



## **Kennametal India Limited**

(CIN: L27109KA1964PLC001546)

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

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Website: [www.kennametal.com/kennametalindia](http://www.kennametal.com/kennametalindia)

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### **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.19/2021 dated December 8, 2021 read with Circular No.14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021 and 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, Resolutions 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/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the notes to receive this Postal Ballot Notice.

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, as an alternate 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, June 15, 2022 (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 15, 2022.

The Board of Directors, at its Meeting held on May 11, 2022 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) 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 the FY 2022-23 effective from July 1, 2022
1.	Sales	875
2.	Cross Charge Revenue	50
3.	Cross Charge - Debits	65
4.	IT Cross Charge - Expenses	250
5.	Professional Services- Expenses	35
6.	Purchase	2,300
7.	Purchase - Capital Goods	100
8.	Royalty	50
<b>Total</b>		<b>3,725</b>

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

## **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) 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)*

<b>Sl. No.</b>	<b>Nature of Transactions</b>	<b>Estimated value of transactions for the FY 2022-23 effective from July 1, 2022</b>
1.	Sales	1,250
2.	Purchase	3,200
3.	Cross Charge - Revenue	20
<b>Total</b>		<b>4,470</b>

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

## **ITEM NO. 3**

### **APPOINTMENT OF MS. KELLY MARIE BOYER (DIN: 09540001) 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, Ms. Kelly Marie Boyer (DIN: 09540001), who was appointed as an Additional Director of the Company by the Board of Directors effective May 11, 2022 and who holds office up to the date of three months from the date of her 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 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, Ms. Kelly Marie Boyer (DIN: 09540001), who is eligible for appointment, 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 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.”

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

Naveen Chandra P  
General Manager - Legal & Company Secretary  
ICSI Membership No.: 30057  
Address: 8/9<sup>th</sup> Mile, Tumkur Road, Bengaluru - 560073

Bengaluru  
May 11, 2022

## 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**"), 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 Wednesday, May 12, 2022 (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: [www.kennametal.com/kennametalindia](http://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](http://www.kennametal.com/kennametalindia)
- 5) Members would be able to cast their votes and convey their assent or dissent to the proposed resolution 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 17, 2022, 9:00 AM IST and ends on Wednesday, June 15, 2022, 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, 10<sup>th</sup> 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 the Company Secretary after completion of scrutiny of Postal Ballot.
- 11) The results of voting by Postal Ballot will be announced on or before Friday, June 17, 2022. The said result along with Scrutinizer's report will be uploaded on Company's website at [www.kennametal.com/kennametalindia](http://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>

**INSTRUCTIONS FOR E-VOTING ARE AS UNDER:**

- (i) The voting period begins on Tuesday, May 17, 2022 at 9:00 AM IST and ends on Wednesday, June 15, 2022 at 5:00 PM IST. During this period, the Shareholders of the Company, holding Shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday, May 12, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) 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 above said SEBI Circular, login method for e-voting and joining virtual meetings for individual shareholders holding securities in demat mode CDSL/NSDL is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	<p>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 is <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting the vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is 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.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</p>

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> select “Register Online for IDeAS” portal or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a> 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 hold 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 or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<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 or joining virtual meeting &amp; voting during the meeting.</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
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>



(iii) Login method for e-Voting and joining virtual meetings for **Physical Shareholders and Shareholders other than individual holding in Demat form:**

- 1) The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding Shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding Shares in demat form and had logged on to [www.evotingindia.com](http://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:

<b>Particulars</b>	<b>For Physical Shareholders and other than individual Shareholders holding shares in Demat</b>
PAN	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 <b>OR</b> Date of Birth (DOB)	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.

- (iv) After entering these details appropriately, click on “SUBMIT” tab.
- (v) 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.

- (vi) For Shareholders holding Shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (viii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) 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.
- (xiv) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual Shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://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](mailto: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](mailto: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@vjkt.in](mailto:vijaykt@vjkt.in) and to the Company at the email address viz; [in.investorrelation@kennametal.com](mailto: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/RTA email id**.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP).
3. 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.

