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

Notice

Notice is hereby given that 39th Annual General Meeting ('AGM') of Timken India Limited will be held on Tuesday, 18 August, 2026 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, 2026 along with reports of the Board of Directors and Statutory Auditors and in this regard, to consider and if thought fit, to pass with or without modification, following resolution as an Ordinary Resolution:**

   "RESOLVED –

   THAT Audited Standalone Financial Statements for the year ended/as on 31 March, 2026 along with reports of the Board of Directors and the Statutory Auditors be and are hereby considered and adopted;

   THAT Audited Consolidated Financial Statements for the year ended/as on 31 March, 2026 and report of Statutory Auditors be and are hereby considered and adopted.**"**

2. **To declare dividend of Rs. 2.50 /- per equity share of Rs.10/- each fully paid up for the financial year ended 31 March, 2026 and in this regard, to consider and if thought fit, to pass with or without modification, following resolution as an Ordinary Resolution:**

   "RESOLVED THAT pursuant to the applicable provisions of law, dividend @ Rs.2.50/- per equity share of Rs. 10/- each fully paid up for financial year 2025-26 as recommended by the Board of Directors, be and is hereby approved and be paid:

   a. in respect of shares held in physical form to those shareholders whose names appeared in Register of Members of the Company as at close of business on 31 July, 2026;

   b. in respect of shares held in dematerialised form, to those beneficial owners whose names appeared in the statements as may be furnished by the depositories for this purpose as at close of business on 31 July, 2026.**"**

3. **To appoint a Director in place of Mr. Hansal Patel (DIN:09607506), who retires by rotation and being eligible, offers himself for re- appointment and in this regard, to consider and if thought fit, to pass with or without modification, following resolution as an Ordinary Resolution:**

   "RESOLVED THAT Mr. Hansal Patel (DIN:09607506) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.**"**

SPECIAL BUSINESS:

4. **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. 7,00,000/- (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Shome & Banerjee (Firm Registration No. 000001), Cost Auditors, to conduct Cost Audit for the financial year 2026-27 be and is hereby ratified and approved.**"**

5. **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.**"**

6. **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.**"**

7. **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: 1 July, 2026
Place: Bengaluru

Sd/-
Mandar Vasmatkar
Company Secretary
& Chief - Compliance
ACS-23953

NOTES :

1. The Ministry of Corporate Affairs vide its 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") 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 7 is annexed hereto. Applicable details relating to Director 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 2018-19, 2019-20, 2020-21, 2021-22, 2022-23, 2023-24 and 2024-25 of the Company may please contact Investor Relations at 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 2018-19 relating to Company is due for transfer to IEPF in the month of September, 2026.
5. Dividend on equity shares, as recommended by the Board of Directors (Rs. 2.50 /- per equity share of Rs.10/- each fully paid up), if declared at 39th 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 31 July, 2026.
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 39th 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/ Depository. Additionally, the Company will be also sending a letter to Members whose e-mail addresses are not registered with Company/Depository providing weblink from where the Annual Report for FY 2025-26 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.
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 2025-26, if declared at 39th 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/ . Shareholders holding shares in physical form shall update their KYC on or before 31 July, 2026 to receive dividends.
10. The 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, 2025 ('the IT Act'). In general, to enable the 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 ('DPs') or in case shares are held in physical form, with the Company/Registrars and Transfer Agents ('RTA') by sending documents through e-mail on or before 7 August, 2026 to enable the Company to determine the appropriate TDS/withholding tax rate applicable, verify the documents and provide exemption. The 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.

Statement pursuant to Section 102 of the Act

Item No. 4

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 2026-27 at a remuneration of Rs. 7,00,000/- (Rupees Seven Lakhs only) plus applicable taxes and reimbursement of 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. 4 for ratification by the Members.

