

TIMKEN

Mandar Vasmatkar
Company Secretary & Chief-Compliance
mandar.vasmatkar@timken.com

19 August, 2024

The Secretary
The National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1,
G-Block, Bandra- Kurla Complex,
Bandra (E),
Mumbai- 400 051.

NSE Symbol - TIMKEN

The Secretary
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai- 400 001.

Scrip Code- 522113

Dear Sir/Madam,

Sub: Proceedings of 37th Annual General Meeting

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith proceedings of 37th Annual General Meeting held on Tuesday, 19 August, 2024 at 3.00 PM through Video Conferencing (VC)/Other Audio Visual Means (OAVM).

Kindly request you to take this on record.

Thanking you,

Yours faithfully

For **TIMKEN INDIA LIMITED**

Mandar Vasmatkar
Company Secretary
& Chief - Compliance

**PROCEEDINGS OF 37TH ANNUAL GENERAL MEETING OF TIMKEN INDIA LIMITED
HELD ON MONDAY, 19 AUGUST, 2024 AT 3.00 P.M. THROUGH VIDEO CONFERENCING
(VC) /OTHER AUDIO VISUAL MEANS (OAVM)**

PRESENT:

BOARD OF DIRECTORS

- Mr. Sanjay Koul - Chairman & Managing Director
- Mr. George J Ollapally - Independent Director, Chairman of the Stakeholders
Relationship Committee
- Mr. Ajay Sood - Independent Director, Chairman of the Nomination and
Remuneration Committee
- Dr. Lakshmi Lingam - Independent Director
- Mr. Soumitra Hazra - Independent Director, Chairman of the Audit Committee
- Mr. Avishrant Keshava - Business Controller - India, CFO & Whole-time Director

COMPANY SECRETARY

- Mr. Mandar Vasmatkar - Company Secretary & Chief - Compliance

AUDITORS AND SCRUTINIZER

- Mr. Sathya P Koushik - M/s. Deloitte Haskins & Sells LLP, Statutory Auditors
- Mr. Arjun Nair - M/s. Deloitte Haskins & Sells LLP, Statutory Auditors
- Mr. Pradeep Kulkarni - M/s V Sreedharan & Associates, Secretarial Auditors
- Mr. Nagarjun Y G - Scrutinizer

Company Secretary confirmed that quorum was present. Mr. Sanjay Koul (DIN:05159352), Chairman & Managing Director took the chair and declared the Meeting open and welcomed the Shareholders. Chairman informed that this Meeting was being held through Video Conferencing/Other Audio-Visual Means as permitted by the Ministry of Corporate Affairs and was being recorded for compliance purpose. It was informed that Mr. Douglas Smith and Mr. Hansal Patel could not join this Meeting. It was also informed that Company had arranged for remote e-voting facility for all the resolutions to be considered at this Annual General Meeting (AGM) from 16 August, 2024 to 18 August, 2024 (both days inclusive).

Those Shareholders attending this Meeting who could not participate in remote e-voting and wishing to cast their vote in respect of each of the resolutions, may vote through e-voting option available in NSDL portal till 15 minutes from closure of this Meeting.

Chairman thereafter, addressed and briefed Members of the Company about business activities of the Company.

Chairman informed that Notice of 37th AGM and Annual Report of the Company was sent by email as permitted by the Ministry of Corporate Affairs. Chairman with the permission of Members took the Notice and the Board's Report as read. It was also informed that the Board has given response in the Board's Report to observations mentioned in Independent Auditor's Report and Secretarial Audit Report therefore, with the permission of Members, these reports were taken as read.

Shareholders were allowed to cast vote (through remote e-voting and e-voting on the day of AGM) on following business items covered in 37th AGM Notice:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 March, 2024 and reports of the Board of Directors and the Statutory Auditors
2. To declare dividend of Rs. 2.5/- per equity share of Rs.10/- each fully paid up for the financial year ended 31 March, 2024
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
4. Re-appointment of Mr. George J Ollapally (DIN: 09607523) as an Independent Director of the Company
5. Appointment of Mr. Soumitra Hazra (DIN: 02293182) as an Independent Director of the Company
6. Ratification of remuneration payable to the Cost Auditors
7. Material Transactions with Related Party – The Timken Company
8. Material Transactions with Related Party – The Timken Corporation
9. Material Transactions with Related Party – Timken Engineering and Research-India Private Limited
10. Material Transactions with Related Party – Timken Wuxi Bearings Co. Ltd.

Chairman requested Tarun Beniwal, Moderator to enable registered speaker Shareholders to speak and ask questions or to express their views. Thereafter, speaker Shareholders spoke and asked questions or expressed their views. All questions were suitably answered by the Chairman.

It was stated that upon receipt of consolidated report from the Scrutinizer, comprising results of both remote e-voting and e-voting at the Meeting, the Company Secretary would declare consolidated voting results and would place the same on the website of the Company and also would send the consolidated voting results to the stock exchanges to disseminate.

Chairman thanked all the Directors, attendees and Members for participation and thereafter, concluded the Meeting.

Detailed report on voting along with consolidated report from the Scrutinizer will be filed separately with the stock exchanges.
