



Kennametal India Limited
(CIN: L27109KA1964PLC001546)
Regd. Office: 8/9th Mile, Tumkur Road, Bengaluru - 560 073
Phone No.: +91 80 43281 444/215 Fax: +91 80 43281 137
E-mail: in.investorrelation@kennametal.com
Website: www.kennametal.com/kennametalindia

NOTICE TO MEMBERS

NOTICE is hereby given that the **Fifty Seventh (57th)** Annual General Meeting (“**AGM**”) of Kennametal India Limited (the “**Company**”) will be held on Friday, November 11, 2022 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, 2022, 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, 2022 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.
 3. To confirm the interim dividend of ₹24/- per Equity Share (240%) on 2,19,78,240 Equity Shares of ₹10/- each already paid for the financial year 2021-22 (year ended June 30, 2022).
 4. To appoint Messrs Price Waterhouse & Co. Bangalore LLP, Chartered Accountants (Firm Registration No. 304026E / E-300009), as Statutory Auditors of the company for a period of 5 (five) years and to fix their remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the corresponding Rules, and pursuant to the recommendations made by the Audit Committee and of the Board of Directors of the Company, Messrs Price Waterhouse & Co. Bangalore LLP, Chartered Accountants, (Firm Registration No. 304026E / E-300009) who have offered themselves for appointment and have confirmed their eligibility under the relevant provisions of Chapter X of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, be and are hereby appointed as Statutory Auditors of the Company who shall hold office until the conclusion of Sixty Second Annual General Meeting of the Company to be held in the year 2027 at a remuneration to be decided by the Board of Directors of the Company as may be recommended by the Audit Committee in consultation with the Auditors.

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 forms with the Registrar of Companies and comply with other formalities, if any, as may be required pursuant to the provisions of the Companies Act, 2013 or such other Regulations.”

SPECIAL BUSINESS:

5. To ratify 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, 2023, amounting to ₹ 2,10,000/- (Rupees Two Lakhs and Ten Thousand 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 forms with the Registrar of Companies and comply with other formalities, if any, as may be required pursuant to the provisions of the Companies Act, 2013 or such other Regulations.”

6. To approve the payment of commission, to the Chairman, exceeding fifty percent (50%) of the total commission payable to all other 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 and Chairman, exceeding fifty percent (50%) of the total annual Commission payable to all Non-Executive Directors for the Financial Year 2021-22.

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 12, 2022

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, General Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively “**MCA Circulars**”), permitted Companies to conduct Annual General Meeting (AGM) through video conferencing or other audio visual means till December 31, 2022, 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 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. Further, SEBI vide Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 (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, 2022. 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 57th AGM of your Company is being convened and conducted through VC.
2. The Company has facilitated the Members to participate in the 57th AGM through VC facility provided by Central Depository Services Limited (“**CDSL**”). The instructions for participation by Members are given in the subsequent paragraphs. 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 atleast 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 first come first served basis.

3. As per MCA Circulars, members attending the 57th 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 57th 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 57th 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 also 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 2021-22 along with Notice of 57th 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 <https://www.kennametal.com/in/en/about-us/kil-financials.html> or from the website of BSE Limited at 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/EmailUpdate.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 11, 2022. Members seeking to inspect such documents may send an email to in.investorrelation@kennametal.com.

Further, pursuant to the provisions of Section 136 of the Act, the Company will make available the financial statements of the Company and its subsidiary company upon a request by any Member of the Company. These financial statements of the Company and the subsidiary company will also be available for inspection to the Members through electronic mode. The Members desiring financial statements of the Company, Consolidated financial statements along with other relevant documents and the financial statements of the subsidiary company, may send their request in writing to the Company at in.investorrelation@kennametal.com and the same would also be available on the Company's website URL: <https://www.kennametal.com/in/en/about-us/kil-financials/financial-results.html>

10. Members seeking clarifications / information on the Annual Report are requested to send an email to in.investorrelation@kennametal.com on or before October 31, 2022. 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 5, 2022 to November 11, 2022 (Both days inclusive).
12. An interim dividend of ₹24/- per equity share of ₹10/- each (240% on the paid-up capital of the Company) was declared by the Board at its meeting held on May 11, 2022 for the financial year ended June 30, 2022 and May 25, 2022 was fixed as Record Date for the said purpose. The said interim dividend was paid on June 08, 2022.
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. Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business at the Meeting, is annexed hereto.

21. The Company urges the members to support its commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, irg@integratedindia.in, to receive copies of the Annual Report 2021-22 in electronic mode. Members may follow the process detailed below for registration of email ID to obtain the report and update of bank account details for the receipt of dividend.

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Integrated Registry Management Services Private Limited either by email to irg@integratedindia.in or by post to No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560003.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of duplicate certificates and other service request for shares held in physical form	Form ISR-4
	The forms for updating the above details are available at the Company's website at https://www.kennametal.com/in/en/about-us/kil-financials/investor-corner.html	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

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 57th 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 8, 2022 (09:00 AM) and ends on November 10, 2022 (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 4, 2022 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

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, 2022.

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 INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

A. Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Pursuant to **SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242** dated 09.12.2020, under Regulation 44 of SEBI (LODR) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided 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 would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 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 https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also 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. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	<ol style="list-style-type: none"> 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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 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 & 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 abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

B. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below :

For Physical shareholders and other than individual shareholders holding shares in Demat	
PAN	<ul style="list-style-type: none"> 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 sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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.

- (i) After entering these details appropriately, click on "SUBMIT" tab.
- (ii) 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant 'Kennametal India Limited' on which you choose to vote.
- (v) 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.

- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) 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.
- (xi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend the meeting will be available

where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.

