

# TIMKEN

**Soumitra Hazra**

Company Secretary & Chief - Compliance

T 080 40053131

F 080 41362010

soumitra.hazra@timken.com

13 August, 2019

The Secretary

The National Stock Exchange of India Limited

Exchange Plaza, Plot No. C/1,

G-Block, Bandra- Kurla Complex,

Bandra (E),

Mumbai- 400 051.

**Scrip Code- TIMKEN**

The Secretary

BSE Limited

Phiroze Jeejeebhoy Towers,

Dalal Street, Fort,

Mumbai- 400 001.

**Scrip Code- 522113**

Dear Sirs,

**Sub: 32<sup>nd</sup> Annual General Meeting (AGM) - Voting Results and Scrutinizer's Report**

Please note that 32<sup>nd</sup> AGM of the members of the Company was held on 12 August, 2019 at 10.00 AM at Tangerine Conference Hall, Lemon Tree Hotel, Plot No. 54B/SSA, Hosur Main Road, Electronic City, Phase - I, Bangalore – 560100.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provision of law, we attach herewith consolidated voting results and Scrutinizer's Report on voting in connection with 32<sup>nd</sup> AGM.

Kindly request you to take these documents on record.

Thanking you,

Yours faithfully

For **TIMKEN INDIA LIMITED**

*Soumitra Hazra*

**Soumitra Hazra**

**Company Secretary**

**& Chief- Compliance**



Registered office:

Timken India Limited

39-42, Electronic City

Phase II, Hosur Road

Bangalore 560 100, Karnataka

India

CIN:L29130KA1996PLC048230

Website: [www.timken.com/en-in](http://www.timken.com/en-in)

[Home](#)[Validate](#)[Import XML](#)

### General information about company

Scrip code	522113
NSE Symbol	TIMKEN
MSEI Symbol	NOTLISTED
ISIN	INE325A01013
Name of the company	TIMKEN INDIA LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	12-08-2019
Start time of the meeting	10:00 AM
End time of the meeting	10:30 AM

[Prev](#)[Next](#)

*Synergy*



[Home](#)[Validate](#)

### Scrutinizer Details

Name of the Scrutinizer	V SREEDHARAN
Firms Name	V Sreedharan & Associates
Qualification	CS
Membership Number	2347
Date of Board Meeting in which appointed	21-05-2019
Date of Issuance of Report to the company	13-08-2019

[Prev](#)[Next](#)

[Home](#) [Validate](#)

Voting results	
Record date	05-08-2019
Total number of shareholders on record date	49669
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	1
b) Public	96
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	0
b) Public	0
No. of resolution passed in the meeting	
4	
Disclosure of notes on voting results	<a href="#">Add Notes</a>

[Prev](#)

*Signature*

TINKEN INDIA LIMITED  
33-42  
Electronics City  
Phase - II  
Haryana Road  
BANGALORE-560 100

Resolution (1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered:				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		50999988	100.0000	50999988	0	100.0000	0.0000
	Poll	50999988	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
Public- Institutions	E-Voting		4297404	52.5702	4099404	198000	95.3926	4.6074
	Poll	8174600	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	8174600	4297404	52.5702	4099404	198000	95.3926	4.6074
Public- Non Institutions	E-Voting		1196931	7.4602	1196902	29	99.9976	0.0024
	Poll	16044146	732	0.0046	732	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	16044146	1197663	7.4648	1197634	29	99.9976	0.0024
<b>Total</b>		75218734	56495055	75.1077	56297026	198029	99.6495	0.3505
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

*Signature*

3949  
Electronic City  
Phase - II  
Bangalore

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend on Equity Share Capital of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		50999988	100.0000	50999988	0	100.0000	0.0000
	Poll	50999988	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
Public- Institutions	E-Voting		4297404	52.5702	4099404	198000	95.3926	4.6074
	Poll	8174600	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8174600	4297404	52.5702	4099404	198000	95.3926	4.6074
Public- Non Institutions	E-Voting		1196869	7.4598	1196824	45	99.9962	0.0038
	Poll	16044146	732	0.0046	732	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	16044146	1197601	7.4644	1197556	45	99.9962	0.0038
Total		75218734	56494993	75.1076	56296948	198045	99.6494	0.3506
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

