

21 August, 2020

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 Sir(s),

Sub: 33rd 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 33rd Annual General Meeting of the Company held on 20 August, 2020 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 Mohaniraj Vasmatkar
Digitally signed by
Mandar Mohaniraj
Vasmatkar
Date: 2020.08.21
14:29:52 +05'30'

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)	20-08-2020
Start time of the meeting	3:00 PM
End time of the meeting	4:12 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	05-06-2020
Date of Issuance of Report to the company	21-08-2020

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Voting results

Record date	13-08-2020
Total number of shareholders on record date	53332
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	0
b) Public	112
No. of resolution passed in the meeting	7
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, 2020 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	9637675	8179868	84.8739	8179868	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		9637675	8179868	84.8739	8179868	0	100.0000
Public- Non Institutions	E-Voting	14581071	731285	5.0153	730206	1079	99.8525	0.1475
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14581071	731285	5.0153	730206	1079	99.8525
Total		75218734	59911141	79.6492	59910062	1079	99.9982	0.0018
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 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	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	9637675	8322412	86.3529	8322412	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		9637675	8322412	86.3529	8322412	0	100.0000
Public- Non Institutions	E-Voting	14581071	731285	5.0153	730777	508	99.9305	0.0695
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14581071	731285	5.0153	730777	508	99.9305
Total		75218734	60053685	79.8387	60053177	508	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. Avishrant Keshava (DIN: 07292484), who retires by rotation and being eligible, offers himself for re-appointment.				
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	9637675	8203144	85.1154	8203144	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		9637675	8203144	85.1154	8203144	0	100.0000
Public- Non Institutions	E-Voting	14581071	731224	5.0149	730044	1180	99.8386	0.1614
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14581071	731224	5.0149	730044	1180	99.8386
Total		75218734	59934356	79.6801	59933176	1180	99.9980	0.0020
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)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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	9637675	8203144	85.1154	8197908	5236	99.9362	0.0638
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		9637675	8203144	85.1154	8197908	5236	99.9362
Public- Non Institutions	E-Voting	14581071	731224	5.0149	704761	26463	96.3810	3.6190
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14581071	731224	5.0149	704761	26463	96.3810
Total		75218734	59934356	79.6801	59902657	31699	99.9471	0.0529
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				Appointment of Mr. Douglas Smith (DIN: 02454618) as a 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	9637675	8203144	85.1154	8196724	6420	99.9217	0.0783
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		9637675	8203144	85.1154	8196724	6420	99.9217
Public- Non Institutions	E-Voting	14581071	731224	5.0149	721726	9498	98.7011	1.2989
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14581071	731224	5.0149	721726	9498	98.7011
Total		75218734	59934356	79.6801	59918438	15918	99.9734	0.0266
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 (6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Avishrant Keshava (DIN: 07292484) as a Whole-time 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	9637675	8203144	85.1154	8203144	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		9637675	8203144	85.1154	8203144	0	100.0000
Public- Non Institutions	E-Voting	14581071	731224	5.0149	730044	1180	99.8386	0.1614
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14581071	731224	5.0149	730044	1180	99.8386
Total		75218734	59934356	79.6801	59933176	1180	99.9980	0.0020
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 (7)								
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	9637675	8322412	86.3529	8322412	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		9637675	8322412	86.3529	8322412	0	100.0000
Public- Non Institutions	E-Voting	14581071	731224	5.0149	729755	1469	99.7991	0.2009
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14581071	731224	5.0149	729755	1469	99.7991
Total		75218734	60053624	79.8387	60052155	1469	99.9976	0.0024
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 Third Annual General Meeting (AGM) of the Equity Shareholders of "Timken India Limited" held on Thursday, August 20, 2020 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 Third Annual General Meeting of the Equity Shareholders dated June 08, 2020. 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 Monday, August 17, 2020 up to Wednesday, August 19, 2020.
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 No.20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and Circular No. 17/2020 dated April 13, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.
3. The voting rights were reckoned as on Thursday, August 13, 2020 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 20, 2020 at 04.33 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, 2020 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
260	5,99,10,062	99.9982

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
5	1,079	0.0018

(iii) Invalid Votes - NIL

VISHWAN
ATHAN
SREEDHA
RAN



Digitally signed by VISHWAN
ATHAN SREEDHARAN
DN: cn=VISHWAN ATHAN SREEDHARAN,
o=VISHWAN ATHAN SREEDHARAN,
ou=VISHWAN ATHAN SREEDHARAN,
email=vishwan.athan.sreedharan@vishwanathan.com,
c=IN

b) RESOLUTION 2

To declare dividend on Equity Share Capital 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
266	6,00,53,177	99.9992

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
4	508	0.0008

(iii) Invalid Votes - NIL

VISHWANATHAN
HAN
SREEDHARAN



Digitally signed by VISHWANATHAN HAN SREEDHARAN
DN: cn=VISHWANATHAN HAN SREEDHARAN, o=VISHWANATHAN HAN SREEDHARAN, email=vishwanathan.han.sreedharan@vishwanathanhan.com, c=IN
Date: 2023.08.14 10:52:10 +05'30'

c) RESOLUTION 3

To appoint a Director in place of Mr. Avishrant Keshava (DIN: 07292484), 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
256	5,99,33,176	99.9980

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
8	1,180	0.0020

(iii) Invalid Votes - NIL

**VISHWANA
THAN
SREEDHARA
N**

Digitally signed by VISHWANATHAN
SREEDHARAN
DN: cn=VISHWANATHAN SREEDHARAN,
o=VISHWANATHAN SREEDHARAN
Date: 2020.06.21 13:50:32 +05'30'

d) RESOLUTION 4

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
251	5,99,02,657	99.9471

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
13	31,699	0.0529

(iii) Invalid Votes - NIL

**VISHWAN
ATHAN
SREEDHAR
AN**

Digitally signed by VISHWAN
SREEDHAR AN
DN: cn=VISHWAN SREEDHAR AN, o=VISHWAN SREEDHAR AN, email=vishwan.sreedharan@vishwan.com, c=IN

e) RESOLUTION 5

Appointment of Mr. Douglas Smith (DIN: 02454618) as a 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
252	5,99,18,438	99.9734

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
12	15,918	0.0266

(iii) Invalid Votes - NIL

VISHWAN
ATHAN
SREEDHA
RAN



f) RESOLUTION 6

Re-appointment of Mr. Avishrant Keshava (DIN: 07292484) as a Whole-time 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
256	5,99,33,176	99.9980

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
8	1,180	0.0020

(iii) Invalid Votes - NIL

VISHWANATHAN SREEDHARAN
Digitally signed by VISHWANATHAN SREEDHARAN
DN: cn=VISHWANATHAN SREEDHARAN, o=VISHWANATHAN SREEDHARAN, email=vishwanath.sreedharan@vishwanathansreedharan.com, c=IN

g) RESOLUTION 7

Ratification of Remuneration payable to the 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
259	6,00,52,155	99.9976

(ii) Voted against the resolution

Number of Members voted	Number of votes cast by them	% of Total Number of valid votes cast
10	1,469	0.0024

(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

VISHWANATHAN
HAN
SREEDHARAN

(V SREEDHARAN)

Partner

FCS 2347; CP No. 833

Bengaluru

August 21, 2020

UDIN number F002347B000599108