



Ref:Sec/Sto/2017/10/04

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001

October 10, 2017

Dear Sirs,

Subject : Notice of the 52nd Annual General Meeting
Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure
Requirements) Regulations, 2015

Ref: [Scrip Code: 505890] - Kennametal India Limited

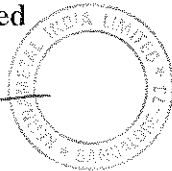
Please find attached the Notice of the 52nd Annual General Meeting of Kennametal India Limited to be held on Tuesday, November 7, 2017 at 12.30 PM at the Registered Office of the Company.

Kindly take the same on record and oblige.

Thanking You,

Yours faithfully,
For **Kennametal India Limited**


Thulsidass T V
Company Secretary & Compliance Officer



Encl: as above



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

NOTICE TO MEMBERS

NOTICE is hereby given that the Fifty Second (52nd) Annual General Meeting of Kennametal India Limited will be held on Tuesday, November 07, 2017 at 12.30 P.M. at the Registered Office of the Company at 8/9 Mile, Tumkur Road, Bengaluru – 560 073, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as at June 30, 2017 and the Independent Auditor's Report thereon and the report of the Board of Directors.
2. To appoint a Director in place of Mr. David Lee (DIN: 07175442), who retires by rotation and being eligible, offers himself for re-appointment.
3. To confirm the interim dividend of ₹ 2/- per Equity Share (20%) on 21,978,240 Equity Shares of ₹ 10/- each already paid for the Financial Year 2016-17 (year ended June 30, 2017).
4. To appoint Messrs Walker Chandiook & Co LLP, bearing Firm Registration No. 001076N/N500013, as Statutory Auditors of the Company from the conclusion of this 52nd Annual General Meeting up to the conclusion of the 57th Annual General Meeting of the Company and to fix their remuneration.

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

“Resolved that pursuant to Section 139 (1) read with Section 141 and Rule 4 of Chapter X of the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013, Messrs Walker Chandiook & Co LLP, 5th Floor, No. 65/2, Bagmane Tridib, Block “A”, Bagmane Tech Park, C V Raman Nagar, Bengaluru 560093, bearing Firm Registration No. 001076N/N500013, be and are hereby appointed as the Statutory Auditor of the Company to hold office from the conclusion of this 52nd Annual General Meeting till the conclusion of 57th Annual General Meeting of the Company subject to ratification by the shareholders at every Annual General Meeting, at a remuneration as may be decided by the Board of Directors as may be recommended by the Audit Committee in consultation with the Auditors.

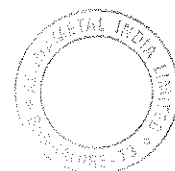
Resolved further that the Board of Directors of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds and matters as may be considered or deemed fit in this regard, including filing of necessary e-forms / returns, if any with the Stock Exchange and Registrar of Companies, Karnataka.”

SPECIAL BUSINESS:

5. Appointment of Mr. Alexander Broetz (DIN: 07568713) as a Director of the Company:

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

“Resolved that Mr. Alexander Broetz (DIN: 07568713) who was appointed as a Director of the Company with effect from August 09, 2016, in the casual vacancy caused by the resignation of Mr. John H. Jacko Jr. (DIN: 06945511) and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”



6. Appointment of Ms. Colleen Wood Cordova (DIN:07568701) as a Director of the Company:

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

“Resolved that Ms. Colleen Wood Cordova (DIN: 07568701) who was appointed as a Director of the Company with effect from August 09, 2016 in the casual vacancy caused by the resignation of Ms. Michelle R. Keating (DIN: 06721693) and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

7. Ratification of remuneration of 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 there under, the remuneration payable to Messrs K. S. Kamalakara & Co., Cost Auditors, Bengaluru (Firm Registration No:0000296), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending June 30, 2018, amounting to ₹ 2,00,000 (Rupees Two Lakhs only) and also the payment of taxes/GST as applicable and re-imbursalment of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

8. Alteration of Memorandum of Association of the Company:

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

“Resolved that pursuant to the provisions of Section 13 read with the Companies (Incorporation) Rules, 2014 (the Rules) and other applicable provisions/ rules, if any, of the Companies Act, 2013, or subject to such modification and re-enactment thereof and any other applicable provisions, if any, consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company in order to align with the new format and induct the necessary provisions of the Companies Act, 2013 by covering the Regulations contained in Table A of Schedule I to the Companies Act, 2013 in the following manner:

- a) By replacing numbering format ‘I’, ‘II’, ‘III’, ‘IV’, ‘V’ and ‘VI’ with ‘1st’, ‘2nd’, ‘3rd’, ‘4th’, ‘5th’ and ‘6th’ respectively to represent the various main clauses in the Memorandum of Association.
- b) By deleting the existing Clause III (c).
- c) By deleting the existing Clause IV and by substituting the following new Clause 4 thereof as hereunder:
4th The Liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

Resolved further that Mr. Bhagya Chandra Rao, Managing Director and / or Mr. Suresh Reddy, CFO and / or Mr. Thulsidass TV, Company Secretary of the Company be and are hereby severally authorized to make necessary filings with the Registrar of Companies, Karnataka and to take necessary action in this regard.”

9. Alteration of Articles of Association of the Company:

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

Resolved that pursuant to provisions of Section 14 read with Companies (Incorporation) Rules, 2014 (the rules) and other applicable provisions/ rules, if any, of the Companies Act, 2013, or subject to such modification and re-enactment thereof and enabling provisions in Articles of Association of the Company and any other applicable provisions, if any, consent of the members of the Company be and is hereby accorded to alter the Articles of Association of the Company in order to align with the new format and induct the necessary provisions of the Companies Act, 2013 by covering the Regulations contained in Table F of Schedule I to the Companies Act, 2013 in the following manner:



***ARTICLES OF ASSOCIATION
OF
KENNAMETAL INDIA LIMITED
(PUBLIC COMPANY LIMITED BY SHARES)
INCORPORATED UNDER THE COMPANIES ACT, 1956 AS AMENDED UNDER THE
COMPANIES ACT, 2013**

PRELIMINARY

(I) In these Articles:

"The Act" and reference to any Section or provision thereof respectively means and includes the Companies Act, 2013 and any statutory modification or re-enactment thereof for the time being in force and reference to the Section or provisions of the Act or such statutory modification.

"Affiliate" in respect of any Company, means any legal entity which, controls or is controlled by that Company, or is controlled by the same individual or entity which controls that Company. For the purposes of this definition, any entity is controlled by another entity or individual where that entity or individual owns, directly or indirectly, more than fifty percent of the shares entitled to a vote at General Meetings of the Shareholders or has the power to cause the election of a majority of the Board of Directors of the first entity.

"Article" or "these Articles" means the Articles set out here in.

"Auditors" means and includes those persons appointed as such for the time being by the Company.

"Board" or "Board of Directors" means the Board of Directors and the Directors collectively or a Meeting of the Directors duly called and constituted or, as the case may be, the Directors assembled at the Board or the Directors of the Company collectively.

"Capital" means the share capital for the time being raised or authorized to be raised for the purpose of the Company.

"Chairman" means the Chairman of the General Meetings and Board as referred to, in these Articles.

"The Company" or "the Corporation" means **KENNAMETAL INDIA LIMITED**.

"Director" means a Director appointed to the Board of the Company.

"Managing Director" means the Managing Director or Managing Directors of the Company for the time being.

"Dividend" includes any interim dividend.

"General Meeting" means the Annual General Meeting and Extra Ordinary General Meeting of the Company, as the case may be, as defined by the relevant provisions of the Act.

"Member" means a duly registered holder of Shares from time to time and includes the subscribers to the Memorandum of the Company and beneficial owners as defined in the Depositories Act, 1996.

"Ordinary Resolution" and "Special Resolution" shall have the meanings assigned thereto respectively under the Act.

"Month" means Calendar Month.

"Office" means the registered office for the time being of the Company.





"Paid up" includes credited as paid-up.

"Person" includes corporations as well as individuals.

"Proxy" includes Attorney duly constituted under a Power of Attorney.

"The Registrar" means the Registrar of Companies of the state in which the registered office of the Company is situated for the time being.

The word "Debenture" includes Debenture-Stock.

"Seal" means the Common Seal for the time being of the Company.

"Shareholder" means any person(s) who is a holder of any class of Shares.

"Shares" and "Shares in the Company" mean all classes of Shares in the Capital of the Company or any class thereof, as the case may be and includes any and all the rights conferred on a person by the ownership of such shares.

