



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 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**"the Postal Ballot Rules"**) and other applicable provisions of the Companies Act, 2013 (the **"Act"**), various circulars issued by the Ministry of Corporate Affairs (**"MCA"**) namely, Circular No. 09/2024 dated September 19, 2024 read with Circular No. 09/2023 dated September 25, 2023, Circular No. 10/2022 dated December 28, 2022, Circular No. 02/2022 dated May 5, 2022, Circular No. 19/2021 dated December 8, 2021, Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 5, 2020, Circular No. 17/2020 dated April 13, 2020, and Circular No. 14/2020 dated April 8, 2020 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 / RTA 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 (India) 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 IST on Wednesday June 25, 2025 (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 June 25, 2025.

The Board of Directors, at its meeting held on Thursday, May 15, 2025 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

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH KENNAMETAL INC., USA:

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

“**RESOLVED THAT** pursuant to provisions of the Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or amendments or re-enactment(s) thereof, as amended from time to time, consent of the Members be and is hereby accorded in respect of the following material related party transaction(s) to be entered between the Company and Kennametal Inc., USA which are in the ordinary course of business and on arm's length basis:

(INR in millions)

Sl. No.	Nature of Transactions	Estimated value of transactions for FY 2025-26 effective July 01, 2025
1	Sales	850
2	Cross Charge - Revenue	60
3	Cross Charge - Expenses	70
4	IT Cross Charge - Expenses	257
5	Professional Services - Expenses	20
6	Purchase	2,000
7	Purchase - Capital Goods	100
8	Royalty	100
Total		3,457

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Chief Financial Officer and / or 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.”

ITEM NO. 2

APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS WITH KENNAMETAL EUROPE GmbH, SWITZERLAND:

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

“**RESOLVED THAT** pursuant to provisions of Section 188 of the Companies Act, 2013 and Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, consent of the Members be and is hereby accorded in respect of the following material related party transaction(s) to be entered by the Company with Kennametal Europe GmbH, Switzerland which are in the ordinary course of business and on arm’s length basis:

(INR in millions)

Sl. No.	Nature of Transactions	Estimated value of transactions for FY 2025-26 effective July 01, 2025
1	Sales	900
2	Purchase	2,640
3	Cross Charge - Revenue	10
4	Cross Charge - Expenses	5
Total		3,555

RESOLVED FURTHER THAT the Board of Directors of the Company and / or Chief Financial Officer and / or 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.”

ITEM NO. 3

APPOINTMENT OF MR. FAISAL SAAD HAMADI (DIN: 10961717) 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 the provisions of section 161 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Faisal Saad Hamadi (DIN: 10961717), who was appointed as an Additional Director of the Company by the Board of Directors effective April 2, 2025, be and is hereby appointed as a Non-Executive Non-Independent 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. Faisal Saad Hamadi (DIN: 10961717), 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 the 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, including but not limited to filing of e-forms / returns, intimation to be given to any Statutory Authorities/Stock Exchange, if any."

ITEM NO. 4

RE-APPOINTMENT OF MR. VIJAYKRISHNAN VENKATESAN (DIN: 07901688) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS EFFECTIVE SEPTEMBER 17, 2025

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, and other applicable provisions, if any, read with Schedule V to the Companies Act, 2013 ('Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the Members be and is hereby accorded for the re-appointment of Mr. Vijaykrishnan Venkatesan (DIN: 07901688) as the Managing Director of the Company for a further term of 5 years commencing from September 17, 2025 upto September 16, 2030, not liable to retire by rotation, upon the terms and conditions including remuneration, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period), as set out in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to increase, make variations, modifications or amendments in the remuneration and / or other terms and conditions including Agreement entered / to be entered with Mr. Vijaykrishnan Venkatesan and the Company, as considered reasonable by the Board and acceptable to Mr. Vijaykrishnan Venkatesan and such remuneration shall be within the maximum limit permissible in terms of the provisions of the Companies Act, 2013 or any other applicable laws and provisions (including any statutory modification(s) or re-enactment thereof for the time being in force).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolutions.”

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

Anupriya Garg
Legal Counsel (Region),
Company Secretary & Compliance Officer
Address: 8/9th Mile, Tumkur
Road, Bengaluru – 560073
ICSI Membership No.: 18612

Bengaluru
May 15, 2025

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 Thursday, May 15, 2025 (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.
- 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, May 27, 2025, 9:00 AM IST and ends on Wednesday, June 25, 2025, 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 K T, Practicing 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 the 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, June 27, 2025. 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 Resolutions would be deemed to have been passed, if approved by 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 INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

- (i) The voting period begins on Tuesday, May 27, 2025, 9:00 AM IST and ends on Wednesday, June 25, 2025, 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., May 15, 2025 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.

