
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: tilinvestor@timken.com

Notice

Notice is hereby given that 36th Annual General Meeting of Timken India Limited will be held on Monday, 21 August, 2023 at 3.00 PM (IST) through Video Conferencing (VC)/Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31 March, 2023 and the reports of the Board of Directors and the Statutory Auditors.
2. To declare dividend of Rs. 1.5/- per equity share of Rs.10/- each fully paid up for the year ended 31 March, 2023.
3. To appoint a Director in place of Mr. Douglas Smith (DIN: 02454618), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. Appointment of Mr. Ajay Sood (DIN: 03517303) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Rules made thereunder read with Schedule-IV of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments or re-enactments thereof) and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for appointment of Mr. Ajay Sood (DIN: 03517303), in whose respect a notice has been received from a Member under the provisions of Section 160 of the Act, as an Independent Director of the Company for a period of 2 years w.e.f. 1 October, 2023 to 30 September, 2025."

5. Appointment of Dr. Lakshmi Lingam (DIN: 10181197) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to provisions of Section 149, 152 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Rules made thereunder read with Schedule-IV of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or amendments or re-enactments thereof) and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for appointment of Dr. Lakshmi Lingam (DIN:10181197), in whose respect a notice has been received from a Member under the provisions of Section 160 of the Act, as an Independent Director of the Company for a period of 2 years w.e.f. 1 October, 2023 to 30 September, 2025."

6. 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. 6,30,000/- (Rupees Six Lakhs and Thirty Thousand 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 2023-24 be and is hereby ratified and approved."

7. Material Transactions with Related Party – The Timken Company

To consider and, if thought fit, to pass with or without modification, 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) and such other applicable provisions of laws, approval of the Members of the Company be and is hereby accorded to estimated related party transactions with The Timken Company, a related party within meaning of Regulation 2(1)(zb) of the Listing Regulations, for FY 2023-24 being in ordinary course of business and on arm's length basis, as set out in explanatory statement attached hereto;

THAT the Audit Committee of the Board of Directors be and is hereby authorized to do all such acts, deeds and things to give effect to this Resolution.”

8. Material Transactions with Related Party – The Timken Corporation

To consider and, if thought fit, to pass with or without modification, 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) and such other applicable provisions of laws, approval of the Members of the Company be and is hereby accorded to estimated related party transactions with The Timken Corporation, a related party within meaning of Regulation 2(1)(zb) of the Listing Regulations, for FY 2023-24 being in ordinary course of business and on arm's length basis, as set out in explanatory statement attached hereto;

THAT the Audit Committee of the Board of Directors be and is hereby authorized to do all such acts, deeds and things to give effect to this Resolution.”

9. Material Transactions with Related Party – Timken Engineering and Research-India Private Limited

To consider and, if thought fit, to pass with or without modification, 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) and such other applicable provisions of laws, approval of the Members of the Company be and is hereby accorded to estimated related party transactions with Timken Engineering and Research-India Private Limited, a related party within meaning of Regulation 2(1)(zb) of the Listing Regulations, for FY 2023-24 being in ordinary course of business and on arm's length basis, as set out in explanatory statement attached hereto;

THAT the Audit Committee of the Board of Directors be and is hereby authorized to do all such acts, deeds and things to give effect to this Resolution.”

10. Material Transactions with the Related Party – Timken Wuxi Bearings Co. Ltd.

To consider and, if thought fit, to pass with or without modification, 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) and such other applicable provisions of laws, approval of the Members of the Company be and is hereby accorded to estimated related party transactions with Timken Wuxi Bearings Co. Ltd., a related party within meaning of Regulation 2(1)(zb) of the Listing Regulations, for FY 2023-24 being in ordinary course of business and on arm's length basis, as set out in explanatory statement attached hereto;

THAT the Audit Committee of the Board of Directors be and is hereby authorized to do all such acts, deeds and things to give effect to this Resolution.”

