



Kennametal India Limited

(CIN: L27109KA1964PLC001546)

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

Phone No.: +91 80 43281 444/215 Fax: +91 80 2839 0129

E-mail: in.investorrelation@kennametal.com

Website: www.kennametal.com/kennametalindia

NOTICE TO MEMBERS

NOTICE is hereby given that the **Fifty Ninth (59th)** Annual General Meeting ("**AGM**") of Kennametal India Limited (**the "Company"**) will be held on Thursday, October 24, 2024 at 12:00 Noon at the Hotel Taj Yeshwantpur, 2275, Tumkur Road, Yeshwantpur Industrial Area, Phase 1, Yeshwantpur, Bengaluru, Karnataka 560022 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider, approve, and adopt the audited financial statements of the Company for the financial year ended June 30, 2024, together with the reports of the Board of Directors and Auditors thereon.
2. To appoint Ms. Kelly Golden Lynch (DIN: 10270042), Director, who retires by rotation and being eligible, offers herself for re-appointment.
3. To confirm the payment of interim dividend of ₹30/- per Equity Share (300%) on 2,19,78,240 Equity Shares of ₹10/- each already paid for the financial year 2023-24 ended June 30, 2024, and consider the same as final dividend for the financial year 2023-24 ended on June 30, 2024.

SPECIAL BUSINESS:

4. TO RATIFY REMUNERATION PAYABLE TO M/S K.S. KAMALAKARA & CO., BENGALURU, COST AUDITORS OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provision of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to M/s. K. S. Kamalakara & Co., Cost Auditors, Bengaluru (Firm Registration No: 0000296), appointed by the Board of Directors on August 9, 2024 based on the recommendation of the Audit Committee of the Company to conduct the audit of the cost records of the Company for the financial year ending June 30, 2025,

amounting to ₹3,50,000/- (Rupees Three Lakhs Fifty Thousand only) excluding applicable taxes and reimbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above said resolution and to take necessary steps to file necessary forms with the Registrar of Companies and comply with other formalities, if any, as may be required pursuant to the provisions of the Companies Act, 2013 or such other Regulations."

5. RE-APPOINTMENT OF MS. BHAVNA BINDRA (DIN: 07314422) AS A NON - EXECUTIVE AND INDEPENDENT DIRECTOR 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 sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the "**Act**"), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], based on recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to Articles of Association of the Company, Ms. Bhavna Bindra (DIN: 07314422), who was appointed as an Independent Director of the Company at the 55th Annual General Meeting of the Company held on November 11, 2020 and who holds office as an Independent Director up to January 2, 2025 and who is eligible for being re-appointed as an Independent Director and who has submitted a declaration in accordance with Section 149(7) of the Act and in respect of whom the Company has received a Notice in writing from a Member

under section 160 of the Act, proposing her candidature for the office of Director, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years commencing from January 3, 2025 to January 2, 2030 (both days inclusive).

RESOLVED FURTHER THAT pursuant to the provision of Section 197 read with Schedule V and any other applicable provisions of the Act, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made thereunder and Regulation 17(6) of the SEBI Listing Regulations (including any statutory modification (s) or re-enactment (s) thereof for the time being in force), Ms. Bhavna Bindra be paid such fees and remuneration and profit related commission as the Nomination and Remuneration Committee and Board of Directors may approve from time to time subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and matters as may be considered or deemed necessary to give effect to above resolution, and to take necessary steps to file necessary forms with the Registrar of Companies and comply with other formalities, if any, as may be required pursuant to the provisions of the Companies Act, 2013 or such other Regulations.”

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

Anupriya Garg
Legal Counsel (Region) &
Company Secretary (ACS -18612)
Address: 8/9th Mile, Tumkur Road,
Bengaluru – 560073, Karnataka

Bengaluru
August 9, 2024

NOTES:

1. A Statement setting out material facts pursuant to the provisions of Section 102(1) of the Companies Act, 2013 (the "Act") in respect of special businesses set out at item nos. 4 and 5 of the Notice is annexed hereto. Further, details of Directors whose re-appointment / appointment is / are proposed pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) [SEBI (LODR) Regulations, 2015], respectively and Secretarial Standards on General Meeting (SS-2) is also appended hereto.

2. The Register of Members and the Share Transfer Books of the Company will remain closed from **Friday, October 18, 2024 till Thursday, October 24, 2024** (both days inclusive) for the purpose of the Annual General Meeting (AGM).

3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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

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

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

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

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

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

5. Electronic copy of the Notice of the 59th 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 59th 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 59th Annual General Meeting and the Annual Report for 2023-24 will also be available on the Company's website page at <https://www.kennametal.com/in/en/about-us/kil-financials/general-meetings---annual-reports.html> for download. 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

6. Please note that except Members / Proxies / Authorised Representatives / Invitees of the Company, no other person shall be allowed to attend the Meeting at the venue. Relatives and acquaintances accompanying Members will not be permitted to attend the Meeting at the venue.

7. The Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained as per the Act will be available for inspection by the Members during the AGM. All the documents referred to in the Notice will also be available for inspection by the Members without any fee from the date of circulation of this notice up to the date of AGM i.e., October 24, 2024 during normal business hours. Members seeking to inspect such documents may send an email to: in.investorrelation@kennametal.com.

