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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-eighth 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, 12 August, 2015 at 10.00 am to transact the following business:

1. To receive, consider and adopt the Statement of Profit and Loss for the year ended 31 March, 2015, the Balance Sheet as on that date and the reports of the Directors and the Auditors.
2. To declare and confirm the interim dividend of Rs.3/- per equity share of Rs.10/- each fully paid, as final dividend for the year ended 31 March, 2015 on Equity Share Capital of the Company.
3. To appoint a Director in place of Mr. R. Ramesh (DIN: 06825573), 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 last Annual General Meeting and to fix their remuneration. In this connection, to consider and if thought fit, to pass 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 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) 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 held 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 mutually agreed between the Board of Directors of the Company and the Auditors."

#### SPECIAL BUSINESS

5. **Appointment of Mrs. Rupa Mahanty (DIN: 06746148) as an Independent 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 read with Schedule -IV to the Act and Clause 49 of the Listing Agreement with the Stock Exchanges, Mrs. Rupa Mahanty (DIN: 06746148), 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 an Independent Director of the Company to hold office for five consecutive years for a term up to 29 September, 2019."

6. **Appointment of Mr. Ajay K. Das (DIN: 02697466) 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 Mr. Ajay K. Das (DIN: 02697466), 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."

7. **Modification in terms of appointment of Chairman & Managing Director**

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

**"RESOLVED THAT** the terms of engagement of Mr. Sanjay Koul (DIN: 05159352) ('Mr. Koul'), Chairman & Managing Director be and are hereby amended in the following manner:

*Under the heading 'Perquisite' the following new clause (xii) be inserted:*

*All other benefits, amenities and facilities as are available to the whole-time employees (Associates) of the Company.*

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 a supplemental agreement on behalf of the Company with Mr. Koul in terms of the draft placed before the meeting and initialed by the Chairperson of the Nomination and Remuneration Committee of the Board."

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8. **Ratification of Remuneration payable to the Cost Auditor for the year 2015-16**

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 Companies (Audit and Auditors) Rules, 2014 remuneration of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand Only) plus service tax 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 2015-16 be and is hereby ratified and approved."

9. **Material Transaction with the Related Party - The Timken Company**

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

**"RESOLVED THAT** pursuant to the provisions of Clause 49(VII) of the Listing Agreement, entered into with the Stock Exchanges (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 proviso to sub-clause C of Clause 49(VII), entered into by the Company [as detailed in the Explanatory Statement to this item(s) of Notice] during the financial year ended 31 March, 2015, in the normal course of business on arms-length basis, with The Timken Company, being a Related Party as defined under Clause 49(VII) of the Listing Agreement and also to further enter into the material related party contracts / arrangements / transactions by the Company with the said Related Party up to a maximum amount of Rs. 175 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 Transaction with the Related Party - The Timken Corporation**

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

**"RESOLVED THAT** pursuant to the provisions of Clause 49(VII) of the Listing Agreement, entered into with the Stock Exchanges (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 proviso to sub-clause C of Clause 49(VII), entered into by the Company [as detailed in the Explanatory Statement to this item(s) of Notice] during the financial year ended 31 March, 2015, in the normal course of business on arms-length basis, with The Timken Corporation, being a Related Party as defined under Clause 49(VII) of the Listing Agreement and also to further enter into the material related party contracts / arrangements / transactions by the Company with the said Related Party up to a maximum amount of Rs. 500 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."

11. **Material Transaction 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 a special resolution:

