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## 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](http://www.timken.com/en-in); Email Id: [mandar.vasmatkar@timken.com](mailto:mandar.vasmatkar@timken.com)

### Notice

Notice is hereby given that Thirty-third Annual General Meeting of Timken India Limited will be held through Video Conferencing (VC) / Other Audio Visual Means ("OAVM") on Thursday, 20 August, 2020 at 3.00 PM (IST) to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31 March, 2020 and the reports of the Board of Directors and the Statutory 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 re-appointment.

#### **SPECIAL BUSINESS:**

4. **Appointment of Mrs. N S Rama (DIN: 06720033) as an Independent Director of the Company**

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

"**RESOLVED THAT** pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Rules made thereunder (including any statutory modifications or amendments or re-enactments thereof) read with Schedule IV of the Act and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. N S Rama (DIN: 06720033) be and is hereby appointed as an Independent Director of the Company to hold office for 2 consecutive years w.e.f. 25 October, 2019 to 24 October, 2021."

5. **Appointment of Mr. Douglas Smith (DIN: 02454618) as a Director of the Company**

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

"**RESOLVED THAT** pursuant to provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Rules made thereunder (including any statutory modifications or amendments or re-enactments thereof), Mr. Douglas Smith (DIN: 02454618), who was appointed as an Additional Director by the Board of Directors with effect from 7 February, 2020 and in whose respect notice has been received from a member under the provisions of Section 160 of the Act signifying its intention to propose Mr. Smith's candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. **Re-appointment of Mr. Avishrant Keshava (DIN: 07292484) as a Whole-time Director of the Company**

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

"**RESOLVED –**

**THAT** pursuant to provisions of Sections 196, 197 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Rules made thereunder (including any statutory modifications or amendments or re-enactments thereof) read with Schedule V of the Act and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of members of the Company be and is hereby accorded to re-appoint Mr. Avishrant Keshava (DIN: 07292484) ('Mr. Keshava') as a Whole-time Director of the Company, liable to retire by rotation, under the designation "Business Controller – India, CFO & Whole-time Director" for a further period of 5 years w.e.f. 30 September, 2020 on terms and conditions including remuneration set out in the Explanatory Statement attached to this Notice;

**THAT** Mr. Sanjay Koul (DIN:05159352), Chairman & Managing Director of the Company be and is hereby authorized to take all such steps in this regard as may be necessary, proper and expedient, including without limitation, to enter into an Agreement on behalf of the Company with Mr. Keshava covering terms and conditions of appointment as approved by the members."

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7. **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 provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or amendments or re-enactments thereof) and based on recommendation of the Audit Committee and approval of the Board of Directors, remuneration of Rs. 4,00,000/- (Rupees Four Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Shome & Banerjee (Firm Registration No. 000001), Cost Auditors, to conduct the Cost Audit for the financial year 2020-21 be and is hereby ratified and approved.”

