



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 Fourth (54th) Annual General Meeting of Kennametal India Limited will be held on Wednesday, November 13, 2019 at 12.00 Noon. at the Registered Office of the Company at 8/9 Mile, Tumkur Road, Bengaluru – 560 073, to transact the following businesses:

ORDINARY BUSINESSES:

- To receive, consider and adopt the Audited Financial Statements as at June 30, 2019 and the Independent Auditor's Report thereon and the report of the Board of Directors.
- To appoint a Director in place of Ms. Colleen Wood Cordova (DIN: 07568701), who retires by rotation and being eligible, offers herself for re-appointment.
- 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 2018-19 (year ended June 30, 2019).

SPECIAL BUSINESSES:

- Ratification of remuneration of Cost Auditors:
To consider and if thought fit to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT 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 decided to be paid by the Board of Directors to Messrs. K. S. Kamalakara & Co., Cost Auditors, Bengaluru (Firm Registration No:0000296), to conduct the audit of the cost records of the Company for the financial year ending June 30, 2020, viz., ₹ 2,00,000/- (Rupees Two Lakhs only), excluding taxes & out of pocket expenses, be and is hereby ratified and confirmed by the Shareholders.”

- 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 Section 188 of the Companies Act, 2013 and the provisions of 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 for the following material related party transaction(s) between the Company and Kennametal Inc., USA which are on arm's length basis:

₹ in Millions

Sl. No.	Nature of Transactions	Actual Transaction value for FY19 (July 01, 2018 to June 30, 2019)	Estimated Value of Transactions during FY20 (July 1, 2019 to June 30, 2020)
1	Sales of products/components (receipts)	438	550
2	Cross Charge Revenue	12	40
3	Cross Charge- Debits expenses (Payable)	15	40
4	IT Cross charges (payment)	170	200
5	Professional Services- Expenses	19	25
6	Purchase of components/raw materials (payment)	1303	1650
7	Purchase- Capital Goods	1	50
8	Royalty (payment)	16	25

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

6. 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 Section 188 of the Companies Act, 2013 and the provisions of 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 for the following material related party transaction(s) between the Company and Kennametal Europe, GmbH which are on arm’s length basis:

₹ in Millions

Sl. No.	Nature of Transactions	Actual Transaction value for FY19 (July 01, 2018 to June 30, 2019)	Estimated Value of Transactions during FY20 (July 1, 2019 to June 30, 2020)
1	Sales of products/components (receipts)	647	850
2	Purchase of Components/raw materials (payment)	1905	2500
3	Cross Charge-Revenue	0.1	10

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

Bengaluru
August 22, 2019

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

Naveen Chandra P
General Manager – Legal &
Company Secretary (ACS – 30057)

NOTES

1. The Register of Members and the Share Transfer Books of the Company will remain closed from **Wednesday, November 06, 2019 to Wednesday, November 13, 2019** (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, 2019 and May 27, 2019 was fixed as Record Date for the said purpose. The said interim dividend was paid on June 04, 2019.
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 from the date of transferred to the Company's unpaid Dividend Account shall have to be transferred to Investor Education and Protection Fund. Accordingly, the dividend declared for the Financial Year ended June 30, 2012 has been transferred to Investor Education and Protection Fund. Further, shares on which dividends were unclaimed for seven consecutive years were transferred to IEPF Authority as per the requirements of the IEPF Rules.

Members who have not encashed the dividend warrants/demand drafts for the financial year ended June 30, 2013 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 provides/hosts the required details of unclaimed amounts referred to under Section 124 and 125 of the Companies Act, 2013 on its website page at

www.kennametal.com/kennametalindia and also on the Ministry of Corporate Affairs (MCA) website in the relevant form every year.

6. Electronic copy of the Notice of the 54th 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 54th 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 54th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website page at www.kennametal.com/kennametalindia for download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Bengaluru for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon a request for the same, by post/courier free of cost. For any communication, the Members may also send requests to the Company's investor email id: in.investorrelation@kennametal.com.

7. The Securities and Exchange Board of India (SEBI) has vide Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, mandated updating of PAN and Bank Particulars in Register of Members. The Shareholders who have not updated their PAN and Bank Account Details are accordingly requested to furnish their PAN and Bank Account Details with our Registrar and Share Transfer Agents in the format shared through a letter sent by the Company to the shareholders.