8. An interim dividend of ₹ 30/- per equity share of ₹ 10/- each (300% on the paid-up capital of the Company) was declared by the Board at its meeting held on May 9, 2024 for the financial year ended June 30, 2024 and May 23, 2024 was fixed as Record Date for the said purpose. The said interim dividend was paid on June 03, 2024. The same shall be considered as the final dividend for the financial year 2023-24 ended on June 30, 2024.

9. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance on or before October 13, 2024 mentioning their name, demat account number/folio number, email id, mobile number at in.investorrelation@kennametal.com upto 5:00 PM IST. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance on or before October 13, 2024 mentioning their name, demat

account number/folio number, email id, mobile number at in.investorrelation@kennametal.com. These queries will be replied to by the company suitably by email.

10. As per Section 124 of the Act, the amount of Dividend remaining unpaid or unclaimed within 30 days from the date of declaration shall be transferred to 'unpaid dividend account' of the Company. Amount transferred to 'unpaid dividend account', which remains unpaid or unclaimed for a period of seven years from the date of transfer, is required to be transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Similarly, all the Shares in respect of which Dividend has not been paid or claimed for seven consecutive years or more shall be transferred to the IEPF.

11. In line with the provisions of Section 124 of the Act, Members who have not so far encashed the Dividend warrant(s) for any of the Dividends declared earlier are requested to make their claims to the Company immediately. Please note that in respect of unclaimed dividend amount and the Shares transferred to IEPF, Shareholders may claim the Dividend and corresponding Shares transferred to IEPF including all benefits accruing on such Shares, if any, from IEPF authorities after following the procedure prescribed in the Act and Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016.

12. Since this AGM is held physically, Route Map showing the location of and directions to reach the venue of the 59th AGM is attached to this Notice.

13. Members seeking clarifications / information on the Annual Report are requested to send an email to: in.investorrelation@kennametal.com on or before October 13, 2024. This would enable the Company to compile the information and provide replies at the Meeting.

14. The Shares of the Company are compulsorily traded in dematerialized form as per the directions of the Stock Exchange. Accordingly, Members who have not opted for dematerialization of Shares are once again reminded to take steps to dematerialize their holdings. Further, the Members may note that as per SEBI (Listing Obligations and Disclosure Requirements) Regulations (Fourth Amendment) Regulations, 2018, with effect from April 1, 2019, except in case of transmission or transposition of securities, no transfer of securities shall be processed unless the securities are held in the dematerialized form. Accordingly, Shareholders holding Equity Shares in physical form are urged to get their Shares dematerialized so that they will be able to transfer them freely and participate in corporate actions.

15. Members holding the shares in physical form are requested to communicate the changes, if any, in their addresses, bank account details and other necessary details to the Company's Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited, No.30, 'Ramana Residency', 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560 003. Members holding the shares in dematerialized form are requested to communicate such changes to the concerned Depository Participant (DP).

16. Members who are yet to register their e-mail address/Mobile No. are requested to register the same with the Depository through their Depository Participants in respect of shares held in dematerialized form. Members holding the Shares in physical form may register their e-mail address/Mobile No. by writing to the Company's Registrar and Share Transfer Agent either by email to irg@integratedindia.in or by post to No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru-560003.

17. Non-resident Indian shareholders are requested to immediately inform the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, about the following matters: -

- a) the change in residential status on return to India for permanent settlement; and
- b) the particulars of the NRE account with a bank in India, if not furnished earlier.

18. Members holding physical shares may kindly note that if they have any dispute against the Company or the Registrar & Share Transfer Agent (RTA) on delay or default in processing the request, they may file for arbitration with the Stock Exchanges in accordance with SEBI Circular dated May 30, 2022.

19. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its various circulars dated November 3, 2021, December 14, 2021, March 16, 2023 and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA either by email to irg@integratedindia.in or by post to No.30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bengaluru - 560003. The forms for updating the same are available at <https://www.kennametal.com/in/en/about-us/kil-financials/investor-corner.html>.

- In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or

Bank Account Details or Specimen Signature in respect of Shareholders holding shares in physical mode, dividend/interest etc. on those shares shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.

- If a Shareholder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 01, 2024, then the Shareholder would receive all the dividends/interest etc. declared during that period (from April 01, 2024 till date of updation) pertaining to the shares held after the said updation automatically.

20. Explanatory Statement pursuant to Section 102 of the Act, which sets out details relating to Special Business at the Meeting, is annexed hereto.

21. The Company urges the members to support its commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective Depository Participants (DP), and members holding shares in physical mode are requested to update their email addresses with the Company's RTA, irg@integratedindia.in, to receive copies of the Annual Report 2023-24 in electronic mode. Members may follow the process detailed below for availing investor services, registration of email ID to obtain the report and update of bank account details for the receipt of dividend:

Type of holder	Process to be followed	
Physical	For availing the following investor services, send a written request in the prescribed forms to the RTA of the Company, Integrated Registry Management Services Private Limited either by email to: irg@integratedindia.in or by post to No.30, Ramana Residency, 4 th Cross, Sampige Road, Malleswaram, Bengaluru - 560003.	
	Form for availing investor services to register PAN, email address, bank details and other KYC details or changes / update thereof for securities held in physical mode	Form ISR-1
	Update of signature of securities holder	Form ISR-2
	For nomination as provided in the Rules 19 (1) of Companies (Share capital and debenture) Rules, 2014	Form SH-13

Type of holder	Process to be followed	
	Declaration to opt out	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3) / Change of Nominee	Form SH-14
	Form for requesting issue of duplicate certificates and other service request for shares held in physical form	Form ISR-4
	The forms for updating the above details are available at the Company's website at https://www.kennametal.com/in/en/about-us/kil-financials/investor-corner.html	
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP.	

