

12 August, 2018

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.

**Scrip Code- TIMKEN**

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

**Scrip Code- 522113**

Dear Sirs,

**Sub: 31<sup>st</sup> Annual General Meeting (AGM) - Voting Results and Scrutinizer's Report**

Please note that 31<sup>st</sup> AGM of the members of the Company was held on 10 August, 2018 at 10.00 AM at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/SSA, Hosur Main Road, Electronic City, Phase - I, Bangalore – 560100.

We, vide our letter dated 11 August, 2018, had informed about inability of the Scrutinizer to submit his report on e-voting at AGM to us due technical failure of NSDL e-voting mechanism. We had also informed that we shall arrange to declare voting results and submit the same with stock exchanges immediately on receipt of the Scrutinizers Report.

The Scrutinizer has submitted his consolidated report on the voting today. Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provision of law, we attach herewith consolidated voting results and Scrutinizer's Report on voting in connection with 31<sup>st</sup> AGM.

Kindly request you to take these documents on record.

Thanking you,  
Yours faithfully

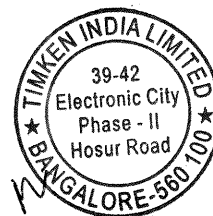
For **TIMKEN INDIA LIMITED**

**Soumitra Hazra**  
**Company Secretary**  
**& Chief- Compliance**

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

**TIMKEN INDIA LIMITED**

<b>Disclosure of voting results by listed entities in terms of Clause 44(3) of the Listing Agreement</b>					
<b>Date of the AGM</b>				<b>:</b>	<b>10.08.2018</b>
<b>Total number of shareholders on Cut-off date(03.08.2018)</b>				<b>:</b>	<b>52769</b>
<b>No.of Shareholders present in the meeting either in person or through proxy:</b>					
<b>Promoters and Promoter Group</b>				<b>:</b>	<b>1</b>
<b>Public</b>				<b>:</b>	<b>85</b>
<b>No.of Shareholders attended the meeting through Video Conferencing</b>					
<b>Promoters and Promoter Group</b>				<b>:</b>	<b>Not Applicable</b>
<b>Public</b>				<b>:</b>	<b>Not Applicable</b>



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 Financial Statements for the year ended/ as on 31st March,2018 and the reports of the Board of Directors and the 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	100.0000	50999988	0	100.0000	0.0000
	Poll	50999988	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		50999988	50999988	100.0000	50999988	0	100.0000
Public- Institutions	E-Voting		2098369	28.1360	2098369	0	100.0000	0.0000
	Poll	7457941	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		7457941	2098369	28.1360	2098369	0	100.0000
Public- Non Institutions	E-Voting		811007	8.4993	811001	6	99.9993	0.0007
	Poll	9542055	1645	0.0172	1645	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		9542055	812652	8.5165	812646	6	99.9993
<b>Total</b>	<b>Total</b>	67999984	53911009	79.2809	53911003	6	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>								Yes
Disclosure of notes on resolution								<b>Add Notes</b>

\* this fields are optional

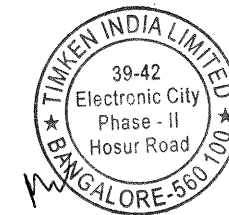
Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	



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 on Equity Share Capital 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	100.0000	50999988	0	100.0000	0.0000
	Poll	50999988	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
Public- Institutions	E-Voting		2136755	28.6507	2136755	0	100.0000	0.0000
	Poll	7457941	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7457941	2136755	28.6507	2136755	0	100.0000	0.0000
Public- Non Institutions	E-Voting		811007	8.4993	810992	15	99.9982	0.0018
	Poll	9542055	1645	0.0172	1645	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	9542055	812652	8.5165	812637	15	99.9982	0.0018
<b>Total</b>	<b>Total</b>	67999984	53949395	79.3374	53949380	15	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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