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' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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.

	<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	<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

(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 you 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 and enter the details as prompted by the system.
- (xv) There is also an optional provision to upload Board Resolution / POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **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 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 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@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 / 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.
- 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 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 Futurex, 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.

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 May 15, 2025, and shall be taken as forming part of the notice:

ITEM NO. 1 & 2:

APPROVAL OF RELATED PARTY TRANSACTIONS (RPTs) WITH KENNAMETAL INC. AND KENNAMETAL EUROPE GMBH:

Regulation 23 of SEBI Listing Regulations states that a transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds INR 1,000 Crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. In addition to this, a transaction involving payments made to a related party with respect to brand usage or royalty shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds 5% of the annual consolidated turnover of the listed entity as per its last audited financial statements.

Further, all Material Related Party Transactions shall require prior approval of the Members through a resolution and no related party shall vote to approve such resolution whether an entity is a related party to the particular transaction or not.

Kennametal Inc. and Kennametal Europe GmbH are related to the Company and are material-related parties as per Regulation 23 of SEBI Listing Regulations.

The shareholders may recapitulate that the Company had obtained omnibus shareholders' approval for the transactions with Kennametal Inc. and Kennametal Europe GmbH which are material in nature for the FY2024-25 through postal ballot which was duly passed on June 19, 2024. The validity of the said approvals for the RPTs obtained from the shareholders through the said postal ballot is valid only till June 30, 2025.

As per Regulation 23 of SEBI Listing Regulations, the transactions with Kennametal Inc. and Kennametal Europe GmbH are material in nature as these transactions on a cumulative basis by both parties individually are likely to exceed 10% of the annual consolidated turnover as per the last audited financial statements of the Company. Accordingly, the Company is hereby placing before the shareholders the proposed material related party transactions with Kennametal Inc. and Kennametal Europe GmbH, effective July 1, 2025 till June 30, 2026 viz., FY 2025-26.

Given the nature of the industry, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with its related parties, from time to time, in the ordinary course of business and at arm's length basis.

As a part of its ongoing activities and in the ordinary course of business, the Company, *inter-alia*, purchases / sells raw materials, semi-finished / finished products, components, capital equipment's, avails / renders services from / to Kennametal Inc. (Ultimate Holding Company) and Kennametal Europe GmbH (wholly owned subsidiary of Kennametal Inc.), at arm's length basis.

The purchase / sales transactions proposed to be entered into with the said Related Parties have intrinsic Intellectual Property (IP) value of Kennametal Inc.

The Cross charge-expenses is in the nature of sharing of actual costs incurred globally without any mark-up across all the subsidiaries of Kennametal Inc.

The Cross charge-revenue is for services rendered and is recovered with a mark-up to maintain the arm's length nature of the transaction in line with transfer pricing guidance.

The above activities are essential for the Company to carry out its business operations and maximize its growth and performance. Purchases of materials / goods / services by the Company are based on an agreement executed by the Company with the related parties.

The Management has adopted pragmatic approach in arriving at the proposed RPT values by considering the year-to-date actual transaction values + estimated growth in the consumption for FY 2025-26. A quarterly review on the RPTs is being carried out and report submitted to the Audit committee by a reputed third-party audit firm. Further an Annual Transfer pricing study by a reputed third-party professional firm in India is done and submitted to revenue authorities. The said proposed RPTs are also in line with the transfer pricing policy of the Company. The Audit Committee having reviewed the proposals is satisfied that all the related party transactions proposed will be in the ordinary course of business and at Arm's length and have accordingly recommended the proposal to the Board for further recommendation to the shareholders' as set out in the above resolutions for approval.

Therefore, in terms of the SEBI Listing Regulations, the transactions with the said related parties require the approval of members of the Company by passing the resolutions at item Nos. 1 and 2 of the Notice.

