

Date: 10 August, 2016

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G-Block, Bandra- Kurla Complex,
Bandra (E), Mumbai- 400 051

Scrip Code- TIMKEN

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai- 400 001

Scrip Code- 522113

Dear Sir,

Sub: 29th Annual General Meeting (AGM) – Voting Results and Scrutinizer's Report

Please note that 29th AGM of the members of the Company was held today at 10.00 AM at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase – I, Bangalore – 560100.

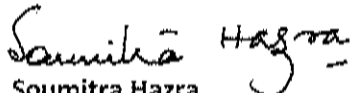
In view of the above, we enclose herewith following documents

- Voting results in terms of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- Scrutinizer's Report in terms of Section 108 of the Companies Act, 2013 read with Rules made thereunder

Kindly request you to take these documents on record.

Thanking you,

Yours faithfully
For **TIMKEN INDIA LIMITED**

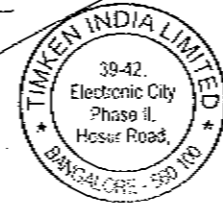

Soumitra Hazra
Company Secretary
& Chief- Compliance

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

TIMKEN INDIA LIMITED

Date of 29th Annual General Meeting	10th August, 2016
Total number of shareholders on record date(03/08/2016)	53862
No of Share Holders Present in the Meeting either in Person or through Proxy	
Promoters and Promoter Group	1
Public	81
No. of Shareholders attended the Meeting through Video Conferencing	
Promoters and Promoter Group	Not applicable
Public	Not applicable

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Details of Agenda :

Resolution No : 1 - To receive, consider and adopt the Financial Statements for the year ended/as on 31st March, 2016 and the reports of the Board of Directors and the Auditors

Resolution required (Ordinary/ Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		50999988	100.00	50999988	0	100.00	0.00
	Poll	50999988	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		50999988	50999988	100.00	50999988	0	100.00
Public - Institutions	E-Voting		6540668	86.93	6540668	0	100.00	0.00
	Poll	7524352	256000	3.40	256000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7524352	6796668	90.33	6796668	0	100.00
Public -Non Institutions	E-Voting		101797	1.07	101782	15	99.99	0.01
	Poll	9475644	2716	0.03	2716	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		9475644	104513	1.10	104498	15	99.99
Total		67999984	57901169	85.15	57901154	15	99.99	0.01

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TINKEN INDIA LIMITED
 39-42,
 Electronic City
 Phase II,
 Hosur Road,
 BANGALORE - 560 100

Resolution No: 2 - To declare dividend on Equity Share Capital of the Company

Resolution required: (Ordinary/ Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*	% of Votes against on votes polled (7) = [(5)/(2)]
Promoter and Promoter Group	E-Voting		50999988	100.00	50999988	0	100.00	0.00
	Poll	50999988	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		50999988	50999988	100.00	50999988	0	100.00
Public - Institutions	E-Voting		6582432	87.48	6582432	0	100.00	0.00
	Poll	7524352	256000	3.40	256000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7524352	6838432	90.88	6838432	0	100.00
Public -Non Institutions	E-Voting		101819	1.07	101819	0	100.00	0.00
	Poll	9475644	2716	0.03	2716	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		9475644	104535	1.10	104535	0	100.00
Total		67999984	57942955	85.21	57942955	0	100.00	0.00

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Resolution No 23 - To appoint a Director in place of Mr. Ajay K Das (DIN : 02697466), who retires by rotation and, being eligible, offers himself for reappointment

Resolution required: (Ordinary/ Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		50999988	100.00	50999988	0	100.00	0.00
	Poll	50999988	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		50999988	50999988	100.00	50999988	0	100.00
Public - Institutions	E-Voting		5418185	72.01	4500320	917865	83.06	16.94
	Poll	7524352	256000	3.40	256000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7524352	5674185	75.41	4756320	917865	83.62
Public - Non Institutions	E-Voting		101719	1.07	101497	222	99.78	0.22
	Poll	9475644	2716	0.03	2716	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		9475644	104435	1.10	104213	222	99.79
Total		67999984	56778608	83.50	55860521	918087	98.38	1.62

Ajay K Das

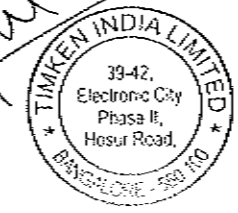
TIMKEN INDIA LIMITED
 39-42,
 Electronic City
 Phase II,
 Hosur Road,
 BANGALORE - 560 100

