
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

Notice

Notice is hereby given that the Thirty-second 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 Monday, 12 August, 2019 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, 2019 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. Avishrant Keshava (DIN: 07292484), who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS:

4. Ratification of Remuneration payable to the Cost Auditors

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

"RESOLVED –

THAT pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or amendments or re-enactments thereof), remuneration of Rs. 4,00,000/- (Rupees Four Lakhs 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 Accountants for the Cost Audit / certification engagements for the financial year 2019-20, be and is hereby ratified and approved;

THAT pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or amendments or re-enactments thereof), additional remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable taxes and reimbursement of travel and other out-of-pocket expenses, as determined by the Board of Directors due to increase in scope of audit for the financial year 2018-19 and payable to M/s. Shome & Banerjee (Firm Registration No. 000001) Cost Accountants for the Cost Audit for the financial year 2018-19, be and is hereby ratified and approved."

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. 4 is annexed hereto. Applicable details relating to Director pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard -2 ('SS-2') are also annexed.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 6 August, 2019 to 12 August, 2019, both days inclusive.
4. The respective outstanding amounts in unpaid dividend accounts for dividends paid by the Company and erstwhile ABC Bearings Limited ('ABC'), since amalgamated with the Company, so far along with underlying shares, if any, will be transferred to the Investors Education and Protection Fund ('IEPF') maintained with Central Government after the end of seven years from the respective

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- prescribed dates. Accordingly, amount outstanding in unpaid dividend account in respect of financial year ended 31 March, 2012 (pertaining to dividend paid by ABC) will be transferred to IEPF in the month of August, 2019 along with underlying shares, if any. Please also note that :
- a. As per Section 124 of the Act and IEPF Rules as amended from time to time, all the shares in respect of which dividend has remained unpaid/unclaimed for 7 consecutive years or more are required to be transferred to IEPF Demat Account.
 - 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.
5. Those shareholders who have not encashed their dividend warrants in respect of dividend paid by Timken India Limited and erstwhile ABC may please contact the Company Secretary for issue of demand drafts in lieu of the warrants not encashed by them.
 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 32nd 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 5 August, 2019.
 - 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 5 August, 2019.
 7. Beneficial Owners of shares in demat form are advised to get the 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 32nd 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/Company/Registrars and Share Transfer Agent are being sent physical copy of (i) Annual Report 2018-19 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 2018-19 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 Private 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 Private 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. The documents as required under applicable provisions 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

Place: Bengaluru
Date: 1 July, 2019

Sd/-
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

It may please be noted that M/s. Shome & Banerjee (Firm Registration No. 000001), Cost Accountants have been re-appointed by the Board of Directors to audit the cost records of the Company for the financial year 2019-20 at a remuneration of Rs. 4,00,000/- (Rupees Four Lakhs only) plus applicable taxes and other out-of-pocket expenses (as recommended by the Audit Committee of the Board). Pursuant to Section 148 of the Act and the Rules made thereunder, the said remuneration payable to the Cost Auditors requires ratification by the members.

It may please be recalled that pursuant to the Scheme of Amalgamation, ABC Bearings Limited ('ABC') amalgamated with the Company w.e.f. 30 August, 2018 with appointed date as 1 May, 2018. Therefore, in addition to Jamshedpur Plant, Cost Audit for Bharuch Plant is also required to be carried out for the period from 1 May, 2018 to 31 March, 2019. Due to the increase scope for Cost Audit for the financial year 2018-19, it was proposed to pay an additional remuneration of Rs. 1,50,000/- (Rupees One Lakhs Fifty Thousand) plus applicable taxes and other out-of-pocket expenses to M/s. Shome & Banerjee (Firm Registration No. 000001), Cost Accountants. The Board of Directors, based on the recommendation of the Audit Committee, approved the payment of said additional remuneration to M/s. Shome & Banerjee (Firm Registration No. 000001), Cost Accountants for the financial year 2018-19.

This item involving payment of remuneration to the Cost Auditors for the financial year 2019-20 and increase in remuneration for the financial year 2018-19 is therefore placed before the members for ratification. The Board recommends the resolution set out under item no. 4 for ratification by the members.

