
TIMKEN INDIA LIMITED

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

(CIN: L29130KA1996PLC048230)

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

Website: www.timken.com/en-in; Email Id: tilinvestor@timken.com

Notice

Notice is hereby given that 35th Annual General Meeting of Timken India Limited (CIN: L29130KA1996PLC048230) will be held through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM') on Tuesday, 23 August, 2022 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, 2022 and the reports of the Board of Directors and the Statutory Auditors.
2. To declare dividend of Rs.1.5/- per equity share of Rs.10/- each fully paid up for the year ended 31 March, 2022.
3. To appoint a Director in place of Mr. Avishrant Keshava (DIN: 07292484), who retires by rotation and being eligible, offers himself for re-appointment.
4. To re-appoint Deloitte Haskins & Sells LLP, Chartered Accountants as Statutory Auditors of the Company and to fix their remuneration. In this connection, 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 Sections 139, 141 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 recommendations of the Audit Committee and the Board of Directors of the Company, consent of the members of the Company be and is hereby accorded for re-appointment of Deloitte Haskins & Sells LLP, Chartered Accountants (ICAI Firm Registration No. 117366W/ W-100018) as Statutory Auditors of the Company to hold office for a period of 5 years from conclusion of 35th Annual General Meeting up to conclusion of 40th Annual General Meeting on such remuneration as may be mutually decided by the Board of Directors of the Company and Statutory Auditors."

SPECIAL BUSINESS:

5. Re-appointment of Mr. Sanjay Koul (DIN: 05159352) as Managing Director of the Company

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 Sections 196, 197, 198, 203 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-V of the Act and Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Sanjay Koul (DIN: 05159352) ('Mr. Koul') as Managing Director of the Company for a period of 5 years with effect from 26 October, 2022 on the terms and conditions including remuneration as set out in explanatory statement attached hereto;

THAT the Board of Directors be and is hereby authorized to vary terms and conditions of said re-appointment including remuneration payable to Mr. Koul not exceeding the limit specified in Section 197 of the Act and to do all such acts and deeds as may be required including delegation of its powers to any Committee of Board or Director(s) or Company Secretary to give effect to this Resolution."

6. Appointment of Mr. George J Ollapally (DIN: 09607523) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based

on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. George J Ollapally (DIN: 09607523), in whose respect a notice in writing has been received from a Member under the provisions of Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 2 years with effect from 1 June, 2022 to 31 May, 2024 .”

7. Appointment of Mr. Veerappan V (DIN: 01593254) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Veerappan V (DIN: 01593254), in whose respect a notice in writing has been received from a Member under the provisions of Section 160 of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 2 years with effect from 1 June, 2022 to 31 May, 2024 .”

8. Appointment of Mr. Hansal Patel (DIN: 09607506) as a Director of the Company

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 152 and other applicable provisions of the Companies Act, 2013 (the 'Act') and Rules made thereunder (including any statutory modifications or amendments or re-enactments thereof), Mr. Hansal Patel (DIN: 09607506), who was appointed as an Additional Director by the Board of Directors with effect from 1 June, 2022 and in whose respect a notice in writing has been received from a Member under the provisions of Section 160 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. Ratification of remuneration payable to the Cost Auditors

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

“**RESOLVED THAT** pursuant to provisions of Section 148 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modifications or amendments or re-enactments thereof) and based on recommendation of the Audit Committee and approval of the Board of Directors, remuneration of Rs. 6,00,000/- (Rupees six 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 the Cost Audit for the financial year 2022-23 be and is hereby ratified and approved.”