**"RESOLVED THAT** pursuant to the provisions of Clause 49(VII) of the Listing Agreement, entered into with the Stock Exchanges (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 proviso to sub-clause C of Clause 49(VII), entered into by the Company [as detailed in the Explanatory Statement to this item(s) of Notice] during the financial year ended 31 March, 2015, 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 Clause 49(VII) of the Listing Agreement and also to further enter into the 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. 11 is annexed hereto. Applicable details relating to Directors pursuant to Clause 49 of the Listing Agreement are also annexed.
  3. The Register of Members and the Share Transfer Books of the Company would remain closed from 5 August, 2015 to 12 August 2015, 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 year/period 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. The Ministry of Corporate Affairs has introduced a 'Green Initiative in Corporate Governance' by allowing paperless compliances by companies. It has issued circulars stating that documents including annual reports can be sent by e-mails to its shareholders. Shareholders who are yet to get registered their e-mail addresses are requested to do so in respect of electronic holdings with the depositories through the Depository Participants. Shareholders who hold shares in physical form are requested to fill and send the e-mail registration form available at webpage of our Registrars and Share Transfer Agents at [www.cbmsl.com/green.php](http://www.cbmsl.com/green.php).
  7. A copy of the draft Agreement relating to modification of the terms of engagement of Mr. Sanjay Koul (DIN: 05159352) ('Mr. Koul'), Chairman & Managing Director to be executed between the Company and Mr. Koul in terms of the resolution under item no. 7 above shall be available for inspection at the Registered Office of the Company at 39-42, Electronic City, Phase II, Hosur Road, Bangalore - 560100 on any working day prior to the date of the Annual General Meeting between the hours of 10.00 am and 12.00 noon and shall also be available for inspection from 9.00 am at the venue on the date of the Annual General Meeting.
  8. All the members are being sent physical copy of (i) Annual Report 2014-15 by permitted mode and (ii) the Notice of Annual General Meeting (AGM), Instruction for remote e-voting, Attendance Slip and Proxy Form by Registered Post/Speed Post. In addition, soft copy of the Annual Report (including the Notice of AGM, Instruction for remote e-voting, Attendance Slip and Proxy Form) is being sent by e-mail to those Member who have registered e-mail address for communication with the Company/Depository Participant(s).
  9. Members may note that pursuant to Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Amendment Rules, 2015 (Amended Rule, 2015), the Company is providing e-voting facility for voting on the resolutions proposed to be passed at the Annual General Meeting of the members.
  10. This Notice contains a set of instructions for voting through electronic means as per the Amended Rules 2015.

By Order of the Board

New Delhi  
22 May, 2015

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

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

### **Item No. 5**

Mrs. Rupa Mahanty (DIN: 06746148) ('Mrs. Mahanty') has been appointed by the Board of Directors of the Company ('the Board') as an Additional and Independent Director effective 30 September, 2014. As per the provisions of the Companies Act, 2013 ('the Act'), Mrs. Mahanty holds office up to the date of forthcoming Annual General Meeting.

The Company has received from Mrs. Mahanty:

- (a) Consent in writing in Form DIR-2
- (b) Intimation in Form DIR-8
- (c) A declaration to the effect that she meets the criteria of independence in terms of Section 149(6) of the Act.

The Company has received a notice from a member under the provisions of Section 160 of the Act, proposing Mrs. Mahanty as a candidate for the office of an Independent Director.

The proposal for the appointment of Mrs. Mahanty as an Independent Director on the Board, is therefore, placed before the members for approval as set out under item no. 5 of the accompanying Notice. In the opinion of the Board of Directors, Mrs. Mahanty proposed to be appointed as the Independent Director fulfills the conditions specified in the Act and the rules made thereunder and she is independent of the management. A copy of the draft letter for the appointment of Mrs. Mahanty as an Independent Director setting out the terms and conditions is available for inspection without fees by the members at the Registered Office of the Company on any working day between the hours of 10.00 am and 12.00 noon and shall also be available for inspection from 9.00 am at the venue on the date of the Annual General Meeting. The Board considers that her continued association with the Company would be of immense benefit to the Company and recommends the Resolution set out under item no. 5 for approval of members.

### **Memorandum of Interest**

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

### **Item No. 6**

Mr. Ajay K Das (DIN: 02697466) ('Mr. Das') has been appointed by the Board of Directors of the Company ('the Board') as an Additional Director effective 30 September, 2014. As per the provisions of the Companies Act, 2013, Mr. Das holds office up to the date of forthcoming Annual General Meeting.

The Company has received from Mr. Das :

- (a) Consent in writing in Form DIR-2
- (b) Intimation in Form DIR-8

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

The proposal for the appointment of Mr. Das as Director on the Board, 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. Das, no other Director, Key Managerial Personnel or their relatives are concerned or interested in the resolution.

