



(CIN: L27109KA1964PLC001546)

Regd. Office: 8/9th Mile, Tumkur Road, Bengaluru – 560 073

E-mail: in.investorrelation@kennametal.com

Website: www.kennametal.com/kennametalindia

NOTICE

NOTICE is hereby given that the Fifty Third (53rd) Annual General Meeting of Kennametal India Limited will be held on Friday, November 09, 2018 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, 2018 and the Independent Auditors' Report thereon and the report of the Board of Directors.
2. To appoint a Director in place of Mr. Alexander Broetz (DIN: 07568713), 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 2017-18 (year ended June 30, 2018).

SPECIAL BUSINESS:

4. Appointment of Mr. Devi Parameswar Reddy (DIN: 03450016) as a Director of the Company:

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

“RESOLVED THAT Mr. Devi Parameswar Reddy (DIN: 03450016) who was appointed as a Director of the Company with effect from August 23, 2018, in the casual vacancy caused by the resignation of Mr. David Lee (DIN: 07175442) 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.”

5. 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 thereunder, 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, 2019, amounting to ₹200000/- (Rupees Two Lakhs only) and also the payment of taxes/GST as applicable and re-imburement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.”

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

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

“RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), (including any statutory modification(s) or amendments(s) or re-enactments(s) thereof, for the time being in force), consent of the members be and is hereby accorded to carry the following material related party transaction(s) by the Company with Kennametal Inc., USA for the financial year commencing from July 1, 2018 to June 30, 2019 which are in the ordinary course of business and on arm's length basis:

Sl. No.	Nature of Transactions	Approval received from members for the estimated Material related party transactions for FY 18 in 52 nd AGM	Actual Transaction value for financial year July 01, 2017 to June 30, 2018 i.e., FY 18 amount	Estimated Value of Transactions per Annum effective financial year commencing July 1, 2018 – i.e., FY 19 not exceeding amount
1	Sales of products/components (receipts)	1800	2437	3200
2	Cross Charge Revenue	200	192	300
3	Cross Charge – Debits expenses (Payable)	200	129	300
4	IT Cross Charges (payment)	2000	1678	1800
5	Professional Services – Expenses	-	-	200
6	Purchase of components/raw materials (payment)	6000	8837	12000
7	Purchase – Capital Goods	-	288	500
8	Royalty (payment)	200	189	250

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

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

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 Regulation 23 of the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), 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 for the financial year commencing from July 1, 2018 to June 30, 2019 which are in the ordinary course of business and on arm’s length basis:

Sl. No.	Nature of Transactions	Approval received from members for the estimated Material related party transactions for FY 18 in 52 nd AGM	Actual Transaction value for financial year July 01, 2017 to June 30, 2018 i.e., FY 18 amount	Estimated Value of Transactions per Annum effective financial year commencing July 1, 2018 – i.e., FY 19 not exceeding amount
1	Sale of products/components (receipts)	4500	4731	6000
2	Purchase of Components/raw materials (payment)	21000	20727	27000
3	Cross Charge – Revenue	5	0	5

RESOLVED FURTHER THAT the Board of Directors of the Company 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.”

By Order of the Board of Directors
For Kennametal India Limited

Bengaluru
August 23, 2018

Thulsidass T. V.
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 Friday, November 02, 2018 to Friday, November 09, 2018 (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. If a member holding more than 10% of the total Share Capital of the Company propose to appoint a proxy, such proxy shall not act as proxy for any other member.

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, 2018 and May 21, 2018 was fixed as Record Date for the said purpose. The said interim dividend was paid on May 28, 2018.
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, 2011 has been transferred to Investor Education and Protection Fund.

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

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company shall provide/host the required details of unclaimed amounts referred to under Sections 124 and 125 of the Companies Act, 2013 on its website page at 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 53rd 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 53rd 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 53rd Annual General Meeting and the Annual Report for the financial year 2017-18 will also be available on the Company's website page at 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 id: in.investorrelation@kennametal.com.
7. The Securities and Exchange Board of India (SEBI) vide Circular dated April 27, 2007, has 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 and 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.

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

The Securities and Exchange Board of India (SEBI) has made dematerialization of shares Compulsory vide the SEBI

(Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018. Henceforth, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository. Hence shareholders are kindly requested to convert the shares held by them in Physical form into dematerialized form before November 30, 2018 so that the liquidity of shares is not affected.