Resolution No : 4 - To ratify the appointment of Auditors of the Company

Resolution required: (Ordinary/ Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = $\frac{(2)}{(1)} * 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting		50999988	100.00	50999988	0	100.00	0.00
	Poll	50999988	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		50999988	50999988	100.00	50999988	0	100.00
Public - Institutions	E-Voting		6582432	87.48	6540668	41764	99.37	0.63
	Poll	7524352	256000	3.40	256000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7524352	6838432	90.38	6796668	41764	99.39
Public - Non Institutions	E-Voting		101719	1.07	101719	0	100.00	0.00
	Poll	9475644	2716	0.03	2716	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		9475644	104435	1.10	104435	0	100.00
Total		67999984	57942855	85.21	57901091	41764	99.93	0.07

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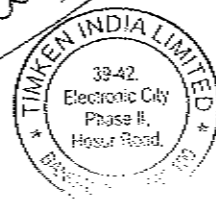


Resolution No. 5- Appointment of Mr. Avishrant Keshava (DIN: 07292484) as a Director of the Company

Resolution required: (Ordinary/ Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		50999988	100.00	50999988	0	100.00	0.00
	Poll	50999988	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		50999988	50999988	100.00	50999988	0	100.00
Public - Institutions	E-Voting		6582432	87.48	6577121	5311	99.92	0.08
	Poll	7524352	256000	3.40	256000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7524352	6838432	90.88	6833121	5311	99.92
Public -Non Institutions	E-Voting		101686	1.07	100964	722	99.29	0.71
	Poll	9475644	2716	0.03	2716	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		9475644	104402	1.10	103680	722	99.31
Total		67999984	57942822	85.21	57936789	6033	99.99	0.01

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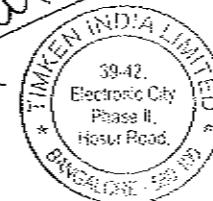


Resolution No: 6 - Appointment of Mr. Avishrant Keshava (DIN: 07292484) as a Whole-time Director of the Company

Resolution required: (Ordinary/ Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution ?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting		50999988	100.00	50999988	0	100.00	0.00
	Poll	50999988	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		50999988	50999988	100.00	50999988	0	100.00
Public - Institutions	E-Voting		6582432	87.48	6582233	199	99.99	0.01
	Poll	7524352	256000	3.40	256000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	7524352	6838432	90.88	6838233	199	99.99	0.01
Public -Non Institutions	E-Voting		101719	1.07	100797	922	99.09	0.91
	Poll	9475644	2716	0.03	2716	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	9475644	104435	1.10	103513	922	99.12	0.88
Total		67999984	57942855	85.21	57941734	1121	99.99	0.01

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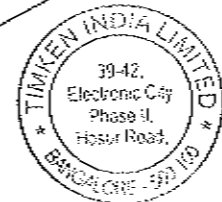


Resolution No - 7 - Ratification of Remuneration payable to the Cost Auditors for the year 2016-17

Resolution required: [Ordinary/ Special]	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		50999988	100.00	50999988	0	100.00	0.00
	Poll	50999988	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		50999988	50999988	100.00	50999988	0	100.00
Public - Institutions	E-Voting		6582432	87.48	6582432	0	100.00	0.00
	Poll	7524352	256000	3.40	256000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7524352	6838432	90.88	6838432	0	100.00
Public - Non Institutions	E-Voting		101419	1.07	101245	174	99.83	0.17
	Poll	9475644	2716	0.03	2716	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		9475644	104135	1.10	103961	174	99.83
Total		67999984	57942555	85.21	57942381	174	99.99	0.01

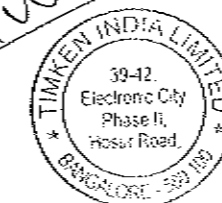
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Resolution No: 8 - Material transactions with the Related Party - The Timken Company	
Resolution required: (Ordinary/ Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polld on outstanding shares (3) = $\frac{(2)}{(1)} * 100$	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = $\frac{(4)}{(2)} * 100$	% of Votes against on votes polled (7) = $\frac{(5)}{(2)} * 100$
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	50999988	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		50999988	0	0	0	0	0.00
Public - Institutions	E-Voting		6582432	87.48	6582432	0	100.00	0.00
	Poll	7524352	256000	3.40	256000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7524352	6838432	90.88	6838432	0	100.00
Public - Non Institutions	E-Voting		101719	1.07	100714	1005	99.01	0.99
	Poll	9475644	2716	0.03	2716	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		9475644	104435	1.10	103430	1005	99.04
Total		67999984	6942867	10.21	6941862	1005	99.99	0.01

