

## TIMKEN INDIA LIMITED

Regd. Office: 39-42, Electronic City, Phase II, Hosur Road, Bengaluru - 560 100

(CIN: L29130KA1996PLC048230)

Phone No. 080-41362000

Website: [www.timken.com/en-in](http://www.timken.com/en-in); Email Id: [tilinvestor@timken.com](mailto:tilinvestor@timken.com)

### **Notice**

Notice is hereby given that 38<sup>th</sup> Annual General Meeting ('AGM') of Timken India Limited will be held on Tuesday, 19 August, 2025 at 3.00 PM (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') to transact following businesses:

#### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited Financial Statements for the financial year ended 31 March, 2025 and reports of the Board of Directors and Statutory Auditors.
2. To declare dividend of Rs. 36/- per equity share of Rs.10/- each fully paid up for the financial year ended 31 March, 2025.
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 Mr. Sumit Rathor (DIN: 00128517) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to provisions of Section 149 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 consent of the Board of Directors, approval of the Members be and is hereby accorded for appointment of Mr. Sumit Rathor (DIN: 00128517) as an Independent Director of the Company for a period of 2 years w.e.f. 1 October, 2025."

##### **5. Re-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, following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to provisions of Section 149 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 consent of the Board of Directors, approval of the Members be and is hereby accorded for re-appointment of Dr. Lakshmi Lingam (DIN: 10181197) as an Independent Director of the Company for a further period of 3 years w.e.f. 1 October, 2025."

##### **6. Appointment of Mr. Sujit Kumar Pattanaik (DIN: 10709015) as a Whole-time Director of the Company**

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

#### **"RESOLVED**

**THAT** pursuant to the provisions of Sections 152, 196, 197, 198 and other applicable provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder read with Schedule-V of the Act and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or amendments or re-enactment thereof) and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for appointment of Mr. Sujit Kumar Pattanaik (DIN: 10709015) ('Mr. Pattanaik') as a Whole-time Director of the Company, liable to retire by rotation, w.e.f. 30 September, 2025 for a period of 5 years on the terms and conditions including remuneration as set out in explanatory statement attached hereto;

**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, to give effect to this Resolution."

**7. Ratification of remuneration payable to the Cost Auditors**

To consider and if thought fit, to pass with or without modification, 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. 6,62,000/- (Rupees Six Lakhs and Sixty Two 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 Cost Audit for the financial year 2025-26 be and is hereby ratified and approved."

**8. Appointment of Secretarial Auditor**

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

**"RESOLVED THAT** pursuant to provisions of Section 204 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder and Regulation 24A of 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 Audit Committee and approval of the Board of Directors, consent of the Members be and is hereby accorded for appointment of Mr. Nagarjun Y G, Practicing Company Secretary as Secretarial Auditor of the Company to conduct audit for a period of 5 years from FY 2025-26 to FY 2029-30 on such remuneration as may be decided by the Board of Directors of the Company."

**9. Material Transactions with Related Party – The Timken Company**

To consider and if thought fit, to pass with or without modification, 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 the meaning of Regulation 2(1)(zb) of the Listing Regulations, 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 Related Party – The Timken Corporation**

To consider and if thought fit, to pass with or without modification, 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 the meaning of Regulation 2(1)(zb) of the Listing Regulations, 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."

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

To consider and if thought fit, to pass with or without modification, 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 the meaning of Regulation 2(1)(zb) of the Listing Regulations, 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."

**12. Material Transactions with Related Party – Timken Wuxi Bearings Co. Ltd.**

To consider and if thought fit, to pass with or without modification, 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 the meaning of Regulation 2(1)(zb) of the Listing Regulations, 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: 4 July, 2025