"Year" means the calendar year, and "Financial Year" shall have the meaning assigned thereto by Section 2(41) of the Act.

Words importing the masculine gender also include the feminine gender.

Words importing the singular number include, where the context admits or requires, the plural number and vice versa.

"In writing" and "written" include printing or lithography or any other modes of representing or reproducing words in visible form.

- (2) Unless the context otherwise requires, words or expressions contained in these Articles of Association shall bear the same meaning as in the Act, or any statutory modification thereof in force on the date on which these Articles become binding on the Company.

1. APPLICATION OF TABLE 'F'

For the matters not provided herein, the provisions contained in Table 'F' shall apply to the Company.

2. PUBLIC COMPANY

The Company is a Public Company within the meaning of Section 2(71) of the Act, and accordingly:

- (i) Does not restrict the right to transfer its shares;
- (ii) Does not limit the number of its members to be two hundred;
- (iii) Does not prohibit any invitation to the public to subscribe for any securities of the Company.

3. SHARE CAPITAL

- (1) The Authorized Share Capital of the Company shall be such amount as stated in the Company's Memorandum from time to time, with such rights, privileges and conditions attaching thereto as may be determined by the Company in General Meeting, and if no direction be given, as the Directors may determine.
- (2) The Shares of the Company shall be under the Control of the Board, subject to the provisions of the Act and Articles contained herein. The Board may issue, allot, or otherwise dispose off Shares in such manner as it may deem proper subject to the Act and such other applicable laws.



4. ALTERATION OF SHARE CAPITAL

- I. The Company may, from time to time, by Ordinary Resolution increase the Share Capital by such sum, to be divided into Shares of such amount, as may be specified in the Resolution.
- II. Subject to the provisions of Section 61, the Company may, by Ordinary Resolution:
 - a. consolidate and divide all or any of its Share Capital into Shares of larger amount than its existing Shares;
 - b. convert all or any of its fully paid-up Shares into Stock, and reconvert that Stock into fully Paid-up Shares of any denomination;
 - c. sub-divide its existing Shares or any of them into Shares of smaller amount than is fixed by the memorandum;
 - d. cancel any Shares which, at the date of the passing of the Resolution, have not been taken or agreed to be taken by any person.
- III. Where Shares are converted into Stock:
 - e. the holders of Stock may transfer the same or any part thereof in the same manner as, and subject to the same regulations under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit: Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose.
 - f. the holders of Stock shall, according to the amount of Stock held by them, have the same rights, privileges and advantages as regards dividends, voting at Meetings of the Company, and other matters, as if they held the Shares from which the Stock arose; but no such privilege or advantage (except participation in the dividends and profits of the company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in Shares, have conferred that privilege or advantage.
 - g. such of the regulations of the Company as are applicable to Paid-up Shares shall apply to Stock and the words Shares and Shareholders in those regulations shall include Stocks and Stock-holders respectively.
- IV. The Company may, by Special Resolution, reduce in any manner and with, and subject to, any incident authorized and consent required by law:
 - a) its Share Capital;
 - b) any Capital Redemption Reserve Account; or
 - c) any Share Premium Account.

5. TRANSFER OF SHARES

The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any Share held in material form. Nothing contained in these Articles shall apply to transfer of securities held in Depository.

6. TRANSMISSION OF SHARES

- (1) On the death of sole member, his nominee(s), if any, shall be the only person(s) recognised by the Company as having any title to his interest in the Shares to the exclusion of succession laws applicable to the deceased member.
- (2) Every member shall deliver to the Company a nomination in accordance with and subject to the Rules made by the Board.
- (3) In case, the nomination is not made as provided above, it shall be deemed that a nomination has been made by the deceased member himself, in the following order of precedence:
 - a. a spouse, if any;
 - b. child or children, if any, jointly;

EXPLANATION: This includes both unmarried and married children of both sexes.





7. NOMINATION

Equity holders of Shares/Debentures may nominate a person to whom its Shares in, or the debentures of the Company, shall vest, in accordance with the provisions contained in the Act.

8. SHARES IN ELECTRONIC FORM

(A). Definition:

'Depository' shall mean a Depository as defined under clause (e) of sub section (1) of Section 2 of the Depositories Act, 1996.

'Beneficial Owner' shall mean the beneficial owner as defined in clause (a) of sub section (1) of Section 2 of the Depositories Act, 1996.

'Shareholder' or 'Member' means the duly registered holder of the Shares from time to time and includes the subscribers to the Memorandum of Association of the Company and the beneficial owner(s) as defined in clause (a) of sub Section (1) of Section 2 of the Depositories Act, 1996.

'SEBI Board' means the Securities and Exchange Board of India.

'Bye-laws' means bye-laws made by a Depository under Section 26 of the Depositories Act, 1996:

'Depositories Act' means the Depositories Act, 1996 including any statutory modifications or re-enactment thereof for the time being in force.

'Record' includes the records maintained in the form of books or stored in a computer or in such other form as may be determined by the Regulations.

'Regulations' means the regulations made by the SEBI.

'Security' means shares, debentures and such other security as may be specified by the SEBI from time to time.

(B). Dematerialization of securities

Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialize its securities in dematerialized form, pursuant to the Depositories Act and the rules framed there under as follows:

5(e) 'The shares in the capital shall be numbered progressively according to their several denominations, provided however, that the provisions relating to progressive numbering shall not apply to the shares of the Company which are dematerialized in future or issued in future in dematerialized form'.

5(f) 'The Company shall be entitled to dematerialize its existing shares, rematerialize its shares held in the Depositories and/or to offer its fresh shares, debentures and other securities, in a in a dematerialized form pursuant to the Depositories Act, 1996 and the rules framed there under, if any'.

(C). Option to receive security certificates or hold securities with Depository

(1) Every person subscribing to the securities offered by the Company shall have the option to receive the security certificates or hold securities with a depository.

(2) Where a person opts to hold a security with a Depository, the company shall intimate such depository the details of allotment of the security, and on receipt of such information the Depository shall enter in its record the name of the allottee as the beneficial owner of the security.



(D). Securities in depositories to be in fungible form

- (1) All securities held by a Depository shall be dematerialized and shall be in fungible form.
- (2) Nothing contained in Section 89 of the Act shall apply to a Depository in respect of the securities held by it on behalf of the beneficial owners.
- (3) In case of transfer or transmission of shares or other marketable securities where the Company has not issued any certificates and where such shares or securities are being held in any electronic and fungible form, the provisions of the Depositories Act, 1996, shall apply".

(E). Rights of Depositors and Beneficial Owners

- (1) Notwithstanding anything to the contrary contained in the Articles or in any other law for the time being in force, a Depository shall be deemed to be registered owner for the purpose of effecting transfer of ownership of security on behalf of a beneficial owner.
- (2) Save as otherwise provided in Article (1) above, the Depository as a registered owner shall not have any voting rights or any other rights in respect of securities held by it.
- (3) Every person holding securities of the Company and whose name is entered as beneficial owner in the records of the Depository shall be deemed to be the member of the Company. The beneficial owner shall be entitled to all the rights and benefits and be subjected to all the liabilities in respect of his securities held by a Depository.
- (4) Nothing contained in the foregoing Article shall apply to transfer of security effected by the transferor and the transferee both of whom are entered as Beneficial Owners in the records of Depository.

(F). Depository to furnish information

Every Depository shall furnish to the Company information about the transfer of securities in the name of the beneficial owners at such intervals and in such manner as may be specified by the bye-laws and the Company in this behalf.

(G). Option to opt out in respect of any such security

- (1) If a beneficial owner seeks to opt out of a Depository in respect of any security, he shall inform the Depository accordingly.
- (2) The Depository shall on receipt of such information make appropriate entries in its records and shall inform the Company.
- (3) The Company shall, within (30) days of the receipt of intimation from a Depository and fulfilment of such conditions and on payment of such fees as may be specified by the Regulations, issue the certificate of securities to the beneficial owner or the transferee, as the case may be.

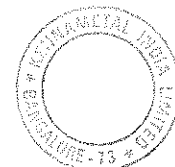
(H). Section 56 of the Act not to apply

Notwithstanding anything to the contrary contained in the Articles:

- (1) Nothing contained in Section 56 of the Act shall apply to a transferor and the transferee both of whom are entered as beneficial owners in the records of a Depository.