Details to be placed before Members in line with the SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 and provisions of the Companies Act, 2013 are given below:

Sl. No.	Particulars	Information		
		Sl. No.	Nature of Transactions	Material terms
1.	Type, material terms and particulars of the proposed transaction	1	Purchases	Payment to be made in Indian rupees within 30 days from the end of the month in which purchases were made.
		2	Purchase - Capital Goods	

		<table> <tr> <td>3</td><td>Sales</td><td rowspan="2">Payment to be received in respective Country currency within 30 days from the end of the month billing.</td></tr> <tr> <td>4</td><td>Cross Charge Revenue</td></tr> <tr> <td>5</td><td>IT Cross Charge – Expenses</td><td rowspan="4">Payment to be made in Indian rupees within 30 days from the end of the month of Billing / Debit note.</td></tr> <tr> <td>6</td><td>Royalty</td></tr> <tr> <td>7</td><td>Professional Services- Expenses</td></tr> <tr> <td>8</td><td>Cross Charge - Expenses</td></tr> </table> <p><i>Terms and conditions are similar for both the Related Parties.</i></p>	3	Sales	Payment to be received in respective Country currency within 30 days from the end of the month billing.	4	Cross Charge Revenue	5	IT Cross Charge – Expenses	Payment to be made in Indian rupees within 30 days from the end of the month of Billing / Debit note.	6	Royalty	7	Professional Services- Expenses	8	Cross Charge - Expenses
3	Sales	Payment to be received in respective Country currency within 30 days from the end of the month billing.														
4	Cross Charge Revenue															
5	IT Cross Charge – Expenses	Payment to be made in Indian rupees within 30 days from the end of the month of Billing / Debit note.														
6	Royalty															
7	Professional Services- Expenses															
8	Cross Charge - Expenses															
2.	Name of the related parties	1. Kennametal Inc. 2. Kennametal Europe GmbH														
3.	Nature of relationship with the Company and its subsidiary, including nature of its concern or interest	Kennametal Inc. - Ultimate Holding Company Kennametal Europe GmbH – Enterprise holding, directly or indirectly, substantial interest in Meturit A.G., the Holding Company of Kennametal India Limited.														
4.	Tenure of the proposed transaction	These transactions have been undertaken by the Company from time to time on a regular basis depending on the needs of business and is perpetual in nature.														
5.	Value of the proposed transaction;	<p>Considering the business phenomenon being dynamic and the nature of industry / business in which the Company operates, the Company expects the level of transactions with Kennametal Inc. and Kennametal Europe GmbH, individually, to be above the materiality threshold as prescribed under the SEBI Listing Regulations.</p> <p>Therefore, the approval of the Members is being sought for an aggregate value of transactions proposed to be undertaken for the FY 2025-26 for INR 7,012 Million (Kennametal Inc.: INR 3,457 Million, Kennametal Europe GmbH: INR 3,555 Million) as mentioned in the respective resolutions.</p>														
6.	The percentage of the Company's annual consolidated turnover, for the immediately preceding financial	Kennametal Inc: 31.43% Kennametal Europe GmbH: 32.32%														

	year, that is represented by the value of the proposed transaction	
7.	Whether the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary?	Not Applicable
8.	Justification as to why the RPT is in the interest of the Company	These transactions would be carried out at an arm's length and in the ordinary course of business in accordance with applicable laws and regulations. The detailed justification has been elucidated above.
9.	A copy of the valuation or other external party report, if any such report has been relied upon	The proposed RPTs are in line with the transfer pricing policy of the Company. A quarterly review on the RPTs are being carried out and report submitted to the Audit committee by a reputed third-party audit firm. Further an Annual Transfer pricing study by a reputed third-party professional firm in India is done and report submitted to the Revenue authorities under the Income Tax Act, 1961. The Audit Committee upon review of such study is of the view that all related party transactions are entered by the Company have been in the ordinary course of business and were/will be at Arm's length basis and has accordingly accorded its prior approval.
10.	Period for which the shareholders' approval is sought	For a period of one year only (July 1, 2025, to June 30, 2026)
11.	Whether the transactions have been approved by the Audit Committee	Yes. The Audit Committee has granted omnibus approval as per the prevailing legal requirements. The proposed RPTs are in accordance with the RPT Policy of the Company.
12.	Any other information that may be relevant or important for the Members to make a decision on the proposed transactions.	All requisite information to enable shareholders to exercise their informed decision have been made part of this Notice.

The proposed RPTs are in the ordinary and normal course of business and on arm's length basis and play a significant role in the Company's business operations and accordingly the Board recommends the Ordinary Resolutions set forth in item Nos. 1 and 2 of the Notice for the approval of the Members in terms of Regulation 23 of the SEBI Listing Regulations.

Except the Directors representing Kennametal Inc., none of the other Directors or Key Managerial Personnel of the Company and their relatives and may be deemed to be concerned or interested, directly or indirectly, in this resolution. However, it may be noted that Ms. Kelly Golden Lynch, Mr. Keith Alan Mudge and Mr. Faisal Saad Hamadi represents Kennametal Inc. on the Board of the Company.