By Order of the Board

Place: Bengaluru  
Date: 8 June, 2020

*Sd/-*  
**Mandar Vasmatkar**  
Company Secretary & Chief - Compliance

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**NOTES :**

1. The Ministry of Corporate Affairs (“MCA”) vide Circular dated 5 May, 2020 read with Circulars dated 8 April, 2020 and 13 April, 2020 (collectively referred to as “MCA Circulars”) has allowed to conduct Annual General Meeting (‘AGM’) through VC / OAVM, without physical presence of the Members. In view of the same, AGM of the Company is being held through VC / OAVM. Since physical attendance is dispensed with for this Meeting being conducted through VC/OAVM, facility of appointment of proxy is not available. Considering the same, proxy form, attendance sheet and route map is not attached to this Notice.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the ‘Act’) in respect of item nos. 4, 5, 6 & 7 is annexed hereto. Applicable details relating to Directors 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 would remain closed from 25 July, 2020 to 20 August, 2020, both days inclusive.
4. Those shareholders who have not encashed their dividend warrants relating to payment of dividend for FY 2012-13, 2013-14, 2014-15, 2015-16, 2016-17, 2017-18, 2018-19 of the Company (including for erstwhile ABC Bearings Limited (amalgamated) (‘ABC’) in applicable years) 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 accounts in respect of financial years ended 31 March, 2013, 31 March, 2014, 31 March, 2015, 31 March, 2016, 31 March, 2017, 31 March, 2018 and 31 March, 2019 will be transferred to the Investor Education and Protection Fund (IEPF) maintained with the Central Government after end of seven years from the date when said dividend was transferred to unpaid dividend account. Accordingly, amount outstanding in unpaid dividend accounts for financial year ended 31 March, 2013 of the Company including ABC will be transferred to IEPF in the month of August/September, 2020. Please also note that :
  - a. As per Section 124 of the Act and IEPF Rules 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. The Company has sent individual notices through post and email (wherever applicable) to the members whose shares are due for transfer to IEPF. Further the Company has published advertisement in English and Kannada newspaper in this regard as per provisions of the Act and Rules made thereunder. The Company has uploaded relevant details on its website.
  - b. The members are requested to en-cash their unpaid/unclaimed dividend at the earliest. If members fail to encash unpaid/unclaimed dividend before due date as mentioned in the individual letters sent to them and advertisement issued in this regard, the Company will take necessary steps to transfer the shares to IEPF as and when they are due for transfer, without any further intimation.Further, amount outstanding in unpaid dividend account for interim dividend paid in FY 2013-14 would be due for transfer to IEPF in the month of December, 2020.
6. Dividend on equity shares, as recommended by the Board of Directors (Rs. 50/- per equity share of Rs. 10/- each fully paid up), if declared at 33<sup>rd</sup> 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 24 July, 2020.
  - 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 24 July, 2020.

7. Shareholders may note that effective April 01, 2020, dividends paid or distributed by a company are taxable in the hands of the shareholders and the Company is required to deduct applicable taxes at source ("TDS") from such dividend payment in accordance with the applicable provisions of the Indian Income-tax Act, 1961 ("the IT Act"), as amended by the Finance Act, 2020. In general, to enable the compliance with TDS provisions, shareholders are requested to complete and/ or update their residential status, PAN (Permanent Account number), category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company by sending email at [tilinvestor@timken.com](mailto:tilinvestor@timken.com). A separate correspondence has been sent to the registered email IDs of the shareholders describing the process in detail to submit the documents/ declarations in respect of taxes to be deducted on the dividend payout.

□ For resident shareholders, taxes shall be deducted at source as follows-

Shareholders having valid PAN	7.5%
Shareholders not having PAN / valid PAN	20% *

*\*subject to applicable Surcharge and Health and Education Cess*

□ However, no tax shall be deducted on the dividend payable to a resident individual having valid PAN updated with the Depository Participant(s), if the total dividend to be received by them during Financial Year 2020-21 from the Company does not exceed Rs. 5,000 and, also in cases where such resident shareholder provides declaration in Form 15G / Form 15H (applicable to individuals) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax like a Certificate for deduction of TDS at lower rate from the Income Tax Department. PAN is mandatory for Shareholders providing Form 15G / 15H or any other document as mentioned above.

□ For non-resident shareholders, taxes are required to be deducted in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. TDS shall be deducted at the rate of 20% (plus applicable surcharge and Health and Education cess) on the amount of dividend payable. However, the rate of TDS may be reduced if such non-resident shareholder is a tax resident of a country or specified territory which has signed Double Taxation Avoidance Agreement (DTAA) with India and such DTAA provides for a lower TDS rate. To avail lower TDS rate as per the DTAA, the non-resident shareholders will have to provide the following information/ documents to the Company:

