

18 July, 2016

<p>The Secretary 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></p>	<p>The Secretary BSE Ltd. Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001. <b><u>Script Code: 522113</u></b></p>
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Dear Sirs,

**Re. Intimation regarding 29<sup>th</sup> Annual General Meeting**

Pursuant to Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provisions of law, we write to inform you that

- i. 29<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held Wednesday, 10 August, 2016, at 10.00 AM at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase – I, Bangalore – 560100. Copy of the AGM Notice is attached herewith.
- ii. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time (Rules), public notice giving relevant details relating AGM Notice as per the Rules has been published in Economic Times and Samyukta Karnataka (Bangalore Edition) on 18 July, 2016. Copy of the same is attached herewith.

Kindly request to take this on record.

Thanking you,

Yours faithfully

For **TIMKEN INDIA LIMITED**



**Soumitra Hazra**  
Company Secretary  
& Chief- Compliance

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

CIN: L29130KA1996PLC048230  
Website: [www.timken.com/india](http://www.timken.com/india)

# NOTICE

**TIMKEN INDIA LIMITED**

CIN: L29130KA1996PLC048230

REGD OFFICE: 39-42, ELECTRONIC CITY, PHASE - II, HOSUR ROAD,  
BANGALORE - 560100

Website: [www.timken.com/india](http://www.timken.com/india)

Phone no. 080 41362000, Fax no. 080 41362010

e-mail: [soumitra.hazra@timken.com](mailto:soumitra.hazra@timken.com)

## NOTICE OF 29<sup>th</sup> ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE

NOTICE is hereby given that the Twenty-ninth Annual General Meeting ('AGM') of the Company will be held on Wednesday, 10 August, 2016, at 10.00 AM at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase - I, Bangalore - 560100 to transact the businesses set out in the Notice dated 20 May, 2016 convening the said meeting.

The AGM Notice and Annual Report have been sent to the members by permitted mode and same was completed on 16 July, 2016. The AGM Notice and Annual Report are available on the Company's website [www.timken.com/india](http://www.timken.com/india). The AGM Notice is also available at the website of National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Members who have not received AGM Notice, Annual Report may download the same from the website or may request for a copy of the same by writing to the Registrars and Share Transfer Agent (RTA) - CB Management Services (P) Limited, P-22, Bondel Road, Kolkata - 700019.

Pursuant to provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time ('Rules') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has made arrangement with NSDL to provide e-voting facility for voting on the resolutions at the AGM. The detailed process for participating in the e-voting is available in the AGM Notice. Members of the Company holding shares in either physical or in dematerialized form as on 3 August, 2016, being the cut-off date, may cast their vote electronically.

The remote e-voting period commences on 7 August, 2016 from 9.00 AM and will end on 9 August, 2016 at 5.00 PM. The remote e-voting module shall be disabled thereafter. The results of voting would be declared as stipulated under the Rules and will also be posted on Company's website. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice of AGM and holding shares as of the cutoff date i.e. 3 August, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through ballot paper. The facility of voting by ballot paper shall be made available at AGM and member attending the AGM who have not cast their vote by remote e-voting, shall be eligible to vote at the meeting. A person who is not a member (not holding shares of the Company) as on the aforesaid cut-off date should treat the notice for information purposes only.

The Register of Members and the Share Transfer books of the Company would remain close from 4 August, 2016 to 10 August, 2016 for annual closing and determining the entitlement of the shareholders to the final dividend for 2016.

For any queries or issues regarding e-voting please refer to the Frequently Asked Questions (FAQs) and e-voting manual available at download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com). In case of any difficulties/grievances members may contact the undersigned at [soumitra.hazra@timken.com](mailto:soumitra.hazra@timken.com), (Phone number : 080-41362000/ 080-40053131) or RTA at [rta@cbmsl.com](mailto:rta@cbmsl.com) (Phone number: 033-40116700/ 033-40116725).

**For Timken India Limited**

Place : Bangalore  
Date : 16 July, 2016

Soumitra Hazra  
Company Secretary & Chief-Compliance

## ಪ್ರಕಟಣೆ

**ಟಿಮ್‌ಕೆನ್ ಇಂಡಿಯಾ ನಿಯಮಿತ**  
CIN - L29130KA1996PLC048230

ನೋಂದಣಿ ಕಛೇರಿ: 39-42, ಎಲೆಕ್ಟ್ರಾನಿಕ್ ಸಿಟಿ, ಫೇಸ್ II, ಹೊಸೂರು ರಸ್ತೆ,  
ಬೆಂಗಳೂರು-560 100. ದೂರವಾಣಿ: 080 41362000 ಫ್ಯಾಕ್ಸ್: 080 41362010  
ಇ-ಮೇಲ್: [soumitra.hazra@timken.com](mailto:soumitra.hazra@timken.com) ವೆಬ್‌ಸೈಟ್: [www.timken.com/india](http://www.timken.com/india)

### 29ನೇ ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆ, ರಿಮೋಟ್ ಇ-ಮತ ಚಲಾವಣೆ ಮಾಹಿತಿ ಹಾಗೂ ಬುಕ್ ಮುಚ್ಚುವಿಕೆ ಬಗ್ಗೆ ಪ್ರಕಟಣೆ

ಕಂಪನಿಯ ಇಪ್ಪತ್ತೊಂಬತ್ತನೆಯ ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆಯು (ಎಜಿಎಂ) 2016, 10 ನೇ ಆಗಸ್ಟ್, ಬುಧವಾರ ಬೆಳಿಗ್ಗೆ 10.00 ಗಂಟೆಗೆ ಟ್ಯಾಂಗರಿನ್ ಕಾನ್ಫರೆನ್ಸ್ ಹಾಲ್, ಲೆಮನ್ ಟ್ರೀ ಹೋಟೆಲ್, ಪ್ಲಾಟ್ ಸಂಖ್ಯೆ 54ಬಿ/55ಎ, ಹೊಸೂರು ಮುಖ್ಯ ರಸ್ತೆ, ಎಲೆಕ್ಟ್ರಾನಿಕ್ ಸಿಟಿ ಫೇಸ್ I, ಬೆಂಗಳೂರು - 560 100 ಇಲ್ಲಿ ನೆರವೇರಿಸಲು ಈ ಮೂಲಕ ಸೂಚನೆ ನೀಡಲಾಗಿದ್ದು, ದಿನಾಂಕ 20ನೇ ಮೇ 2016 ರ ಸೂಚನೆಯಲ್ಲಿ ಹೊರಡಿಸಲಾದ ನಿಗದಿತ ವ್ಯವಹಾರಗಳ ಚಟುವಟಿಕೆಗಳ ಕುರಿತು ಚರ್ಚಿಸುವುದು ಈ ಸದರಿ ಸಭೆಯ ಮೂಲ ಉದ್ದೇಶ.

ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆಯ ಸೂಚನೆ ಹಾಗೂ ವಾರ್ಷಿಕ ವರದಿಯನ್ನು ಎಲ್ಲಾ ಸದಸ್ಯರಿಗೆ ಅನುಮತಿ ಪಡೆದ ವಿಧಾನದಲ್ಲಿ ಕಳುಹಿಸಲಾಗಿದೆ ಹಾಗೂ ಇದನ್ನು 2016, ಜುಲೈ 16 ರಂದು ಪೂರ್ಣಗೊಳಿಸಲಾಗಿದೆ. ಎಜಿಎಂ ಸೂಚನೆಯು ಕಂಪನಿಯ ವೆಬ್‌ಸೈಟ್ [www.timken.com/india](http://www.timken.com/india) ಮತ್ತು ನ್ಯಾಷನಲ್ ಸೆಕ್ಯೂರಿಟಿಸ್ ಡಿಪಾಸಿಟರಿ ಲಿಮಿಟೆಡ್ (ಎನ್‌ಎಸ್‌ಡಿಎಲ್) ವೆಬ್‌ಸೈಟ್ [www.evoting.nsdl.com](http://www.evoting.nsdl.com) ನಲ್ಲಿ ಲಭ್ಯವಿದೆ. ಸಾರ್ವತ್ರಿಕ ಸಭೆಯ ಸೂಚನೆಯನ್ನು ಸ್ವೀಕರಿಸಿದ ಸದಸ್ಯರುಗಳು ವೆಬ್‌ಸೈಟ್‌ನಿಂದ ಡೌನ್‌ಲೋಡ್ ಮಾಡಿಕೊಳ್ಳಬಹುದು ಅಥವಾ ರಿಜಿಸ್ಟ್ರಾರ್, ಅಂಡ್ ಷೇರ್ ಟ್ರಾನ್ಸಫರ್ ಏಜೆಂಟ್ (ಆರ್‌ಟಿಎ) - ಸಿಬಿ ಮ್ಯಾನೇಜ್‌ಮೆಂಟ್ ಸರ್ವಿಸಸ್ (ಪ್ರೈ) ಲಿಮಿಟೆಡ್, ಪಿ-22, ಬಾಂಡೆಲ್ ರಸ್ತೆ, ಕೋಲ್ಕತಾ - 700 019 ಇವರಿಗೆ ಲಿಖಿತ ಮನವಿ ಸಲ್ಲಿಸಿ ಪಡೆಯಬಹುದು.

ಸಂಸ್ಥೆಗಳ ನಿಯಮ 20 (ಆಡಳಿತ ವರ್ಗ ಹಾಗೂ ಆಡಳಿತ) ಸಮಯಕ್ಕೆ ಅನುಗುಣವಾಗಿ ಬದಲಾಯಿಸಿರುವ ನಿಯಮಗಳು, 2014 ('ನಿಯಮಗಳು') ಮತ್ತು ಸೆಕ್ಯೂರಿಟಿಸ್ ಎಕ್ಚೇಂಜ್ ರೂಲ್ಸ್ ಆಫ್ ಇಂಡಿಯಾ ನಿಬಂಧನೆ 2015 ರ (ಲಿಸ್ಟಿಂಗ್ ಅನಿವಾರ್ಯತೆ ಹಾಗೂ ತೆರೆದ ದಾಖಲಾತಿ ಅವಶ್ಯಕತೆಗಳು) ನಿಬಂಧನೆ 44 ರ ಅನುಸಾರ ಸಂಸ್ಥೆಯ ಕಾರ್ಯ 2013 ರ ಸೆಕ್ಷನ್ 108 ರ ನಿಬಂಧನೆಗಳಿಗೆ ಅನ್ವಯ ಕಂಪನಿಯ ಎನ್‌ಎಸ್‌ಡಿಎಲ್‌ನೊಂದಿಗೆ ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆಯ ನಿರ್ಣಯಗಳಿಗಾಗಿ ಇ-ಮತ ಚಲಾಯಿಸಲು ವ್ಯವಸ್ಥೆ ಮಾಡಿದೆ. ಇ-ಮತ ಚಲಾವಣೆಯಲ್ಲಿ ಭಾಗವಹಿಸುವ ಸಂಪೂರ್ಣ ವಿಧಾನದ ಬಗ್ಗೆ ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆಯ ಸೂಚನೆಯಲ್ಲಿ ಲಭ್ಯವಿದೆ. ಭೌತಿಕ ಅಥವಾ ಡಿ ಮಟೀರಿಯಲೈಸ್ಡ್ ರೂಪದಲ್ಲಿ ಕಂಪನಿಯ ಷೇರುಗಳನ್ನು ಹೊಂದಿರುವ ಸದಸ್ಯರು ಕಟ್ಟ ಕಡೆಯ ದಿನವಾದ 2016, ಆಗಸ್ಟ್ 3 ರಂದು ತಮ್ಮ ಮತವನ್ನು ಎಲೆಕ್ಟ್ರಾನಿಕ್ ಯಂತ್ರದ ಮೂಲಕ ಮತ ಚಲಾಯಿಸಬಹುದು.

