
TIMKEN INDIA LIMITED

Regd. Office: 39-42, Electronic City, Phase II, Hosur Road, Bengaluru - 560 100

CIN: L29130KA1996PLC048230

Phone No. 080-41362000, Fax No. 080-41362010

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Notice

Notice is hereby given that the Thirty-first 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, Bengaluru - 560100 on Friday, 10 August, 2018 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, 2018 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. Ajay K Das (DIN: 02697466), who retires by rotation and being eligible, offers himself for reappointment.
4. To ratify the appointment of the Auditors of the Company made at the 30th Annual General Meeting and to fix their remuneration. In this connection, to consider and if thought fit, to pass, with or without modification(s) the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) the appointment of Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018) as Statutory Auditors made at Thirtieth Annual General Meeting to hold office from the conclusion of Thirtieth Annual General Meeting up to the conclusion of Thirty-fifth Annual General Meeting be and is hereby ratified and that the Auditors be paid such remuneration as may be recommended by the Audit Committee and mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

5. **Appointment of Mr. Bushen Lal Raina (DIN: 00182160) as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder read with Schedule -IV to the Act and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Bushen Lal Raina (DIN: 00182160), in whose respect notice has been received from a member under the provisions of Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office from 5 February, 2018 to 4 February, 2023."

6. **Re-appointment of Mr. Priya Shankar Dasgupta (DIN: 00012552) as an Independent Director**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('the Act') and the Rules made thereunder read with Schedule -IV to the Act and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Priya Shankar Dasgupta (DIN: 00012552), in whose respect notice has been received from a member under the provisions of Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company to hold office from 1 April, 2019 to 31 March, 2024."

7. **Ratification of Remuneration payable to the Cost Auditors for the financial year 2018-19**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and Rules made thereunder (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 financial year 2018-19 be and is hereby ratified and approved."

8. **Material Transactions with the Related Party - Timken Wuxi Bearings Co. Ltd.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED –

THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modifications or amendments or re-enactments thereof, for the time being in force) and such other provisions as may be applicable, approval of the Members of the Company be and is hereby accorded to the material related party contracts / arrangements / transactions as described in the explanation to Regulation 23(1) of Listing Regulations, to be entered into in the normal course of business on arm's length basis with Timken Wuxi Bearings Co. Ltd., being a Related Party as defined under Regulation 2(zb) of Listing Regulations up to a maximum amount of Rs.300 crores per financial year;

THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to finalize the terms and conditions governing such contracts / arrangements / transactions as may be considered necessary, expedient or desirable, in order to give effect to this Resolution.”

9. **To adopt new Articles of Association of the Company**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED –

THAT pursuant to the provisions of Section 14 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification or amendment or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

THAT any Director and Company Secretary & Chief - Compliance of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

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 (the 'Act') in respect of item no. 5 to item no. 9 is annexed hereto. Applicable details relating to Directors pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard -2 ('SS-2') are also annexed. Explanatory Statement for item no. 4 though strictly not required as per Section 102 of the Act is also annexed to this Notice.
3. The Register of Members and the Share Transfer Books of the Company would remain closed from 4 August, 2018 to 10 August, 2018, 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, 29 August, 2016 and 28 August, 2017 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 financial years ended 31 March, 2012, 31 March, 2013, 31 March, 2014, 31 March, 2015, 31 March, 2016 and 31 March, 2017 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. Accordingly, amount outstanding in unpaid dividend account in respect of financial year ended 31 March, 2012 will be transferred to Investor Education and Protection Fund in January, 2019. Please also note that :
 - a. As per Section 124 of the Act and Investor Education and Protection Fund (IEPF) Rules amended from time to time, all the shares in respect of which dividend has remained unpaid/unclaimed for 7 years or more are required to be transferred to IEPF Demat Account.

