
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/en-in; Email Id: soumitra.hazra@timken.com

Notice

Notice is hereby given that the Thirtieth 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 - 560100 on Wednesday, 9 August, 2017 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, 2017 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. Avishrant Keshava (DIN: 07292484), who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint M/s Deloitte Haskins & Sells LLP, Chartered Accountants as the Statutory Auditors of the Company 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 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) and based on the recommendations of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for appointment of M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Registration no.117366W/W-100018) as Statutory Auditors of the Company to hold office from conclusion of this Annual General Meeting up to the conclusion of 35th Annual General Meeting (subject to ratification of the appointment by the members at every Annual General Meeting held after this Annual General Meeting) on such remuneration as may be mutually decided by the Board of Directors of the Company and Auditors."

SPECIAL BUSINESS:

5. **Re-appointment of Mr. Sanjay Koul (DIN: 05159352) as Chairman & Managing Director**

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, 198, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule-V of the Companies Act, 2013 and Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, approval of the members of the Company be and is hereby accorded to the re-appointment of Mr. Sanjay Koul (DIN 5159352) ('Mr. Koul') as Managing Director of the Company under the designation "Chairman & Managing Director" for a further period of 5 years from 26 October, 2017 as well as to the payment of remuneration, upon the terms and conditions as detailed in the explanatory statement attached hereto and also set out in an Agreement to be entered into between the Company and Mr. Koul in terms of the draft placed before the Meeting and initialed by the Company Secretary for the purpose of identification and the Board of Directors be and are hereby authorized to alter and vary the terms and conditions of the said re-appointment including remuneration payable in such manner as may be agreed between the Board of Directors and Mr. Koul subject however that the remuneration payable to Mr. Koul, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed from time to time;

THAT the Board Directors be and is hereby authorized to do all such acts, deeds, matters and things and execute all such documents, agreements and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Company Secretary to give effect to this resolution."

6. **Ratification of Remuneration payable to the Cost Auditors for the year 2017-18**

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) 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 & Banerjee, (Firm Registration No. 000001) Cost Auditors for the Cost Audit / certification engagements for the year 2017-18 be and is hereby ratified and approved."

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. THE INSTRUMENT APPOINTING PROXIES, IN ORDER TO BE EFFECTIVE, MUST REACH THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME FOR COMMENCEMENT OF 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.**
2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 in respect of item no. 5 and item no. 6 is annexed hereto. Applicable details relating to Directors pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard -2 are also annexed.
3. The Register of Members and the Share Transfer Books of the Company would remain closed from 3 August, 2017 to 9 August, 2017, 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, 28 November, 2014 and 28 August, 2016 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, 31 March, 2015 and 31 March, 2016 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 (Re 1 per equity share of Rs. 10 each fully paid up), if declared at the 30th 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 2 August, 2017.
 - 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 2 August, 2017.
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 and Regulation 44 of Listing Regulations, the Company is providing remote e-voting facility for voting on the resolutions proposed to be passed at the 30th Annual General Meeting.
9. This Notice contains a set of instructions for remote e-voting as per 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 2016-17 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 is 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 2016-17 and Notice of AGM is also disclosed on the website of the Company at www.timken.com/en-in. Physical copy of the Notice of AGM and Annual Report will be provided on specific request made to the Company/Registrars and 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 and 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 re-appointment of Mr. Sanjay Koul (DIN:05159352) ('Mr. Koul') Chairman & Managing Director to be executed between the Company and Mr. Koul, in terms of resolution under item no. 5 above shall be available for inspection at the Registered Office of the Company on any working day prior to the date of the 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 the AGM.

By Order of the Board

Bangalore
24 May, 2017

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. Sanjay Koul (DIN: 05159352) was appointed as Managing Director of the Company for a period of 5 years w.e.f. 26 October, 2012 on the terms and conditions as approved by the shareholders of the Company at its meeting held on 1 August, 2013 as amended by a resolution passed by the shareholders at its meeting held on 12 August, 2015. Mr. Koul was designated as the Chairman & Managing Director of the Company with effect from 19 August, 2014.