3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 on or before October 31, 2022 mentioning their name, demat account number/folio number, email id, mobile number at in.investorrelation@kennametal.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before October 31, 2022 mentioning their name, demat account number/folio number, email id, mobile number at in.investorrelation@kennametal.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. 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.
10. 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 may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:

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 update your email id & mobile no. with your respective **Depository Participant (DP)**.

3. **For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.**

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 4, 2022.
- (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 AGM, 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

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 4, 2022 may obtain the login ID and password by sending a request to 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 id: irg@integratedindia.in].

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. 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 toll free no. 1800 22 55 33.

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.

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 12, 2022

Explanatory Statement as required under Section 102 of the Companies Act, 2013 read with Rules made thereunder and pursuant to the SEBI (LODR) Regulations, 2015

Item No. 4:

Appointment of Messrs Price Waterhouse & Co. Bangalore LLP, Chartered Accountants (Firm Registration No. 304026E / E-300009), as Statutory Auditors for a period of 5 (five) years and to fix their remuneration:

Based on the recommendation of the Audit Committee, the Board has recommended the appointment of Messrs Price Waterhouse & Co. Chartered Accountants LLP (Firm Registration No. 304026E / E-300009) (PWC) as Statutory Auditors of the Company for a term of 5 years from the FY 2022-23 for the approval of the Shareholders at this 57th Annual General Meeting ('AGM') of the Company, in place of existing Statutory Auditors, Messrs Walker Chandio & Co. LLP, Chartered Accountants, whose term shall expire at the conclusion of this 57th AGM of the Company.

Details with respect to change in Statutory Auditors of the Company:

Sl. No.	Particulars	Details
1	Reason for change	Appointment of Messrs Price Waterhouse & Co. Chartered Accountants LLP as Statutory Auditors is pursuant to conclusion of the term of Messrs Walker Chandio & Co. LLP as per the provisions of the Companies Act, 2013.
2	Date of appointment and term of appointment	November 11, 2022 For a period of 5 years commencing from the conclusion of this 57th AGM.
3	Brief Profile	Price Waterhouse & Co. (a Partnership firm) has been converted to a Limited Liability Partnership (LLP), effective July 7, 2014 with the name Price Waterhouse & Co. Chartered Accountants LLP (Firm Registration No. 304026E / E-300009). The Firm has significant experience in serving some of the largest and most respected companies and business houses in India. The registered and head offices of Messrs Price Waterhouse & Co. Chartered Accountants LLP Auditors is situated at Plot No. 56 & 57, Block DN, Sector-V, Salt Lake, Kolkata – 700 091.

The proposed remuneration to be paid to PWC for the financial year ending June 30, 2023, is ₹ 3.55 million plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company may also obtain certifications from the statutory auditors under various statutory regulations and certifications as may be required by banks, statutory authorities and others, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee.

There is no material change to the proposed Audit Fee by the incoming Auditors as compared to the existing Statutory Auditor's fee.

The Board of Directors and the Audit Committee shall approve revisions to the remuneration of the Statutory Auditors for the remaining part of the tenure.

The Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

Considering the evaluation of the experience and expertise of PWC and based on the recommendation of the Audit Committee, it is proposed to appoint PWC as the Statutory Auditors of the Company for a term of five consecutive years commencing from the conclusion of this 57th AGM.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in passing the proposed Resolution.

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

Item No. 5:

Ratification of remuneration to Cost Auditors:

The Board of Directors of the Company at its Meeting held on August 12, 2022 based 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, 2023 and has in this regard approved payment of ₹ 2,10,000 (Indian Rupees Two Lakhs Ten Thousands Only) (excluding applicable taxes and re-imbursement of out of pocket expenses) as cost audit fees for FY 23. 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 2023 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: 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 at the annual general meeting held on November 10, 2021, 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 other Directors have approved said payment of commission subject to the approval of the Shareholders.

Mr. B. Anjani Kumar, 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 has recommended the Special

Resolution set out at Item No. 6 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. 6 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 12, 2022

Annexure A

Brief Particulars of Director seeking re-appointment:

Name of the Director	Mr. Devi Parameswar Reddy
DIN	03450016
Designation	Non-Executive Director
Date of Birth (Age)	June 01, 1978 (44 years)
Relationship between Directors inter-se	None
Experience	<p>With Kennametal Inc: over 6 years.</p> <p>With Kennametal India Limited: over 13 years.</p> <p>Mr. Parameswar Reddy has over 21 years of rich experience in the fields of Finance and Accounting in India and overseas.</p> <p>Mr. Parameswar Reddy is currently working as Director Finance for Asia Pacific Region of Kennametal Inc.</p> <p>Prior to his elevation Mr. Reddy served as Chief Financial Officer of the Company from April 2014 to February 2016.</p> <p>Mr. Reddy also has previously worked with organizations such as ABB, where he served as Business Unit Controller immediately before joining Kennametal.</p>
Expertise in specific functional area	Financial Management, Accounting, Costing, Pricing, MIS, Taxation, Budgetary Systems, Internal controls, Indian/US GAAP, SOX and all other related commercial aspects of the business in an ERP environment (SAP).
Qualifications	Member of the Institute of Chartered Accountants of India (ACA) and Member of the Institute of Cost and Management Accountants of India (ACMA).
List of Directorships in other Public Companies (excluding Foreign, Private and Section 8 Companies) (except KIL) and Memberships of Committees of the Board in India (includes only Audit Committee and Stakeholders Relationship Committee)	None
List of other Public Companies in India from which from which he has resigned in the past three years	N.A.
No. of Shares held in Kennametal India Limited	Nil



No. of Board Meetings attended during the financial year 2021-22 as a Director.	3 (Three)
Terms and conditions of Appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013

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 12, 2022