22. Members may kindly note that in accordance with SEBI Circular reference SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, the Company has registered on the newly launched SMART ODR Portal (Securities Market Approach for Resolution through Online Disputes Resolution Portal). This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution Institutions for addressing complaints. Members can access the SMART ODR Portal via the following link: <https://smartodr.in/login>. Members may feel free to utilize this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between Members and the Company (including RTA).

23. Remote E-Voting through electronic mode:

In compliance with the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing the facility of remote e-voting to its Members in respect of the business to be transacted at the 59th AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited ('CDSL') for facilitating voting through electronic means, as the authorized e-voting agency. The facility to cast the votes by the Members using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

The voting period begins on Monday, October 21, 2024 (9:00 AM) and ends on Wednesday, October 23, 2024 (5:00 PM). During this period, Members of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date (Record

date) of October 17, 2024 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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

The Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) (collectively, the "Depositories") as on September 13, 2024.

To increase the efficiency of the e-voting process, SEBI, vide Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, intended to enable e-voting to all the demat account holders by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders should be permitted to cast their votes without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process. As required by this Circular, Individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Hence, Members are advised to update their mobile numbers and email ids in their respective demat accounts to access e-voting facility.

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

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

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

CDSL e-Voting System – For Remote e-voting

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

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

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

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication.

	<p>The users to login to Easi / Easiest are requested to visit CDSL website https://www.cdslindia.com/ and click on login icon & New System Myeasi Tab.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website at https://www.cdslindia.com/ and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open, you will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</p>

	<p>Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at: https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at: https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at: evoting@nsdl.co.in or call at: 022 - 4886 7000 and 022 - 2499 7000

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

(I) Login method for Remote e-Voting for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the image verification as displayed and click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.

PAN	<ul style="list-style-type: none"> Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for 'Kennametal India Limited' on which you choose to vote.
- (vi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If

you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload Board Resolution / Power of Attorney if any uploaded, which will be made available to scrutinizer for verification.

(xiii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only:

- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; vijaykt@vjkt.in and to the Company at the email address viz; in.investorrelation@kennametal.com, if they have voted from individual tab & not uploaded same in the



CDSL e-voting system for the scrutinizer to verify the same.

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

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhar (self-attested scanned copy of Aadhar Card) by email to Company at in.investorrelation@kennametal.com and / or to RTA at irg@integratedindia.in.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant.
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant which is mandatory while e-Voting through Depository.

Other instructions:

- (i) The voting rights of shareholders shall be in proportion to their Shares of the Paid-up Equity Share Capital of the Company as on the cut-off date of October 17, 2024.
- (ii) The Board of Directors has appointed Mr. Vijayakrishna K T (Membership No. FCS 1788), Practising Company Secretary, as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (iii) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than

2 working days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in

favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith. The result declared along with the Scrutinizer's Report shall be communicated to the Stock Exchange, CDSL and RTA and will also be displayed on the Company's website, www.kennametal.com/kennametalindia

A person who is not a member as on the cut-off date i.e., October 17, 2024, should treat this Notice for information purpose only.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Future, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to: helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

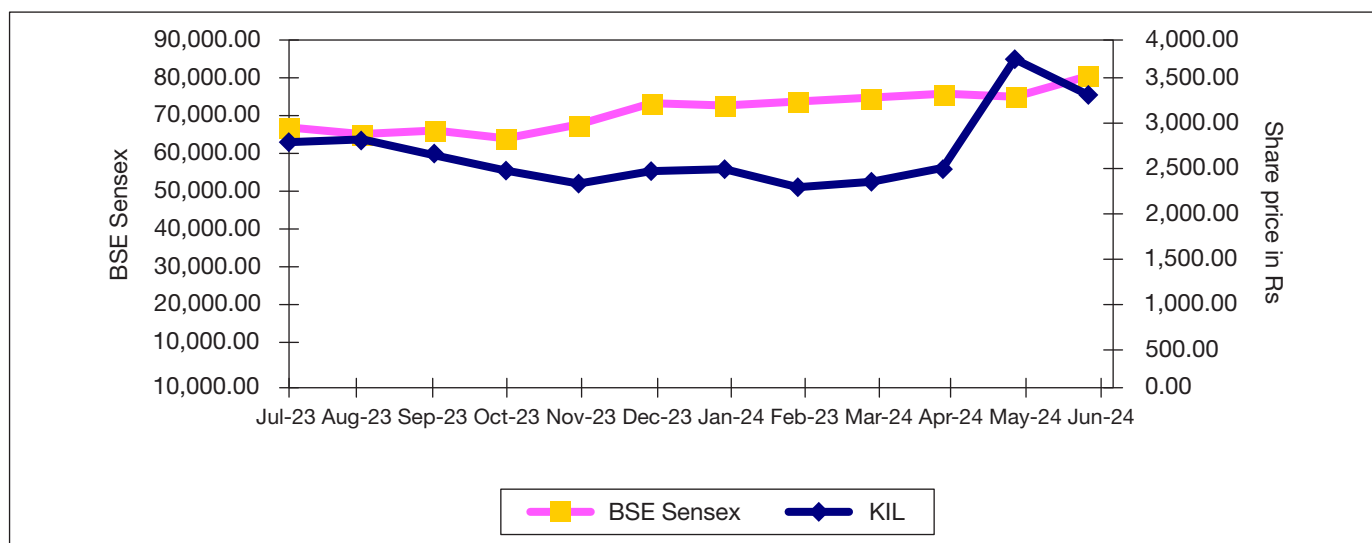
24. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
25. Brief profile and other information in respect of Director seeking appointment / re-appointment at the AGM as required under Regulation 36 of SEBI (LODR) Regulations, 2015 is annexed as **Annexure - A** to this notice.
26. Notes to the businesses to be transacted at the AGM is appended hereunder:

Company Overview as on June 30, 2024:

Share Price information:

Share Price (INR)	52 Weeks High (INR)	52 Weeks Low (INR)	Market Cap (INR in millions)	No. of Shareholders
3,300.80	3,890.00	2,099.00	72,545.78	10,993

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



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

Number of subsidiaries, Joint Ventures, Associate as on June 30, 2024:

Subsidiaries	Associates	Joint Ventures
Nil	Nil	Nil

Financial indicators:

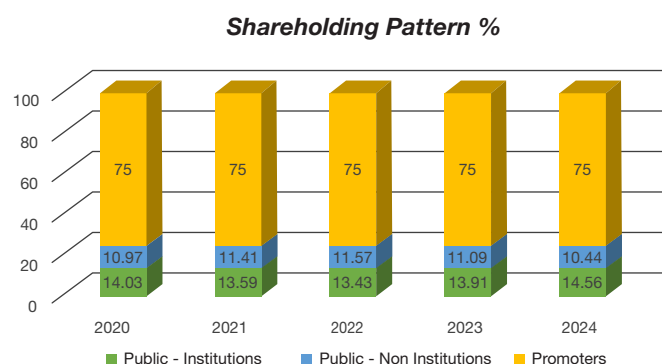
	(₹ In Million)		
Particulars	FY24	FY23	FY22
Total revenue	10999	10771	9907
Profit before exceptional items and tax	1386	1176	1526
Add/less-exceptional items income/(expense)	127	0	0
Profit after exceptional items and before tax	1513	1176	1526
Less: Tax Expense			
Current tax	370	286	405
Deferred tax charge/ (credit)	19	2	(11)
Tax adjustment relating to earlier years	19	11	(9)
Profit after tax	1105	877	1141
Other comprehensive income for the year, net of tax	3	(15)	(12)
Total comprehensive income for the year	1108	862	1129
Earnings per share - Basic and Diluted	50.28	39.91	51.94

Cash Flows:

	(₹ In Million)		
Particulars	FY24	FY23	FY22
Cash flows from operating activities	1143	1158	491
Cash flows from investing activities	(234)	(453)	(619)
Cash flows from financing activities	(673)	(447)	(526)
Net changes	236	258	(654)

Ownership Structure

Shareholding Pattern (percentage as of June 30, 2024):

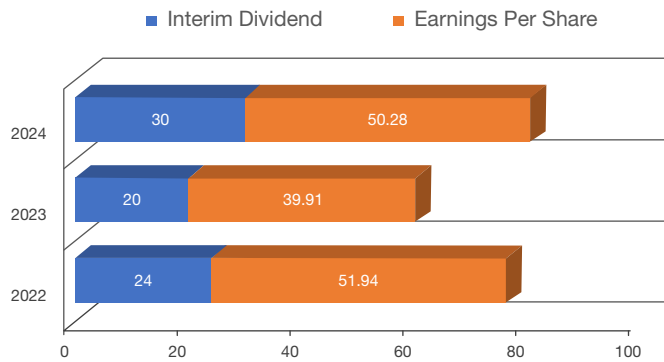




**Details of Interim Dividend & Earnings Per Share
in INR for last three financial years:**

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

DIVIDEND & EARNINGS



Bengaluru
August 9, 2024

Anupriya Garg
Legal Counsel (Region) &
Company Secretary (ACS -18612)
Address: 8/9th Mile, Tumkur Road,
Bengaluru – 560073, Karnataka

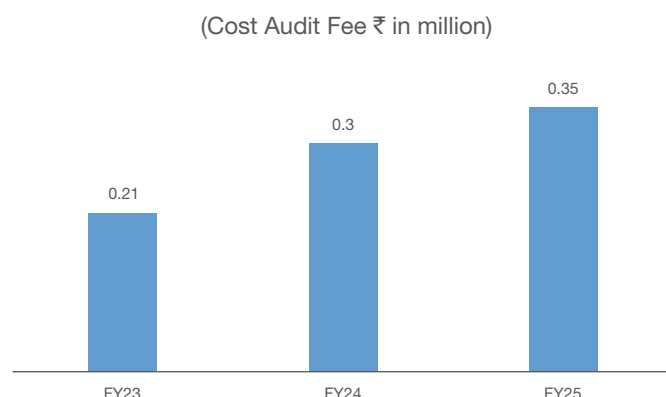
Explanatory Statement pursuant to Section 102 of Companies Act, 2013 read with Rules made thereunder and pursuant to the SEBI (LODR) Regulations, 2015