By Order of the Board

Date: 30 June, 2023
Place: Bengaluru

Sd/-
Mandar Vasmatkar
Company Secretary
& Chief - Compliance

NOTES :

1. The Ministry of Corporate Affairs vide Circular dated 28 December, 2022 read with Circulars dated 8 April, 2020, 13 April, 2020, 5 May, 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. The deemed venue for the AGM shall be the Registered Office of the Company. Since physical attendance is dispensed with for this Meeting being conducted through VC/OAVM, facility of appointment of proxy is not available. In view of same, proxy form, attendance sheet and route map are not attached to this Notice.
2. Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of item nos. 4 to 10 is annexed hereto. Applicable details relating to Directors pursuant to Regulation 36 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 to this Notice.
3. Those Members who have not encashed their dividend warrants relating to payment of dividend for FY 2015-16, 2016-17, 2017-18, 2018-19, 2019-20, 2020-21 and 2021-22 of the Company including for erstwhile ABC Bearings Limited (amalgamated), if any, may please contact Investor Relations at tilinvestor@timken.com for payment in lieu of warrant not encashed by them.
4. The amount outstanding in unpaid dividend accounts in respect of financial years as mentioned above will be transferred to the Investor Education and Protection Fund ("IEPF") after end of seven years from the date when the said dividend was transferred to unpaid dividend account. Accordingly, unpaid dividend for FY 2015-16 relating to Timken India Limited and ABC Bearings Limited (amalgamated) is due for transfer to IEPF in the month of September, 2023.
5. Dividend on equity shares, as recommended by the Board of Directors (Rs. 1.5/- per equity share of Rs.10/- each fully paid up), if declared at 36th AGM of the Company, will be paid:
 - in respect of shares held in physical form to those Members whose names will appear on the Register of Members of the Company as at the close of business on 4 August, 2023 (record date).
 - 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 4 August, 2023 (record date).
6. Shareholders may note that effective from 1 April, 2020, dividend paid or distributed by a company is 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 Income-tax Act, 1961 ("the IT Act"), as amended by the Finance Act, 2020.
 - To enable compliance with TDS provisions, shareholders are requested to complete and/ or update their residential status, PAN (Permanent Account Number), and type of assessee as per the IT Act with the Depository Participants.
 - Rate of applicable TDS for resident assessee in accordance with the provisions of the IT Act is as under:

Shareholders having valid PAN	10%
Shareholders not having PAN/valid PAN	20%*

*Subject to applicability of Surcharge and Health and Education Cess

- TDS is to be deducted at the rate of 20% on dividends payable to a specified person as per Section 206AB of the Income Tax Act.
- No tax shall be deducted on the dividend payable to a resident individual shareholder, if the total dividend to be received by him/her during Financial Year 2023-24 from the company does not exceed Rs. 5,000 and, also in cases where such resident individual shareholder having a valid PAN provides a declaration in Form 15G/Form 15H subject to conditions as 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 a lower rate from the Income Tax Department. Necessary declarations in this regard are available on the company's website at <https://www.timken.com/en-in/investors/statutory-compliances/#dividend>
- 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 a Double Taxation Avoidance Agreement (DTAA) with India and such DTAA provides for a lower rate of TDS. To avail of a lower rate of TDS as per the DTAA, the non-resident shareholders will have to provide the following information/documents to the Company:

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- Copy of a Tax Residency Certificate (“TRC”) i.e. a certificate of being tax resident in any country or specified territory outside India from the Government of that country or specified territory, valid till December 31, 2023.
 - Copy of electronic submission of Form No. 10F
 - Copy of PAN card allotted by the Indian Income Tax authorities duly attested by the shareholder.
 - 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 of shares held by the non-resident shareholder.
 - Any other documents as prescribed under the IT Act for a lower rate of TDS if applicable, duly attested by the shareholder.
- Please send the documents/declarations, as applicable to the registered office of the company. The documents/declarations can be sent through email at TIL.TDS@timken.com by August 10, 2023, on or before 6 PM India Standard Time. In case of insufficient/incomplete documents or no documents received before the said date and time, the company will deduct TDS at the maximum applicable rate.
7. Beneficial Owners of shares in demat form are advised to get particulars of their bank account, email and PAN details updated with the Depository Participants.
 8. Members may note that pursuant to Section 108 of the Act read with Rules made thereunder 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 36th AGM. This Notice contains a set of instructions for remote e-Voting and also for e-Voting on the day of AGM as per applicable provisions of law.
 9. In compliance with MCA Circulars read with SEBI Circular dated 5 January, 2023, 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). Copies of Annual Report for FY 2022-23 and Notice of 36th AGM are available on the website of the Company at www.timken.com/en-in.
 10. The SEBI vide circular dated 3 November, 2021 has given mandate to the members holding shares in physical forms to update PAN, KYC and Nominees details with the Company. KYC and Nomination forms are available on the Company’s website at <https://www.timken.com/en-in/investors/statutory-compliances/#download-application>, Shareholders are requested to download applicable KYC forms and fill details therein, sign and submit the same to the Company. It may please be noted that the physical folios wherein any of the aforesaid documents/details is are not available with the Company, will be frozen on or after 1 October, 2023.
 11. 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 Members upto the date of AGM. Members seeking to inspect such documents can send an email to tilinvestor@timken.com.
 12. Corporate Members/Institutional 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/Power of Attorney for representative, who are authorized to attend and/or vote, to the Scrutinizer by e-mail to csa9@ygpccs.com with a copy marked to evoting@nsdl.co.in.

