

12 August 2015

BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai- 400001

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
BandraKurla Complex,
Bandra (E)
Mumbai – 400 051

Scrip Code- 522113

Scrip code- TIMKEN

Dear Sir / Madam,

Sub: Submission of details, pursuant to Clause 35A of the Listing Agreement regarding voting results – Reg.

The Company held its 28th Annual General Meeting (AGM) on 12 August 2015 at 10:00 am at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/54A, Hosur Main Road, Electronic City, Phase – I, Bangalore – 560 100 to transact the business as set out in the AGM notice dated 22 May 2015. The members of the Company transacted the business by E-Voting and Poll at AGM.

Pursuant to Clause 35A of the Listing Agreement, we hereby submit the following details:

SI No.	Description	Particulars		
A	Date of AGM	12 August 2015		
B	Book-Closure date	5 Aug 2015 to 12 Aug 2015 (Both days inclusive)		
C	Total No. of Shareholders on record date to vote	54,150		
D	No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	In Person	Proxy	Total
	Promoters and Promoters Group	1	0	1
	Public	71	1	72
	Total	72	1	73
E	No. of Shareholders attended the meeting through Video Conferencing			
	Not Arranged			
F	Details of business transacted at AGM	Annexure Attached		



Registered office:
Timken India Limited
39-42, Electronic City
Phase II, Hosur Road
Bangalore 560 100, Karnataka
India

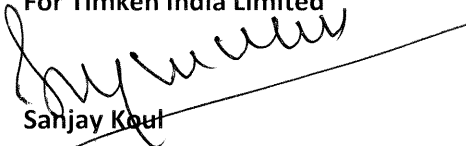
TIMKEN

You may please take note of this submission on record.

Thanking you,

Yours faithfully,

For Timken India Limited



Sanjay Koul

Chairman & Managing Director

DIN: 05159352

Encl: as above

ANNEXURE

Resolution Particulars	Promoter / Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of votes in favour on Votes polled	% of Votes against on votes polled
1) Adoption of Financial Statements (Ordinary Resolution)	Promoter & Promoter Group	50999988	50999988	100.00	50999988	0	100.00	0.00
	Public – Institutional holders	7382844	6810933	92.25	6810933	0	100.00	0.00
	Public – Others	9617152	57739	0.60	57739	0	100.00	0.00
	Total	67999984	57868660	85.10	57868660	0	100.00	0.00
2) Declaration of Dividend (Ordinary Resolution)	Promoter & Promoter Group	50999988	50999988	100.00	50999988	0	100.00	0.00
	Public – Institutional holders	7382844	6810933	92.25	6810933	0	100.00	0.00
	Public – Others	9617152	57652	0.60	57346	306	99.47	0.53
	Total	67999984	57868573	85.10	57868267	306	99.99	0.01
3) Appointment of Mr. R. Ramesh as a Director of the Company (Ordinary Resolution)	Promoter & Promoter Group	50999988	50999988	100.00	50999988	0	100.00	0.00
	Public – Institutional holders	7382844	6810933	92.25	6810933	0	100.00	0.00
	Public – Others	9617152	57561	0.60	57361	200	99.65	0.35
	Total	67999984	57868482	85.10	57868282	200	99.99	0.01
4) Ratification of Appointment of the Auditors (Ordinary Resolution)	Promoter & Promoter Group	50999988	50999988	100.00	50999988	0	100.00	0.00
	Public – Institutional holders	7382844	6766133	91.65	6766133	0	100.00	0.00
	Public – Others	9617152	57330	0.60	57317	13	99.98	0.02
	Total	67999984	57823451	85.03	57823438	13	99.99	0.01
5) Appointment of Mrs. Rupa Mahanty as an Independent Director of the Company (Ordinary Resolution)	Promoter & Promoter Group	50999988	50999988	100.00	50999988	0	100.00	0.00
	Public – Institutional holders	7382844	6810933	92.25	6810933	0	100.00	0.00
	Public – Others	9617152	57585	0.60	56780	805	98.60	1.40
	Total	67999984	57868506	85.10	57867701	805	99.99	0.01