Place: Bengaluru

Sd/-

**Mandar Vasmatkar**

Company Secretary

& Chief - Compliance

ACS-23953

**NOTES :**

1. The Ministry of Corporate Affairs vide its Circular dated 19 September, 2024 read with Circulars dated 8 April, 2020, 13 April, 2020, 5 May, 2020 and other relevant Circulars (collectively referred to as "MCA Circulars") has allowed to conduct 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. 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 12 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 whose dividend is unpaid or unclaimed for financial years 2017- 18, 2018-19, 2019-20, 2020-21, 2021-22, 2022-23 and 2023-24 of the Company including for erstwhile ABC Bearings Limited (amalgamated) may please contact Investor Relations at [tilinvestor@timken.com](mailto:tilinvestor@timken.com) for payment.
4. Amount outstanding in unpaid dividend accounts in respect of financial years as mentioned above will be transferred to 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 financial year 2017-18 relating to Timken India Limited and for FY 2018-19 (interim dividend) of ABC Bearings Limited (amalgamated) is due for transfer to IEPF in the month of September, 2025.
5. Dividend on equity shares, as recommended by the Board of Directors (Rs. 36/- per equity share of Rs.10/- each fully paid up), if declared at 38<sup>th</sup> AGM of the Company, will be paid to those Members whose names will appear on the Register of Members of the Company or in the statement as may be furnished by the depositories for this purpose as at the close of business on 25 July, 2025.
6. Beneficial Owners of shares in demat form are advised to get particulars of their bank accounts and PAN details updated with the Depository Participants.
7. 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 38<sup>th</sup> 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.
8. In compliance with MCA Circulars read with Regulation 36 of Listing Regulations, Annual Report and Notice of AGM will be sent by e-mail to those Members who have registered their e-mail address with the Company/Registrar and Transfer Agent (RTA)/Depository Participants. Additionally, the Company will be also sending a letter to Members whose e-mail addresses are not registered with Company/RTA/Depository Participants providing weblink from where the Annual Report for FY 2024-25 can be accessed. The Company will provide physical copies of Annual Report on request from Shareholder. Copies of Register of Directors and Key Managerial Personnel and their shareholding, 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](mailto:tilinvestor@timken.com).

9. It may please be noted that dividend to shareholders holding shares in physical form shall be paid only if all KYC details are mapped with the Company/RTA. It may also be noted that dividend for the financial year 2024-25, if declared at 38<sup>th</sup> AGM, shall be paid only through electronic mode to Shareholders. All relevant forms (i.e. Forms ISR-1, ISR-2, ISR-3, ISR-4, ISR-5, SH-13 and SH-14) for updating KYC details are available on the website of the Company at <https://www.timken.com/en-in/investors/statutory-compliances/#download-application>. Shareholders holding shares in physical form shall update their KYC on or before 25 July, 2025 to receive dividends.
10. Pursuant to Finance Act 2020, dividend income is taxable in the hands of Shareholders effective 1 April, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the rates prescribed in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/ or update their Residential status, PAN, Category as per the IT Act with their Depository Participants or in case shares are held in physical form, with the Company/RTA to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. Detailed process is available on the Company's website at <https://www.timken.com/en-in/investors/statutory-compliances/#dividend>. For any tax related query, you may write to [TIL.TDS@timken.com](mailto:TIL.TDS@timken.com).

### **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. Sumit Rathor (DIN: 00128517) ('Mr. Rathor') as an Independent Director of the Company effective 1 October, 2025 for a period of two 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. Rathor for the office of Independent Director of the Company.

The Company has received from Mr. Rathor:

- a) Consent in Form DIR-2
- b) Intimation in Form DIR-8 and
- c) Declaration to the effect that he meets the criteria of independence in terms of Section 149 of the Act and Regulation 16 of Listing Regulations.

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. Rathor taking into consideration personal specifications and aspects covered in the NRC Policy and since he met with criteria laid down and possesses the skills and capabilities required for the role, the Nomination and Remuneration Committee recommended his appointment as an Independent Director of the Company.

Mr. Rathor is not debarred/disqualified to act as Director. Mr. Rathor fulfils the criteria of independence provided in the Act and Listing Regulations. Brief profile of Mr. Rathor and relevant details as per SS-2 are provided as a part of this Notice.

#### **Rationale:**

The Board evaluated candidature of Mr. Rathor considering skills, expertise required in the context of business and after deliberation, felt that his skills, expertise will add value to the Board to function effectively.

