



Timken Netherlands Holdings B.V.

Corporate Relations Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001
BSE Code: 522113
December 17, 2020

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

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 07, 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 Co US holds 100% shares in Timken Netherlands Holdings B.V. (“**Timken BV**”) which holds 100% shares in Timken (Gibraltar) Limited (“**Timken Gib**”). Timken Gib owns 100% shares in Timken Global Treasury SARL (“**TGT**”) which indirectly holds 67.80% of the equity shares of the Target Company through step down subsidiaries.
- This is to inform you that, on December 16, 2020, Timken Gib transferred its entire holding in TGT to Timken BV in lieu of cancellation of shares held in Timken Gib by Timken BV (“**Transaction**”).
- Pursuant to the Transaction, Timken BV directly holds 100% of the equity shares of TGT. Further, Timken Co US indirectly holds 100% of the equity shares of TGT and continues to indirectly hold 67.80% of the equity shares of the Target Company.

Timken Netherlands Holdings B.V.
Stephensonweg 12
4207HB Gorinchem Netherlands

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 Netherlands Holdings B.V.

Teresa L. Wilson

(Teresa L. Wilson)

Authorized signatories

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

(Sjaak van Boxtel)

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We request you to please take these disclosures on record.

Thanking you

For and on behalf of Timken Netherlands Holdings B.V.

(Teresa L. Wilson)

Authorized signatories

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



(Sjaak van Boxtel)

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 Netherlands Holdings B.V.
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 Netherlands Holdings B.V. ("Timken BV") is a wholly owned subsidiary of The Timken Company ("Timken Co US"). Timken BV holds 100% shares in Timken (Gibraltar) Limited ("Timken Gib") which owns 100% shares in Timken Global Treasury SARL ("TGT"). TGT indirectly holds 100% of equity shares in Timken Singapore Pte. Limited ("Timken Singapore"). Timken Singapore is a promoter of the TC holding 67.80% of the equity shares of the TC.</p> <p>Timken Gib transferred 100% shares in TGT to Timken BV. Pursuant to the transaction, Timken BV holds 100% equity shares in TGT. Timken Co US remains as the ultimate holding company.</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 (" Takeover Regulations ")
6.	<p>Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so,</p> <ul style="list-style-type: none"> - 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 07, 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 (Gibraltar) Limited		Yes	
	b.	Date of acquisition	December 16, 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 Gib transferred 100% shares of TGT to Timken BV. Pursuant to the Transaction, Timken BV holds 100% shares in TGT and indirectly hold 67.80% of the equity shares of the Target Company. Timken Co US continues 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 Gib transferred 100% shares in TGT to Timken BV in lieu of cancellation of shares in Timken Gib held by Timken BV.		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				
		Timken Netherlands Holdings B.V.	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 (Gibraltar) Limited	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 Timken Netherlands Holdings B.V.

Teresa L. Wilson

(Teresa L. Wilson)

Authorized signatories

Date: December 17, 2020

Place: North Canton, Ohio, USA

(Sjaak van Boxtel)

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

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For and on behalf of Timken Netherlands Holdings B.V.

(Teresa L. Wilson)

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Date: December 17, 2020

Place: North Canton, Ohio, USA

(Sjaak van Boxtel)