
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 27th 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

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 29th 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 29th 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. 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 29th 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 & Managing Director based on periodic performance review by the Chairman & 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.

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 28th 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
Total		11,568
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
Total		29,649
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 B License	105
Total		17,254

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		

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

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 29th 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 29th 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 29th 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 29th 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.nsdl.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. 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.nsdl.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 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"> ● Finance & Accounting ● General Management 	<ul style="list-style-type: none"> ● Manufacturing ● Sales & Marketing ● General Management
Qualifications	<ul style="list-style-type: none"> ● B.Com ● ACA ● AICWA 	<ul style="list-style-type: none"> ● BE (Mechanical) ● MBA, XLRI, Jamshedpur
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"> ● Timken India Limited-Member- Corporate Social Responsibility Committee ● Timken India Limited- Member- Risk Management Committee 	<ul style="list-style-type: none"> ● Timken India Limited - Member - Nomination & Remuneration Committee ● Timken India Limited - Member - Stakeholders Relationship Committee
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

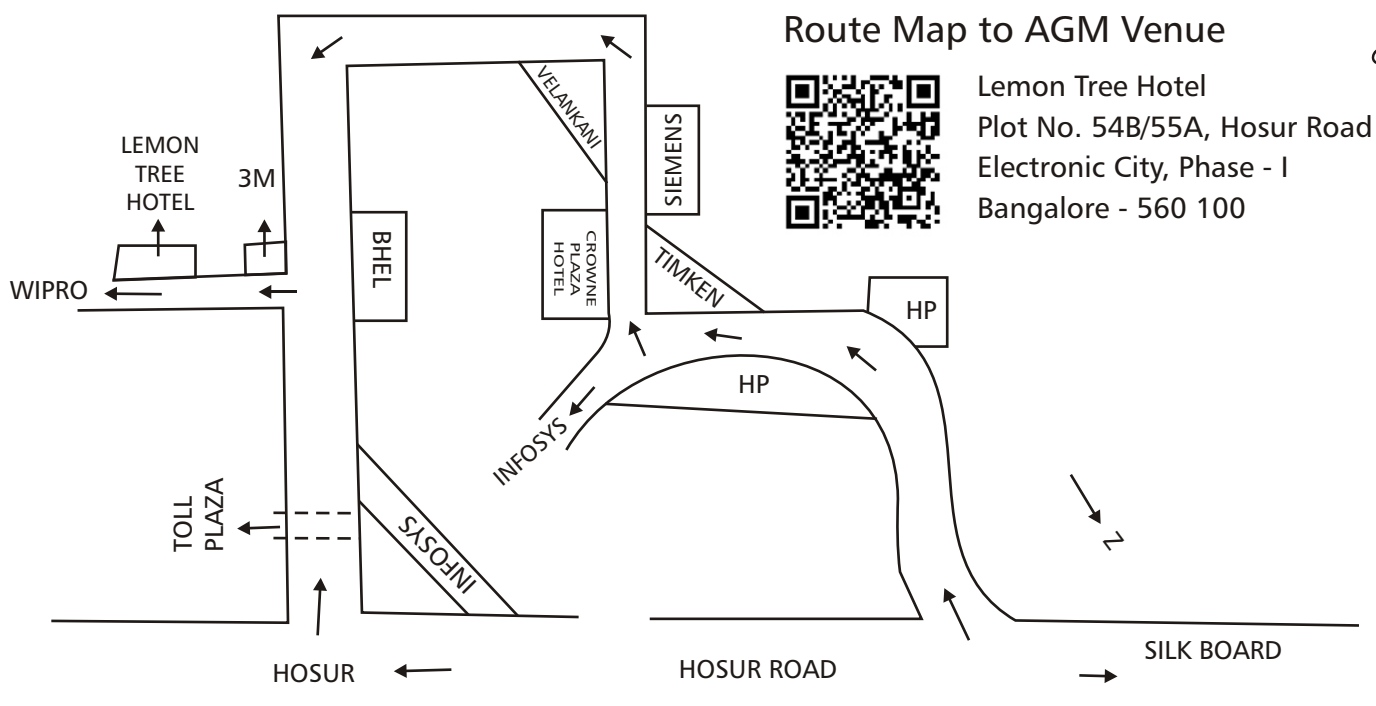
Name	Client Id*
Folio No.	DP Id*
No. of Shares held	

*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

- 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

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



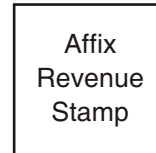
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty - ninth Annual General Meeting of the Company, to be held on Wednesday, 10 August, 2016 at 10.00 a.m. at Tangerine Conference Hall, Lemon Tree Hotel, Plot no. 54B/55A, Hosur Main Road, Electronic City, Phase -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

Resolution number	Resolution
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 Auditors of the Company
Special Business	
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.