

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;
Email id: tilinvestor@timken.com

Postal Ballot Notice

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

Notice is hereby given to the Members of Timken India Limited ('the Company') that following Resolutions are proposed to be passed by way of Postal Ballot through electronic means i.e. through remote e-voting facility.

SPECIAL BUSINESS:

1. RE-APPOINTMENT OF MR. SOUMITRA HAZRA (DIN: 02293182) 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 approval of the Board of Directors, consent of the Members be and is hereby accorded for re-appointment of Mr. Soumitra Hazra (DIN: 02293182) as an Independent Director of the Company for a further period of 3 years w.e.f. 31 May, 2026.”

2. APPOINTMENT OF MR. MICHAEL DISCENZA (DIN: 10644441) AS NON-EXECUTIVE 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 provisions of Section 152 and other applicable provisions of the Companies Act, 2013 (the Act) and Rules made thereunder (including any statutory

modifications or amendments or re-enactments thereof) 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. Michael Discenza (DIN: 10644441) as Non-Executive Director of the Company, liable to retire by rotation, w.e.f. 15 April, 2026.”

By Order of the Board

Date: 26 February, 2026

Place: Bengaluru

Sd/-

Mandar Vasmatkar
Company Secretary &
Chief – Compliance
Membership No -A23953

NOTES:

1. In accordance with provisions of Sections 108 and 110 of the Companies Act, 2013 (the Act) read with Rules made thereunder and Circular dated 22 September, 2025 read with Circulars dated 8 April, 2020, 13 April, 2020, 5 May, 2020 and other relevant Circulars issued by Ministry of Corporate Affairs on this subject matter (collectively referred to as “MCA Circulars”), this Postal Ballot Notice will be sent only through electronic mode to those Members whose names will appear in the Register of Members / Register of Beneficial Owners maintained by the depositories as on Friday, 27 February, 2026 (“Cut-off-Date”). Notice 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 Participant(s).
2. 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. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on Cut-off-Date only shall be entitled to avail the facility of remote e-voting.
3. The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facility.
4. Remote e-voting will commence on **Friday, 6 March, 2026 at 9.00 A.M. (IST)** and end on **Saturday, 4 April, 2026 at 5.00 P.M. (IST)**. The remote e- Voting module shall be disabled by NSDL for voting thereafter.
5. This Notice contains a set of instructions for remote e-voting as per applicable provisions of law.
6. Resolutions, if approved, shall be deemed to be passed on last day of remote e-voting.
7. Mr. V. Sreedharan failing whom Mr. Pradeep B. Kulkarni, Partners of M/s V Sreedharan & Associates, Practicing Company Secretaries, have been appointed as the Scrutinizer to scrutinize remote e-voting in a fair and transparent manner.

8. The Scrutinizer shall, after the conclusion of voting, unblock the votes cast through remote e-voting and shall submit, not later than two working days from the conclusion of remote e-voting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any to Chairman & Managing Director or Company Secretary (person authorized by Chairman & Managing Director). The Company will declare the result of the remote e-voting and will place the same along with the report of the Scrutinizer on the Company's website at <https://www.timken.com/en-in/investors/statutory-compliances/#general> and on the website of NSDL. The remote e-voting results along with the report of the Scrutinizer will also be immediately forwarded to the Stock Exchanges where the Company's shares are listed.
9. Statement pursuant to Section 102 of the Act in respect of item no. 1 and 2 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.
10. This Notice will be available on website of the Company at <https://www.timken.com/en-in/investors/statutory-compliances/> and also on website of stock exchanges and NSDL.

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

Item No. 1

Mr. Soumitra Hazra (DIN: 02293182) ('Mr. Hazra') was appointed as an Independent Director of the Company effective 31 May, 2024 for a period of 2 years. Mr. Hazra is eligible to be re-appointed as an Independent Director of the Company for another term.

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 has evaluated re-appointment proposal of Mr. Hazra taking into consideration personal specifications and aspects covered in the NRC Policy and since he met with the criteria laid down and possesses the skills and capabilities required for the role, recommended his re-appointment as an Independent Director of the Company for a further period of 3 years w.e.f. 31 May, 2026. In opinion of the Board of Directors, Mr. Hazra fulfills the conditions specified in the Act and the Rules made thereunder and he is independent of the management. The Board has identified skills/expertise required in the context of business. Mr. Hazra possesses required skills to be on the Board of the Company.

The Company is in receipt of a Notice under Section 160 of the Act from a Member proposing candidature of Mr. Hazra for the office of Independent Director and same is available on website of the Company at <https://www.timken.com/en-in/investors/statutory-compliances/>.

The Company has also received from Mr. Hazra:

- 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.

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

Rationale :

The Board of Directors, based on performance evaluation of first tenure and considering his knowledge, expertise and contribution, believes that continued association of Mr. Hazra will be of immense benefit to the Company and therefore, approved re-appointment of Mr. Hazra as an Independent Director of the Company for a further period of 3 years w.e.f. 31 May, 2026, subject to approval of the Members. Proposal for re-appointment of Mr. Hazra as an Independent Director of the Company is therefore, placed before the Members for approval as set out under the Notice. The Board recommends Resolution under item no.1 for approval of the Members.

Memorandum of Interest

Except Mr. Hazra, no other Director, Key Managerial Personnel or their relative is concerned or interested in this Resolution.

Item No. 2

The Nomination and Remuneration Committee has recommended appointment of Mr. Michael Discenza (DIN: 10644441) (Mr. Discenza) as Non Executive Director of the Company taking into consideration personal specifications and aspects covered in the NRC Policy and since he met with the criteria laid down in the NRC Policy and possesses the skills and capabilities required for the role.