*[Signature]*

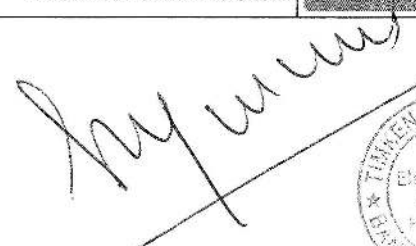

TINKER INDIA LIMITED  
38-42  
Electronic City  
Phase - II  
Hosur Road  
BANGALORE-560100

100%
0.00%

Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Avishrant Keshava (DIN: 07292484), who retires by rotation and being eligible, offers himself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		50999988	100.0000	50999988	0	100.0000	0.0000
	Poll	50999988	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
Public- Institutions	E-Voting		4094990	50.0941	3825773	269217	93.4257	6.5743
	Poll	8174600	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	8174600	4094990	50.0941	3825773	269217	93.4257	6.5743
Public- Non Institutions	E-Voting		1196869	7.4598	1196747	122	99.9898	0.0102
	Poll	16044146	732	0.0046	732	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	16044146	1197601	7.4644	1197479	122	99.9898	0.0102
<b>Total</b>		75218734	56292579	74.8385	56023240	269339	99.5215	0.4785
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

Resolution (4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Ratification of Remuneration payable to the Cost Auditors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		50999988	100.0000	50999988	0	100.0000	0.0000
	Poll	50999988	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	50999988	50999988	100.0000	50999988	0	100.0000	0.0000
Public- Institutions	E-Voting		4297404	52.5702	4099404	198000	95.3926	4.6074
	Poll	8174600	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	8174600	4297404	52.5702	4099404	198000	95.3926	4.6074
Public- Non Institutions	E-Voting		1196869	7.4598	1196639	230	99.9808	0.0192
	Poll	16044146	732	0.0046	732	0	100.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	16044146	1197601	7.4644	1197371	230	99.9808	0.0192
Total		75218734	56494993	75.1076	56296763	198230	99.6491	0.3509
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

\* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

*[Handwritten Signature]*

*[Circular Stamp: 35-40, Electronic City, Phase II, Bengaluru - 560090, KARNATAKA]*





**FORM No. MGT-13**

**REPORT OF SCRUTINIZER**

[Pursuant to Section 109 of the Companies Act, 2013 and Sub (2) of Rule 21 of the  
Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of  
“Timken India Limited” held on Monday, August 12, 2019 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.

Sir,

I, V Sreedharan, Partner of V Sreedharan and Associates, Company Secretaries,  
Bengaluru, was appointed as Scrutinizer pursuant to Section 108 of the  
Companies Act, 2013 read with Rule 20 of the Companies (Management and  
Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing  
Obligations and Disclosure Requirements) Regulations, 2015, for the purpose of:



- (i) Scrutinizing the remote e-voting process under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (ii) Voting by poll (Ballot papers) taken at the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders of “Timken India Limited” held on Monday, August 12, 2019 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.

The management of the Company is responsible to ensure compliance with the requirement of the Companies Act, 2013 and Rules relating to voting by electronic means for the resolutions contained in the Notice of the 32<sup>nd</sup> Annual General Meeting of the Equity Shareholders dated Monday, July 01, 2019. My responsibility as a Scrutinizer for the voting process of voting by electronic means is restricted to making a Consolidated Scrutinizer’s Report of the votes cast “in favor” or “against” the resolutions stated in the notice of the AGM, based on the report generated from the e-voting system of National Securities Depository Limited (NSDL) and by poll (Ballot papers) provided by CB Management Services(P) Limited, the Agencies authorized under the Rules and engaged by the Company to provide e-voting facility for voting through remote e-voting and voting at the general meeting by poll (Ballot papers) at the venue of the AGM.



We submit our report as under:

**A. Relating to E-Voting:**

1. The remote E-Voting period remained open from 9.00 A.M on Friday, August 9, 2019 up to 5.00 P.M on Sunday, August 11, 2019.
2. In respect of those members whose email ids were registered with the Depository Participant/Company/Registrar and Share Transfer Agent, the soft copy of the Annual Report and Notice was sent by electronic mode and in respect of other members, the Annual Report was sent by permitted mode and the Notice was sent by Registered Post/Speed Post.