Since the tenure of 5 years for which Mr. Koul was originally appointed as aforesaid would come to an end on 25 October, 2017, it is proposed, pursuant to applicable provisions of the Companies Act, 2013 and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, to re-appoint Mr. Koul as the Managing Director of the Company under the designation "Chairman & Managing Director" w.e.f. 26 October, 2017 for a further period of 5 years. Approval of the members is required by way of Ordinary Resolution for re-appointment and payment of remuneration to Mr Koul.

The terms of appointment governing such re-appointment would however remain unchanged. The details of remuneration payable to Mr. Koul and the terms and conditions governing the re-appointment are given below:

Salary & Allowances	In the range of Rs. 9,65,080 to Rs 20,00,000 per month or as may be decided by the Board of Directors	
Term	5 years	
Performance Incentive	As per rules of the Company	
Perquisites	i)	Company leased furnished accommodation*
	ii)	Free use of telephone facility at his residence
	iii)	Free use of Company car with driver
	iv)	Medical facilities as per rules of the Company
	v)	Club membership of one club each in Jamshedpur & Bangalore
	vi)	Leave - accrual and encashment - as per rules of the Company
	vii)	Leave Travel Concession as per rules of the Company
	viii)	Company's contribution to Provident Fund / Pension Fund / Employee Deposit Linked Insurance / Group Insurance / Superannuation Fund etc
	ix)	Gratuity and Superannuation benefits as per rules of the Company
	x)	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. Koul will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the 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. Koul and the Board of Directors.
	iii)	Mr. Koul shall not be entitled to any Sitting Fees for attending any meetings of the Board or any Committee thereof.
	iv)	Mr. Koul shall be entitled to be reimbursed for all expenses incurred by him for the purpose of business of the Company.

**If accommodation is taken on personal lease basis, the Company would remain responsible for payment of security deposit and also for the maintenance thereof up to such amount as may be approved by the Board of Directors.*

Additional information in respect of Mr. Koul, pursuant to the Listing Regulations and the Secretarial Standard on General Meetings, is attached herewith.

The proposal for the appointment of Mr. Koul as Managing Director of the Company under the designation "Chairman & Managing Director" as per the terms and conditions referred to above, 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.

Memorandum of Interest

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

Item No. 6

M/s. Shome & 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 2017-18 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 24 May, 2017. Pursuant to Section 148 of the Companies Act, 2013 read with 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 resolution set out under item no. 6 for ratification by members.

Memorandum of Interest

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

By Order of the Board

Bangalore
24 May, 2017

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 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 30th 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 30th AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
2. 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 eligible to exercise their right to vote at the meeting through ballot paper.
3. 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.
4. The remote e-voting facility will be available during the following period:

Commencement of e-voting	End of e-voting
6 August, 2017 from 9.00 A.M.	8 August, 2017 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 2 August, 2017, 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.

5. The process and manner for remote e-voting is 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.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Timken India Limited remote e-voting.pdf".
 - ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.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 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 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 24 May, 2017.

<u>EVEN (Remote e-voting Event Number)</u>	<u>USER ID</u>	<u>PASSWORD/PIN</u>
 - ii. Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
6. 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.nsd.com or call on toll free no.: 1800-222-990.
 7. 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.

