

Auditors' Certificate

To
The Board of Directors,
Timken India Limited,
39-42, Electronic City, Phase II,
Hosur Road, Bangalore-560100,
Karnataka

1. We, the statutory auditors of Timken India Limited, (hereinafter referred to as "the Company"), have examined the proposed accounting treatment specified in Clause 14 of the draft Scheme of Amalgamation and Arrangement ("**Scheme**") between the Company and ABC Bearings Limited and their respective shareholders and creditors in terms of the applicable provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 with reference to its compliance with the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Other Generally Accepted Accounting Principles.
2. The responsibility for the preparation of the Scheme and its compliance with the relevant laws and regulations, including the applicable Accounting Standards as aforesaid, is that of the Board of Directors of the Company. Our responsibility is only to examine and report whether the accounting treatment contained in the Scheme of arrangement complies with the applicable Indian Accounting Standards and Other Generally Accepted Accounting Principles. Nothing contained in this certificate, nor anything said or done in the course of, or in connection with the services that are subject to this certificate, will extend any duty of care that we may have in our capacity of the statutory auditors of any financial statements of the Company. We carried out our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (revised), issued by the Institute of Chartered Accountants of India.
3. Our examination did not extend to any aspects of a legal or propriety nature covered in the Clause 14 of the Scheme.
4. Read with paragraph 3 above and based on our examination and according to the information and explanations given to us, we confirm that the accounting treatment contained in the Scheme is in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and all applicable Accounting Standards notified by the Central Government under the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 and other recognized accounting practices prevalent in India.

[Handwritten Signature]

S.R. Batliboi & Co. LLP, a Limited Liability Partnership with LLP Identity No. AAB/16/2016
Regd. Office : 22, Camac Street, Block 'C', 3rd Floor, Kolkata-700 016



[Handwritten Mark]

S.R. BATLIBOI & CO. LLP

Chartered Accountants

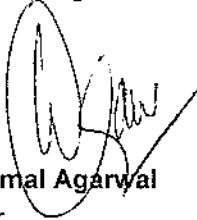
5. This certificate is issued at the request of Timken India Limited pursuant to the requirements of circulars issued under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and the National Stock Exchange of India Limited and any other regulatory authority as required under applicable law. This certificate should not be used for any other purpose without our prior written consent.

This certificate should be read together with the statement attached herewith (annexure).

For S.R. Batliboi & Co. LLP

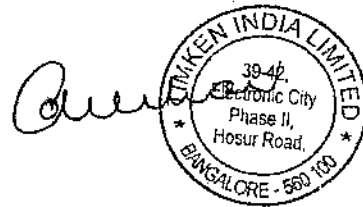
Chartered Accountants

ICAI Firm Registration Number: 301003E/ E300005



per **Kamal Agarwal**
Partner

Membership Number: 058652



Place: Kolkata.

Dated: July 4, 2017

S.R. BATLIBOI & Co. LLP

Chartered Accountants

Annexure to SEBI certificate on proposed accounting treatment of Scheme of Amalgamation and Arrangement

The Board of Directors,
Timken India Limited,
39-42, Electronic City, Phase II,
Hosur Road, Bangalore-560100,
Karnataka

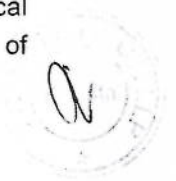
1. This annexure is issued in accordance with the terms of our agreement dated July 4, 2017 ("Agreement") and is forming an integral part of the auditors' certificate being issued pursuant to the Agreement.
2. The draft scheme of amalgamation and arrangement between Timken India Limited ("the Company") and ABC Bearings Limited ("Transferor Company") and their respective shareholders and creditors ("Scheme") for the amalgamation of the Transferor Company with the Company through issue of equity shares by the Company to the shareholders of the Transferor Company, in terms of the applicable provisions of Section 230 to Section 232 of the Companies Act 2013 has been prepared by the Company and the Transferor Company.

Management's Responsibility

3. The responsibility for the preparation of the draft Scheme and its compliance with the relevant laws and regulations, including the applicable Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015 and Other Generally Accepted Accounting Principles, is that of the Board of Directors of the Company.

Auditor's Responsibility

4. Pursuant to the requirements of circulars issued under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, our responsibility is to express reasonable assurance on the reporting criteria:
 - a. Whether the accounting treatment contained in the Scheme complies with the applicable Accounting Standards and Other Generally Accepted Accounting Principles.
5. We conducted our examination in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised) issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the Institute of Chartered Accountants of India.



S.R. BATLIBOI & Co. LLP

Chartered Accountants

6. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.
7. A reasonable assurance engagement includes performing procedures to obtain sufficient appropriate audit evidence on the reporting criteria. Accordingly, we have performed the following procedures in relation to the Certificate:
 - i. Read the Scheme and the proposed accounting treatment specified therein in Clause 14 of the Scheme.
 - ii. Noted and validated the accounting treatments contained in Clause 14 of the Scheme are in compliance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and circulars issued thereunder and the applicable Accounting Standards notified by the Central Government under the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 and Other Generally Accepted Accounting Principles.

Restriction on Use

The certificate is addressed to and provided to the Board of Directors of the Company pursuant to the requirements of circulars issued under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for onward submission to the BSE Limited and the National Stock Exchange of India Limited and any other regulatory authority as required under applicable law. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For S.R. Batliboi & Co. LLP

Chartered Accountants

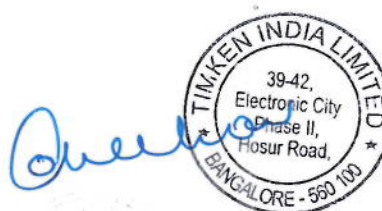
Firm Registration Number: 301003E/ E300005



per **Kamal Agarwal**

Partner

Membership Number: 058652



Place: Kolkata.

Dated: July 4, 2017