ರಿಮೋಟ್ ಇ-ಮತ ಚಲಾವಣೆಯು 2016, 7 ನೇ ಆಗಸ್ಟ್ ಬೆಳಿಗ್ಗೆ 9.00 ಗಂಟೆಗೆ ಪ್ರಾರಂಭವಾಗುವುದು ಹಾಗೂ 2016, 9ನೇ ಆಗಸ್ಟ್ ಸಂಜೆ 5.00 ಗಂಟೆಗೆ ಮುಕ್ತಾಯಗೊಳ್ಳುವುದು. ನಂತರ ರಿಮೋಟ್ ಇ-ಮತ ವಿಧಾನವನ್ನು ನಿಷ್ಕ್ರಿಯಗೊಳಿಸಲಾಗುವುದು. ಮತ ಚಲಾವಣೆಯ ಫಲಿತಾಂಶವನ್ನು ನಿಯಮದ ಅನುಸಾರ ಫೋಟೋಗ್ರಾಫಿಂಗ್ ಮತ್ತು ಕಂಪನಿಯ ವೆಬ್‌ಸೈಟ್‌ನಲ್ಲಿಯೂ ಸಹ ಪ್ರಕಟಿಸಲಾಗುವುದು. ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆಗೆ (ಎಜಿಎಂ) ಮುನ್ನ ರಿಮೋಟ್ ಇ-ಮತ ಚಲಾವಣೆ ಮೂಲಕ ಮತ ಚಲಾಯಿಸಿರುವ ಸದಸ್ಯರು ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆ (ಎಜಿಎಂ) ಯಲ್ಲಿ ಭಾಗವಹಿಸಬಹುದು ಆದರೆ ಮತ ಚಲಾಯಿಸಲು ಅವಕಾಶವಿರುವುದಿಲ್ಲ. ಯಾವುದೇ ವ್ಯಕ್ತಿಯು ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆಯ (ಎಜಿಎಂ) ಸೂಚನೆಯನ್ನು ರವಾನಿಸಿದ್ದ ನಂತರ ಕಂಪನಿಯ ಷೇರುಗಳನ್ನು ಹೊಂದಿ ಕಟ್ಟ ಕಡೆಯ ದಿನಾಂಕದಂದು ಸದಸ್ಯರಾದಲ್ಲಿ [evoting.nsdl.co.in](http://evoting.nsdl.co.in) ಗೆ ತಮ್ಮ ಮನವಿಯನ್ನು ಸಲ್ಲಿಸುವ ಮೂಲಕ ಲಾಗಿನ್ ಐಡಿ ಮತ್ತು ಪಾಸ್‌ವರ್ಡ್ ಅನ್ನು ಪಡೆಯಬಹುದು. ಯಾವ ವ್ಯಕ್ತಿಯ ಹೆಸರು ಸದಸ್ಯರ ರಿಜಿಸ್ಟ್ರಾರ್‌ನಲ್ಲಿ ಅಥವಾ ಡಿಪಾಸಿಟರಿಸ್‌ರವರ ಮಾಲೀಕತ್ವ ಹೊಂದಿರುವ ಫಲಾನುಭವಿಗಳು ರಿಜಿಸ್ಟ್ರಾರ್‌ನಲ್ಲಿ ಕಟ್ಟ ಕಡೆಯ ದಿನಾಂಕದಂದು ತಮ್ಮ ಹೆಸರು ಗೋಚರವಾದಲ್ಲಿ ರಿಮೋಟ್ ಇ-ಮತ ಚಲಾಯಿಸಲು ಅರ್ಹರಾಗಿರುತ್ತಾರೆ ಅಥವಾ ವಾರ್ಷಿಕ ಸಾರ್ವತ್ರಿಕ ಸಭೆ (ಎಜಿಎಂ) ಯಲ್ಲಿ ಮತ ಚಲಾಯಿಸಲು ಅರ್ಹರಾಗಿರುತ್ತಾರೆ. ಯಾವ ವ್ಯಕ್ತಿಯು ಕಟ್ಟ ಕಡೆಯ ದಿನದಂದು ಸದಸ್ಯರಾಗಿದ್ದಲ್ಲಿ (ಕಂಪನಿಯ ಶೇರು ಹೊಂದಿಲ್ಲವಾದರೆ) ಈ ಸೂಚನೆಯನ್ನು ಮಾಹಿತಿಯಾಗಿ ಮಾತ್ರ ಸ್ವೀಕರಿಸಬಹುದು.

ವಾರ್ಷಿಕವಾಗಿ ಮುಚ್ಚಲ್ಪಡುವ ಅಂಗಳವಾಗಿ ಹಾಗೂ 2016 ರ ಅಂತಿಮ ಡಿವಿಡೆಂಡ್ ಹಣವನ್ನು ಅರ್ಹರಾದ ಷೇರುದಾರರಿಗೆ ದೃಢ ಪಡಿಸಲು ಸಂಸ್ಥೆಯ ರಿಜಿಸ್ಟ್ರಾರ್ ಆಫ್ ಮೆಂಬರ್ಸ್ ಮತ್ತು ಷೇರ್ ಟ್ರಾನ್ಸಫರ್ ಬುಕ್‌ನ್ನು 04 ಆಗಸ್ಟ್ 2016 ರಿಂದ 10 ಆಗಸ್ಟ್ 2016 ರವರೆಗೆ ಮುಚ್ಚಲಾಗುವುದು.

ಯಾವುದೇ ವಿಚಾರಣೆಗೆ ಅಥವಾ ಇ-ಮತ ಚಲಾವಣೆಯ ಬಗ್ಗೆ ಸಮಸ್ಯೆಗಳಿಗೆ ಆಗಿಂದಾಗ್ಗೆ ಕೇಳಲ್ಪಡುವ ಪ್ರಶ್ನೆ ("ಎಫ್‌ಎಕ್ಯೂಸ್") ಗಳನ್ನು ಗಮನಿಸಿ ಮತ್ತು [www.evoting.nsdl.com](http://www.evoting.nsdl.com) ನ ಡೌನ್ ಲೋಡಿಂಗ್ ಸೆಕ್ಷನ್ನಿನ ಇ-ಮತ ಮ್ಯಾನ್ಯುಯಲ್ ನಲ್ಲಿ ಲಭ್ಯವಿರುವುದು. ಯಾವುದೇ ತೊಂದರೆ/ಕುಂದು ಕೊರತೆ ಇದ್ದಲ್ಲಿ, ಸದಸ್ಯರು ಕೆಳಕಂಡವರನ್ನು [soumitra.hazra@timken.com](mailto:soumitra.hazra@timken.com) (ದೂರವಾಣಿ ಸಂಖ್ಯೆ: 080-41362000 / 40053131) ಅಥವಾ ಅರಿಟಿಮೆಯವರನ್ನು [rta@cbmsl.com](mailto:rta@cbmsl.com) (ದೂರವಾಣಿ ಸಂಖ್ಯೆ: 033-40116700 / 40116725) ಮೂಲಕ ಸಂಪರ್ಕಿಸಬಹುದು.

