



Ref:Sec/Sto/17/12

Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001

October 19, 2016

Dear Sirs,

Subject Notice of the 51st Annual General Meeting
Disclosure under Regulation 30 of the SEBI (Listing Obligations and
Disclosure Requirements) Regulations, 2015


Ref Kennametal India Limited, Scrip Code: 505890

In continuation of our Letter No. Sec/Sto/17/5 dated August 09,2016, please find attached the Notice of the 51st Annual General Meeting of Kennametal India Limited to be held on Monday, November 14, 2016 at 12.30 PM at the Registered office of the Company.

Kindly take the same on record and oblige.

Thanking you,

Yours faithfully,
For Kennametal India Limited


K. V. Suresh Reddy
Compliance Officer



Encl: As above

**Kennametal India Limited**

(CIN: L27109KA1964PLC001546)

Regd. Office: 8/9th Mile, Tumkur Road,
Bengaluru – 560 073E-mail: in.investorrelation@kennametal.comWebsite: www.kennametal.com/kennametalindia**NOTICE TO MEMBERS**

NOTICE is hereby given that the Fifty- first Annual General Meeting of Kennametal India Limited will be held on Monday, November 14, 2016 at 12.30 P.M. at the Registered Office of the Company at 8/9th Mile, Tumkur Road, Bengaluru – 560 073, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements as at June 30, 2016 and the Independent Auditors' Report thereon and the report of the Board of Directors.
2. To confirm the interim dividend of ₹ 2/- per equity share (20%) on 21,978,240 equity shares of ₹ 10/- each already paid as the final dividend for the financial year 2015-16 (year ended June 30, 2016).
3. To ratify the appointment of Messrs Price Waterhouse & Co Bangalore LLP, Chartered Accountants, (Firm Registration No.007567S/S-200012) as approved by the Members at the forty ninth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of the fifty second Annual General Meeting, and to fix their remuneration for the financial year ending June 30, 2017.

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. David Lee (DIN: 07175442) who was appointed as a Director of the Company with effect from May 05, 2015 in the casual vacancy caused by the resignation of Mr. GERALD Joseph Yolande Marie Ghislain GOUBAU (DIN: 06566705), who retires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to Messrs K. S. Kamalakara & Co., Cost Auditors, Bengaluru (Firm Registration No: 0000296), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending June 30, 2017, amounting to ₹ 2,00,000 (Rupees Two Lakhs only) as also the payment of service tax as applicable and re-imbursment of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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

“RESOLVED THAT pursuant to provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed thereunder, the consent of the Company be and is hereby accorded to charge from a member in advance, a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode if any request has been made by such member for delivery of such document to him through such mode of service provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), consent of the members be and is hereby accorded for the following material related party transactions by the Company with Kennametal Inc., USA on arm's length basis:

₹ in Lakhs

Sl. No.	Nature of Transactions	Approval received from members for the estimated Material related party transactions for FY16 in 50 th AGM	Transaction value for financial year July 01, 2015 to June 30, 2016 i.e. FY16 amount	Estimated Value of Transactions per Annum effective financial year commencing July 1, 2016 i.e. FY17 not exceeding amount
1.	Purchase of Components/raw materials (payment)	5500	4338	6000
2.	IT Cross charges (payment)	1400	1327	1400
3.	Royalty (payment)	220	155	250
4.	Cross charge - expenses (Payable)	70	133	200
5.	Sales of products/components (receipts)	1800	1172	1800
6.	Cross charge - expenses (Receivable)	35	81	200

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

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

"RESOLVED THAT pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), consent of the members be and is hereby accorded for the following material related party transactions by the Company with Kennametal Europe GmbH on arm's length basis:

₹ in Lakhs				
Sl. No.	Nature of Transactions	Approval received from members for the estimated Material related party transactions for FY16 in 50 th AGM	Transaction value for financial year July 01, 2015 to June 30, 2016 i.e. FY16 amount	Estimated Value of Transactions per Annum effective financial year commencing July 1, 2016 i.e. FY17 not exceeding amount
1.	Purchase of Components/raw materials (payments)	15500	15880	19000
2.	Sales (receipt)	1850	2127	2400
3.	Cross charge - expenses (Receivable)	35	-	5

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

By Order of the Board of Directors
For Kennametal India Limited

Bengaluru
August 09, 2016

Kundan K. Lal
General Manager - Legal &
Company Secretary (FCS - 8393)

NOTES

- The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, November 08, 2016 to Monday, November 14, 2016** (both days inclusive) for the purpose of the Annual General Meeting (AGM).