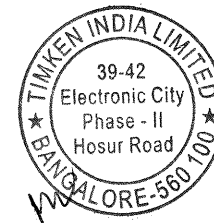


**Resolution (3)**

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.Ajay Kumar Das (DIN : 02697466), 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	100.0000	50999988	0	100.0000	0.0000
	Poll	50999988	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
Public-Institutions	E-Voting		2136755	28.6507	1637062	499693	76.6144	23.3856
	Poll	7457941	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7457941	2136755	28.6507	1637062	499693	76.6144	23.3856
Public- Non Institutions	E-Voting		811007	8.4993	810955	52	99.9936	0.0064
	Poll	9542055	1645	0.0172	1645	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	9542055	812652	8.5165	812600	52	99.9936	0.0064
<b>Total</b>	<b>Total</b>	67999984	53949395	79.3374	53449650	499745	99.0737	0.9263
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Note	

\* this fields are optional

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



Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the appointment of the Auditors 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	100.0000	50999988	0	100.0000	0.0000
	Poll	50999988	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
Public- Institutions	E-Voting		2136755	28.6507	2136755	0	100.0000	0.0000
	Poll	7457941	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7457941	2136755	28.6507	2136755	0	100.0000	0.0000
Public- Non Institutions	E-Voting		811007	8.4993	811001	6	99.9993	0.0007
	Poll	9542055	1645	0.0172	1645	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	9542055	812652	8.5165	812646	6	99.9993	0.0007
<b>Total</b>	<b>Total</b>	67999984	53949395	79.3374	53949389	6	100.0000	0.0000
<b>Whether resolution is Pass or Not.</b>								Yes
Disclosure of notes on resolution								<a href="#">Add Notes</a>

\* this fields are optional

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



Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Bushen Lal Raina (DIN: 00182160) as an Independent Director				
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	100.0000	50999988	0	100.0000	0.0000
	Poll	50999988	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
Public- Institutions	E-Voting		2136755	28.6507	2136755	0	100.0000	0.0000
	Poll	7457941	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7457941	2136755	28.6507	2136755	0	100.0000	0.0000
Public- Non Institutions	E-Voting		811007	8.4993	810146	861	99.8938	0.1062
	Poll	9542055	1645	0.0172	1645	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	9542055	812652	8.5165	811791	861	99.8941	0.1059
<b>Total</b>	<b>Total</b>	67999984	53949395	79.3374	53948534	861	99.9984	0.0016
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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



Items      Votes

Resolution (6)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr.Priya Shankar Dasgupta (DIN: 0012552) as an Independent Director				
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	100.0000	50999988	0	100.0000	0.0000
	Poll	50999988	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
Public-Institutions	E-Voting		2136755	28.6507	1723968	412787	80.6816	19.3184
	Poll	7457941	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7457941	2136755	28.6507	1723968	412787	80.6816	19.3184
Public- Non Institutions	E-Voting		811007	8.4993	810125	882	99.8912	0.1088
	Poll	9542055	1645	0.0172	1645	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	9542055	812652	8.5165	811770	882	99.8915	0.1085
<b>Total</b>	<b>Total</b>	67999984	53949395	79.3374	53535726	413669	99.2332	0.7668
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	
Public Insitutions	
Public - Non Insitutions	







Resolution (8)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				Material Transactions with the Related Party - Timken Wuxi Bearings Co. Ltd.				
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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50999988	0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	7457941	2136755	28.6507	2136755	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7457941	2136755	28.6507	2136755	0	100.0000	0.0000
Public- Non Institutions	E-Voting	9542055	809807	8.4867	809801	6	99.9993	0.0007
	Poll		1645	0.0172	1645	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	9542055	811452	8.5040	811446	6	99.9993	0.0007
<b>Total</b>	<b>Total</b>	67999984	2948207	4.3356	2948201	6	99.9998	0.0002
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

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



Print

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Resolution (9)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To adopt new Articles of Association 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	100.0000	50999988	0	100.0000	0.0000
	Poll	50999988	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
Public-Institutions	E-Voting		2136755	28.6507	1646924	489831	77.0759	22.9241
	Poll	7457941	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	7457941	2136755	28.6507	1646924	489831	77.0759	22.9241
Public- Non Institutions	E-Voting		811007	8.4993	810921	86	99.9894	0.0106
	Poll	9542055	1645	0.0172	1645	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	9542055	812652	8.5165	812566	86	99.9894	0.0106
<b>Total</b>	<b>Total</b>	67999984	53949395	79.3374	53459478	489917	99.0919	0.9081
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							No	

\* this fields are optional

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





**FORM No. MGT-13**

**REPORT OF SCRUTINIZER**

[Pursuant to Section 109 of the Companies Act, 2013 and Sub (2) of Rule 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of "Timken India Limited" held on Friday, August 10, 2018 at 10.00 A.M. at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase-I, Bengaluru -560100.