Proposal for appointment of Mr. Rathor 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, Mr. Rathor fulfils the conditions specified in the Act and he is independent of the management. 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**

Dr. Lakshmi Lingam (DIN: 10181197) ('Dr. Lakshmi') was appointed as an Independent Director of the Company effective 1 October, 2023 for a period of 2 years. Dr. Lakshmi is eligible to be re-appointed as an Independent Director of the Company for another term.

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 the criteria laid down and possesses the skills and capabilities required for the role, recommended her re-appointment as an Independent Director of the Company for a further period of 3 years w.e.f. 1 October, 2025.

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In the opinion of the Board of Directors, Dr. Lakshmi fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the management. The Board has identified skills/expertise required in the context of business. Dr. Lakshmi possesses required skills to be on the Board of the Company. For more details regarding skills possessed by Dr. Lakshmi, please refer Corporate Governance Report forming part of the Board's Report.

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.

The Company has also received from Dr. Lakshmi:

- a) Consent in Form DIR-2
- b) Intimation in Form DIR-8 and
- c) Declaration to the effect that she meets the criteria of independence in terms of Section 149 of the Act and Regulation 16 of Listing Regulations.

Brief profile of Dr. Lakshmi and relevant details as per SS-2 are provided as a part of this Notice. Dr. Lakshmi is not debarred/disqualified to act as Director.

### Rationale:

The Board of Directors, based on performance evaluation of first tenure and considering her knowledge, expertise and contribution, believes that continued association of Dr. Lakshmi will be of immense benefit to the Company and therefore, approved re-appointment of Dr. Lakshmi as an Independent Director of the Company for a further period of 3 years w.e.f. 1 October, 2025, subject to approval of Members. Proposal for re-appointment of Dr. Lakshmi as an Independent 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 Dr. Lakshmi, no other Director, Key Managerial Personnel or their relative is concerned or interested in this Resolution.

### Item No. 6

The Board of Directors, based on recommendation of the Nomination and Remuneration Committee, has approved appointment of Mr. Sujit Kumar Pattanaik (DIN: 10709015) ('Mr. Pattanaik') as a Whole-time Director of the Company for a period of 5 years w.e.f. 30 September, 2025 subject to approval of the Members of the Company on the terms and condition given below:

Salary and allowances	In the range of Rs 1,04,13,096 to Rs 2,09,44,431 per annum
Term	5 years with effect from 30 September, 2025 Liable to retire by rotation
Performance Incentive	As per rules of the Company
Perquisites	<ul style="list-style-type: none"><li>i) Medical facilities as per rules of the Company.</li><li>ii) Leave -accrual and encashment - as per rules of the Company.</li><li>iii) Leave travel assistance as per rules of the Company.</li><li>iv) Company's contribution to Provident Fund / Pension Fund / Employee Deposit Linked Insurance/Group Insurance/Superannuation Fund etc.</li><li>v) Gratuity and superannuation benefits as per rules of the Company.</li><li>vi) All other benefits, allowances, amenities and facilities including long term incentive payments, stock options of Parent Company as are available to the whole-time employees of the Company as per Rules of the Company.</li></ul>
Duties and Conditions	<ul style="list-style-type: none"><li>i) Mr. Pattanaik will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by Managing Director or Board of Directors.</li><li>ii) This appointment may be terminated by either party by giving three months' notice in writing or salary in lieu of that unless termination at a shorter notice is mutually agreed by both Mr. Pattanaik and Managing Director on behalf of the Company.</li><li>iii) Mr. Pattanaik shall be entitled to be reimbursed for all expenses incurred by him for the purpose of business of the Company.</li><li>iv) All other terms and conditions shall be as per appointment letter issued by the Company for his employment with the Company.</li></ul>

Performance incentive is determined basis of criteria set at start of the year which is common for all employees. Further, individual performance ratings are considered to determine exact amount of incentive payable to each associate. It is anticipated that performance incentive payable per year to Mr. Pattanaik will not exceed 30% of salary and allowances payable for such year.

