



Kennametal India Limited  
(CIN: L27109KA1964PLC001546)  
Regd. Office: 8/9<sup>th</sup> 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 Sixth (56<sup>th</sup>)** Annual General Meeting (“AGM”) of Kennametal India Limited (the “Company”) will be held on **Wednesday, November 10, 2021 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:

- the Audited Standalone Financial Statements of the Company for the financial year ended June 30, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended June 30, 2021 together with the Report of Auditors thereon.
- To appoint Ms. Colleen Wood Cordova (DIN: 07568701), Director, who retires by rotation and being eligible, offers herself for re-appointment.
  - To confirm the interim dividend of ₹ 20/- per Equity Share (200%) on 2,19,78,240 Equity Shares of ₹10/- each already paid for the financial year 2020-21 (year ended June 30, 2021).

### SPECIAL BUSINESS:

#### 4. Appointment of Mr. Franklin Gerardo Cardenas Castro (DIN: 09050884) as a 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 the Board of Directors and pursuant to Articles of Association of the Company, Mr. Franklin Gerardo Cardenas Castro (DIN: 09050884), who was appointed as an Additional Director of the Company by the Board of Directors effective February 5, 2021 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 Section 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 Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Franklin Gerardo Cardenas Castro (DIN: 09050884), who is eligible for appointment, be and is hereby appointed as Non-Executive Non-

Independent Director of the Company and who shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and / or 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 Exchange, 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, 2022, amounting to ₹ 2,00,000/- (Rupees Two Lakhs only) excluding applicable taxes and reimbursement 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 provisions of the Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, 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 which are in the ordinary course of business and on arm's length basis:

₹ in Million

Sl. No.	Nature of Transactions	Estimated Value of Transactions per Annum effective financial year commencing July 1, 2021 - i.e., amount not exceeding for FY22
1	Sales of products / components (receipts)	600.0
2	Cross Charge Revenue	40.0
3	Cross Charge- Debits expenses (Payable)	40.0
4	IT Cross charges (payment)	200.0
5	Professional Services- Expenses	25.0
6	Purchase of components/raw materials (payment)	1,800.0
7	Purchase- Capital Goods	50.0
8	Royalty (payment)	25.0

**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, Switzerland:

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

**"RESOLVED THAT** pursuant to provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, 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, Switzerland which are in the ordinary course of business and on arm's length basis:

₹ in Million

Sl. No.	Nature of Transactions	Estimated Value of Transactions per Annum effective financial year commencing July 1, 2021 - i.e., amount not exceeding for FY22
1	Sales of products / components (receipts)	900.0
2	Purchase of Components/raw materials (payment)	2500.0
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."

#### 8. Approval for payment of Commission to Independent Directors:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and any other applicable provisions of the Companies Act, 2013 ('the Act') including any amendments thereto or re-enactments thereof and Regulation 17(6) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for the payment of Commission, for a period of five years commencing from the Financial Year 2020-21, to the Non-Executive Directors of the Company as may be decided by the Board from time to time, provided that the total Commission payable to the Non-Executive Directors per annum shall not exceed the limit specified under the Act viz. one percent of the net profits of the Company for each year as computed in the manner prescribed under Section 198 of the Act, with authority to the Board to determine the quantum, manner and proportion in which the amount be distributed among individual Independent Directors.

**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."

#### 9. Approval to pay commission, to the Chairman, exceeding fifty percent (50%) of the total commission payable to all Independent Directors :

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

**"RESOLVED THAT** pursuant to Regulation 17(6)(a) and (ca) and other applicable Regulations, if any, of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, approval of Members of the Company be and is hereby accorded for payment of remuneration by way of Commission to Mr. B. Anjani Kumar (DIN: 00022417), Independent Non-Executive Director, exceeding fifty percent (50%) of the total annual Commission payable to all Non-Executive Directors for the Financial Year 2020-21.