(I). Registers and Index of beneficial owners

- (1) The Register and index of beneficial owners maintained by a Depository under Section 11 of the Depositories Act shall be deemed to be the Register and index of members for the purposes of the Act and these Articles.
- (2) Except as ordered by a court of competent jurisdiction or by Law required, the Company shall be entitled to treat the person whose name appears on the Register of members as the holder of any share or whose name appears as the beneficial owner of shares in the records of the Depository, as the absolute owner thereof and accordingly shall not be bound to recognize any benami, trust, or equity and equitable contingent or other claim to or interest in such share on the part of any other person, whether or not it shall have express or implied notice thereof.



- (3) The Company shall keep a Register and index of Members in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of Shares held in material and dematerialized forms in any media as may be permitted by Law including in any form of electronic media. The Company shall be entitled to keep in any State or Country outside India, a branch Register of members resident in that State or Country.
- (4) The Company shall keep a Register of Transfers and shall have recorded therein fairly and distinctly particulars of every transfer or transmission of any share held in material form. The transferor shall be deemed to remain the holder of the Shares until the name of the transferee is entered on the Register of Members in respect thereof.

9. DIVIDEND

1. DIVISION OF PROFITS

The profits of the Company, subject to any special rights relating thereto created or authorised to be created by these Articles shall be divisible among the members in proportion to the amount of capital paid-up or credited as paid-up on the Shares held by them respectively.

2. THE COMPANY IN GENERAL MEETING MAY DECLARE A DIVIDEND

The Company in General Meeting may declare dividends to be paid to members according to their respective rights, but no dividends shall exceed the amount recommended by the Board, but the Company in General Meeting may declare a smaller dividend.

3. DIVIDENDS ONLY TO BE PAID OUT OF PROFITS

No dividend shall be declared or paid otherwise than out of profits of the financial year arrived at after providing for depreciation in accordance with the provisions of Section 123 of the Act or out of the profit of the Company and remaining undistributed or out of both, provided that;

- (a) If the Company has not provided for depreciation for any previous financial year or years, it shall, before declaring or paying a dividend for any financial year, provide for such depreciation out of the profits of the financial year or out of the profits of any other previous financial year or years;
- (b) If the Company has incurred any loss in any previous financial year or years, the amounts of the loss or an amount which is equal to the amount provided for depreciation for that year or those years whichever is less, shall be set off against the profits of the Company for the year for which the dividend is proposed to be declared or paid or against the profits of the Company for any previous financial year or years arrived at in both case after providing for depreciation in accordance with the provisions of Section 123 of the Act or against both.

4. INTERIM DIVIDEND

The Board may subject to provisions of the Act, from time to time, pay to the members, such interim dividend as in its judgement the position of the Company justifies.

5. CAPITAL PAID UP IN ADVANCE AT INTEREST NOT TO EARN DIVIDEND

Where capital is paid in advance of call, such capital may carry interest but shall not in respect thereof confer a right to dividend or participate in profits or voting rights.

6. DIVIDEND IN PROPORTION TO AMOUNT PAID-UP

All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the Shares during any portion or portions of the period in respect of which the dividend is paid; but if any share is issued on terms providing that it shall rank for dividend accordingly.

7. RETENTION OF DIVIDENDS UNTIL COMPLETION OF TRANSFER

The Board may retain the dividends payable upon Shares in respect of which any person is entitled to transfer, until such person shall become a member, in respect of such shares or shall duly transfer the same.

8. DIVIDEND ETC., TO JOINT HOLDERS

Any one of several persons who are registered as the Joint-Holders of any share may give effectual receipts for all dividends or bonus or other moneys payable in respect of such Shares.

9. NO MEMBER TO RECEIVE DIVIDEND WHILE INDEBTED TO THE COMPANY AND COMPANY'S RIGHT OF REIMBURSEMENT THEREOF

No member shall be entitled to receive payment of any interest or dividend in respect of his Share or Shares, while any money may be due or owing from him to the Company in respect of such Share or Shares, or otherwise, however, either alone or jointly with any other person or persons and the Board may deduct from the interest or dividend payable to any member all sums of the money so due from him to the Company.

10. TRANSFER OF SHARES MUST BE REGISTERED

A transfer of Shares shall not pass the right to any dividend declared thereon before the registration of the transfer.

11. DIVIDEND HOW REMITTED

Unless otherwise directed, any dividend may be paid by Cheque or warrant or by a pay slip or receipt having the force of a cheque or warrant sent through the post to the registered address of the member or person entitled or in case of joint holders to that one of them first named in Register in respect of the joint holders. Every such cheque or warrant shall be made payable to the order of the person to whom it is sent. The Company shall not be liable or responsible for any cheque or warrant or pay slip or receipt lost in transmission; or for any dividend lost to the member or person entitled thereto by the forged endorsement of any cheque or warrant or the forged signature of any pay slip or receipt or the fraudulent recovery of the dividend by any other means.

12. UNCLAIMED DIVIDEND

Any amount remains unpaid in the Dividend account as mentioned in the Article '9(14)' and '9(15)' below, may be treated in the manner prescribed under the Act.

13. NO INTEREST ON DIVIDENDS

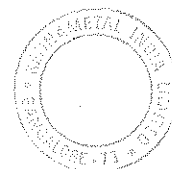
No unpaid dividend shall bear interest as against the Company.

14. TRANSFER TO SPECIAL BANK ACCOUNT

The Company after having declared the dividend must transfer the unpaid or unclaimed dividend, if any, to special account in a Scheduled Bank to be named suitably to represent the Unpaid Dividend Account of KENNAMETAL INDIA LIMITED within 7 days after the expiry of 30 days commencing from the date of declaration of dividend.

15. TRANSFER TO GENERAL REVENUE ACCOUNT

If any dividend remains unpaid or unclaimed for a period of seven years after the amount is transferred to the special bank Account, the amount remaining in the special bank Account will have to be transferred to the General Revenue Account of the Central Government (including such specified accounts), containing the details of the Shareholders who have not been paid the dividend and the amount of dividend unclaimed.



16. DIVIDEND AND CALL TOGETHER

Any General Meeting declaring a dividend may, on the recommendation of the Directors, make a call on the members of such amount as the Meeting fixes, but so that call on each member shall not exceed the dividend payable to him and so that the call be made payable at the same time as the dividend; and the dividend may, if so arranged, between the Company and the member, be set off against the calls.

10. CAPITALIZATION OF RESERVE

- (1) The Company in General Meeting, may upon the recommendation of the Board, resolve:
 - a. That it is desirable to capitalize any part of the amount for the time being standing to the credit of any of the company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution; and
 - b. That such sum be accordingly set free for the distribution in the manner specified in Section (2) amongst the members who have been entitled thereto, if distributed by way of dividend and in the same proportions.
- (2) The sum aforesaid shall not be paid in cash but shall be applied, subject to the provision contained in Section (3), either in or towards:
 - a. Paying up any amounts for the time being unpaid on any Shares held by such members respectively.
 - b. Paying up in full, unissued shares of the company to be allotted and distributed, credited as fully paid up, to and amongst such members in the proportion aforesaid, or
 - c. Partly in the way specified in sub Section (a) and partly in that specified in sub Section.
- (3) A Share Premium Account and a capital redemption reserve account may for the purpose of this regulation, only be applied in the paying up of unissued Shares to be issued to members of the company as fully paid bonus shares.
- (4) The Board shall give effect to the Resolution passed by the Company in pursuance of this article.

11. NUMBER OF DIRECTORS

There shall be a minimum of 3 and maximum of 15 Directors including all kinds of Directors but excluding nominee Directors of the financial institutions.

12. APPOINTMENT AND TENURE OF DIRECTORS

- (1) The number of the Directors and the names of the first Directors shall be determined in writing by the subscribers of the memorandum or a majority of them.
- (2) The Directors shall cease to be Directors in case of death, resignation or removal as per the Act or disqualification or withdrawal of nomination by the nominating authority.
- (3) The Board may appoint additional Directors in accordance with the provisions of Section 161(1) of the Companies Act, 2013 for the benefit of the Company in general, and in particular, when there is no quorum at the Board Meeting, and such Meeting has to be conducted without adjournment.
- (4) The Board may appoint Alternate Directors as and when required subject to the provisions of Section 161(2) of the Act.
- (5) **Nominee Director**
 - (a) Notwithstanding anything contained in sub-article (1) and (2) hereof, financial institutions or banks who have granted long term loans to the Company may appoint Nominee Directors, during the period of their loans remaining unpaid, subject to the provisions of Section 25 of the Industrial Finance Corporation Act, 1948 and Section 27 of the Finance Corporation Act, 1951, as the case may be, or such agreement or arrangement, as has been mutually agreed upon.
 - (b) The Nominee Directors so appointed shall not retire by rotation.
 - (c) The Nominee Directors shall have the same rights and privileges in respect of voting rights at the Board Meetings, payment of sitting fee and reimbursement of travelling expenses in the same manner as admissible to other directors.

