

TIMKEN

Soumitra Hazra

Company Secretary & Chief - Compliance

T 080 40053131

F 080 41362010

soumitra.hazra@timken.com

13 August 2014

BSE Limited
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai- 400001

National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
BandraKurla Complex,
Bandra (E)
Mumbai – 400 051

Dear Sir / Madam,

Sub: Submission of details, pursuant to Clause 35A of the Listing Agreement regarding voting results – Reg.

The Company held its 27th Annual General Meeting (AGM) on 13 August 2014 at 10:00 am (IST) at Tangerine Conference Hall, Lemon Tree Hotel, Plot NBo.54B/55A, Hosur Main Road, Electronic City, Phase I Bangalore – 560 100 to transact the business as set out in the AGM notice dated 10 July 2014. The members of the Company transacted the business by E-Voting and Poll at AGM.

Pursuant to Clause 35A of the Listing Agreement, we hereby submit the following details:

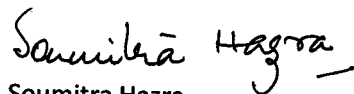
Sl No.	Description	Particulars		
A	Date of AGM	13 August 2014		
B	Book-Closure date	6 Aug 2014 to 13 Aug 14 (Both days inclusive)		
C	Total No. of Shareholders on record date to vote	49840		
D	No. of Shareholders present in the meeting either in person or through proxy			
	Shareholders	In Person	Proxy	Total
	Promoters and Promoters Group	1	0	1
	Public	72	1	73
	Total	73	1	74
E	No. of Shareholders attended the meeting through Video Conferencing			
	Not Arranged			
F	Details of business transacted at AGM	Annexure Attached		

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

TIMKEN

You may please take note of this submission on record.

Thanking you,
Yours faithfully,
For Timken India Limited



Soumitra Hazra
Company Secretary
& Chief - Compliance

Encl: as above

ANNEXURE

Resolution Particulars	Promoter / Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of votes in favour on votes polled	% of Votes against on votes polled
1) Adoption of Financial Statements (Ordinary Resolution)	Promoter & Promoter Group	509999988	509999988	100.00%	509999988	0	100.00%	0.00%
	Public - Institutional holders	8049405	3722962	46.25%	3722962	0	100.00%	0.00%
	Public - Others	8950591	3967	0.04%	3966	1	99.97%	0.03%
	Total	679999984	54726917	80.48%	54726916	1	99.99%	0.01%
2) Approval of Dividend (Ordinary Resolution)	Promoter & Promoter Group	509999988	509999988	100.00%	509999988	0	100.00%	0.00%
	Public - Institutional holders	8049405	3963537	49.24%	3963537	0	100.00%	0.00%
	Public - Others	8950591	3817	0.04%	3816	1	99.97%	0.03%
	Total	679999984	54967342	80.83%	54967341	1	99.99%	0.01%
3) Appointment of Mr. James R Menning (Ordinary Resolution)	Promoter & Promoter Group	509999988	509999988	100.00%	509999988	0	100.00%	0.00%
	Public - Institutional holders	8049405	3963537	49.24%	3963537	0	100.00%	0.00%
	Public - Others	8950591	3967	0.04%	3162	805	79.71%	20.29%
	Total	679999984	54967492	80.83%	54966687	805	99.99%	0.01%
4) Appointment of Auditors (Ordinary Resolution)	Promoter & Promoter Group	509999988	509999988	100.00%	509999988	0	100.00%	0.00%
	Public - Institutional holders	8049405	3963537	49.24%	3137462	826075	79.16%	20.84%
	Public - Others	8950591	3817	0.04%	3161	656	82.81%	17.19%
	Total	679999984	54967342	80.83%	54140611	826731	98.50%	1.50%
5) Appointment of Mr. Jai S Pathak as Independent Director (Special Resolution)	Promoter & Promoter Group	509999988	509999988	100.00%	509999988	0	100.00%	0.00%
	Public - Institutional holders	8049405	3963537	49.24%	3963537	0	100.00%	0.00%
	Public - Others	8950591	3816	0.04%	3122	694	81.81%	18.19%
	Total	679999984	54967341	80.83%	54966647	694	99.99%	0.01%