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 provision 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 by poll (Ballot papers) taken at the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders of “Timken India Limited” held on Friday, August 10, 2018 at 10.00 A.M. at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase-I, Bengaluru - 560100.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the 31<sup>st</sup> Annual General Meeting of the Equity Shareholders dated Tuesday, June 26, 2018. 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” or “against” the resolution stated in the notice of the AGM, based on the report generated from the e-voting system of National Securities Depository Limited (NSDL) and by poll (Ballot papers) provided by CB Management Services(P) Limited, the Agencies authorized under the Rules and engaged by the Company to provide e-voting facility for voting through remote e-voting and voting at the general meeting by poll (Ballot papers) at the venue of the AGM.



We submit our report as under:

**A. Relating to E-Voting:**

1. The remote E-Voting period remained open from 9.00 A.M on Tuesday, August 7, 2018 up to 5.00 P.M on Thursday, August 9, 2018.
2. In respect of those members whose email ids were registered with the Depository Participant/Company/Registrar and Share Transfer Agent, the soft copy of the Annual Report and Notice was sent by electronic mode and in respect of other members, the Annual Report was sent by permitted mode and the Notice was sent by Registered Post/Speedpost.

**B. Relating to voting by Poll:**

1. After the time fixed for closing of the poll by the Chairman, the ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
2. There was no polling paper which was incomplete or found defective.

**C. Result of E-Voting and Poll is as under:**

1. The voting rights were reckoned as on August 3, 2018, being the Cut-off date for the purpose of deciding the entitlements of members to vote at the remote e-voting and voting at the meeting.





2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on August 11, 2018 at 5.42 P.M. to know the voting pattern in the presence of two witnesses. The ballot box was opened and polling papers were removed and examined.
3. Immediately after the conclusion of the Annual General Meeting, I could not unblock the remote e-voting and could not download the reports from NSDL's website "www.evoting.nsdl.com" as the said website was not functional. I did send email twice to the email id "evoting@nsdl.co.in" once on August 10, 2018 and once on August 11, 2018 informing NSDL that non-functioning of the website is causing delay in completing the Scrutinizer's Report. I received reply by email from NSDL on August 11, 2018 at 19.06 P.M. stating that the website is working fine. Thereafter I received the excel sheet containing remote e-voting details by email from NSDL on August 11, 2018 at 9.44 P.M.
4. The details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of National Securities Depository Limited (NSDL) <https://evoting.nsdl.com>.
5. The combined result of remote e-voting and poll is as under:



**a) RESOLUTION 1(Ordinary Resolution)**

To receive, consider and adopt the Financial Statements for the year ended/as on March 31, 2018 and the reports of the Board of Directors and Auditors.

**(i) Voted in favour of Resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	88	55	143
Number of votes cast by them	5,39,09,358	1,645	5,39,11,003
% of Total Number of valid votes cast	100	100	100

**(ii) Voted against the resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	NIL	5
Number of votes cast by them	6	NIL	6
% of Total Number of valid votes cast	Negligible	NIL	Negligible

**(iii) Invalid Votes - NIL**





**b) RESOLUTION 2 (Ordinary Resolution)**

To declare dividend on Equity Share Capital of the company.

**(i) Voted in favour of Resolution**

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	89	55	144
Number of votes cast by them	5,39,47,735	1,645	5,39,49,380
% of Total Number of valid votes cast	100	100	100

**(ii) Voted against the resolution**

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	NIL	5
Number of votes cast by them	15	NIL	15
% of Total Number of valid votes cast	Negligible	NIL	Negligible

**(iii) Invalid Votes - NIL**



**c) RESOLUTION 3 (Ordinary Resolution)**

To appoint a Director in place of Mr. Ajay K. Das (DIN 02697466), who retires by rotation and, being eligible, offers himself for re-appointment.

