



Mandar Vasmatkar
Company Secretary & Chief-Compliance
mandar.vasmatkar@timken.com

24 August, 2021

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G-Block, Bandra- Kurla Complex,
Bandra (E),
Mumbai- 400 051.

NSE Symbol - TIMKEN

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001.

Scrip Code- 522113

Dear Sir(s),

Sub: 34th Annual General Meeting - Voting Results and Scrutinizer's Report

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of law, we attach herewith consolidated Voting Results and Scrutinizer's Report on voting in connection with 34th Annual General Meeting of the Company held on 23 August, 2021 at 3.00 PM through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Kindly request you to take this on record.

Thanking you.

Yours faithfully,
For **TIMKEN INDIA LIMITED**

Mandar Vasmatkar
Company Secretary
& Chief - Compliance

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General information about company

Scrip code	522113
NSE Symbol	TIMKEN
MSEI Symbol	NOTLISTED
ISIN	INE325A01013
Name of the company	TIMKEN INDIA LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	23-08-2021
Start time of the meeting	03:00 PM
End time of the meeting	03:53 PM

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Scrutinizer Details

Name of the Scrutinizer	V Sreedharan
Firms Name	V Sreedharan and Associates
Qualification	CS
Membership Number	2347
Date of Board Meeting in which appointed	18-06-2021
Date of Issuance of Report to the company	24-08-2021

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Voting results

Record date	16-08-2021
Total number of shareholders on record date	50432
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	80
No. of resolution passed in the meeting	5
Disclosure of notes on voting results	Add Notes

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Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Financial Statements for the year ended 31 March, 2021 and the reports of the Board of Directors and the Statutory Auditors.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		50999988	50999988	100.0000	50999988	0	100.0000
Public- Institutions	E-Voting	12335277	10099525	81.8751	10099525	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		12335277	10099525	81.8751	10099525	0	100.0000
Public- Non Institutions	E-Voting	11883469	31684	0.2666	31648	36	99.8864	0.1136
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11883469	31684	0.2666	31648	36	99.8864
Total		75218734	61131197	81.2712	61131161	36	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend of Rs.1.50/- per equity share of Rs.10/- each fully paid up for the year ended 31 March, 2021.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		50999988	50999988	100.0000	50999988	0	100.0000
Public- Institutions	E-Voting	12335277	10099525	81.8751	10099525	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		12335277	10099525	81.8751	10099525	0	100.0000
Public- Non Institutions	E-Voting	11883469	31578	0.2657	31062	516	98.3660	1.6340
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11883469	31578	0.2657	31062	516	98.3660
Total		75218734	61131091	81.2711	61130575	516	99.9992	0.0008
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Douglas Smith (DIN: 02454618), who retires by rotation and being eligible, offers himself for reappointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		50999988	50999988	100.0000	50999988	0	100.0000
Public- Institutions	E-Voting	12335277	10099525	81.8751	9307224	792301	92.1551	7.8449
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		12335277	10099525	81.8751	9307224	792301	92.1551
Public- Non Institutions	E-Voting	11883469	31528	0.2653	30745	783	97.5165	2.4835
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11883469	31528	0.2653	30745	783	97.5165
Total		75218734	61131041	81.2710	60337957	793084	98.7026	1.2974
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mrs. N S Rama (DIN: 06720033) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		50999988	50999988	100.0000	50999988	0	100.0000
Public- Institutions	E-Voting	12335277	10099525	81.8751	9816332	283193	97.1960	2.8040
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		12335277	10099525	81.8751	9816332	283193	97.1960
Public- Non Institutions	E-Voting	11883469	31533	0.2654	29847	1686	94.6532	5.3468
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11883469	31533	0.2654	29847	1686	94.6532
Total		75218734	61131046	81.2710	60846167	284879	99.5340	0.4660
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of remuneration payable to the Cost Auditors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		50999988	50999988	100.0000	50999988	0	100.0000
Public- Institutions	E-Voting	12335277	10099525	81.8751	10099525	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		12335277	10099525	81.8751	10099525	0	100.0000
Public- Non Institutions	E-Voting	11883469	31580	0.2657	30957	623	98.0272	1.9728
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		11883469	31580	0.2657	30957	623	98.0272
Total		75218734	61131093	81.2711	61130470	623	99.9990	0.0010
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



Form No. MGT-13

REPORT OF SCRUTINIZER

[Pursuant to section 108 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the Thirty Fourth Annual General Meeting (AGM) of the Equity Shareholders of "Timken India Limited" held on Monday, August 23, 2021 at 3.00 PM through Video Conferencing (VC).

