

Avishrant Keshava

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**UNDERTAKING IN RELATION TO NON APPLICABILITY OF ANNEXURE I
PARAGRAPH I (A) SUB PARAGRAPH 9(a) OF SEBI CIRCULAR NO.
CFD/DIL3/CIR/2017/21 DATED MARCH 10, 2017**

This is with reference to the proposed amalgamation of ABC Bearings Limited (“**Transferor Company**”) with Timken India Limited (“**Company**”), to be implemented in terms of the scheme of amalgamation and arrangement (“**Scheme**”) between the Company, Transferor Company and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The Company hereby undertakes and states that the requirement of Annexure I Paragraph 1(A) Sub Paragraph 9(a) of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 (“**SEBI Circular**”) pertaining to voting by public shareholders through e-voting is not applicable to the Company for the transaction contemplated under the Scheme, for the following reasons:

i) **Annexure I Paragraph I (A) Sub Paragraph 9(b)(i)**

Where additional shares have been allotted to Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the listed company.

Reason for non-applicability

As per the Scheme, all shareholders of the Transferor Company shall be allotted shares in the Company up to the extent of their shareholding in the Transferor Company and no additional shares shall be allotted by the Company to the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Transferor Company.

Further, the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company will not be issued any shares pursuant to the Scheme.

Accordingly, the provision of Annexure I Paragraph 1(A) Sub Paragraph 9(b)(i) of the SEBI Circular are not applicable to the transaction contemplated to be undertaken by the Company pursuant to the Scheme.

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

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



ii) **Annexure I Paragraph I (A) Sub Paragraph 9(b)(ii)**

Where the scheme involves the listed entity and any other entity involving Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group.

Reason for non-applicability

The transaction pursuant to the Scheme involves the Company and the Transferor Company. The Transferor Company is not an entity within the Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, subsidiary/(s) of Promoter / Promoter Group of the Company.

Accordingly, the provision of Annexure I Paragraph 1(A) Sub Paragraph 9(b)(ii) of the SEBI Circular are not applicable to the transaction contemplated to be undertaken by the Company pursuant to the Scheme.

iii) **Annexure I Paragraph I (A) Sub Paragraph 9(b)(iii)**

Where the parent listed entity, has acquired, either directly or indirectly, the equity shares of the subsidiary from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the parent listed entity, and if that subsidiary is being amalgamated with the parent listed entity under the Scheme.

Reason for non-applicability

Pursuant to the transaction contemplated under the Scheme, the Company would be issuing shares to the shareholders of the Transferor Company, which is not a subsidiary of the Company or any promoter group company of the Company.

Hence, the Scheme does not involve a parent listed entity acquiring, directly or indirectly, the equity shares of the subsidiary, from any of the shareholders of the subsidiary who may be Promoter / Promoter Group, Related Parties of Promoter / Promoter Group, Associates of Promoter / Promoter Group, Subsidiary/(s) of Promoter / Promoter Group of the Company.

Accordingly, the provision of Annexure I Paragraph 1(A) Sub Paragraph 9(b)(iii) of the SEBI Circular are not applicable to the transaction contemplated to be undertaken by the Company pursuant to the Scheme.



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iv) **Annexure I Paragraph I (A) Sub Paragraph 9(b) (iv)**

Where the scheme involving an amalgamation of an unlisted entity results in reduction in the voting share of pre-scheme public shareholders of listed entity in the transferee / resulting company by more than 5% of the total capital of the amalgamated entity.

Reason for non-applicability

Both the Company and the Transferor Company are listed entities with their shares listed on stock exchanges in India.

Therefore, the Scheme does not envisage an amalgamation of any unlisted entity.

Accordingly, the provision of Annexure I Paragraph 1(A) Sub Paragraph 9(b)(iv) of the SEBI Circular are not applicable to the transaction contemplated to be undertaken by the Company pursuant to the Scheme.

v) **Annexure I Paragraph I (A) Sub Paragraph 9(b) (v)**

Where the scheme involves transfer of whole or substantially the whole of the undertaking of the listed entity and the consideration for such transfer is not in the form of listed equity shares.

Reason for non-applicability

Pursuant to the transaction contemplated under the Scheme, the Transferor Company shall be amalgamated with the Company and in consideration thereof, the Company shall issue equity shares in the ratio prescribed under the Scheme to all the shareholders of the Transferor Company who hold shares of the Transferor Company as of the record date prescribed under the Scheme.

Therefore, the Scheme does not involve transfer of whole or substantially the whole of the undertaking of the listed entity, where the consideration for such transfer is not in the form of listed equity shares.

Accordingly, the provision of Annexure I Paragraph 1(A) Sub Paragraph 9(b)(v) of the SEBI Circular are not applicable to the transaction contemplated to be undertaken by the Company pursuant to the Scheme.



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In view of the aforesaid and pursuant to Annexure I Paragraph 1(A) Sub Paragraph 9(c) of the SEBI Circular, the requirement stated at Annexure I Paragraph 1(A) Sub Paragraph 9(b) of the SEBI Circular is not applicable to the Scheme or the transaction contemplated thereof.

For Timken India Limited



Avishrant Keshava
Business Controller – India, CFO
& Whole Time Director

Date: July 04, 2017