The Company has received from Mr. Pattanaik:

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

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. Pattanaik taking into consideration personal specifications and aspects covered in the NRC Policy and since he met with criteria laid down and possesses the skills and capabilities required for the role, the Nomination and Remuneration Committee recommended his appointment as a Whole-time Director of the Company. Mr. Pattanaik presently serves as Business Controller – India & Chief Financial Officer and Chief Risk Officer of the Company. Post his appointment as a Whole-time Director, Mr. Pattanaik will be appointed as Member of Committees of the Board.

The Board also evaluated candidature of Mr. Pattanaik considering skills, expertise required in the context of business and after deliberation, felt that his skills, expertise will add value to the Board to function effectively. Brief profile of Mr. Pattanaik and relevant details as per SS-2 are provided as a part of this Notice. Mr. Pattanaik is not debarred/disqualified to act as Director.

**Rationale:**

The proposal for appointment of Mr. Pattanaik 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. Pattanaik's long association with the Company and his rich experience and as part of Company's succession planning. The Board recommends Resolution set out under item no. 6 for approval of the Members.

**Memorandum of Interest**

Except Mr. Pattanaik, No Director, Key Managerial Personnel or their relatives is concerned or interested in the Resolution.

**Item No. 7**

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 financial year 2025-26 at a remuneration of Rs. 6,62,000/- (Rupees Six Lakhs and Sixty Two 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.

**Rationale:**

M/s. Shome & Banerjee have requisite experience, expertise and skills to conduct cost audit. This appointment is in compliance with applicable laws. 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 is concerned or interested in this Resolution.

**Item No. 8**

Mr. Nagarjun Y G (Membership No F13541 / CP: 19301) is having close to 18 years of experience in regulatory and corporate law matters. He was part of the Regulatory Team at PricewaterhouseCoopers Private Limited (PwC) Bangalore before starting his own practice. He has been acting as Practicing Company Secretary for more than 8 years. He has been assisting many MNCs/ Start-ups on policy matters, setting up their India operations, ECB, FDI, ODI, ESOP, Seed funding, Series A and obtaining various regulatory approvals. His expertise includes Corporate Secretarial services, Overseas Direct Investment, Foreign Direct Investment, RBI and FEMA Compliances, fund raising. He has subjected himself to peer review process as per ICSI guidelines and holds valid peer review certificate issued as per guidelines of ICSI. The Company is in receipt of confirmation from him regarding his consent/eligibility for appointment as the Secretarial Auditor.

Based on recommendation of the Audit Committee, the Board after taking into consideration expertise and rich experience has approved appointment of Mr. Nagarjun Y G as Secretarial Auditor to conduct audit for a period of 5 years from FY 2025-26 to FY 2029-30 subject to approval of the Members of the Company. Terms of appointment of Secretarial Auditor includes following:

- Tenure : 5 years to conduct audit from FY 2025-26 to FY 2029-30.
- Proposed Fees for FY 2025-26 : Rs. 3,00,00/- plus taxes and out of pocket expenses. The Board shall determine fees payable to him for remaining tenure of his proposed appointment. The Board every year may offer increase in the range of 5%-15% on previous year fees. There is no material change in fees payable to Secretarial Auditor since fees paid for previous year.
- The Audit will be conducted in line with the provisions the Act and Rules made thereunder.
- The Board of Directors may engage him for other services as allowed under the Act and Listing Regulations.

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**Rationale:**

Mr. Nagarjun Y G has requisite experience, expertise and skills to conduct secretarial audit. This appointment is in compliance with applicable laws. The Board recommends Resolution set out under item no. 8 for approval of the Members.

**Memorandum of Interest**

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

**Item Nos. 9, 10, 11 & 12**

The Company is listed on BSE Ltd and National Stock Exchange of India Limited with majority of its share capital held by Timken Singapore Pte. Limited. The Company anticipates material related party transactions with following four related parties:

- The Timken Company: Ultimate Holding Company
- The Timken Corporation: Fellow Subsidiary
- Timken Engineering and Research- India Pvt Ltd (TERI): Fellow Subsidiary
- Timken Wuxi Bearings Co Ltd (Timken Wuxi): Fellow Subsidiary

Summary of material related party transactions is as under:

(₹ in Million)