ಟಿಮ್‌ಕೆನ್ ಇಂಡಿಯಾ ನಿಯಮಿತ ಪರವಾಗಿ

ಬೆಂಗಳೂರು  
16 ಜುಲೈ, 2016

ಸೌಮಿತ್ರ ಹೆಚ್‌ರಾ  
ಕಂಪನಿ ಕಾರ್ಯದರ್ಶಿ ಮತ್ತು ಮುಖ್ಯ-ಕಾಂಪ್ಲಿಯನ್ಸ್

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## TIMKEN INDIA LIMITED

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

CIN: L29130KA1996PLC048230

Phone No. 080-41362000, Fax No. 080-41362010

Website: www.timken.com/india; Email Id: soumitra.hazra@timken.com

### Notice

Notice is hereby given that the Twenty-ninth 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 Wednesday, 10 August, 2016 at 10.00 am to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Financial Statements for the year ended / as on 31 March, 2016 and the reports of the Board of Directors and the Auditors.
2. To declare dividend on Equity Share Capital of the Company.
3. To appoint a Director in place of Mr. Ajay K Das (DIN: 02697466), who retires by rotation and, being eligible, offers himself for reappointment.
4. To ratify the appointment of the Auditors of the Company made at the 27<sup>th</sup> Annual General Meeting and to fix their remuneration. In this connection, to consider and if thought fit, to pass, with or without modification the following resolution as an ordinary resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and of the Board of Directors, the appointment of Messrs. S. R. Batliboi & Co. LLP, Chartered Accountants (Registration no. 301003E/E300005) made at the Twenty-seventh Annual General Meeting to hold office from the conclusion of the Twenty-seventh Annual General Meeting up to the conclusion of Thirtieth Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after the Twenty-seventh Annual General Meeting) be and is hereby ratified and that the Auditors be paid such remuneration as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors."

#### **SPECIAL BUSINESS:**

5. **Appointment of Mr. Avishrant Keshava (DIN: 07292484) 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** pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) Mr. Avishrant Keshava (DIN: 07292484), who was appointed as Additional Director by the Board of Directors with effect from 30 September, 2015 and in whose respect notice has been received from a member under the provisions of Section 160 of the Act, be and is hereby appointed as a Director of the Company liable to retire by rotation."

6. **Appointment of Mr. Avishrant Keshava (DIN: 07292484) as a Whole-time 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** pursuant to the provisions of Sections 196, 197 and Schedule V of the Companies Act, 2013 and such other provisions as may be applicable, (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) and such approvals as may be necessary, Mr. Avishrant Keshava (DIN: 07292484) ('Mr. Keshava') be and is hereby appointed as a Whole-time Director of the Company effective from 30 September, 2015 on the terms and conditions set out in an Agreement to be entered into between the Company and Mr. Keshava in terms of the draft placed before the Meeting and initialed by the Chairman for the purpose of identification and that the Board of Directors of the Company be and is hereby authorized to take all such steps in this regard as may be necessary, proper and expedient, including without limitation, to enter into an Agreement on behalf of the Company with Mr. Keshava in terms of the said draft."

7. **Ratification of Remuneration payable to the Cost Auditors for the year 2016-17**

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

**"RESOLVED THAT** pursuant to Section 148(3) of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) remuneration of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand only) plus applicable taxes and reimbursement of travel and

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other out-of-pocket expenses as determined by the Board of Directors and payable to M/s. Shome and Banerjee, (Firm Registration No. 000001) Cost Auditors for the Cost Audit / certification engagements for the year 2016-17 be and is hereby ratified and approved.”

8. **Material Transactions with the Related Party - The Timken Company**

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

**“RESOLVED THAT** pursuant to the provisions of sub-regulation (4) read with sub-regulation (8) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) and such other provisions as may be applicable, approval of the Members of the Company be and is hereby accorded to the material related party contracts / arrangements / transactions as described in the explanation of Regulation 23(1) of Listing Regulations, entered into by the Company [as detailed in the Explanatory Statement to this item(s) of the Notice] during the financial year ended 31 March, 2016, in the normal course of business on arms-length basis, with The Timken Company, being a Related Party as defined under Regulation 2(zb) of Listing Regulations and also to further enter into material related party contracts / arrangements / transactions by the Company with the said Related Party up to a maximum amount of Rs.300 crores per financial year and FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to finalize the terms and conditions governing such contracts / arrangements / transactions as may be considered necessary, expedient or desirable, in order to give effect to this Resolution.”

9. **Material Transactions with the Related Party - The Timken Corporation**

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

**“RESOLVED THAT** pursuant to the provisions of sub-regulation (4) read with sub-regulation (8) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) and such other provisions as may be applicable, approval of the Members of the Company be and is hereby accorded to the material related party contracts / arrangements / transactions as described in the explanation of Regulation 23(1) of Listing Regulations, entered into by the Company [as detailed in the Explanatory Statement to this item(s) of the Notice] during the financial year ended 31 March, 2016, in the normal course of business on arms-length basis, with The Timken Corporation, being a Related Party as defined under Regulation 2(zb) of Listing Regulations and also to further enter into material related party contracts / arrangements / transactions by the Company with the said Related Party up to a maximum amount of Rs.700 crores per financial year and FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to finalize the terms and conditions governing such contracts / arrangements / transactions as may be considered necessary, expedient or desirable, in order to give effect to this Resolution.”

10. **Material Transactions with the Related Party - Timken Engineering and Research-India Pvt. Ltd**

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

**“RESOLVED THAT** pursuant to the provisions of sub-regulation (4) read with sub-regulation (8) of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) and such other provisions as may be applicable, approval of the Members of the Company be and is hereby accorded to the material related party contracts / arrangements / transactions as described in the explanation of Regulation 23(1) of Listing Regulations, entered into by the Company [as detailed in the Explanatory Statement to this item(s) of the Notice] during the financial year ended 31 March, 2016, in the normal course of business on arms-length basis, with Timken Engineering and Research-India Pvt. Ltd., being a Related Party as defined under Regulation 2(zb) of Listing Regulations and also to further enter into material related party contracts / arrangements / transactions by the Company with the said Related Party up to a maximum amount of Rs.300 crores per financial year and FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to finalize the terms and conditions governing such contracts / arrangements / transactions as may be considered necessary, expedient or desirable, in order to give effect to this Resolution.”