10. Material Transactions with Related Party - The Timken Company

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

“**RESOLVED –**

THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modifications or amendments or re-enactments thereof) and such other applicable provisions of laws, approval of the Members of the Company be and is hereby accorded to estimated related party transactions with The Timken Company, a related party within meaning of Regulation 2(1)(zb) of the Listing Regulations, for FY 2022-23 being in ordinary course of business and on arm's length basis, as set out in explanatory statement attached hereto;

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

11. Material Transactions with Related Party - The Timken Corporation

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

“**RESOLVED –**

THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modifications or amendments or re-enactments thereof) and such other applicable provisions of laws, approval of the Members of the Company be and is hereby accorded to estimated related party transactions with The Timken Corporation, a related party within meaning of Regulation 2(1)(zb) of the Listing Regulations, for FY 2022-23 being in ordinary course of business and on arm's length basis, as set out in explanatory statement attached hereto;

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

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

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

“RESOLVED –

THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modifications or amendments or re-enactments thereof) and such other applicable provisions of laws, approval of the Members of the Company be and is hereby accorded to estimated related party transactions with Timken Engineering and Research-India Private Limited, a related party within meaning of Regulation 2(1)(zb) of the Listing Regulations, for FY 2022-23 being in ordinary course of business and on arm's length basis, as set out in explanatory statement attached hereto;

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

13. Material Transactions with Related Party - Timken Wuxi Bearings Co. Ltd.

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

“RESOLVED –

THAT pursuant to Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modifications or amendments or re-enactments thereof) and such other applicable provisions of laws, approval of the Members of the Company be and is hereby accorded to estimated related party transactions with Timken Wuxi Bearings Co. Ltd., a related party within meaning of Regulation 2(1)(zb) of the Listing Regulations, for FY 2022-23 being in ordinary course of business and on arm's length basis, as set out in explanatory statement attached hereto;

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

By Order of the Board

Date: 1 July, 2022

Place: Bengaluru

Sd/-

Mandar Vasmatkar

Company Secretary
& Chief - Compliance

NOTES :

1. The Ministry of Corporate Affairs vide Circular dated 5 May, 2022 read with relevant Circulars issued from time to time (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. The proceedings of 35th AGM shall be deemed to be conducted at the Registered Office of the Company at Electronic City, Phase II, Hosur Road, Bengaluru - 560 100 which shall be the deemed venue of the AGM.
3. Statement pursuant to Section 102 of the Companies Act, 2013 (the 'Act') in respect of item nos. 5 to 13 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.
4. Deloitte Haskins & Sells LLP (Firm Registration No. 117366W/ W-100018) ('Deloitte') were appointed as Statutory Auditors for a period of 5 years at 30th AGM to hold office upto conclusion of 35th AGM. As per Section 139 of the Act, Deloitte is eligible to be re-appointed as Statutory Auditors of the Company for another term of 5 years. Deloitte has given consent for re-appointment as Statutory Auditors of the Company. Deloitte also has confirmed that if appointed, its appointment will be in accordance with terms and conditions contained in the Act and Rules made thereunder and it satisfies the criteria specified in the Act and Rules made thereunder.

Deloitte is registered with ICAI under Registration Number 117366W/ W-100018. Deloitte has national presence with offices in 12 cities and is providing audit and assurance services to various clients across India. Deloitte has undergone peer review process as per ICAI guidelines and holds valid certificate issued by Peer Review Board of ICAI. Deloitte has confirmed that it did not identify any situation or risk likely to affect its independence while serving as Statutory Auditors of the Company.

The Audit Committee and the Board after taking into consideration expertise and rich industry experience of Deloitte have recommended to re-appoint Deloitte as Statutory Auditors for a further period of 5 years to hold office from conclusion of 35th AGM upto conclusion of 40th AGM of the Company. Terms of appointment of Deloitte as Statutory Auditors include following:

- Tenure : 5 years from conclusion of 35th AGM upto conclusion of 40th AGM of the Company.
 - Proposed Fees for FY 2022-23 : Rs. 29,70,000/- plus taxes and out of pocket expenses to carry out Statutory Audit as per the Act. The Board shall determine/vary fees payable to them during the tenure of their proposed appointment. Fees paid to them will be disclosed every year in financial statements.
 - The Audit will be conducted in line with the applicable provisions of the Act, Accounting Standards and Listing Regulations.
 - As Statutory Auditors, Deloitte shall report on audit of financial statements and on internal financial controls over financial reporting and also shall carry out limited review as required under Listing Regulations.
5. Those Members who have not encashed their dividend warrants/DDs relating to payment of dividend for FY 2014-15, 2015-16, 2016-17, 2017-18, 2018-19, 2019-20 and 2020-21 of the Company including for erstwhile ABC Bearings Limited (amalgamated), if any, may please contact Investor Relations at tilinvestor@timken.com for payment in lieu of warrant/DD not encashed by them.
 6. The amount outstanding in unpaid dividend accounts in respect of financial years as mentioned above will be transferred to the Investor Education and Protection Fund ("IEPF") after end of seven years from the date when the said dividend was transferred to unpaid dividend account. Accordingly, unpaid dividend for FY 2014-15 relating to ABC Bearings Limited (amalgamated) is due for transfer to IEPF in the month of September, 2022.
 7. Dividend on equity shares, as recommended by the Board of Directors, of Rs.1.5/- per equity share of Rs.10/- each fully paid up, if declared at 35th 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 12 August, 2022.
 - 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 12 August, 2022.
 8. 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.

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 regard are available on the Company's website at <https://www.timken.com/en-in/investors/statutory-compliances/#dividend>
- For non-resident shareholders, taxes are required to be deducted in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. TDS shall be deducted at the rate of 20% (plus applicable surcharge and

Health and Education cess) on the amount of dividend payable. However, the rate of TDS may be reduced if such non-resident shareholder is a tax resident of a country or specified territory which has signed 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:

- 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, 2022;
 - 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 by Wednesday, August 10, 2022 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
9. Members holding shares in demat form are advised to get particulars of their bank accounts and PAN details updated with the Depository Participants.
 10. 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 35th 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 the law.
 11. In compliance with MCA Circulars read with SEBI Circular dated 13 May, 2022, Annual Report and Notice of AGM are being sent only by e-mail to those Members who have registered their e-mail address(es) with the Company/Depository Participant(s). Copy of Annual Report for FY 2021-22 and Notice of 35th AGM is available on the website of the Company at www.timken.com/en-in.
 12. The SEBI vide circular dated 3 November, 2021 has given mandate to the members holding shares in physical forms to update PAN, KYC and Nomination details with the Company. KYC and Nomination forms are available on the Company's website at <https://www.timken.com/en-in/investors/statutory-compliances/#download-application>. Members are requested to download applicable forms and fill details therein and sign and submit the same to the Company. It may please be noted that the folios wherein any of aforesaid document(s)/detail(s) is/are not available on or after 1 April, 2023, the Company/RTA is obligated to freeze such folios.
 13. 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. A copy of letter setting out terms and conditions relating to appointment of Independent Director is available on the Company's website at www.timken.com/en-in.
 14. 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 with a copy marked to evoting@nsdl.co.in.

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

Item No. 5

Mr. Sanjay Koul (DIN: 05159352) ('Mr. Koul') was re-appointed as Managing Director of the Company for a period of 5 years with effect from 26 October, 2017 on the terms and conditions as approved by the Members of the Company at its meeting held on 9 August, 2017.

Since the tenure of 5 years for which Mr. Koul was re-appointed would come to an end on 25 October, 2022, it is proposed, pursuant to Sections 196, 197, 198, 203 and other applicable provisions of the Act and based on recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, to re-appoint Mr. Koul as Managing Director of the Company for a further period of 5 years with effect from 26 October, 2022.