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- b. The members are requested to en-cash their unpaid/unclaimed dividend at the earliest. The Company will take necessary steps to transfer the shares to IEPF as and when they are due for such transfer.
 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 31st Annual General Meeting ('AGM') 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 3 August, 2018.
 - 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 3 August, 2018.
 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 Act, 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 31st AGM.
 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 Participant/Company/Registrars and Share Transfer Agent are being sent physical copy of (i) Annual Report 2017-18 by permitted mode and (ii) the Notice of AGM by Registered Post/Speed Post. Soft copies of the Annual Report and Notice of AGM are being sent by e-mail to those members who have registered their e-mail address with the Company/Depository Participant(s). Copies of Annual Report 2017-18 and Notice of AGM are 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. Draft of new Articles of Association, letters of appointment of Mr. Bushen Lal Raina and Mr. P. S. Dasgupta and such other documents as required under applicable provision of law will be available for inspection at the Registered Office of the Company on any working day prior to the date of AGM between hours 10:00AM to 12:00Noon and shall also be available for inspection at the venue of AGM from 9.30 AM.

By Order of the Board

Bengaluru
26 June, 2018

Soumitra Hazra
Company Secretary & Chief - Compliance

Annexure to the Notice – Explanatory Statement Pursuant to Section 102(1) of the Companies Act, 2013

Item No. 4

M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Registration No. 117366W/W-100018) were appointed as the Statutory Auditors of the Company at the 30th Annual General Meeting ('AGM') held on 9 August, 2017 for a period of 5 years subject to ratification by members at every subsequent AGM held after 30th AGM. Due to recent changes in the provisions of the Companies Act, 2013 (the 'Act'), the ratification of appointment of Statutory Auditors at every AGM is no longer required. In the resolution adopted at the 30th AGM for the appointment of M/s Deloitte Haskins & Sells LLP, as Statutory Auditors, it was mentioned that ratification of such appointment would be considered at each subsequent AGM till 34th AGM. Therefore, this item is included in this Notice seeking ratification of appointment of Statutory Auditor as mentioned in the resolution. Henceforth, this item will not be included in the Notice in line with the Companies (Amendment) Act, 2017.

This item is therefore placed before the Members for approval. The Board recommends Resolution set out under item no. 4 for approval by members.

Memorandum of Interest

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

Item No. 5

Based on the recommendation of Nomination and Remuneration Committee of the Board, Mr. Bushen Lal Raina (DIN: 00182160) ('Mr. Raina') was appointed by the Board of Directors of the Company as an Additional and Independent Director effective 5 February, 2018 for a period of 5 years. As per the provisions of the Act, Mr. Raina holds office up to the date of forthcoming Annual General Meeting. The Company has received a notice from a member under the provisions of Section 160 of the Act, proposing Mr. Raina as a candidate for the office of a Director. The Company has received from Mr. Raina:

- (a) Consent in writing in Form DIR-2
- (b) Intimation in Form DIR-8
- (c) A declaration to the effect that he meets the criteria of independence in terms of Section 149(6) of the Act and applicable provisions of Listing Regulations.

The proposal for the appointment of Mr. Raina as an Independent Director on the Board, is therefore, placed before the members for approval as set out under item no. 5 of the accompanying Notice. In the opinion of the Board of Directors, Mr. Raina fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the management.

In terms of an amendment in the Listing Regulations vide notification No. SEBI/LAD-NRO/GN/2018/10 dated 9 May, 2018, Non-executive Directors who have attained age of 75 years should be appointed by a Company with special resolution effective 1 April, 2019. Keeping in mind Mr. Raina's profile, it is proposed, for Mr. Raina's appointment as an Independent Director, to seek the approval of the Members through a Special Resolution.

A copy of the draft letter for the appointment of Mr. Raina as an Independent Director setting out the terms and conditions is available for inspection as referred in Note No. 13 of this Notice. The Board considers that Mr. Raina's association with the Company would be of immense benefit to the Company and recommends the Special Resolution set out under item no. 5 for approval of members.

Memorandum of Interest

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

Item No. 6

Mr. Priya Shankar Dasgupta (DIN: 00012552) ('Mr. Dasgupta') was appointed as an Independent Director of the Company by Members at 27th AGM held on 13 August, 2014 for a period of five years w.e.f. 1 April, 2014. The present tenure of Mr. Dasgupta as Independent Director of the Company would come to an end on 31 March, 2019. As per Section 149 of the Act, the Independent Director shall hold office for a term upto 5 consecutive years on the Board of a Company but shall be eligible for re-appointment on passing of a Special Resolution by the Company for another term of 5 consecutive years.

