

**CERTIFIED TRUE COPY OF THE RESOLUTIONS PASSED BY THE SECURITIES ISSUANCE COMMITTEE OF THE BOARD OF DIRECTORS OF TIMKEN INDIA LIMITED ("COMPANY") ON 4 APRIL 2013**

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The period for participation in the institutional placement of the equity shares of face value Rs. 10 each of the Company ("Equity Shares") under Chapter VIII-A of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("Issue") opened and closed on 3 April 2013. In terms of the resolution of the Securities Issuance Committee dated 1 April 2013 the applications for Equity Shares in the Issue were invited in the price band of Rs. 115 to Rs. 120 per Equity Share.

The Securities Issuance Committee noted that the Red Herring Prospectus dated 6 March 2013 authorised the issuance of up to 4,265,134 Equity Shares. Further the Securities Issuance Committee also noted that whilst the Company offered up to 4,265,134 Equity Shares in the Issue, it has received applications for 21,902,554 Equity Shares.

The Securities Issuance Committee, after consideration of the above, passed the following resolutions unanimously:

**"RESOLVED –**

**THAT** the issue price of each Equity Share to be issued pursuant to the Issue is fixed at Rs. 120/- (Rupees One Hundred Twenty) per Equity Share comprising of face value of Rs. 10/- (Rupees Ten) per Equity Share and Rs. 110/- (Rupees One Hundred Ten) per Equity Share towards securities premium."

**FURTHER THAT** Mr. Sanjay Koul, Managing Director and Mr. R. Ramesh, Business Controller – India and Mr. Soumitra Hazra, Company Secretary and Chief – Compliance be and are hereby severally authorised to execute all such deeds, documents, agreements, forms, instruments and writings, and do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper and in the best interests of the Company."

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FOR TIMKEN INDIA LIMITED**



**SOUMITRA HAZRA  
COMPANY SECRETARY  
& CHIEF – COMPLIANCE**