**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. A PERSON CAN ACT AS A PROXY ON BEHALF OF NOT EXCEEDING 50 (FIFTY) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN 10 (TEN) PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. MEMBER(S) HOLDING MORE THAN 10% OF THE TOTAL PAID- UP SHARE CAPITAL CAN APPOINT ONLY A SINGLE PERSON AS PROXY.**

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2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item no. 5 to item no. 10 is annexed hereto. Applicable details relating to Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') are also annexed.
  3. The Register of Members and the Share Transfer Books of the Company would remain closed from 4 August, 2016 to 10 August 2016, both days inclusive.
  4. Those shareholders who have not encashed their dividend warrants sent to them on 28 November, 2011; 26 August, 2013; 29 November, 2013 and 28 November, 2014 respectively may please contact the Company Secretary for issue of demand drafts in lieu of the warrants not encashed by them.
  5. The amount outstanding in unpaid dividend account in respect of accounting years ended 31 March, 2012, 31 March, 2013, 31 March, 2014 and 31 March, 2015 will be transferred to the Investors Education and Protection Fund maintained with Central Government after the end of seven years from the date the said dividend was transferred to unpaid dividend account.
  6. Dividend on equity Shares, as recommended by the Board of Directors, if declared at the 29<sup>th</sup> Annual General Meeting of the Company, will be paid:
    - a. In respect of shares held in physical form to those shareholders whose names will appear on the Register of Members of the Company as at the close of business on 3 August, 2016.
    - b. In respect of shares held in the dematerialized form to those beneficial owners whose names will appear in the statement as may be furnished by the depositories for this purpose as at the close of business on 3 August, 2016.
  7. Beneficial Owners of shares in demat form are advised to get particulars of their bank accounts updated with the Depository Participants (DP).
  8. Members may note that pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company is providing remote e-voting facility for voting on the resolutions proposed to be passed at the 29<sup>th</sup> Annual General Meeting.
  9. This Notice contains a set of instructions for remote e-voting as per the applicable provisions of law.
  10. The members who have not registered their e-mail ID with Depository/Company/Registrars and Share Transfer Agent are being sent physical copy of (i) Annual Report 2015-16 by permitted mode and (ii) the Notice of Annual General Meeting (AGM) by Registered Post/Speed Post. Soft copy of the Annual Report and Notice of AGM are being sent by e-mail to those Members who have registered their e-mail address with the Company/Depository Participant(s). Copy of Annual Report 2015-16 is also disclosed on the website of the Company at [www.timken.com/india](http://www.timken.com/india). Physical copy of the Notice and Annual Report will be provided on specific request made to the Company/Registrars & Share Transfer Agent - CB Management Service (P) Limited.
  11. To support the green initiative, the members who have not registered their e-mail address (to enable the Company to send various documents, including without limitation notices, annual report, etc., by electronic mail) are requested to register the same with the Company or Registrars & Share Transfer Agent - CB Management Service (P) Limited.
  12. Corporate members intending to depute their authorised representative to attend and vote at the meeting are requested to send certified true copy of the Board Resolution of the company authorizing their representative to attend and vote on their behalf at the meeting.
  13. A copy of draft Agreement setting out the terms and conditions of appointment of Mr. Avishrant Keshava (DIN:07292484) ('Mr. Keshava') Whole-time Director to be executed between the Company and Mr. Keshava, in terms of resolution under item no. 6 above shall be available for inspection at the Registered Office of the Company on any working day prior to the date of the Annual General Meeting, between the hours of 10.00 a.m. and 12.00 noon and shall also be available for inspection from 9.00 a.m. at the venue on the date of the Annual General Meeting.

By Order of the Board

Bangalore  
20 May, 2016

**Soumitra Hazra**  
Company Secretary & Chief - Compliance

## Annexure to the Notice – Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

### Item No. 5

Mr. Avishrant Keshava (DIN: 07292484) ('Mr. Keshava') has been appointed by the Board of Directors ('the Board') as an Additional Director effective 30 September, 2015. As per the provisions of the Companies Act, 2013, Mr. Keshava holds office up to the date of 29<sup>th</sup> Annual General Meeting.

The Company has received a notice from a member under the provisions of Section 160 of the Companies Act, 2013 proposing Mr. Keshava as a candidate for the office of Director.

The proposal for appointment of Mr. Keshava as Director on the Board, is therefore, placed before the members for approval as set out under item no. 5 of the accompanying Notice. The Board recommends the Resolution set out under item no. 5 for approval of members. Details of Mr. Keshava in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and other applicable laws are attached.

### Memorandum of Interest

Except Mr. Keshava, no other Director, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

### Item No. 6

It may please be noted that, subject to the approval of the Members of the Company and such other approvals as may be necessary, Mr. Avishrant Keshava (DIN: 07292484) ('Mr. Keshava') has been appointed by the Board of Directors of the Company ('the Board'), as a Whole-time Director for a period of five years effective 30 September, 2015 as per the terms and conditions appearing below:

Salary & Allowances	Total of Rs. 2,49,488 per month <i>This may progressively go up by such amounts as may be approved by the Chairman &amp; Managing Director based on periodic performance review by the Chairman &amp; Managing Director / merit increase / industry trends, subject however, that in no case this amount shall exceed Rs. 6,00,000 per month.</i>	
Term	5 years	
Performance Incentive	as per rules of the Company	
Perquisites	i)	Medical facilities as per rules of the Company.
	ii)	Leave -accrual and encashment - as per rules of the Company.
	iii)	Leave Travel Assistance as per rules of the Company.
	iv)	Company's contribution to Provident Fund / Pension Fund / Employee Deposit Linked Insurance / Group Insurance / Superannuation Fund etc.
	v)	Gratuity and Superannuation benefits as per rules of the Company.
	vi)	All other benefits, amenities and facilities as are available to the whole-time employees (Associates) of the Company.
Minimum Remuneration	The salary & allowances and perquisites aforesaid shall nevertheless be paid and allowed as the minimum remuneration for any year in the event of absence or inadequacy of profits for such year.	
Duties and Conditions:	i)	Mr. Keshava will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Chairman & Managing Director and/or Board of Directors of the Company.
	ii)	The appointment may be terminated by either party by giving three months notice in writing to that effect unless termination at a shorter notice is mutually agreed by both Mr. Keshava and the Chairman & Managing Director and/or the Board of Directors.
	iii)	Mr. Keshava shall not be entitled to any sitting fees for attending any meeting of the Board or any Committee thereof.
	iv)	Mr. Keshava shall be entitled to be reimbursed for all expenses incurred by him for the purpose of business of the Company.

The proposal for the appointment of Mr. Keshava as a Whole-time Director of the Company as per the terms and conditions referred to above, 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. Keshava, no other Director, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

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**Item No. 7**

Messrs. Shome and Banerjee (Firm Registration No. 000001), Cost Auditors have been re-appointed by the Board of Directors to audit the cost records of the Company for the financial year 2016-17 at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses (as recommended by the Audit Committee of the Board) at its meeting held on 20 May, 2016. Pursuant to Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the said remuneration payable to the Cost Auditors requires ratification by the members.