NOTE: Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsd.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID + Client ID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No + Folio No).
 8. 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).
 9. 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 2 August, 2017.
 10. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 2 August, 2017, 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.nsd.com or contact NSDL at toll free no.: 1800-222-990.
 11. 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 aforesaid 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.
 12. 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.
 13. 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.
 14. 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.
 15. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.timken.com/en-in 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 Secretarial Standard on General Meetings

Name of Director	Mr. Avishrant Keshava	Mr. Sanjay Koul
Brief resume of the Director	<p>Mr. Avishrant Keshava, Business Controller - India, CFO & Whole-time Director, has work experience of about 25 years including 16 years with the Company. He was named to this position in 2015. 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, he occupied the position of Controller of Accounts - India.</p>	<p>Mr. Sanjay Koul is currently the Chairman & Managing Director of the Company. He has responsibility for business and manufacturing operations, financial performance and acceleration of growth in the markets in India. He was named to this position in 2012.</p> <p>Mr. Koul joined Timken in 1990 as a Production Engineer in Jamshedpur plant in India. Since then, he has served in leadership positions within the rail and supply chain organizations. In 2007, he was named general manager and site lead of the Jamshedpur Plant. Two years later, he was named general manager of supply chain operations in Asia working out of Wuxi, China, and in 2011, he was named director of manufacturing and supply chain management for Asia based out of China.</p> <p>Before joining Timken, Mr. Koul served with Union Carbide India Ltd. as a production supervisor and also as an engineer with an urban environmental agency in India.</p>
Date of Birth/Age	17 January, 1968/ 49 years	20 December, 1964/52years
Date of first appointment	30 September, 2015	26 October, 2012
Expertise in specific functional areas	<ul style="list-style-type: none"> ● Finance & Accounting ● General Management 	<ul style="list-style-type: none"> ● Manufacturing ● Sales & Marketing ● Supply Chain & Quality ● General Management
Qualifications	<ul style="list-style-type: none"> ● Bachelor's Degree in Commerce ● Associate Member of The Institute of Chartered Accountants of India ● Associate Member of The Institute of Cost & Works Accountants of India 	<ul style="list-style-type: none"> ● Bachelor's Degree in Mechanical Engineering , Birla Institute of Technology and Science, Pilani ● Master's Degree in Business Administration, Xavier Labour Relations Institute, Jamshedpur, ● EDGE Executive, Development Program Darden School of Business, University of Virginia.
List of companies in which outside Directorship/Chairmanship and Membership of a Committee held as on 31 March, 2017	Nil	Nil
Chairman / Member of the Committees of the Board of the Companies on which he is a Director as on 31 March, 2017	<ul style="list-style-type: none"> ● Timken India Limited : Member - Corporate Social Responsibility Committee Member - Risk Management Committee 	<ul style="list-style-type: none"> ● Timken India Limited : Member - Audit Committee. Member - Stakeholders Relationship Committee Chairman - Corporate Social Responsibility Committee Chairman - Risk Management Committee
Shareholding in the Company	2 Equity Shares	Nil
Relationship with other Directors/KMP	No relationship with other Directors/KMP	No relationship with other Directors/KMP
No of Board Meetings attended in 2016-17	5	5
Terms of Appointment	Liable to retire by rotation. Mr. Keshava was appointed as Whole-time Director at 29 th Annual General Meeting of the Company held on 10 August, 2016 for the period of 5 years w.e.f. 30 September, 2015.	Not liable to retire by rotation. Terms of re-appointment are to be approved at 30 th Annual General Meeting
Remuneration paid in 2016-17 (₹)	38,60,136	1,94,49,341
Remuneration sought to be paid	As approved by the members of the Company at 29 th Annual General Meeting held on 10 August, 2016	For terms of engagement, please refer to the explanatory statement relating to item no. 5 of the accompanying Notice

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/en-in Email Id: soumitra.hazra@timken.com