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Resolution No : 9 - Material transactions with the Related Party - The Timken Corporation

Resolution required: (Ordinary/ Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Poll	50999988	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		50999988	0	0.00	0	0	0.00
Public - Institutions	E-Voting		6582432	87.48	6582432	0	100.00	0.00
	Poll	7524352	256000	3.40	256000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		7524352	6838432	90.88	6838432	0	100.00
Public - Non Institutions	E-Voting		101719	1.07	100714	1005	99.01	0.99
	Poll	9475644	2716	0.03	2716	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		9475644	104435	1.10	103430	1005	99.04
Total		67999984	6942867	10.21	6941862	1005	99.99	0.01

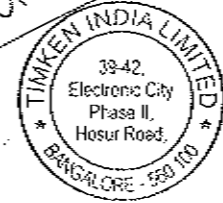
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Resolution No: 10 - Material transactions with the Related Party - Timken Engineering and Research - India Pvt.Ltd.

Resolution required: (Ordinary/ Special)	Ordinary
Whether Promoter/ Promoter group are interested in the agenda/ resolution?	Yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] * 100	% of Votes against on votes polled (7) = [(5)/(2)] * 100
Promoter and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00
	Pol	50999988	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	50999988	0	0.00	0	0	0.00	0.00
Public - Institutions	E-Voting		6582432	37.48	6582432	0	100.00	0.00
	Pol	7524352	256000	3.40	256000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	7524352	6838432	90.88	6838432	0	100.00	0.00
Public -Non Institutions	E-Voting		101759	1.07	100960	799	99.21	0.79
	Pol	9475644	2716	0.03	2716	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total	9475644	104475	1.10	103676	799	99.24	0.76
Total		67999984	6942907	10.21	6942108	799	99.99	0.01

Jayaram



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



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

Report of Scrutinizer

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

To

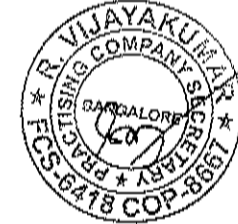
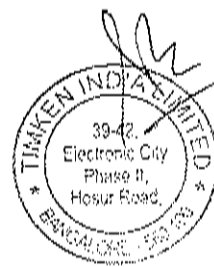
The Chairman

29th (Twenty-Ninth) Annual General Meeting of the Equity Shareholders of Timken India Limited 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 -560 100.

Dear Sir,

I, R. Vijayakumar, Practising Company Secretary, appointed as Scrutinizer for the purpose of the scrutinizing the remote e-voting and poll taken on the below mentioned resolution(s), at the 29th Annual General Meeting of the Equity Shareholders of Timken India Limited, 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 -560 100, submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and poll on the resolutions proposed in the Notice of the 29th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic mean and use of ballots by poll at the meeting are conducted in a fair and transparent manner and render consolidated scrutinizer report of the votes cast in favour or against, if any, to the Chairman on the resolutions, based on the reports generated from the electronic voting system provided by National Securities Depository Services Limited (NSDL) and Voting at the AGM by Poll.



2. The Shareholders holding shares as on the cut-off date (i.e.,) 03 August 2016 were entitled to vote on the proposed resolutions (Item Nos., 1 to 10) as set out in the Notice of the 29th AGM of the Company;
3. The remote e-voting period remained open from 07 Aug 2016 (09:00 hrs) to 09 Aug 2016 (17:00 hrs);
4. At the meeting, after the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was locked in my presence with due identification marks placed by me.
5. Immediately after conclusion of voting at the AGM, the locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
6. The votes cast at the meeting were counted and thereafter, the remote e-voting was unblocked on 10 August 2016 in the presence of two witnesses viz., Mr. Arjun NA and Mr. Amit Kumar Banerjee, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

NA Arjun

Arjun NA

M. Amit

Amit Kumar Banerjee

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



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

Considering and adopting the Statement of Profit and Loss for the year ended 31 March, 2016, the Balance Sheet as on that date and the reports of the Directors and the Auditors.