This item is therefore placed before the members for ratification. The Board recommends the Resolution set out under item no.7 for ratification by members.

**Memorandum of Interest**

No Director, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

**Item Nos. 8, 9 and 10**

Timken India Limited ('the Company') is a company listed on Bombay Stock Exchange and National Stock Exchange with 75% of its share capital is held by Timken Singapore Pte. Limited which is a subsidiary of The Timken Company, USA. The Timken Company has many subsidiaries across the world and The Timken Corporation, USA is one of them entrusted with the distribution function across the world. Timken Engineering and Research- India Pvt Ltd is a subsidiary of Timken Singapore Pte. Limited.

The Company is a part of the Timken Group. The flagship company of the Timken Group is The Timken Company, founded over 100 years ago by Mr. Henry Timken, who received two patents on the design of a tapered roller bearing. Having its headquarters at Canton, Ohio, The Timken Company is a leader in the bearings industry which applies its deep knowledge of materials, friction management and mechanical power transmission to improve the reliability and efficiency of industrial machinery and equipment all around the world. It manufactures and manages global supply chains for multiple product lines including anti-friction bearings, mechanical power transmission solutions, engineered steel and related precision steel components.

The Timken Company serves diverse markets such as aerospace, mining, railroads, construction, automotive (including trucks), energy, wind sector and other after-market sectors.

The Timken Company has operations approximately in 30 countries through its various subsidiaries spanning Europe, Middle East, Africa, Asia - Pacific regions, United States, Canada, Mexico and South America.

It is believed that being part of the Timken Group and the associated right to use the trademark and logo of "TIMKEN", offers the Company significant branding strength to attract key customers.

The relationship with The Timken Company and the Timken Group enables the Company to benefit from the Timken Group's global supply chain to meet customer demand for the products that are not manufactured by the Company in India.

The Timken Group provides the Company access to management talent and professionals with deep industry knowledge. The acquisitions of the Timken Company in various new and diverse businesses globally, provide the Company a platform to launch new products and services in India. Pursuant to a technology license agreement dated April 6, 2011 entered into between our Company and The Timken Company, the Company has access to proprietary technology, including without limitation, intellectual property relating to designs, product specifications, methods of manufacturing, service methods and techniques for use thereof for manufacturing various products at our Jamshedpur Plant in order to retain the quality standard of all Timken products manufactured worldwide. Further, pursuant to a master service agreement entered between members of the Timken Group, the Company receives administrative, sales and marketing, after-sales and service engineering related services from the members of the Timken group as and when required.

Further, the Company has entered into a trademark license agreement with The Timken Company pursuant to which the Company has a non-transferable, non-sub licensable and non-exclusive right to use the trademarks owned or controlled by The Timken Company. Pursuant to a representative agreement, the Company also markets certain products and services of the Timken Group in India.

It is believed that this strong relationship with The Timken Company is a significant advantage and that the Company will continue to benefit from its global presence, brand name and support in the future.

The Timken Corporation, USA works as the distribution network of The Timken Company through whom all the exports of the Company are routed through for distribution across the world. This Company also provides certain services as its representative in India.

Timken Engineering and Research-India Pvt Ltd (TERI) is a subsidiary of Timken Singapore Pte. Limited and Timken Singapore Pte. Limited holds 99.99% of Share Capital of TERI. TERI caters primarily to The Timken Company with product technology, manufacturing technology and information technology related work. The Company being a licensee of the Timken technology takes proprietary technical assistance like application engineering from TERI. TERI also provides certain administrative support to the Company in the form of furnished office accommodation in Bangalore, manpower etc. The Chennai plant of TERI also manufactures certain products which the Company procures for subsequent sale in the domestic/export market.

All the above three companies are related parties as defined under Regulation 2(zb) of Listing Regulations, and with each of whom the aggregate value of transactions during the financial year 2015-16 exceeded 10% of the turnover of the Company in the previous year ended 31 March, 2015. This trend is expected to continue in the year 2016-17 and thereafter also.

Members may please recall that approval of shareholders was accorded by means of special resolutions to enter into contracts/arrangements/transactions with each of these parties subject to monetary ceiling mentioned in each of the resolution at 28<sup>th</sup> Annual General Meeting held on 12 August, 2015. Fresh approval is sought in view of Regulation 23(8) of the Listing Regulations.

Summary of material related party transactions during the year 2015-16 is as under:

Name of Related Party (Nature of Relationship)	Nature of Transactions	Transactions for year ended 31 March, 2016 (Rs Lacs) (audited)
The Timken Company, USA (Ultimate Parent Company)	Purchase of Goods	2,951
	Sale of Goods	4,573
	Expenses Receivable	225
	Expenses Payable	1,438
	Agency Commission (Income)	52
	Royalty ( excluding Cess)	2,329
<b>Total</b>		<b>11,568</b>
The Timken Corporation, USA (Fellow Subsidiary)	Purchase of Goods	6,080
	Sale of Goods	21,534
	Purchases of Fixed Assets	1,927
	Expenses Receivable	2
	Agency Commission (Income)	106
<b>Total</b>		<b>29,649</b>
Timken Engineering and Research-India Pvt. Ltd (Fellow Subsidiary)	Expenses Receivable	491
	Expenses Payable	1,180
	Purchase of Goods	13,588
	Sale of Goods	1,484
	Lease Rental	305
	Purchase of Fixed Assets	101
	Purchase of DEP License	105
<b>Total</b>		<b>17,254</b>

In terms of the current trend, the similar transactions as described in the table above are likely to exceed during the financial year 2016-17 and thereafter, 10% of the annual turnover of the Company as per the audited financial statement for the respective previous years. Accordingly, in terms of Regulation 23(4) read with 23(8) of Listing Regulations, these transactions require the approval of the members by way of resolution.