ATTENDANCE SLIP

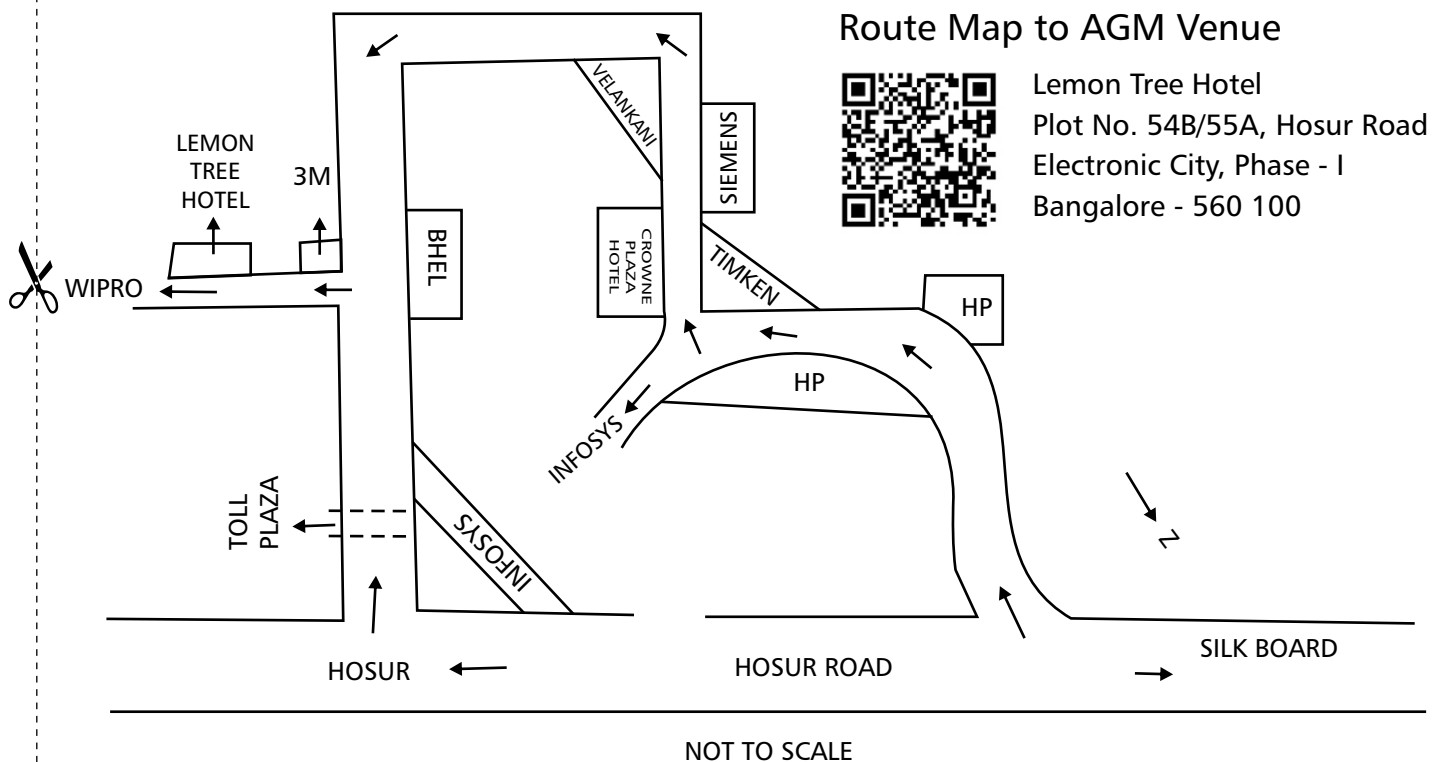
Name	Client Id*
Folio No.	DP Id*
No. of Shares held	

*applicable for investors holding share in electronic form.

I hereby record my presence at the 30th 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, 9 August, 2017 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.



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

- Name: Address:
E-mail Id: Signature:....., or failing him
- Name: Address:
E-mail Id: Signature:....., or failing him
- 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 30th Annual General Meeting of the Company, to be held on Wednesday, 9 August, 2017 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, 2017 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. Avishrant Keshava (DIN: 07292484), who retires by rotation and, being eligible, offers himself for reappointment
4	To appoint Auditors of the Company
Special Business	
5	Re-appointment of Mr. Sanjay Koul (DIN: 05159352) as Chairman & Managing Director
6	Ratification of remuneration payable to the Cost Auditors for the year 2017-18

Signed this day of 2017.

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 30th AGM.