Sir,

I, V Sreedharan, Partner of V. Sreedharan and Associates, Company Secretaries, Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:

- (i) Scrutinizing the remote e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



- (ii) Voting through electronic voting system at the AGM.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013, Rules and circulars issued by MCA and SEBI relating to conducting of AGM through VC/OAVM and voting by electronic means for the resolutions contained in the Notice of the Thirty Fourth Annual General Meeting of the Equity Shareholders dated June 18, 2021. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer's Report of the votes cast "in favor" and/or "against" the resolution stated in the notice of the AGM, based on the report generated from the e-voting system provided by National Securities Depository Limited (NSDL), the Agency Authorized under the Rules and engaged by the Company to provide remote e-voting facilities and e-voting facilities to vote at the AGM.

We submit our report as under:

1. The remote E-Voting period remained open from 9.00 am on Friday, August 20, 2021, up to 5.00 pm on Sunday, August 22, 2021.
2. The Annual Report, the Notice of Annual General Meeting and the e-voting instructions slip were sent only by the electronic mode (e-mail) to those members whose email addresses were registered with the Company / Depository Participants / Depositories pursuant to MCA Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated



June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 and 02/2021 dated January 13, 2021 and Securities and Exchange Board of India (“SEBI”) circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021.

3. The voting rights were reckoned as on Monday, August 16, 2021, being the Cut-off date for the purpose of deciding the entitlements of members at the remote e-voting.
4. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on August 23, 2021 at 4.31 P.M. in the presence of two witnesses.
5. After declaration of voting by the Chairman, the shareholders present at the AGM through VC voted through e-voting facility provided by National Securities Depository Limited (NSDL).
6. As per the information given by the Company / RTA the names of the shareholders who had voted by remote e-voting through the facility provided by National Securities Depository Limited (NSDL) had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
7. Based on the data provided by National Securities Depository Limited (NSDL) e-voting system, the total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



a) **RESOLUTION 1**

To receive, consider and adopt the Audited Financial Statements for the year ended March 31, 2021 and the reports of the Board of Directors and the Statutory Auditors.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
311	6,11,31,161	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
4	36	NIL

(iii) Invalid Votes - NIL



b) RESOLUTION 2

To declare dividend of Rs 1.50/- per equity share of Rs.10 each fully paid up for the year ended 31 March 2021.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
310	6,11,30,575	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
4	516	NIL

(iii) Invalid Votes - NIL



b) RESOLUTION 3

To appoint a Director in place of Mr. Douglas Smith (DIN:02454618), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
276	6,03,37,957	98.70

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
37	7,93,084	1.30

(iii) Invalid Votes - NIL



d) RESOLUTION 4

Re-appointment of Mrs. N S Rama (DIN: 06720033) as an Independent Director of the Company.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
290	6,08,46,167	99.53

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
24	2,84,879	0.47

(iii) Invalid Votes - NIL



e) RESOLUTION 5

Ratification of remuneration payable to Cost Auditors.

(i) Voted in favour of Resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
306	6,11,30,470	100

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
9	623	NIL

(iii) Invalid Votes - NIL



8. A list of Equity shareholders who voted "FOR", "AGAINST" the resolutions (Both through Remote E-voting and E-voting at the AGM) has been handed over to the Company Secretary.
9. The electronic data and all other relevant records relating to the e-voting shall remain in our safe custody and shall be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting.

Thanking You,

Yours faithfully,

For **V. Sreedharan & Associates**



(V SREEDHARAN)

Partner

FCS 2347; CP No. 833

Date: August 24, 2021

Place: Bengaluru

UDIN: F002347C000822815