### **Item No. 7**

It may please be recalled that Mr. Sanjay Koul (DIN: 05159352) ('Mr. Koul') has been appointed as the Managing Director of the Company with effect from 26 October, 2012 on the terms and conditions approved by the then Remuneration Committee (since renamed as Nomination and Remuneration Committee) of the Board, the Board of Directors of the Company and by the shareholders at the 26th Annual General Meeting held on 01 August, 2013. Mr. Koul has later been appointed as the Chairman & Managing Director with effect from 19 August, 2014.

As a Whole-time employee of the Company, Mr. Koul is entitled to all the benefits, amenities and facilities that are available to all other whole-time employees of the Company as per the Company rules and that fact has not been reflected in the terms and conditions of Mr. Koul's engagement as the Managing Director.

It is proposed to modify the terms of engagement of Mr. Koul so as to reflect the above. The other terms & conditions of his appointment as approved by the shareholder at the 26th Annual General Meeting will however remain unchanged.

A copy of the draft agreement relating to modification of the terms of engagement of Mr. Koul, to be executed between the Company and Mr. Koul, shall be available for inspection at the Registered Office of the Company at 39-42, Electronic City, Phase - II, Hosur Road, Bangalore - 560 100 on any working day prior to the date of The Annual General Meeting (AGM) 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 AGM.

The proposal for the modification of the terms of engagement of Mr. Koul, is therefore, placed before the members for approval as set out under item no. 7 of the accompanying Notice. The Board recommends the Resolution set out under item no. 7 for approval of members.

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**Memorandum of Interest**

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

**Item No. 8**

Messrs. Shome and Banerjee, Cost Auditors have been re-appointed to audit the cost accounts of the Company for the financial year 2015-16 at a remuneration of Rs. 2,50,000/- (Rupees Two Lakhs and Fifty Thousand Only) by the Board of Directors. Pursuant to Rule 14 of the Companies (Audit and Auditors Rules) 2014, the said remuneration payable to the cost auditors requires a ratification by the shareholders.

This item is, therefore, placed before the members for ratification. The Board recommends the Resolution set out under item no.9 for ratification by members.

**Memorandum of Interest**

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

**Item No. 9, 10 and 11**

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's 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, technology is imported by the Company from The Timken Company and the Company manufacturer its products at its Jamshedpur Plant based on a manufacturing license given by The Timken Company. Further, pursuant to a master service agreement entered between entities forming part of the Timken Group, The Company may seek administrative, sales and marketing, after-sales and service engineering related services from the entities forming part 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 market 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.

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 the 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.

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.

All the above three companies are related parties as defined under clause 49(VII) of the Listing Agreement and with each of whom the aggregate value of transactions during the current year exceeded 10% of the turnover of the Company in the previous year ended 31 March, 2014. This trend is expected to continue in the year 2015-16 and thereafter also.

We give below a summary of material related party transactions during the year 2014-15 as under:

Name of Related Party (Nature of Relationship)	Nature of Transactions	Transactions for year ended March 2015 (Rs Lacs) (audited)
The Timken Company, USA (Ultimate Parent Company)	Purchase of goods	2618
	Sale of Goods	4867
	Expenses Receivable	21
	Expenses Payable	1218
	Agency Commission (Income)	64
	Royalty ( excluding Cess)	1867
<b>Total</b>		<b>10655</b>
The Timken Corporation, USA (Fellow Subsidiary)	Purchase of goods	4230
	Sale of Goods	19403
	Purchases of Fixed Assets	309
	Expenses Receivable	13
	Agency Commission (Income)	219
	Agency Commission (Expense)	4
<b>Total</b>		<b>24178</b>
Timken Engineering and Research India Pvt. Ltd (Fellow Subsidiary)	Expenses Receivable	490
	Expenses Payable	1090
	Purchase of goods	11670
	Sale of Goods	1265
	Lease rental	304
	Export Incentive receivable	27
<b>Total</b>		<b>14846</b>

In terms of the Current trend the similar transactions as described in the table above are likely to exceed, during the financial year 2015-16 and thereafter, 10% of the annual turnover of the Company of the audited financial statement of the year 2014-15 and may exceed the materiality threshold as prescribed under Clause 49. Accordingly in terms of Clause 49 these transactions require the approval of the members by way of special resolution.