**B. Relating to voting by Poll:**

1. After the time fixed for closing of the poll by the Chairman, the ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agents of the Company. One person attended with authorisation but did not vote by Poll at the AGM and no proxy form was lodged with the Company.
2. There was no polling paper which was incomplete or found defective.





**C. Result of E-Voting and Poll is as under:**

1. The voting rights were reckoned as on August 05, 2019, being the Cut-off date for the purpose of deciding the entitlements of members to vote at the remote e-voting and voting at the meeting.
2. After the conclusion of the Annual General Meeting, the votes cast through remote e-voting were unblocked on August 12, 2019 at 11.04 A.M. to know the voting pattern in the presence of two witnesses. The ballot box was opened, and polling papers were removed and examined.
3. The details of equity shareholders, who voted "For" or "Against" was extracted from the polling papers and the list of equity shareholders who voted "For" or "Against" were downloaded from the E-Voting website of National Securities Depository Limited (NSDL) <https://evoting.nsdl.com>.
4. The combined result of remote e-voting and poll is as under:

**a) RESOLUTION 1(Ordinary Resolution)**

To receive, consider and adopt the Financial Statements for the year ended/as on March 31, 2019 and the reports of the Board of Directors and Auditors.



(i) Voted in favour of Resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting in person	93	51	144
Number of votes cast by them	5,62,96,294	732	5,62,97,026
% of Total Number of valid votes cast	99.65	100	99.65

(ii) Voted against the resolution

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting in person	6	NIL	6
Number of votes cast by them	1,98,029	NIL	1,98,029
% of Total Number of valid votes cast	0.35	NIL	0.35

(iii) Invalid Votes - NIL



**b) RESOLUTION 2 (Ordinary Resolution)**

To declare dividend on Equity Share Capital of the company.

**(i) Voted in favour of Resolution**

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting in person	92	51	143
Number of votes cast by them	5,62,96,216	732	5,62,96,948
% of Total Number of valid votes cast	99.65	100	99.65

**(ii) Voted against the resolution**

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting in person	6	NIL	6
Number of votes cast by them	1,98,045	NIL	1,98,045
% of Total Number of valid votes cast	0.35	NIL	0.35

**(iii) Invalid Votes - NIL**



**c) RESOLUTION 3 (Ordinary Resolution)**

To appoint a Director in place of Mr. Avishrant Keshava (DIN 07292484), who retires by rotation and, being eligible, offers himself for re-appointment.

**(i) Voted in favour of Resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting in person	78	51	129
Number of votes cast by them	5,60,22,508	732	5,60,23,240
% of Total Number of valid votes cast	99.52	100	99.52

**(ii) Voted against the resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting in person	14	NIL	14
Number of votes cast by them	2,69,339	NIL	2,69,339
% of Total Number of valid votes cast	0.48	NIL	0.48

**(iii) Invalid Votes - NIL**





**d) RESOLUTION 4 (Ordinary Resolution)**

Ratification of Remuneration payable to the Cost Auditors

**(i) Voted in favour of Resolution**

	Remote E- voting	Voting by Poll	Total
Number of Members present and voting in person	89	51	140
Number of votes cast by them	5,62,96,031	732	5,62,96,763
% of Total Number of valid votes cast	99.65	100	99.65

**(ii) Voted against the resolution**

	Remote E-voting	Voting by Poll	Total
Number of Members present and voting in person	9	NIL	9
Number of votes cast by them	1,98,230	NIL	1,98,230
% of Total Number of valid votes cast	0.35	NIL	0.35

**(iii) Invalid Votes - NIL**





5. A list of Equity shareholders who voted "FOR" or "AGAINST" the resolutions (Both through Remote E-voting and Poll at the AGM) has been handed over to the Company Secretary.
6. The electronic data, the poll (Ballot) papers and all other relevant records were handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thank You,

Yours faithfully,

For V. Sreedharan & Associates



(V. Sreedharan)  
Partner  
FCS 2347; CP No. 833



Place: Bengaluru

Date: August 13, 2019