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.

SEBI has also mandated compulsory dematerialization of Physical Shares by mandating companies not to facilitate transfer/ transmission/ transposition of physical shares unless the said shares are dematerialized with a depository. Shareholders are therefore, requested to dematerialize their physical shareholding so as to ensure hassle free transfer/ Transmission/ transposition of shares.

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: naveen.c@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 10, 2019 (09.00 A.M.) and ends on November 12, 2019 (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. November 5, 2019 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. Eg. 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 & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote 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. November 05, 2019 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. November 05, 2019.
- xxiii. Mr. Vijayakrishna K T, Practicing 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 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 November 05, 2019, 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 November 05, 2019 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 VCDXZ 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**

Naveen Chandra P

General Manager – Legal &
Company Secretary (ACS – 30057)

Bengaluru
August 22, 2019

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

Item No. 4

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, 2020 and have in this regard approved payment of INR 2,00,000 (excluding taxes & out of pocket expenses) as cost audit fees for FY20. 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 as approved by the Board of Directors 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 2020 as set out in the Resolution aforesaid.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are 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. 4 of the Notice for approval by the Members.

Item No.s 5 & 6

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 2019-20 ("on-going transaction") the Audit Committee has reviewed and approved the transactions as mentioned in the resolutions set out under Item No.s 5 & 6 of the Notice, at its meeting held on August 22, 2019.

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

An analysis of all the related party transactions (RPT) entered into/by the Company during FY19 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.

In 53rd Annual General Meeting of the Company held on November 9, 2018, Shareholders approved all Material Related Party Transactions for a period of 3 years, However the Actual Value of Material Related Party transactions during FY19 and those expected during FY20 are likely to exceed the limits approved by the Shareholders hitherto.

The Board of Directors at its Meeting held on August 22, 2019, reviewed the actual value of transactions for FY19 and estimated value of the transactions on annual basis effective FY20 in detail, for recommending the same to the shareholders of the Company for their approval. The figures are articulated in the table which is made part of the resolution.

As per Regulation 23(1) 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 Regulation 23(4) of Listing Regulations, the transactions with the said related parties require the approval of members of the Company by a resolution passed in the general meeting.

As per Listing Regulations, all entities falling under the definition of Related Parties shall not vote to approve the relevant transaction irrespective of whether the entity is a party to the particular transaction or not and accordingly the promoters shall not vote on the resolutions set out at Item Nos. 5 & 6.

The following information is placed before the shareholders.

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, 2019 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

Particulars	Information
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 FY20 for 5,940 Million (Kennametal Inc. 2,580 Million and Kennametal Europe GmbH 3360 Million).
Whether the transactions have been approved by the Audit Committee	Yes. The Audit Committee has granted omnibus approval as per the prevailing legal requirements. The proposed RPTs are in accordance with the RPT Policy of the Company.
Any other Information relevant or important for the Members to make a decision on the proposed transactions.	The details of Related Party Transactions are given in Note no. 35 (Standalone) & 37 (Consolidated) to the Notes to the Financial Statements for the year 2018-19.

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. 5 and 6 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. 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 this Resolution.

The Members' approval is solicited for the resolutions at Item Nos. 5 and 6 of the accompanying Notice as Ordinary Resolutions.

