



Kennametal India Limited
(CIN: L27109KA1964PLC001546)
Regd. Office: 8/9th Mile, Tumkur Road, Bengaluru - 560 073
E-mail : in.investorrelation@kennametal.com
Website: www.kennametal.com/kennametalindia

NOTICE TO MEMBERS

NOTICE is hereby given that the **Fifty Fifth (55th)** Annual General Meeting ("AGM") of Kennametal India Limited (the "Company") will be held on **Wednesday, November 11, 2020 at 12.00 Noon through Video Conferencing ("VC")/other Audio-Visual Means ("OAVM")** to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - a. the Audited Standalone Financial Statements of the Company for the financial year ended June 30, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. the Audited Consolidated Financial Statements of the Company for the financial year ended June 30, 2020 together with the Report of Auditors thereon.
2. To appoint Mr. Devi Parameswar Reddy (DIN: 03450016), Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. Appointment of Ms. Bhavna Bindra (DIN: 07314422) as a Director and an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT based on recommendation of the Nomination and Remuneration Committee and pursuant to Articles of Association of the Company, Ms. Bhavna Bindra (DIN: 07314422), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f., January 3, 2020 and who holds office until the date of this Annual General Meeting under the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) & 17 (1) (a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Ms. Bhavna Bindra (DIN: 07314422), who has submitted a declaration to the effect that she meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Non-Executive Director of the Company for a term of

five consecutive years with effect from January 3, 2020 to January 2, 2025 and whose office shall not be liable to subject to retirement by rotation."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and matters as may be considered or deemed fit to give effect to above resolution, including but not limited to filing of e-forms / returns, intimation to be given to any statutory authorities/stock exchanges, if any."

4. Appointment of Mr. Vijaykrishnan Venkatesan (DIN: 07901688) as Director and Managing Director of the Company

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT based on recommendation of the Nomination and Remuneration Committee and pursuant to Articles of Association of the Company, Mr. Vijaykrishnan Venkatesan (DIN: 07901688), who was appointed as an Additional Director of the Company by the Board of Directors w.e.f September 17, 2020 and who holds office until the date of this Annual General Meeting under the provisions of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company.

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 of the Companies Act, 2013 and all other applicable provisions (including any statutory modification or re-enactment thereof) and rules prescribed there under read with Schedule V of the Companies Act, 2013 and Articles of Association of the Company, approval of the Members of the Company be and is hereby accorded for the appointment of Mr. Vijaykrishnan Venkatesan (DIN: 07901688) as the Managing Director of the Company for a period of 5 years, commencing from September 17, 2020 to September 16, 2025, as per the terms and conditions as recommended by Nomination and Remuneration Committee and approved by the Board of Directors."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and 198 of the Companies Act, 2013, read with Schedule V of the said Act and The Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, the Members of the Company do hereby approve the remuneration payable to Mr. Vijaykrishnan Venkatesan (DIN: 07901688), Managing Director of the Company as set out in Schedule I to the agreement dated September 17, 2020 which is approved by the Board and entered into by the Company with Mr. Vijaykrishnan Venkatesan (DIN: 07901688) on September 17, 2020, which is reproduced here below:"

"Details of the remuneration:

I. Annual Guaranteed Cash:

- i) Basic Salary: Rs.6,750,000 (Rupees six million, seven hundred fifty thousand Only) per annum or Rs.562,500 (Rupees five hundred and sixty two thousand five hundred only) per month.
- ii) Housing (HRA): 50% of Basic Salary i.e. Rs.3,375,000 (Rupees three million, three hundred seventy-five thousand only) per annum or Rs.281,250 (Rupees two hundred eighty one thousand two fifty only) per month.
- iii) Special Allowance of Rs.4,806,000 (Rupees Four million, Eight Hundred and Six thousand only) per annum or Rs.400,500 (Rupees four hundred thousand five hundred only) per month.
- iv) Leave Travel Allowance (flat allowance) of Rs.54,000 (Rupees fifty-four thousand only) per annum.
- v) Medical Allowance of Rs.15,000/- (Rupees fifteen thousand only) per annum or Rs.1,250 (Rupees one thousand two hundred fifty only) per month.

