



Kennametal India Limited  
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## NOTICE TO MEMBERS

**NOTICE** is hereby given that the **Fifty Eighth (58<sup>th</sup>)** Annual General Meeting (“**AGM**”) of Kennametal India Limited (the “**Company**”) will be held on Friday, November 10, 2023 at 11:00 AM at the Hotel Taj Yeshwantpur, 2275, Tumkur Road, Yeshwantpur Industrial Area, Phase 1, Yeshwantpur, Bengaluru, Karnataka 560022 to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider, approve, and adopt the audited financial statements of the Company for the financial year ended June 30, 2023, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Mr. Franklin Gerardo Cardenas Castro (DIN: 09050884), Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 2022-23 (year ended June 30, 2023).

### SPECIAL BUSINESS:

4. **TO APPOINT MS. KELLY GOLDEN LYNCH (DIN: 10270042) AS A NON - EXECUTIVE AND NON - INDEPENDENT DIRECTOR OF THE COMPANY:**

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

“**RESOLVED THAT** based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors and pursuant to Articles of Association of the Company, Ms. Kelly Golden Lynch (DIN: 10270042), who was appointed as an Additional Director of the Company by the Board of Directors effective August 11, 2023 and who holds office up to the date of three months from the date of her appointment by the Board or the date of the next General Meeting, whichever is earlier, 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 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, Ms. Kelly Golden Lynch (DIN: 10270042), who is eligible for appointment, be and is hereby appointed as Non - Executive Non - Independent Director of the Company 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 necessary 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. **TO RATIFY REMUNERATION PAYABLE TO MESSRS. K. S. KAMALAKARA & CO, BENGALURU, COST AUDITORS OF THE COMPANY:**

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 on August 11, 2023 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, 2024, amounting to ₹ 3,00,000/- (Rupees Three 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 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 2022-23.

**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 30, 2023

## NOTES

1. A Statement setting out material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the "Act") in respect of special businesses set out at Item Nos. 4 to 6 of the Notice is annexed hereto. Further, details of Directors whose re-appointment/appointment is/are proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, respectively and Secretarial Standards on General Meeting (SS-2) is also appended hereto.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from **Saturday, November 04, 2023 to Friday, November 10, 2023** (both days inclusive) for the purpose of the Annual General Meeting (AGM).
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy provided that such person shall not act as proxy for any other person or member. A Proxy Form is annexed to this notice.

If a Proxy is appointed for more than fifty Members, he/she shall choose any fifty Members and confirm the same to the Company before the commencement of period specified for inspection of proxy lodged. In case the Proxy fails to do so, the Company shall consider only the first fifty proxies received as valid.

**THE PROXY FORM SHOULD BE LODGED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE SCHEDULED TIME OF COMMENCEMENT OF THE MEETING.**

**IN CASE OF JOINT HOLDERS ATTENDING THE MEETING, ONLY SUCH JOINT HOLDER WHOSE NAMES APPEAR AS THE FIRST HOLDER IN THE REGISTER OF MEMBERS WILL BE ENTITLED TO VOTE.**

4. Members / Proxies / Representatives are requested to bring the attendance slip, annexed herewith for attending the meeting, duly completed and signed mentioning therein details of their DP ID and Client ID / Folio No.

Members are requested to bring their copies of the annual report to the AGM.

5. Electronic copy of the Notice of the 58<sup>th</sup> Annual General Meeting of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/RTA/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email IDs, physical copies of the Notice of the 58<sup>th</sup> Annual General Meeting along with Annual Report of the Company, *inter alia*, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 58<sup>th</sup> Annual General Meeting and the Annual Report for 2022-23 will also be available on the Company's website page at <https://www.kennametal.com/in/en/about-us/kil-financials/general-meetings---annual-reports.html> for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Bengaluru for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon a request for the same, by post/courier free of cost. For any communication, the Members may also send requests to the Company's investor email id: [in.investorrelation@kennametal.com](mailto:in.investorrelation@kennametal.com)