- Copy of a Tax Residency Certificate i.e. a certificate of being resident in any country or specified territory outside India from the Government of that country or specified territory ("TRC"), valid till December 31, 2020
- Self-declaration in Form No. 10F
- Copy of PAN card allotted by the Indian Income Tax authorities duly attested by the shareholder, if obtained. If no PAN card is allotted, then following information/ documents are required to be provided duly attested by the shareholder :
  - Name, e-mail id, contact number
  - Address in the country or specified territory outside India
  - Tax Identification Number in the country or specified territory and in case no such number is available, then a unique number on the basis of which such shareholder is identified by the Government of that country or the specified territory
- Self-declaration by the shareholder of having no permanent establishment or business connection in India in accordance with the applicable DTAA or the provisions of the IT Act
- Self-declaration of beneficial ownership by the non-resident shareholder
- Any other documents as prescribed under the IT Act for lower TDS if applicable, duly attested by the shareholder

□ The shareholders are required to update their details with their Depository Participants or in case shares are held in physical form, send the documents/ declarations, as applicable to the registered office address of the Company. Also, the documents/ declarations can be sent to the Company through email at [tilinvestor@timken.com](mailto:tilinvestor@timken.com) by Monday, August 10, 2020 on or before 6 PM India Standard Time. In case insufficient/ incomplete documents or no documents are received before the said date and time, the Company will deduct TDS at the maximum applicable rate.

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 33<sup>rd</sup> AGM.

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9. This Notice contains a set of instructions for remote e-voting as per applicable provisions of law.
  10. In compliance with MCA Circulars, Annual Report and Notice of AGM are being sent only by e-mail to those members who have registered their e-mail addresses with the Company/Depository Participant(s)/Depository. Annual Report for FY 2019-20 and Notice of 33<sup>rd</sup> AGM are also available on the website of the Company at [www.timken.com/en-in](http://www.timken.com/en-in).
  11. To support the green initiative, the members who have not registered their e-mail addresses (to enable the Company to send various documents, including without limitation notices, annual report, etc., by electronic mail) and bank details (for payment of dividend) are requested to register the same with the Company. Beneficial Owners of shares in demat form are advised to get particulars of their bank accounts and email ids updated with the Depository Participants (DP).
  12. Corporate members intending to attend and / or vote at the meeting are requested to send certified true copy of the Board Resolution of the company authorizing their representative to attend and/or vote on their behalf at the meeting.
  13. The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the directors are interested, will be available for inspection by the shareholders upto the date of AGM. Shareholders seeking to inspect such documents can send an email to [tilinvestor@timken.com](mailto:tilinvestor@timken.com).
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## **Annexure to the Notice – Explanatory Statement pursuant to Section 102 of the Act**

### **Item No. 4**

Based on recommendation of the Nomination and Remuneration Committee, Mrs. N S Rama (DIN: 06720033) ('Mrs. Rama') has been appointed by the Board of Directors as an Additional and Independent Director of the Company effective 25 October, 2019 for a period of 2 consecutive years. As per Section 161 of the Act, Mrs. Rama, as an Additional Director, holds office upto the date of this AGM. The Company is in receipt of a notice under Section 160 of the Act from a member proposing candidature of Mrs. Rama for the office of Independent Director.

The Company has received from Mrs. Rama:

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

The proposal for appointment of Mrs. Rama as an Independent Director of the Company is therefore, placed before the members for approval as set out under item no. 4 of the accompanying Notice. In the opinion of Board of Directors, Mrs. Rama fulfils the conditions specified in the Act and she is independent of the management. The Board recommends Resolution set out under item no. 4 for approval of the members.

### **Memorandum of Interest**

Except Mrs. Rama, no other Director, Key Managerial Personnel or their relatives are concerned or interested in this Resolution.

### **Item No. 5**

Based on recommendation of the Nomination and Remuneration Committee, Mr. Douglas Smith (DIN: 02454618) ('Mr. Smith') has been appointed by the Board of Directors as an Additional Director of the Company effective 7 February, 2020. As per Section 161 of the Act, Mr. Smith, as an Additional Director, holds office upto the date of this AGM. The Company is in receipt of a notice under Section 160 of the Act from a member proposing candidature of Mr. Smith for the office of Director. Mr. Smith, if appointed, would be liable to retire by rotation.

The Company has received from Mr. Smith:

- a) Consent in writing in Form DIR-2
- b) Intimation in Form DIR-8.

