



Kennametal India Limited

(CIN: L27109KA1964PLC001546)

Regd. Office: 8/9th Mile, Tumkur Road, Bengaluru - 560073

Email: in.investorrelation@kennametal.com

Website: www.kennametal.com/kennametalindia

Telephone: 080 43281444, Fax: 080 28390129

POSTAL BALLOT NOTICE

[Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To

The Members

Kennametal India Limited

Bengaluru - 560073

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "**Act**") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Postal Ballot Rules**"), various circulars issued by the Ministry of Corporate Affairs ("**MCA**") namely, Circular No. 09/2023 dated September 25, 2023 read with Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 8, 2021, Circular No. 02/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 and all other applicable Circulars issued by MCA from time to time (collectively referred to as "**MCA Circulars**") and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and other applicable provisions of the Act (including any statutory modification(s) and/or re-enactment thereof for the time being in force), to the Equity Shareholders (the "**Shareholders**") of Kennametal India Limited (the "**Company**"), to consider and if thought fit, to pass, Resolution(s) noted herein below by way of Postal Ballot through e-voting.

The proposed resolutions with Explanatory Statement, pursuant to Section 102 and other applicable provisions of the Act and SEBI Listing Regulations, pertaining to the said Resolutions, setting out the material facts concerning the item and the reasons thereof is annexed hereto for your consideration.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Registrar and Share Transfer Agent ("**RTA**") or with Depository / Depository participants. If your e-mail address is not registered with the Company / Registrar and Share Transfer Agent or with Depository / Depository participants, please follow the process provided in the Notes to register your email address.

In accordance with the MCA Circulars, Members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically in compliance with Regulation 44 of SEBI Listing Regulations, as amended from time to time and pursuant to the provisions of Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014. For this purpose, the Company has made an arrangement with Central Depository Services Limited ("**CDSL**") for facilitating e-voting for the Members to enable them to cast their votes electronically.

Members are requested to carefully read the instructions under the section 'INSTRUCTIONS FOR E-VOTING' in this Postal Ballot Notice and record your assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5:00 PM on Wednesday, April 17, 2024 (the last day to cast vote electronically), failing which it will be strictly considered that no reply has been received from the Member. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date of voting i.e., Wednesday, April 17, 2024.

The Board of Directors, at its Meeting held on Monday, March 11, 2024 has appointed Mr. Vijayakrishna K T, Practising Company Secretary (FCS No.: 1788, COP No.: 980), as the Scrutinizer for conducting the Postal ballot/e-voting process in a fair and transparent manner.

The Resolutions along with the Explanatory Statement setting out the material facts are as follows:

SPECIAL BUSINESS:

ITEM NO. 1

APPOINTMENT OF MR. KEITH ALAN MUDGE (DIN: 10462270) AS A NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT based on recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to Articles of Association of the Company, Mr. Keith Alan Mudge (DIN: 10462270), who was appointed as an Additional Director of the Company by the Board of Directors effective February 09, 2024 and who holds office up to the date of three months from the date of his appointment by the Board or the date of the next General Meeting, whichever is earlier, be and is hereby appointed as Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 152 of Companies Act, 2013 (“Act”) and any other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Regulation 17(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Keith Alan Mudge (DIN: 10462270), who is eligible for appointment, and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as Non-Executive Non-Independent Director of the Company who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Chief Financial Officer and / or Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and matters as may be considered or deemed necessary to give effect to above resolution, including but not limited to filing of e-forms / returns, intimation to be given to any Statutory Authorities/Stock Exchange, if any.”

ITEM NO. 2

APPOINTMENT OF MR. AMIT LAROYA (DIN: 00098933) 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, 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the **Act**”) read with Schedule IV of the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) and Regulations 17(1C) and 25 (2A) and any other applicable regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), (**“SEBI Listing Regulations”**), based on recommendation of the Nomination and Remuneration Committee and the Board of Directors and pursuant to Articles of Association of the Company, Mr. Amit Laroya (DIN: 00098933), who was appointed by the Board of Directors as an Additional Director (Non-Executive, Independent) with effect from March 11, 2024 in terms of the provisions of Section 161 of the Act and who has submitted a declaration in accordance with Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, that he meets the requisite criteria of independence, as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member proposing his candidature for the office of director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, with effect from March 11, 2024 to hold the office for a term of 5 consecutive years from March 11, 2024 up to March 10, 2029 (both dates inclusive).

