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## TIMKEN INDIA LIMITED

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

(CIN: L29130KA1996PLC048230)

Phone No. 080-41362000, Fax No. 080-41362010

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

### Notice

Notice is hereby given that 34<sup>th</sup> Annual General Meeting of Timken India Limited will be held through Video Conferencing (VC) / Other Audio Visual Means ("OAVM") on Monday, 23 August, 2021 at 3.00 PM (IST) to transact the following businesses:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements for the year ended 31 March, 2021 and the reports of the Board of Directors and the Statutory Auditors.
2. To declare dividend of Rs.1.50/- per equity share of Rs.10/- each fully paid up for the year ended 31 March, 2021.
3. To appoint a Director in place of Mr. Douglas Smith (DIN: 02454618), who retires by rotation and being eligible, offers himself for re-appointment.

#### **SPECIAL BUSINESS:**

##### **4. Re-appointment of Mrs. N S Rama (DIN: 06720033) as an Independent Director of the Company**

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

**"RESOLVED THAT** pursuant to provisions of Section 149 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) read with Schedule -IV of the Act and Regulations 16 and 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of Nomination and Remuneration Committee and approval of the Board of Directors, Mrs. N S Rama (DIN: 06720033), in whose respect notice has been received from a Member under the provisions of Section 160 of the Act, be and is hereby re-appointed as an Independent Director of the Company for a further period of 2 years w.e.f. 25 October, 2021 to 24 October, 2023."

##### **5. Ratification of remuneration payable to the Cost Auditors**

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

**"RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or amendments or re-enactments thereof) and based on recommendation of the Audit Committee and approval of the Board of Directors, remuneration of Rs. 4,40,000/- (Rupees four lakhs and forty thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses payable to M/s. Shome & Banerjee (Firm Registration No. 000001), Cost Auditors, to conduct the Cost Audit for the financial year 2021-22 be and is hereby ratified and approved."

By Order of the Board

Place: Bengaluru  
Date: 18 June, 2021

Sd/-  
**Mandar Vasmatkar**  
Company Secretary  
& Chief - Compliance

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**NOTES :**

1. The Ministry of Corporate Affairs vide Circular dated 13 January, 2021 read with Circulars dated 8 April, 2020, 13 April, 2020 and 5 May, 2020 (collectively referred to as "MCA Circulars") has allowed to conduct Annual General Meeting ('AGM') through VC/OAVM without physical presence of the Members. In view of the same, AGM of the Company is being held through VC/OAVM. 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 & 5 is annexed hereto. Applicable details relating to Directors pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standard-2 ('SS-2') are also annexed.**
3. Those Members who have not encashed their dividend warrants relating to payment of dividend for FY 2013-14, 2014-15, 2015-16, 2016-17, 2017-18, 2018-19 and 2019-20 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 in lieu of warrant not encashed by them.
4. The amount outstanding in unpaid dividend accounts in respect of financial years as mentioned above will be transferred to the Investor Education and Protection Fund ("IEPF") after end of seven years from the date when said dividend was transferred to unpaid dividend account. Accordingly, unpaid dividend for FY 2013-14 relating to ABC Bearings Limited (amalgamated) and unpaid dividend for FY 2014-15 (Interim Dividend) relating to the Company are due for transfer to IEPF in the month of August, 2021 and December, 2021 respectively.
5. Dividend on equity shares, as recommended by the Board of Directors (Rs. 1.50/- per equity share of Rs. 10/- each fully paid up), if declared at 34<sup>th</sup> AGM of the Company, will be paid:
  - In respect of shares held in physical form to those Members whose names will appear on the Register of Members of the Company as at the close of business on 30 July, 2021.
  - In respect of shares held in the dematerialized form to those beneficial owners whose names will appear in the statement as may be furnished by the depositories for this purpose as at the close of business on 30 July, 2021.
6. Shareholders may note that effective April 01, 2020, dividends paid or distributed by a company are taxable in the hands of the shareholders and the Company is required to deduct applicable taxes at source ("TDS") from such dividend payment in accordance with the applicable provisions of the Income-tax Act, 1961 ("the IT Act"), as amended by the Finance Act, 2020. In general, to enable the compliance with TDS provisions, shareholders are requested to complete and/or update their residential status, PAN (Permanent Account number), category as per the IT Act with their Depository Participants/the Company.

