

TIMKEN

Mandar Vasmatkar
Company Secretary & Chief-Compliance
mandar.vasmatkar@timken.com

20 August, 2020

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 Sir(s),

Sub: Annual General Meeting Proceedings

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith proceedings of 33rd Annual General Meeting held today at 3.00 PM through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Kindly request you to take this on record.

Thanking you.

Yours faithfully,
For **TIMKEN INDIA LIMITED**



Mandar Vasmatkar
Company Secretary
& Chief- Compliance

PROCEEDINGS OF 33RD ANNUAL GENERAL MEETING OF TIMKEN INDIA LIMITED HELD ON THURSDAY, 20 AUGUST, 2020, AT 3.00 P.M. THROUGH VIDEO CONFERENCING (VC) /OTHER AUDIO VISUAL MEANS (OAVM)

PRESENT:

Name	Designation	Location
Mr. Sanjay Koul	Chairman & Managing Director	Bengaluru
Mr. P S Dasgupta	Independent Director, Chairman of the Audit Committee	Dubai
Mr. Bushen Lal Raina	Independent Director	Jamshedpur
Mrs. N S Rama	Independent Director, Chairperson of the Nomination and Remuneration Committee and the Stakeholders Relationship Committee	Bengaluru
Mr. Avishrant Keshava	Business Controller - India, CFO & Whole-time Director	Bengaluru
Mr. Mandar Vasmatkar	Company Secretary & Chief – Compliance	Bengaluru
Mr. Sathya P Koushik	Statutory Auditors, Messrs. Deloitte Haskins & Sells LLP, Chartered Accountants	Bengaluru
Mr. Nagarjun Y G	Secretarial Auditor	Bengaluru
Mr. V Sreedharan	Scrutinizer	Bengaluru

Number of members

Present through VC : 112

Chairman & Managing Director took chair. He thereafter ascertained the presence of the quorum from the Company Secretary & Chief-Compliance and declared the meeting open and welcomed the shareholders. Chairman informed that this meeting was being held through VC/OAVM means as permitted by the Ministry of Corporate Affairs and was being recorded for compliance purpose. He then introduced the members of the Board of Directors and other attendees.

Chairman thereafter informed that in terms of the relevant provisions of law, the Company had arranged for remote e-voting facility for all the resolutions to be considered at this AGM from 17 August, 2020 to 19 August, 2020 (both days inclusive). Those shareholders attending this meeting who

could not participate in remote e-voting and wishing to cast their vote in respect of each of the resolutions, may vote through e-Voting option available on NSDL portal upto 15 minutes from closure of this meeting.

Chairman thereafter, addressed and briefed Members of the Company covering the following topics :

- Indian Economy
 - General Market Update
 - Economy indicators
- Highlights for FY 2019-20
- Financial Summary – Profit and Loss
- Financial Summary - Balance Sheet

Chairman informed that Notice of Annual General Meeting and 33rd Annual Report of the Company was sent by email as permitted by the Ministry of Corporate Affairs. Chairman with the permission of the Members took the Notice and the Board's Report as read. It was also informed that Statutory Auditors Report and Secretarial Audit Report did not contain any qualification/adverse remark. Therefore, with the permission of the Members, these reports were taken as read.

Chairman informed that following business items covered in 33rd AGM Notice were open for e-voting at e-voting section on NSDL site :

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 of 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.
4. Appointment of Mrs. N S Rama (DIN: 06720033) as an Independent Director of the Company.
5. Appointment of Mr. Douglas Smith (DIN: 02454618) as a Director of the Company.
6. Re-appointment of Mr. Avishrant Keshava (DIN: 07292484) as a Whole-time Director of the Company.
7. Ratification of remuneration payable to the Cost Auditors.

Chairman at this stage requested Moderator to enable registered speaker shareholders to speak and ask questions or to express their views. Thereafter, Speaker Shareholders spoke and asked questions or expressed their views. All questions were suitably answered by Chairman. After that questions received through email from shareholders were also answered suitably by Chairman and CFO.

It was stated that upon receipt of consolidated report from the Scrutinizer, comprising results of both remote E-voting and E-voting at the meeting, the Company Secretary would declare the consolidated voting results and would place the same on the website of the Company and also would send the consolidated voting results to the stock exchanges to disseminate.

Chairman thanked all Directors, attendees and members for participation and thereafter, concluded the meeting.