Annexure to the Notice – Statement pursuant to Section 102 of the Act

Item No. 4

Based on recommendation of the Nomination and Remuneration Committee, the Board has approved appointment of Mr. Ajay Sood (DIN: 03517303) ('Mr. Sood') as an Independent Director of the Company effective 1 October, 2023 for a period of two consecutive years subject to approval of the Members of the Company. The Company is in receipt of a notice under Section 160 of the Act from a Member proposing candidature of Mr. Sood for the office of Independent Director of the Company which is available on the website of the Company at www.timken.com/en-in.

The Company has received from Mr. Sood:

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

The Nomination and Remuneration Policy (NRC Policy) of the Company provides personal specifications and aspects that needs to be considered for appointment of Director. The Nomination and Remuneration Committee evaluated candidature of Mr. Sood taking into consideration personal specifications and aspects covered in NRC Policy and since he met with criteria laid down and possesses the skills and capabilities required for the role, recommended his appointment as an Independent Director of the Company.

In the opinion of the Board, Mr. Sood possess requisite expertise, skills, integrity and experience and his association and leadership will be beneficial to the Company. Further, he is independent of the management and therefore, the proposal for his appointment as an Independent Director of the Company is placed before the Members for approval as set out under item no. 4 of the accompanying Notice. The Board recommends Resolution set out under item no. 4 for approval of the Members.

Memorandum of Interest

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

Item No. 5

Based on recommendation of the Nomination and Remuneration Committee, the Board has approved appointment of Dr. Lakshmi Lingam (DIN: 10181197) ('Dr. Lakshmi') as an Independent Director of the Company effective 1 October, 2023 for a period of two consecutive years subject to approval of the Members of the Company. The Company is in receipt of a notice under Section 160 of the Act from a Member proposing candidature of Dr. Lakshmi for the office of Independent Director of the Company which is available on the website of the Company at www.timken.com/en-in.

The Company has received from Dr. Lakshmi:

- 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 Nomination and Remuneration Policy (NRC Policy) of the Company provides personal specifications and aspects that needs to be considered for appointment of Director. The Nomination and Remuneration Committee evaluated candidature of Dr. Lakshmi taking into consideration personal specifications and aspects covered in NRC Policy and since she met with criteria laid down and possesses the skills and capabilities required for the role, recommended her appointment as an Independent Director of the Company.

In the opinion of the Board, Dr. Lakshmi possess requisite expertise, skills, integrity and experience and her association and leadership will be beneficial to the Company. Further, she is independent of the management and therefore, the proposal for her appointment as an Independent Director of the Company is 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

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

Item No. 6

Pursuant to Section 148 of the Act read with Rules made thereunder, the Company is required to maintain cost records and get the same audited by Cost Accountant in Practice. The Board of Directors, based on recommendation of the Audit Committee, has re-appointed M/s. Shome & Banerjee (Firm Registration No. 000001), as Cost Auditors for FY 2023-24 at a remuneration of Rs.6,30,000 /- (Rupees six lakhs and thirty thousand only) plus applicable taxes and out-of-pocket expenses. Pursuant to Section 148 of the Act read with Rules made thereunder, 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. 6 for ratification by the Members.