The Members' approval is solicited for the resolutions at item Nos. 1 and 2 of the accompanying Notice as Ordinary Resolutions.

These explanatory statements may be construed as a disclosure under SEBI Listing Regulations.

ITEM NO. 3:

APPOINTMENT OF MR. FAISAL SAAD HAMADI (DIN: 10961717) AS A NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY

Pursuant to section 161 of the Companies Act, 2013 and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors had appointed Mr. Faisal Saad Hamadi (DIN: 10961717) as an Additional Director (categorized as Non-Executive and Non-Independent) effective April 2, 2025 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. Faisal Saad Hamadi has confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 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. Faisal Saad Hamadi 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. 3 of the Notice for approval by the Members.

Except Mr. Faisal Saad Hamadi and his relative, 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. 4:**RE-APPOINTMENT OF MR. VIJAYKRISHNAN VENKATESAN (DIN: 07901688) AS THE MANAGING DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS**

Mr. Vijaykrishnan Venkatesan (DIN: 07901688) is currently the Managing Director of the Company and also a Member of the Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee (Chairman), Risk Management Committee and Environmental, Social and Governance Committee (Chairman). He was appointed as the Managing Director effective September 17, 2020 for a period of 5 years up to September 16, 2025.

As the Managing Director of the Company, Mr. Vijaykrishnan Venkatesan is Key Managerial Person in terms of Section 203 of the Companies Act, 2013. The Company has also received a notice in writing from a member signifying its intention to propose him as a candidate for the office of the Managing Director as per Section 160 of the Companies Act, 2013.

Based on the recommendations of the Nomination and Remuneration Committee at its Meeting held on May 15, 2025, the Board has, vide resolution passed on May 15, 2025, re-appointed Mr. Vijaykrishnan Venkatesan as the Managing Director of the Company for a further period of five (5) years commencing from September 17, 2025 upto September 16, 2030 at the remuneration stated hereunder and on terms and conditions as set out in the Agreement between the Company and Mr. Vijaykrishnan Venkatesan.

Major terms and remuneration of Mr. Vijaykrishnan Venkatesan:

1. **Tenure:** For the period of five (5) years commencing from September 17, 2025 upto September 16, 2030.
2. **Details of remuneration**
 - A. **Annual salary:**

Sl. No.	Particulars	Amount (INR)
1.	Annual Guaranteed Cash (AGC)	2,50,60,000
2.	Statutory Contribution:	
a)	Provident Fund (12% of Basic Pay)	12,92,880
b)	Gratuity (5% of Basic Pay)	5,38,700
3.	Annual Incentive Plan (AIP) [45% of AGC]	1,12,77,000
4.	Long Term Incentive Plan (LTIP) [55% of AGC]	1,37,83,000
	Long Term Incentive Plan (LTIP) Grant Allocation: Performance Stock Units (PSUs) - 50% Restricted Stock Units (RSUs) - 50%	
Total Annual Salary		5,19,51,580

B. Other Perquisites:

- a. Leave on full pay and allowances, as per Company's rules.
- b. Insurance – Coverage to be extended, as per Company's rules.
- c. Encashment of leave at the end of tenure as per Company's rules.
- d. Reimbursement of Telephone expenses (inclusive of Broadband) at actual.
- e. Such other benefits, amenities, facilities and perquisites as per the rules of the Company, as applicable to senior executives, and as may be permitted by the Company from time to time.

In the event of loss or inadequacy of profits of the Company in any financial year during his tenure, Mr. Vijaykrishnan Venkatesan shall be entitled to receive the total remuneration in accordance with Section II of Part II of Schedule V to the Companies Act, 2013 including any modification(s) or re-enactment thereof, for the time being in force.

The Board of Directors of the Company may increase, make variations, modifications or amendments in the remuneration and / or other terms and conditions, and such remuneration shall be within the maximum limit permissible in terms of the provisions of the Companies Act, 2013 or any other applicable laws and provisions (including any statutory modification(s) or re-enactment thereof for the time being in force).

Brief profile in relation to his experience, functional expertise and memberships on other companies' Boards and Committees as required under SEBI (LODR) Regulations, 2015 is set out in **Annexure 'C'** to this Notice.

It is proposed to seek approval from the Members to re-appoint Mr. Vijaykrishnan Venkatesan as the Managing Director of the Company including the remuneration payable, in terms of the applicable provisions of the Companies Act, 2013 and the relevant Rules made thereunder.