The Nomination and Remuneration Committee of the Board, taking into account, *inter-alia* the results of performance evaluation, has recommended re-appointment of Mr. Dasgupta as an Independent Director of the Company for a further period of 5 years w.e.f.

1 April, 2019. In the opinion of the Board of Directors, Mr. Dasgupta fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the management. The Board of Directors, accordingly considers that continued association of Mr. Dasgupta will be of immense benefit to the Company and thus, recommends re-appointment of Mr. Dasgupta as an Independent Director of the Company for a further period of 5 years w.e.f. 1 April, 2019.

The Company has received a notice from a member under the provisions of Section 160 of the Act proposing Mr. Dasgupta as a candidate for the office of Director. The Company has received from Mr. Dasgupta:

- (a) Consent in writing in Form DIR-2
- (b) Intimation in Form DIR-8
- (c) A declaration to the effect that he meets the criteria of independence in terms of Section 149(6) of the Act and applicable provisions of Listing Regulations.

A copy of the draft letter for the appointment of Mr. Dasgupta as an Independent Director setting out the terms and conditions is available for inspection as referred in Note No. 13 of this Notice.

This item is therefore placed before the members for approval. The Board recommends Special Resolution set out under item no. 6 for approval of Members.

Memorandum of Interest

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

Item No. 7

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 2018-19 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 21 May, 2018. Pursuant to Section 148 of the Act and Rules made thereunder, 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. 7 for ratification of Members.

Memorandum of Interest

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

Item No. 8

Timken India Limited ('the Company') is a company listed on Bombay Stock Exchange and National Stock Exchange with majority of its share capital held by Timken Singapore Pte. Limited which is a subsidiary of The Timken Company, USA. The Timken Company has many subsidiaries across the world and Timken Wuxi Bearings Co Ltd ('Timken Wuxi') is one of them. The Timken Company, founded over 100 years ago by Mr. Henry Timken and having its headquarters at Canton, Ohio, is a leader in the bearings industry which applies its deep knowledge of materials, friction management and mechanical power transmission to improve the reliability and efficiency of industrial machinery and equipment all around the world.

Timken Wuxi is a Timken Group Company based out at China. Timken Wuxi has access to proprietary technology of The Timken Company, including without limitation, intellectual property relating to designs, product specifications, methods of manufacturing, service methods and techniques for use thereof for manufacturing various products in order to retain the quality standard of all Timken products manufactured worldwide.

To sustain the quality standards of Timken Group, better customer reach, global representation, the Company purchases finished products and components from Timken Wuxi for direct sale in India and also for subsequent use in the manufacturing process. The Company also sells finished products or components to Timken Wuxi for sale in China.

Timken Wuxi is a related party as defined under Regulation 2(zb) of Listing Regulations, and with whom the aggregate value of transactions in future is likely to exceed 10% of the turnover of the Company in the immediate preceding previous year. Therefore, in view of Regulation 23 of the Listing Regulations, approval of the Members is sought by way of an ordinary resolution.

Summary of material related party transactions during the financial year 2017-18 is as under:

Name of Related Party	Nature of Transactions	Transactions for year ended 31 March, 2018 (Rs Lacs)
Timken Wuxi	Purchase of goods	9,600
	Sale of Goods	41

All the contacts/transactions/arrangements entered or to be entered into would continue to be in ordinary course of business and at arm's length basis.

This item is therefore placed before the Members for approval. The Board recommends Resolution set out under item no. 8 for approval of Members.

Memorandum of Interest

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

Item No. 9

The Regulations in existing Articles of Association ('AoA') are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013 as amended (the 'Act').

The Act is now largely in force. With the coming into force of the Act, several regulations of the existing AoA of the Company require alteration or deletion. Given this position, it is considered expedient to replace the existing AoA by a new set of AOA.

The new set of AoA to be substituted in place of the existing AoA is based on Table 'F' contained in Schedule I of the Act which sets out the model articles of association for a company limited by shares and in conformity with applicable provisions of the Act.