(i) Voted in favour of the resolution

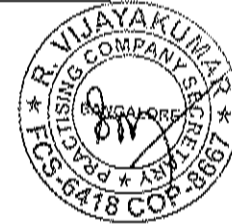
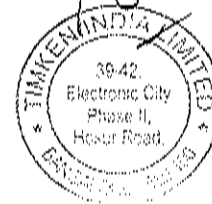
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	114	57642438	99.99997%
Poll at AGM	59	258716	100.00000%
Total	173	57901154	99.99997%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	1	15	0.00003%
Poll at AGM	0	0	0.00000%
Total	1	15	0.00003%

(iii) Invalid Votes

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



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

Declaration of dividend of Re.1/- per equity share of Rs.10/- each fully paid, for the year ended 31 March 2016 on Equity Share Capital of the Company.

(i) Voted in favour of the resolution

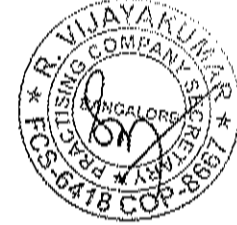
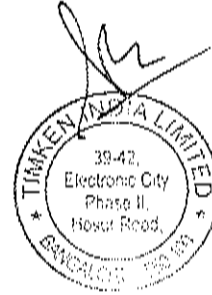
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	119	57684239	100.00000%
Poll at AGM	59	258716	100.00000%
Total	178	57942955	100.00000%

(ii) Voted against the resolution

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

(iii) Invalid Votes

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



3) **Resolution No.3 : Appointment of Mr. Ajay K Das as a Director – Ordinary Resolution**

Appointment of a Director in place of Mr. Ajay K Das (DIN: 02697466), who retires by rotation and, being eligible, offers himself for reappointment.

(i) Voted in favour of the resolution

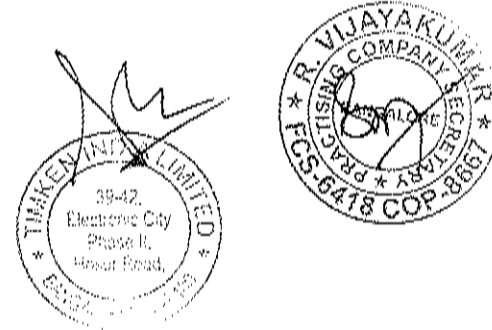
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	88	55601805	98.37564%
Poll at AGM	59	258716	100.00000%
Total	147	55860521	98.38304%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	27	918087	1.62436%
Poll at AGM	0	0	0.00000%
Total	27	918087	1.61696%

(iii) Invalid Votes

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



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

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

(i) Voted in favour of the resolution

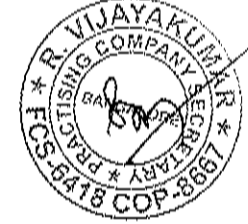
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	115	57642375	99.92760%
Poll at AGM	59	258716	100.00000%
Total	174	57901091	99.92792%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	3	41764	0.07240%
Poll at AGM	0	0	0.00000%
Total	3	41764	0.07208%

(iii) Invalid Votes

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



Special Business**5) Resolution No.5 : Appointment of Mr. Avishrant Keshava as a Director of the Company – Ordinary Resolution**

Appointment of Mr. Avishrant Keshava (DIN : 07292484) as a Director of the Company

(i) Voted in favour of the resolution

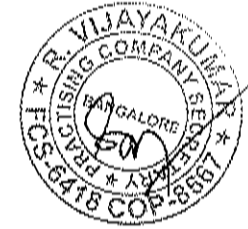
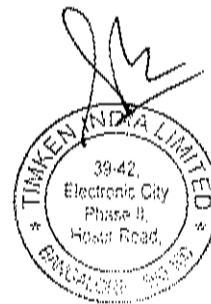
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	112	57678073	99.98954%
Poll at AGM	59	258716	100.00000%
Total	171	57936789	99.98959%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	4	6033	0.01046%
Poll at AGM	0	0	0.00000%
Total	4	6033	0.01041%

(iii) Invalid Votes

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



6) **Resolution No.6 : Appointment of Mr. Avishrant Keshava as Whole-time Director of the Company – Ordinary Resolution**

Appointment of Mr. Avishrant Keshava (DIN:07292484) as Whole-time Director of the Company

(i) Voted in favour of the resolution

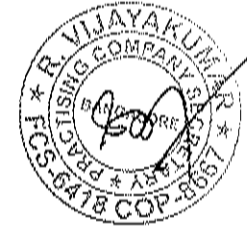
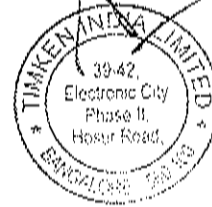
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	114	57683018	99.99806%
Poll at AGM	59	258716	100.00000%
Total	173	57941734	99.99807%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	4	1121	0.00194%
Poll at AGM	0	0	0.00000%
Total	4	1121	0.00193%

(iii) Invalid Votes

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



7) **Resolution No.7 : Ratification of remuneration payable to the Cost Auditor for the year 2016-17– Ordinary Resolution**

Ratification of Remuneration payable to, M/s. Shome and Banerjee, the Cost Auditor for the year 2016-2017.

