

Timken (Gibraltar) Limited - In Liquidation

The Securities and Exchange Board of India

SEBI Bhavan, Plot No. C4-A, 'G' Block,

Bandra-Kurla Complex, Bandra (East),

Mumbai – 400051, Maharashtra

December 21, 2020

Dear Sir / Madam,

Subject: Report under Regulation 10(7) 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.

In relation to.: Timken India Limited, listed on BSE Limited (522113) and National Stock Exchange of India Limited (TIMKEN)

Pursuant to the provision of Regulation 10(7) of the Takeover Regulations, we hereby furnish the attached report regarding transfer of 14.99% partnership interest in Timken Bermuda L.P. ("**Timken Bermuda**") by Timken (Gibraltar) 2 Limited ("**Timken Gib 2**") to Timken (Gibraltar) Limited ("**Timken Gib**"). Timken Bermuda indirectly owns 67.8% of the share capital of Timken India Limited ("**Target Company**"). Timken Gib holds 100% shares in Timken Gib 2. The Timken Company is the ultimate holding company holding 100% shares in Timken Gib.

The intimations under Regulation 10(5) and Regulation 10(6) of the Takeover Regulations have been filed with the stock exchanges on December 01, 2020 and December 17, 2020 respectively.

The applicable fees of INR 1,50,000 was paid through RTGS / NEFT to the following account:

Name of Bank Account: Securities and Exchange Board of India

Name of Branch: Bank of India, Bandra Kurla Complex, Bandra (East), Mumbai - 400051

Bank Account No: 012210210000007, IFSC Code: BKID000122

Date of Payment: December 18, 2020

Payment Reference No: N353201344980633

Purpose of Payment: Fees under Regulation 10(7) of the Takeover Regulations

We request you to take record of the same and acknowledge.

Thanking you

For and on behalf of Timken (Gibraltar) Limited (in Member's Voluntary Liquidation)



(Edgar Lavarello)

Liquidator (as authorized signatory)

Encl.: Report under Regulation 10(7) in prescribed format



Format under Regulation 10(7) - Report to SEBI in respect of any acquisition made in reliance upon exemption provided for in regulation 10(1)(a)(iii) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1	Gen	eral Details	
	a.	Name, address, telephone no., e-mail of acquirer(s) {In case there are multiple acquirers, provide full contact details of any one acquirer (the correspondent acquirer) with whom SEBI shall correspond.}	Timken (Gibraltar) Limited – In Liquidation Address: 57/63 Line Wall Road Telephone: 234-262-2455 Email: teri.wilson@timken.com; with copies to: corp.relations@bseindia.com and takeover@nse.co.in
	b.	Whether sender is the acquirer (Y/N)	Y
	c.	If not, whether the sender is duly authorized by the acquirer to act on his behalf in this regard (enclose copy of such authorization)	Not applicable
	d.	Name, address, Tel no. and e-mail of sender, if sender is not the acquirer	Not applicable
2	Con	apliance of Regulation 10(7)	
	a.	Date of Report	December 21, 2020
	b.	Whether report has been submitted to SEBI within 21 working days from the date of the acquisition	Yes
	c.	Whether the report is accompanied	Yes
		with fees as required under Regulation 10(7)	RTGG / NEFT reference No. N353201344980633 dated December 18, 2020
3	Con	npliance of Regulation 10(5)	
	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed, at least 4 working days before the date of the proposed acquisition.	Yes
	b.	Date of Report	December 01, 2020
4	Con	apliance of Regulation 10(6)	