The draft of new AoA is available on the Company's website: www.timken.com/en-in for perusal by the shareholders and is also available for inspection as mentioned in the Note 13 of this Notice.

This item is therefore placed before the Members for approval. The Board recommends Special Resolution set out under item no. 9 for approval 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

Bengaluru
26 June, 2018

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 to members, facility to exercise their right to vote on resolutions proposed to be considered at the 31st 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 31st 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
7 August, 2018 from 9.00 A.M.	9 August, 2018 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 3 August, 2018, 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. **How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of **“Two Steps”** which are mentioned below:

Step I: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
- A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- Your User ID details are given below :

Manner of holding shares i.e. Demat	Your User ID is: (NSDL or CDSL) or Physical
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID. For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID. For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Your password details are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
- After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- Now, you will have to click on “Login” button.

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- i. After you click on the "Login" button, Home page of e-Voting will open.

Step II: Cast your vote electronically on NSDL e-Voting system.

- a. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- b. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- c. Select "EVEN" of company for which you wish to cast your vote.
- d. Now you are ready for e-Voting as the Voting page opens.
- e. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- f. Upon confirmation, the message "Vote cast successfully" will be displayed.
- g. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- h. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

6. Corporate Members (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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sree@sreedharancs.com with a copy marked to evoting@nsdl.co.in.
7. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
8. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
9. 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).
10. 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 3 August, 2018.
11. 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. 3 August, 2018, 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.nsdl.com or contact NSDL at toll free no.: 1800-222-990.
12. 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 or 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.
13. Mr. V. Sreedharan, Partner of M/s V. Sreedharan & Associates, Company Secretaries (FCS : 2347, COP : 833), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
14. 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.
15. 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.
16. 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 Listing Regulation and SS2

Name of Director	Mr. Ajay K Das	Mr. P S Dasgupta	Mr. Bushen Lal Raina
Brief resume of the Director	<p>Mr. Ajay Das is currently Vice President of Strategy and Business Development of The Timken Company, USA and is based in Canton, Ohio, USA. He previously served as Vice President of Quality Advancement.</p> <p>From 2009-2012, Mr. Das served as the Managing Director of the Company. In 2011, Mr. Das was named as one of India's most valued industrial business leaders by Business World magazine.</p> <p>From 2007-2009, Mr. Das served as General Manager for Wind Energy of The Timken Company, USA and was based in Canton, Ohio. In that role, he developed the company's strategy for the wind energy market. He joined the Company in 1992 and served as national sales manager for India. He was named as Director of manufacturing at the Company's plant in Jamshedpur, India, in 2001. He later served as Director of new business development in Asia for Timken and was based in Shanghai.</p>	<p>Mr. Priya Shankar Dasgupta has been a Non-Executive Independent Director of the Company since April 28, 2006. Mr. Dasgupta has been an Independent Non-Executive Director of several listed companies, like Cummins India Ltd., Otis Elevator Co. India Ltd. etc. He is renowned International Corporate lawyer and represents a leading law firm in Delhi.</p>	<p>Mr. Bushen Lal Raina served as the Managing Director of The Tinplate Company of India Limited from 2005 to 2009 (Tinplate). Later, he continued as Non-Executive Director of Tinplate till 2014.</p> <p>He also served as the Chairman of Jusco at Tata Steel Limited and as a Director of Tata Steel's International Trading Division.</p> <p>Mr. Raina has more than 40 years of experience in diverse functions ranging from Production, Maintenance, and Marketing & International Trade all with Tata Steel and its associate Companies.</p>
Date of Birth/Age	06/06/1967 - 51 years	30/06/1955 - 63 years	16/06/1944 74 years
Date of first appointment	30 September, 2014	28 April, 2006	05 February, 2018
Expertise in specific functional areas	<ul style="list-style-type: none"> ● Manufacturing ● Sales & Marketing ● General Management 	<ul style="list-style-type: none"> ● Legal profession ● General management 	<ul style="list-style-type: none"> ● Sustainability practices ● Change Management ● Transformational Leadership ● Business Turnarounds ● Corporate Restructuring ● Executive Mentoring ● Strategic Planning ● Ethics Management
Qualifications	<ul style="list-style-type: none"> ● BE (Mechanical) ● MBA, XLRI, Jamshedpur 	<ul style="list-style-type: none"> ● Bachelor of Law, Faculty of Law, Delhi University ● B.A. Econ. (Hons.) ● Post Graduate Diploma in Corporate Laws & Labour Laws, Indian Law, Institute, Delhi 	<ul style="list-style-type: none"> ● B.Tech (Mechanical Engg.), NIT, Srinagar ● MBA (PGDBM), XLRI, Jamshedpur ● General Management Program, CEDEP (INSEAD), France
List of companies in which outside Directorship as on 31 March, 2018	Nil	<ul style="list-style-type: none"> ● Cummins India Limited ● Otis Elevator Co India Ltd ● Maral Overseas Limited ● Bhilwara Technical Textiles Limited ● Ester Industries Limited ● Interstar Financial Services Limited ● RSWM Limited ● Snap-On Tools Private Limited ● SSSA Family Pvt. Ltd. ● Das Gupta Consulting Private Limited ● NDLO Consulting Private Limited ● Kothari Education Infrastructure Private Limited ● NDLO Business Consulting Private Limited ● NDLO Secretarial Services Private Limited ● Shugan Chandra Kothari Educational Foundation 	Nil