13. QUALIFICATION OF DIRECTORS

No Director shall be required to hold qualification Shares.

14. SITTING FEE AND COMMISSION

- (1) The Company may pay sitting fees to any Director for attending the Board, Committee or General Meetings of the Company as may be decided by the Board of Directors from time to time. Subject to the requisite approvals, the Directors may be paid commission on profits also.
- (2) The Directors may however be paid all travelling, hotel and other expenses properly incurred by them:
 - a. In attending and returning from Meetings of the Board or any committee thereof or General Meeting of the Company; or
 - b. In connection with the activities of the Company.

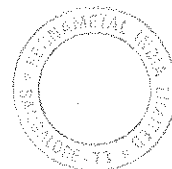
15. APPOINTMENT OF MANAGING/WHOLETIME DIRECTOR

- (1) The Board may appoint one or more of its body to the office of the Managing Director or Whole Time Director by whatsoever designation on such terms and conditions, including remuneration and privileges, as may be thought proper.
- (2) The Board may vest in such appointee(s) such powers and discretion as may be deemed necessary and expedient.
- (3) Notwithstanding anything contained herein, the Board shall have power to revoke such appointments before expiry of their tenure in the best interest of the Company and such revocation shall not be deemed to be removal within the meaning of Section 169 of the Act.

16. POWERS OF THE BOARD

Without prejudice to the general powers conferred on the Board by the Act and the Articles of Association of the Company, the Board shall have the following powers:

- (a) to borrow, with or without security, from any source, without any restrictions as to ceiling, however, subject to the provisions of the Act.
- (b) to make loans or lend money to anyone with security and interest as may be deemed appropriate to achieve the objectives of the Company.
- (c) to invest the funds of the Company in any manner as may be deemed appropriate to achieve the objectives of the Company.
- (d) to give guarantee or provide any security for any amount, with or without consideration.
- (e) to draw, make, accept, negotiate, endorse, discount, assign, execute, issue, buy or sell, promissory notes, bills of exchange, bills of lading and other negotiable instruments.
- (f) to make donations in any form, statutorily required or otherwise for the purpose of contribution to:
 - (1) financial health of the Company or
 - (2) welfare of the members and the employees of the Company (and their families) present or past.
- (g) to remit or give time for the payment, any debt due by a Director, customer or buyer or an employee.
- (h) to write off any bad debts.
- (i) to pay preliminary expenses, including those of any Company promoted by the Company.
- (j) to adopt, execute any or all the pre-incorporation contracts.
- (k) to delegate any or all the powers contained herein to any functional Directors, with an authority for further sub-delegation.
- (l) to purchase any property movable or immovable in India,
- (m) to appoint an attorney(ies) of the Company, with such powers, authorities and discretions (not exceeding those vested in or exercisable by the Board) as may be deemed proper and to revoke such appointments.
- (n) to frame rules where required by the provisions of these Articles.
- (o) Generally to do all deeds and things as the expedience of the business warrants and
- (p) to issue securities, including debentures, whether in or outside India.



17. POWERS OF THE CHAIRMAN

- (1) The Chairman shall preside over every Board Meeting and General Meeting.
- (2) In the event of equality of votes, the Chairman shall have a casting vote, in addition to his own vote as a Director or a member as the case may be.
- (3) The Chairman may adjourn Board Meeting or a General Meeting or a Meeting of any Committee, as he may deem proper, if and when;
 - (a) a quorum is not present within 15 minutes from the time appointed for holding the Meeting;
 - (b) a poll is demanded;
 - (c) a member raises a point of order (strictly confined to incorrect procedure, irrelevancy and unparliamentarily language or transgressing the provisions of Articles of Association of the Company);
- (4) The Chairman may at his discretion close a debate of motion by the member if he is satisfied that such debate serves no useful and constructive purpose.

18. PROCEEDINGS OF THE BOARD

- (1)
 - (i) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its Meetings, as it thinks fit.
 - (ii) A Director may, and the Manager or Secretary on the requisition of a Director shall, at any time, summon a Meeting of the Board.
- (2)
 - (i) Save as otherwise expressly provided in the Act, questions arising at any Meeting of the Board shall be decided by a majority of votes.
 - (ii) In case of an equality of votes, the Chairman of the Board, if any, shall have a second or casting vote.
- (3) The continuing Directors may act notwithstanding any vacancy in the Board; but, if and so long as their number is reduced below the quorum fixed by the Act for a Meeting of the Board, the continuing Directors or Director may act for the purpose of increasing the number of Directors to that fixed for the quorum, or of summoning a General Meeting of the Company, but for no other purpose.
- (4)
 - (i) The Board may elect a Chairman of its Meetings and determine the period for which he is to hold office.
 - (ii) If no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the Meeting, the Directors present may choose one of their number to be Chairman of the Meeting.
- (5)
 - (i) The Board may, subject to the provisions of the Act, delegate any of its powers to Committees consisting of such member or members of its body as it thinks fit.
 - (ii) Any Committee so formed shall, in the exercise of the powers so delegated, conform to any regulations that may be imposed on it by the Board.
- (6)
 - (i) A Committee may elect a Chairman of its Meetings.
 - (ii) If no such Chairman is elected, or if at any Meeting the Chairman is not present within five minutes after the time appointed for holding the Meeting, the members present may choose one of their members to be Chairman of the Meeting.
- (7)
 - (i) A Committee may meet and adjourn as it thinks fit.
 - (ii) Questions arising at any Meeting of a Committee shall be determined by a majority of votes of the members present, and in case of an equality of votes, the Chairman shall have a second or casting vote.
- (8) All acts done in any Meeting of the Board or of a Committee thereof or by any person acting as a Director, shall, notwithstanding that it may be afterwards discovered that there was some defect in the appointment of any one or more of such Directors or of any person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such Director or such person had been duly appointed and was qualified to be a Director.
- (9) Save as otherwise expressly provided in the Act, a resolution in writing, signed by all the members of the Board or of a Committee thereof, for the time being entitled to receive notice of a Meeting of the Board or Committee, shall be valid and effective as if it had been passed at a Meeting of the Board or Committee, duly convened and held.

19. AUTHORITY TO CALL BOARD MEETINGS

- (1) The Board of Directors may meet for the conduct of business, adjourn and otherwise regulate its Meetings, as it thinks fit.
- (2) A Director may, and the Manager or Secretary on the requisition of a Director shall, at any time, summon a Meeting of the Board.

20. MEETINGS

- (1) The Board and General Meetings of the Company can be convened through video conference as per the Act.
- (2) The Company shall adhere to the Secretarial Standards issued from time to time by the Institute of Company Secretaries of India relating to the Board and General Meetings if so directed by the Central Government.

21. QUORUM

- (1) Quorum for the General Meetings shall be as per the provisions of the Act.
- (2) Two Directors or one third of the total number of Directors as on the date whichever is higher shall be the quorum for the Meetings of the Board/Committee.
- (3) If at the adjourned General Meeting a quorum is not present within half-an-hour from the time appointed for holding the Meeting, the members present shall be a quorum.

22. PERIOD OF NOTICE FOR CALLING GENERAL MEETING

- (1) A written notice of not less than 21 (Twenty one) days shall, for every General Meeting, be given to the members to their addresses recorded in the Register of Members or through electronic mode. However the General Meeting may be convened by giving shorter notice with the consent of the Shareholders as per the provisions of the Act.
- (2) The period of notice, provided in the foregoing sub-article, shall include the day of posting and delivery of a notice and the day of holding the Meeting, and the 48 hours time of postal transit.
- (3) A notice, in pursuance of sub-article (1) shall be required to be given for every adjourned Meeting of the Company.

23. CONTENTS OF NOTICE AND PERSONS TO WHOM IT IS TO BE SERVED

- (1) Every notice of a General Meeting shall specify the place, the day, and the time of the Meeting and the agenda of business to be transacted thereat.
- (2) Notice of every General Meeting shall be served on the members of the Company, who are entitled to vote thereat, and the Auditors of the Company, in case of the Annual General Meeting.