	1	T				
	a.	Whether the report has been filed with the Stock Exchanges where the shares of the Company are listed within 4 working days of the acquisition	Yes			
	b.	Date of Report	December 17,	2020		
5	Det	ails of the Target Company				
	a.	Name & address of TC	Timken India	Limited		
					hase I, Hosur R rnataka, India	oad,
	b.	Name of the Stock Exchange(s) where the shares of the TC are listed			(BSE Limited) al Stock Exchan	
6	Det	ails of the acquisition				
	a.	Date of acquisition	December 14,	, 2020		
	b.	Acquisition price per share (in Rs.)	Indirect acquisition for non-cash consideration. Timken (Gibraltar) 2 Limited ("Timken Gib 2") transferred 14.99% of partnership interest in Timk Bermuda L.P. ("Timken Bermuda") to Timken (Gibraltar) Limited ("Timken Gib") in exchange of surrender of shares in Timken Gib 2 held by Timke Gib equivalent to the value of Timken Bermuda			Gib 2") est in Timken imken schange of d by Timken
	c.	Regulation which would have been triggered an open offer, had the report not been filed under Regulation 10(7) (whether Regulation 3(1), 3(2), 4 or 5)	Regulation 5			
	d.	Shareholding of acquirer/s and PACs individually in TC (in terms of no: & as a percentage of the total	Before the acc	quisition	After the acqu	ıisition
		share/voting capital of the TC)(*)	No. of Shares	% w.r.t total share capital / voting rights of TC	No. of Shares	% w.r.t total share capital / voting rights of TC
		Name(s) of the acquirer(s)(**)				
		Timken (Gibraltar) Limited	0	0%	0	0%
		Timken Singapore Pte. Limited	5,09,99,988	67.80%	5,09,99,988	67.80%



	e.	Shareholding of seller/s in TC (in terms of no: & as a percentage of	Before the acc	quisition	After the acq	uisition
		TC) (*)	No. of Shares	% w.r.t total share capital / voting rights of TC	No. of Shares	% w.r.t total share capital / voting rights of TC
		Timken (Gibraltar) 2 Limited	0	0%	0	0%
7		ormation specific to the exemptiongs - Regulation 10(1)(a)(iii)	on category to	which th	e instant acq	uisition
	a.	Provide the names of the seller/s	Timken (Gibr	altar) 2 Lin	nited	
	b.	Specify the relationship between the acquirer/s and the seller/s.	Both Timken 100% partner indirectly hole Singapore Pte Timken Singa Company hole Target Compa Pursuant to the partnership in continues to it shares of the	Gib and Tirship interests 100% of e. Limited ('apore is a priding 67.80% any. the transaction terest in Transaction Target Common does not	shares in Timken Rest in Timken Best in Timken Best in Timken Best in Timken Singal comoter of the 7% of the equity on, Timken Gill imken Bermud old 67.80% of the equity impact or alter Target Compa	ether holds ermuda which n Timken pore"). Farget shares of the o holds 100% a and he equity
	c.	Confirm that the acquirer and the seller/s satisfy such a relationship as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations	the relationsh	We confirm that the acquirer and the seller satisfy the relationship as defined in Regulation 10(1)(a)(iii) of the Takeover Regulations		
	d.	If shares of the TC are frequently traded, volume-weighted average market price (VWAP) of such shares for a period of sixty trading days preceding the date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed.	INR 1,112.76			
	e.	If shares of the TC are infrequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation	Not applicabl	e		



	8.	
f.	Confirm whether the acquisition price per share is not higher by more than twenty-five percent of the price as calculated in (d) or (e) above as applicable.	Not applicable as the indirect transfer was undertaken for consideration other than cash.
g.	Date of issuance of notice regarding the proposed acquisition to the stock exchanges where the TC is listed	December 01, 2020
h.	1) Whether the acquirers as well as sellers have complied (during 3 years prior to the date of acquisition) with the provisions of Chapter V of the Takeover Regulations (corresponding provisions of the repealed Takeover Regulations 1997) (Y/N).	 The acquirer confirms that the transferor and the transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations to the extent applicable.
	2) If yes, specify applicable regulation(s) as well as date on which the requisite disclosures were made and furnish copies of the same.	2) Not Applicable
i.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a)(iii) with respect to exemptions has been duly complied with.	The acquirer hereby declares that all the conditions specified under Regulation 10(1)(a)(iii) with respect to exemptions has been duly complied with

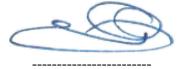
We hereby declare that the information provided in the instant report is true and nothing has been concealed there from.