II. Incentive Plans:

a) Annual Incentive Plan (AIP):

Mr. Vijaykrishnan shall be entitled to the performance payment once per annum, subject to achievement of business targets as per Company's scheme and approval of the Board of Directors of the Company. Target amount will be equivalent to 30% of Annual Guaranteed Cash, upto a maximum of 200 % of the targeted amount. (The Annual Guaranteed Cash i.e. the Basic Salary, HRA, Special Allowance, LTA and Medical Allowance amount to Rs.150,00,000). The Target Amount at 30 % is therefore Rs. 4,500,000 up to a maximum of Rs.9,000,000). The performance payment is in lieu of any commission that may be payable to Mr. Vijaykrishnan.

b) Long Term Incentive Plan (LTIP):

Effective the next Long-Term Incentive Plan (LTIP) annual grant date, Mr. Vijaykrishnan shall be eligible for annual grants of LTIP awards in the form of 40% restricted stock units (RSUs) and 60% performance stock units (PSUs). RSUs may pro-rata vest over a three-year period with one-third vesting on each of the grant date anniversaries. PSUs may cliff vest on the third grant date anniversary subject to the achievement of certain Kennametal performance measures over the three-year performance period. Such annual grants of LTIP are generally made in August of each year and are contingent on the approval of the Company's Board of Directors. The LTIP are granted under the terms and conditions of the Kennametal 2016 Stock and Incentive Plan and your individual annual award agreements. The amount of RSUs and PSUs that may be granted on an annual basis will be based on a target of 60% of Mr. Vijaykrishnan's Annual Guaranteed Cash at the time of review, with such grant being further subject to adjustment based upon your performance and market conditions at the time of grant. Please refer to the LTIP Overview and Summary documents for more details regarding eligibility and design parameters.

III. Other Perquisites:

- a. Leave on full pay and allowances, as per Company's rules.

- b. Insurance – Coverage to be extended, as per Company's rules.
- c. Club fees: Monthly subscription fees for any one club not exceeding Rs. 1200/- per month.
- d. Contribution to Provident Fund at 12% of the salary.
- e. Gratuity as per Company's Rules.
- f. Encashment of leave at the end of tenure as per Company's rules.
- g. Company maintained car with facility for driver.
- h. Reimbursement of Telephone (Home) expenses (inclusive of Broadband) at actual.
- i. Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable to senior executives, and as may be permitted by the Company.

"RESOLVED FURTHER THAT the terms and conditions, duties and responsibilities of Mr. Vijaykrishnan Venkatesan's (DIN: 07901688) shall be as set out in the agreement entered on September 17, 2020 between the Company through Mr. B. Anjani Kumar, Chairman of the Board and Mr. Vijaykrishnan Venkatesan (DIN: 07901688)."

"RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, the minimum remuneration payable to Mr. Vijaykrishnan Venkatesan (DIN: 07901688) shall be the Annual Guaranteed Cash, discretionary performance pay if applicable, and perquisites as stated above, subject to the applicable provisions of the Companies Act, 2013 and the rules made there under or any statutory modification or re-enactment thereof."

"RESOLVED FURTHER THAT the authorization and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to alter and vary the terms and conditions of appointment of Mr. Vijaykrishnan Venkatesan (DIN: 07901688), Managing Director including remuneration payable to him in accordance with the provisions of the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 (as amended from time to time to be in consonance with any revised terms and conditions as may be prescribed by the Central Government, if any in the aforesaid schedule V or the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 or any notification thereto) as the Board of Directors may deem fit and as may be agreed to by Mr. Vijaykrishnan Venkatesan (DIN: 07901688)."

"RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and matters as may be considered or deemed fit to give effect to the above resolution, including filing of e-forms / returns, intimation to be given to any statutory authorities/stock exchanges, if any."

