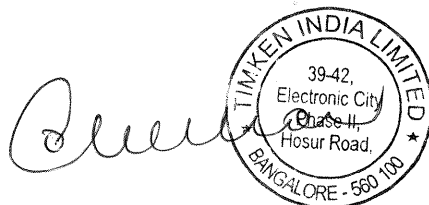


ANNEXURE - O

Brief particulars of the transferee/resulting and transferor/demerged companies

Particulars	Transferee/ Resulting Company	Transferor/ Demerged Company
Name of the company	Timken India Limited ("TIL")	ABC Bearings Limited ("ABC")
Date of Incorporation & details of name changes, if any	TIL was incorporated on 15/06/1987 under the name "Tata Timken Limited." Thereafter, the name of the Transferee Company was changed from Tata Timken Limited to Timken India Limited on 02/07/1999	ABC was incorporated on May 30, 1961 under the name of Antifriction Bearings Limited. Thereafter, the name of the Transferor Company was changed from Antifriction Bearings Limited to ABC Bearings Limited on 27/09/2002.
Registered Office	39-42, Electronic City, Phase II, Hosur Road, Bangalore 560100	402-B, Poonam Chambers, Dr. Annie Besant Road, Worli, Mumbai 400018
Brief particulars of the scheme	<p>The draft Scheme of Amalgamation and Arrangement ("Scheme") contemplates the following with effect from the date on which the later of the orders of the National Company Law Tribunal sanctioning the Scheme is passed:</p> <ol style="list-style-type: none"> 1. The merger of ABC as a going concern with the TIL in accordance with Sections 230 to 232 and/or other applicable provisions of the Companies Act, 2013 ("Amalgamation"). 2. As consideration for the Amalgamation, for every 8 equity shares of face value of Rs. 10 each held in ABC on the record date, shareholders of ABC shall receive 5 equity shares of Rs. 10 each fully paid-up of TIL. 3. The equity shares issued by TIL to the shareholders of ABC pursuant to the Amalgamation are proposed to be listed on the BSE Limited and the National Stock Exchange of India Limited. 4. ABC will stand dissolved due to operation of the Scheme without winding up. 	

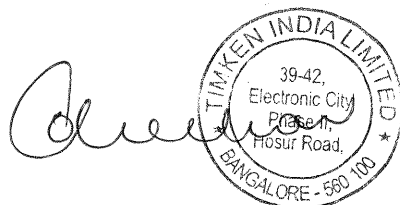


Registered office:
Timken India Limited
39-42, Electronic City
Phase II, Hosur Road
Bangalore 560 100.
T 080 41362000
F 080 41362010

CIN: L29130KA1996PLC048230
Website: www.timken.com/en-in/

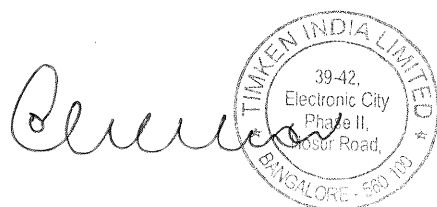
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Rationale for the scheme	<p>1. TIL is a subsidiary of The Timken Company, which is a US based leading manufacturer of taper roller bearings, which is the also the main product currently being manufactured by ABC. TIL is desirous of acquiring a capacity that meets the increasing demand for its products across the globe. ABC possess such manufacturing facility and is seeking to access new technology and new markets.</p> <p>2. Both ABC and TIL intend to and can achieve larger product portfolio, access new domestic and export markets, increase market share, economies of scale, efficiency, and other related economies through the Amalgamation. The Scheme intends to merge the operations of ABC with that of TIL to fulfil this objective.</p> <p>3. The Amalgamation would be beneficial to the respective shareholders, investors and creditors of ABC and TIL.</p>	
Date of resolution passed by the Board of Director of the company approving the scheme	July 4, 2017	July 4, 2017
Date of meeting of the Audit Committee in which the draft scheme has been approved	July 4, 2017	July 4, 2017
Appointed Date	The appointed date of the Scheme is the date on which the later of the orders of the National Company Law Tribunal sanctioning the Scheme is passed.	
Name of Exchanges where securities of the company are listed	<p>1. BSE Limited</p> <p>2. National Stock Exchange of India Limited</p>	BSE Limited
Nature of Business	TIL is engaged in the business of engineering and manufacturing bearings and mechanical power transmission components including gear drives, couplings, belts and chain. TIL also provides industrial services including those in the nature of bearing repair and powertrain rebuild.	ABC is <i>inter alia</i> engaged in the business of: (i) engineering, product design, manufacturing, distribution and sale of bearings including <i>inter alia</i> taper roller bearings, cylindrical roller bearings, spherical roller bearings and slewing bearings; and (ii) procurement, distribution and sale of other bearings, grease, oil and UJ Cross not manufactured by ABC but are



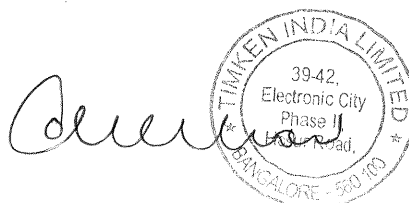
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		sold by the ABC under the "ABC" brand.
Capital before the scheme (No. of equity shares as well as capital in rupees)	<p>Authorized Share Capital</p> <p>Rs. 1,010,000,000 comprising Rs. 750,000,000 in equity shares and Rs. 260,000,000 in 9% cumulative redeemable preference shares divided into 75,000,000 equity shares of Rs. 10 each and 2,600,000 9% cumulative redeemable preference shares of Rs. 100 each</p> <p>Issued Share Capital:</p> <p>Rs. 680,151,340 divided into 68,015,134 equity shares of Rs.10 each</p> <p>Subscribed and Fully Paid-up Share Capital:</p> <p>Rs. 679,757,840 divided into 67,975,784 equity shares of Rs. 10 each</p> <p>Subscribed and Partly Paid-up Share Capital:</p> <p>Rs. 130,000 divided into 24200 equity shares of Rs.10 each (net of calls in arrears)</p>	<p>Authorized Share Capital</p> <p>Rs. 12,00,00,000 divided into 1,20,00,000 equity shares of Rs. 10 each</p> <p>Issued, Subscribed and Paid-up Share Capital</p> <p>Rs. 11,55,00,000 divided into 1,15,50,000 Equity Shares of Rs. 10 each</p>