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

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

Bengaluru
August 22, 2019

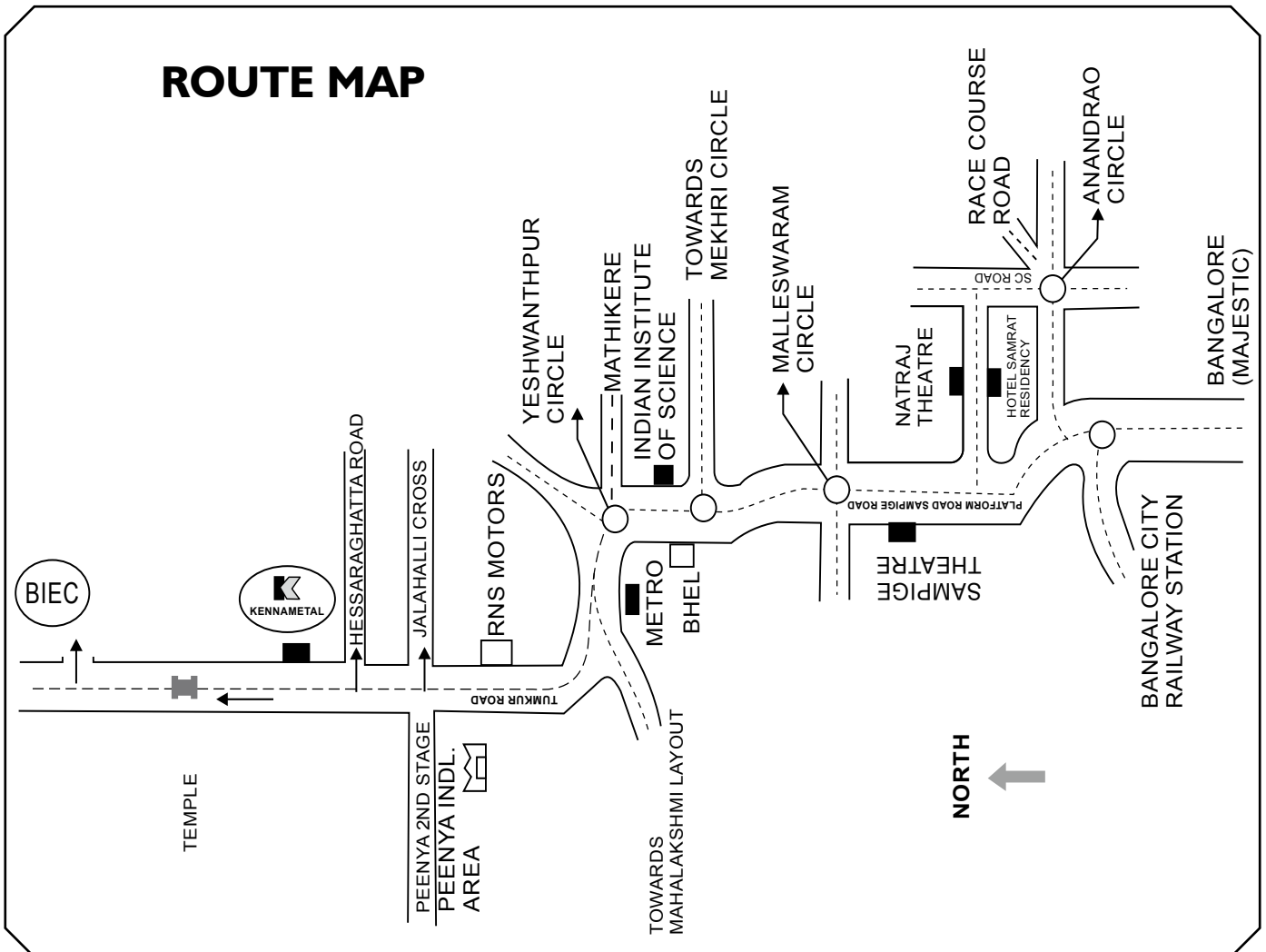
Naveen Chandra P
General Manager – Legal &
Company Secretary (ACS – 30057)

Annexure A

Brief Particulars of Directors seeking appointment/re-appointment

Name of the Director	Ms. Colleen Wood Cordova
Date of Birth	April 5, 1958
Relationship with Directors	None
Experience	Current Position held: Vice President Global Heavy Industries, Industrial Business, Kennametal Inc. In the past years she has held various positions including Vice President and GM, North America Commercial Operations, Vice President of Global Product Management and Industrial Marketing, Vice President of Marketing EMEA and Vice President of Energy Infrastructure. She joined as a President of Conforma Clad, Division of Kennametal Inc. in the year 2006.

	<p>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 30 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.</p> <p>She is also an Advisory Board Member on the Product Management Executive Board established by Sequent Learning Networks, United States and a recipient of the 2013 Woman in Manufacturing STEP Award presented by the Society of Manufacturing Engineers and the Manufacturing Institute.</p>
Expertise in specific functional area	Sales, Marketing and Leadership
Qualifications	Ms. Cordova holds a Master of Science in Chemical Engineering from Virginia Polytechnic Institute and State University and also holds a Master of Business Administration (MBA) in International Marketing from University of Richmond-Robins School of Business.
List of Directors and Memberships of Board Committees in India	None
No. of Shares held	NIL





To the kind attention of the Members of the Company holding shares in physical form:

As you all aware, the shares of the Company are mandated by the Securities and Exchange Board of India (SEBI) for trading in dematerialized form by all Members.