Name of Related Party	Nature of Transactions	Actual transactions for year ended 31 March, 2025	Estimated transactions for FY 2025-26	Estimated transaction as % to turnover of FY 2024-25
(1)	(2)	(3)	(4)	(5)
The Timken Company	Purchase of Goods	526.97	1,188.00	-
	Sale of Goods	1,352.65	3,056.00	
	Expense Receivable	3.84	96.00	
	Expense Payable	219.33	348.00	
	Agency Commission (Income)	3.69	60.00	
	Purchase of Property, Plant & Equipment	0.79	120.00	
	Royalty	808.16	984.00	
<b>Total</b>		<b>2,915.43</b>	<b>5,852.00</b>	<b>19%</b>
The Timken Corporation	Purchase of Goods	1,458.12	1,685.00	-
	Sale of Goods	2,769.77	8,052.00	
	Purchase of Property, Plant & Equipment	15.33	708.00	
	Expense Receivable	3.55	60.00	
	Expense Payable	-	120.00	
	Agency Commission (Income)	12.87	60.00	
<b>Total</b>		<b>4,259.64</b>	<b>10,685.00</b>	<b>34%</b>
Timken Engineering and Research-India Private Limited	Expense Receivable	44.15	108.00	-
	Expense Payable	123.46	216.00	
	Purchase of Goods	1577.04	4,056.00	
	Sale of Goods	201.64	636.00	
	Purchase of Property, Plant & Equipment	12.44	96.00	
	Purchase of export Licenses	1.07	-	
<b>Total</b>		<b>1,959.8</b>	<b>5,112</b>	<b>16%</b>
Timken Wuxi Bearings Co. Ltd.	Purchase of Goods:	3728.24	6372.00	-
	Sale of Goods:	26.92	84	
	Expense Receivable:	0.38	60	
	Expenses Payable	-	60	
	Purchase of Property, Plant & Equipment	0.28	84	
<b>Total</b>		<b>3755.82</b>	<b>6660</b>	<b>21%</b>

As per SEBI Circular dated 22 November, 2021 read with Circular dated 8 April, 2022 approval of the Shareholders for material related party transactions will be valid till next AGM not exceeding 15 months. Shareholders approval is sought for following :

For FY 2025-26: total amount of transactions mentioned in column (4) above for each related party.

From 1 April, 2026 till next AGM: 51% of total amount mentioned in column (4) above for each related party. At next AGM, the Company will again seek approval for related party transactions for entire FY 2026-27.

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.

#### **Brief about transactions with The Timken Company**

The Timken Company was founded by Mr. Henry Timken in 1899 with innovation and patent of the first tapered roller bearing. With its rich history of 125 years and expertise in materials science, friction management, and mechanical power transmission, The Timken Company plays a pivotal role in enhancing the performance and reliability of industrial machinery and equipment globally. Based in Canton, Ohio, USA, The Timken Company has continually evolved, serving a broad spectrum of industries including aerospace, mining, railroads, construction, automotive, energy, and the wind sector, as well as various after-market sectors. Through its strategic acquisitions, The Timken Company has expanded its global footprint and diversified its business operations, enabling it to launch innovative products and services. The Company mainly buys or sells products or their components from/to The Timken Company. The Company has been granted license by The Timken Company to use its tradename and technology for which the Company pays royalty to The Timken Company. Transactions referred above between the Company and The Timken Company amounts to approx. 1 % of The Timken Company's revenue for 1 January, 2024 to 31 December, 2024 (CY 2024).

#### **Brief about transactions with The Timken Corporation**

The Timken Corporation works as the distribution center of Timken Group companies through whom majority of exports and imports of the Company are routed through for better distribution of Timken products and services. Instead of buying and selling products to individual Timken entities across the world or to final customer, the Company mainly buys or sells products from/to The Timken Corporation. Transactions referred above between the Company and The Timken Corporation amounts to approx. 3 % of The Timken Corporation's revenue for CY 2024.