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](mailto: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](mailto: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 Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice dated May 11, 2022 and shall be taken as forming part of the notice:**

**ITEM NOS. 1 AND 2:**

**APPROVAL OF RELATED PARTY TRANSACTIONS WITH KENNAMETAL INC. AND KENNAMETAL EUROPE GMBH:**

As a part of its ongoing and in the ordinary course of business, the Company purchases / sells raw materials, semi-finished / finished products, components, capital equipments, 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 above activities have been 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 agreement executed by the Company with the related parties.

For the Financial Year 2022-23 ("on-going transaction") the Audit Committee has reviewed and approved the transactions as mentioned in the resolutions set out under Item Nos. 1 & 2 of the Notice dated May 11, 2022.

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

The purchase / sales transactions proposed to be entered into with the Related Parties have intrinsic Intellectual Property (IP) value of Kennametal Inc. The cross charge is in the nature of sharing of actual cost incurred globally without any mark-up across all the subsidiaries of Kennametal Inc.

The Related Party Transactions ('RPT') entered into/by the Company during Financial Year 2022 are / would be in line with the global transfer pricing policy of Kennametal which have been reviewed and recommended by a third-party professional firm and are applicable across its subsidiaries of Kennametal Inc. In addition to this, an Annual Transfer pricing study is conducted by a third-party professional firm in India in requirement under the Income Tax Act, 1961. The Audit Committee upon review of such study is of the view that all related party transactions 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.

Furthermore, the Board of Directors at its meeting held on May 11, 2022 have reviewed the actual value of transactions, as on date, for financial year 2022 and estimated value of the transactions on an annual basis based on expected growth plans for the financial year 2023 in detail, for recommending the same to the Shareholders of the Company for their approval.

It may be noted that as per the amended definition provided in the explanation to Regulation 23 (1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') which is effective April 1, 2022, 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. 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.

As per Regulation 23(1) of SEBI Listing Regulations, the transactions with Kennametal Inc. and Kennametal Europe GmbH are material in nature as these transactions on cumulative basis are likely to exceed 10% of the annual consolidated turnover as per the last audited financial statements of the Company.

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 and provisions of the Companies Act, 2013 are given below:**

Sl. No.	Particulars	Information		
1.	Type, material terms and particulars of the proposed transaction	Sl. No.	Nature of Transactions	Material terms
		1	Purchases	Payment to be made in respective country currency within 30 days from date of receipt of goods.
		2	Purchase- Capital Goods	
		3	Sales	Billing to be made in respective country currency within 21 days from end of the month billing.
		4	Cross Charge Revenue	
		5	IT Cross Charge - Expenses	Payment to be made in respective country currency within 30 days of issue of debit note.
		6	Royalty	
		7	Professional Services- Expenses	
		8	Cross Charge Debits	
<i>Terms and conditions are similar for both the Related Parties.</i>				
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.
5.	Value of the proposed transaction;	Considering the business phenomenon being dynamic and the nature of industry / business in which the Company operates, the Company expects the level of transactions with Kennametal Inc. and Kennametal Europe GmbH to be above the materiality threshold as prescribed under the SEBI Listing Regulations.  Therefore, the approval of the Members is being sought for an aggregate value of transactions for the financial year 2022-23 for INR 8,195 million (Kennametal Inc.: INR 3,725 million, Kennametal Europe GmbH: INR 4,470 million) as mentioned in the respective resolutions.
6.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Kennametal Inc: 43.63 %  Kennametal Europe GmbH: 52.36 %
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 are done at 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 RPT entered into/by the Company during Financial Year 2022 are in line with the global transfer pricing policy of Kennametal which have been reviewed and recommended by a third-party professional firm and are applicable across its subsidiaries of Kennametal Inc. In addition to this, an Annual Transfer pricing study is conducted by a third-party professional firm in India in requirement under the Income Tax Act, 1961. The Audit Committee upon review of such study is of the view that

		all related party transactions 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	<b><u>For a period of one year only</u></b> (July 1, 2022 to June 30, 2023)
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 (LODR) Regulations, 2015.

None of the Directors or Key Managerial Personnel of the Company and their relatives may be deemed to be concerned or interested, directly or indirectly, in this resolution. However, it may be noted that Mr. Franklin Gerardo Cardenas Castro, Mr. Devi Parameswar Reddy and Ms. Kelly Marie Boyer 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.