Resolution Particulars	Promoter / Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of votes in favour on Votes polled	% of Votes against on votes polled
6) Appointment of Mr.Ajay k. Das as a Director (Ordinary Resolution)	Promoter & Promoter Group	50999988	50999988	100.00	50999988	0	100.00	0.00
	Public – Institutional holders	7382844	6810933	92.25	6810933	0	100.00	0.00
	Public – Others	9617152	57598	0.60	37593	20005	65.27	34.73
	Total	67999984	57868519	85.10	57848514	20005	99.97	0.03
7) Modification in the terms of appointment of Chairman & Managing Director (Ordinary Resolution)	Promoter & Promoter Group	50999988	50999988	100.00	50999988	0	100.00	0.00
	Public – Institutional holders	7382844	6810933	92.25	6810933	0	100.00	0.00
	Public – Others	9617152	57340	0.60	56422	918	98.40	1.60
	Total	67999984	57868261	85.10	57867343	918	99.99	0.01
8) Ratification of Remuneration to the Cost Auditor for the year 2015-16 (Ordinary Resolution)	Promoter & Promoter Group	50999988	50999988	100.00	50999988	0	100.00	0.00
	Public – Institutional holders	7382844	6810933	92.25	6810933	0	100.00	0.00
	Public – Others	9617152	57598	0.60	57598	0	100.00	0.00
	Total	67999984	57868519	85.10	57868519	0	100.00	0.00
9) Material Transaction with The Timken Company (Special Resolution)	Promoter & Promoter Group	50999988	0	0.00	0	0	0.00	0.00
	Public – Institutional holders	7382844	6810794	92.25	6810794	0	100.00	0.00
	Public – Others	9617152	57330	0.60	56419	911	98.41	1.59
	Total	67999984	6868124	10.10	6867213	911	99.99	0.01



Resolution Particulars	Promoter / Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes – In Favour	No. of Votes – Against	% of votes in favour on Votes polled	% of Votes against on votes polled
10) Material Transaction with The Timken Corporation (Special Resolution)	Promoter & Promoter Group	5099988	0	0.00	0	0	0.00	0.00
	Public – Institutional holders	7382844	6810794	92.25	6810794	0	100.00	0.00
	Public – Others	9617152	57585	0.60	56644	941	98.37	1.63
	Total	6799984	6868379	10.10	6867438	941	99.99	0.01
11) Material Transaction with the Timken Engineering & Research India Pvt. Ltd. (Special Resolution)	Promoter & Promoter Group	5099988	0	0.00	0	0	0.00	0.00
	Public – Institutional holders	7382844	6810794	92.25	6810794	0	100.00	0.00
	Public – Others	9617152	57585	0.60	56680	905	98.43	1.57
	Total	6799984	6868379	10.10	6867474	905	99.99	0.01

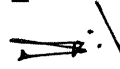
Resolution Nos., 1 to 11 have been duly carried by requisite majority.

For Timken India Limited


Sanjay Koul

Chairman & Managing Director

DIN: 05159352



R. Vijayakumar B.Com, LL.B, FCS.,
Company Secretary in Practice

V.M. Arcade, No. 376/A, 4th Floor
5th Main, 14th Cross, 6th Sector, HSR Layout
Bangalore - 560 102.
e-mail : vijay@viesva.com
Mob : +91-9449002064

OK
R. Vijayakumar
CS

Report of Scrutinizer

*[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and rules 20 and 21 of
the Companies (Management and Administration) Rules, 2014]*

To

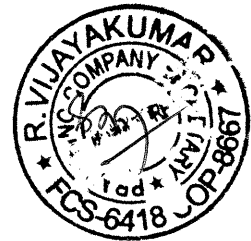
The Chairman

28th (Twenty-Eighth) Annual General Meeting of the Equity Shareholders of Timken India Limited held on Wednesday, 12 August 2015 at 10:00 am at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase I, Bangalore -560 100.

Dear Sir,

I, R. Vijayakumar, Practising Company Secretary, appointed as Scrutinizer for the purpose of the scrutinizing the remote e-voting and poll taken on the below mentioned resolution(s), at the 28th Annual General Meeting of the Equity Shareholders of Timken India Limited, held on Wednesday, 12 August 2015 at 10:00 am at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase I, Bangalore -560 100, submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 28th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic mean and use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer report of the votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Services Limited (NSDL) and Voting at the AGM by Poll.



