

30 December, 2017

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

Subject: Newspaper Advertisement - Notices of NCLT convened meetings of equity shareholders and unsecured creditors with respect to the Scheme of Amalgamation and Arrangement between ABC Bearings Limited and Timken India Limited and their respective shareholders and creditors


Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we herewith enclose the copies of newspaper advertisements relating to notices convening meetings of the Equity Shareholders and Unsecured Creditors of Timken India Limited pursuant to the Order of National Company Law Tribunal, Bengaluru Bench (“Tribunal”) dated 14 December, 2017.

We request you to kindly take this on record.

Thanking you,

Yours faithfully

For **TIMKEN INDIA LIMITED**

from 

Soumitra Hazra

Company Secretary

& Chief- Compliance

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

NOTICE

TIMKEN INDIA LIMITED

CIN: L29130KA1996PLC048230

Regd. Office: 39-42, Electronic City, Phase II, Hosur Road,
Bangalore - 560 100 Phone: 080 41362000, Fax: 080 41362010

Email: soumitra.hazra@timken.com;

Website: <https://www.timken.com/en-in/>

Form No. CAA. 2

[Pursuant to Section 230 (3) and rule 6 and 7]

Company Application No. CA(CAA)85/BB/2017

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, BENGALURU BENCH

In the matter of the Companies Act, 2013

AND

In the matter of TIMKEN INDIA LIMITED

AND

In the matter of Sections 230 to 232 of the Companies Act, 2013

AND

In the matter of Scheme of Amalgamation and Arrangement between ABC Bearings Limited and Timken India Limited and their respective shareholders and creditors

Timken India Limited

A Company incorporated under the Companies

Act, 1956, having its Registered Office at 39-42, Electronic City, Phase II,
Hosur Road, Bengaluru - 560 100, Karnataka, India

...Applicant Company/Transferee Company

NOTICE AND ADVERTISEMENT OF NOTICE CONVENING THE MEETINGS OF EQUITY SHAREHOLDERS AND UNSECURED CREDITORS OF TIMKEN INDIA LIMITED

Notice is hereby given that by an Order dated December 14, 2017, in the abovementioned Company Application No. CA(CAA)85/BB/2017, the Bengaluru Bench of the National Company Law Tribunal ("NCLT") has directed a meeting to be held of the equity shareholders and unsecured creditors of Timken India Limited ("Timken") for the purpose of considering and if thought fit, approving with or without modification(s), the arrangement, proposed in the matter of Scheme of Amalgamation and Arrangement between ABC Bearings Limited (Transferor Company) and Timken India Limited (Transferee Company) and their respective shareholders and creditors ("Scheme").

In pursuance of the said Order and as directed therein, further notice is hereby given that separate meeting of the equity shareholders and unsecured creditors of Timken will be held as under in which the equity shareholders and unsecured creditors of Timken are requested to attend.

Name of the Company: Timken India Limited

Sl. No.	Class of meetings	Date of meeting	Time	Place of meeting
1.	Equity Shareholders	Thursday, 1st day of February 2018	10.00 a.m. (IST)	Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55a, Hosur Main Road, Electronic City, Phase I, Bangalore-560 100.
2.	Unsecured Creditors		02.00 p.m. (IST)	

Copies of the Scheme and Explanatory Statement along with other applicable documents have already been sent to the shareholders and unsecured creditors under the cover of respective Notices convening the said Meetings. Copies of the said documents can also be obtained free of charge at the registered office of Timken and Registrar & Share Transfer Agent, CB Management Services (P) Limited. Persons entitled to attend and vote at the said meeting, may vote in person or by proxy provided that a proxy in the prescribed form is deposited at the registered office of Timken at No. 39-42, Electronic City, Phase II, Hosur Road, Bengaluru - 560 100, Karnataka, not later than 48 (forty eight) hours before the meetings.

Form of proxy can be collected from the registered office of Timken.

The Tribunal has appointed Mr. Sanjay Koul, Chairman & Managing Director, failing him Mr. Avishrant Keshava, Business Controller - India, CFO and Whole-time Director as Chairman of the meetings. The above mentioned compromise or arrangement or amalgamation, if approved by the meeting, will be subject to the subsequent approval of the NCLT.