#### **Brief about transactions with TERI**

TERI has technology center in Bangalore which caters to inhouse requirements of Timken group companies. TERI has a manufacturing plant in Chennai. This plant is located in a Special Economic Zone. The Company avails services from this technology center in the areas of product engineering, manufacturing technology and other general enterprise level administrative services. The Company buys products manufactured by TERI Chennai plant for further sale in India. Transactions referred above between the Company and TERI amounts to approx. 24 % of TERI's revenue for FY 2024-25.

#### **Brief about transactions with Timken Wuxi**

Timken Wuxi mainly manufactures bearings and components. The Company buys mainly various types of bearings , its components and rollers (components) from Timken Wuxi to cater domestic demands. Transactions referred above between the Company and Timken Wuxi amounts to approx. 13 % of Timken Wuxi's revenue for CY 2024.

#### **Rationale or justification for transactions with aforesaid related parties**

Timken is a well recognized brand in India and all over the world. The Company derives significant branding strength by using Timken tradename. Transactions with aforesaid related parties are undertaken mainly to buy and sale finished products or components thereof. Timken group companies across the world use same quality standards including in India. When transactions with aforesaid related parties are undertaken, it is assured that quality of products is same. Timken has worldwide presence; likewise many of its customers also have worldwide presence. Global customers having presence in India or outside would like buy products from the Company as they are ensured that quality of product is same at all locations, and they don't face issues on this account. This helps the Company to enlarge the customer reach and market with business ease. Further, when the Company sells the products to aforesaid related parties it does not face issues in payment recovery which otherwise it may face in the event of sale to end customer in other geographies. Transactions with these related parties provide access to valuable management expertise and deep industry knowledge and also facilitate the integration of cutting-edge proprietary technologies and a robust synergy between the Company and related parties which promotes a conducive environment for mutual growth and innovation. These related party transactions have helped the Company so far and is expected to continue to help achieve lean supply chain, cost efficiency, quick payment recovery and administrative convenience.

**Ordinary course of business and arm's length price determination**

Proposed business transactions mainly cover following which are in the ordinary course of business and are at arm's length price:

- **Purchase or Sale of goods:** It mainly covers purchase or sale of finished bearings and its components which is the main business activity of the Company.
- **Purchase of Property, Plant & Equipments:** It mainly covers machines, capital tooling & gauges which are used in manufacturing activities. These capital tooling & gauges are Timken's proprietary design and are not off-the-shelf tools which can be procured from third party vendors directly.
- **Payment of Royalty to The Timken Company** is for the use of trademark and technology used in the process of manufacturing and sale of goods. Effective rate of royalty paid is approx. 2.57% of Company's revenue for FY 2024-25.
- **Other transactions:** Expenses Payable is in the nature of service charges, ERP & other software applications expenses. Expenses Receivable is in the nature of salary and other expenses which are cross charged at actuals and Agency Commission (Income) is received in relation to distribution of goods in India.

Arm's length price of aforesaid related party transactions is determined using methods specified under the Income Tax Act, 1961 such as Transaction Net Margin Method (TNMM), cost plus related margin basis, cost-to-cost basis, Comparable Uncontrolled Price (CUP) etc which broadly involves comparison for same or similar transactions.

**Other Disclosures**

- 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 2025-26 and year after that is estimated to exceed ten per cent of annual turnover of the Company as per the last audited financial statements as on 31 March, 2025.
- The Audit Committee was provided with relevant information as per SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22 November, 2021 regarding these transactions such as nature of transaction, tenure, material terms, estimated transaction values for financial year 2025-26 etc. The Audit Committee, after deliberation, has approved aforesaid related party transactions.

The Board recommends Resolutions set out under item nos. 9, 10, 11 and 12 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. 9 and 10 and Mr. Sanjay Koul for item no. 11.

By Order of the Board

Date: 4 July, 2025

Place: Bengaluru

Sd/-

**Mandar Vasmatkar**

Company Secretary  
& Chief - Compliance  
ACS-23953

## INSTRUCTIONS

### INSTRUCTIONS FOR REMOTE E-VOTING:

1. In compliance with the provisions of Section 108 of 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 the 38<sup>th</sup> 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
16 August, 2025 from 9.00 A.M.	18 August, 2025 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 12 August, 2025 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 9 December, 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.