24. ACCOUNTS

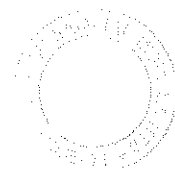
- (1) The Board shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the account and books of the Company or any of them shall be open to the inspection of members (not being Directors).
- (2) No member (not being a Director) shall have any rights of inspection any accounts or books of accounts of the Company except as conferred by the law or authorised by the Board or by the Company in General Meeting.
- (3) The Directors shall in all respects comply with the provisions of Sections 128, 129, 133, 134, 135 and 136 of the Act, and the Statement of Profit and Loss, Balance Sheet and Auditors Report and every other documents required by law to be annexed or attached, as the case may be, to the Balance Sheet shall be sent to every member of the Company at least 21 days before the date of the General Meeting of the Company at which they are to be laid.

25. BUY BACK OF SHARES

The Company may purchase its own securities in accordance with the provisions contained in Sections 68 to 70 of the Act and the rules made there under in pursuance of the guidelines issued by the Central Government.

26. AUDIT

The Auditors of the Company shall be appointed as per the Act.



27. WINDING UP

If the Company shall be wound up and the assets available for distribution among the members as such shall Distribution of assets be insufficient to repay whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid-up or which ought to have been paid-up at the commencement of the winding-up on the shares held by them respectively, And if in a winding up the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up at the commencement of the winding-up, the excess shall be distributed amongst the members in proportion to the capital at the commencement of the winding-up, paid-up or which ought to have been paid up on the shares held by them respectively. But this Article is to be without prejudice to the rights of members registered in respect of shares issued upon special terms and conditions.

28. INDEMNITY

Every Officer, Manager, Director or Agent of the Company, be and is hereby indemnified out of the assets of the Company against any liability incurred by him in discharging his acts bona fide.

29. COMMON SEAL

The Common Seal of the Company shall be affixed to any instrument (if such affixing has been authorised by a resolution of the Board or of a Committee of the Board) in the presence of one Director or the Company Secretary of the Company or such other person duly authorised by the Board, if any, and such Director or the Secretary or the said authorised person shall sign every instrument to which the Common Seal of the Company is so affixed in his presence.

*Altered vide Special Resolution passed at the 52nd Annual General Meeting of the Company on 7th November, 2017.

Resolved further that Mr. Bhagya Chandra Rao, Managing Director and / or Mr. Suresh Reddy, CFO and / or Mr. Thulsidass TV, Company Secretary of the Company be and are hereby severally authorized to make necessary filings with the Registrar of Companies, Karnataka and to take necessary action in this regard."

10. Re-appointment of Mr. Bhagya Chandra Prabhakar Rao (DIN:00211127) as Managing Director 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 Sections 196,197,198,203 of the Companies Act, 2013 and all other applicable provisions (including any statutory modification or re-enactment there of) and rules prescribed there under read with Schedule V of the Companies Act,2013 and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded for the re-appointment and the terms thereof, of Mr. Bhagya Chandra Prabhakar Rao (DIN: 00211127) as the Managing Director of the Company for the period commencing from September 17, 2017 to September 16, 2020."

"Resolved further that pursuant to the provisions of Section 197 and 198 of the Companies Act, 2013, read with Schedule V of the said Act and The Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any, the shareholders of the Company here by approve the revised remuneration of Mr. Bhagya Chandra Rao, Managing Director of the Company as set out in Supplement No. I to the agreement dated November 14, 2016 entered in to, with Mr. Rao on 9th May, 2017, as below:-

Details of the remuneration:

A. Annual Guaranteed Cash:

- i) **Basic Salary:** ₹ 49,16,352 (Rupees Forty Nine Lakhs Sixteen Thousand Three Hundred and Fifty Two only) per annum or ₹ 4,09,696/- (Rupees Four Lakhs Nine Thousand Six Hundred and Ninety Six only) per month with such increases as may be approved by the Board of Directors of the Company from time to time.

- ii) **Housing (HRA):** 50% of Basic Salary i.e. ₹ 24,58,176/- (Rupees Twenty Four Lakhs Fifty Eight Thousand One Hundred and Seventy Six only) per annum or ₹ 2,04,848/- (Rupees Two Lakhs Four Thousand Eight Hundred and Forty Eight only) per month.
- iii) **Special Allowance** of ₹ 48,47,364/- (Rupees Forty Eight Lakhs Forty Seven Thousand Three Hundred and Sixty Four only) per annum or ₹ 4,03,947* (Rupees Four Lakhs Three Thousand Nine Hundred and Forty Seven only) per month.
- iv) **Leave Travel Allowance** (flat allowance) of ₹ 54,000/- (Rupees Fifty Four Thousand only) per annum.
- v) **Medical Allowance** of ₹ 15,000/- (Rupees Fifteen Thousand only) per annum or ₹ 1250/- (Rupees One Thousand Two Hundred and Fifty only) per month.
- B. Performance Payment:** Mr. Rao shall be entitled to the performance payment once per annum, subject to achievement of business targets as per Company's scheme and approval of the Board of Directors of the Company. Target amount will be equivalent to 20% of Annual Guaranteed Cash, up to a maximum of 200% of the targeted amount. (The Annual Guaranteed Cash i.e. the Basic Salary, HRA, Special Allowance, LTA and Medical Allowance amount to ₹ 1,22,90,892/-. The Target Amount at 20% is therefore ₹ 24,58,178/- up to a maximum of ₹ 49,16,356/-). The performance payment is in lieu of any commission that may be payable to Mr. Rao.

C. Other Perquisites :

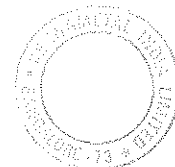
- Leave on full pay and allowances, as per Company's rules.
- Insurance – Coverage to be extended, as per Company's rules.
- Club fees: Monthly subscription fees for any one club not exceeding ₹ 1200/- per month.
- Contribution to Provident Fund at 12% of the salary.
- Gratuity as per Company's Rules.
- Encashment of leave at the end of tenure as per Company's rules.
- Company maintained car with facility for driver.
- Reimbursement of Telephone expenses at actual.
- Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable to senior executives, and as may be permitted by the Company.
- Such Stock Options as may be granted by Kennametal Inc. (the ultimate holding company) as per their Employees Stock Option Policy for senior level employees.

Resolved further that such increase (as specified here in a bove) in the remuneration of the Mr. Bhagya Chandra Rao, Managing Director of the Company will be effective from the date of his re-appointment i.e. September 17, 2017.

Resolved further that the terms and conditions, duties and responsibilities of Mr. Bhagya Chandra Rao's reappointment shall be as set out in the agreement entered on November 14, 2016 between the Company through Mr. B. Anjani Kumar, Director of the Company and Mr. Bhagya Chandra Rao.

Resolved further that in the event of absence or inadequacy of profits in any financial year, the minimum remuneration payable to Mr. Bhagya Chandra Rao shall be the Annual Guaranteed Cash, discretionary performance pay if applicable, and perquisites as stated above, subject to the applicable provisions of the Companies Act, 2013 and the rules made there under or any statutory modification or re-enactment thereof.

Resolved further that the approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to alter and vary the terms and conditions of re-appointment of Mr. Bhagya Chandra Prabhakar Rao, Managing Director including remuneration payable to him in accordance with the provisions of the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Companies Act, 2013 (as amended from time to time to be in consonance with any revised terms and conditions as may be prescribed by the Central Government, if any in the aforesaid Schedule V or the Companies (Appointments and Remuneration of Managerial Personnel) Rules, 2014 or any notification thereto) as the Board of Directors may deem fit and as may be agreed to by Mr. Bhagya Chandra Rao.



Resolved further that any Director or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and matters as may be considered or deemed fit to give effect to this resolution, including filing of e-forms / returns, intimation to be given to any statutory authorities/stock exchanges, if any.”