8. Members may address all matters relating to shares, demat, remat, Annual Report etc., to the Company's Registrar and 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 – 560 003
 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 and 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 and Rule 21 of the 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 06, 2018 (09.00 A.M.) and ends on November 08, 2018 (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, 2018 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	<ul style="list-style-type: none"> • Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter Ra00000001 in the PAN field.
DOB	<ul style="list-style-type: none"> • 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.

Dividend Bank Details	<ul style="list-style-type: none"> • Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio. • 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 and enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using 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

- o 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.

- o A scanned copy of the Registration Form bearing the stamp and signature of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- o 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.

- o 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.

- o 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, 2018 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, 2018.

- xxiii. Mr. Vijayakrishna K. T., Practising Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process and poll to be taken at the AGM in a fair and transparent manner.
- xxiv. 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 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, 2018, 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, 2018 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. 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.
 20. 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.

By Order of the Board of Directors
For Kennametal India Limited

Thulsidass T. V.

General Manager – Legal &
Company Secretary (ACS – 20927)

Bengaluru
August 23, 2018

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER:

Item No. 4

The Board of Directors appointed Mr. Devi Parameswar Reddy (DIN: 03450016) as Director with effect from August 23, 2018 in the casual vacancy caused by the resignation of Mr. David Lee (DIN: 07175442).

The brief resume in relation to his experience, functional expertise and memberships on other companies' Boards and Committees as required under SEBI (LODR) Regulations, 2015 is set out in **Annexure 'A-I'** to this Notice. The Board considers that his 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. Devi Parameswar Reddy for the office of Director of the Company.

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

Except Mr. Devi Parameswar Reddy, no other Director, Key Managerial Personnel or their relatives, is interested or concerned financially or otherwise in the Resolution.

Item No. 5

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, 2019. 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 financial year 2019 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. 5 of the Notice for approval by the Members.

Item No. 6 & 7

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 2018-19 ("on-going transaction") the Audit Committee has reviewed and approved the transactions as mentioned in the Resolutions set out under Item Nos. 6&7 of the Notice, on August 23, 2018.

Kennametal Inc. and Kennametal Europe GmbH are related to the Company as defined under Section 2(76) of the Companies Act, 2013 and Regulation 2(zb) of the Listing Regulations, 2015 read with Regulation 23 of SEBI (LODR) Regulations, 2015.

'Related Party'

An analysis of all the Related Party Transactions (RPT) entered into/by the Company during the financial year 2017-18 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 in the Ordinary course of business and are at Arm's length basis.

In the 52nd Annual General Meeting of the Company held on November 7, 2017, approval of the Shareholders for all the Material Related Party Transactions for a period of 3 (three) years were obtained. However, the Actual Value of Material Related Party transactions carried out during the financial year 2017-18 have exceeded the values approved by the Shareholders.

In addition to that the value of estimated RPTs approved for the financial year 2018-19 are revised due to growth in the business activities along with inclusion of other transactions. The Board of Directors in its Meeting held on August 23, 2018, reviewed the actual value of transactions for the financial year 2017-18 and estimated value of the transactions to be carried out for the financial year 2018-19 in detail.

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



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

Particulars	Information
Description of the Related Parties	Kennametal Inc. and Kennametal Europe GmbH
Nature of relationship	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, 2018 to June 30, 2019
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: – Sale 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 2018-19 for ₹51055 Lakhs (Kennametal Inc. – ₹18050/- Lakhs and Kennametal Europe GmbH – ₹33005/- Lakhs).
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. 36 to the Notes to the Financial Statements for the year 2017-18.

None of the Directors or Key Managerial Personnel of the Company except Mr. Alexander Broetz, Mr. D. Parameswar Reddy 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 the Resolutions.

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 Nos. 6 and 7 of the Notice for the approval of the Members in terms of Section 188 of the Companies Act, 2013 and Regulation 23 of the Listing Regulations.

By Order of the Board of Directors
For Kennametal India Limited

Bengaluru
August 23, 2018

Thulsidass T. V.
General Manager – Legal &
Company Secretary (ACS – 20927)

Brief Particulars of Directors seeking appointment/re-appointment
I.