Resolution Particulars	Promoter / Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes - In Favour	No. of Votes - Against	% of votes in favour on votes polled	% of Votes against on votes polled
6) Appointment of Mr. NiroopMahanty as Independent Director (Special Resolution)	Promoter & Promoter Group	509999988	509999988	100.00%	509999988	0	100.00%	0.00%
	Public – Institutional holders	8049405	3963537	49.24%	3137462	826075	79.16%	20.84%
	Public – Others	8950591	3967	0.04%	3247	720	81.85%	18.15%
	Total	679999984	54967492	80.83%	54140697	826795	98.50%	1.50%
7) Appointment of Mr. P S Das Gupta as Independent Director (Special Resolution)	Promoter & Promoter Group	509999988	509999988	100.00%	509999988	0	100.00%	0.00%
	Public – Institutional holders	8049405	3963537	49.24%	3963537	0	100.00%	0.00%
	Public – Others	8950591	3867	0.04%	3212	655	83.06%	16.94%
	Total	679999984	54967392	80.83%	54966737	655	99.99%	0.01%
8) Appointment of Mr. R. Rameshas Director (Ordinary Resolution)	Promoter & Promoter Group	509999988	509999988	100.00%	509999988	0	100.00%	0.00%
	Public – Institutional holders	8049405	3963537	49.24%	3963537	0	100.00%	0.00%
	Public – Others	8950591	3967	0.04%	3312	655	83.49%	16.51%
	Total	679999984	54967492	80.83%	54966837	655	99.99%	0.01%
9) Appointment of Mr. R. Ramesh as Whole-time Director - (Ordinary Resolution)	Promoter & Promoter Group	509999988	509999988	100.00%	509999988	0	100.00%	0.00%
	Public – Institutional holders	8049405	3963537	49.24%	3963537	0	100.00%	0.00%
	Public – Others	8950591	3817	0.04%	3137	680	82.18%	17.82%
	Total	679999984	54967342	80.83%	54966662	680	99.99%	0.01%

✓

Resolution Particulars	Promoter / Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of		% of votes in favour on votes polled	% of Votes against on votes polled
					Votes – In Favour	Votes – Against		
10) Ratification of the remuneration to Cost Auditor (Ordinary Resolution)	Promoter & Promoter Group	509999988	509999988	100.00%	509999988	0	100.00%	0.00%
	Public – Institutional holders	8049405	3963537	49.24%	3963537	0	100.00%	0.00%
	Public – Others	8950591	3817	0.04%	3162	655	82.84%	17.16%
	Total	679999984	54967342	80.83%	54966687	655	99.99%	0.01%

All the resolutions (1 to 10) have been carried with requisite majority.

For Timken India Limited

Soumitra Hazra

Soumitra Hazra

Company Secretary

& Chief – Compliance

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

09 August 2014

The Chairman
Timken India Limited
39-42, Electronic City
Phase II, Hosur Road
Bangalore – 560 100

Dear Sir,

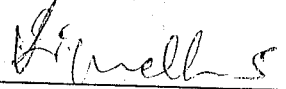
Sub: Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act, 2013") read with Rule 20 of the Companies (Management and Administration) Rules, 2014


I, R. Vijayakumar, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of Timken India Limited, ("the Company") vide resolution dated 09 May 2014 pursuant to Section 108 of the Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the 27th Annual General Meeting ("AGM") of the Company to be held on 13 August 2014.

The Notice dated 10 July 2014 convening AGM of the Company along with Statement setting out material facts under Section 102 of the Act, 2013 were sent to Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 13 August 2014.

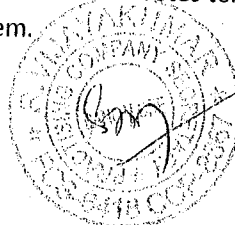
The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of 02 July 2014, were entitled to vote on the proposed resolutions as set out at Item Nos., 1 to 10 in the Notice of 27th the AGM of the Company. The voting period for e-voting commenced on Thursday, 7 August 2014 at 9:00 am (IST) and ended on Friday, 8 August 2014 at 6:00 pm (IST) and the NSDL, e-voting platform was blocked thereafter and the votes cast under e-voting facility were then unblocked in the presence of two witnesses, who are / were not in the employment of the Company. The witnesses have signed below in confirmation of the votes being unlocked in their presence.


(VIGNESH S)


(ARJUN N A)

I have scrutinized and reviewed the voting through electronic means and votes tendered therein based on the data downloaded from the NSDL, e-voting system.