We give below a brief overview of Depository, Depository Participants and Dematerialization (Demat) of Shares in order to encourage Members of the Company to convert their physical holdings to Demat form.

Depository/ Depository Participant:

A Depository can be compared to a bank. A Depository holds securities (like shares, debentures, bonds, Government Securities, units etc.) of Members in electronic form. Besides holding securities, a Depository also provides services related to transactions in securities. In India National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) are the 2 Depositories.

A Depository interfaces with the members through its agents called Depository Participants (DPs). If a member wants to avail the services offered by the Depository, the member has to open an account with a DP. This is similar to opening an account with any branch of a bank in order to utilize the bank's services. NSDL/ CDSL provides its services to members through its agents called Depository Participants (DPs).

These agents are appointed by NSDL/CDSL with the approval of SEBI. According to SEBI Regulations, amongst others, 3 categories of entities i.e. Banks, Financial Institutions and Members of Stock Exchanges [brokers] registered with SEBI can become DPs. You can get a list of DPs from NSDL's/CDSL's office or from their respective websites viz., at www.nsdl.co.in and www.cdslindia.com.

You can select your DP to open a Demat account just like you select a bank for opening a savings account. Some of the important factors for selection of a DP can be: Convenience - Proximity to your office/residence, business hours; Comfort - Reputation of the DP, past association with the organization, whether the DP is in a position to give the specific service you may need? ; Cost - The service charges levied by DP and the service standards.

You can approach any DP of your choice and fill up an account opening form. At the time of opening an account, you may have to sign an agreement with the DP in a NSDL/CDSL prescribed standard agreement, which details you and your DPs rights and duties. You will have to submit the documents relating to Proof of Identity, Proof of Address, Passport size photographs etc., with the prescribed account opening form.

Procedure and Benefits of Dematerialization (Demat) of shares are given below:

1. Demat is a process by which shares/securities held in physical form are cancelled and destroyed and the ownership thereof is retained in fungible form in a Depository by way of electronic balances.
2. The benefits of Demat are:
 - Elimination of bad deliveries;
 - Elimination of all risks associated with physical certificates;
 - No stamp duty on transfers;
 - Immediate transfer and trading of shares;
 - Faster disbursement of non-cash corporate benefits like rights, bonus etc.,
 - Periodic status reports and information available on internet;
 - Ease related to change of address of member;
 - Elimination of problems related to transmission of demat shares and ease in pledging the shares.
3. Procedure for getting demat shares in the name of legal heirs in the event of death of sole beneficial owner with nomination:
 - If the value of shares of the Company as on date of application is up to ₹ 5 Lakhs, the legal heirs should submit the following documents to the DP: Notarized copy of the death certificate; Transmission Request Form (TRF); Affidavit- to the effect of the claim of legal ownership to the shares; Deed of indemnity – Indemnifying the depository and DP; NOC from legal heirs, if applicable or family settlement deed duly executed by all legal heirs of the deceased beneficial owner.
 - If the value of the shares of the Company as on date of application is more than ₹ 5 Lakhs, the legal heirs should additionally submit one of the following documents to the DP: Surety Form; Succession certificate; Probated will and Letter of administration.

We sincerely hope that the above information is useful and helpful to our Members of the Company. Members holding shares in physical form are advised to dematerialize their shares to avoid the risks associated with the physical holding of such share certificates.

The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent (R&T).

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

Bengaluru
August 22, 2019

Naveen Chandra P
General Manager – Legal &
Company Secretary (ACS – 30057)



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 54th Annual General Meeting of the Company to be held on Wednesday, November 13, 2019 at 12.00 Noon. 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, 2019 and the Independent Auditor's Report thereon and the report of the Board of Directors.			
2	To appoint a Director in place of Ms. Colleen Wood Cordova (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 2018-19.			
Special Business				
4	Ratification of the remuneration payable to Messrs.			
5	K. S. Kamalakara & Co., Cost Auditors, Bengaluru (Firm Registration No: 0000296), as the Cost Auditor for the financial year ending June 30, 2020.			
6	Approval of Material Related Party Transactions with Kennametal Inc., USA, as per Regulation 23 of SEBI (LODR) Regulations, 2015.			

Signed this _____ day of _____ 2019

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.