5. Ratification of remuneration to Cost Auditors:

To consider and if thought fit to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013

and the Rules made thereunder, the remuneration payable to Messrs. K. S. Kamalakara & Co., Cost Auditors, Bengaluru (Firm Registration No:0000296), appointed by the Board of Directors based on the recommendation of the Audit Committee of the Company to conduct the audit of the cost records of the Company for the financial year ending June 30, 2021, amounting to ₹ 150,000/- (Rupees One Hundred and Fifty Thousand only) excluding applicable taxes and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above said resolution also to take necessary steps to file necessary returns with the Registrar of Companies and comply with other formalities, if any as may be required pursuant to the provisions of Companies Act, 2013 or such other Regulations.”

6. Approval of Material Related Party Transactions with Kennametal Inc., USA:

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the Section 188 of the Companies Act, 2013 and provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), consent of the Members be and is hereby accorded in respect of the following material related party transaction(s) between the Company and Kennametal Inc., USA on arm's length basis:

₹ in Mn

Sl. No.	Nature of Transactions	Actual Transaction value for financial year July 01, 2019 to June 30, 2020 i.e. FY20 amount	Estimated Value of Transactions per Annum effective financial year commencing July 1, 2020 - i.e. FY21 not exceeding amount
1	Sales of products/components (receipts)	408.6	550.0
2	Cross Charge Revenue	19.2	30.0
3	Cross Charge- Debits expenses (Payable)	16.3	30.0
4	IT Cross charges (payment)	177.4	200.0
5	Professional Services- Expenses	16.9	25.0
6	Purchase of components/raw materials (payment)	986.2	1,350.0
7	Purchase- Capital Goods	0.4	20.0
8	Royalty (payment)	9.2	15.0

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above said resolution.”

7. Approval of Material Related Party Transactions with Kennametal Europe GmbH:

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

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 and provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), consent of the members be and is hereby accorded in respect of the following material related party transaction(s) by the Company with Kennametal Europe GmbH on arm's length basis:

₹ in Mn

Sl. No.	Nature of Transactions	Actual Transaction value for financial year July 01, 2019 to June 30, 2020 i.e. FY20 amount	Estimated Value of Transactions per Annum effective financial year commencing July 1, 2020 - i.e. FY21 not exceeding amount
1	Sales of products/components (receipts)	531.4	750.0
2	Purchase of Components/raw materials (payment)	1,024.7	1,900.0
3	Cross Charge-Revenue	-	10.0

RESOLVED FURTHER THAT the Board of Directors of the Company and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above said resolution.”

By Order of the Board of Directors
For **Kennametal India Limited**

Naveen Chandra P
General Manager - Legal &
Company Secretary (ACS -30057)
Address: 8/9th Mile, Tumkur Road,
Bengaluru – 560073, Karnataka

Bengaluru
August 19, 2020

NOTES

1. In view of the continuing Covid-19 pandemic situation, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 20/2020 dated May 5, 2020, read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The Company has facilitated the Members to participate in the 55th AGM through VC facility provided by Central Depository Services Limited (CDSL). The instructions for participation by Members are given in the subsequent paragraphs. Participation in AGM through VC shall be allowed on first come first serve basis.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, November 04, 2020 to Wednesday, November 11, 2020 (both days inclusive) for the purpose of the Annual General Meeting (AGM).
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of details relating to Special Businesses is annexed hereto.
6. There was no dividend declared or paid during the year.
7. At the 52nd AGM held on November 07, 2017 the Members approved appointment of Walker Chandio & Co LLP, Chartered Accountants (FRN: 001076N/N500013) as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 57th AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 55th AGM.
8. Institutional / Corporate Shareholders (i.e., other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution / Authorisation etc., authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorisation shall be sent to the Scrutinizer by email through its registered email address to vijaykt@vjkt.in with a copy marked to in.investorrelation@kennametal.com.

9. Pursuant to Section 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of dividends remaining unclaimed for a period of seven years are to be transferred to the Investor Education and Protection Fund. Accordingly, the dividend declared for all the applicable Financial Years has been transferred to Investor Education and Protection Fund. Further, shares on which dividends were unclaimed for seven consecutive years were transferred to IEPF Authority as per the requirements of the IEPF Rules.