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

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

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

3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of details relating to Special Businesses is annexed hereto.
4. An interim dividend of ₹ 2/- per equity share of ₹ 10/- each (20% on the paid up capital of the Company) was declared by the Board for the financial year ended June 30, 2016 and May 20, 2016 was fixed as Record Date for the said purpose. The said interim dividend was paid on May 26, 2016.
5. Consequent upon the amendment to Section 205A of the Companies Act, 1956 and introduction of Section 125C by the Companies (Amendment) Act, 1999, the amount of dividends remaining unclaimed for a period of seven years are to be transferred to the Investor Education and Protection Fund. Accordingly, the dividend declared for all the Financial Years ended June 30, 2007 has been transferred to Investor Education and Protection Fund. The amount so transferred can not be claimed either from the Company or from the said Fund.

Members who have not encashed the dividend warrants/ demand drafts for the financial year ended June 30, 2010 onwards are requested to write to the Company giving the necessary details.

Pursuant to Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012, the Company shall provide/host the required details of unclaimed amounts referred to under Section 205C(2) of the Companies Act, 1956 on its website page www.kennametal.com/kennametal/hi/about-us/kil-financials.htm or www.kennametal.com/kennametalindia and also Ministry of Corporate Affairs (MCA) website in the relevant form every year.

6. Electronic copy of the Notice of the 51st Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/RTA/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email IDs, physical copies of the Notice of the 51st Annual General Meeting of the Company *inter alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

Members may also note that the Notice of the 51st Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website page www.kennametal.com/kennametal/hi/about-us/kil-financials.htm or www.kennametal.com/kennametalindia for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Bengaluru for

inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon a request for the same, by post/courier free of cost. For any communication, the Members may also send requests to the Company's investor email id: in.investorrelation@kennametal.com

7. The Securities and Exchange Board of India (SEBI) vide Circular dated April 27, 2007, had made PAN mandatory for all securities market transactions. Thereafter, vide Circular dated May 20, 2009 it was clarified that for securities market transactions and off market/ private transactions involving transfer of shares in physical form of listed companies, it shall be mandatory for the transferee (s) to furnish copy of PAN card to the Company/Registrar & Share Transfer Agents for registration of such transfer of shares. The shareholders are requested to furnish a copy of the PAN card in cases involving transfer of shares in physical form.
8. Members may address all matters relating to shares, demat, remat, annual report, etc. to the Company's Registrar & Share Transfer Agent (RTA) at the following address:

Integrated Enterprises (India) Limited
No.30, 'Ramana Residency',
4th Cross, Sampige Road, Malleswaram,
Bengaluru- 560003
Phone: (080) 23460815 – 818, Fax: (080) 23460819,
e-mail: irg@integratedindia.in

For dividend queries and other general matters :

The Company Secretary
Kennametal India Limited
8/9th Mile, Tumkur Road, Bengaluru - 560 073.
Phone: 080-28394321 and 080 22198345, Fax: 080 28397572
e-mail: in.investorrelation@kennametal.com

for the purpose of addressing investor complaints and also to take necessary follow-up action.

Members are requested to quote their Registered Folio Number or Demat Account Number & Depository Participant (DP) ID Number in all correspondence.