The Company is in receipt of a Notice under Section 160 of the Act from a Member proposing candidature of Mr. Discenza for the office of Director and the same is available on website of the Company at <https://www.timken.com/en-in/investors/statutory-compliances/>.

The Company has also received from Mr. Discenza:

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

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

Rationale :

The Board of Directors considered skills required to be on the Board and is of opinion that skills, expertise of Mr. Discenza will be of immense benefit to the Company and therefore, approved appointment of Mr. Discenza as Non- Executive Director of the Company, liable to retire by rotation, effective 15 April, 2026, subject to approval of the Members. Proposal for appointment of Mr. Discenza as Non- Executive Director of the Company is therefore, placed before the Members

for approval as set out under the Notice. The Board recommends Resolution under item no. 2 for approval of the Members.

Memorandum of Interest

Except Mr. Discenza, no other Director, Key Managerial Personnel or their relative is concerned or interested in this Resolution.

By Order of the Board

Date: 26 February, 2026

Place: Bengaluru

Sd/-

Mandar Vasmatkar
Company Secretary &
Chief – Compliance
Membership No -A23953

INSTRUCTIONS FOR REMOTE E- VOTING

Step 1: Access to NSDL e-voting system

A. Login method for e-voting for Individual Shareholders holding securities in demat mode:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 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. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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.

	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com either on a Personal Computer or on a mobile. 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.
	5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	1. Users, who have opted for CDSL Easi/Easiest facility, 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing Myeasi username & password. 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-voting page by providing Demat

	Account Number and PAN Number from a 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 able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.
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.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at above mentioned 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

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

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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN number followed by Folio number registered with the Company. For example if Folio number is 001*** and EVEN 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.com 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 on NSDL e-voting system

How to cast your vote electronically 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 is in active status.
2. Select “EVEN” of TIMKEN.
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 and for registering email IDs for remote e-voting:

- 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.
- 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. 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 for Individual Shareholders holding securities in demat mode.

- c. Alternatively Shareholder/Members may send a request to 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 on e-voting facility to be 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 required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

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 with a copy marked to 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 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 or call on : 022-48867000 or send request at evoting@nsdl.com.
4. 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/> . Members are requested to update KYC details by submitting necessary forms with RTA.

Details of Directors in terms of Regulation 36 of Listing Regulations and SS-2

Name of Director	Mr. Soumitra Hazra	Mr. Michael Discenza
Brief resume of the Director	Mr. Soumitra Hazra ('Mr. Hazra') is an accomplished finance and legal professional with overall experience of 40 years. Mr. Hazra has diverse professional qualifications and has a unique blend of finance and legal skills. Mr. Hazra has a proven track record in financial management, audit, board and corporate governance and legal matters. Mr. Hazra secured bachelor's degree in commerce from Calcutta University. He is a member of The Institute of Chartered Accountants of India (ICAI) and also of The Institute of Company Secretaries of India (ICSI). Mr. Hazra started his career as an Article Clerk with Pricewaterhouse & Co. and after getting qualified as a Chartered Accountant, worked with them as an Officer. Later, he worked with CESC Limited. Thereafter, he moved to Timken and served Timken for 23 years before his superannuation in 2019. During his professional career of 40 years, Mr. Hazra has worked extensively in finance, audit, corporate secretarial and legal areas. He has rich experience in corporate restructuring, fund raising, merger and amalgamations, litigation management, business ethics management.	Mr. Michael Discenza ('Mr. Discenza') is Vice President, Chief – Financial Officer and an Officer of The Timken Company. Mr. Discenza is recognized for combining extensive industry knowledge and financial expertise to provide strategic direction, deliver process improvements and support the growth both organically and through acquisition. Since joining Timken in 2000, he has held a range of financial and accounting leadership roles, including vice president- finance and group controller; director of accounting, financial planning and analysis; and controller of multiple business segments. His experience also includes investor relations and advising the Board and Audit Committee.
Date of Birth/Age	25 September, 1959/66 Years	3 August, 1971, 54 Years

Date of first appointment	31 May, 2024	Proposed to be appointed effective 15 April, 2026
Expertise in specific functional areas	• Financial Management • Legal & Corporate Secretarial • Corporate Governance	• Financial Management • Tax • Mergers and Acquisitions
Qualifications	• B.Com, Calcutta University • Member of the Institute of Chartered Accountants of India (ICAI) • Member of the Institute of Company Secretaries of India (ICSI)	• Bachelor's and master's degree in Economics from University of Akron • Certified Management Accountant
List of other companies in which Directorship/Committee position is held as on date of Postal Ballot Notice	Nil	Timken Engineering and Research India Private Limited : Director Timken GGB Technology Private Limited : Director
Listed entities from which the Director has resigned in the past three years	Nil	Nil
Chairman/Member of the Committees of the Board of the listed companies in which he/she is a Director as on date of Postal Ballot Notice	Timken India Limited Chairman: Audit Committee Member: Stakeholders Relationship Committee; Risk Management Committee	Nil
Shareholding in the Company including beneficial ownership	3 Equity Shares	Nil
Relationship with other Directors/KMP	No relationship with other Directors/KMP	No relationship with other Directors/KMP
No. of Board Meetings attended	FY 2024-25: 5 FY 2025-26 (till the date of this Notice): 4	Not applicable

Terms of Appointment/ Re-appointment	3 Years w.e.f. 31 May, 2026 (For more details, please refer “Terms of appointment of Independent Director” hosted on the website of the Company at www.timken.com/en-in)	Liable to retire by rotation
Remuneration paid	FY 2024-25 : Sitting Fees: Rs 6,30,000/- FY 2025-26 : Sitting Fees : Rs 6,75,000/- (till date of this Notice)	Not applicable
Remuneration sought to be paid	Sitting fees as approved by the Board of Directors will be paid	Nil