**(i) Voted in favour of Resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	62	55	117
Number of votes cast by them	5,34,48,005	1,645	5,34,49,650
% of Total Number of valid votes cast	99.07	100	99.07

**(ii) Voted against the resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	32	NIL	32
Number of votes cast by them	4,99,745	NIL	4,99,745
% of Total Number of valid votes cast	0.93	NIL	0.93

**(iii) Invalid Votes - NIL**





**d) RESOLUTION 4 (Ordinary Resolution)**

To ratify the appointment of the Auditors of the company made at the 30<sup>th</sup> Annual General Meeting and to fix their remuneration

**(i) Voted in favour of Resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	89	55	144
Number of votes cast by them	5,39,47,744	1,645	5,39,49,389
% of Total Number of valid votes cast	100	100	100

**(ii) Voted against the resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	NIL	5
Number of votes cast by them	6	NIL	6
% of Total Number of valid votes cast	Negligible	NIL	Negligible

**(iii) Invalid Votes - NIL**



**e) RESOLUTION 5 (Special Resolution)**

Appointment of Mr. Bushen Lal Raina (DIN: 00182160) as an Independent Director

**(i) Voted in favour of Resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	85	55	140
Number of votes cast by them	5,39,46,889	1,645	5,39,48,534
% of Total Number of valid votes cast	100	100	100

**(ii) Voted against the resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	9	NIL	9
Number of votes cast by them	861	NIL	861
% of Total Number of valid votes cast	Negligible	NIL	Negligible

**(iii) Invalid Votes - NIL**





(f) **RESOLUTION 6 (Special Resolution)**

Re-appointment of Mr. Priya Shankar Dasgupta (DIN: 00012552) as an Independent Director

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	77	55	132
Number of votes cast by them	5,35,34,081	1,645	5,35,35,726
% of Total Number of valid votes cast	99.23	100	99.23

(ii) Voted against the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	17	NIL	17
Number of votes cast by them	4,13,669	NIL	4,13,669
% of Total Number of valid votes cast	0.77	NIL	0.77

(iii) Invalid Votes - NIL



**(g) RESOLUTION 7 (Ordinary Resolution)**

Ratification of Remuneration payable to the Cost Auditors for the financial year 2018-19.

**(i) Voted in favour of Resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	86	55	141
Number of votes cast by them	5,39,47,232	1,645	5,39,48,877
% of Total Number of valid votes cast	100	100	100

**(ii) Voted against the resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	7	NIL	7
Number of votes cast by them	18	NIL	18
% of Total Number of valid votes cast	Negligible	NIL	Negligible

**(iii) Invalid Votes - NIL**





(h) **RESOLUTION 8 (Ordinary Resolution)**

Approval of Material Transactions with the Related Party - Timken Wuxi Bearings C. Ltd.

(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	86	55	141
Number of votes cast by them	29,46,556	1,645	29,48,201
% of Total Number of valid votes cast	100	100	100

(ii) Voted against the resolution

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	5	NIL	5
Number of votes cast by them	6	NIL	6
% of Total Number of valid votes cast	Negligible	NIL	Negligible

(iii) Invalid Votes - NIL



(i) RESOLUTION 9 (Special Resolution)

Adoption of new Articles of Association of the Company

(i) Voted in favour of Resolution

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	63	55	118
Number of votes cast by them	5,34,57,833	1,645	5,34,59,478
% of Total Number of valid votes cast	99.10	100	99.01

(ii) Voted **against** the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting (in person or by proxy)	31	NIL	31
Number of votes cast by them	4,89,917	NIL	4,89,917
% of Total Number of valid votes cast	0.90	NIL	0.99

(iii) Invalid Votes - NIL





6. A Compact Disc (CD) containing a list of Equity shareholders who voted "FOR," "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

7. The poll (Ballot) papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thank You,

Yours faithfully,

For V. Sreedharan & Associates



(V. Sreedharan)  
Partner  
FCS 2347; CP No. 833



Place: Bengaluru

Dated: August 12, 2018