(i) Voted in favour of the resolution

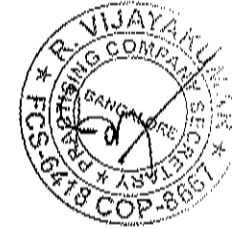
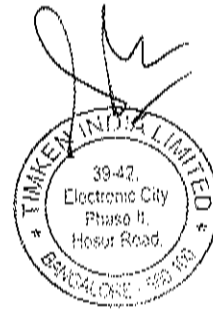
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	115	57683665	99.99970%
Poll at AGM	59	258716	100.00000%
Total	174	57942381	99.99970%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	2	174	0.00030%
Poll at AGM	0	0	0.00000%
Total	2	174	0.00030%

(iii) Invalid Votes

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



8) **Resolution No.8: – Material transaction(s) with Related Party - The Timken Company - Ordinary Resolution**

Material Transaction(s) upto an amount of Rs.300 crores per financial year with the Related Party - The Timken Company. *(Promoters abstained from Voting)*

(i) Voted in favour of the resolution

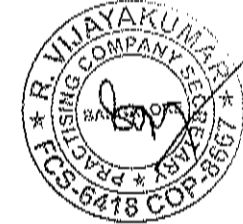
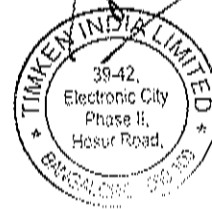
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	113	6683146	99.98496%
Poll at AGM	59	258716	100.00000%
Total	172	6941862	99.98552%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	4	1005	0.01504%
Poll at AGM	0	0	0.00000%
Total	4	1005	0.01448%

(iii) Invalid Votes

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



9) **Resolution No.9: Material transaction(s) with Related Party - The Timken Corporation - Ordinary Resolution**

Material Transaction(s) upto an amount of Rs.700 crores per financial year with the Related Party - The Timken Corporation. *(Promoters abstained from Voting)*

(i) Voted in favour of the resolution

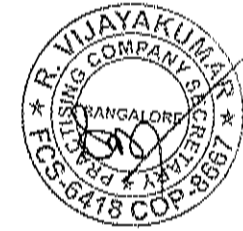
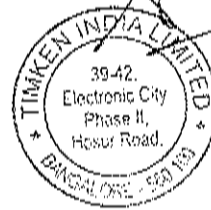
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	113	6683146	99.98496%
Poll at AGM	59	258716	100.00000%
Total	172	6941862	99.98552%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	4	1005	0.01504%
Poll at AGM	0	0	0.00000%
Total	4	1005	0.01448%

(iii) Invalid Votes

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



10) **Resolution No.10: Material transaction(s) with Related Party - Timken Engineering and Research-India Private Limited - Ordinary Resolution**

Material Transaction(s) upto an amount of Rs.300 crores per financial year with the Related Party - Timken Engineering and Research-India Private Limited. *(Promoters abstained from Voting)*

(i) Voted in favour of the resolution

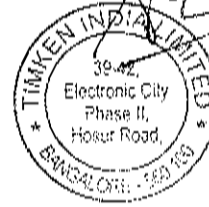
Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	116	6683392	99.98805%
Poll at AGM	59	258716	100.00000%
Total	175	6942108	99.98849%

(ii) Voted against the resolution

Particulars (E-Voting / Poll at AGM)	No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	2	799	0.01195%
Poll at AGM	0	0	0.00000%
Total	2	799	0.01151%

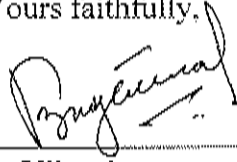
(iii) Invalid Votes

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



9. All relevant records of remote e-Voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 29th AGM, upon which the records will be handed over to the Chairman / Company Secretary for safe keeping.
10. The poll papers and all other relevant records were sealed and handed over to the Company Secretary for safe keeping.

Thanking you,
Yours faithfully,



R. Vijayakumar
Practising Company Secretary
FCS – 6418: COP – 8667
Place : Bangalore
Date : 10 August 2016