Members who have not encashed the dividend warrants/ demand drafts for the financial year ended June 30, 2012 onwards are requested to write to the Company giving the necessary details.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company shall provide/host the required details of unclaimed amounts referred to under Section 124 and 125 of the Companies Act, 2013 on its website page at <https://www.kennametal.com/in/en/about-us/kil-financials.html> and also Ministry of Corporate Affairs (MCA) website in the relevant form every year.

10. In compliance with the MCA Circular No. 17/2020 dated April 13, 2020 and SEBI Circular dated May 12, 2020, Annual Report 2019-20 along with the Notice of the AGM indicating the process and manner of e-Voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website <https://www.kennametal.com/in/en/about-us/kil-financials.html>, websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com, and on the website of CDSL www.evotingindia.com.
11. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before November 09, 2020 through email on in.investorrelation@kennametal.com. The same will be replied by the Company suitably.
12. The Securities and Exchange Board of India (SEBI) vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, requires all those Shareholders who have not updated their PAN numbers and Bank Account Details to accordingly furnish their PAN numbers and Bank Account Details to our Registrar and Share Transfer Agents in the prescribed format.

Updating the Bank particulars will also enable the Company to credit the dividend declared directly to your bank account thereby reducing the risk of loss of dividend warrants.

SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018 circular reads as follows :

"Provided that, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository".

Accordingly, the Shareholders are requested to dematerialize the physical shares held by them before attempting to transfer the shares.

13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM, i.e., Wednesday, November 11, 2020.
14. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
15. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which will be made available on request) to the RTA of the Company.
16. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for electronic inspection by the members at the AGM.

All the documents referred to in the notice will also be available for electronic inspection by the Members without any fee from the date of circulation of this notice up to the date of AGM i.e 11th November, 2020. Members seeking to inspect such documents may send an email to in.investorrelation@kennametal.com.

17. Members may address all matters relating to shares, demat, remat, annual report, etc. to the Company's Registrar & Share Transfer Agent (RTA) at the following address:

Integrated Registry Management Services Private Limited
CIN No: U74900TN2015PTC101466
No.30, 'Ramana Residency',
4th Cross, Sampige Road, Malleswaram,
Bengaluru- 560003
Tel: +91-80-23460815 – 818, Fax: +91-80-23460819
E-mail: irg@integratedindia.in

For dividend queries and other general matters:

The Company Secretary
Kennametal India Limited
8/9th Mile, Tumkur Road, Bengaluru - 560 073.
Phone: 080-28394321 and 080 22198345, Fax: 080 28397572
E-mail: in.investorrelation@kennametal.com
E-mail: naveen.c@kennametal.com

for the purpose of addressing investor complaints and also to take necessary follow-up action.

Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID Number in all correspondence.

18. Remote E-Voting through electronic mode:

Pursuant to the provisions of Section 108 of the Companies Act,

2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

THE INSTRUCTIONS FOR SHARE HOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) **The voting period begins on November 8, 2020 (09:00 AM) and ends on November 10, 2020 (05:00 PM). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of November 3, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - [Myeasi](#) using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number. Please send a request to RTA email ID irg@integratedindia.in to get sequence number.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under Shareholders/Members login by using the remote e-voting credentials. The link for VC/OAVM will be available in Shareholder/Members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further Shareholders 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. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **Seven (7) days prior to AGM** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **Seven (7) days prior to AGM** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted 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 available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders 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.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; in.investorrelation@kennametal.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022- 23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

- (xxi) Any person, who acquires equity shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. November 3, 2020 may follow the same instructions as mentioned above for e-Voting.