Memorandum of Interest

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

Item Nos. 7, 8, 9 & 10

Timken India Limited ('the Company') is listed on Bombay Stock Exchange and National Stock Exchange of India Limited with majority of its share capital held by Timken Singapore Pte. Limited which is a subsidiary of The Timken Company. The Timken Company has many subsidiaries across the world including The Timken Corporation and Timken Wuxi Bearings Co Ltd ('Timken Wuxi'). Timken Engineering and Research- India Pvt Ltd (TERI) is a subsidiary of Timken Singapore Pte. Limited. The Timken Company, founded over 100 years ago by Mr. Henry Timken and having its headquarters at Canton, Ohio, USA, 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.

The Timken Company sells products and services to a diverse customer base globally, including customers in industrial distribution, renewable energy, automation, automotive original equipment agriculture, rail, aerospace, auto/truck aftermarket, construction, metals and mining. The Timken Company manufactures and manages global supply chains for multiple product lines including engineered bearings and industrial motion products designed to operate in demanding environments. The Timken Company leverages its technical knowledge, research expertise, and production and engineering capabilities across all of its products and end markets to deliver high-performance products and services to its customers. Differentiation within these product lines is generally based on application engineering, product performance, product quality or customer service. The Timken company operates a network of technology and engineering centers to support its global customers with sites in North America, Europe and Asia. This network develops and delivers innovative engineered bearings and industrial motion solutions and technical services.

It is believed that being part of the Timken Group and the associated right to use the trademark and logo of "TIMKEN", offers the Company significant branding strength to attract key customers. The relationship with The Timken Company and the Timken Group enables the Company to benefit from the Timken Group's global supply chain to meet customer demand for the products that are not manufactured by the Company in India.

Timken Group companies provides the Company access to management talent and professionals with deep industry knowledge. The acquisitions of The Timken Company in various new and diverse businesses globally provide the Company a platform to launch new products and services in India. The Company 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 at Jamshedpur and Bharuch Plant in order to retain the quality standard of all Timken products manufactured worldwide. Further, the Company receives administrative, sales and marketing, after-sales and service engineering related services as and when required. Likewise, the Company is also authorized to market products and services of the Timken Group companies in India. Further, the Company has entered into a trademark license agreement with The Timken Company pursuant to which the Company has a non-transferable, non-sub licensable and non-exclusive right to use the trademarks owned or controlled by The Timken Company. The Company pays royalty to The Timken Company for using its technology and trademarks. It is believed that this strong relationship with The Timken Company and Timken Group companies is a significant advantage and that the Company will continue to benefit from its global presence, brand name and support in the future.

To sustain the quality standards of Timken Group, better customer reach and global representation, the Company purchases finished products and components from aforesaid related parties for direct sale in India and also for subsequent use in the manufacturing process. Likewise, the Company also sells finished products or components to these related parties for further sale to global customers or use in their manufacturing process.

Summary of material related party transactions is as under:

INR Million

Name of Related Party (Nature of Relationship) (1)	Nature of Transactions (2)	Actual transactions for year ended 31 March, 2023 (3)	Estimated transactions for FY 2023-24 (4)	Estimated transac- tion as % to turn- over of FY 2022-23 (5)
The Timken Company (Ultimate Holding Company)	Purchase of Goods	711.10	1,560.00	-
	Sale of Goods	1,635.28	2,080.00	-
	Expense Receivable	0.30	50.00	-
	Expense Payable	218.68	330.00	-
	Agency Commission (Income)	4.44	40.00	-
	Purchase of Property, Plant & Equipment	3.04	900.00	-
	Royalty	630.64	660.00	-
Total		3,203.48	5,620.00	20%
The Timken Corporation (Fellow Subsidiary)	Purchase of Goods	1,072.40	1,710.00	-
	Sale of Goods	4,304.85	5,590.00	-
	Purchase of Property, Plant & Equipment	24.88	1,100.00	-
	Expense Receivable	-	40.00	-
	Expense Payable	-	80.00	-
	Agency Commission (Income)	12.13	40.00	-
Total		5,414.26	8,560.00	30%
Timken Engineering and Research-India Pvt. Ltd. (Fellow Subsidiary)	Expense Receivable	33.04	140.00	-
	Expense Payable	97.72	240.00	-
	Purchase of Goods	1,494.88	2,810.00	-
	Sale of Goods	217.19	440.00	-
	Sale of Property, Plant & Equipment	-	40.00	-
	Purchase of Property, Plant & Equipment	-	60.00	-
	Purchase of Export Licenses	-	440.00	-
Total		1,842.83	4,170.00	15%
Timken Wuxi Bearings Co. Ltd. (Fellow Subsidiary)	Purchase of goods	2,467.44	3,790.00	-
	Expense Payable	-	30.00	-
	Expense Receivable	-	30.00	-
	Sale of Goods	20.50	50.00	-
	Purchase of Property, Plant & Equipment	-	50.00	-
Total		2,487.94	3,950.00	14%