**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: 8/9<sup>th</sup> Mile, Tumkur Road,  
Bengaluru – 560073, Karnataka

Bengaluru  
August 18, 2021

## NOTES

1. In view of disruptions caused by COVID-19 pandemic, the Ministry of Corporate Affairs (MCA) has, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020 and General Circular No. 02/2021 dated January 13, 2021 (collectively "**MCA Circulars**"), permitted Companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means till December 31, 2020, subject to compliance with various conditions mentioned therein.. Similarly, SEBI vide Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 granted certain relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2020. Further, SEBI vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 (collectively "**SEBI Circulars**") extended the relaxations pertaining to dispatch of hard copies of Annual Reports and Proxy Forms to listed entities who conduct their AGM through electronic mode till December 31, 2021. In compliance with the MCA Circulars, SEBI Circulars and applicable provisions of the Companies Act, 2013 ('the Act') and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations, 2015"), the 56<sup>th</sup> AGM of your Company is being convened and conducted through VC.
2. The Company has facilitated the Members to participate in the 56<sup>th</sup> 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 a first-come-first-served basis.
3. As per MCA Circulars, members attending the 56<sup>th</sup> AGM through VC will be reckoned for the purpose of quorum as per Section 103 of the Act.
4. For exercising the votes by the Members by electronic means, the Company has provided the facility of remote e-voting as well as e-voting during the AGM. The procedure for using the remote e-voting facility as well as e-voting during the AGM is given in the subsequent paragraphs.
5. Members joining the AGM through VC shall be permitted to exercise their right to vote using the e-voting facility at the AGM, provided they have not cast their votes using remote e-voting facility. The Members who have already cast their votes prior to AGM using the remote e-voting facility may also join the AGM through VC; but shall not be entitled to cast their votes again at the AGM.
6. As per 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 such proxy need not be a Member of the Company. Since 56<sup>th</sup> AGM is being held through VC as per MCA Circulars and SEBI Circulars, physical attendance of the Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the 56<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this notice. Similarly, as this AGM is being held through VC, the route map is not annexed to this notice.
7. Corporate Members may authorize their representatives for casting the votes using remote e-voting facility or for participation and

voting in the AGM using VC. Institutional Investors are encouraged to attend and vote at the AGM through VC.

8. In line with MCA Circulars and SEBI Circulars, the Annual Report for the financial year 2020-21 along with Notice of 56<sup>th</sup> AGM of the Company inter-alia indicating the process and manner of e-voting are being sent only by electronic mode to those Members whose email IDs are registered with the Company/Depository Participant(s) for communication.

Members may note that the aforesaid documents may also be downloaded from the Company's website under the Investor Relations Section at [www.kennametal.com/kennametalindia](http://www.kennametal.com/kennametalindia) or from the website of BSE Limited at [www.bseindia.com](http://www.bseindia.com).

In line with MCA Circulars, the Company has enabled a process for the limited purpose of receiving the AGM Notice and Annual Report (including remote e-voting instructions) electronically. Members may get their email registered with the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited by clicking the link <https://www.integratedindia.in/EmailUpdation.aspx> and following the registration process as guided thereafter. Post successful registration of the email, the Member would get soft copy of the notice and the procedure for e-voting along with the User ID and the Password to enable e-voting for this Meeting.

9. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained as per the Act will be available for electronic inspection by the Members during 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., November 10, 2021. Members seeking to inspect such documents may send an email to [in.investorrelation@kennametal.com](mailto:in.investorrelation@kennametal.com).
10. Members seeking clarifications / information on the Annual Report are requested to send an email to [in.investorrelation@kennametal.com](mailto:in.investorrelation@kennametal.com) on or before October 31, 2021. This would enable the Company to compile the information and provide replies at the Meeting.
11. The Register of Members and the Share Transfer books of the Company will remain closed from November 4, 2021 to November 10, 2021 (Both days inclusive).
12. An interim dividend of ₹ 20/- per Equity Share of ₹ 10/- each (200% on the paid-up capital of the Company) was declared by the Board at its meeting held on May 12, 2021 for the financial year ended June 30, 2021 and May 25, 2021 was fixed as Record Date for the said purpose. The said interim dividend was paid on June 8, 2021.
13. As per Section 124 of the Act, the amount of Dividend remaining unpaid or unclaimed within 30 days from the date of declaration shall be transferred to 'unpaid dividend account' of the Company. Amount transferred to 'unpaid dividend account', which remains unpaid or unclaimed for a period of seven years from the date of transfer, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Similarly, all the Shares in respect of which Dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF.

