

NOTICE

Notice is hereby given that the Twenty-fifth Annual General Meeting of Timken India Limited will be held at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase I, Bangalore - 560 100 on Thursday, 19 July 2012 at 10.00 am to transact the following business:

1. To receive and adopt the Profit and Loss Account for the fifteen months period ended 31 March 2012 and the Balance Sheet as on that date and the reports of the Directors and the Auditors.
2. To declare dividend on Equity Share Capital of the Company.
3. To appoint a Director in place of Mr. Jai S Pathak, who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. Niroop Mahanty, who retires by rotation and, being eligible, offers himself for reappointment.
5. To appoint Auditors of the Company and to fix their remuneration. In this connection, to consider and if thought fit to pass the following resolution as an ordinary resolution:

“RESOLVED THAT Messrs. S R B C & Co (Registration No. FRN324982E), Chartered Accountants be and they are hereby appointed as the Auditors of the Company to hold such office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration to be mutually agreed between the Board of Directors and the Auditors.”

SPECIAL BUSINESS

6. Appointment of Mr. Deepak Rastogi as a Director of the Company

To consider and, if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“RESOLVED THAT Mr. Deepak Rastogi, in whose respect notice has been received from a member under the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a Director of the Company.”

NOTES :

1. A Member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the Proxy need not be a Member. Proxies, in order to be effective, must reach the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 in respect of the item no. 5 and item no. 6 is annexed hereto. Applicable details relating to Directors pursuant to Clause 49 of the Listing Agreement are also annexed.
3. The Register of Members and the share transfer books of the Company would remain closed from 12 July 2012 to 19 July 2012, both days inclusive.
4. Those shareholders who have not encashed their dividend warrants sent to them may please contact the Company Secretary for issue of demand drafts in lieu of the warrants not encashed by them.

By Order of the Board

Registered Office :
39-42, Electronic City
Phase II, Hosur Road
Bangalore - 560 100
2 May 2012

Soumitra Hazra
Company Secretary
& Chief - Compliance

ANNEXURE TO THE NOTICE — EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

Item No. 5

In view of unwillingness of Messrs S.R.Batliboi & Co. the retiring Auditors to be reappointed at the next Annual General Meeting, it is proposed to appoint Messrs. S R B C & Co (Registration No. FRN324982E), Chartered Accountants, (a network firm of Messrs. S R Batliboi & Co.) as the Statutory Auditors to hold office from the conclusion of Twenty-fifth Annual General Meeting until the conclusion of the next Annual General Meeting on the terms and conditions mutually decided by the Board of Directors and Statutory Auditors.

In terms of the applicable provisions of law, approval of members is required for the above appointment. The Board recommends the resolution set out under item no. 5 for approval of members.

Memorandum of Interest

None of the Directors is concerned or interested in the resolution.

Item No. 6

Mr. Deepak Rastogi was appointed by the Board of Directors of the Company ('the Board') as an Additional Director effective 1 June 2011. As per the provisions of the Companies Act, 1956 Mr. Rastogi holds office up to the date of forthcoming Annual General Meeting.

The Company has received a notice from a member under the provisions of Section 257 of the Companies Act, 1956 proposing Mr. Rastogi as a candidate for the office of Director.

The proposal for the appointment of Mr. Rastogi as Director on the Board, is therefore, placed before the members for approval as set out under item no.6 of the accompanying Notice. The Board recommends the Resolution set out under item no. 6 for approval of members.

Memorandum of Interest

Except Mr. Rastogi, no other Director is concerned or interested in the resolution.

By Order of the Board

Registered Office :
39-42, Electronic City
Phase II, Hosur Road
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2 May 2012

Soumitra Hazra
Company Secretary
& *Chief - Compliance*