Note: It may please be noted that approval of Members is sought for total amount of transactions mentioned in column (4) above for each related party. Amount of individual category of transactions mentioned above may vary within total amount of transactions. Further, modification in above transactions not qualifying as material modification may be approved by the Audit Committee as specified in the Listing Regulations.

Above transactions do not pertain to loans, advances, inter corporate deposits or investments. The Company did not rely on any external valuation report for these transactions.

The Timken Company, The Timken Corporation, TERI, Timken Wuxi are related parties as defined under Regulation 2(1)(zb) of Listing Regulations and with each of whom the aggregate value of transactions during the financial year 2023-24 is estimated to exceed ten per cent of annual turnover of the Company as per the last audited financial statements as on 31 March, 2023. The Audit Committee was provided with relevant information as per SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 21 November, 2022 regarding these transactions such as nature of transaction, tenure, material terms, estimated transaction values for FY 2023-24 etc. The Audit Committee, after deliberation, has approved aforesaid related party transactions. These transactions are in normal course of business and are at arm's length.

The Board recommends Resolutions set out under item nos. 7, 8, 9 and 10 for approval of Members.

Memorandum of Interest

No Director, Key Managerial Personnel or their relatives is concerned or interested in the Resolutions except Mr. Hansal Patel for item nos. 7 and 8 and Mr. Sanjay Koul for item no. 9.

Date: 30 June, 2023

Place: Bengaluru

By Order of the Board

Sd/-

Mandar Vasmatkar

Company Secretary
& Chief - Compliance

INSTRUCTIONS

INSTRUCTIONS FOR REMOTE E-VOTING:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 (the 'Act') read with Rules made thereunder and Regulation 44 of Listing Regulations, the Company is pleased to provide to Members a facility to exercise their right to vote on resolutions proposed to be considered at 36th AGM by remote e-Voting. The facility of casting the votes by the Members through remote e-Voting will be provided by National Securities Depository Limited (“NSDL”).
2. The facility of e-Voting on the day of AGM shall also be made available by NSDL 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 AGM.
3. The Members who have cast their vote by remote e-Voting prior to AGM may also attend 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
18 August, 2023 from 9.00 A.M.	20 August, 2023 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 14 August, 2023 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 1: Access to NSDL e-Voting system

- A. Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode:-In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- B. Login method for individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for CDSL Easi / Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at CDSL website: https://web.cdslindia.com/myeasi/Registration/EasiRegistration and click on logging and new Myeasi tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 022-48867000 and 022-24997000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact toll free no.: 1800-225533

C. Login Method for shareholders other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

How to Log-in to NSDL e-Voting website?

- Visit 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 ‘Shareholder/Member’ section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.
4. 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 register with the Company. For example if Folio number is 001*** and EVEN number is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. 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.
 - c. How to retrieve your 'initial password'?
 - i. 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 .pdf file. The password to open .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'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a. 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.
 - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nSDL.com.
 - c. 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 etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of TIMKEN. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for procuring user ID and password for e-Voting for those shareholders whose email IDs are not registered with the depositories/ Company:

The shareholders whose email ids are not registered with Depositories shall send following documents to NSDL at 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 Member, 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). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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 cast 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.

INSTRUCTIONS FOR MEMBERS ATTENDING AGM THROUGH VC/OAVM:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access NSDL e-Voting system by following steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu.
2. Members 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 at least five days before AGM date. Those Members 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. Members 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 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 scheduled time of commencement of the meeting by following procedure mentioned in the Notice. Members attending the AGM through VC/OAVM will be counted for purpose of reckoning the quorum.