Memorandum of Interest

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

Item Nos. 5, 6 & 7

The Company is listed on BSE Limited 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 three related parties:

- The Timken Company: Ultimate Holding Company
- The Timken Corporation: 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, 2026	Estimated transactions for FY 2026-27	Estimated transaction as % to turnover of FY 2025-26
(1)	(2)	(3)	(4)	(5)
The Timken Company	Purchase of Goods	599.29	853.00	
	Sale of Goods	2,014.37	1,962.00	
	Expense Receivable	1.39	26.00	
	Expense Payable	197.31	263.00	
	Agency Commission (Income)	1.23	5.00	
	Purchase of Property, Plant & Equipment	40.93	20.00	
	Royalty	843.56	970.00	
Total		**3,698.08**	**4,099.00**	**11.78%**
The Timken Corporation	Purchase of Goods	3,590.42	7,084.00	
	Sale of Goods	2,983.46	6,166.00	
	Purchase of Property, Plant & Equipment	7.40	137.00	
	Expense Receivable	5.45	15.00	
	Expense Payable	-	10.00	
	Agency Commission (Income)	7.92	15.00	
Total		**6,594.65**	**13,427.00**	**38.61%**
Timken Wuxi Bearings Co. Ltd.	Purchase of Goods	4,794.94	6,113.00	
	Expense Receivable	1.34	10.00	
	Expenses Payable	0.15	1.00	
	Purchase of Property, Plant & Equipment	-	1.00	
	Sale of Goods	27.42	41.00	
Total		**4,823.85**	**6,166.00**	**17.73%**

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. 4.88% of The Timken Company's revenue for 1 January, 2025 to 31 December, 2025 (CY 2025).

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. 8.89% of The Timken Corporation's revenue for CY 2025.

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. 17.52% of Timken Wuxi's revenue for CY 2025.

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 to 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 are 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. 2.5% of Company's revenue for FY 2025-26.
- **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), at targeted arm's length margin as per comparable data 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 Audit Committee was provided with relevant information as per as per Industry Standards on minimum information to be provided to the Audit Committee and Shareholders for approval of Related Party Transactions (ISF Standards) regarding these transactions and same is attached herewith as Annexure -I. The Audit Committee, after deliberation, has approved aforesaid related party transactions.
- The Board of Directors has recommended aforesaid related party transactions for approval of the Members.
- The Company did not rely on any external valuation report for these transactions.
- The Audit Committee has reviewed certificate given by Managing Director and Chief Financial Officer confirming that terms of aforesaid related party transactions are in the interest of the Company.

The Board recommends Resolutions set out under item nos. 5, 6 and 7 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 and Mr. Michael Discenza for item nos. 5 & 6.

By Order of the Board

Date: 1 July, 2026
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 39th 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
15 August, 2026 from 9.00 A.M.	17 August, 2026 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 11 August, 2026 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.	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 or joining virtual meeting & voting during the Meeting. 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 or joining virtual meeting & voting during the meeting. 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

Type of shareholders	Login Method
	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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 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 or joining virtual meeting & 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. 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 No. 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 evoting 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 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 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 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************.
c) For Members holding shares in Physical Form.	EVEN number followed by Folio number register with the Company. For example if Folio number is 001*** and EVEN number is 101456 then user ID is 101456001***.

5. Password details for Shareholders other than Individual Shareholders are given below:
   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
   b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your Password.
   c. How to retrieve your 'initial password'?
      I. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open .pdf file. The password to open .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdffile 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 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 modifyyour 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/Company 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.

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 point 5, 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 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 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.

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 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, 5 (five) days beforethe 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 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. 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 11 August, 2026.

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.com. 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.

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. The Scrutinizer shall after the conclusion of voting at the AGM, will unblock the votes cast through e-Voting (remote e-Voting as well as e-Voting on the day of AGM) and shall submit, not later than two working days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

8. Results declared along with the report of the Scrutinizer shall be placed on the Company's website at https://www.timken.com/en-in/investors/statutory-compliances/ and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed.