Item No. 4:

Ratification of remuneration payable to M/s. K. S. Kamalakara & Co, Bengaluru, Cost Auditors of the Company:

The Board of Directors of the Company at its meeting held on August 9, 2024, based on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s. K.S. Kamalakara & Co., Cost Auditors, Bengaluru (FRN: No:0000296), to conduct the audit of the cost records of the Company for the financial year ending June 30, 2025 and has in this regard approved payment of ₹ 3,50,000/- (Indian Rupees Three Lakhs Fifty Thousand Only) (excluding applicable taxes and re-imbursement of out of pocket expenses) as cost audit fees for FY 2024-25.

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



The Board after considering the recommendation of the Audit Committee have enhanced the remuneration payable to the Cost Auditors vis-à-vis the earlier year i.e., from INR 0.3 million in FY24 to INR 0.35 million in FY25, subject to ratification by the members.

In terms of the provisions of Section 148(3) of the Act read with Rule 14 (a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors 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 2024-25 as set out in the Resolution aforesaid.

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

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

Item No. 5:

Appointment of Ms. Bhavna Bindra (DIN: 07314422) as a Non-Executive and Independent Director of the Company:

Ms. Bhavna Bindra was appointed as an Independent Director of the Company pursuant to Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (**"the Appointment Rules"**) by the Board, effective January 3, 2020, to hold office for a term of 5 years upto January 2, 2025. The members at the Annual General Meeting held on November 11, 2020, had approved the appointment of Ms. Bhavna Bindra as an Independent Director of the Company. Ms. Bhavna Bindra's term of five years as an Independent Director is due to come to an end on January 2, 2025. The Nomination and Remuneration Committee (**"NRC"**), after taking into account the performance evaluation of Ms. Bhavna Bindra during her first term of 5 (Five) years and considering her knowledge, expertise, experience and substantial contribution and time commitment, has recommended to the Board her re-appointment for a second term of 5 (five) years. The NRC has considered her diverse skills, leadership capabilities, experience in corporate business and strategy, mergers & acquisitions, investments, vast business experience among others as key requirements for this role. In view of the above, the NRC and the Board are of the view that Ms. Bhavna Bindra possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint her as an Independent Director for a second term of five years.

Based on the recommendation of the NRC, the Board, recommended the re-appointment of Ms. Bhavna Bindra as an Independent Director, not liable to retire by rotation, for a second term of 5 (five) years effective January 3, 2025 to January 2, 2030 (both days inclusive).

As per Section 149 of the Act, an Independent Director may hold office for two terms up to 5 (five) consecutive years each.

Ms. Bhavna Bindra fulfils the requirements of an Independent Director as laid down under Section 149 of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015.

The Company has received notice in writing pursuant to Section 160 of the Act, from a member proposing the re-appointment of Ms. Bhavna Bindra for the office of Independent Director under the provisions of Section 149 of the

Act. The Company has received all statutory disclosures / declarations from Ms. Bhavna Bindra, including the following:

- (i) Consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Appointment Rules;
- (ii) Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act; and
- (iii) A declaration to the effect that she meets the criteria of independence as provided in Section 149 of the Act.

The brief profile in relation to her experience, functional expertise and other details as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 is set out in **Annexure - A** to this Notice.

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

Except Ms. Bhavna Bindra and her relatives, none of other Directors, Key Managerial Personnel or their relatives, are interested or concerned financially or otherwise in the resolution, by virtue of their directorships and to the extent of their shareholding in the Company.

Board structure after considering Ms. Bhavna Bindra's re-appointment:

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

Board Size	No. of Independent Directors (IDs)	Executive Director	Non-Executive Directors	% of Independent Directors on the Board
9#	5*	5^	3	56%

Includes 2 women Directors.

* Includes Independent Chairman and an Independent Woman Director.

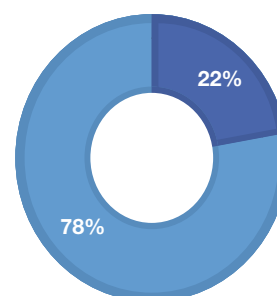
^ Managing Director.

Name	Mr. B. Anjani Kumar	Mr. Vinaya Kashinath Deshpande	Ms. Bhavna Bindra	Mr. Amit Laroya	Mr. Narumanchi Venkata Sivakumar	Mr. Franklin Gerardo Cardenas Castro	Mr. Vijaykrishnan Venkatesan	Ms. Kelly Golden Lynch	Mr. Keith Alan Mudge
Age	72	67	47	59	61	56	50	54	54
Male / Female	M	M	F	M	M	M	M	F	M
Tenure of office as at June 30, 2024	9.7 years*	9.7 years*	4.5 years	0.4 year	0.2 year	3.4 years	3.8 years	0.9 year	0.4 year

**Appointed as an Independent Director of the Company effective November 4, 2014*

GENDER COMPOSITION ON BOARD

■ Women Directors ■ Male Directors



Key Board Qualifications:

Key Board Qualifications		Board of Directors as at June 30, 2024							
Area of Expertise	Mr. B. Anjani Kumar	Mr. Vinayak K Deshpande	Ms. Bhavna Bindra	Mr. Amit Laroya	Mr. Narumanchi Venkata Sivakumar	Mr. Franklin Gerardo Cardenas Castro	Mr. Vijaykrishnan Venkatesan	Ms. Kelly Golden Lynch	Mr. Keith Alan Mudge
REGULATORY MATTERS:									
Financial Expert as per SEBI (LODR) Regulations, 2015	✓	-	-	-	✓	-	-	✓	-
Independent Director as per sec 149 of Companies Act, 2013 and SEBI (LODR) Regulations, 2015	✓	✓	✓	✓	✓	-	-	-	-
EXPERIENCE / SKILLS:									
CEO Experience	-	✓	✓	✓	✓	✓	✓	-	-
Corporate Finance (public Company)	✓	-	-	-	-	-	-	✓	-
Corporate Governance / Corporate Responsibility	✓	✓	✓	✓	✓	✓	✓	✓	✓
Current or Recent Executive Experience	-	✓	✓	✓	✓	✓	✓	✓	✓
Diversity	-	✓	✓	✓	✓	✓	✓	✓	✓
Environmental / Health / Safety	✓	✓	✓	✓	-	✓	✓	-	-
Government / Military	-	✓	-	-	-	-	✓	-	-
Industry / Manufacturing Knowledge	✓	✓	✓	✓	✓	✓	✓	✓	✓
International	✓	-	✓	✓	✓	✓	✓	✓	✓
Legal – Transactions	✓	-	-	✓	✓	-	-	-	-
Operations / Production	-	✓	✓	✓	✓	✓	✓	-	✓
Public Company Board Experience	✓	✓	✓	✓	-	-	✓	✓	-
Risk Management	✓	✓	✓	✓	✓	✓	✓	✓	-
Sales & Marketing	-	✓	✓	✓	-	✓	✓	-	✓
Strategic Planning	✓	✓	✓	✓	✓	✓	✓	✓	✓
Technology / Engineering	-	✓	-	✓	✓	-	✓	-	-

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

Bengaluru
August 9, 2024

Anupriya Garg
Legal Counsel (Region) &
Company Secretary (ACS -18612)
Address: 8/9th Mile, Tumkur Road,
Bengaluru – 560073, Karnataka

Brief particulars of Director seeking re-appointment:
I. Ms. Kelly Golden Lynch

Name of the Director	Ms. Kelly Golden Lynch
DIN	10270042
Date of first appointment on Board	August 11, 2023
Designation	Non – Executive Non - Independent Director
Date of Birth (Age)	June 4, 1970
Relationship between Directors inter-se	None
Experience	<p>Ms. Kelly Golden Lynch is the Vice President Finance Metal Cutting segment at Kennametal Inc., (Ultimate holding Company of Kennametal India Limited), having an illustrious career of 26+ years in the field of financial planning & operations, risk management, accounting and internal audit & controls. Ms. Lynch is responsible for the financial governance of +\$1.2 billion global business segment. She has managed global extended team of finance professionals in United States and China, plus matrix team in Europe and has partnered with Metal cutting Segment President to identify and prioritize key initiatives.</p> <p>Ms. Lynch has a proven track record of making key contributions that increased shareholders value, reduced costs and minimized risk. Ms. Lynch also has an extensive experience under Internal audit covering comprehensive audit program such as financial, operational, and internal control audits. As a Director Internal Audit, she has managed global team of professionals including in United States and China. She has developed and implemented enterprise-wide risk-based audit planning process and performed annual risk assessment and developed internal audit plan. Ms. Lynch has led company's transition to COSO 2013 framework including gap assessment, transition plan and implementation.</p> <p>Ms. Lynch is a Bachelor of Science in Accounting from University of Delaware – Newark, Delaware 19717 with Concentration in Finance.</p>
Expertise in specific functional area	Financial governance and direct financial operations of global business segment.
Qualifications	Graduate of University of Delaware – Bachelor of Science in Accounting
List of Directorships in other Public Companies (excluding Foreign, Private and Section 8 Companies) (except KIL) and Memberships of Committees of the Board in India (includes only Audit Committee and Stakeholders Relationship Committee)	None
List of other Public Companies in India from which she has resigned in the past three years	None
No. of Shares held in Kennametal India Limited	Nil
No. of Board Meetings attended during the financial year 2023-24 as a Director	6 (Six)
Terms and conditions of Appointment	Re-appointment in terms of Section 152(6) of the Companies Act, 2013, liable to retire by rotation.