6. **Please note that except Members / Proxies / Authorised Representatives / Invitees of the Company, no other person shall be allowed to attend the Meeting at the venue. Relatives and acquaintances accompanying Members will not be permitted to attend the Meeting at the venue.**
7. 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 inspection by the Members during the AGM. All the documents referred to in the Notice will also be available for 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, 2023. Members seeking to inspect such documents may send an email to [in.investorrelation@kennametal.com](mailto:in.investorrelation@kennametal.com)
8. 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, 2023 for the financial year ended June 30, 2023 and May 25, 2023 was fixed as Record Date for the said purpose. The said interim dividend was paid on June 07, 2023.
9. 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, 2023 mentioning their name, demat account number/folio number, email id, mobile number at [in.investorrelation@kennametal.com](mailto: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, 2023 mentioning their name, demat account number/folio number, email id, mobile number at [in.investorrelation@kennametal.com](mailto:in.investorrelation@kennametal.com). These queries will be replied to by the company suitably by email.

10. 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.
11. 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.
12. Since this AGM is held physically, Route Map showing the location of and directions to reach the venue of the 58<sup>th</sup> AGM is attached to this Notice.
13. 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, 2023. This would enable the Company to compile the information and provide replies at the Meeting.
14. 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.
15. 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.
16. 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.

17. 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.
18. Members holding physical shares may kindly note that if they have any dispute against the Company or the registrar & share transfer agent (RTA) on delay or default in processing the request, they may file for arbitration with the stock exchanges in accordance with SEBI circular dated May 30, 2022.
19. SEBI, vide its circular nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021, SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 and SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, has mandated Members holding shares in physical form to submit PAN, nomination, contact details, bank account details and specimen signature in specified forms. Members may access <https://www.kennametal.com/in/en/about-us/kil-financials/investor-corner.html> for Form ISR-1 to register PAN/email id/bank details/other KYC details, Form ISR-2 to update signature and Form ISR-3 for declaration to opt out. Members may make service requests by submitting a duly filled and signed Form ISR-4 & ISR-5, the format of which is available on the Company's website and on the website of the Company's Registrar and Transfer Agent.

In case a holder of physical securities fails to furnish PAN, nomination, contact details, bank account details and specimen signature by October 1, 2023, the RTA will be obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the Registrar/the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and/or the Prevention of Money Laundering Act, 2002.

In compliance with SEBI guidelines, the Company had sent communication intimating about the submission of above details to all the Members holding shares in physical form.

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 Depository Participants (DP), and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, [irg@integratedindia.in](mailto:irg@integratedindia.in), to receive copies of the Annual Report 2022-23 in electronic mode. Members may follow the process

detailed below for availing investor services, 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 <a href="mailto:irg@integratedindia.in">irg@integratedindia.in</a> 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
Demat	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
Demat	Form ISR-4
	The forms for updating the above details are available at the Company's website at <a href="https://www.kennametal.com/in/en/about-us/kil-financials/investor-corner.html">https://www.kennametal.com/in/en/about-us/kil-financials/investor-corner.html</a>
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. Remote E-Voting through electronic mode:

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 58<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, 2023 (9:00 AM) and ends on November 9, 2023 (5:00 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, 2023 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, 2023.**

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 resolutions as set out in this Notice are being conducted through e-voting. The said resolutions will not be decided by show of hands at the AGM. The members can opt for only one mode of voting i.e., either by remote e-voting or by electronic ballot at the meeting. The members who have cast their vote by remote e-voting are eligible to attend the AGM but shall not be entitled to cast their vote again. In case of any unforeseen technical failure or eventuality resulting into non - functionality of the electronic voting system at the meeting, members would be provided the ballot paper for casting their vote at the meeting.

The facility for voting through electronic voting system shall be made available at the AGM and the members (including proxies) attending the meeting who have not cast their vote by remote E voting shall be able to exercise the right to vote at the AGM.

## THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

### CDSL e-Voting System – For Remote e-voting

#### 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 <b>CDSL Depository</b>	<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/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or visit <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 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. 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.</li> <li>3) If the user is not registered for Easi / Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> 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 evoting 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 <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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</li> </ol>

	<p>service provider website for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> <li>2) If the user is 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 Online for IDeAS" "Portal or click" at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <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 held 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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can 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. Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) Login method for Remote e-Voting 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](http://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](http://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"> <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>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.</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 company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

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

- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

**(xiii) 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](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 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 and to the Company at the email address viz: [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.

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

- 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**.
- 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 3, 2023.
- (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](http://www.kennametal.com/kennametalindia)

A person who is not a member as on the cut-off date i.e., November 3, 2023, should treat this Notice for information purpose only.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto: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 Future, 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 at toll free no. 1800 22 55 33.

**24. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.**

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 & Annexure - B** to this notice.

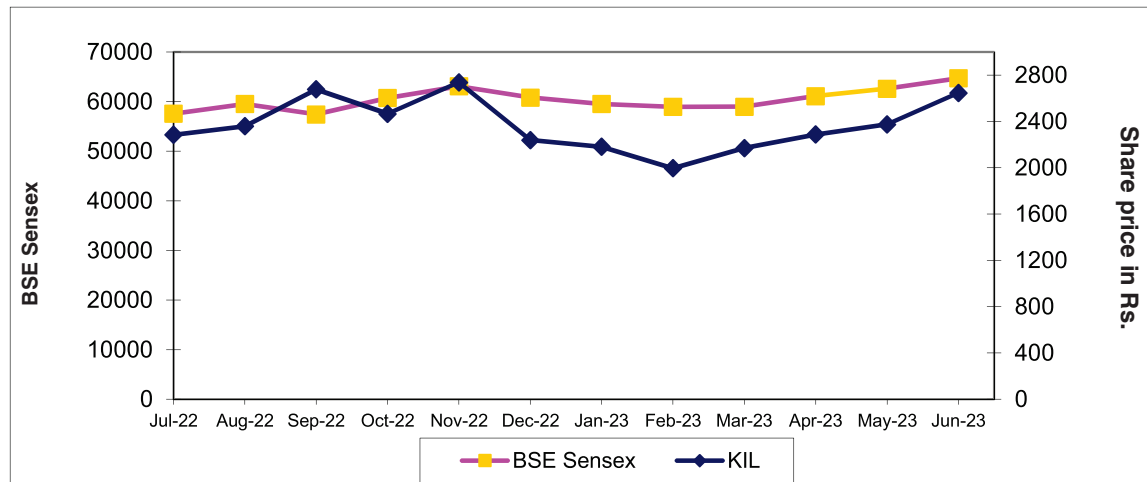
**25. Notes to the businesses to be transacted at the AGM is appended hereunder:**

**Company overview an on June 30, 2023 share price information :**

**Share Price Information :**

Share Price (INR)	52 Weeks High (INR)	52 Weeks Low (INR)	Market Cap (INR in millions)	No. of shareholders
2,647.10	2888.30	1814.45	58178.60	12,767

**Stock Price Trend – Share Price Performance in comparison with BSE Sensex:**



\*Based on BSE Sensex (close) / share price (close) on the last trading day of the month.

**Number of subsidiaries, Joint Ventures, Associate as on June 30, 2023:**

Subsidiaries	Associates	Joint Ventures
Nil	Nil	Nil

### Financial indicators

(₹ in Million)

Particulars	FY23	FY22	FY21
Total revenue	10771	9907	8,537
Profit before exceptional items and tax	1176	1526	995
Add/less-exceptional items income/(expense)	-	-	(10)
Profit after exceptional items & before tax	1176	1526	985
Less: Tax Expense	299	385	252
Current tax	286	405	253
Deferred tax charge/ (credit)	2	(11)	(1)
Tax adjustment relating to earlier years	11	(9)	-
Profit after tax	877	1141	733
Other comprehensive income for the year, net of tax	(15)	(12)	1
Total comprehensive income for the year	862	1129	734
Earnings per share - Basic and Diluted	39.91	51.94	33.35