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

Name of Director	**Mr. Hansal Patel**
Brief resume of the Director	Mr. Hansal Patel is serving The Timken Company as Executive Vice President, General Counsel and Secretary. Mr. Patel is a trusted legal advisor to senior leadership and oversees Timken's worldwide legal affairs, including securities, mergers and acquisitions, litigation, ethics, compliance, and government affairs. As Corporate Secretary, Mr. Patel leads the Timken's corporate social responsibility and corporate governance initiatives. He has been instrumental in the Timken's acquisition strategy to expand its power transmission product offering.
Date of Birth/Age	3 May, 1980/ 46 years
Date of first appointment	01 June, 2022
Expertise in specific functional areas	● Legal and Corporate Secretarial ● Mergers and Acquisitions ● Corporate Governance (For more details, please refer Corporate Governance Report)
Qualifications	Bachelor's degree from The Ohio State University Juris Doctor from Case Western Reserve University
List of companies in which Directorship/ Committee position is held as on 31 March, 2026 (other than Timken India Limited)	Bijur Delimon India Private Limited – Director
Listed entities from which the Director has resigned in the past three years	Nil
Chairman/Member of the Committees of the Board of the listed Companies in which he/ she is a Director as on 31 March, 2026	Nomination and Remuneration Committee – Timken India Limited
Shareholding in the Company including beneficial ownership	Nil
Relationship with other Directors/KMP	No relationship with other Directors/ KMP
No. of Board Meetings attended in FY 2025-26	4
Terms of Appointment/ Re-appointment	Liable to retire by rotation
Remuneration paid in FY 2025-26	Nil
Remuneration sought to be paid	Nil

Annexure- I

Relevant information as per Industry Standards on minimum information provided to the Audit Committee and Shareholders for approval of Related Party Transactions for financial year 2026-27. (ISF Standards)

PART A: MINIMUM INFORMATION OF THE PROPOSED RELATED PARTY TRANSACTIONS

A(1): BASIC DETAILS OF THE RELATED PARTY

Sl.No.	Particulars of the information	The Timken Company	The Timken Corporation	Timken Wuxi Bearings Co Ltd
1	Name of the related party	The Timken Company	The Timken Corporation	Timken Wuxi Bearings Co Ltd
2	Country of incorporation of the related party	United States of America	United States of America	China
3	Nature of business of the related party	Manufacturing and selling of engineered bearings and industrial motion products, and related services	Manufacturing and selling of engineered bearings and industrial motion products, and related services	Research, develop and produce special needle roller bearings, cylindrical roller bearings, self-aligning roller bearings, ball bearings, precision bearings and special bearings for mainframes, as well as their components. The sales business of bearings and their components

A(2): RELATIONSHIP AND OWNERSHIP OF THE RELATED PARTY

Sl.No.	Particulars of the information	The Timken Company	The Timken Corporation	Timken Wuxi Bearings Co Ltd
1	Relationship between the listed entity and the related party – including nature of its concern (financial or otherwise) and the following:	Ultimate Holding Company	Fellow Subsidiary	Fellow Subsidiary
	• Shareholding of the listed entity, whether direct or indirect, in the related party.	NIL	NIL	NIL
	• Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity.	NA	NA	NA
	• Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary.	51.05%	NIL	NIL