RESOLVED FURTHER THAT pursuant to the provisions 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 thereof for the time being in force), Mr. Amit Laroya 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 and subject to such limits as may be prescribed from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Chief Financial Officer / or Compliance Officer of the Company be and are hereby severally authorised to do all such acts, deeds and matters as may be considered or deemed necessary to give effect to above resolution, including but not limited to filing of e-forms / returns, intimation to be given to any Statutory Authorities/Stock Exchange, if any.”

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

Aditya Kumar Jain
Compliance Officer
Address: 8/9th Mile, Tumkur Road,
Bengaluru - 560073

Bengaluru
March 11, 2024

NOTES:

- 1) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("**Postal Ballot Rules**") and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretaries of India, setting out all material facts in respect of the business set in this notice and reasons thereto is annexed hereto as **Annexure - A** ("**the Explanatory Statement**").
- 2) In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members of the Company, whose names appear on the Register of Members/list of Beneficial Owners, as on Monday, March 11, 2024 (the "**cut-off date**"). Physical copies of the postal ballot notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
- 3) The Postal Ballot Notice is sent electronically to all the Shareholders who have registered their email addresses with the Company/Depositories/Registrar and Share Transfer Agent (**RTA**). A copy of the Postal Ballot Notice may also be downloaded from the Company's website at: <https://www.kennametal.com/kennametalindia>.
- 4) The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper and at least 1 (one) Kannada newspaper, each with wide circulation in the District, where the Registered Office of the Company is situated and published on the Company's website at www.kennametal.com/kennametalindia
- 5) Members would be able to cast their votes and convey their assent or dissent to the proposed resolutions only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the cut-off date will only be considered eligible for the purpose of e-voting. A person who becomes a member after the cut-off date should treat this notice for information purpose only.
- 6) In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, various circulars issued by the MCA from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its Members to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. The Members may refer 'INSTRUCTIONS FOR E-VOTING' section of this notice for more details.
- 7) The e-voting shall commence on Tuesday, March 19, 2024, 9:00 AM IST and ends on Wednesday, April 17, 2024, 5:00 PM IST.
- 8) A Member cannot exercise his/her vote by proxy on Postal Ballot (e-voting).
- 9) The Board of Directors of the Company (the "**Board**") has appointed Mr. Vijayakrishna KT, Practising Company Secretary (FCS No.: 1788, COP No.: 980) as the 'Scrutinizer' for conducting the Postal Ballot e-voting process in accordance with the law and in a fair and transparent manner. The Scrutinizer's address is # 496/4, II Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore - 560 080.

- 10) The Scrutinizer will submit his report to Chairman of the Company or in his absence to any other designated Director or any person authorised by the Chairman of the Company after completion of scrutiny of Postal Ballot.
- 11) The results of voting by Postal Ballot will be announced on or before Friday, April 19, 2024. The said result along with Scrutinizer's report will be uploaded on Company's website at <https://www.kennametal.com/kennametalindia> and will be communicated to BSE Limited.
- 12) The last date specified by the Company for receipt of e-voting shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.
- 13) If you have any queries, please refer to Frequently Asked Questions (FAQs) for shareholders please visit <https://www.evotingindia.com/userdocs/FAQs.pdf>

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

- (i) The voting period begins on Tuesday, March 19, 2024, 9:00 AM IST and ends on Wednesday, April 17, 2024, 5:00 PM IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, March 11, 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) 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.

- (iii) 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 the 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	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/Home/Login or visit https://www.cdslindia.com/ and click on Login icon and select New System Myeasi. 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 are also links provided to access the system of all e-Voting Service Providers i.e., CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on https://www.cdslindia.com/ home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile Number & Email Address as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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. 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. 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 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
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 toll free no.: 1800 1020 990 and 1800 22 44 30

(iv) Login method for 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 <https://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 <https://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.

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.
- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for Kennametal India Limited.
- (ix) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same, the option "YES/NO" shall be available 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.
- (x) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xi) 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.

- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) **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 <https://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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required 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 at vijaykt@vikt.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 / RTA at irg@integratedindia.in.
- 2) Members may get their email registered with the Company’s Registrar and Share Transfer Agent, Integrated Registry Management Services Private Limited by clicking the link <https://www.integratedindia.in/EmailUpdation.aspx> and following the registration process as guided thereafter.
- 3) For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 4) For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting / joining virtual meetings through Depository.
- 5) SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities vide its circular dated November 3, 2021, and 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.

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 022- 23058738 and 022-23058542/43.