11. Approval of Material Related Party Transactions with Kennametal Inc., USA for a period of three (3) financial years:

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

“**Resolved that** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any (including any amendment thereto or re-enactment thereof) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), consent of the members be and is hereby accorded in respect of the following material related party transaction(s) by the Company with Kennametal Inc., USA on arm’s length basis over a period of three (3) financial years (from July 1, 2017 to June 30, 2020), for a total value of Rs. 10400 Lakhs during financial year 2017-18 with an increase in each of the subsequent financial years, of 20% of the approved amount for the preceding financial year:

(₹ In Lakhs)

Sl. No.	Nature of Transactions	Estimated value of transactions for the Financial year 2017-18	Estimated value of transactions for the Financial year 2018-19	Estimated value of transactions for the Financial year 2019-20
1.	Purchase of Components/raw materials (payment)	6000	7200	8640
2.	IT Cross charges (payment)	2000	2400	2880
3.	Royalty (payment)	200	240	288
4.	Cross charge –expenses (Payable)	200	240	288
5.	Sales of products/components (receipts)	1800	2160	2592
6.	Cross charge –expenses (Receivable)	200	240	288

Resolved further that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

12. Approval of Material Related Party Transactions with Kennametal Europe GmbH for a period of three (3) financial years:

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

“**Resolved that** pursuant to the provisions of Section 188 of the Companies Act, 2013 and other applicable provisions, if any (including any amendment thereto or re-enactment thereof) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), consent of the members be and is hereby accorded in respect of the following material related party transaction(s) by the Company with Kennametal Europe GmbH on arm’s length basis over a period of three (3) financial years (from July 1, 2017 to June 30, 2020), for a total value of Rs. 25505 Lakhs during financial year 2017-18 with an increase in each of the subsequent financial years, of 20% of the approved amount for the preceding financial year:

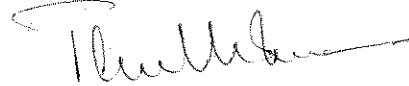
(₹ In Lakhs)

Sl. No.	Nature of Transactions	Estimated value of transactions for the Financial year 2017-18	Estimated value of transactions for the Financial year 2018-19	Estimated value of transactions for the Financial year 2019-20
1.	Purchase of Components/raw materials (payment)	21000	25200	30240
2.	Sales (receipts)	4500	5400	6480
3.	Cross charge –expenses (Receivable)	5	6	7.2

Resolved further that the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

Bengaluru
August 24, 2017

By Order of the Board of Directors
For Kennametal India Limited



Thulsidass TV
General Manager - Legal &
Company Secretary
(ACS -20927)



NOTES

1. The Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, November 01, 2017 to Tuesday, November 07, 2017 (both days inclusive)** for the purpose of the Annual General Meeting (AGM).
2. 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.

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

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of details relating to Special Businesses is annexed hereto.
4. An interim dividend of ₹ 2/- per Equity Share of ₹ 10/- each (20%) on the Paid up Capital of the Company was declared by the Board for the financial year ended June 30, 2017 and May 19, 2017 was fixed as Record Date for the said purpose. The said interim dividend was paid on May 25, 2017.
5. Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the amount of dividends remaining unclaimed for a period of seven years are to be transferred to the Investor Education and Protection Fund. Accordingly, the dividend declared for all the Financial Years ended June 30, 2010 has been transferred to the Investor Education and Protection Fund.

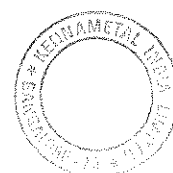
Members who have not encashed the dividend warrants/ demand drafts for the financial year ended June 30, 2011 onwards are requested to write to the Company giving the necessary details.

Pursuant to the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company shall provide/host the required details of unclaimed amounts referred to under Sections 124 and 125 of the Companies Act, 2013 on its website page www.kennametal.com/kennametalindia and also Ministry of Corporate Affairs (MCA) website in the relevant form every year.

6. Electronic copy of the Notice of the 52nd 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 52nd 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 52nd Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website page www.kennametal.com/kennametalindia for their 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 in.investorrelation@kennametal.com.

7. The Securities and Exchange Board of India (SEBI) vide Circular dated April 27, 2007, had made PAN mandatory for all securities market transactions. Thereafter, vide Circular dated May 20, 2009, it was clarified that, for securities market transactions and off market/ private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee (s) to furnish copy of PAN card to the Company/Registrar & Share Transfer Agents for registration of such transfer of shares. The shareholders are requested to furnish a copy of the PAN card in cases involving transfer of shares in physical form.



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

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

For dividend queries and other general matters:

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

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

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

9. Remote E-Voting through electronic mode:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the electronic facility to exercise their right to vote at the Annual General Meeting (AGM). The business at the AGM may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/it's discretion, subject to compliance with the instructions prescribed below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on November 04, 2017 (09.00 A.M.) and ends on November 06, 2017 (05.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. October 31, 2017 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.



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

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter Ra00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the Depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

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

- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote through CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and signature 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires Equity Shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. October 31, 2017 may follow the same instructions as mentioned above for e-Voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxii) The voting rights of the shareholders shall be in proportion to their shares of the Paid-up Equity Share Capital of the Company as on the cut-off date i.e. October 31, 2017.
- (xxiii) Mr. Vijaykrishna K T, Practising Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xxv) The scrutinizer shall within a period of not exceeding Forty Eight (48) hours from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or the officials authorized by him.

The results of the e-voting along with the scrutinizer's report shall be placed on the Company's website www.kennametal.com/kennametalindia and on the website of CDSL: www.cdslindia.com within Forty Eight (48) hours from the conclusion of the AGM of the Company. The results will also be communicated to the Stock Exchange where the shares of the Company are listed.

10. 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.
11. In case of joint shareholders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.





12. The Members, who have voted electronically, are not eligible to vote by Ballot Paper.
13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. The brief resume of directors seeking appointment/ re-appointments as required under the SEBI (LODR) Regulations, 2015 is set out at "**Annexure A**" to this notice.
15. Members / Proxy holders are requested to produce at the entrance of the venue the enclosed attendance slip duly signed.
16. Members are requested to bring their copies of the Annual Report to the AGM.
17. Every person holding Equity Shares of the Company and whose name is entered:
 - a. As a beneficial owner as at the end of business hours on October 31, 2017, as per the list to be furnished by NSDL/CDSL in respect of shares held in dematerialized form.
 - b. As members in the Register of Members of the Company after giving effect to valid share transfers lodged with the Company, on or before October 31, 2017; shall only be entitled to attend the AGM in person or through his/ her proxy.
18. The identity / signature of the members holding shares in demat form are liable for verification with the specimen signatures furnished by NSDL/CDSL. Such members are advised to bring the Depository Participant (DP ID), account number (Client ID) and the relevant identity card to the AGM for easier identification and recording of attendance at the AGM.
19. In terms of the Circular No.CIR/MRD/DP/10/2013 dated 21 March 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend etc. to the members. Accordingly, members holding securities in demat mode are requested to update their bank details with their Depository Participants. Members holding securities in physical form may send a request for updating their bank details, to the address of RTA (as mentioned in Sl.No.8 above).
20. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH.13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which will be made available on request) to the RTA of the Company.
21. Members requiring information or clarification with regard to the audited accounts and operations of the Company are requested to write to the Company Secretary at the Registered Office of the Company at least five days before the date of the meeting to enable the Company to keep the information ready.



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013**Item No.5**

The Board of Directors appointed Mr. Alexander Broetz (DIN:07568713) as Director with effect from August 09, 2016 in the casual vacancy caused by the resignation of Mr. John H. Jacko Jr. (DIN:06945511).

The brief resume in relation to his experience, functional expertise and memberships on other companies' Boards and Committees as required under the SEBI (LODR) Regulations, 2015 is set out in Annexure 'A-I' to this Notice. The Board considers that his continued association as Director will be beneficial to and in the interest of the Company. The Company has received a notice from a member of the Company along with requisite fee under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Alexander Broetz for the office of Director of the Company.

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

Except Mr. Alexander Broetz, no other Director, Key Managerial Personnel or their relatives, is interested or concerned financially or otherwise in the resolution.

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

Item No.6

The Board of Directors appointed Ms. Colleen Wood Cordova (DIN:07568701) as Director with effect from August 09, 2016 in the casual vacancy caused by the resignation of Ms. Michelle R. Keating (DIN:06721693).

The brief resume in relation to her experience, functional expertise and memberships on other companies' Boards and Committees as required under the SEBI (LODR) Regulations, 2015 is set out in Annexure 'A-II' to this Notice. The Board considers that her continued association as Director will be beneficial to and in the interest of the Company. The Company has received a notice from a member of the Company along with requisite fee under Section 160 of the Companies Act, 2013 proposing the candidature of Ms. Colleen Wood Cordova for the office of Director of the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval by the Members.

Except Ms. Colleen Wood Cordova, no other Director, Key Managerial Personnel or their relatives, are interested or concerned financially or otherwise in the resolution.

