 48 hours	Results were filed with few hours delay.	Due to some technical snag at NSDL e-voting server, the Scrutinizer could submit his report with few hours delay. This was promptly reported by the Company and was also acknowledged by the Stock Exchanges.  I am of the opinion that the Company has complied with the requirement of Reg. 44(3).

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars / guidelines issued there under in so far as it appears from my examination of those records;
- (c) No actions were taken against the listed entity / its promoters / directors / either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts / Regulations and circulars/ guidelines issued there under and the company does not have any material subsidiary;
- (d) This is the first report, after implementation of this regulation, hence the actions to comply with the observations if any made in this report will disclosed in next report.

28 May 2019  
Bangalore



  
R Vijaykumar & Co., [ R Vijayakumar]  
Company Secretary in Practice  
[FCS No. 6418; CP No.8667]