2. The Shareholders holding shares as on the cut-off date (i.e.,) 05 August 2015 were entitled to vote on the proposed resolutions (Item Nos., 1 to 11) as set out in the Notice of the 28th AGM of the Company;
3. The remote e-voting period remained open from 09 August 2015 (09:00 hrs) to 11 August 2015 (17:00 hrs);
4. At the meeting, after the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
5. Immediately after conclusion of voting at the AGM, the locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
6. The votes cast at the meeting were counted and thereafter, the remote e-voting was unblocked on 12 August 2015 in the presence of two witnesses viz., Mr. Arjun NA and Mr. Manish Kumar, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

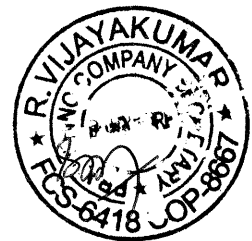
NA Arjun.

Arjun NA
794/4, 8th Cross, Ramanuja Road
Mysore – 570004
(Camp at Bangalore)

Manish Kumar

Manish Kumar
#006, Ramya Regency
F4 Cross, Jeevanbima Nagar
Bangalore - 560075

7. The details containing, inter alia, list of equity shareholders, who voted, were downloaded from the e-voting website of NSDL - <https://www.evoting.nsdl.com>
8. The consolidated results (viz., Remote e-voting and Poll at AGM) are as under:



Ordinary Business**1) Resolution No.1 : Adoption of Financial Statement – Ordinary Resolution**

Considering and adopting the Statement of Profit and Loss for the year ended 31 March, 2015, the Balance Sheet as on that date and the reports of the Directors and the Auditors.

(i) Voted in favour of the resolution

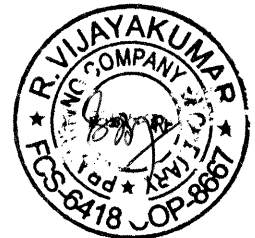
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	129	57864935	100.0000%
Poll at AGM	46	3725	100.0000%
Total	175	57868660	100.0000%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0.0000%
Poll at AGM	0	0	0.0000%
Total	0	0	0.0000%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	0	0



2) **Resolution No.2 : Declaration of Dividend – Ordinary Resolution**

Declaration and confirmation of the interim dividend of Rs.3/- per equity share of Rs.10/- each fully paid, as final dividend for the year ended 31 March, 2015 on Equity Share Capital of the Company.

(i) Voted in favour of the resolution

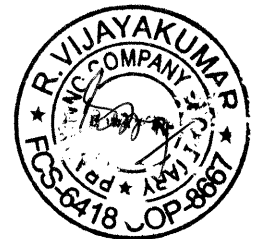
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	124	57864542	99.9995%
Poll at AGM	46	3725	100.0000%
Total	170	57868267	99.9995%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	5	306	0.0005%
Poll at AGM	0	0	0.0000%
Total	5	306	0.0005%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	0	0



3) **Resolution No.3 : Appointment of Mr. R. Ramesh as a Director – Ordinary Resolution**

Appointment of a Director in place of Mr. R. Ramesh (DIN: 06825573), who retires by rotation and, being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution

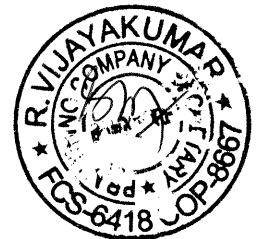
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	125	57864557	99.9997%
Poll at AGM	46	3725	100.0000%
Total	171	57868282	99.9997%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	1	200	0.0003%
Poll at AGM	0	0	0.0000%
Total	1	200	0.0003%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	0	0



4) **Resolution No.4 : Ratification of the appointment of the Auditors – Ordinary Resolution**

Ratification of the appointment of Messrs. S. R. Batliboi & Co. LLP , Chartered Accountants as Statutory Auditors of the Company made at the last Annual General Meeting and to fix their remuneration.

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	124	57819713	99.99998%
Poll at AGM	46	3725	100.00000%
Total	170	57823438	99.99998%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	1	13	0.00002%
Poll at AGM	0	0	0.00000%
Total	1	13	0.00002%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	0	0



Special Business**5) Resolution No.5 : Appointment of Mrs. Rupa Mahanty as an Independent Director – Ordinary Resolution**

Appointment of Mrs. Rupa Mahanty (DIN: 06746148) as an Independent Director of the Company

(i) Voted in favour of the resolution

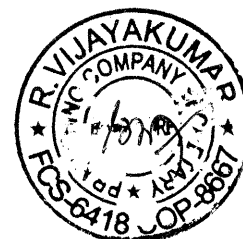
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	122	57863976	99.9986%
Poll at AGM	46	3725	100.0000%
Total	168	57867701	99.9986%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	4	805	0.0014%
Poll at AGM	0	0	0.0000%
Total	4	805	0.0014%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	0	0