None of the Directors or Key Managerial Personnel or the relatives except Mr. Vijaykrishnan Venkatesan and his relatives are concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 4 for the approval of Members.

Brief Particulars of Director seeking appointment

Name of the Director	Mr. Faisal Saad Hamadi
Date of Birth	January 13, 1985
Age	40 years
Relationship with Directors	Nil
Date of Appointment	April 2, 2025
Experience and Expertise in a specific functional area	<p>Mr. Faisal Saad Hamadi is currently Vice President of Kennametal Inc., Ultimate Holding Company of the Company, and President of the Infrastructure segment of Kennametal Inc.</p> <p>He joined Kennametal Inc., in 2024, focused on implementing lean business systems as part of the Continuous Improvement value creation pillar. Prior to joining Kennametal Inc., Mr. Hamadi spent 17 years at Eaton Corporation in progressive roles, including Division Finance Manager, Product Manager, Sales Manager, Plant Manager and General Manager. Most recently, he had P&L ownership as the General Manager of a \$600 million aerospace business that served major airlines and OEMs globally and had more than 1,000 employees.</p>
Qualifications	He holds a bachelor's degree in finance from Michigan State and a master's degree in finance from Johns Hopkins University.
Name of Companies (other than this Company) in which Mr. Faisal Saad Hamadi also holds the directorship and the membership of Committees of the Board	Mr. Faisal Saad Hamadi 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	One
Terms and conditions of appointment	Appointment as Non-Executive Non-Independent Director effective April 2, 2025, liable to retire by rotation
Details of remuneration to be paid and the details of remuneration last drawn by Mr. Faisal Saad Hamadi	Not applicable
Inter-se relationship with other Directors and Key Managerial Personnel	None of the Directors of the Company is inter-se related to Mr. Faisal Saad Hamadi

Brief Particulars of Managing Director seeking re-appointment

Name of the Director	Mr. Vijaykrishnan Venkatesan
Date of Birth	September 9, 1974
Age	50 years
Relationship with Directors	Nil
Date of Re-Appointment	September 17, 2025
Experience and Expertise in a specific functional area	<p>Mr. Vijaykrishnan Venkatesan is currently serving as the Managing Director of Kennametal India Limited (KIL) since September 2020.</p> <p>He has more than 27+ years of strategic and operational leadership experience in India and Asia Pacific region. Experienced in working across various industry verticals including Infrastructure, Automotive, Construction, Mining, Oil & Gas and General Engineering industries.</p> <p>Prior to joining Kennametal India Limited, He has handled various roles of increasing responsibilities which includes Vice President of Abrasive Systems Division; 3M India Ltd, Vice President - Strategic planning; 3M India Ltd, Executive Director - Safety and Graphics Business; 3M India Ltd, Business development Manager, Asia Pacific Region - Personal Safety division at 3M and the Global Portfolio Leader for Disposal respirators at 3M.</p> <p>He has led several change management and organizational development initiatives to excel in the competitive business environment with strong focus on customers and promoting growth and sustainability.</p> <p>He is the immediate Past Chairman of CII Karnataka State Council, Director on the Board of Invest Karnataka Forum and is an Executive Committee Member of Indian Machine Tool Manufacturers' Association (IMTMA).</p>
Qualifications	Graduate of Madras University with a degree in Mechanical Engineering and is also an MBA with specialization in Marketing
Name of Companies (other than this Company) in which Mr. Vijaykrishnan Venkatesan also holds the directorship and the membership of Committees of the Board	<p>List of Companies in Which Mr. Vijaykrishnan Venkatesan is a Director:</p> <ol style="list-style-type: none"> 1. Invest Karnataka Forum 2. Indian Machine Tool Manufacturers Association

No. of Shares held in the Company	Nil
Number of Meetings of the Board attended during the year	Four
Terms and conditions of appointment	Re-appointment as the Managing Director for a further term 5 (Five) years of effective September 17, 2025, not liable to retire by rotation.
Details of remuneration to be paid and the details of remuneration last drawn by Mr. Vijaykrishnan Venkatesan	As stated in the explanatory statement mentioned above.
Inter-se relationship with other Directors and Key Managerial Personnel	None of the Directors of the Company is inter-se related to Mr. Vijaykrishnan Venkatesan

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

Anupriya Garg
Legal Counsel (Region),
Company Secretary & Compliance Officer
Address: 8/9th Mile, Tumkur
Road, Bengaluru – 560073
ICSI Membership No.: 18612

Bengaluru
May 15, 2025