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

Item No.7

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs. K. S. Kamalakara & Co., Cost Auditors, Bengaluru (FRN: 0000296), to conduct the audit of the cost records of the Company for the financial year ending June 30, 2018. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a) (ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost auditor is to be ratified by the members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the year 2018 as set out in the Resolution for the aforesaid services to be rendered by them.

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.7 of the Notice for approval by the Members.

Item No.8

In order to align with the provisions of Section 13 read with Schedule I - Table A of the Companies Act, 2013, the Memorandum of Association of the Company shall have to be suitably amended.

As per the provisions of Section 13 and other applicable provisions/rules, if any, of the Companies Act, 2013, alteration of the Memorandum of Association can be done by way of a special resolution in a general meeting.





Your Board of Directors recommends the resolution for your approval as set out under Item No.8 as Special Resolution.

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

Item No.9

In order to align with the provisions of Section 14 read with Schedule I - Table F, of the Companies Act, 2013, the Articles of Association of the Company shall have to be suitably amended.

As per the provisions of Section 14 and other applicable provisions/rules, if any, of the Companies Act, 2013, any alteration of the Articles of Association can only be done by way of a special resolution in a general meeting.

Your Board of Directors recommends the resolution for your approval as set out under Item No.9 as Special Resolution.

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

Item No.10

Mr. Bhagya Chandra Rao was appointed as Managing Director of the Company on 17th September, 2012 for a period of Five (5) years. The Company has entered into an employment agreement with Mr. Rao listing out his terms of appointment and remuneration. Mr. Rao has a total work experience of over 35 years in the engineering and automotive industry in the areas of Sales & Marketing, Supply Chain, Production, Projects in establishing green field facility and general management as the head of the legal entity. During his long professional career he has worked with ANAND group, ABB Limited, IFB Industries, Sandvik group companies and also with Kennametal India Limited.

Keeping in view the expertise, untiring effort, managerial and leadership skills of Mr. Rao and on recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 14th November, 2016 approved the re-appointment of Mr. Bhagya Chandra Rao as Managing Director of the Company for a period of three (3) years w.e.f. 17th September, 2017.

Hence, the resolution as set out under Item No. 10 is placed before you for your approval and the Board recommends the adoption of the resolution in the best interest of the Company, as Ordinary Resolution.

The main terms of the agreement dated 14th November, 2016 are set out in the Resolution set out at Item No. 10.

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

Item No.11 & 12

As a part of its regular business, the Company purchases/sells raw materials, hard metal products, avails/renders services from/to Kennametal Inc. and Kennametal Europe GmbH, at arm's length basis. For the Financial Year 2017-18 ("on-going transaction") the Audit Committee has reviewed and approved the transactions as mentioned in the resolutions set out under Item No. 11 & 12 of the Notice, on August 24, 2017.

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

An analysis of all the Related Party Transactions (RPT) entered into/by the Company during FY17 and the basis of charge was undertaken through a third party professional firm. The Audit Committee upon review of such analysis, is of the view that all related party transactions by the Company are at arm's length basis.

The Board of Directors in its Meeting held on August 24, 2017, reviewed the actual value of transactions for FY17 and estimated value of the transactions on annual basis effective FY18, FY19 & FY20 in detail, for recommending the same to the shareholders of the Company for their approval.

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





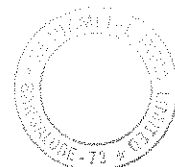
Therefore, in terms of the SEBI (LODR) Regulations, 2015, the transactions with the said related parties require the approval of members of the Company by passing the resolution at Item Nos. 11 & 12 of the Notice.

As per the SEBI (LODR) Regulations, 2015, all entities falling under the definition of related parties shall abstain from voting on the resolution and accordingly, the promoters will not vote on items (11) & (12).

Particulars	Information
Description of the Related parties	Kennametal Inc. and Kennametal Europe GmbH
Nature of relationship	Holding Company and its group companies (e.g. subsidiaries, associate companies and joint venture companies)
Period for which the shareholders' approval is sought	July 1, 2017 to June 30, 2020
Nature and Particulars of transactions with Kennametal Inc. USA, Kennametal Europe GmbH and other members of the Kennametal Group ("RPTs")	Payments:- Purchase of Components/raw materials, IT Cross charges, Royalty, Cross charge –expenses, Receipt:- Sales of products/components, Cross charge –expenses
Material terms of the RPTs	Terms and conditions are similar for both the related parties. Salient Terms are given in the Board's Report.
Duration of these RPTs have been continued from the past	These transactions have been undertaken by the Company from time to time depending on the needs of business.
Estimated Monetary value of such RPTs	Considering the business phenomenon being dynamic and the nature of industry / business in which the Company operates, the Company expects the level of transactions with Kennametal Inc. and Kennametal Europe GmbH to be above the materiality threshold as prescribed under the Listing Regulations. Therefore the approval of the Members is sought for an aggregate value of transactions for the financial year 2017-18 for Rs. 35905 Lakhs (Kennametal Inc. – Rs. 10400 Lakhs and Kennametal Europe GmbH – Rs. 25505 Lakhs), with a further increase in each of the financial years 2018-19 and 2019-20, by 20% of the approved amount for the preceding financial year.
Whether the transactions have been approved by the Audit Committee	Yes. The Audit Committee has granted omnibus approval as per the prevailing legal requirements. The proposed RPTs are in accordance with the RPT Policy of the Company.
Any other Information relevant or important for the Members to make a decision on the proposed transactions.	The details of Related Party Transactions are given in Note no. 40 to the Notes to the Financial Statements for the year 2016-17.

The proposed RPTs are in the ordinary and normal course of business and on arm's length basis and play a significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolution set forth in item No. 11 and 12 of the Notice for the approval of the Members in terms of Regulation 23 of the Listing Regulations.

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



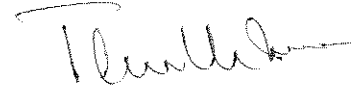


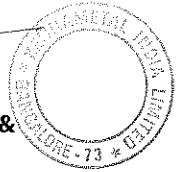
The Members' approvals is solicited for the resolutions at Item Nos.11 and 12 of the accompanying Notice as Ordinary Resolutions.

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

Bengaluru
August 24, 2017

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


ThulsidassTV
General Manager - Legal &
Company Secretary
(ACS -20927)



Annexure A

I.

Name of the Director	Mr.Alexander Broetz
Date of Birth	July 29,1973
Relationship with Directors	None
Experience	With Kennametal Inc: 10 years. Mr.Alexander Broetz is a vice president of Kennametal Inc. and president of WIDIA. Prior to joining Kennametal Inc., he has served various organizations and handled various roles as President in Broe vision Inc. and Director, Sales & Marketing in Tyrolit North America Inc. He has over 18 years of experience in the field of Sales and Marketing, General Management and Leadership.
Expertise in specific functional area	Sales, Marketing and Leadership
Qualifications	General Management Diploma and Certificate in Effective Management from St. Galler Business School, Switzerland.
List of Directors and Memberships of Board Committees in India	None
No. of Shares held	NIL

II.

Name of the Director	Ms. Colleen Wood Cordova
Date of Birth	May 04,1958
Relationship with Directors	None
Experience	With Kennametal Inc: 10 years. Ms. Colleen Cordova is currently Vice President Global Heavy industries, Industrial at Kennametal Inc. Prior to joining Kennametal Inc. she served with various organizations and handled various roles as Vice President- Marketing and GM of Toxicology in Gene Logic, as GM-Adsorbents in W.R. Grace and as Market Segment Leader in Allied Signal Inc. She has over 27 years of enriched experience in the fields of Sales and Marketing and General Management and makes time to mentor female employees in the Kennametal organization.
Expertise in specific functional area	Marketing, strategy, product management, branding, portfolio management and communications
Qualifications	Bachelor of science degree in engineering from the University of Connecticut and a Master's in business administration from the University of New Haven
List of Directors and Memberships of Board Committees in India	None
No. of Shares held	NIL

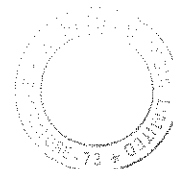


III.