Memorandum of Interest

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

By Order of the Board

Place: Bengaluru
Date: 1 July, 2019

Sd/-
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 provisions of law, the Company is pleased to provide to the members, a facility to exercise their right to vote on resolutions proposed to be considered at the 32nd 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 32nd 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
9 August, 2019 from 9.00 A.M.	11 August, 2019 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 5 August, 2019 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>

- a. 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.
- b. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
- c. 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 e-services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step II i.e. Cast your vote electronically.

d. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****.
c) 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***

- e. Your password details are given below:
 - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - ii) 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.
 - iii) How to retrieve your ‘initial password’?
 - a) 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’.
 - b) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.
- f. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - i) 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.
 - ii) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - iii) 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.
- g. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
- h. Now, you will have to click on “Login” button.
- 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 I, 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.

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- c. Select "EVEN" of the 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. Institutional shareholders (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 share of the paid up equity share capital of the Company as on the cut-off date of 5 August, 2019.
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. 5 August, 2019, 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 as well as voting at 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 (FCS 2347, CP No. 833), failing whom Mr. Pradeep B. Kulkarni (FCS 7260, CP No. 7835), failing whom Ms. Devika Sathyanarayana (ACS 16,617, CP No. 17,024) Partners of M/s. V. Sreedharan and Associates, Company Secretaries, have been appointed as Scrutinizer for conducting the e-voting process and voting at the meeting 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 of 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 Director in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings

Name of Director	Mr. Avishrant Keshava
Brief resume of the Director	<p>Mr. Avishrant Keshava, Business Controller - India, CFO & Whole-time Director, has work experience of about 26 years including 19 years with the Company. He was named to this position in 2015. He has worked in various positions in Finance.</p> <p>Mr. Keshava started his career with Modi Cement in May 1993 and moved to Hyderabad in Pharma Industry. He joined the Company as Asst. Manager in August 2000 and moved up through the Organization to reach Plant Controller in 2009. He was promoted as Deputy Controller - Accounts and relocated to Bangalore in April, 2012 and later in 2014, he occupied the position of Controller of Accounts - India.</p>
Date of Birth/Age	17 January, 1968 / 52 years
Date of first (as Director) appointment	30 September, 2015
Expertise in specific functional areas	<ul style="list-style-type: none"> ● Financial, Accounting & General Management ● Leadership ● Board and Corporate Governance ● Mergers and Acquisitions ● Business Strategies and System
Qualifications	<ul style="list-style-type: none"> ● Bachelor's Degree in Commerce ● Associate Member of The Institute of Chartered Accountants of India ● Associate Member of The Institute of Cost & Works Accountants of India
List of companies in which outside Directorship as on 31 March, 2019	Nil
Chairman / Member of the Committees of the Board of the Companies on which he is a Director as on 31 March, 2019	<p>Timken India Limited :</p> <ul style="list-style-type: none"> ● Member - Corporate Social Responsibility Committee ● Member - Risk Management Committee
Shareholding in the Company	2 Equity Shares
Relationship with other Directors/KMP	No relationship with other Directors/KMP
No of Board Meetings attended in 2018-19	4
Terms of Appointment	Liable to retire by rotation. Mr. Keshava was appointed as Whole-time Director at 29th Annual General Meeting of the Company held on 10 August, 2016 for the period of 5 years w.e.f. 30 September, 2015 as per terms approved thereat.
Remuneration paid in 2018-19 (Rs.)	Rs. 77,85,357
Terms & conditions of appointment including remuneration sought to be paid	He shall continue to be subject to terms & conditions as approved by the members of the Company at 29th Annual General Meeting held on 10 August, 2016.

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

NameClient Id*

Folio No.DP Id*

No. of Shares held

*applicable for investors holding shares in electronic form.

I hereby record my presence at the Thirty-second Annual General Meeting of the Company at the Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/55A, Hosur Main Road, Electronic City, Phase - I, Bengaluru - 560100 on Monday, 12 August, 2019 at 10.00AM.