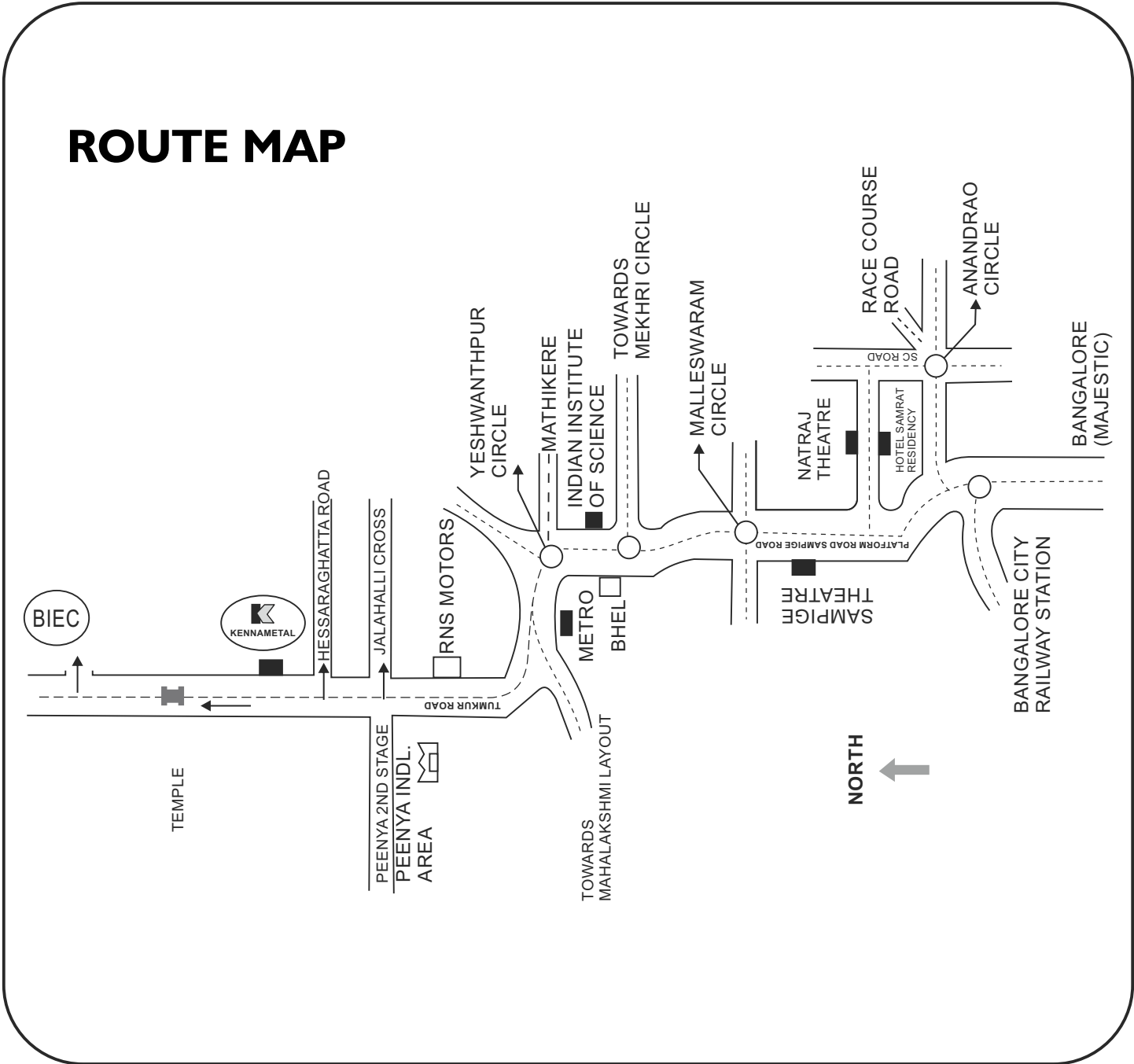
Name of the Director	Mr. D. Parameswar Reddy																																
Date of Birth	June 01, 1978																																
Relationship with Directors	None																																
Experience	<p>With Kennametal Inc over 2 years.</p> <p>With Kennametal India Limited: over 9 years.</p> <p>Mr. Parameswar Reddy has over 17 years of rich experience in the fields of Finance and Accounting in India and overseas.</p> <p>Mr. Parameswar Reddy is currently working as Director Finance for Asia Pacific Region of Kennametal Inc.</p> <p>Prior to his elevation Mr. Reddy served as Chief Financial Officer of the Company from April 2014 to February 2016.</p> <p>Mr. Reddy also has previously worked with organizations such as ABB, where he served as Business Unit Controller immediately before joining Kennametal.</p>																																
Expertise in specific functional area	Financial Management, Accounting, Costing, Pricing, MIS, Taxation, Budgetary Systems, Internal Controls, Indian/US GAAP, SOX and all other related commercial aspects of the business in an ERP environment (SAP).																																
Qualifications	Member of the Institute of Chartered Accountants of India (ACA) and Member of the Institute of Cost and Management Accountants of India (ACMA).																																
List of Directorships and Memberships of Board Committees in India	<table border="1"> <thead> <tr> <th>Name of Companies</th> <th>Country</th> </tr> </thead> <tbody> <tr> <td>Kennametal Australia Pty Ltd</td> <td>Australia</td> </tr> <tr> <td>Kennametal Hardpoint (Shanghai) Co Ltd</td> <td>China</td> </tr> <tr> <td>Kennametal (China) Co Ltd</td> <td>China</td> </tr> <tr> <td>Sunshine Powder - Tech (Shanghai) Ltd</td> <td>China</td> </tr> <tr> <td>Kennametal Sintec Keramik Asia Ltd</td> <td>Hongkong</td> </tr> <tr> <td>Kennametal Asia (HK) Ltd</td> <td>Hongkong</td> </tr> <tr> <td>Kennametal Japan Ltd</td> <td>Japan</td> </tr> <tr> <td>Kennametal (Xuzhou) Company Ltd</td> <td>China</td> </tr> <tr> <td>Kennametal (Malaysia) Sdn Bhd</td> <td>Malaysia</td> </tr> <tr> <td>Kennametal (Singapore) Pte Ltd</td> <td>Singapore</td> </tr> <tr> <td>Kennametal Distribution Services Asia Pte Ltd</td> <td>Singapore</td> </tr> <tr> <td>Kennametal Korea Ltd</td> <td>Korea</td> </tr> <tr> <td>Kennametal Hardpoint (Taiwan) Ltd</td> <td>Taiwan</td> </tr> <tr> <td>Kennametal Asia (China) Management Comp Ltd</td> <td>China</td> </tr> <tr> <td>PT Kennametal Indonesia Services</td> <td>Indonesia</td> </tr> </tbody> </table>	Name of Companies	Country	Kennametal Australia Pty Ltd	Australia	Kennametal Hardpoint (Shanghai) Co Ltd	China	Kennametal (China) Co Ltd	China	Sunshine Powder - Tech (Shanghai) Ltd	China	Kennametal Sintec Keramik Asia Ltd	Hongkong	Kennametal Asia (HK) Ltd	Hongkong	Kennametal Japan Ltd	Japan	Kennametal (Xuzhou) Company Ltd	China	Kennametal (Malaysia) Sdn Bhd	Malaysia	Kennametal (Singapore) Pte Ltd	Singapore	Kennametal Distribution Services Asia Pte Ltd	Singapore	Kennametal Korea Ltd	Korea	Kennametal Hardpoint (Taiwan) Ltd	Taiwan	Kennametal Asia (China) Management Comp Ltd	China	PT Kennametal Indonesia Services	Indonesia
Name of Companies	Country																																
Kennametal Australia Pty Ltd	Australia																																
Kennametal Hardpoint (Shanghai) Co Ltd	China																																
Kennametal (China) Co Ltd	China																																
Sunshine Powder - Tech (Shanghai) Ltd	China																																
Kennametal Sintec Keramik Asia Ltd	Hongkong																																
Kennametal Asia (HK) Ltd	Hongkong																																
Kennametal Japan Ltd	Japan																																
Kennametal (Xuzhou) Company Ltd	China																																
Kennametal (Malaysia) Sdn Bhd	Malaysia																																
Kennametal (Singapore) Pte Ltd	Singapore																																
Kennametal Distribution Services Asia Pte Ltd	Singapore																																
Kennametal Korea Ltd	Korea																																
Kennametal Hardpoint (Taiwan) Ltd	Taiwan																																
Kennametal Asia (China) Management Comp Ltd	China																																
PT Kennametal Indonesia Services	Indonesia																																
No. of Shares held	NIL																																