Details of remuneration payable to Mr. Koul and terms and conditions governing his re-appointment are given below:

Salary & Allowances	In the range of Rs. 2,16,82,200/- to Rs 5,39,52,250/- per annum.	
Term	5 years	
Performance Incentive	As per rules of the Company:	
	i)	Company maintained furnished accommodation including all utility bill payments.*
	ii)	Free use of Company car with driver. Upon superannuation or separation, allotted car will be offered at book value to Mr. Koul.
	iii)	Medical facilities as per rules of the Company.
	iv)	Club membership of one club each in Jamshedpur & Bangalore.
	v)	Leave - accrual and encashment - as per rules of the Company.
	vi)	Leave Travel Concession as per rules of the Company.
	vii)	Company's contribution to Provident Fund / Pension Fund / Employee Deposit Linked Insurance / Group Insurance/ Superannuation Fund.
	viii)	Gratuity, retiral and superannuation benefits as per rules of the Company.
	ix)	All other benefits, allowances, amenities and facilities including long term incentive payments, stock options of Parent Company as are available to the whole-time employees (Associates) of the Company as per Rules of the Company.
Minimum Remuneration	The salary & allowances and perquisites aforesaid shall nevertheless be paid and allowed as the minimum remuneration for any year in the event of absence or inadequacy of profits for such year.	
Duties and Conditions	i)	Mr. Koul will perform the duties and exercise the powers, which from time to time may be assigned to or vested in him by the Board of Directors of the Company.
	ii)	The appointment may be terminated by either party by giving three months' notice in writing to that effect unless termination at a shorter notice is mutually agreed by both Mr. Koul and the Board of Directors.
	iii)	Mr. Koul shall not be entitled to any Sitting Fees for attending any meetings of the Board or any Committee thereof.
	iv)	Mr. Koul shall be entitled to be reimbursed for all expenses incurred by him for the purpose of business of the Company.

*If accommodation is taken on personal lease basis, the Company would also remain responsible for payment of security deposit and for the maintenance thereof up to such amount as may be approved by the Board of Directors.

The Company is in receipt of a notice under Section 160 of the Act from a Member proposing re-appointment of Mr. Koul as Managing Director of the Company.

The Company has received from Mr. Koul:

- Consent in writing in Form DIR-2
- Intimation in Form DIR-8

The proposal for re-appointment of Mr. Koul as a Managing Director of the Company on the terms and conditions referred above is placed before the members for approval. Taking into account Mr. Koul's long association, valuable contributions and strong performance of the Company under his leadership, the Board recommends resolution set out under item no. 5 for approval of the Members.

Memorandum of Interest

Except Mr. Koul, no other Director, Key Managerial Personnel or their relatives is concerned or interested in the resolution.

Item No. 6

Based on recommendation of the Nomination and Remuneration Committee, Mr. George J Ollapally (DIN: 09607523) ('Mr. Ollapally') has been appointed by the Board of Directors as an Additional and Independent Director of the Company effective 1 June, 2022 for a period of 2 consecutive years. As per Section 161 of the Act, Mr. Ollapally, as an Additional Director, holds office upto the date of this AGM. The Company is in receipt of a notice under Section 160 of the Act from a Member proposing candidature of Mr. Ollapally for the office of Independent Director of the Company.

The Company has received from Mr. Ollapally:

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

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

In the opinion of Board of Directors, Mr. Ollapally fulfils the conditions specified in the Act and Listing Regulations and he is independent of the management. The Board recommends resolution set out under item no. 6 for approval of the Members.

Memorandum of Interest

Except Mr. Ollapally, no other Director, Key Managerial Personnel or their relatives is concerned or interested in this resolution.

Item No. 7

Based on recommendation of the Nomination and Remuneration Committee, Mr. Veerappan V (DIN: 01593254) ('Mr. Veerappan') has been appointed by the Board of Directors as an Additional and Independent Director of the Company effective 1 June, 2022 for a period of 2 consecutive years. As per Section 161 of the Act, Mr. Veerappan, as an Additional Director, holds office upto the date of this AGM. The Company is in receipt of a notice under Section 160 of the Act from a Member proposing candidature of Mr. Veerappan for the office of Independent Director of the Company.