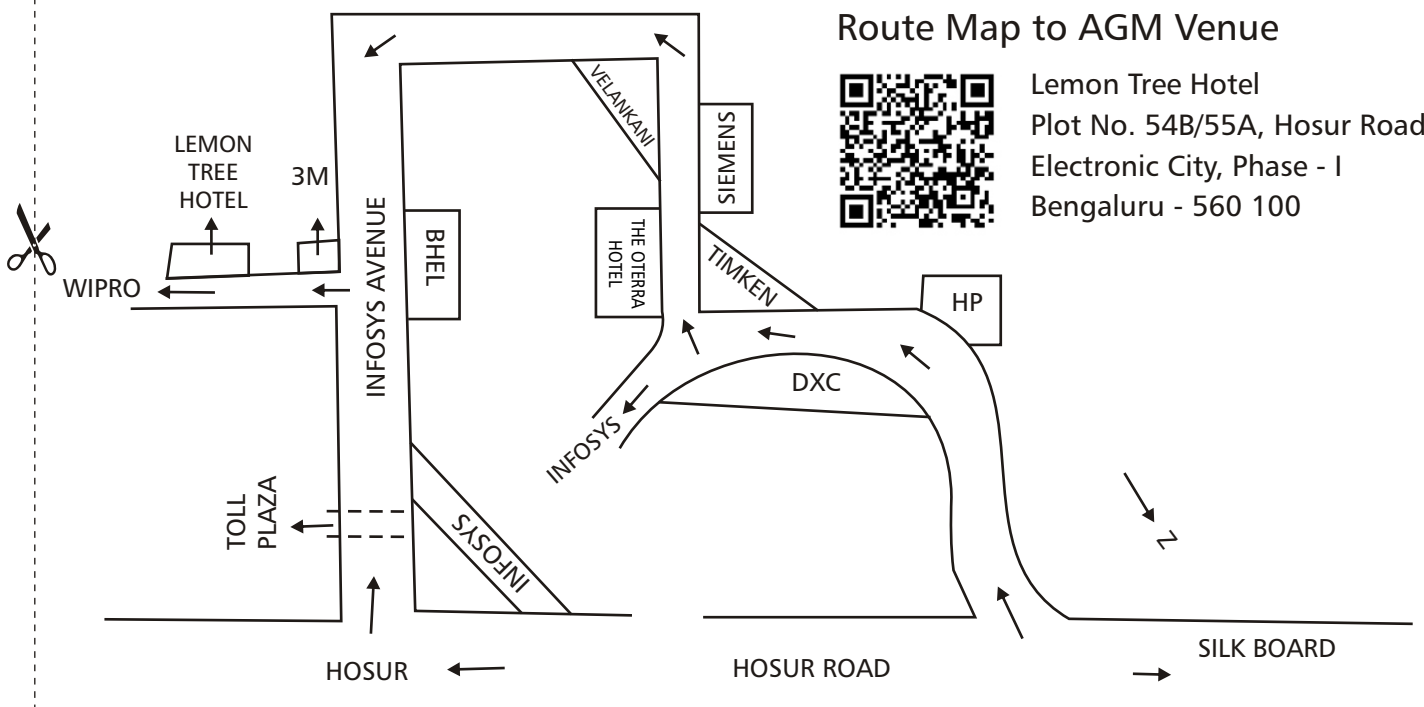
SIGNATURE OF THE MEMBER/PROXY

- 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.

Route Map to AGM Venue



Lemon Tree Hotel
Plot No. 54B/55A, Hosur Road
Electronic City, Phase - I
Bengaluru - 560 100



NOT TO SCALE

TIMKEN INDIA LIMITED

Form No. 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 32nd Annual General Meeting of the Company, to be held on Monday, 12 August, 2019 at 10.00 A.M. at the 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, 2019 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. Avishrant Keshava (DIN: 07292484), who retires by rotation and being eligible, offers himself for reappointment
Special Business	
4	Ratification of Remuneration payable to the Cost Auditors

Signed this day of 2019.

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-second AGM.