All the contracts / arrangements / transactions are in accordance with the Related Party Transaction Policy 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 (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. 9, 10 and 11 for approval of members.

**Memorandum of Interest**

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

By Order of the Board

New Delhi  
22 May, 2015

**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) Amendment Rules, 2015 ('Amended Rules 2015') and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 28th 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 AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. These details and instructions form integral part of the Notice dated 22 May, 2015 for the Annual General Meeting to be held on 12 August, 2015.
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
9 August, 2015 from 9.00 A.M.	11 August, 2015 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 5 August, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter.

6. The process and manner for remote e-voting are as under:
  - A. In case a Member receives any mail from NSDL [for Members whose email IDs are registered with the Company/Depository Participant(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.nsd.com>

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- 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.
  - 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 resolutions, 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 Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participant(s) or requesting physical copy]:
- i. Initial password is provided as below/at the bottom of the Annexure to the Notice dated 22 May, 2015.
  - 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](http://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 5 August, 2015.
  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. 5 August, 2015, 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.nsdl.com](http://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 or 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.



### Applicable details of Directors in terms of Clause 49 of the Listing Agreement

Name of Director	Mr. Ajay K Das	Mrs. Rupa Mahanty	Mr. R Ramesh
Date of Birth	6 June, 1967	18 January, 1956	17 August, 1964
Date of last appointment	30 September, 2014	30 September, 2014	9 May, 2014
Expertise in specific functional areas	<ul style="list-style-type: none"> <li>● Manufacturing</li> <li>● Sales &amp; Marketing</li> <li>● General Management</li> </ul>	<ul style="list-style-type: none"> <li>● Business Strategy and Planning</li> <li>● Leadership Development</li> <li>● General Management</li> </ul>	<ul style="list-style-type: none"> <li>● Finance &amp; Accounting</li> <li>● General Management</li> </ul>
Qualifications	<ul style="list-style-type: none"> <li>● BE (Mechanical)</li> <li>● MBA, XLRI, Jamshedpur</li> </ul>	<ul style="list-style-type: none"> <li>● B.Sc in Statistics and Economics, Bombay University</li> <li>● MBA, IIM-Calcutta</li> </ul>	<ul style="list-style-type: none"> <li>● B.Sc</li> <li>● Qualified Chartered Accountant</li> <li>● Qualified Cost and Works Accountant</li> </ul>
List of companies in which outside Directorship, Chairmanship and Membership of a Committee held as on 31 March 2015	Nil	Nil	Nil
Chairman / Member of the Committees of the Board of the Companies on which he is a Director as on 31 March 2015	<ul style="list-style-type: none"> <li>● Timken India Limited - Member - Nomination &amp; Remuneration Committee.</li> <li>● Timken India Limited - Member - Stakeholder Relationship Committee.</li> </ul>	<ul style="list-style-type: none"> <li>● Timken India Limited - Member - Audit Committee.</li> <li>● Timken India Limited - Chairperson - Nomination &amp; Remuneration Committee.</li> <li>● Timken India Limited - Chairperson - Stakeholder Relationship Committee.</li> </ul>	Nil
Shareholding in the Company	16 Equity Shares	—	—
Relationship with other Directors	Nil	Nil	Nil
No of Board Meetings attended in 2014-15	1	3	4
Terms of Appointment	Liable to retire by rotation	Appointed as Independent Director for a period of 5 years	Liable to retire by rotation Terms of appointment approved at the 27th Annual General Meeting
Remuneration paid in 2014-15	Nil	Sitting Fees – Rs. 85,000	Managerial Remuneration Rs. 7,314,610
Remuneration sought to be paid	Nil	Sitting Fees only, as per Company policy	No change of terms as approved at the 27th Annual General Meeting

