



## The Timken Company

Corporate Relations Department

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Fort,

Mumbai – 400 001

BSE Code: 522113

December 10, 2020

Dear Sir / Madam

The Listing Department

National Stock Exchange of India Limited

Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C-1,

Block G, Bandra – Kurla Complex,

Bandra (East), Mumbai – 400 051

NSE Code: TIMKEN

**Subject: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“Takeover Regulations”) in respect of acquisition under Regulation 10(1)(a)(iii) of the Takeover Regulations.**

We refer to the stock exchange intimation submitted by us in terms of Regulation 10(5) of the Takeover Regulations on November 25, 2020 (“10(5) Intimation”).

Upon consummation of the transaction set forth in 10(5) Intimation, we hereby file the prescribed disclosures under the format prescribed under Regulation 10(6) of the Takeover Regulations.

We would like to submit that:

- Timken India Limited is a public limited company (“**Target Company**”) listed on BSE Limited (522113) and National Stock Exchange of India Limited (TIMKEN). The Timken Company (“**Timken Co US**”) is a corporation incorporated under the laws of the State of Ohio, USA and is indirectly holding 67.8% equity shares carrying voting rights in the Target Company through step down subsidiaries. Timken Co US is the ultimate holding company.
- Timken Service and Sales, LLC (“**Timken S&S US**”) is a wholly owned subsidiary of Timken Co US. Timken S&S US holds 52.38% in Timken (Gibraltar) Limited (“**Timken Gib**”) which indirectly holds 67.80% of the equity shares of the Target Company through step down subsidiaries. Balance 47.62% shares in Timken Gib are held by Timken Co US.
- This is to inform you that, on December 08, 2020, Timken S&S US redeemed its shares held by Timken Co US in exchange for its 52.38% ownership interest in Timken Gib (“**Transaction**”). Pursuant to the Transaction, Timken Co US holds 100% of the equity shares of Timken Gib and continues to indirectly hold 67.80% of the equity shares of the Target Company.

The Timken Company  
4500 Mt. Pleasant St. NW  
North Canton, OH 44720

We hereby file the prescribed disclosures in the format prescribed under Regulation 10(6) of the Takeover Regulations, with respect to the Transaction.

We request you to please take these disclosures on record.

Thanking you

For and on behalf of **The Timken Company**



Hansal N. Patel

Authorized signatory

Encl.: Disclosure under Regulation 10(6) in prescribed format

**Format for Disclosures under Regulation 10(6) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	Timken India Limited	
2.	Name of the acquirer(s)	The Timken Company	
3.	Name of the stock exchange where shares of the TC are listed	Bombay Stock Exchange (BSE Limited) and National Stock Exchange (National Stock Exchange of India Limited)	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	<p>No equity shares of Target Company were acquired directly.</p> <p>Timken Service and Sales, LLC (“<b>Timken S&amp;S US</b>”) transferred its 52.38% ownership interest in Timken Gibraltar Limited (“<b>Timken Gib</b>”) to The Timken Company (“<b>Timken Co US</b>”).</p> <p>Pursuant to the transaction, Timken Co US holds 100% in Timken Gib and continue to indirectly hold 67.80% of the equity shares of the Target Company.</p> <p>The transaction has been consummated to give effect to an internal group re-organization.</p> <p>The transaction does not impact or alter the relationship between the TC and its promoter.</p>	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Sub-clause (iii) of Regulation 10(1)(a) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“ <b>Takeover Regulations</b> ”)	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, <ul style="list-style-type: none"> <li>- whether disclosure was made and whether it was made within the timeline specified under the regulations.</li> <li>- date of filing with the stock exchange.</li> </ul>	Disclosure under Regulation 10(5) of the Takeover Regulations was made on November 25, 2020 to the Stock Exchanges and within the timeline specified under the Takeover Regulations.	
7.	Details of acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Timken Service and Sales, LLC	Yes

	b.	Date of acquisition	December 08, 2020		Yes	
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	No equity shares of Target Company were acquired directly.		Yes	
	d.	Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	Timken S&S US transferred its 52.38% ownership interest in Timken Gib to Timken Co US. Pursuant to the Transaction, Timken Co US holds 100% in Timken Gib and continue to indirectly hold 67.80% of the equity shares of the Target Company.		Yes	
	e.	Price at which shares are proposed to be acquired / actually acquired	Indirect acquisition for non-cash consideration. Timken S&S US distributed its ownership interest of 52.38% in Timken Gib to Timken Co US in exchange of redemption of Timken S&S US' shares held by Timken Co US.		Yes	
8.	Shareholding details		Pre-Transaction		Post-Transaction	
			No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a	Each Acquirer / Transferee				
		The Timken Company	0	0%	0	0%
		Timken Singapore Pte. Limited	5,09,99,988	67.80%	5,09,99,988	67.80%
	b	Each Seller / Transferor				
		Timken Service and Sales, LLC	0	0%	0	0%

Note:

- (\*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

For and on behalf of **The Timken Company**

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Hansal N. Patel

Authorized signatory

Date: December 10, 2020

Place: North Canton, Ohio, USA