14. In line with the provisions of Section 124 of the Act, Members who have not so far encashed the Dividend warrant(s) for any of the Dividends declared earlier, are requested to make their claims to the Company immediately. Please note that in respect of unclaimed dividend amount and the Shares transferred to IEPF, Shareholders may claim the Dividend and corresponding Shares transferred to IEPF including all benefits accruing on such Shares, if any, from IEPF authorities after following the procedure prescribed in the Act and Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.
15. The Shares of the Company are compulsorily traded in dematerialized form as per the directions of the Stock Exchange. Accordingly, Members who have not opted for dematerialization of Shares are once again reminded to take steps to dematerialize their holdings. Further, the Members may note that as per SEBI (Listing Obligations and Disclosure Requirements) Regulations (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, except in case of transmission or transposition of securities, no transfer of securities shall be processed unless the securities are held in the dematerialized form. Accordingly, Shareholders holding Equity Shares in physical form are urged to get their Shares dematerialized so that they will be able to transfer them freely and participate in corporate actions.
16. Members holding the shares in physical form are requested to communicate the changes, if any, in their addresses, bank account details and other necessary details to the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, No.30, 'Ramana Residency', 4th Cross, Sampige Road, Malleswaram, Bengaluru- 560 003. Members holding the shares in dematerialized form are requested to communicate such changes to the concerned Depository Participant.
17. Members who are yet to register their e-mail address/Mobile No. are requested to register the same with the Depository through their Depository Participants in respect of shares held in dematerialized form. Members holding the Shares in physical form may register their e-mail address/Mobile No. by writing to the Company's Registrar and Share Transfer Agent.
18. Non-resident Indian Shareholders are requested to immediately inform the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, about the following matters: -
  - (a) the change in residential status on return to India for permanent settlement, and
  - (b) the particulars of the NRE account with a bank in India, if not furnished earlier.
19. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding Shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding Shares in physical form may submit their PAN details to the Company's Registrar and Share Transfer Agents or the Company.
20. Members holding Shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH-13, as prescribed by the Government may be obtained from the Registrar and Share Transfer Agent or the Secretarial Department of the Company at its Registered Office.
21. Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business at the Meeting, is annexed hereto.
22. Procedure for e-voting and joining AGM through VC:
 

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the 56<sup>th</sup> 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 agency. The facility to cast the votes by the Members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

**The voting period begins on November 7, 2021 (09:00 AM) and ends on November 9, 2021 (05:00 PM). During this period, Members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date ('Record date') of November 3, 2021 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.**

**The Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively, the "Depositories") as on September 30, 2021.**

To increase the efficiency of the e-voting process, SEBI, vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, intended to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders should be permitted to cast their votes without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

As required by this Circular, Individual Shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Hence, Members are advised to update their mobile numbers and email ids in their respective demat accounts to access e-voting facility.

The detailed e-voting procedure is as under:

  - (a) Pursuant to above said SEBI Circular, login procedure for e-voting and joining virtual Meetings for Individual Shareholders holding securities in demat mode is given below:



Shareholder Type	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible Companies where the e-voting is in progress as per the information provided by Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting the vote during the remote e-voting period or joining virtual Meeting &amp; voting during the Meeting. Additionally, there will be links provided to access the system of all e-voting service providers i.e., CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>4) Alternatively, the user may directly access e-voting page by providing demat Account Number and PAN from e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered mobile &amp; email as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1) Users who have already registered for NSDL IDeAS facility, may visit the e-Services website of NSDL i.e., <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On clicking on the 'Beneficial Owner' icon under 'Login' under 'IDeAS' section, a new screen will open. After successful authentication using the User ID and Password, user will be able to see e-voting services. Click on 'Access to e-Voting' under e-voting services will lead to e-voting page. Click on Company name or e-voting service provider name will redirect to e-voting service provider website for casting the vote during the remote e-voting period or joining virtual Meeting &amp; voting during the Meeting.</li> <li>2) If the user has not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select 'Register</li> </ol>

	<p>Online for IDeAS' portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3) Alternatively, the user may visit the e-voting website of NSDL i.e., <a href="https://www.evoting.nsdl.com">https://www.evoting.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon 'Login' which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on Company name or e-Voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual Meeting &amp; voting during the Meeting.</p>
Individual Shareholders holding securities in demat mode login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-Voting service provider name will redirect to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual Meeting & voting during the Meeting.