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 Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 AND SEBI LISTING REGULATIONS:

The following Explanatory Statements sets out all material facts relating to the Special Business mentioned in the accompanying notice dated March 11, 2024 and shall be taken as forming part of the notice:

ITEM NO. 1:

APPOINTMENT OF MR. KEITH ALAN MUDGE (DIN: 10462270) AS A NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY:

In accordance with the global Code of Conduct and the Nomination and Remuneration Policy of the Company, the Nomination and Remuneration Committee ('NRC') is focused on building diversity in the Board from not only gender perspective but also pooling in the right expertise to support sustainable growth of the Company. In accordance with rigorous process for identification of right talent on the Board, the members of the NRC along with other Directors interviewed Mr. Keith Alan Mudge (DIN: 10462270) before considering his recommendation to the NRC for approval. Accordingly, the NRC having deliberated the proposal at length, recommended its proposal to the Board for approval.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 9, 2024 had appointed Mr. Keith Alan Mudge (DIN: 10462270) as an Additional Director (categorized as Non-Executive and Non-Independent), as per Section 161 of the Act, with effect from February 9, 2024 and who shall hold office upto the date of three months from the date of his appointment by the Board or approval of the Members at the General Meeting, whichever is earlier.

The Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director.

Mr. Keith Alan Mudge has confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164(2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

Mr. Keith Alan Mudge shall be liable to retire by rotation and will not be entitled for sitting fees for attending the Meetings of the Board of Directors or Committees thereof and / or any commission. The brief resume in relation to his experience, functional expertise in compliance with the Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India is set out in **Annexure B** to this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

Except Mr. Keith Alan Mudge, none of the 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.

ITEM NO. 2:

APPOINTMENT OF MR. AMIT LAROYA (DIN: 00098933) AS A NON-EXECUTIVE AND INDEPENDENT DIRECTOR OF THE COMPANY:

Pursuant to Section 161 of the Companies Act, 2013 (the “Act”), and other applicable provisions, the Board, on the recommendation of Nomination and Remuneration Committee and subject to approval of the shareholders of the Company, at its meeting held on March 11, 2024, appointed Mr. Amit Laroya (DIN: 00098933) as an Additional Director in the capacity of Non-Executive Independent Director of the Company effective from March 11, 2024 who shall hold office upto the date of three months from the date of his appointment by the Board or approval of the Members at the General Meeting, whichever is earlier.

The Company has received all statutory disclosures / declarations from Mr. Amit Laroya including the following:

- (i) Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (“the Appointment Rules”);
- (ii) Intimation in Form DIR 8 in terms of the Appointment Rules to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act;
- (iii) Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under SEBI Listing Regulations;
- (iv) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company;
- (v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act; and
- (vi) Confirmation that he is in compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

The Nomination and Remuneration Committee (“NRC”) had previously finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Basis those attributes, the NRC recommended the candidature of Mr. Amit Laroya.

In the opinion of the Board, Mr. Amit Laroya fulfils the conditions for independence specified in the Act, the Rules made thereunder, SEBI Listing Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company, and he is independent of the Management. The Board noted that Mr. Amit Laroya’s background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that the appointment is justified due to his expertise in the area of Corporate Strategies, Mergers & Acquisitions and General Management of Business.

Pursuant to Section 149, 152 read with Schedule IV of the Act and Regulation 17 of the SEBI Listing Regulations, the resolution seeks the approval of members by way of a Special Resolution for the appointment of Mr. Amit Laroya as an Independent Director of the Company for a term of 5 (Five) years effective from March 11, 2024 to March 10, 2029 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

The brief resume in relation to his experience, functional expertise in compliance with the Secretarial Standards issued on General Meetings (SS-2) by Institute of Company Secretaries of India is set out in **Annexure B** to this Notice.

Except Mr. Amit Laroya, none of the 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.

These Explanatory Statements may be construed as a disclosure under SEBI Listing Regulations.

Brief Particulars of Director seeking appointment / re-appointment – Mr. Keith Alan Mudge:

Name of the Director	Mr. Keith Alan Mudge (DIN: 10462270)
Date of Birth	June 21, 1970
Relationship with Directors	Nil
Date of Appointment	February 9, 2024
Experience and Expertise in specific functional area	<p>Mr. Keith has led the commercial team for the Metal Cutting division at Kennametal Inc. (Ultimate Holding Company of Kennametal India Limited). In this role, he is responsible for delivering financial commitments while continuously improving productivity through commercial excellence, accountable for advancing the business strategy, driving operational excellence and delivering profitable growth in the Metal Cutting segment.</p> <p>Mr. Keith joined Kennametal Inc. in 1997 as a Sales Engineer and has held several leadership roles with increasing responsibility. Prior to Kennametal Inc., Mr. Keith gained most of his manufacturing and business knowledge while helping to run Versatech, an Aerospace manufacturing Company.</p> <p>Mr. Keith currently serves on the Board of Directors for Industrial Supply Association based out of America. He is also the America's Diversity and Inclusion Regional Sponsor and is responsible for leading the regions D&I initiatives.</p>
Qualifications	Mr. Keith Alan Mudge has obtained an Associate Degree in Business.
Name of Companies (other than this Company) in which Mr. Keith Alan Mudge also holds the directorship and the membership of Committees of the Board	Mr. Keith Alan Mudge does not hold any Directorship in any other Indian Company.
No. of Shares held in the Company	Nil
Number of Meetings of the Board attended during the year	Two
Terms and conditions of appointment	Appointment as Non-Executive Non-Independent Director effective February 9, 2024, liable to retire by rotation.
Details of remuneration to be paid and the details of remuneration last drawn by Mr. Keith Alan Mudge	Not applicable