I now submit my Report as under on the result of the voting through electronic means in respect of the said Resolutions.

1) Resolution No.1 – Approval and adoption of Financial Statement

To adopt the statement of profit and loss for the year ended 31 March 2014 Balance Sheet as on that date, Reports of the Directors and Auditors

(i) Voted in favour of the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
44	54139892	100.00%

(ii) Voted against the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
1	1	Negligible

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

2) Resolution No.2 – Approval and Confirmation of Interim dividend as Final Dividend

To declare and confirm the interim dividend of Rs.6.50 per equity share of Rs.10 each fully paid, as final dividend for the year ended 31 March 2014 on Equity Share Capital of the Company.

(i) Voted in favour of the resolution

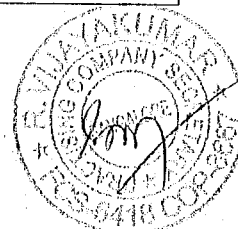
No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
44	54380317	100.00%

(ii) Voted against the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
1	1	Negligible

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



3) **Resolution No.3 – Appointment of Mr. James R Menning**

To appoint a Director in place of Mr. James R Menning who retires by rotation and being eligible offers himself for reappointment.

(i) Voted in favour of the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
42	54379663	100.00%

(ii) Voted against the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
4	805	Negligible

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

4) **Resolution No.4 – Appointment of Auditors and fix their remuneration.**

To appoint M/s. S. R. Batliboi & Co. LLP, Chartered Accountants, (Regn. No. 301003E) as the Auditors of the Company and to fix their remuneration.

(i) Voted in favour of the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
40	54139087	99.56%

(ii) Voted against the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
5	241231	0.44%

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



5) **Resolution No.5 – Appointment of Independent Director**

To appoint Mr. Jai S Pathak as an Independent Director of the Company.

(i) Voted in favour of the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
40	54379623	100.00%

(ii) Voted against the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
4	694	Negligible

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

6) **Resolution No.6 – Appointment of Independent Director**

Appointment of Mr. Niroop Mahanty as an Independent Director of the Company.

(i) Voted in favour of the resolution

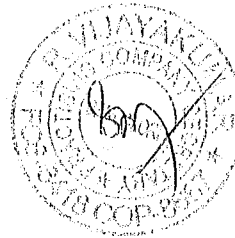
No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
39	54139173	99.56%

(ii) Voted against the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
7	241295	0.44%

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



7) **Resolution No.7 – Appointment of Independent Director**

Appointment of Mr.P.S. Dasgupta as an Independent Director of the Company.

(i) Voted in favour of the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
42	54379713	100.00%

(ii) Voted against the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
3	655	Negligible

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

8) **Resolution No.8 – Appointment of Director**

Appointment of Mr. R.Ramesh as a Director of the Company, who is liable to retire by rotation.

(i) Voted in favour of the resolution

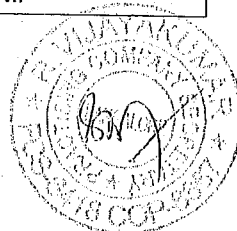
No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
43	54379813	100.00%

(ii) Voted against the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
3	655	Negligible

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of votes cast
Nil	Nil



9) **Resolution No.9 – Appointment of Whole-time Director**

Appointment of Mr. R.Ramesh as a Whole-time Director of the Company for a period of 5 years as per the terms set out in the Notice calling the AGM.

(i) Voted in favour of the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
41	54379638	100.00%

(ii) Voted against the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
4	680	Negligible

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

10) **Resolution No.10 – Ratification of Remuneration to the Cost Auditor for the year 2014-15**

Ratification of Remuneration of Rs. 2,30,000 to M/s. Shome and Banerjee, Cost Auditors for the year 2014-2015.

(i) Voted in favour of the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
42	54379663	100.00%

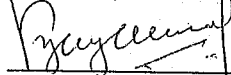
(ii) Voted against the resolution

No. of members voted	No. of Votes cast (Shares)	% of total number of valid votes cast
3	655	Negligible

(iii) Invalid Votes

Total No. of members whose votes were declared invalid	Total number of votes cast
Nil	Nil

Thanking you,
Yours faithfully,



R. Vijayakumar
Practising Company Secretary
FCS – 6418; COP – 8667
Place: Bangalore
Date: 09 August 2014