- For resident shareholders, taxes shall be deducted at source as follows:

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

\*subject to applicable Surcharge and Health and Education Cess

- Tax shall be deducted at the rate of 20% on dividend payable to specified person as per Section 206AB of the Income Tax Act.
- However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by him/her during Financial Year 2021-22 from the Company does not exceed Rs. 5,000 and, also in cases where such resident shareholder provides declaration in Form 15G / Form 15H (applicable to individuals) subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax like a Certificate for deduction of TDS at lower rate from the Income Tax Department. PAN is mandatory for Shareholders providing Form 15G / 15H or any other document as mentioned above. Necessary declarations in this regards are available on the Company's website at <https://www.timken.com/en-in/investors/statutory-compliances/#dividend>
- For non-resident shareholders, taxes are required to be deducted in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. TDS shall be deducted at the rate of 20% (plus applicable surcharge and Health and Education cess) on the amount of dividend payable. However, the rate of TDS may be reduced if such non-resident shareholder is a tax resident of a country or specified territory which has signed Double Taxation Avoidance Agreement (DTAA) with India and such DTAA provides for a lower TDS rate. To avail lower TDS rate as per the DTAA, the non-resident shareholders will have to provide the following information/ documents to the Company:

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- Copy of a Tax Residency Certificate i.e. a certificate of being resident in any country or specified territory outside India from the Government of that country or specified territory ("TRC"), valid till December 31, 2021;
  - Self-declaration in Form No. 10F
  - Copy of PAN card allotted by the Indian Income Tax authorities duly attested by the shareholder, if obtained. If no PAN card is allotted, then following information/ documents are required to be provided duly attested by the shareholder –
    - Name, e-mail id, contact number;
    - Address in the country or specified territory outside India;
    - Tax Identification Number in the country or specified territory and in case no such number is available, then a unique number on the basis of which such shareholder is identified by the Government of that country or the specified territory.
  - Self-declaration by the shareholder of having no permanent establishment or business connection in India in accordance with the applicable DTAA or the provisions of the IT Act.
  - Self-declaration of beneficial ownership by the non-resident shareholder
  - Any other documents as prescribed under the IT Act for lower TDS if applicable, duly attested by the shareholder.
- Please send the documents/ declarations, as applicable at the registered office address of the Company. The documents/ declarations can be sent to the Company through email at [TIL.TDS@timken.com](mailto:TIL.TDS@timken.com) by Monday, August 10, 2021 on or before 6 PM India Standard Time. In case insufficient/ incomplete documents or no documents are received before the said date and time, the Company will deduct TDS at the maximum applicable rate. For any TDS related query, please write to [TIL.TDS@timken.com](mailto:TIL.TDS@timken.com).
7. Beneficial Owners of shares in demat form are advised to get particulars of their bank accounts and PAN details updated with the Depository Participants.
  8. Members may note that pursuant to Section 108 of the Act read with Rules made thereunder and Regulation 44 of Listing Regulations, the Company is providing remote e-Voting facility for voting on the resolutions proposed to be passed at the 34<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.
  9. In compliance with MCA Circulars and SEBI Circular dated 15 January, 2021 read with SEBI Circular dated 12 May, 2020, Annual Report and Notice of AGM are being sent only by e-mail to those Members who have registered their e-mail address with the Company/Depository Participant(s). Copies of Annual Report for FY 2020-21 and Notice of 34<sup>th</sup> AGM are available on the website of the Company at [www.timken.com/en-in](http://www.timken.com/en-in).
  10. To support the green initiative, the Members holding share(s) in physical form, who have not registered their e-mail address (to enable the Company to send various documents, including without limitation notices, annual report, etc., by electronic mail), bank details (for payment of dividend) and PAN (for TDS) are requested to register email ID and Bank & PAN details with the Company.
  11. The Register of Directors and Key Managerial Personnel and their shareholding, the Register of Contracts or Arrangements in which the Directors are interested, will be available for inspection by the members upto the date of AGM. Members seeking to inspect such documents can send an email to [tilinvestor@timken.com](mailto:tilinvestor@timken.com).
  12. Corporate Members/Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution, Authority letter/Power of Attorney for representative, who are authorized to attend and/or vote, to the Scrutinizer by e-mail to [sree@sreedharancs.com](mailto:sree@sreedharancs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

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

### Item No. 4

Mrs. N S Rama (DIN: 06720033) ('Mrs. Rama') was appointed as an Independent Director of the Company effective 25 October, 2019 for a period of 2 years. Her tenure of 2 years will come to an end on 24 October, 2021. As per Section 149 of the Act, Mrs. Rama is eligible to be re-appointed as an Independent Director of the Company for another term.