Further, notice is hereby given to the equity shareholders of Timken that:

1. Timken has provided the facility of voting by postal ballot and e-voting so as to enable equity shareholders, to consider and approve the Scheme. Timken has also provided the facility of voting through ballot paper at the venue of the meeting. Timken has engaged the services of National Securities Depository Limited ("NSDL") for facilitating e-voting services;
2. The cut-off date for determining the eligibility of the equity shareholder for voting through postal ballot or e-voting or voting at the venue of the meeting is December 26, 2017 ("cut-off date"). 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 for voting. Persons who are not equity shareholders of Timken as on the cut-off date should treat this Notice for information purposes only;
3. Voting through postal ballot and e-voting by the equity shareholders will commence on January 02, 2018 at 09:00 a.m. (IST) and shall end on January 31, 2018 at 05:00 p.m. (IST);
4. Duly completed and signed postal ballot form should reach the scrutinizer on or before 05:00 p.m. (IST) on January 31, 2018. Any postal ballot form received after 05:00 p.m. (IST) on January 31, 2018 shall not be considered and shall be treated as if the reply from the equity shareholder has not been received. Further, e-voting module shall be disabled by NSDL for voting on January 31, 2018 at 05:00 p.m.

THE HINDU

SATURDAY, DECEMBER 30, 2017

5. Timken has on December 28, 2017, completed the dispatch of Notice along with the postal ballot form with instructions and a self-addressed postage prepaid business reply envelope amongst others, to equity shareholders holding shares in either physical form or in dematerialized form, as on December 08, 2017. As such, the Notice sent to the equity shareholders would also be deemed to be the Notice sent to the Public Shareholders of Timken in terms of Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 issued by the Securities and Exchange Board of India.
6. Equity shareholders who have not received the postal ballot form can either download the same from the website of Timken, <https://www.timken.com/en-in/> or obtain duplicate postal ballot form by sending request to rita@cbmsl.com;
7. The equity shareholders can opt for only one mode for voting i.e. either by postal ballot or e-voting. In case any equity shareholder casts its vote through postal ballot or e-voting, it may attend the meeting but shall not be entitled to cast their vote again. Further, if any equity shareholder casts vote both through postal ballot and e-voting, then vote casts through e-voting will be considered as valid;
8. The Notice including the postal ballot form and e-voting instructions are available on Timken's website at <https://www.timken.com/en-in/>;
9. Mr. Soumitra Hazra, Company Secretary of Timken has been appointed as the Scrutinizer vide Order of NCLT to conduct the postal ballot, e-voting process and the voting at the venue of the meeting of shareholders in a fair and transparent manner;
10. In case of any queries/ grievance relating to the voting by postal ballot may be addressed to soumitra.hazra@timken.com, (Phone number: 080-41362000) or RTA at rita@cbmsl.com (Phone number: 033-40116700/033-40116725).
11. 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. In case of any difficulties/grievances members may contact Timken at soumitra.hazra@timken.com, (Phone number: 080-41362000) or RTA at rita@cbmsl.com (Phone number: 033-40116700/033-40116725).
12. In case of meeting of the Unsecured Creditors of Timken, the voting shall be carried out through the ballot paper at the venue of the meeting. Mr. Soumitra Hazra, Company Secretary of Timken has been appointed as the Scrutinizer for the said meeting also vide Order of NCLT. Unsecured creditors of Timken as on November 30, 2017 will be entitled to exercise their right to vote in the said meeting.

For Timken India Limited

Sanjay Koul

Place : Bangalore

Date : December 29, 2017

Chairman appointed for the meeting

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Sl No	கருவியின் பெயர்	கருவியின் விவரம்	கருவியின் மதிப்பு	கருவியின் காலம்
1	கருவியின் பெயர்	கருவியின் விவரம்	கருவியின் மதிப்பு	கருவியின் காலம்
2	கருவியின் பெயர்	கருவியின் விவரம்	கருவியின் மதிப்பு	கருவியின் காலம்

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