OTHER INSTRUCTIONS:

- (i) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. November 3, 2020.
 - (ii) The Board of Directors has appointed Mr. Vijayakrishna K T, Practicing Company Secretary as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (iii) The scrutinizer shall submit his report to the Chairman of the Company or Managing Director or Company Secretary or to any other person authorized by the Chairman after the completion of the scrutiny of e-voting (votes casted during the AGM and votes casted through remote e voting), not later than 48 hours from the conclusion of the AGM. The results of the e-voting along with the scrutinizer's report shall be placed on the Company's website www.kennametal.com/kennametalindia and on the website of CDSL: www.cdslindia.com within Forty Eight (48) hours from the conclusion of the AGM of the Company. The results will also be communicated to the stock exchange where the shares of the Company are listed.
19. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 5, 2020.
 20. Brief resume/ profile and other information in respect of the Directors seeking appointment at the Annual General Meeting as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 is annexed as Annexure A to this notice.

Explanatory Statement as required under Section 102 of the Companies Act, 2013 and Rules made thereunder

Item No. 3

Appointment of Ms. Bhavna Bindra (DIN: 07314422) as an Independent Director of the Company

Pursuant to the provisions of Section 149 of the Companies Act, 2013 read with regulation 17 of the SEBI (LODR) Regulations, 2015, Kennametal India Limited ("KIL" or the "Company") is required to appoint at least one Independent Woman Director on the Board on or before April 1, 2020.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at their meeting held on January 3, 2020 appointed Ms. Bhavna Bindra (DIN: 07314422) as Additional Director (Woman Independent Director) with effect from January 3, 2020 who shall hold office upto the date of the ensuing Annual General Meeting ("AGM").

Pursuant to the provisions of Section 161 of the Companies Act, 2013, Additional Director appointed by the Board will hold office up to the date of the ensuing Annual General Meeting. Hence, approval of the Members of the Company is required to appoint Ms. Bhavna Bindra (DIN: 07314422) as a Director and an Independent Director of the Company.

The brief resume in relation to her experience, functional expertise and memberships on other companies' Boards and Committees as required under SEBI (LODR) Regulations, 2015 is set out in Annexure 'A-I' to this Notice. The Board considers that her continued association as Director (Women Independent) will be beneficial to and in the interest of the Company.

In opinion of the Board, she fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is Independent of the Management. The Board of Directors recommends the Ordinary Resolution set out at Item No.3 of the Notice for approval by the Members.

Except Ms. Bhavna Bindra, none of other Directors, Key Managerial Personnel or their relatives, are interested or concerned financially or otherwise in the resolution, by virtue of their directorships and to the extent of their shareholding in the Company.

This Explanatory Statement may be construed as a disclosure under SEBI (LODR) Regulations, 2015.

Item No. 4

Appointment of Mr. Vijaykrishnan Venkatesan (DIN: 07901688) as Director and Managing Director of the Company

The immediate past Managing Director, Mr. Bhagya Chandra Rao had retired from the services of the Company w.e.f., September 16, 2020. The Board of Directors at their meeting held on August 19, 2020 had appointed Mr. Vijaykrishnan Venkatesan (DIN: 07901688) as an Additional Director of the Company w.e.f. September 17, 2020 who holds office until the date of this Annual General Meeting. The Board in the same meeting had also approved the appointment of Mr. Vijaykrishnan as Managing Director of the Company w.e.f., 17th September, 2020 for a period of Five (5) years subject to approval of Shareholders. The Company has entered into an employment agreement with Mr. Vijaykrishnan listing out his terms of appointment and remuneration.

Mr. Vijaykrishnan has a total work experience of over 22 years which includes exposure across various industry verticals including Infrastructure, Automotive, Construction, Mining, Oil & Gas and General Engineering industries. He has handled various roles of increasing responsibilities which includes Vice President of Abrasive Systems Division ; 3M India Ltd, Vice President – Strategic planning ; 3M India Ltd, Executive Director – Safety and Graphics Business ; 3M India Ltd, Business development Manager, Asia Pacific Region - Personal Safety division at 3M and most recently as the Global Portfolio Leader for Disposal respirators at 3M. The brief profile in relation to his experience, functional expertise and memberships on other companies' Boards and Committees as required under SEBI (LODR) Regulations, 2015 is set out in Annexure 'A-II' to this Notice.