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

**ITEM NO. 3:**

**APPOINTMENT OF MS. KELLY MARIE BOYER (DIN: 09540001) 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 this connection, the NRC has identified the combination of expertise required on the Board so as to build diverse Board. Further, the NRC has deemed it necessary to have an expert from the strategy, stakeholders' management with specific focus on investor services. In accordance with rigorous process for identification of right talent on the Board, the members of the NRC along with other Directors interviewed Ms. Kelly Marie Boyer before considering her 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 May 11, 2022 has appointed Ms. Kelly Marie Boyer (DIN: 09540001) as an Additional Director (categorized as Non-Executive and Non- Independent), as per Section 161 of the Act, with effect from May 11, 2022 and who shall hold office upto the date of three months from the date of her appointment by the Board or approval of the Members at the General Meeting, whichever is earlier.

Ms. Boyer is liable to retire by rotation and is not 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 her experience, functional expertise 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 Ms. Kelly Marie Boyer, none of other Directors, Key Managerial Personnel or their relatives, are interested or concerned financially or otherwise in the resolution, by virtue of their directorships and to the extent of their shareholding in the Company.

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



**Brief Particulars of Director seeking appointment / re-appointment:**

Name of the Director	Ms. Kelly Marie Boyer
Date of Birth	November 1, 1959
Relationship with Directors	Nil
Date of Appointment	May 11, 2022
Experience and Expertise in specific functional area	<p>Ms. Kelly Marie Boyer is a Vice President, Investor Relations at Kennametal Inc., (Ultimate holding Company of Kennametal India Limited) a \$1.8 billion multi-national company. Ms. Boyer's broad financial background specializing in corporate finance, Mergers &amp; Acquisitions, treasury and investor relations has been vital as Kennametal Inc. embarked on its current transformational multi-year margin improvement program. At the outset of her tenure as lead contact with shareholders, Kennametal Inc.'s share price increased over 200% over a period of 2 years.</p> <p>Ms. Boyer, who has spent the majority of her career with industrial companies, has a proven track record of making key contributions that increased shareholder value, reduced costs, and minimized risk. Ms. Boyer has extensive experience in Mergers &amp; Acquisitions, strategic planning, investor relations, treasury, risk management and ESG. Ms. Boyer is an expert at maintaining liquidity and optimizing the balance sheet in every type of economic environment. Ms. Boyer has closed over 25 deals, ranging in size up to \$8 billion and totaling over \$21 billion in her career. Ms. Boyer is a highly experienced analyst, leader, communicator and negotiator.</p> <p>Prior to joining Kennametal Inc. in 2016, through her consulting company, Kelly Boyer &amp; Associates, Inc., Ms. Boyer was CFO for a public global technology company, and Vice President, Investor Relations and Treasurer for a global industrial services and commodity trading company. As a consultant, Ms. Boyer also secured financing for several clients, including \$1 billion in acquisition financing for a global engineering and construction company. With her broad skill set ranging from strategic planning to treasury/corporate finance to M&amp;A to investor relations, Ms. Boyer has been instrumental in assisting companies develop and execute their long-term strategies.</p> <p>Another key highlight of Ms. Boyer's career includes Treasurer of a multi-national generic pharmaceutical company, successfully financing a major growth initiative during the challenging economic environment of 2006 through 2009. Ms. Boyer has worked across the entire spectrum of credit levels and has also worked extensively with private equity and investment banking firms.</p>

	Ms. Boyer served on the Board for the Pittsburgh Ballet Theatre for five years, focusing on establishing a solid financial base and strategic long-term plan for the organization. Ms. Boyer has also served as corporate officer and sat on the Boards of subsidiaries of public companies during her tenure as Treasurer for a number of companies.
Qualifications	Ms. Boyer is a Chartered Financial Analyst (CFA) and holds a Bachelor of Commerce (B.Com.) from the University of Saskatchewan, with a double major in Finance and Economics.
Name of Companies (other than this Company) in which Ms. Boyer also holds the directorship and the membership of Committees of the Board	Ms. Boyer does not hold any Directorship in any other Indian Company.
No. of Shares held in the Company	Nil

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

Naveen Chandra P  
General Manager - Legal & Company Secretary  
ICSI Membership No.: 30057  
Address: 8/9<sup>th</sup> Mile, Tumkur Road, Bengaluru - 560073

Bengaluru  
May 11, 2022