#### 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"> <li>1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the Meeting.</li> <li>2. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' 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 "<b>Access to e-Voting</b>" 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 <b>e-Voting website of NSDL</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp</a></li> <li>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home</li> </ol>

Type of shareholders	Login Method
	<p>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 <b>e-Voting service provider i.e. NSDL</b> 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 &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;">   <div style="text-align: center;">   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi/Easiest facility, 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 users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing Myeasi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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 details for individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL are hereunder:

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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911

**B. Login Method for e-Voting and joining virtual meeting:**

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

1. 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.
2. 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:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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/](https://www.evoting.nsdl.com/).
  - b. "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com/](https://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](mailto: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 Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
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 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) by email to [tilinvestor@timken.com](mailto:tilinvestor@timken.com).
- 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) by email to [tilinvestor@timken.com](mailto:tilinvestor@timken.com). 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](#).
- c. Alternatively Shareholder/Members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user ID and password for e-voting by providing above mentioned documents.
- d. In terms of SEBI circular dated December 9, 2020, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**INSTRUCTIONS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-Voting on the day of AGM is same as mentioned above for remote e-Voting.
2. Only those Members/Shareholders, 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.

3. 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.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS ATTENDING AGM THROUGH VC/OAVM:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. 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](mailto:tilinvestor@timken.com) at least 5 (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](mailto:tilinvestor@timken.com), 5 (five) days before the AGM date. The same will be replied by the Company suitably in the meeting.
6. 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. Members attending the AGM through VC/OAVM will be counted for purpose of reckoning the quorum.

**GENERAL GUIDELINES FOR MEMBERS/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 etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer, by e-mail to [compliance@sreedharancs.com](mailto:compliance@sreedharancs.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.
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 the 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 : 022-48867000 or send request at [evoting@nsdl.com](mailto:evoting@nsdl.com).
4. 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 12 August, 2025.
5. 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](mailto: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.

**TIMKEN INDIA LIMITED**

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6. 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.
7. Mr. V. Sreedharan failing whom Mr. Pradeep B. Kulkarni, Practicing Company Secretary, have been appointed as the Scrutinizer to scrutinize remote e-Voting and e-Voting on the day of AGM in a fair and transparent manner.
8. 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.
9. Results declared along with the report of the Scrutinizer shall be placed on the Company's website at [in/investors/statutory-compliances/#general](#) 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 3 & Listing Regulations and SS-2**