II. Ms. Bhavna Bindra

Name of the Director	Ms. Bhavna Bindra
DIN	07314422
Date of first appointment on Board	January 3, 2020
Designation	Non – Executive Independent Director
Date of Birth (Age)	May 8, 1977
Relationship between Directors inter-se	None
Experience	<p>Ms. Bhavna Bindra (DIN: 07314422) is the Managing Director India, Middle East and Africa (IMEA) for Lubrizol Corporation, a Berkshire Hathway Company. In this role, she is responsible for leading the IMEA leadership team to deliver differential regional growth, based on a localfor-local approach. She ensures that IMEA growth investments are proactively developed and embedded in global plans, while also holding accountability for Lubrizol's Global Capability Center (GCC).</p> <p>Ms. Bhavna has more than 20 years of experience in various roles, most recently serving as Managing Director, South Asia, with REHAU, a German polymer business, that develops, manufactures and markets products for the automotive, construction and industrial sectors. Before that, she spent more than a decade at Cummins India Limited, a global manufacturer of engines, filtration and power generation products, serving as Vice President for the Distribution Business and the Automotive Business for Cummins in India. Ms. Bhavna started her career at the Boston Consulting Group focusing on the Financial Services and Pharmaceuticals sectors.</p> <p>Ms. Bhavna has been on the Boards of Valvoline Cummins Private Limited and Cummins Sales and Service Private Limited as well as on the Board of Cummins DKSH, besides Jakson Limited and Jakson Engineers Limited. Apart from Kennametal India Limited, she also currently serves on the Board of Automotive Stampings & Assemblies Limited as an Independent Director.</p> <p>Ms. Bhavna has been on the Boards of Valvoline Cummins Private Limited and Cummins Sales and Service Private Limited as well as on the Board of Cummins DKSH, besides Jakson Limited and Jakson Engineers Limited. She also currently serves on the Board of Automotive Stampings & Assemblies Limited as an Independent Director.</p> <p>Ms. Bhavna was recognized as one of India Inc.'s 25 Rising Women Leaders in 2015 by Economic Times. She was also among the "40 Under Forty" Young Leaders list of Economic Times in 2016. In 2016, Ms. Bhavna was named in The Economic Times "40 Under 40" list as one of India's brightest young business leaders. She was also named India Inc.'s Rising Women Leaders by The Corporate Dossier. In recognition of her exceptional leadership drive to invest in people, products, and processes driving innovation and transformation, she has recently been given the prestigious ET ASCENT Business Leader of The Year 2023, besides being featured on the cover of ET Polymers.</p>

	Ms. Bhavna received her bachelor's degree (Honors) in Economics from the Shri Ram College of Commerce, Delhi and her MBA from the Indian Institute of Management Bangalore. She is a certified Six Sigma Green Belt.
Expertise in specific functional area	Ms. Bhavna has diversified experience in corporate business, strategy, sales, marketing, and leadership
Qualifications	Economics honours graduate from Shri Ram College of Commerce, Delhi and MBA from IIM Bangalore.
List of Directorships in other Public Companies (excluding Foreign, Private and Section 8 Companies) and Memberships of Committees of the Board in India (includes only Audit Committee and Stakeholders Relationship Committee)	<ul style="list-style-type: none"> • Kennametal India Limited (Independent Director) • Automotive Stampings and Assemblies Limited (Independent Director) <p>Chairpersonship / Membership Details</p> <ul style="list-style-type: none"> • Kennametal India Limited: <ul style="list-style-type: none"> ▪ Audit Committee (Member) ▪ Stakeholders Relationship Committee (Member) • Automotive Stampings and Assemblies Limited: <ul style="list-style-type: none"> ▪ Audit Committee (Member)
List of other Public Companies in India from which she has resigned in the past three years	1. Jackson Limited 2. Jackson Engineers Limited
No. of Shares held in Kennametal India Limited	Nil
No. of Board Meetings attended during the financial year 2023-24 as a Director	6 (Six)
Terms and conditions of Appointment	Re-appointment for a further term of 5 years effective January 3, 2025, subject to the approval of the Shareholders. Not liable to retire by rotation.

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

Bengaluru
August 9, 2024

Anupriya Garg
Legal Counsel (Region) &
Company Secretary (ACS -18612)
Address: 8/9th Mile, Tumkur Road,
Bengaluru – 560073, Karnataka

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Kennametal India Limited

(CIN: L27109KA1964PLC001546)

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

Phone No.: +91 80 43281 444/215 Fax: +91 80 2839 0129

E-mail: in.investorrelation@kennametal.com

Website: www.kennametal.com/kennametalindia

PROXY FORM (Form MGT-11)

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19 (3) of the Companies
(Management and Administration Rules, 2014)]

59th Annual General Meeting on October 24, 2024

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 59th Annual General Meeting of the Company to be held on Thursday, October 24, 2024 at Hotel Taj Yeshwantpur, 2275, Tumkur Road, Yeshwantpur Industrial Area, Phase 1, Yeshwantpur, Bengaluru, Karnataka 560022 at 12:00 Noon and at any adjournment thereof in respect of such resolutions, as are indicated below:

Resolution No.	Resolutions	Vote		
		For	Against	Abstain
Ordinary business				
1.	To receive, consider, approve and adopt the audited financial statements of the Company for the financial year ended of June 30, 2024, together with the reports of the Board of Directors and Auditors thereon;			
2.	To appoint Ms. Kelly Golden Lynch (DIN: 10270042), Director, who retires by rotation and being eligible, offers herself for re- appointment.			
3.	To confirm the payment of interim dividend of ₹30/- per Equity Share (300%) on 2,19,78,240 Equity Shares of ₹10/- each already paid for the financial year 2023-24 ended June 30, 2024, and consider the same as final dividend for the financial year 2023-24 ended on June 30, 2024.			
Special Business				
4.	To ratify remuneration payable to M/s K. S. Kamalakara & Co, Bengaluru, Cost Auditors of the company			
5.	To re-appoint Ms. Bhavna Bindra (DIN: 07314422) as a Non - Executive Independent Director of the Company:			

Signed this _____ day of _____ 2024.