6) **Resolution No.6 : Appointment of Mr. Ajay K. Das as a Director – Ordinary Resolution**

Appointment of Mr. Ajay K. Das (DIN: 02697466) as a Director of the Company

(i) Voted in favour of the resolution

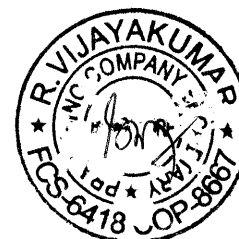
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	125	57844789	99.9654%
Poll at AGM	46	3725	100.0000%
Total	171	57848514	99.9654%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	2	20005	0.0346%
Poll at AGM	0	0	0.0000%
Total	2	20005	0.0346%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	0	0



7) **Resolution No.7 : Modification in terms of appointment of Chairman & Managing Director – Ordinary Resolution**

Modification in the terms of engagement of Mr. Sanjay Koul (DIN: 05159352) ('Mr. Koul'), Chairman & Managing Director

(i) Voted in favour of the resolution

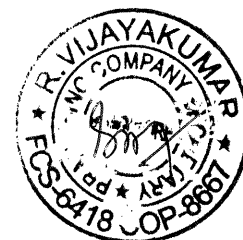
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	123	57863618	99.9984%
Poll at AGM	46	3725	100.0000%
Total	169	57867343	99.9984%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	4	918	0.0016%
Poll at AGM	0	0	0.0000%
Total	4	918	0.0016%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	0	0



8) **Resolution No.8: Ratification of Remuneration payable to the Cost Auditor – Ordinary Resolution**

Ratification of Remuneration payable to, M/s. Shome and Banerjee, the Cost Auditor for the year 2015-16

(i) Voted in favour of the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	127	57864794	100.0000%
Poll at AGM	46	3725	100.0000%
Total	173	57868519	100.0000%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	0	0	0.0000%
Poll at AGM	0	0	0.0000%
Total	0	0	0.0000%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	0	0



9) **Resolution No.9: Material Transaction with the Related Party – Special Resolution**

Material Transaction with the Related Party - The Timken Company

(i) Voted in favour of the resolution

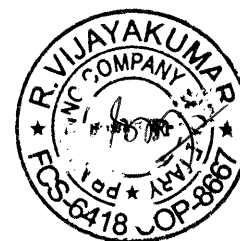
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	119	6863488	99.9867%
Poll at AGM	46	3725	100.0000%
Total	165	6867213	99.9867%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	4	911	0.0133%
Poll at AGM	0	0	0.0000%
Total	4	911	0.0133%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	0	0



10) Resolution No.10: Material Transaction with the Related Party– Special Resolution

Material Transaction with the Related Party - The Timken Corporation

(i) Voted in favour of the resolution

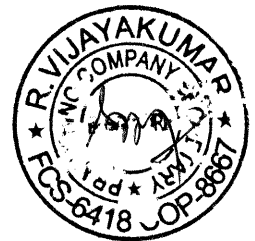
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	120	6863713	99.9863%
Poll at AGM	46	3725	100.0000%
Total	166	6867438	99.9863%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	5	941	0.0137%
Poll at AGM	0	0	0.0000%
Total	5	941	0.0137%

(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	0	0



11) Resolution No.11: Material Transaction with the Related Party– Special Resolution

Material Transaction with the Related Party - Timken Engineering and Research India Pvt. Ltd

(i) Voted in favour of the resolution

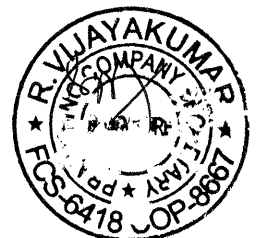
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	122	6863749	99.9868%
Poll at AGM	46	3725	100.0000%
Total	168	6867474	99.9868%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	3	905	0.0132%
Poll at AGM	0	0	0.0000%
Total	3	905	0.0132%

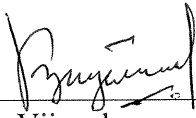
(iii) Invalid Votes

Particulars (E-Voting / Poll at AGM)	Total No. of members whose votes were declared invalid	Total number of votes cast
Remote E-Voting	0	0
Poll at AGM	0	0
Total	0	0



9. All relevant records of remote e-Voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 28th AGM, upon which the records will be handed over to the Chairman / Company Secretary for safe keeping.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



R. Vijayakumar
Practising Company Secretary
FCS – 6418; COP – 8667
Place : Bangalore
Date : 12 August 2015