Keeping in view the expertise, managerial and leadership skill of Mr. Vijaykrishnan, the resolution as set out under item no. 4 is placed before you for your approval and the Board recommends the adoption of the resolution in the best interest of the Company, as Special Resolution.

The main terms of the agreement dated September 17, 2020 are set out in the resolution no. 4.

None of the Directors and/or Key Managerial Personnel's and their relatives except Mr. Vijaykrishnan Venkatesan, is in any way concerned or interested financially or otherwise in the said Resolution.

This Explanatory Statement may be construed as appropriate disclosures under SEBI (LODR) Regulations, 2015.

Item No. 5

Ratification of remuneration to Cost Auditor

The Board of Directors of the Company at its Meeting held on August 19, 2020 on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs. K. S. Kamalakara & Co., Cost Auditors, Bengaluru (FRN: 0000296), to conduct the audit of the cost records of the Company for the financial year ending June 30, 2021 and have in this regard approved payment of Rs. 150,000 (One Hundred & Fifty Thousand Only) (excluding applicable taxes and re-imbursement of out of pocket expenses) as cost audit fees for FY21. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 (a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year 2021 as set out in the Resolution aforesaid.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested financially or otherwise in the said Resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6 & 7

Approval of Related Party Transactions with Kennametal Inc. and Kennametal Europe GmbH

As a part of its regular business, the Company purchases/sells raw materials, hard metal products, avails/renderers services from/to Kennametal Inc. and Kennametal Europe GmbH, at arm's length basis.

For the Financial Year 2019-20 ("on-going transaction") the Audit Committee has reviewed and approved the transactions as mentioned in the resolutions set out under Item No. 6 & 7 of the Notice, on August 19, 2020.

Kennametal Inc. and Kennametal Europe GmbH are related to the Company as per Regulation 23 of SEBI (LODR) Regulations, 2015.

An analysis of all the related party transactions (RPT) entered into/by the Company during FY20 and the basis of charge was undertaken through a third-party professional firm. The Audit Committee upon review of such analysis is of the view that all related party transactions by the Company are at Arm's length basis.

In 54th Annual General Meeting of the Company held on November 13, 2019, Shareholders approved all Material Related Party Transactions for a period of 3 years.

In addition to that the value of estimated RPTs approved for FY21 are revised due to growth in the business activities along with inclusion of

other transactions. (as mentioned in the resolutions set out under Item No. 6 & 7 of the Notice)

The Board of Directors at its Meeting held on August 19, 2020, reviewed the actual value of transactions for FY20 and estimated value of the transactions on annual basis effective FY21 in detail, for recommending the same to the shareholders of the Company for their approval.

As per Regulation 23(1) SEBI (LODR) Regulations, 2015, the transactions with Kennametal Inc. and Kennametal Europe GmbH are material in nature as these transactions on cumulative basis are likely to exceed 10% of the annual turnover as per the last audited financial statements of the Company.

Therefore, in terms of the SEBI (LODR) Regulations, 2015, the transactions with the said related parties require the approval of members of the Company by passing the resolution at item Nos. 6 & 7 of the Notice.

As per SEBI (LODR) Regulations, 2015, all entities falling under the definition of related parties shall abstain from voting on the resolution and accordingly, the promoters will not vote on items (6) & (7).

Particulars	Information
Description of the Related parties	Kennametal Inc. and Kennametal Europe GmbH
Nature of relationship	Holding Company and its group companies (e.g. subsidiaries, associate companies and joint venture companies)
Period for which the shareholders' approval is sought	July 1, 2020 to June 30, 2021
Nature and Particulars of transactions with Kennametal Inc. USA, Kennametal Europe GmbH	Payments: - Purchase of Components/raw materials, IT Cross charges, Royalty, Cross charge –expenses, Receipt: - Sales of products/components, Cross charge –expenses
Material terms of the RPTs	Terms and conditions are similar for both the related parties. Salient Terms are given in the Board's Report.
Duration of these RPTs have been continued from the past	These transactions have been undertaken by the Company from time to time depending on the needs of business.
Estimated Monetary value of such RPTs	Considering the business phenomenon being dynamic and the nature of industry / business in which the Company operates, the Company expects the level of transactions with Kennametal Inc. and Kennametal Europe GmbH to be above the materiality threshold as prescribed under the Listing Regulations. Therefore, the approval of the Members is sought for an aggregate value of transactions for the financial year 2020-21 for Rs. 4880 Million (Kennametal Inc. – Rs. 2220 Million and Kennametal Europe GmbH – Rs. 2660 Million).
Whether the transactions have been approved by the Audit Committee	Yes. The Audit Committee has granted omnibus approval as per the prevailing legal requirements. The proposed RPTs are in accordance with the RPT Policy of the Company.
Any other Information relevant or important for the Members to make a decision on the proposed transactions.	The details of Related Party Transactions are given in Note no. 35 to the Notes to the Financial Statements for the year 2019-20.