TIMKEN INDIA LIMITED

Name of Director	Mr. Ajay K Das	Mr. P S Dasgupta	Mr. Bushen Lal Raina
Chairman / Member of the Committees of the Board of the Companies on which he is a Director as on 31 March, 2018	<ul style="list-style-type: none"> Timken India Limited : Member - Nomination and Remuneration Committee and Stakeholders Relationship Committee 	<ul style="list-style-type: none"> Timken India Limited : Chairman - Audit Committee, Member - Nomination and Remuneration Committee Cummins India Limited : Member - Audit and Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee and Otis Elevator Co India Ltd: Member Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee Ester Industries Limited: Chairman - Risk management Committee, Member - Nomination and Remuneration Committee Maral Overseas Limited: Chairman - Corporate Social Responsibility, Member - Audit Committee and Nomination and Remuneration Committee Bhilwara Technical Textiles Limited: Chairman - Stakeholders and Relationship Committee and Nomination and Remuneration Committee, Member - Audit Committee 	<ul style="list-style-type: none"> Timken India Limited : Member - Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee
Shareholding in the Company	16 Equity Shares	1 Equity Shares	150 Equity Shares
Relationship with other Directors/KMP	No relationship with other Directors/KMP	No relationship with other Directors/KMP	No relationship with other Directors/KMP
No of Board Meetings attended in 2017-18	2	4	1
Terms of Appointment	Liabile to retire by rotation.	Not liable to retire by rotation. Terms of appointment are to be approved at 31 st Annual General Meeting	Not liable to retire by rotation. Terms of appointment are to be approved at 31 st Annual General Meeting
Remuneration paid in 2017-18 (Rs.)	Nil	4,50,000 (Sitting Fees)	50,000 (Sitting Fees)
Remuneration sought to be paid	Nil	Sitting fees as approved by the Board of Directors	Sitting fees as approved by the Board of Directors

TIMKEN INDIA LIMITED

Regd. Office: 39-42, Electronic City, Phase - II, Hosur Road, Bengaluru - 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