A(3): DETAILS OF PREVIOUS TRANSACTIONS WITH THE RELATED PARTY

Sl.No.	Particulars of the information	The Timken Company	The Timken Corporation	Timken Wuxi Bearings Co Ltd
1	Total amount of all the transactions undertaken by the listed entity with the related party during the last financial year (FY 2024-25).	1. Purchase of Goods - ₹526.97 Mn	1. Purchase of Goods - ₹1,458.12 Mn	1. Purchase of Goods - ₹3,728.24 Mn
		2. Sale of Goods - ₹1,352.65 Mn	2. Sale of Goods - ₹2,769.77 Mn	2. Sale of Goods ₹26.92 Mn
		3. Expense Receivables - ₹3.84 Mn	3. Expense Receivable - ₹3.55 Mn	3. Expense Receivables ₹0.38 Mn
		4. Expense Payable - ₹219.33 Mn	4. Agency Commision (Income) - ₹12.87 Mn	4. Purchase of Property, Plant & Equipment - ₹0.28 Mn
		5. Agency Commission (Income) - ₹3.69 Mn	5. Purchase of Property, Plant and Equipments - ₹15.33 Mn	–
		6. Purchase of Property, Plant & Equipment - ₹0.79 Mn	–	–
		7. Royalty Expense - ₹808.16 Mn	–	–
		Total amount of transactions - ₹2,915.43 Mn	Total amount of transactions - ₹4,259.65 Mn	Total amount of transactions - ₹3,755.82 Mn

A(3): DETAILS OF PREVIOUS TRANSACTIONS WITH THE RELATED PARTY

Sl.No.	Particulars of the information	The Timken Company	The Timken Corporation	Timken Wuxi Bearings Co Ltd
2	Total amount of all the transactions undertaken by the listed entity with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought. (April to Dec 2025)	1. Purchase of Goods - ₹465.81 Mn	1. Purchase of Goods - ₹2,317.20 Mn	1. Purchase of Goods - ₹3,507.94 Mn
		2. Sale of Goods - ₹1 206.10 Mn	2. Sale of Goods - ₹2,130.14 Mn	2. Sale of Goods - ₹25.79 Mn
		3. Expense Receivables - ₹1.39 Mn	3. Agency Commission (Income) - ₹4.91 Mn	3. Expense Receivables ₹0.61 Mn
		4. Expense Payable - ₹132.96 Mn	4. Purchase of Property, Plant & Equipment - ₹6.81 Mn	4. Expense Payable - ₹0.15 Mn
		5. Agency Commission (Income) - ₹1.01 Mn	–	–
		6. Purchase of Property, Plant & Equipment - ₹12.40 Mn	–	–
		7.Royalty Expense - ₹593.03 Mn	–	–
		Total amount of transactions - ₹2,412.70 Mn	Total amount of transactions - ₹4,459.06 Mn	Total amount of transactions - ₹3,534.49 Mn
3	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity during the last financial year.	NIL	NIL	NIL

A(4): AMOUNT OF THE PROPOSED TRANSACTION(S)

Sl.No.	Particulars of the information	The Timken Company	The Timken Corporation	Timken Wuxi Bearings Co Ltd
1	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/shareholders.	₹4,099 Mn	₹13,427 Mn	₹6,166 Mn
2	Whether the proposed transactions material RPT?	Yes	Yes	Yes
3	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (considered FY 2024-25).	13.02%	42.66%	19.59%
4	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year.	NA	NA	NA
5	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available. (CY 2025)	4.88%	8.89%	17.52%
6	Financial performance of the related party for the immediately preceding financial year:	Turnover - ₹84,018 Mn PAT ₹ 17,782 Mn Networth - ₹ 190,843 Mn	Turnover - ₹151,022 Mn PAT ₹ 946 Mn Networth - ₹ 90,839 Mn	Turnover - ₹35,189 Mn PAT ₹ 4,591 Mn Networth - ₹ 38,558 Mn