GENERAL GUIDELINES FOR MEMBERS

1. 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 to reset the password.
2. 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 1020 990 and 1800 22 4430 or send a request at evoting@nsdl.co.in.
3. 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 14 August, 2022.
4. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice of AGM and holding shares as of the aforesaid cut-off date may obtain 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.
5. 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 e-Voting on the day of AGM. A person who is not a Member (not holding shares of the Company) as on aforesaid cut-off date should treat this Notice for information purposes only.
6. Mr. Nagarjun Y G, Practicing Company Secretary (Membership No.: 52406, COP: 19301), has been appointed as the Scrutinizer to scrutinize remote e-Voting and e-Voting on the day of AGM in a fair and transparent manner.
7. The Scrutinizer shall after the conclusion of voting at the AGM, will unblock the votes cast through e-Voting (remote e-Voting as well as e-Voting on the day of AGM) and shall submit, not later than two working days from 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.
8. Results declared along with the report of the Scrutinizer shall be placed on the Company's website at 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 of Listing Regulations and SS-2

Name of Director	Mr. Douglas Smith	Mr. Ajay Sood	Dr. Lakshmi Lingam
Brief resume of the Director	<p>Mr. Douglas Smith serves as vice president, technology at The Timken Company. Named to this position in 2019, Mr. Smith is responsible for leading the company's technology strategy, including product and digital technologies to advance the customer experience and create enterprise value. This includes oversight of Timken bearing research and development as well as information technology and digital transformation initiatives.</p> <p>Mr. Smith joined Timken at Technology Center in Canton, Ohio, in 1991, and has held several additional research, development, manufacturing and management positions during his tenure.</p>	<p>With over 25 years of comprehensive experience, Mr. Ajay Sood currently deals in the executive search, succession planning, leadership development & strategy for executive leadership hiring for his clients and especially in sectors like Industrial / Education / Pharmaceutical & Life-sciences.</p> <p>Mr. Sood helps his clients to develop strategies for retaining and developing their existing talent.</p> <p>Mr. Sood has evolved as a seasoned executive search consultant with significant experience in working with senior business leaders/stakeholder/promoters to deliver the desired business outcomes. Mr. Sood is trained on Competency Based Profiling / Interviewing skills and is a Certified DISC Profile assessor.</p>	<p>Dr. Lakshmi Lingam has overall 35 years of experience as a teacher, researcher, consultant and in advocacy for women's rights and human rights. Dr. Lakshmi served as Dean and Professor with the School of Media and Cultural Studies, Tata Institute of Social Sciences (TISS), Mumbai before her retirement in February 2023. During her association with TISS, she contributed in the field of Social Sciences and in the field of interventions and public policy in the social sector. She has undertaken several research projects in the area of public health, many of those were funded by Government of India. She is author of several well researched publications which appeared in Indian as well as International journals.</p>
Date of Birth/Age	30 January, 1971/52 Years	01 January, 1967/56 Years	06 February, 1958/65 Years
Date of first appointment	7 February, 2020	Proposed to be appointed w.e.f. 1 October, 2023	Proposed to be appointed w.e.f. 1 October, 2023
Expertise in specific functional areas	Information and Product Technology Production and Engineering Research & Development (for more details, please refer Corporate Governance Report)	Human Resources Leadership	Leadership Human Rights/Resources Public Health
Qualifications	Bachelor's and Master's degrees in Mechanical Engineering	Bachelor's degree in Engineering and Master's in Business Management along with MBA in General Management & Business Strategy from Leeds University, UK	Bachelor's Degree in Commerce, MA in Sociology, Ph.D. from IIT-Bombay
List of listed companies in which Directorship/Committee position is held as on 31 March, 2023 (other than Timken India Limited)	Nil	Nil	Nil
Listed entities from which the Director has resigned in the past three years	Nil	Nil	Nil
Chairman/Member of the Committees of the Board of the listed Companies in which he/she is a Director as on 31 March, 2023	Timken India Limited Member : Audit Committee Member : Stakeholders Relationship Committee	Nil	Nil
Shareholding in the Company including beneficial ownership	Nil	Nil	Nil

Name of Director	Mr. Douglas Smith	Mr. Ajay Sood	Dr. Lakshmi Lingam
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 2022-23	5	NA	NA
Terms of Appointment/Re-appointment	Liable to retire by rotation	2 Years, w.e.f. 1 October, 2023	2 Years, w.e.f. 1 October, 2023
Remuneration paid in FY 2022-23 (Rs.)	NA	NA	NA
Remuneration sought to be paid	Nil	Sitting Fees as approved by the Board of Directors of the Company.	Sitting Fees as approved by the Board of Directors of the Company.