The proposal for appointment of Mr. Smith as a Director of the Company is therefore, placed before the members for approval as set out under item no. 5 of the accompanying Notice. The Board recommends Resolution set out under item no. 5 for approval of the members.

### **Memorandum of Interest**

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

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**Item No. 6**

Mr. Avishrant Keshava (DIN: 07292484) ('Mr. Keshava') was appointed as a Whole-time Director of the Company under designation "Business Controller – India, CFO & Whole-time Director" for a period of 5 years w.e.f. 30 September, 2015 on terms and conditions as approved by the members of the Company at its meeting held on 10 August, 2016.

Since the tenure for which Mr. Keshava was originally appointed would come to an end on 29 September, 2020, it is proposed, pursuant to Sections 196, 197 and other applicable provisions of the Act and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, to re-appoint Mr. Keshava as a Whole-time Director of the Company under designation "Business Controller – India, CFO & Whole-time Director" for a further period of 5 years with effect from 30 September, 2020. Approval of the members is required by way of an Ordinary Resolution for re-appointment of Mr. Keshava. Mr. Keshava, if appointed, would be liable to retire by rotation.

Details of remuneration payable to Mr. Keshava and terms and conditions governing his re-appointment are given below:

Salary & Allowances	In the range of Rs 4,61,473 to Rs 10,00,000 per month as may be decided by the Board of Directors or Managing Director.
Term	5 Years
Performance Incentive	As per rules of the Company
Perquisites	i) Medical facilities as per rules of the Company. ii) Leave -accrual and encashment - as per rules of the Company. iii) Leave Travel Assistance as per rules of the Company, if any. iv) Company's contribution to Provident Fund / Pension Fund / Employee Deposit Linked Insurance / Group Insurance/ Superannuation Fund etc. v) Gratuity and Superannuation benefits as per rules of the Company. vi) All other benefits, amenities and facilities as are available to the whole-time employees (Associates) of the Company.
Minimum Remuneration	The salary & allowances and perquisites aforesaid shall nevertheless be paid and allowed as the minimum remuneration for any year in the event of absence or inadequacy of profits for such year.
Duties and Conditions	i) Mr. Keshava will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by Managing Director and/or the Board of Directors of the Company. ii) The appointment may be terminated by either party by giving three months notice in writing to that effect unless termination at a shorter notice is mutually agreed by Mr. Keshava and Managing Director on behalf of the Company. iii) Mr. Keshava shall not be entitled to any sitting fees for attending any meeting of the Board or any Committee thereof. iv) Mr. Keshava shall be entitled to be reimbursed for all expenses incurred by him for the purpose of business of the Company.

The proposal for re-appointment of Mr. Keshava as a Whole-time Director of the Company on the terms and conditions referred above is placed before the members for approval. Taking into account Mr. Keshava's long association with the Company, his valuable contributions and rich experience, the Board recommends Resolution set out under item no. 6 for approval of the members.

**Memorandum of Interest**

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

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**Item No. 7**

It may please be noted that M/s. Shome & Banerjee (Firm Registration No. 000001), Cost Auditors, based on recommendation of the Audit Committee, have been re-appointed by the Board of Directors to audit cost records of the Company for the financial year 2020-21 at a remuneration of Rs. 4,00,000/- (Rupees Four Lakhs only) plus applicable taxes and other out-of-pocket expenses. Pursuant to Section 148 of the Act read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, remuneration payable to the Cost Auditors requires ratification by the members.

This item involving payment of remuneration to the Cost Auditors is therefore, placed before the members for ratification. The Board recommends Resolution set out under item no. 7 for ratification by the members.

**Memorandum of Interest**

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

By Order of the Board

Place: Bengaluru  
Date: 8 June, 2020

*Sd/-*  
**Mandar Vasmatkar**  
Company Secretary & Chief - Compliance

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**INSTRUCTIONS****VOTING THROUGH REMOTE E-VOTING :**

1. In compliance with the provisions of Section 108 of the Act, 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 members, a facility to exercise their right to vote on resolutions proposed to be considered at 33<sup>rd</sup> 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 will be provided by National Securities Depository Limited (NSDL).
2. The facility for e-Voting 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.
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 remote e-Voting	End of remote e-Voting
17 August, 2020 from 9.00 A.M. (IST)	19 August, 2020 till 5.00 P.M. (IST)

During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13 August, 2020 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once 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 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.