Revenue StampName: _____

Address: _____

Revenue
Stamp

.....
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 complete all details including your membership details in above box before submission. Blank/Incomplete Proxies shall be considered as invalid.
4. In case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.



Kennametal India Limited

(CIN: L27109KA1964PLC001546)

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

Phone No.: +91 80 43281 444/215 Fax: +91 80 2839 0129

E-mail: in.investorrelation@kennametal.com

Website: www.kennametal.com/kennametalindia

ATTENDANCE SLIP

PLEASE HAND OVER THE ATTENDANCE SLIP AT THE ENTRANCE OF THE AGM HALL

DP. ID		NAME AND ADDRESS OF THE REGISTERED MEMBER
Client ID / Folio No.		
No. of Shares		

I hereby record my presence at the 59th Annual General Meeting of the Company held at Hotel Taj Yeshwantpur, 2275, Tumkur Road, Yeshwantpur Industrial Area, Phase 1, Yeshwantpur, Bengaluru, Karnataka 560022 on Thursday, October 24, 2024 at 12:00 Noon.

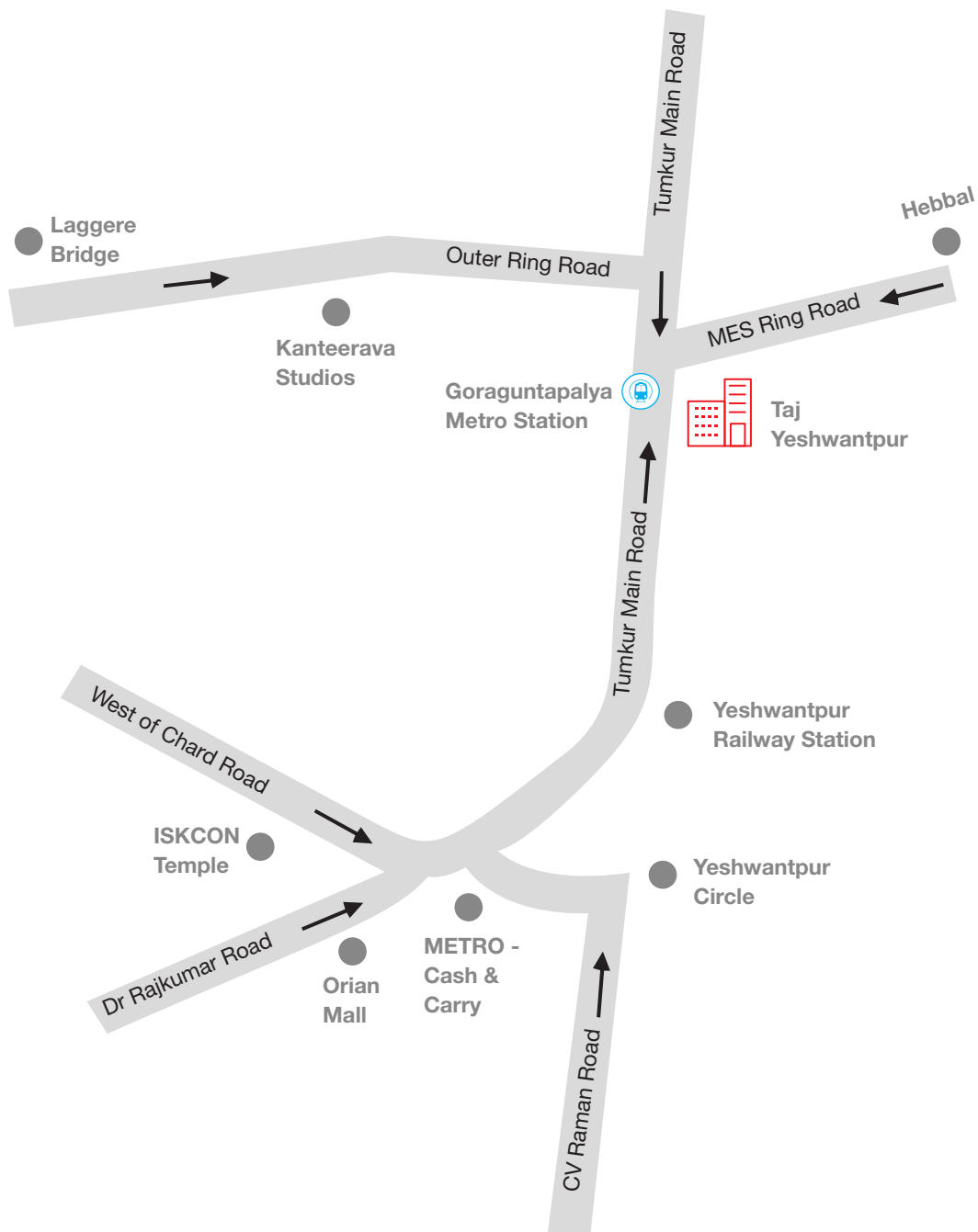
Full name of the Proxy, if attending the Meeting:

Signature of the Member / Joint Member / Proxy attending the Meeting:

Note:

Persons attending the Meeting are requested to bring this Attendance Slip with them.

Route Map to the venue of the Annual General Meeting:



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