NOTE:

- (*) In case, percentage of shareholding to the total capital is different from percentage of voting rights, indicate percentage of shareholding and voting rights separately.
- (**) Shareholding of each entity shall be shown separately as well as collectively.

For and on behalf of Timken (Gibraltar) Limited (in Member's Voluntary Liquidation)



(Edgar Lavarello)

Liquidator (as authorized signatory)

Date: December 21, 2020

Place: Gibraltar

Encl.: Intimations filed under Regulations 10(5) and 10(6) of Takeover Regulations



THE HOFE BANK

User: ANUPAM Domain: TIMKEN Date/Time: 18/12/2020 02:59:07 pm

Customer Support Home FAQ

Last Successful Login 18/12/2020 10:42:54 am Last UnSuccessful Login 18/12/2020 10:43:37 am Corporate Internet Banking

Account Services | Administration | Message Center | Help

Balance	Statements >> View >> Tra	nsaction Details					
Statements	Account No.	New Account No.	Booking Date	Credit Amount	Debit Amount	Value Date	Ref/Chq NO
View Statements	00870310000020	00870310000020	18/12/2020		150,000.	00 18/12/2020	N353201344980633
Consolidated Download							
Search							

NEFT Dr-BKID0000122-SECURITIES AND EXCHANGE BOARD OF INDIA-SAKCHI-N353201344980633



Corporate Relations Department

BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Fort,

Mumbai - 400 001

BSE Code: 522113

The Listing Department

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C-1,

Block G, Bandra - Kurla Complex,

Bandra (East), Mumbai – 400 051

NSE Code: TIMKEN EQ

December 01, 2020

Dear Sir / Madam

Subject: Disclosure under Regulation 10(5) 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.

Timken India Limited is a public limited company ("Target Company") listed on BSE Limited (522113) and National Stock Exchange of India Limited (TIMKEN EQ).

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 including Timken (Gibraltar) Limited ("**Timken Gib**"), Timken (Gibraltar) 2 Limited ("**Timken Gib 2**") and Timken Bermuda L.P. ("**Timken Bermuda**"). Timken Co US is the ultimate holding company.

Timken Gib holds 84.86% partnership interest in Timken Bermuda and balance 15.14% partnership interest in Timken Bermuda is held by Timken Gib 2. Timken Bermuda indirectly holds 67.8% equity shares in the Target Company.

This is to inform you that Timken Gib 2 proposes to transfer 14.99% of the partnership interest in Timken Bermuda to Timken Gib ("**Proposed Transaction**"). Pursuant to the Proposed Transaction, Timken Gib will directly hold 99.85% of the partnership interest in Timken Bermuda and balance 0.15% partnership interest in Timken Bermuda will be held by Timken Gib 2. Timken Co US will continue to indirectly hold 67.80% of the equity shares of the Target Company.

We hereby file the prescribed disclosures in the format prescribed under Regulation 10(5) of the Takeover Regulations with respect to the Proposed Transaction.

We request you to please take these disclosures on record.