- 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 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](http://www.evoting.nSDL.com).
- ii) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nSDL.com](http://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](mailto:evoting@nSDL.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- iv) Members can also use the OTP (One Time Password) based login for casting the votes on e-Voting system of NSDL.

- 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 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.



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- 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.

#### **INSTRUCTIONS FOR VC/OAVM:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using remote e-Voting credentials. Link for VC/OAVM will be available in shareholder/members login where EVEN of the Company will be displayed. Please note that the members who do not have User ID and Password for e-Voting or have forgotten User ID and Password may retrieve the same by following instructions given in this Notice. Further, members can also use OTP based login for logging into e-Voting system of NSDL.
2. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker. For this purpose, please send request mentioning name, demat account number/folio number, email id, mobile number at [tilinvestor@timken.com](mailto:tilinvestor@timken.com) at least five days before AGM date. Those shareholders who have registered themselves as a speaker will only be considered to express their views/ask questions during the meeting. However, the Company reserves a right to restrict number of speakers depending on availability of time for AGM. Shareholders who would like to ask questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [tilinvestor@timken.com](mailto:tilinvestor@timken.com) five days before AGM date. The same will be replied by the Company suitably in the meeting.
3. The members can join AGM in VC/OAVM mode 30 minutes before and after scheduled time of commencement of the meeting by following procedure mentioned in the Notice. Facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. Members attending the AGM through VC/OAVM will be counted for purpose of reckoning the quorum.

#### **INSTRUCTIONS FOR e-VOTING ON THE DAY OF THE AGM :**

1. The procedure for e-Voting on the day of AGM is same as mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### **GENERAL GUIDELINES FOR SHAREHOLDERS :**

1. 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 for representative, who are authorized to vote, to the Scrutinizer by e-mail to [sree@sreedharancs.com](mailto:sree@sreedharancs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to 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](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
4. You can also update your mobile number and e-mail id in the user profile details of folio which may be used for sending future communication(s).
5. The voting rights of members shall be in proportion to their shares of paid up equity share capital of the Company as on cut-off date of 13 August, 2020.
6. Any person, who acquires shares of the Company and becomes member of the Company after sending Notice of the AGM and holding shares as on cut-off date, may obtain login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are



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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](http://www.evoting.nsdl.com) or contact NSDL at toll free no.: 1800-222-990.

7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on aforesaid cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM. 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.
8. 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 the Scrutinizers for conducting remote e-voting and voting at the meeting in a fair and transparent manner.
9. The Scrutinizer after conclusion of voting at the AGM, will first count votes cast at the meeting and thereafter, unblock votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit within 48 hours from 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 voting forthwith.
10. The Results declared along with report of the Scrutinizer shall be placed on the website of the Company [www.timken.com/en-in](http://www.timken.com/en-in) and on the website of NSDL immediately after 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.
11. The members whose email ids are not registered with Depositories shall send following documents to NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) to obtain user id and password and registration of e mail ids for e-voting for the resolutions set out in the Notice :
  - a. In case shares are held in physical mode, please provide Folio No, name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card).
  - b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card).