II.

Name of the Director	Mr. Alexander Broetz
Date of Birth	July 29, 1973
Relationship with Directors	None
Experience	<p>With Kennametal Inc: 12 years.</p> <p>Mr. Alexander Broetz is a vice president of Kennametal Inc. and president of WIDIA.</p> <p>Prior to joining Kennametal Inc., he has served various organizations and handled various roles as President in Broevision Inc. and Director, Sales and Marketing in Tyrolit North America Inc. He has over 18 years of experience in the field of Sales and Marketing, General Management and Leadership.</p>
Expertise in specific functional area	Sales, Marketing and Leadership
Qualifications	General Management Diploma and Certificate in Effective Management from St. Gallen Business School, Switzerland.
List of Directorships and Memberships of Board Committees in India	None
No. of Shares held	NIL

ROUTE MAP





INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED
CIN: U74900TN2015PTC101466
30, RAMANA RESIDENCY, 4TH CROSS, SAMPIGE ROAD, MALLESWARAM, BENGALURU – 560 003
PHONE NUMBER: 080-23460815 to 818, E-MAIL: irg@integratedindia.in

Date: October 1, 2018

REMINDER NO. 2

Dear Sir/Madam,

Sub : Updation of PAN Number and Bank Particulars in Register of Members of Kennametal India Limited and Compulsory Dematerialization of Physical Shares.