All the contracts / arrangements / transactions are in accordance with the Related Party Transaction Policy & Procedures of the Company. The other particulars are as under:

Particulars	Information		
	The Timken Company, USA	The Timken Corporation, USA	Timken Engineering and Research-India Pvt. Ltd
Name of the Related Party	The Timken Company, USA	The Timken Corporation, USA	Timken Engineering and Research-India Pvt. Ltd
Nature of Relationship	Ultimate Parent Company	Fellow Subsidiary	Fellow Subsidiary
Name of Director(s) or KMP who is related, if any	None.		
Nature of contracts / arrangements / transactions	As per details given below		
Particulars of contracts / arrangements / transactions	(i) Purchase / Sale of Goods and Assets (ii) Expenses Receivable / Payable (iii) Agency Commission Income / Expenses and (iv) Royalty	(i) Purchase / Sale of Goods (ii) Purchase of Fixed Assets (iii) Expenses Receivable / Payable and (iv) Agency Commission Income / Expenses	(i) Expenses Receivable / Payable (ii) Purchase / Sale of Goods (iii) Lease Rental (iv) Export incentive receivable and (v) such other business support as may be mutually agreed between the contracting parties.
Material terms and monetary value of contracts / arrangements / transactions	All contracts / arrangements / transactions are carried out on arms-length basis in the ordinary course of business		



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These transactions are necessary, normal and incidental to business and also play a significant role in the Company's business operations. The Board recommends the Resolutions set out under item nos. 8, 9 and 10 respectively for approval of members.

**Memorandum of Interest**

No Director, Key Managerial Personnel or their relatives are concerned or interested in the resolutions.

By Order of the Board

Bangalore  
20 May, 2016

**Soumitra Hazra**  
Company Secretary & Chief - Compliance

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**INSTRUCTIONS**

**VOTING THROUGH ELECTRONIC MEANS**

1. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time ('Rules') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI-LODR') and all other applicable Sections, Rules and Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 29<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the 29<sup>th</sup> AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. These details and instructions form an integral part of the Notice dated 20 May, 2016 for the 29<sup>th</sup> AGM to be held on 10 August, 2016.
3. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
4. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
5. The remote e-voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
7 August, 2016 from 9.00 A.M.	9 August, 2016 till 5.00 P.M.

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 3 August, 2016, may cast their vote by remote e- voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

6. The process and manner for remote e-voting are as under:
  - A. In case a member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - i. Open email and open PDF file viz; "Timken India Limited remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
    - iii. Click on Shareholder - Login
    - iv. Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - v. Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- vi. Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
  - vii. Select "EVEN" of Timken India Limited.
  - viii. Now you are ready for remote e-voting as Cast Vote page opens.
  - ix. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
  - x. Upon confirmation, the message "Vote cast successfully" will be displayed.
  - xi. Once you have voted on the resolution, you will not be allowed to modify your vote.
  - xii. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to vijaykumaracs@gmail.com with copy marked to evoting@nsdl.co.in.
- B. In case a member receives physical copy of the Notice of 29<sup>th</sup> AGM [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- i. Initial password is provided at the bottom of the Annexure to the Notice dated 20 May, 2016.
  - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
7. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and remote e-voting user manual for members available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
  8. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
  9. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
  10. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 3 August, 2016.
  11. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 3 August, 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at toll free no.: 1800-222-990.
  12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper. A person who is not a member (not holding shares of the Company) as on the aforesaid cut-off date should treat this Notice for information purposes only.
  13. Mr. R Vijayakumar, Company Secretary in Practice, (FCS 6418), V.M. Arcade, No.376/ A, 4th Floor, 5th Main, 14th Cross, 6th Sector, HSR Layout, Bangalore - 560 102, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
  14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e- voting facility.
  15. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  16. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company [www.timken.com/india](http://www.timken.com/india) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed.

**Details of Directors in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of law:**

Name of Director	Mr. Avishrant Keshava	Mr. Ajay K Das
Brief resume of the Director	<p>Mr. Avishrant Keshava has work experience of about 26 years including 16 years with the Company. He has worked in various positions in Finance.</p> <p>Mr. Keshava started his career with Modi Cement in May, 1993 and moved to Hyderabad in Pharma Industry. He joined the Company as Asst. Manager in 2000 and moved up through the Organization to reach Plant Controller in 2009. He was promoted as Deputy Controller Accounts and relocated to Bangalore in April, 2012 and later in 2014 occupied the position of Controller of Accounts - India.</p>	<p>Mr. Ajay Das is currently the Vice President of Strategy and Business Development of The Timken Company, USA and is based in Canton, Ohio, USA. He previously served as Vice President of Quality Advancement.</p> <p>In 2009, Mr. Das served as the Managing Director of the Company. In 2011, Mr. Das was named one of India's most valued industrial business leaders by Business World magazine.</p> <p>From 2007-2009, Mr. Das served as General Manager for Wind Energy of The Timken Company, USA and was based in Canton, Ohio. In that role, he developed the company's strategy for the wind energy market.</p> <p>He joined Timken India Limited in 1992 and served as national sales manager for India. He was named Director of manufacturing at the Company's plant in Jamshedpur, India, in 2001. He later served as Director of new business development in Asia for Timken and was based in Shanghai.</p>
Date of Birth/Age	17 January, 1968/ 48 years	6 June, 1967/49 years
Date of first appointment	30 September, 2015	30 September, 2014
Expertise in specific functional areas	<ul style="list-style-type: none"> <li>● Finance &amp; Accounting</li> <li>● General Management</li> </ul>	<ul style="list-style-type: none"> <li>● Manufacturing</li> <li>● Sales &amp; Marketing</li> <li>● General Management</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>● B.Com</li> <li>● ACA</li> <li>● AICWA</li> </ul>	<ul style="list-style-type: none"> <li>● BE (Mechanical)</li> <li>● MBA, XLRI, Jamshedpur</li> </ul>
List of companies in which outside Directorship/Chairmanship and Membership of a Committee held as on 31 March, 2016	Nil	Nil
Chairman / Member of the Committees of the Board of the Companies on which he is a Director as on 31 March, 2016	<ul style="list-style-type: none"> <li>● Timken India Limited-Member- Corporate Social Responsibility Committee</li> <li>● Timken India Limited- Member- Risk Management Committee</li> </ul>	<ul style="list-style-type: none"> <li>● Timken India Limited - Member - Nomination &amp; Remuneration Committee</li> <li>● Timken India Limited - Member - Stakeholders Relationship Committee</li> </ul>
Shareholding in the Company	2 Equity Shares	16 Equity Shares
Relationship with other Directors/KMP	No relationship with other Directors/KMP	No relationship with other Directors/KMP
No of Board Meetings attended in 2015-16	3	2
Terms of Appointment	Liable to retire by rotation. Terms of appointment as a Whole-time Director to be approved at the 29th Annual General Meeting	Liable to retire by rotation
Remuneration paid in 2015-16	Rs. 17,50,935	No remuneration is payable
Remuneration sought to be paid	For terms of engagement please refer to the explanatory statement relating to item no. 6 of the accompanying Notice	Nil