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

For any technical issues related to login through Depository i.e., CDSL and NSDL, individual Shareholders holding securities in demat mode may access the helpdesk as under:

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

(b) The instructions for remote e-voting for Members (other than individual Shareholders holding Shares in Demat form) & physical Shareholders are as under:

- (i) The Members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on "Shareholders" module.
- (iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

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

(v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any Company, then your existing password is to be used.

(vi) If you are a first-time user, follow the steps given below :

	<b>For Shareholders holding Shares in demat Form (other than Individual Shareholders) and in Physical Form</b>
PAN	<ul style="list-style-type: none"> <li>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat Shareholders as well as physical Shareholders).</li> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details or Date of Birth (DOB)	<ul style="list-style-type: none"> <li>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.</li> <li>If both the details are not recorded with the depository or the Company please enter the Member id / folio number in the Dividend Bank details field as mentioned in instruction (iii) above.</li> </ul>

(c) After entering these details appropriately, click on "SUBMIT" tab.

(d) Members holding Shares in physical form will then directly reach the Company selection screen. However, Members 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 account 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.

(e) For Members holding Shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(f) Click on the EVSN relevant to 'Kennametal India Limited' on which you choose to vote.

(g) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" is available 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.

(h) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(i) After selecting the resolution, if 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.

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

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

(l) 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' and enter the details as prompted by the system.

#### **Instructions for Members attending the AGM through VC are as under:**

(i) Members will be provided with a facility to attend the AGM through VC through the CDSL e-voting system. Members may access the same at [www.evotingindia.com](http://www.evotingindia.com) under Shareholders/Members login by using the remote e-voting credentials. The link for VC will be available in shareholder/members login where the EVSN of Company will be displayed.

(ii) The Members can join the AGM through VC mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC 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 served basis.

(iii) System requirements for best VC experience:

Though any internet enabled device i.e., Laptop, Desktop, Smartphone or a Tablet may be used to join the Meeting, Members are encouraged to join the AGM through Laptop/Tablet for better experience. Laptop with at least Core2duo processor, 1GB RAM, good quality multimedia kit and latest version of Internet Browser are preferred. Members are requested to download the Cisco WebEx meeting tool in advance and enable the camera during the AGM.

Members connecting from Mobile Devices, Tablets or Laptop connected via Mobile Hotspot might experience Audio/Video loss due to fluctuations in their respective networks. To mitigate any such glitches, it is recommended to use stable Wi-Fi or LAN connection(without proxy & firewall) with a speed of 2 Mbps or more.

- (iv) Members who would like to ask questions or express their views at the AGM may register themselves as a speaker by sending a mail with their name, demat account number/folio number, email id, mobile number to [in.investorrelation@kennametal.com](mailto:in.investorrelation@kennametal.com) on or before October 31, 2021. The Company reserves the right to limit the number of members asking the questions depending on the time availability at the AGM.
- (v) Only those Shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting.

**Instructions for Members for e-voting during the AGM are as under:**

- (i) The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- (ii) Only those Members, who are present in the AGM through VC facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- (iii) If any votes are cast by the members through e-voting available during the AGM and if those Members have not participated in the meeting through VC facility, then the votes cast by such members shall be considered invalid as the facility of e-voting during the meeting is available only to the members attending the meeting.
- (iv) Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote again at the AGM.

**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](http://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](mailto: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](mailto: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 at [vijaykt@vjkt.in](mailto:vijaykt@vjkt.in) and to the Company at the email address viz. [in.investorrelation@kennametal.com](mailto: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.

**Other instructions:**

- (i) The voting rights of shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on the cut-off date of November 3, 2021.
- (ii) The Board of Directors has appointed Mr. Vijayakrishna K T (Membership No. FCS 1788), Practising Company Secretary, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iii) The Scrutinizer shall after the conclusion of voting at the General Meeting, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 2 working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The result declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, CDSL and RTA and will also be displayed on the Company's website, [www.kennametal.com/kennametalindia](http://www.kennametal.com/kennametalindia).

Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the AGM Notice and holding shares as of the cut-off date i.e., November 3, 2021 may obtain the login ID and password by sending a request to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or by contacting the RTA, Integrated Registry Management Services Private Limited, No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru-560 003 [Telephone +91-80-23460815-818, Fax: +91-80-23460819 and email [irg@integratedindia.in](mailto:irg@integratedindia.in)].