# 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

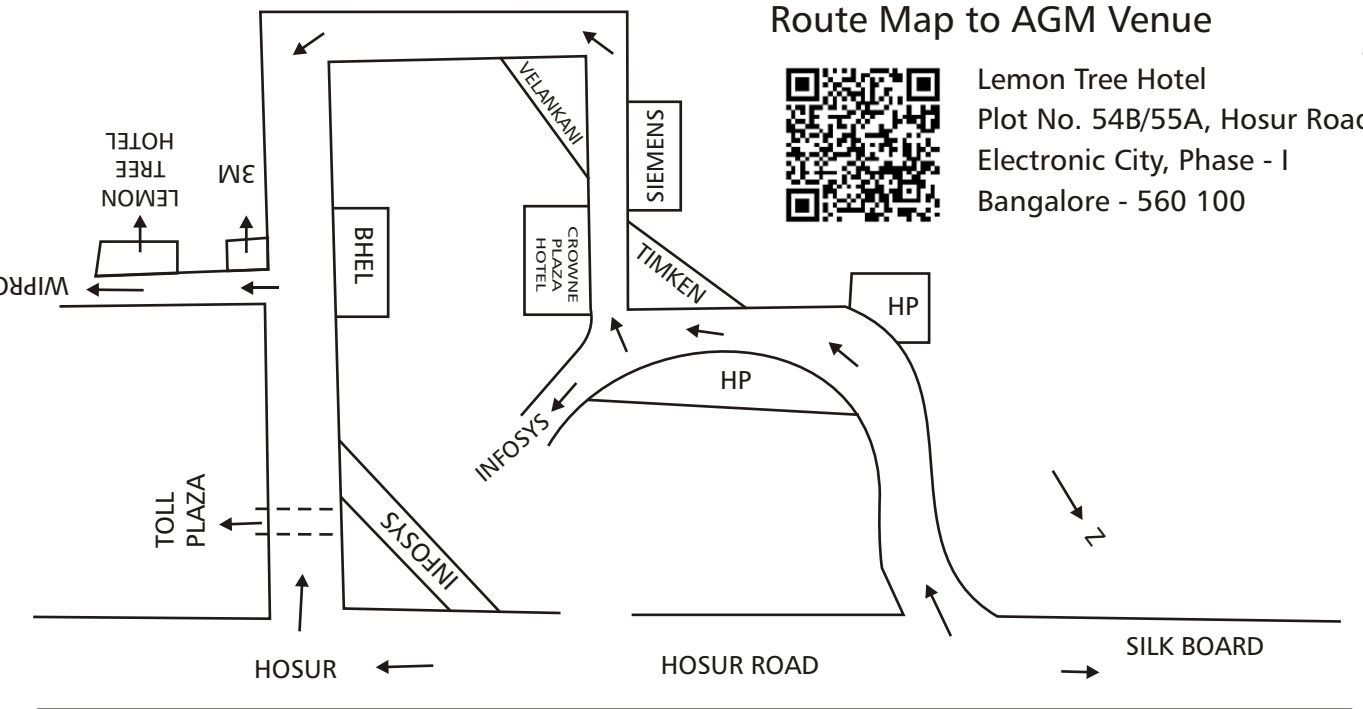
Name .....	Client Id* .....
Folio No. ....	DP Id* .....
No. of Shares held .....	

\*applicable for investors holding share in electronic form.

I hereby record my presence at the Twenty-eighth 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, 12 August, 2015 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.



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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



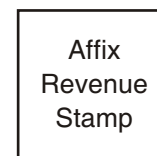
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty - eighth Annual General Meeting of the company, to be held on Wenesday, 12th day of August, 2015 at 10.00 a.m. at Tangerine Conference Hall, Lemon Tree Hotel, Plot no. 54B/55A, Hosur Main Road, Electronic City, 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 statement of Profit and Loss for the year ended 31 March, 2015, Balance Sheet as on that date, reports of the Directors and Auditors
2	To declare and confirm the interim dividend paid in November 2014 as final dividend
3	To appoint a Director in place of Mr. R Ramesh, who retires by rotation and being eligible offers himself for re-appointment
4	To ratify the appointment of the Auditors of the Company
<b>Special Business</b>	
5	Appointment of Mrs. Rupa Mahanty as an Independent Director of the Company
6	Appointment of Mr. Ajay K Das a Director of the Company
7	Modification in the terms of appointment of Chairman and Managing Director
8	Ratification of remuneration payable to the cost auditors for the year 2015-16
9	Material transactions with Related Party – The Timken Company
10	Material transactions with Related Party – The Timken Corporation
11	Material transactions with Related Party – The Timken Engineering & Research India Pvt. Ltd.

Signed this ..... day of ..... 2015.

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.