Name of Director	Mr. Avishrant Keshava	Mr. Sumit Rathor	Dr. Lakshmi Lingam	Mr. Sujit Kumar Pattanaik
Brief resume of the Director	<p>Mr. Avishrant Keshava (Mr. Keshava), Whole-time Director, has work experience of about 32 years including 25 years with the Company. He was named to this position in 2015. He has worked in various positions in Finance. Till 31 March, 2025, Mr. Keshava also served as Business Controller- India &amp; CFO.</p> <p>Mr. Keshava started his career with Modi Cement in May 1993 and moved to Hyderabad in Pharma Industry. He joined the Company as Asst. Manager in 2000 and moved up through the Organization to reach Plant Controller in 2009. He was promoted as Deputy Controller of Accounts in April, 2012 and later in 2014, he occupied the position of Controller of Accounts – India.</p>	<p>Mr. Sumit Rathor (Mr. Rathor) is a seasoned entrepreneur and he has successfully managed and built business ventures in India and abroad. His business interest mainly spans into fitness, outdoor furniture, beverage manufacturing. Mr. Rathor is founder and Director of Sumit Rathor Consulting Private Limited which is known for marketing, branding and business development. Mr. Rathor is leading golfer and has represented various prestigious clubs at national and international tournaments.</p>	<p>Dr. Lakshmi Lingam (Dr. Lakshmi) has overall 37 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. 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>	<p>Mr. Sujit Kumar Pattanaik (Mr. Pattanaik), member of Timken India leadership team, serves as the Business Controller - India &amp; Chief Financial Officer. In this role, he oversees financial controlling responsibilities for India.</p> <p>Mr. Pattanaik began his career at Timken in September 2010 as Manager Accounts. Over the years, he has held several positions in finance and accounts, and worked in many areas such as plant controllership, compliance, Special Economic Zone regulations, IT, listed entity regulations, tax system implementations and has been part of multiple strategic projects and system implementations.</p> <p>Prior to joining Timken, Mr. Pattanaik gained valuable experience at Visteon as an Assistant Manager Internal Controls for Asia Pacific operations and at Areva T&amp;D as a Manager of Internal Audit.</p>
Date of Birth/Age	17 January, 1968/ 57 years	5 January, 1968/57 years	6 February, 1958/67 Years	14 June 1980/45 Years
Date of first appointment	30 September, 2015	Proposed to be appointed w.e.f. 1 October, 2025	1 October, 2023	Proposed to be appointed w.e.f. 30 September, 2025
Expertise in specific functional areas	<ul style="list-style-type: none"> <li>Finance &amp; Accounting</li> <li>Tax and Legal</li> <li>General Management</li> </ul> <p>For more details, please refer Corporate Governance Report</p>	<ul style="list-style-type: none"> <li>Sales and marketing</li> <li>Business strategy and systems</li> </ul>	<ul style="list-style-type: none"> <li>CSR</li> <li>Human Rights/Resources</li> <li>Public Health</li> </ul> <p>For more details, please refer Corporate Governance Report</p>	<ul style="list-style-type: none"> <li>Financial Management</li> <li>Tax</li> <li>Business Strategy and Systems</li> </ul>
Qualifications	<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>	<ul style="list-style-type: none"> <li>Bachelor's Degree in Economics</li> <li>Post graduate diploma in marketing</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor's Degree in Commerce</li> <li>MA in Sociology</li> <li>Ph.D – IIT-Bombay</li> </ul>	<ul style="list-style-type: none"> <li>Bachelor's Degree in Commerce</li> <li>Member of The Institute of Chartered Accountants of India</li> <li>Diploma in IFRS from the ACCA, UK</li> </ul>
List of companies in which Directorship/ Committee position is held as on 31 March, 2025 (other than Timken India Limited)	Timken GGB Technology Private Limited	Sumit Rathor Consulting Private Limited	Nil	Timken GGB Technology Private Limited

## Details of Directors in terms of Regulation 36 of Listing Regulations and SS-2 (Cont.)

Name of Director	Mr. Avishrant Keshava	Mr. Sumit Rathor	Dr. Lakshmi Lingam	Mr. Sujit Kumar Pattanaik
Listed entities from which the Director has resigned in the past three years	Nil	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, 2025	Timken India Limited Member: Stakeholders Relationship Committee Member: Risk Management Committee Member : Corporate Social Responsibility Committee	Nil	Timken India Limited Member: Stakeholders Relationship Committee Member : Corporate Social Responsibility Committee Member : Nomination and Remuneration Committee	Nil
Shareholding in the Company including beneficial ownership	2 Equity Shares	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 relationship with other Directors/ KMP
No. of Board Meetings attended in FY 2024-25	6	NA	6	NA
Terms of Appointment/ Re-appointment	Liable to retire by rotation	2 Years w.e.f. 1 October, 2025 (For more details, please refer "Terms of appointment of Independent Director" hosted on the website of the Company at <a href="http://www.timken.com/en-in">www.timken.com/en-in</a> )	3 Years w.e.f. 1 October, 2025 (For more details, please refer "Terms of appointment of Independent Director" hosted on the website of the Company at <a href="http://www.timken.com/en-in">www.timken.com/en-in</a> )	5 Years w.e.f. 30 September, 2025
Remuneration paid in FY 2024-25	For more details, please refer Corporate Governance Report	Nil	Only Sitting fees of Rs. 8.25 lakhs was paid.	Rs 1,32,34,929/- (paid as employee)
Remuneration sought to be paid	As earlier approved by the Shareholders at AGM held in 20 August, 2020.	Sitting fees as approved by the Board of Directors will be paid.	Sitting Fees as approved by the Board of Directors of the Company.	Please refer Resolution no 6 and explanatory statement for the same.