# TIMKEN INDIA LIMITED

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

CIN: L29130KA1996PLC048230

Phone No. 080-41362000, Fax No. 080-41362010

Website: www.timken.com/india Email Id: soumitra.hazra@timken.com

## ATTENDANCE SLIP

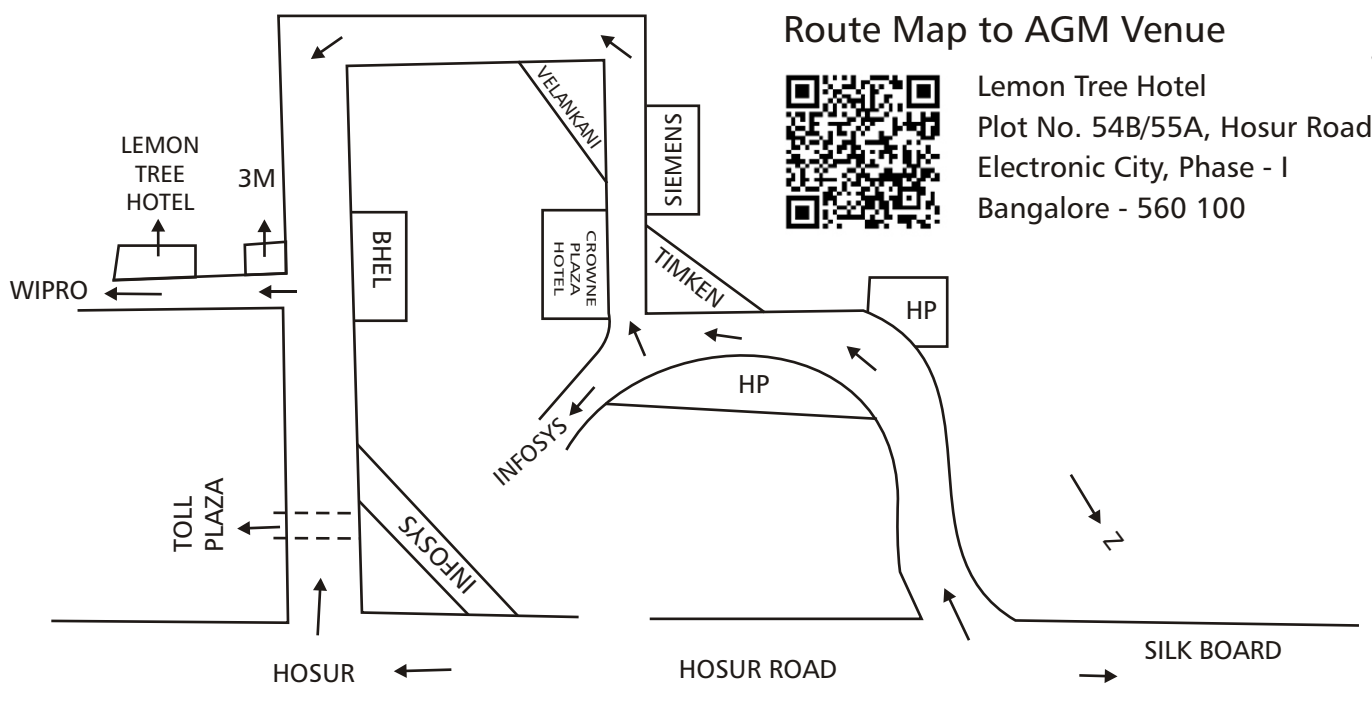
Name .....	Client Id* .....
Folio No. ....	DP Id* .....
No. of Shares held .....	

\*applicable for investors holding share in electronic form.

I hereby record my presence at the Twenty-ninth Annual General Meeting of the Company at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase - I, Bangalore - 560100 on Wednesday, 10 August, 2016 at 10.00AM.

SIGNATURE OF THE MEMBER/PROXY .....
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- Notes:
1. Member/proxy holders wishing to attend the meeting must bring the attendance Slip to the meeting and handover at the entrance duly signed.
  2. Members/proxy holders desiring to attend the meeting are requested to bring their copy of the Annual Report for reference at the Meeting.



NOT TO SCALE

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# TIMKEN INDIA LIMITED

## Form MGT-11

### Proxy Form

*[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3)  
of the Companies (Management and Administration) Rules, 2014]*

CIN: L29130KA1996PLC048230

Name of the company: TIMKEN INDIA LIMITED

Registered office: 39-42, Electronic City, Phase II, Hosur Road, Bangalore - 560100

Name of the member (s): .....

Registered address: .....

E-mail Id: ..... Folio No/ Client Id: DP ID: .....

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

1. Name: ..... Address: .....

E-mail Id: ..... Signature:....., or failing him

2. Name: ..... Address: .....

E-mail Id: ..... Signature:....., or failing him

3. Name: ..... Address: .....

E-mail Id: ..... Signature:....., or failing him



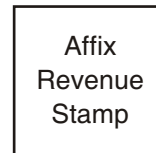
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty - ninth Annual General Meeting of the Company, to be held on Wednesday, 10 August, 2016 at 10.00 a.m. at Tangerine Conference Hall, Lemon Tree Hotel, Plot no. 54B/55A, Hosur Main Road, Electronic City, Phase - I, Bangalore - 560100 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution number	Resolution
<b>Ordinary Business</b>	
1	To receive, consider and adopt the Financial Statements for the year ended/as on 31 March, 2016 and the reports of the Board of Directors and the Auditors
2	To declare dividend on Equity Share Capital of the Company
3	To appoint a Director in place of Mr. Ajay K Das (DIN: 02697466), who retires by rotation and, being eligible, offers himself for reappointment
4	To ratify the appointment of Auditors of the Company
<b>Special Business</b>	
5	Appointment of Mr. Avishrant Keshava (DIN: 07292484) as a Director of the Company
6	Appointment of Mr. Avishrant Keshava (DIN: 07292484) as Whole-time Director of the Company
7	Ratification of remuneration payable to the Cost Auditors for the year 2016-17
8	Material transactions with Related Party - The Timken Company
9	Material transactions with Related Party - The Timken Corporation
10	Material transactions with Related Party - Timken Engineering and Research - India Pvt. Ltd.

Signed this ..... day of ..... 2016.

Signature of shareholder : .....

Signature of Proxy holder(s) : .....



Note : This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.