A(5): BASIC DETAILS OF THE PROPOSED TRANSACTION

Sl.No.	Particulars of the information	The Timken Company	The Timken Corporation	Timken Wuxi Bearings Co Ltd
1	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	1. Purchase of Goods 2. Sale of Goods 3. Expense Receivables 4. Expense Payable 5. Agency Commission (Income) 6. Purchase of Property, Plant & Equipment 7.Royalty Expense	1. Purchase of Goods 2. Sale of Goods 3. Expense Receivables 4. Expense Payable 5. Agency Commission (Income) 6. Purchase of Property, Plant & Equipment	1. Purchase of Goods 2. Sale of Goods 3. Expense Receivables 4. Expense Payable 5. Purchase of Property, Plant & Equipment
2	Details of each type of the proposed transaction	1. Purchase of Goods 2. Sale of Goods 3. Expense Receivables 4. Expense Payable 5. Agency Commission (Income) 6. Purchase of Property, Plant & Equipment 7.Royalty Expense	1. Purchase of Goods 2. Sale of Goods 3. Expense Receivables 4. Expense Payable 5. Agency Commission (Income) 6. Purchase of Property, Plant & Equipment	1. Purchase of Goods 2. Sale of Goods 3. Expense Receivables 4. Expense Payable 5. Purchase of Property, Plant & Equipment
3	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One year	One year	One year
4	Whether omnibus approval is being sought?	Yes	Yes	Yes
5	Value of the proposed transaction during a financial year. *If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.*	1. Purchase of Goods - ₹853 Mn 2. Sale of Goods - ₹1,962Mn 3. Expense Receivables - ₹26 Mn 4. Expense Payable - ₹263 Mn 5. Agency Commission (Income) - ₹5 Mn 6. Purchase of Property, Plant & Equipment - ₹20 Mn 7. Royalty Expense ₹970 Mn	1. Purchase of Goods - ₹7,084 Mn 2. Sale of Goods ₹6,166 Mn 3. Expense Receivables - ₹15 Mn 4. Expense Payable - ₹10 Mn 5. Agency Commission (Income) - ₹15 Mn 6. Purchase of Property, Plant & Equipment - ₹137 Mn	1. Purchase of Goods ₹6,113 Mn 2. Sale of Goods ₹41 Mn 3. Expense Receivables - ₹10 Mn 4. Expense Payable - ₹1 Mn 5. Purchase of Property, Plant & Equipment - ₹1 Mn
		Total amount of transactions - ₹4,099 Mn	Total amount of transactions - ₹13,427 Mn	Total amount of transactions - ₹6,166 Mn
6	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity.	The Company sells bearings and components to its group companies instead of selling to direct customer in that region. This ensure timely payment of money for products sold. At same time, the Company purchases bearings and components from its group companies to supply to customers in India. This helps to add customer base in India plus quality standard across Timken products is maintained. These transactions are carried out at arms length price. These are ongoing routine transactions.		
7	Details of the promoter(s)/ director(s)/key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	Hansal Patel	NA	NA
8	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA	NA	NA
9	Other information relevant for decision making.	NA	NA	NA

PART B:INFORMATION TO BE PROVIDED ONLY IF A SPECIFIC TYPE OF RPT AS MENTIONED BELOW IS PROPOSED TO BE UNDERTAKEN AND IS IN ADDITION TO PART A,

B(1): SALE, PURCHASE OR SUPPLY OF GOODS OR SERVICES OR ANY OTHER SIMILAR BUSINESS TRANSACTION AND TRADE ADVANCES

Sl.No.	Particulars of the information	The Timken Company	The Timken Corporation	Timken Wuxi Bearings Co Ltd
1	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	As per Company Terms	As per Company Terms	As per Company Terms
2	Basis of determination of price.	**Purchase of Goods:** At targeted arm's length margin as per comparable data. **Sale of Goods:** At targeted arm's length margin as per comparable data.	**Purchase of Goods:** At targeted arm's length margin as per comparable data. **Sale of Goods:** At targeted arm's length margin as per comparable data.	**Purchase of Goods:** At targeted arm's length margin as per comparable data. **Sale of Goods:** At targeted arm's length margin as per comparable data.
3	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following: a. Amount of Trade advance b. Tenure c. Whether same is self-liquidating?	NA	NA	NA

Notes:

The Audit Committee has approved above material related party transactions at its meeting held in the month of February, 2026. Therefore, at some places, details of FY 2024-2025 or April to December, 2025 were provided.

Royalty transaction with The Timken Company does not exceed 5% limit. Therefore, further details regarding royalty transaction were not required to be given.