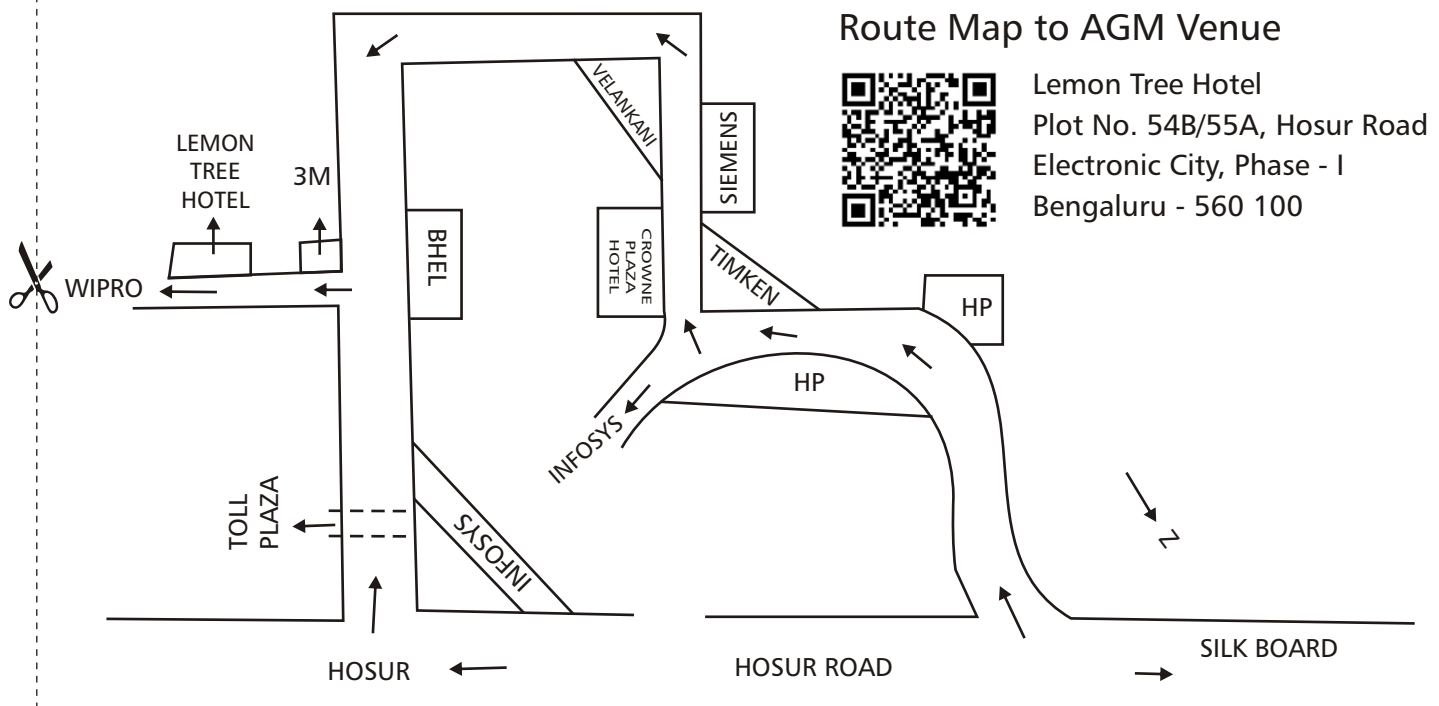
Name	Client Id*
Folio No.	DP Id*
No. of Shares held	

*applicable for investors holding share in electronic form.

I hereby record my presence at the Thirty-first Annual General Meeting of the Company held at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase - I, Bengaluru - 560100 on Friday, 10 August, 2018 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, Bengaluru - 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

1. Name: Address:
E-mail Id: Signature:....., or failing him
2. Name: Address:
E-mail Id: Signature:....., or failing him
3. 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 31st Annual General Meeting of the Company, to be held on Friday, 10 August, 2018 at 10.00 A.M. at Tangerine Conference Hall, Lemon Tree Hotel, Plot no. 54B/55A, Hosur Main Road, Electronic City, Phase - I, Bengaluru - 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, 2018 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. Ajay Kumar Das (DIN: 02697466), who retires by rotation and, being eligible, offers himself for reappointment
4	To ratify the appointment of the Auditors of the Company
Special Business	
5	Appointment of Mr. Bushen Lal Raina (DIN: 00182160) as an Independent Director
6	Re-appointment of Mr. Priya Shankar Dasgupta (DIN: 00012552) as an Independent Director
7	Ratification of Remuneration payable to the Cost Auditors for the financial year 2018-19
8	Material Transactions with the Related Party - Timken Wuxi Bearings Co. Ltd.
9	To adopt new Articles of Association of the Company

Signed this day of 2018.

Signature of shareholder :

Signature of Proxy holder(s) :

Affix
Revenue
Stamp

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 Thirty-first AGM.