### Cash Flows

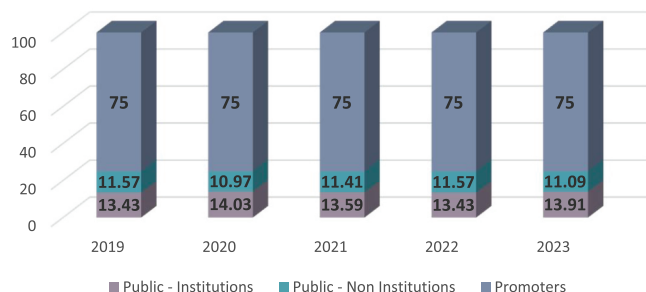
(₹ in Million)

Particulars	FY23	FY22	FY21
Cash flows from operating activities	1158	491	1662
Cash flows from investing activities	(453)	(619)	(247)
Cash flows from financing activities	(447)	(526)	(573)
Net changes	258	(654)	842

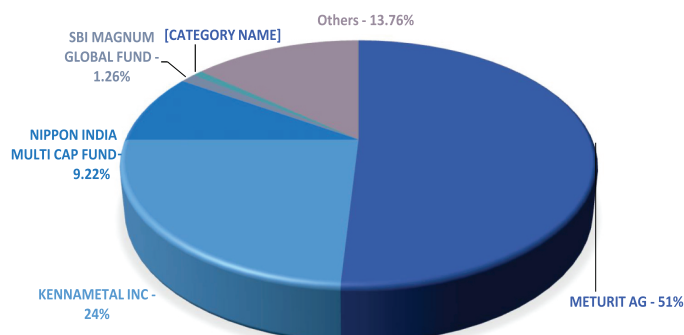
### Ownership Structure

Shareholding Pattern (percentage as of June 30, 2023):

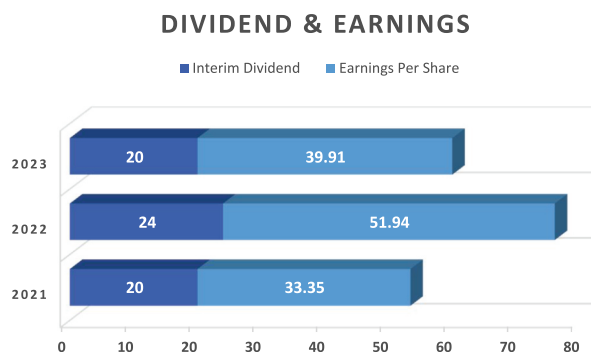
#### Shareholding Pattern %



### Top 5 Shareholders as of June 30, 2023 (Public & Promoters)



Details of Interim Dividend & Earnings Per Share (in ₹) for last three financial years:



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 30, 2023

## 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 Ms. Kelly Golden Lynch (DIN: 10270042) as a Non - Executive and Non - Independent Director of the Company:

In accordance with the global Code of Conduct and the Nomination and Remuneration Policy of the Company, the Nomination and Remuneration Committee ("NRC") is focused on building diversity in the Board from not only gender perspective but also pooling in the right expertise to support sustainable growth of the Company. In this connection, the NRC has identified the combination of expertise required on the Board so as to build diverse Board. Further, the NRC has deemed it necessary to have an expert from the finance field. In accordance with rigorous process for identification of right talent on the Board, the members of the NRC along with other Directors interviewed Ms. Kelly Golden Lynch before considering her recommendation to the NRC for approval. Accordingly, the NRC having deliberated the proposal at length recommended its proposal to the Board for approval.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 11, 2023 has appointed Ms. Kelly Golden Lynch (DIN: 10270042) as an Additional Director (categorized as Non-Executive and Non-Independent), as per Section 161 of the Act, with effect from August 11, 2023 and who shall hold office upto the date of three months from the date of her appointment by the Board or approval of the Members at the General Meeting, whichever is earlier.

Ms. Lynch is liable to retire by rotation and is not entitled for sitting fees for attending the Meetings of the Board of Directors or Committees thereof and / or any commission. The brief resume in relation to her experience, functional expertise is set out in **Annexure - B** to this Notice.

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

Except Ms. Kelly Golden Lynch, 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.