The Company has received from Mr. Veerappan:

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

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

In the opinion of Board of Directors, Mr. Veerappan fulfils the conditions specified in the Act and Listing Regulations and he is independent of the management. The Board recommends resolution set out under item no. 7 for approval of the Members.

Memorandum of Interest

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

Item No. 8

Based on recommendation of the Nomination and Remuneration Committee, the Board has appointed Mr. Hansal Patel (DIN: 09607506) ('Mr. Patel') as an Additional Director of the Company effective 1 June, 2022. As per Section 161 of the Act, Mr. Patel, as an Additional

Director, holds office upto the date of this AGM. The Company is in receipt of a notice under Section 160 of the Act from a Member proposing candidature of Mr. Patel for the office of Director of the Company. Mr. Patel, if appointed, would be liable to retire by rotation.

The Company has received from Mr. Patel:

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

The NRC Policy of the Company provides personal specifications and aspects that needs to be considered for appointment of Director. The Nomination and Remuneration Committee evaluated candidature of Mr. Patel taking into consideration personal specifications and aspects covered in the NRC Policy and since he met with criteria laid down therein, recommended his appointment as a Director of the Company.

The Board recommends resolution under item no. 8 of the accompanying Notice for approval of the Members.

Memorandum of Interest

Except Mr. Patel, no other Director, Key Managerial Personnel or their relatives is concerned or interested in this resolution.

Item No. 9

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 2022-23 at a remuneration of Rs.6,00,000/- (Rupees six lakhs 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. 9 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. 10, 11, 12 and 13

Timken India Limited ('the Company') is listed on BSE and NSE with majority of its share capital held by Timken Singapore Pte. Limited which is a subsidiary of The Timken Company. The Timken Company has many subsidiaries across the world including The Timken Corporation and Timken Wuxi Bearings Co Ltd ('Timken Wuxi'). Timken Engineering and Research- India Pvt. Ltd. ('TERI') is a subsidiary of Timken Singapore Pte. Limited. The Timken Company, founded over 100 years ago by Mr. Henry Timken and having its headquarters at Canton, Ohio, USA, applies its deep knowledge of materials, friction management and mechanical power transmission to improve the reliability and efficiency of industrial machinery and equipment all around the world.

The Timken Company serves diverse markets such as aerospace, mining, railroads, construction, automotive (including trucks), energy, wind sector and other after-market sectors. The Timken Company has operations throughout the world through its various subsidiaries spanning Europe, Middle East, Africa, Asia - Pacific regions, United States, Canada, Mexico.

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

Timken Group companies provide the Company access to management talent and professionals with deep industry knowledge. The acquisitions of The Timken Company in various new and diverse businesses globally provide the Company a platform to launch new products and services in India. The Company has access to proprietary technology of The Timken Company, including without limitation, intellectual property relating to designs, product specifications, methods of manufacturing, service methods and techniques for use thereof for manufacturing various products at Jamshedpur and Bharuch Plant in order to retain the quality standard of all Timken products manufactured worldwide. Further, the Company receives administrative, sales and marketing, after-sales and service engineering related services as and when required. Likewise, the Company is also authorized to market products and services of the Timken Group companies in India. Further, the Company has entered into a trademark license agreement with The Timken Company pursuant to which the Company has a non-transferable, non-sub licensable and non-exclusive right to use the trademarks owned or controlled by The Timken Company. The Company pays royalty to The Timken Company for using its technology and trademarks.

It is believed that this strong relationship with The Timken Company and Timken Group companies is a significant advantage and that the Company will continue to benefit from its global presence, brand name and support in the future.

The Timken Corporation works as distribution center primarily for US market through whom all the exports and imports of the Company are routed through for better distribution of the Timken Products and Services. Instead of buying and selling products from/to individual Timken entities or to final customer, Company buys or sells products from/to The Timken Corporation. This helps to achieve lean supply chain, cost efficiency, quick payment recovery and administrative convenience.

