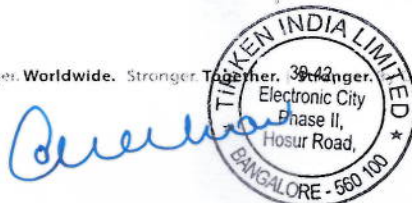


**COMPLIANCE REPORT TO BE SUBMITTED ALONG WITH THE DRAFT SCHEME
REQUIRED IN ANNEXURE I PARAGRAPH I (A) SUB PARAGRAPH 2(h) OF SEBI
CIRCULAR NO. CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017**

It is hereby certified that the draft scheme of amalgamation and arrangement involving Timken India Limited and ABC Bearings Limited (“Scheme”) and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, does not in any way violate, override or limit the provisions of securities laws or requirements of the Stock exchange(s) and the same is in compliance with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”) and this circular, including the following:

Sr.	Reference	Particulars
1.	Regulation 17 to 27 of LODR Regulations	Corporate governance requirements
2.	Regulation 11 of LODR Regulations	Compliance with securities laws
Requirements of this circular		
a.	Para (I)(A)(2)	Submission of documents to Stock Exchanges
b.	Para (I)(A)(2)	Conditions for schemes involving unlisted entities <i>Note: As the Scheme involves only listed entities, the conditions specified for schemes of arrangement involving unlisted entities are not applicable.</i>
c.	Para (I)(A)(4) (a)	Submission of Valuation Report
d.	Para (I)(A)(5)	Auditors certificate regarding compliance with Accounting Standards

Registered office:
Timken India Limited
39-42, Electronic City
Phase II, Hosur Road
Bangalore 560 100.
T 080 41362000
F 080 41362010



e.	Para (I)(A)(9)	Provision of approval of public shareholders through e-voting
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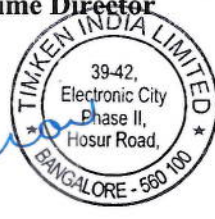

**Company Secretary
& Chief Compliance**


Chairman & Managing Director

Certified that the transactions/accounting treatment provided in the draft scheme of amalgamation and arrangement involving Timken India Limited and ABC Bearings Limited and their respective shareholders and creditors under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions, if any, are in compliance with all the Accounting Standards applicable to a listed entity.


**Business Controller – India
CFO & Whole-time Director**


Chairman & Managing Director



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

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