Thanking you

For and on behalf of Timken (Gibraltar) Limited

Theral welson

Authorized signatory

Encl.: Disclosure under Regulation 10(5) in prescribed format



Format for Disclosures under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	N	ame of the Target Company (TC)	Timken India Limited
2.	N	ame of the acquirer(s)	Timken (Gibraltar) Limited
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters		Limited ("Timken Gib") is indirectly held by The Timken Company ("Timken Co US"). Timken Gib holds 84.86% in Timken Bermuda L.P. ("Timken Bermuda") which indirectly holds 100% of equity shares in Timken Singapore Pte. Limited ("Timken Singapore"). Timken Singapore is a promoter of the Target Company holding 67.80% of the equity shares of the TC. Balance 15.14% partnership interest in Timken Bermuda is held by Timken (Gibraltar) 2 Limited ("Timken Gib 2") which is wholly owned by Timken Gib.
			The proposed transaction will not impact or alter the relationship between the TC and its promoter.
4.	D	etails of the proposed acquisition	
	a.	Name of the person(s) from whom shares are to be acquired	Timken (Gibraltar) 2 Limited
	b.	Proposed date of acquisition	December 14, 2020
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	No equity shares of the Target Company are being acquired. Timken Gib 2 proposes to transfer 14.99% of partnership interest in Timken Bermuda to Timken Gib. Pursuant to the proposed transaction, Timken Gib will directly
	d.	Total shares to be acquired as % of share capital of TC	hold 99.85% of the partnership interest in Timken Bermuda and balance 0.15% partnership interest in Timken Bermuda will be held by Timken Gib 2. Timken Co US will continue to indirectly hold 67.80% of the equity shares of TC.
	e.	Price at which shares are proposed to be acquired	Indirect acquisition for non-cash consideration. Timken Gib 2 will be transferring 14.99% of partnership interest in Timken Bermuda to Timken Gib in exchange of surrender of Timken Gib 2's shares held by Timken Gib
	f.	Rationale, if any, for the proposed transfer	Internal group re-organization
5.	w	elevant sub-clause of regulation 10(1)(a) under hich the acquirer is exempted from making pen 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 ("Takeover



			Regulation	s")			
6.	ma pre tra ma	frequently traded, volume weighted average arket price for a period of 60 trading days eceding the date of issuance of this notice as ded on the stock exchange where the eximum volume of trading in the shares of the eare recorded during such period.	INR 1,112.76				
7.	int	n-frequently traded, the price as determined terms of clause (e) of sub-regulation (2) of gulation 8.	Not applicab	le			
8.	pri the	claration by the acquirer, that the acquisition ice would not be higher by more than 25% of e price computed in point 6 or point 7 as plicable.	Not applicable as the transfer is of partnership interest in Timken Bermuda from Timken Gib 2 to Timken Gib.				
9.	and prince in (control Tail)	Declaration by the acquirer, that the transferor d transferee have complied (during 3 years for to the date of proposed acquisition) / will mply with applicable disclosure requirements. Chapter V of the Takeover Regulations, 2011 presponding provisions of the repealed keover Regulations, 1997) The aforesaid disclosures made during evious 3 years prior to the date of proposed quisition to be furnished.	i. The acquirer confirms that the transferor and the transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 to the extent applicable. ii. Not applicable				
10.	co	eclaration by the acquirer that all the nditions specified under regulation 10(1)(a) th respect to exemptions has been duly mplied with.	conditionss	pecified un to exempt	eclares that all der Regulation ions has been	n 10(1)(a)(iii)	
11.	Sha	areholding details	Before the proposed transaction		After the protection	oposed	
			No. of shares/ voting rights	% w.r.t total share capital of TC	No. of shares/ voting rights	% w.r.t total share capital of TC	
	a	Acquirer(s) and PACs (other than sellers)	F3				
		Timken (Gibraltar) Limited	o	0%	О	0%	
		Timken Singapore Pte. Limited	5,09,99,988	67.80%	5,09,99,988	67.80%	



b	Seller (s)		Max 1755		
	Timken (Gibraltar) 2 Limited	0	10%	o	0%

Note:

- (*) Shareholding of each entity may 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 Timken (Gibraltar) Limited

They welson

Authorized signatory

Date: December 01, 2020

Place: North Canton, Ohio



Timken (Gibraltar) Limited - In Liquidation

Corporate Relations Department The Listing Department

BSE Limited National Stock Exchange of India Limited

Phiroze Jeejeebhoy Towers Exchange Plaza, 5th Floor, Plot No. C-1,

Dalal Street, Fort,

Block G, Bandra – Kurla Complex,

Mumbai – 400 001 Bandra (East), Mumbai – 400 051

BSE Code: 522113 NSE Code: TIMKEN

December 17, 2020

Dear Sir / Madam

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 December 01, 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:

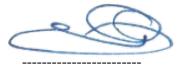
- Timken India Limited is a public limited company ("**Target Company**") listed on BSE Limited (522113) and National Stock Exchange of India Limited (TIMKEN). The Timken Company ("**Timken Co US**") is a corporation incorporated under the laws of the State of Ohio, USA and is indirectly holding 67.8% equity shares carrying voting rights in the Target Company through step down subsidiaries including Timken (Gibraltar) Limited ("**Timken Gib**"), Timken (Gibraltar) 2 Limited ("**Timken Gib 2**") and Timken Bermuda L.P. ("**Timken Bermuda**"). Timken Co US is the ultimate holding company.
- This is to inform you that, on December 14, 2020, Timken Gib 2 transferred 14.99% of the partnership interest in Timken Bermuda to Timken Gib ("**Transaction**"). Pursuant to the Transaction, Timken Gib directly holds 99.85% of the partnership interest in Timken Bermuda and balance 0.15% partnership interest in Timken Bermuda continues to be held by Timken Gib 2. Timken Co US continues to indirectly hold 67.80% of the equity shares of the Target Company.

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 Timken (Gibraltar) Limited (in Member's Voluntary Liquidation)



(Edgar Lavarello)

Liquidator (as authorized signatory without personal liability)

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)	Timken (Gibraltar) Limited		
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.	2") transferred 14.99% Timken Bermuda L. P. to Timken (Gibraltar) 1 Gib"). Pursuant to the holds 99.85% partners Bermuda and balance interest is held by Timl The Timken Company continues to hold 100% and continues to indire equity shares of the Ta The transaction has be effect to an internal gro	imited ("Timken Gib partnership interest in ("Timken Bermuda") Limited ("Timken transaction, Timken Gib hip interest in Timken 0.15% partnership ken Gib 2. ("Timken Co US") % shares in Timken Gib ectly hold 67.80% of the rget Company. een consummated to give oup re-organization.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Sub-clause (iii) of Regu Securities and Exchang (Substantial Acquisition Takeovers) Regulation Regulations")	ge Board of India on of Shares and	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Disclosure under Regulation 10(5) of the Takeover Regulations was made on December 01, 2020 to the Stock Exchanges and within th timeline specified under the Takeover Regulations.		
7.	Details of acquisition	Disclosures required to be made under	Whether the disclosures under regulation 10(5) are	



			regulation 10(5)		actually made	
	a.	Name of the transferor / seller	Timken (Gib Limited	raltar) 2	Yes	
	b.	Date of acquisition	December 14	, 2020	Yes	
	c.	Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above Total shares proposed to be acquired / actually acquired as a % of diluted	t of the acquisitions from each mentioned in 7(a) above Shares proposed to be acquired / ly acquired as a % of diluted Target Company were acquired directly. Timken Gib 2 transferred 14.99% partnership interest in			
		share capital of TC				
	e.	Price at which shares are proposed to be acquired / actually acquired	Indirect acquisition for non-cash consideration. Timken Gib 2 transferred its partnership interest of 14.99% in Timken Bermuda to Timken Gib in exchange of surrender of its shares held by Timken Gib.		f	
8.	Sh	areholding details	Pre-Transact	ion	Post-Transa	action
			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				



	Timken (Gibraltar) Limited	o	о%	o	o%
	Timken Singapore Pte. Limited	5,09,99,988	67.80%	5,09,99,988	67.80%
b	Each Seller / Transferor				
	Timken (Gibraltar) 2 Limited	0	о%	0	о%

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 Timken (Gibraltar) Limited (in Member's Voluntary Liquidation)



(Edgar Lavarello)

Liquidator (as authorized signatory without personal liability)

Date: December 17, 2020

Place: Gibraltar