The proposed RPTs are in the ordinary and normal course of business and on arm's length basis and play a significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in item No. 6 and 7 of the Notice for the approval of the Members in terms of Regulation 23 of the Listing Regulations.

None of the Directors or Key Managerial Personnel of the Company except Mr. D. Parameswar Reddy and Ms. Colleen Wood Cordova (being representatives of Kennametal Inc. on the Board of the Company) and their relatives may be deemed to be concerned or interested, directly or indirectly, in this Resolution.



The Members' approval is solicited for the resolutions at Item Nos. 6 and 7 of the accompanying Notice as Ordinary Resolutions.

This Explanatory Statement may also be regarded as a disclosure under SEBI (LODR) Regulations, 2015.

By Order of the Board of Directors
For **Kennametal India Limited**

Bengaluru
August 19, 2020

Naveen Chandra P
General Manager - Legal &
Company Secretary (ACS -30057)
Address : 8/9th Mile, Tumkur Road,
Bengaluru – 560073, Karnataka

Annexure A (I & II)

Brief Particulars of Directors seeking appointment / reappointment

I. Ms. Bhavna Bindra

Name of the Director	Ms. Bhavna Bindra
Date of Birth	08/05/1977
Relationship between Directors inter-se	None
Experience	<p>Ms. Bhavna Bindra (DIN: 07314422) was the Managing Director-Materials (Accelerate India Program) at DSM India Private Limited since August 2019 wherein she was responsible for growth of Materials Cluster in the region, including alliances, Mergers & Acquisitions and investments.</p> <p>Prior to joining DSM India Private Limited, Ms. Bhavna Bindra led the Rs. 1300 cr. Distribution Business unit at Cummins India Ltd., where she was charged with providing aftermarket support across India for over half a million Cummins engines powering various applications including Power Generation, Mining, Railways, Defence, etc.</p> <p>Prior to taking this role in 2015, Ms. Bhavna led Cummins India's Automotive business from 2010. Ms. Bhavna has been on the Boards of Valvoline Cummins Private Ltd. and Cummins Sales and Service Private Limited as well as on the Board of Cummins DKSH.</p> <p>Before joining Cummins, Ms. Bhavna worked as a Consultant with The Boston Consulting Group across different industry verticals including Financial Services and Pharmaceuticals. She has also held a leadership position at Boston Analytics, a start-up focusing on Research and Analytics.</p> <p>A strong advocate of workplace Diversity, Ms. Bhavna worked actively to help developing strategies to attract and retain women employees for Cummins entities in India.</p> <p>Ms. Bhavna was recognized as one of India Inc.'s 25 Rising Women Leaders in 2015 by Economic Times. She was also among the "40 Under Forty" Young Leaders list of Economic Times in 2016.</p>
Expertise in specific functional area	Sales, Marketing and Leadership
Qualifications	Certified six sigma green belt, Economics (Honors) from ShriRam College of Commerce, Delhi Post-graduate from IIM Bangalore.
List of Directors in the Listed Entities and Memberships of Committees of the Board in India	Independent Director and a member of Audit Committee and CSR Committee of M/s. Automotive Stampings & Assemblies Limited, a (TACO) Tata Auto Component Company
No. of Shares held in Kennametal India Limited	NIL