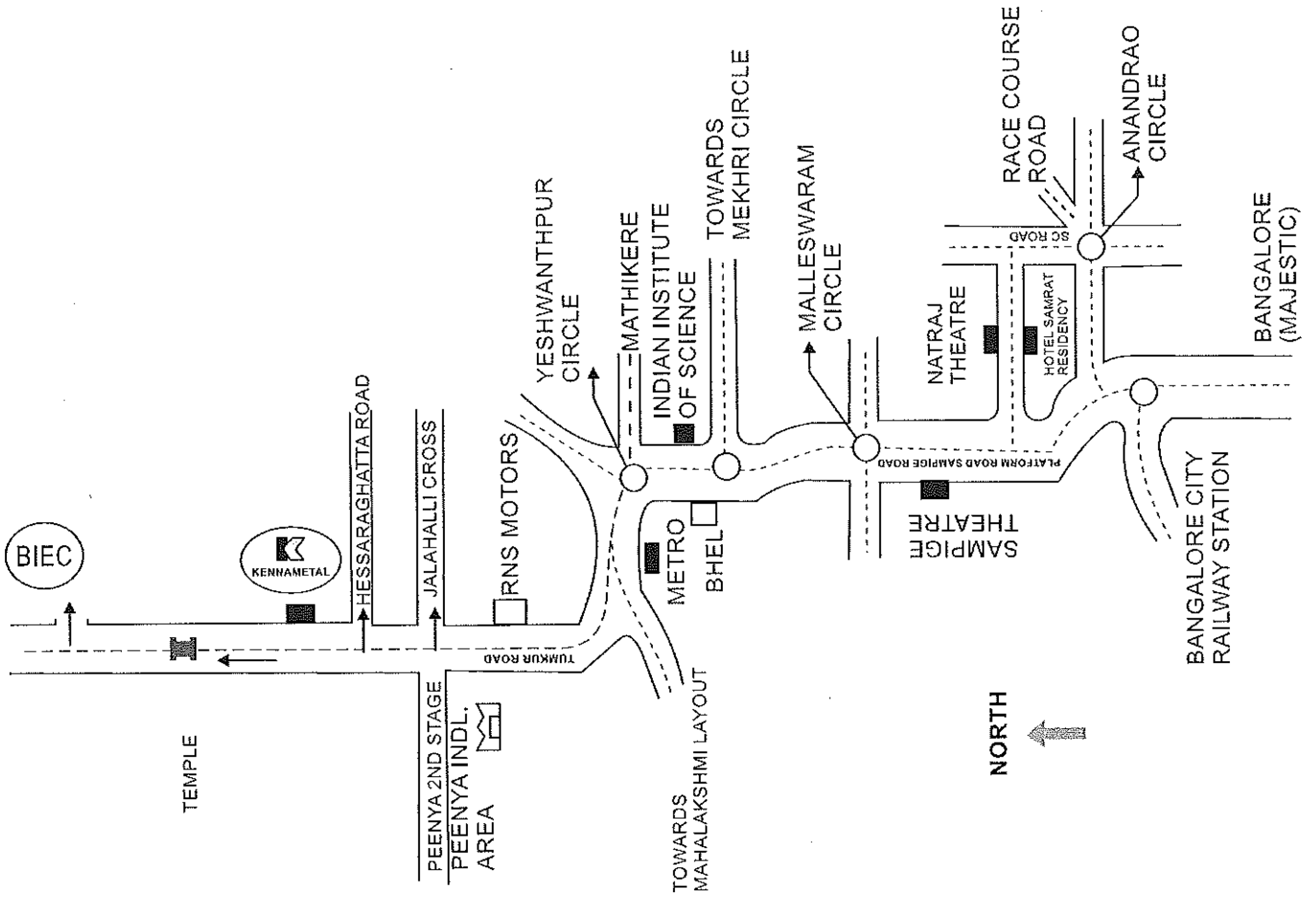
Name of the Director	Mr. David Lee
Date of Birth	January 13, 1971
Relationship with Directors	None
Experience	With Kennametal Inc: 10 years. Mr. David Lee is a Managing Director, AsiaPac Region at Kennametal Inc. He joined Kennametal Inc. in the year 2007 as Regional Sales and Marketing Director. Prior to joining Kennametal Inc. he had served various organizations and handled various roles as Sales Engineer in Avery Dennison, Senior Sales Manager in ID Technologies and as Sales Manager in Brady Corporation. He has over 20 years of experience in the field of Sales, Marketing and Leadership.
Expertise in specific functional area	Sales, Marketing and Leadership
Qualifications	Mechanical Engineer from Nanyang Technological University and Master of Business Administration (MBA) from University of Buffalo, USA.
List of Directors and Memberships of Board Committees in India	None
No. of Shares held	NIL

IV.

Name of the Director	Mr. Bhagya Chandra Prabhakar Rao
Date of Birth	June 03, 1956
Relationship with Directors	None
Experience	With the Company (earlier known as Widia (India) Limited and later KennametalWidia India Limited): 24 years. With others : 14 Years Mr. Bhagya Chandra Prabhakar Rao was appointed as the Managing Director of Kennametal India Limited w.e.f. September 17, 2012. Mr. Rao has a total work experience of over 35 years in the engineering and automotive industry in the areas of Sales & Marketing, Supply Chain, Production, Projects in establishing green field facility and general management as the head of the legal entity. During his long professional career he has worked with ANAND group, ABB Limited, IFB Industries, Sandvik group companies and also with Kennametal India Limited.
Expertise in specific functional area	General Engineering and Automotive Engineering
Qualifications	B.E. (Mechanical)
List of Directors and Memberships of Board Committees in India	a. Indian Machine Tool Manufacturers Association b. Indian Cutting Tool Manufacturers Association
No. of Shares held	NIL



Route Map



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KENNAMETAL INDIA LIMITED

CIN: L27109KA1964PLC001546,

Registered Office :8/9th Mile, Tumkur Road, Bengaluru-560073, Karnataka, India

Phone: +91(80)28394321 Fax : +91(80)28397572, e-mail:in.investorrelation@kennametal.com,

Website page: http://www.kennametal.com/kennametalindia

PROXY FORM

Name of the member(s):

Registered Address:

E-mail ID:

Folio No./Client ID:

DP ID

I / We being the member(s) of, shares of the above named company hereby appoint

I. Name:	2. Name:	3. Name:
I. Address:	2. Address:	3. Address:
e-mail id:	e-mail id:	e-mail id:
Signature	Signature	Signature
.....
Or failing him	Or failing him	Or failing him

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 52nd Annual General Meeting of the Company to be held on Tuesday, November 7, 2017 at 12.30 P.M. at the Registered Office: 8/9th Mile, Tumkur Road, Bengaluru – 560 073 and at any adjournments thereof in respect of such resolutions, as are indicated below.

Resolution No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
Ordinary Business				
1	To receive, consider and adopt the Audited Financial Statements as at June 30, 2017 and the Independent Auditor's Report thereon and the report of the Board of Directors.			
2	To appoint Director in place of Mr. David Lee (DIN: 07175442), who retires by rotation and being eligible, offers himself for re-appointment.			
3	To confirm the interim dividend of ₹ 2/- per equity share (20%) already paid for the financial year 2016-17.			
4	To appoint M/s. Walker Chandiook & Co LLP, bearing firm registration no. 001076N/N500013 as Statutory Auditors of the Company from the conclusion of this 52nd Annual General Meeting up to the conclusion of 57th Annual General Meeting of the Company and to fix their remuneration			





Special Business				
5	Appointment of Mr. Alexander Broetz as a Director of the Company, liable to retire by rotation			
6	Appointment of Ms. Colleen Wood Cordova as a Director of the Company, liable to retire by rotation			
7	Ratification of the remuneration payable to Messrs. K. S. Kamalakara & Co., Cost Auditors, Bengaluru (Firm Registration No:0000296), as the Cost Auditor for the financial year ending June 30, 2018			
8	Approval for the alteration of Memorandum of Association of the Company.			
9	Approval for the alteration of Article of Association of the Company.			
10	Approval for the appointment and remuneration of Mr. Bhagya Chandra Rao as the Managing Director of the Company.			
11	Approval of Material Related Party Transactions with Kennametal Inc., USA, as per Regulation 23 of SEBI (LODR) Regulations, 2015 for a period of three years.			
12	Approval of Material Related Party Transactions with Kennametal Europe GmbH, as per Regulation 23 of SEBI(LODR) Regulations, 2015 for a period of three years.			

Revenue Stamp

Signed this _____ day of _____ 2017

Name : _____

Address : _____

.....
Signature of the Shareholder

Signature of the Proxy

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. The proxy need not be a Member of the Company.
2. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Please do not share your e-voting password with anyone.