This is with reference to the SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018 and SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018 on the above subject, we wish to bring to your notice that you have not yet updated Bank particulars and PAN details in the Register of Members of the Company of M/s Kennametal India Limited. You are accordingly requested to furnish your PAN number and Bank account details in the Form given below **(together with a copy of cancelled cheque and PAN copy)** to our address provided below through post / courier.

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

Integrated Registry Management Services Private Limited
Unit: Kennametal India Limited
No. 30, Ramana Residency, 4th Cross,
Sampige Road, Malleswaram, Bengaluru – 560 003

As per the above referred SEBI Circular the Pan and Bank details needs to be provided within 21 days from the date of this communication. As per the SEBI (Listing Obligations and Disclosure Requirements) (Fourth Amendment) Regulations, 2018 dated June 08, 2018 Circular “Provided that, except in case of transmission or transposition of securities, requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialized form with a depository”. Hence kindly dematerialize the physical shares held by you before November 30, 2018.

Thanking You,

Yours faithfully,

For Integrated Registry Management Services Private Limited

Sd/-

Authorised Signatory

Note : The bank mandate, e-mail, and/or PAN, if any, already registered with the Company/us are printed below. Incase of any change(s) to the same, the shareholders are requested advice the Company/us of the revised particulars by striking off the relevant fields and furnishing the revised details in the rows of the form printed below.

SINCE THIS IS A COMPUTER GENERATED LETTER, NO SIGNATURE IS REQUIRED.

**(Update in the Company's Register of Members Pursuant to
SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 DATED 20 /04 /2018)**

Sl. No.	Particulars	Details										
1	Name of the Company	KENNAMETAL INDIA LIMITED										
2	A. Name of the first shareholder (in block letters)											
	B. Folio No.:											
3	C. Pan Number of the Shareholders:											
	D. 1 st Shareholder											
	E. 2 nd Shareholder											
	F. 3 rd Shareholder											
4	Particulars of the Bank Account of the 1 st Shareholder:											
	A. Bank Name											
	B. Full Address of the Bank's Branch											
	C. 9-digit account code number of the bank & branch appearing on the MICR cheque issued by the Bank (Please attach photocopy of a cheque or a cancelled cheque issued by your bank for verifying the accuracy of the code number. Incase not having cheque copy send the pass book copy)	<table border="1" style="width: 100%; height: 20px;"> <tr> <td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td><td></td> </tr> </table>										
	D. Account Type (SB Account/Current Account)											
	E. Bank Account No.											
	F. IFSC Code											
	G. Email Id											

Signature of the Shareholder

LEFT BLANK



CIN: L27109KA1964PLC001546

Registered Office: 8/9th Mile, Tumkur Road, Bengaluru – 560 073, 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

1. Name:	2. Name	3. Name
Address	Address	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 53rd Annual General Meeting of the Company to be held on Friday, November 9, 2018 at 12.30 P.M. at the Registered Office: 8/9th Mile, Tumkur Road, Bengaluru – 560 073 and at any adjournment 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, 2018 and the Independent Auditor's Report thereon and the report of the Board of Directors.			
2	To appoint a Director in place of Mr. Alexander Broetz (DIN: 07568713), 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 2017-18.			
Special Business				
4	Appointment of Mr. Devi Parameswar Reddy (DIN: 03450016) as a Director of the Company, liable to retire by rotation.			
5	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, 2019			
6	Approval of Material Related Party Transactions with Kennametal Inc., USA, as per Regulation 23 of SEBI (LODR) Regulations, 2015			
7	Approval of Material Related Party Transactions with Kennametal Europe GmbH, as per Regulation 23 of SEBI (LODR) Regulations, 2015			

Signed this _____ day of _____ 2018

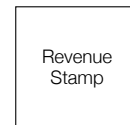
Name: _____

Address: _____

.....

Signature of the Shareholder

Signature of the Proxy



Notes:

- 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.
- 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.
- Please do not share your e-voting password with anyone.