Brief Particulars of Director seeking appointment– Mr. Amit Laroya

Name of the Director	Mr. Amit Laroya (DIN: 00098933)
Date of Birth	September 29, 1964
Relationship with Directors	Nil
Date of Appointment	March 11, 2024
Experience and Expertise in specific functional area	<p>Mr. Amit Laroya is presently serving as Senior Vice President, Asia, in the 3M Transportation and Electronics Business at 3M India Limited. Between 2013 and 2016, he was the Managing Director of 3M India Limited, thereafter, serving as a Board of Director & member of Nomination & Remuneration Committee (“NRC”) till the present date. Previously, he has also been the Managing Director for 3M in both Indonesia and Korea where he currently remains as a Board member for 3M Korea.</p> <p>Mr. Amit Laroya is a skilled business leader with a proven track record in leading and generating outcomes in various sectors such as Electronics, Industrial, Automotive, and Safety. He achieves this through the use of portfolio strategies and change management practices aimed at sustainable growth. As a certified Master Black Belt, he has spearheaded business process improvements using Hoshin Kanri and Six Sigma methodologies. His expertise also spans diverse business models, including M&A activities, crafting global strategic plans, and implementing strategic initiatives in a previous role as 3M’s Global Director for Strategy in the USA.</p> <p>His leadership style is marked by resilience, with a focus on fostering change, tackling intricate challenges and promoting a high-performance culture in organizations. He holds curiosity in high regard, viewing it as an essential tool for learning and vital leadership competence.</p> <p>He has a wealth of international experience, having guided businesses and strategic initiatives in India, Sri Lanka, Indonesia, the USA, and South Korea.</p> <p>Furthermore, Mr. Amit Laroya is deeply committed to leadership development, mentoring, coaching and actively engaging in these activities for senior leaders across various nations.</p> <p>Mr. Amit's professional career has encompassed a range of external interactions including Membership of the CII National Committee on Innovation from 2014 to 2016. Member of the CII National MNC Committee for the period 2015 to 2016 and contributions as a member of the Amcham Smart City Initiative Council from 2014 to 2016.</p>

	In addition to his work with 3M Korea and other affiliations, from 2016 to 2018, Mr. Amit served as Co-Chair of the Amcham Korea Chemical Committee. His role as a Special Advisor for the US-Korea Trade Negotiations spanned from 2016 to 2021 during which several trade agreements were successfully negotiated. He actively participated in various forums with the Indian Chamber of Commerce in Korea until 2022.
Qualifications	Mr. Amit Laroya has obtained an Economics Honors graduate from the University of Delhi and MBA in Marketing and Finance from XLRI, India.
Name of Companies (other than this Company) in which Mr. Amit Laroya also holds the directorship and the membership of Committees of the Board	Mr. Amit Laroya presently serves on the Boards of 3M India Limited and 3M Korea. He also a member of Nomination & Remuneration Committee of the Board of 3M India Limited.
No. of Shares held in the Company	Nil
Number of Meetings of the Board attended during the year	One
Terms and conditions of appointment	Appointment as Independent Director for a term of 5 years with effect from March 11, 2024 to March 10, 2029, not liable to retire by rotation.
Details of remuneration to be paid and the details of remuneration last drawn by Mr. Amit Laroya	Since the date of Mr. Amit Laroya's appointment, he has attended one Board Meeting held on March 11, 2024. Mr. Amit Laroya is entitled to Rs. 50,000/- as sitting fees for attending the said meeting.
Skills and Capabilities required for the role and the manner in which Mr. Amit Laroya meets such requirement	Refer to the Item no. 2 of the explanatory statement.

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

Bengaluru
March 11, 2024

Aditya Kumar Jain
Compliance Officer
Address: 8/9th Mile, Tumkur
Road, Bengaluru - 560073