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, 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](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

23. Brief resume and other information in respect of Director seeking appointment /re-appointment at the AGM as required under Regulation 36 of SEBI (LODR) 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.4:

#### **Appointment of Mr. Franklin Gerardo Cardenas Castro (DIN: 09050884) as a Director of the Company:**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 5, 2021 appointed Mr. Franklin Gerardo Cardenas Castro (DIN: 09050884) as an Additional Director, as per section 161 of the Act, with effect from February 5, 2021 who shall hold office upto the date of the ensuing Annual General Meeting ("AGM").

Pursuant to the provisions of Section 161 of the Act, 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 Mr. Franklin Gerardo Cardenas Castro (DIN: 09050884) as a Director of the Company. The brief resume in relation to his experience, functional expertise is set out in **Annexure 'A'** to this Notice. The Board considers that his continued association as Director will be beneficial to, and in the interest of, the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

Except Mr. Franklin Gerardo Cardenas Castro, 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. 5:

#### **Ratification of remuneration to Cost Auditors:**

The Board of Directors of the Company at its Meeting held on August 18, 2021 on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs. K. S. Kamalakara & Co., Cost Auditors, Bengaluru (FRN: No:0000296), to conduct the audit of the cost records of the Company for the financial year ending June 30, 2022 and have in this regard approved payment of ₹ 2,00,000 (Indian Rupees Two Lakhs Only) (excluding applicable taxes and re-imbursement of out of pocket expenses) as cost audit fees for FY 22. In terms of the provisions of Section 148(3) of the Act 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 2022 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 Nos. 6 & 7:

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

As a part of its ongoing and in the ordinary course of business, the Company purchases/sells raw materials, hard metal products, avails/renders services from/to Kennametal Inc. and Kennametal Europe GmbH, at arm's length basis. For the Financial Year 2021-22 ("on-going transaction") the Audit Committee has reviewed and approved the transactions as mentioned in the resolutions set out under Item Nos. 6 & 7 of the Notice dated August 18, 2021.

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

An analysis of all the Related Party Transactions ("RPT") entered into/by the Company during Financial Year 2021 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 have been in the ordinary course of business and were/will be at Arm's length basis.

In addition to that the value of estimated RPTs approved for Financial Year 2022 are revised due to growth in the business activities along with inclusion of other transactions. (as mentioned in the resolutions set out under Item Nos. 6&7 of the Notice).

The Board of Directors at its Meeting held on August 18, 2021, reviewed the actual value of transactions for Financial Year 2021 and estimated value of the transactions on annual basis effective Financial Year 2022 in detail, for recommending the same to the Shareholders of the Company for their approval.

As per Regulation 23(1) of 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 consolidated 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 resolutions 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 item Nos. (6) & (7).

Particulars	Information
Description of the Related parties	Kennametal Inc. and Kennametal Europe GmbH
Nature of relationship	Kennametal Inc. - Ultimate Holding Company Kennametal Europe GmbH – Enterprise holding, directly or indirectly, substantial interest in Meturit A.G., the Holding Company
Period for which the shareholders' approval is sought	July 1, 2021 to June 30, 2022
Nature and Particulars of transactions with Kennametal Inc. USA, Kennametal Europe GmbH and other members of the Kennametal Group ("RPTs")	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 SEBI (LODR) Regulations, 2015. Therefore, the approval of the Members is sought for an aggregate value of transactions for the financial year 2021-22 for ₹ 6190 million (Kennametal Inc. : ₹ 2780 million, Kennametal Europe GmbH : ₹ 3410 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. 37 & 40 in the standalone and consolidated Financial Statements respectively for the year 2020-21.

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 Resolutions set forth in item Nos. 6 and 7 of the Notice for the approval of the Members in terms of Regulation 23 of the SEBI (LODR) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested, directly or indirectly, in this resolution. However, it may be noted that Mr. Franklin Gerardo Cardenas Castro, Mr. D. Parameswar Reddy and Ms. Colleen Wood Cordova are the Nominees of Kennametal Inc. on the Board of the Company.

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.