TERI is a subsidiary of Timken Singapore Pte. Limited. TERI's Chennai plant is SEZ unit and mainly caters to global markets. TERI Bangalore unit is in-house global service center and provides shared services to all Timken group entities in world including the Company. TERI Chennai plant, *inter-alia*, manufactures bearings which are supplied to the Company for further sale in India. Also, TERI Bangalore unit provides IT, engineering, research and development, administrative services to the Company.

Timken Wuxi, a fellow subsidiary, *inter-alia* manufactures bearings and components using proprietary technology of The Timken Company, including without limitation, intellectual property relating to designs, product specifications, methods of manufacturing, service methods in order to retain the quality standard of all Timken products manufactured worldwide. The Company buys mainly bearings and rollers (components) from Timken Wuxi to cater domestic demands.

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

Summary of material related party transactions is as under:

INR Million

Name of Related Party (Nature of Relationship)	Nature of Transactions	Actual transactions for year ended 31 March, 2022	Estimated transactions for FY 2022-23	Estimated transac- tion as % to turn- over of FY 2021-22
(1)	(2)	(3)	(4)	(5)
The Timken Company (Ultimate Holding Company)	Purchase of Goods	497.74	1,300	-
	Sale of Goods	1,412.80	1,580	-
	Expense Receivable	0.88	40	-
	Expense Payable	196.71	260	-
	Agency Commission (Income)	3.76	30	-
	Purchase of Property, Plant & Equipment	0.25	2	-
	Royalty	491.67	550	-
Total		2,603.81	3,762	17%
The Timken Corporation (Fellow Subsidiary)	Purchase of Goods	961.17	1,420	-
	Sale of Goods	3,488.04	4,050	-
	Purchase of Property, Plant & Equipment	114.46	910	-
	Expense Receivable	26.70	30	-
	Expense Payable	-	60	-
	Agency Commission (Income)	11.20	30	-
Total		4,601.57	6,500	29%
Timken Engineering and Research-India Pvt. Ltd. (Fellow Subsidiary)	Expense Receivable	30.54	110	-
	Expense Payable	90.68	200	-
	Purchase of Goods	998.30	2,340	-
	Sale of Goods	253.24	360	-
	Sale of Property, Plant & Equipment	-	30	-
	Purchase of Property, Plant & Equipment	0.23	50	-
	Purchase of Export Licenses	50.81	360	-
Total		1,423.80	3,450	15%
Timken Wuxi Bearings Co. Ltd. (Fellow Subsidiary)	Purchase of goods	2,044.22	2,440	-
	Expense Payable	-	20	-
	Expense Receivable	0.92	20	-
	Sale of Goods	16.89	30	-
	Purchase of Property, Plant & Equipment	-	30	-
Total		2,062.03	2,540	11%

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

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

The Timken Company, The Timken Corporation, TERI and Timken Wuxi are related parties as defined under Regulation 2(1)(zb) of Listing Regulations and with each of whom the aggregate value of transactions during the financial year 2022-23 are estimated to be material in terms of the Listing Regulations. The Audit Committee was provided with relevant information as per SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22 November, 2021 regarding these transactions such as nature of transaction, tenure, material terms, estimated transaction values for FY 2022-23 etc. The Audit Committee, after deliberation, has approved aforesaid related party transactions. These transactions are in ordinary course of business and are at arm's length.

The Board recommends Resolutions set out under item nos. 10, 11, 12 and 13 for approval of Members. Members who are related parties of the Company (as defined under Regulation 2(1)(zb) of the Listing Regulations) shall not vote on item nos. 10, 11, 12 and 13 whether or not they are related parties (as defined under Regulation 2(1)(zb) of the Listing Regulations) for the purpose of the said transactions.

Memorandum of Interest

No Director, Key Managerial Personnel or their relatives is concerned or interested in the resolutions except Mr. Patel for item nos. 10 and 11.

By Order of the Board

Date: 1 July, 2022
Place: Bengaluru

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 35th 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, 2022 from 9.00 A.M.	22 August, 2022 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, 2022 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.