

May 26, 2020

National Stock Exchange of India Ltd. Exchange Plaza, Plot no. C/1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai - 400 051. <b><u>Script Code: TIMKEN</u></b>	BSE Limited. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. <b><u>Script Code: 522113</u></b>
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Dear Sir,

**Re. Annual Secretarial Compliance Report**

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular CIR/CFD/CMD1/27/2019 dated 8 February, 2019, we attach herewith the Annual Secretarial Compliance Report for the year ended 31 March, 2020 issued by a Practicing Company Secretary.

Kindly take note of the same.

Yours faithfully,

For **TIMKEN INDIA LIMITED**

**Mandar Vasmatkar**  
**Company Secretary**  
**& Chief - Compliance**

Registered office:

Timken India Limited

39-42, Electronic City, Phase II, Hosur Road, Bangalore 560 100.

Tel: +91(80) 41362000, Fax: +91(80) 41362010, Website: [www.timken.com/en-in/](http://www.timken.com/en-in/)

CIN:L29130KA1996PLC048230

Engineered Bearings | Mechanical Power Transmission Products | Industrial Services

**Secretarial compliance report of Timken India Limited for the year ended  
March 31, 2020**

I have examined:

- (a) all the documents and records made available to us and explanation provided by Timken India Limited (“the listed entity”);
- (b) the filings/ submissions made by the listed entity to the stock exchanges;
- (c) website of the listed entity;
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification;

for the year ended March 31, 2020 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Review Period)**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not Applicable to the Company during the Review Period)**;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not Applicable to the Company during the Review Period)**;

- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable to the Company during the Review Period)**;
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 **(Not Applicable to the Company during the Review Period)**;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (j) and circulars/ guidelines issued thereunder;

and based on the above examination, I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.
- (c) No action has been taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:
- (d) There were not observations in the previous report. Hence, the listed entity was not required to take any action to comply with the observation made in previous reports.

**Nagarjun Y G**

**Practicing Company Secretary**

**Membership No: A52406/ CP: 19301**

**Place: Bengaluru**

**Date: May 26, 2020**

**UDIN: A052406B000280172**