#### Item No. 8:

#### Approval for payment of Commission to Independent Directors:

The Members had earlier approved the payment of commission to Independent Directors of the Company for a period of 5 years, of a sum not exceeding one percent per annum of the net profits of the Company, calculated in accordance with the provisions of the Companies Act, 2013.

The current competitive business environment, stringent accounting standards coupled with high levels of compliances and corporate governance norms require considerably enhanced levels of involvement of the Directors in the decision making process. The responsibility of the Directors has become more onerous and the Directors are required to give more time and attention to the business of the Company. It is therefore proposed to continue the payment of commission to the Independent Directors of the Company. The Board of Directors will determine each year, the specific amount to be paid as commission to the Independent Directors which shall not exceed one percent of the net profits of the Company for that year, as computed in the manner referred to in Section 198 of the Companies Act, 2013.

In view of the above, the Members' approval is being sought pursuant to Sections 197, 198 and other applicable provisions of the Companies Act, 2013, if any, and SEBI (LODR) Regulations, 2015 for the payment of commission to the Independent Directors of the Company for a period of five years commencing from FY 2020-21. The payment of commission would be in addition to the sitting fees payable for attending Meetings of the Board and Committees thereof.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

The Independent Directors of the Company are interested in the Resolution set out at Item No. 8 of the accompanying Notice, since it relates to their respective commission. None of the other Directors and

Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the said resolution.

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

#### Item No. 9:

#### **Approval to pay commission, to the Chairman, exceeding fifty percent (50%) of the total commission payable to all Independent Directors :**

In terms of the approval already accorded by the Shareholders earlier, Independent Directors of the Company are paid commission based on the criteria approved by the Board, which includes Chairmanship of the Board / Committees of the Board, individual responsibilities and additional contribution to the Company. The Non-Executive Directors (other than Independent Directors) are not entitled to any remuneration.

While all the Independent Directors are entitled to uniform commission, Chairman of the Board and Chairman of the Audit Committee are entitled to additional commission on account of their duties, responsibilities and obligations which they carry. The non-interested Directors to the proposal have approved said payment of commission subject to the approval of the Shareholders.

Mr. B. Anjani Kumar, the Chairman of the Board and the Audit Committee, who is an Independent Director, has no connections with the promoters or other Board members of the management group of your Company. The additional commission to the Chairman (commission more than what is paid to other Independent Directors) is purely on account of the roles, responsibilities and obligations that the position carries and is not individual specific. In the past, all earlier Chairmen were entitled to commissions, based on same parameters. Payment of commission based on these well-defined parameters will not affect the independence of Mr. B. Anjani Kumar.

As per Regulation 17 (6) (a) and (ca) of SEBI (LODR) Regulations, 2015 if the annual remuneration payable to single Non-Executive Director exceeds fifty percent (50%) of the total annual remuneration payable to all the Non-Executive Directors, the same shall require approval of Shareholders by way of a Special Resolution. In compliance with the said Regulations, the Board of Directors have recommended the Special Resolution set out at Item No. 9 of the Notice for approval by the Members by way of Special Resolution.

Mr. B. Anjani Kumar is concerned or interested in the Resolution set out at item no. 9 of the Notice. None of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the 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 18, 2021

#### **Annexure A**

Brief Particulars of Director seeking appointment/re-appointment:

##### **1. Mr. Franklin Gerardo Cardenas Castro**

Name of the Director	Mr. Franklin Gerardo Cardenas Castro
Date of Birth	May 20, 1968
Relationship between Directors inter-se	None
Experience	<p>Mr. Franklin Gerardo Cardenas Castro was appointed in Kennametal India Limited ('KIL') as non-Executive Director on February 5, 2021.</p> <p>Mr. Castro is currently Vice President of Kennametal Inc., Ultimate Holding Company of KIL and President of the Infrastructure segment.</p> <p>Mr. Castro has global responsibility for the Infrastructure segment of Kennametal group entities and is accountable for advancing the business strategy, driving operational excellence and delivering profitable growth in the advanced materials, earth cutting tools, engineered components, additive manufacturing and ceramics businesses within the segment.</p> <p>Mr. Castro spent nearly 25 years with Donaldson Company, Inc., starting with the company in Mexico in 1995. He has deep global experience having held various business and general management roles, with responsibility for commercial and operations, during his time with the company. He held management positions</p>