**Details of Directors in terms of Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2)**

Name of Director	Mrs. N S Rama	Mr. Douglas Smith	Mr. Avishrant Keshava
Brief resume of the Director	Mrs. Rama is a CEO of Electronics City Industries Township Authority (ELCITA). She also serves on the academic advisory board of Management Institutes. In past, she worked as Delivery Head for a product engineering team and Location Head for Infosys Development Center. As a CEO, Mrs. Rama has contributed significantly for development of Electronics City and is now focusing on taking Electronics City to next level and to improve quality of life of people. Mrs. Rama also serves as external member of Anti Sexual Harassment Committee of various companies. Mrs. Rama has decades of rich experience in engineering and system design and R&D in Telecom.	Mr. Smith presently serves as Vice President, Technology at The Timken Company. Mr. Smith is responsible for leading Timken's technology strategy, including product and digital technologies to advance customer experience and create enterprise value. This includes oversight of Timken bearing research and development as well as information technology and digital transformation initiatives. Mr. Smith joined Timken in 1991 and has held a number of research & development, manufacturing and management positions during his tenure. He holds eleven patents from the U.S. Patent and Trademark Office.	Mr. Avishrant Keshava, Business Controller - India, CFO & Whole-time Director, has work experience of about 27 years including 20 years with the Company. He was named to this position in 2015. He has worked in various positions in Finance. 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 2000 and moved up through the Organization to reach Plant Controller in 2009. He was promoted as Deputy Controller of Accounts and relocated to Bengaluru in April, 2012 and later in 2014, he occupied the position of Controller of Accounts - India.
Date of Birth/Age	22 June, 1949/ 71 Years	30 January, 1971/49 Years	17 January, 1968/ 52 years
Date of first appointment	25 October, 2019	7 February, 2020	30 September, 2015
Expertise in specific functional areas	<ul style="list-style-type: none"> <li>Management Consultancy</li> <li>Information Technology</li> </ul> (For more details, please refer Corporate Governance Report - Annexure IX to Board's Report)	<ul style="list-style-type: none"> <li>Information and Product Technology</li> <li>Production and Engineering</li> <li>Research and Development</li> </ul> (For more details, please refer Corporate Governance Report - Annexure IX to Board's Report)	<ul style="list-style-type: none"> <li>Finance &amp; Accounting</li> <li>Tax and Legal</li> <li>General Management</li> </ul> (For more details, please refer Corporate Governance Report - Annexure IX to Board's Report)
Qualifications	<ul style="list-style-type: none"> <li>Bachelor's Degree in Engineering</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor's and Master's Degree in Mechanical Engineering</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor's Degree in Commerce</li> <li>Associate Member of The Institute of Chartered Accountants of India</li> <li>Associate Member of The Institute of Cost Accountants of India</li> </ul>
List of companies in which outside Directorship as on 31 March, 2020	<ul style="list-style-type: none"> <li>Xchanging Solutions Limited</li> </ul>	Nil	Nil
Chairman / Member of the Committees of the Board of the Companies on which he/she is a Director as on 31 March, 2020	<b>Timken India Limited:</b> <ul style="list-style-type: none"> <li>Chairperson - Nomination and Remuneration Committee</li> <li>Member - Audit Committee</li> <li>Chairperson - Stakeholders Relationship Committee</li> </ul> <b>Xchanging Solutions Limited:</b> <ul style="list-style-type: none"> <li>Member - Nomination and Remuneration Committee</li> <li>Chairperson - Audit Committee</li> <li>Member - Corporate Social Responsibility Committee</li> <li>Member - Stakeholders Relationship Committee</li> </ul>	<b>Timken India Limited:</b> <ul style="list-style-type: none"> <li>Member - Nomination and Remuneration Committee</li> <li>Member - Stakeholders Relationship Committee</li> </ul>	<b>Timken India Limited:</b> <ul style="list-style-type: none"> <li>Member - Corporate Social Responsibility Committee</li> <li>Member - Risk Management Committee</li> </ul>
Shareholding in the Company	Nil	Nil	2 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 FY 2019-20	2	Not applicable	4
Terms of Appointment	Appointed for a period of two years w.e.f. 25 October, 2019.	Appointed w.e.f. 7 February, 2020; liable to retire by rotation.	Liable to retire by rotation. For terms of re-appointment, please refer Explanatory Statement.
Remuneration paid in FY 2019-20 (Rs.)	Sitting Fees paid : Rs.2.7 lakhs	Nil	Please refer Corporate Governance Report - Annexure - IX to Board's Report.
Remuneration sought to be paid	Sitting fees will be paid as approved by the Board.	Nil	Please refer Explanatory Statement.



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