The Nomination and Remuneration Committee has recommended to re-appoint Mrs. Rama as an Independent Director of the Company for a further period of 2 years w.e.f. 25 October, 2021. In the opinion of the Board of Directors, Mrs. Rama fulfills the conditions specified in the Act and the Rules made thereunder and she is independent of the management. The Board of Directors, based on performance evaluation of first tenure and considering knowledge, expertise and contribution of Mrs. Rama, believes that continued association of Mrs. Rama will be of immense benefit to the Company and therefore, approved re-appointment of Mrs. Rama as an Independent Director of the Company for a further period of 2 years w.e.f. 25 October, 2021 subject to approval of members.

The Company is in receipt of a notice under Section 160 of the Act from a Member proposing candidature of Mrs. Rama for the office of Independent Director.

The Company has received from Mrs. Rama:

- 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.

The proposal for re-appointment of Mrs. Rama 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. The Board recommends Resolution set out under item no. 4 for approval of the Members.

### Memorandum of Interest

Except Mrs. Rama, no other Director, Key Managerial Personnel or their relatives is concerned or interested in this Resolution.

### Item No. 5

Pursuant to Section 148 of the Act read with Rules made thereunder, the Company is required to maintain cost records and get the same audited by Cost Accountant in Practice. The Board of Directors, based on recommendation of the Audit Committee, has re-appointed M/s. Shome & Banerjee (Firm Registration No. 000001), as Cost Auditors for FY 2021-22 at a remuneration of Rs. 4,40,000/- (Rupees four lakhs and forty thousand only) plus applicable taxes and other out-of-pocket expenses. Pursuant to Section 148 of the Act read with Rules made thereunder, remuneration payable to the Cost Auditors requires ratification by the Members.

This item involving payment of remuneration to the Cost Auditors is therefore, placed before the Members for ratification. The Board recommends Resolution set out under item no. 5 for ratification by the Members.

### Memorandum of Interest

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

Place: Bengaluru  
Date: 18 June, 2021

By Order of the Board

Sd/-  
**Mandar Vasmatkar**  
Company Secretary  
& Chief - Compliance

## INSTRUCTIONS

### INSTRUCTIONS FOR REMOTE E-VOTING :

1. In compliance with the provisions of Section 108 of the 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 34<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
20 August, 2021 from 9.00 A.M.	22 August, 2021 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 16 August, 2021 may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

### 5. How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

#### **Step 1: Access to NSDL e-Voting system**

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

**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. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com/">https://eservices.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is 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</b>" Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. 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 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 options available against company name or <b>e-Voting service provider - 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> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi/ Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>After successful login of Easi/Easiest the user will be able to see the e-Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</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. Once login, you will be able to see e-Voting option. Once you 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 options available against company name or <b>e-Voting service provider-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 & voting during the meeting.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

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

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

- Visit e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- 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 registered with the Company. For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - 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.
  - How to retrieve your 'initial password'?
    - 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'.
    - 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:
- 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](http://www.evoting.nsdl.com).
  - "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - 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.
  - 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?

- 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.
- Select "EVEN" of TIMKEN. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
- Now you are ready for e-Voting as the Voting page opens.



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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 at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) to obtain user id and password and registration of e mail ids for e-Voting for the resolutions set out in the Notice :

- a. In case shares are held in physical mode, please provide Folio No, name of Member, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card).
- b. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), name, client master or copy of consolidated account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

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

1. The procedure for e-Voting on the day of AGM is same as mentioned above for remote e-Voting.
2. Only those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM. Members who have voted through remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

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

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access NSDL e-Voting system by following steps mentioned above for access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu.
2. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker. For this purpose, please send request mentioning name, demat account number/folio number, email id, mobile number at [tilinvestor@timken.com](mailto:tilinvestor@timken.com) at least five days before AGM date. Those Members who have registered themselves as a speaker will only be considered to express their views/ask questions during the meeting. However, the Company reserves a right to restrict number of speakers depending on availability of time for AGM. Members who would like to ask questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at [tilinvestor@timken.com](mailto:tilinvestor@timken.com) five days before AGM date. The same will be replied by the Company suitably in the meeting.
3. The Members can join AGM in VC/OAVM mode 30 minutes before 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**

1. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
2. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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3. The voting rights of Members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 16 August, 2021.
  4. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Notice of AGM and holding shares as of the aforesaid cut-off date may obtain login ID and password by sending a request at [evoting@nsdl.co.in](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.
  5. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on aforesaid cut-off date only shall be entitled to avail the facility of remote e-Voting as well as e-Voting on the day of AGM. A person who is not a Member (not holding shares of the Company) as on aforesaid cut-off date should treat this Notice for information purposes only.
  6. Mr. V Sreedharan (FCS 2347, CP No. 833), failing whom Mr. Pradeep B. Kulkarni (FCS 7260, CP No. 7835), failing whom Ms. Devika Sathyanarayana (ACS 16617, CP No. 17024) Partners of M/s V. Sreedharan and Associates, Company Secretaries, have been appointed as the Scrutinizers to scrutinize remote e-Voting and e-Voting on the day of AGM in a fair and transparent manner.
  7. The Scrutinizer shall after the conclusion of voting at the AGM, will unblock the votes cast through e-Voting (remote e-Voting as well as e-Voting on the day of AGM) and shall submit, not later than 48 working hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  8. Results declared along with the report of the Scrutinizer shall be placed on the Company's website at [www.timken.com/en-in](http://www.timken.com/en-in) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the Company's shares are listed.

**Details of Directors in terms of Regulation 36 of Listing Regulations and SS-2 are as under**

Particulars	Mrs. N S Rama	Mr. Douglas Smith
Brief resume of the Director	Mrs. Rama presently serves as CEO of Electronics City Industries Association. She also serves on the academic advisory board of Management Institutes. In past, she worked as Delivery Head for a product engineering team and Location Head for Infosys Development Center. Mrs. Rama has contributed significantly for development of Electronics City. Mrs. Rama also serves as external member of Anti Sexual Harassment Committee of various companies. Mrs. Rama has decades of rich experience in engineering and system design and R&D in Telecom.	Mr. Smith presently serves as Vice President, Technology at The Timken Company. Mr. Smith is responsible for leading Timken's technology strategy, including product and digital technologies to advance customer experience and create enterprise value. This includes oversight of Timken's bearing research and development as well as information technology and digital transformation initiatives.  Mr. Smith joined Timken in 1991 and has held number of research & development, manufacturing and management positions during his tenure. He holds eleven patents from U.S. Patent and Trademark Office.
Date of Birth/Age	22 June, 1949/72 Years	30 January, 1971/50 Years
Date of first appointment	25 October, 2019	7 February, 2020
Expertise in specific functional areas	<ul style="list-style-type: none"> <li>Management Consultancy</li> <li>Information Technology</li> </ul> (For more details, please refer Corporate Governance Report - Annexure I to the Board's Report)	<ul style="list-style-type: none"> <li>Information and Product Technology</li> <li>Production and Engineering</li> <li>Research and Development</li> </ul> (For more details, please refer Corporate Governance Report - Annexure I to the Board's Report)
Qualifications	Bachelor's Degree in Engineering	Bachelor's and Master's Degree in Mechanical Engineering
List of companies in which outside Directorship as on 31 March, 2021	Xchanging Solutions Limited	Nil
Chairman / Member of the Committees of the Board of the Companies on which he/she is a Director as on 31 March, 2021	<b>Timken India Limited:-</b> <ul style="list-style-type: none"> <li>Chairperson – Nomination and Remuneration Committee</li> <li>Member – Audit Committee</li> <li>Chairperson – Stakeholders Relationship Committee</li> </ul> <b>Xchanging Solutions Limited:-</b> <ul style="list-style-type: none"> <li>Member - Nomination and Remuneration Committee</li> <li>Chairperson – Audit Committee</li> <li>Member – Corporate Social Responsibility Committee</li> <li>Member – Stakeholders Relationship Committee</li> </ul>	<b>Timken India Limited:-</b> <ul style="list-style-type: none"> <li>Member – Nomination and Remuneration Committee</li> <li>Member – Stakeholders Relationship Committee</li> </ul>
Shareholding in the Company including shareholding as beneficial owner	Nil	Nil
Relationship with other Directors/KMP	No relationship with other Directors/KMP	No relationship with other Directors/KMP
No of Board Meetings attended in FY 2020-21	4	4
Terms of Re-appointment	For a period of two years w.e.f. 25 October, 2021. Draft appointment letter containing terms and conditions of re-appointment of Mrs. Rama is available on website of the Company at <a href="http://www.timken.com/en-in">www.timken.com/en-in</a>	Director liable to retire by rotation
Remuneration paid in FY 2020-21 (Rs.)	Sitting Fees paid : Rs 4.5 lakhs	Nil
Remuneration sought to be paid	Sitting fees will be paid as approved by the Board.	Nil