#### Board structure after considering Ms. Kelly Lynch's appointment:

A bird's eye view of the Board structure is depicted hereunder:

Board Size	No. of Independent Directors (IDs)	Executive Director	Non-Executive Directors	% of Independent Directors on the Board
7#	3*	1 ^	3	43%

# Includes 3 women Directors.

\* Includes Independent Chairman and an Independent Woman Director.

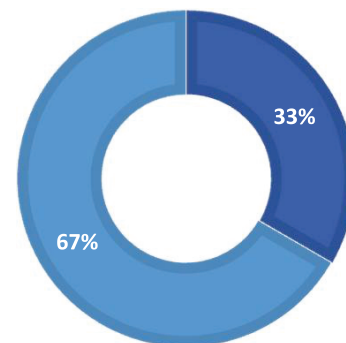
^ Managing Director.

Name	Mr. B. Anjani Kumar	Mr. Vinayak K Deshpande	Ms. Bhavna Bindra	Mr. Franklin Gerardo Cardenas Castro	Mr. Vijay krishnan Venkatesan	Ms. Kelly Marie Boyer	Ms. Kelly Golden Lynch
Age	71	66	46	55	49	64	53
Male / Female	M	M	F	M	M	F	F
Tenure of office as at August 11, 2023	8.7 years*	8.7 years*	3.5 years	2.4 years	2.8 years	1.2 years	-

\*Appointed as an Independent Director of the Company effective November 04, 2014.

### GENDER COMPOSITION ON BOARD

■ Women Directors ■ Male Directors



**Key Board Qualifications:**

Key Board Qualifications	Board of Directors as at August 11, 2023						
Area of Expertise	Anjani Kumar	Vinayak Kashinath Deshpande	Bhavna Bindra	Franklin Cardenas	Vijaykrishnan Venkatesan	Kelly Boyer	Kelly Lynch

**REGULATORY MATTERS:**

Financial Expert as per SEBI (LODR) Regulations, 2015	✓	-	-	-	-	✓	✓
Independent Director as per sec 149 of companies act, 2013 and SEBI (LODR) Regulations, 2015	✓	✓	✓	-	-	-	-

**EXPERIENCE / SKILLS:**

CEO Experience	-	✓	✓	✓	✓	-	-
Corporate Finance (public Company)	✓	-	-	-	-	✓	✓
Corporate Governance / Corporate Responsibility	✓	✓	✓	✓	✓	✓	✓
Current or Recent Executive Experience	-	✓	✓	✓	✓	✓	-
Diversity	-	✓	✓	✓	✓	-	-
Environmental / Health / Safety	✓	✓	✓	✓	✓	✓	✓
Government / Military	-	✓	-	-	✓	-	-
Industry / Manufacturing Knowledge	✓	✓	✓	✓	✓	✓	✓
International	✓	-	✓	✓	✓	✓	✓
Legal – Transactions	✓	-	-	-	-	✓	-
Operations / Production	-	✓	✓	✓	✓	-	-
Public Company Board Experience	✓	✓	✓	-	✓	-	-
Risk Management	✓	✓	✓	✓	✓	✓	✓
Sales & Marketing	-	✓	✓	✓	✓	-	-
Strategic Planning	✓	✓	✓	✓	✓	✓	✓
Technology / Engineering	-	✓	-	-	✓	-	-

**Item No. 5:**
**To ratify remuneration payable to Messrs. K. S. Kamalakara & Co, Bengaluru, Cost Auditors of the company:**

The Board of Directors of the Company at its Meeting held on August 11, 2023 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, 2024 and has in this regard approved payment of ₹ 3,00,000 (Indian Rupees Three Lakhs Only) (excluding applicable taxes and re-imbursement of out of pocket expenses) as cost audit fees for FY 24. Further, out of the total turnover of the Company for FY23 viz., ₹ 10,771 million, only 59.66% viz., ₹ 6,427 million was subject to cost audit.

**A bird's eye view of the remuneration to the Cost Auditors is depicted hereunder:**

(Cost Audit Fee ₹ in million)