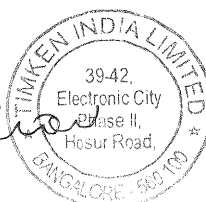
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No. of shares to be issued	72,18,750 (For every 8 fully paid up equity shares of the face value of Rs. 10 each held in ABC as on the record date, 5 fully paid up equity shares of face value of Rs. 10 each of TIL shall be issued)	
Cancellation of shares on account of cross holding, if any	NA	NA
Capital after the scheme (No. of equity shares as well as capital in rupees)	<p>Authorized Share Capital Rs.113,00,00,000 comprising Rs. 87,00,00,000 in equity shares and Rs. 26,00,00,000 in 9% cumulative redeemable preference shares divided into 8,70,00,000 equity shares of Rs. 10 each and 26,00,000 9% cumulative redeemable preference shares of Rs. 100 each</p> <p>Issued Share Capital: Rs. 75,23,38,840 divided into 7,52,33,884 equity shares of Rs.10 each</p> <p>Subscribed and Fully Paid-up Share Capital: Rs. 75,19,45,340 divided into 751,94,534 equity shares of Rs. 10 each</p> <p>Subscribed and Partly Paid-up Share Capital: Rs. 130,000 divided into 24200 equity shares of Rs.10 each (net of calls in arrears)</p>	<p>NA</p> <p>In terms of the Scheme, upon the Scheme becoming effective, ABC will stand dissolved without winding up</p>
Net Worth	(Rs. In crores)	(Rs. In crores)
Pre	617.9	138.81
Post	755.1	NA
Valuation by independent Chartered Accountant –	Valuation Report dated July 4, 2017 by SSPA& Co, Chartered Accountants (Registration Number: 128851W; Registered Address: 1st Floor, "Arjun", Plot No. 6A, V.P. Road, Andheri	



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Name of the valuer/valuer firm and Regn no.	(W), Mumbai 400 058			
Methods of valuation and value per share arrived under each method with weight given to each method, if any.	As per valuation report attached as Annexure - E		As per valuation report attached as Annexure - E	
Fair value per shares	Rs. 759		Rs. 473	
Exchange ratio	For every 8 fully paid up equity shares of the face value of Rs. 10 each held in ABC on the record date, 5 fully paid up equity shares of face value of Rs. 10 each of TIL shall be issued			
Name of Merchant Banker giving fairness opinion	JM Financial Institutional Securities Limited			
Shareholding pattern	Pre		Post (Transferee Company) Transferor Company – Nil	
	No. of Shares	% of holding	No. of Shares	% of holding
Promoter	50999988	75%	50999988	67.80
Public	16999996	25%	24218746	32.20
Custodian	-	-	-	-
TOTAL	67999984	100	75218734	100
No of shareholders	Pre - 51576 as on June 30, 2017 Post – 58686		Pre - 7110 as on June 30, 2017	
Names of the Promoters	Timken Singapore Pte Limited		Promoter 1. Pradip M. Patel 2. Tanuj M. Patel Promoter Group 3. Sudhir M. Patel 4. Pradip M. Patel (HUF) 5. Tanuj M. Patel (HUF) 6. Trupti P. Patel 7. Nehal P. Patel 8. Unnati Niren Kulur 9. Meena S. Patel 10. M.I. Patel HUF No.1 11. Neel T. Patel 12. Rishabh T. Patel	

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		<p>13. Archana T. Patel 14. M.I. Patel No.2 (HUF) 15. Mipco Investments Pvt. Ltd. 16. Manoway Investments Pvt. Ltd. 17. Maple Investments Co. Pvt. Ltd. 18. Emsons Leasing Co. Pvt. Ltd. 19. Essex Properties Pvt. Ltd. 20. Ziwani Properties Pvt. Ltd. 21. Saturn Holdings and Properties Pvt. Ltd</p>
Names of the Board of Directors	<p>1.Mr. Sanjay Koul – Chairman & Managing Director 2.Mr. P S Dasgupta – Independent Director 3.Mr. Jai S Pathak – Independent Director 4.Mrs. Rupa Mahanty – Independent Director 5.Mr. Ajay K. Das – Director 6.Mr. Avishrant Keshava – Business Controller – India, CFO & Whole-time Director</p>	<p>1. Mr. S. M. Patel- Chairman 2.Mr. P. M. Patel –Managing Director 3.Mr. T. M. Patel – Executive Director 4.Mr. S. S. Patel - Executive Director 5.Mr. S. K. Diwanji - Independent Director 6.Mr. J. R. Patel- Independent Director 7.Mr. N. M. Shah- Independent Director 8.Ms. J. P. Abraham- Independent Director</p>
Relationship between the companies involved in the Scheme, if any	NA	
Details regarding change in management control in the listed company or resulting company seeking listing	There is no change of the management of TIL on account of the consummation of the Scheme.	

(Signature)

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