9. Remote Voting through electronic mode:

Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 & Rule 21 of Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members the electronic facility to exercise their right to vote at the Annual General Meeting (AGM). The business at the AGM may be transacted through e-voting services provided by Central Depository Services Limited (CDSL). It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on November 11, 2016 (09.00 A.M.) and ends on November 13, 2016 (05.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e. November 07, 2016 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and signature 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) Any person, who acquires equity shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. November 07, 2016 may follow the same instructions as mentioned above for e-Voting.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com
- (xxii) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., November 07, 2016.
- (xxiii) Mr. Vijayakrishna KT, Practising Company Secretary has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxiv) The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- (xxv) The scrutinizer shall within a period of not exceeding 48 hours from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company or the officials authorized by him.
- The results of the e-voting along with the scrutinizer's report shall be placed on the Company's website page www.kennametal.com/kennametal/hi/about-us/kil-financials.htm or www.kennametal.com/kennametalindia and on the website of CDSL within two days of passing of the resolution at the AGM of the Company. The results will also be communicated to the stock exchange where the shares of the Company are listed.
10. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
 11. In case of joint shareholders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
 12. The Members who have voted electronically, are not eligible to vote by ballot paper.
 13. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.

14. The brief resume of Directors seeking appointment/ re-appointments as required under SEBI (LODR) Regulations, 2015 is set out at “Annexure A” to this notice.
15. Members / Proxy holders are requested to produce at the entrance of the venue the enclosed attendance slip duly signed.
16. Members are requested to bring their copies of the annual report to the AGM.
17. Every person holding equity shares of the Company and whose name is entered:
 - a. As a beneficial owner as at the end of business hours on November 07, 2016, as per the list to be furnished by NSDL/CDSL in respect of shares held in dematerialized form
 - b. As members in the register of members of the Company after giving effect to valid share transfers lodged with the Company, on or before November 07, 2016.shall only be entitled to attend the AGM in person or through his/ her proxy.
18. The identity / signature of the members holding shares in demat form are liable for verification with the specimen signatures furnished by NSDL/CDSL. Such members are advised to bring the Depository Participant (DP ID), account number (Client ID) and the relevant identity card to the AGM for easier identification and recording of attendance at the AGM.
19. In terms of the Circular No. CIR/MRD/DP/10/2013 dated 21 March 2013 issued by the Securities and Exchange Board of India, listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as Electronic Clearance Service (ECS), LECS (Local ECS)/RECS (Regional ECS)/NECS (National ECS), NEFT, etc. for making cash payments like dividend etc. to the members. Accordingly, members holding securities in demat mode are requested to update their bank details with their depository participants. Members holding securities in physical form may send a request updating their bank details, to the address of RTA (as mentioned in Sl.No.8 above) .
20. Pursuant to Section 72 of the Companies Act, 2013, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination are requested to send their requests in Form No. SH13, pursuant to the Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 (which will be made available on request) to the RTA of the Company.
21. Members requiring information or clarification with regard to the audited accounts and operations of the Company are requested to write to the General Manager- Legal & Company Secretary at the Registered Office of the Company at least five days before the date of the meeting to enable the Company to keep the information ready.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.4

The Board of Directors appointed Mr. David Lee (DIN: 07175442) as Director with effect from May 05, 2015 in place of the casual vacancy caused by the resignation of Mr. Gerald Goubau (DIN: 06566705), and who retires at this Annual General Meeting.

The brief resume 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 'A' to this Notice. The Board considers that his continued association as Director will be beneficial to and in the interest of the Company.

The Company has received a notice from a member of the Company along with requisite fee under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. David Lee for the office of Director of the Company.

The Directors commend the passing of the resolution relating to his appointment for the approval of the members as set out at item No.4 in the accompanying Notice.

Except Mr. David Lee, no other Directors, Key Managerial Personnel or their relatives, are interested or concerned in the resolution.

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

Item No.5

The Board of Directors of the Company on the recommendation of the Audit Committee, approved the appointment and remuneration of Messrs K. S. Kamalakara & Co., Cost Auditors, Bengaluru (FRN:0000296), to conduct the audit of the cost records of the Company for the financial year ending June 30, 2017. In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of The Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors during the year 2017 as set out in the Resolution for the aforesaid services to be rendered by them.

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

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

Item No.6

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by post or by registered post or by speed post or by courier or by delivery at his office or residence address or by such electronic or other mode as may be prescribed. Further, proviso to sub-section (2) of Section 20 states that a member may request for delivery of any document through a particular mode, for which he shall pay such fees in advance as may be determined by the company in its Annual General Meeting. Accordingly, the Board of Directors in its meeting held on August 09, 2016 has proposed that a sum equivalent to the estimated actual expenses of delivery of the documents through a particular mode, if any request has been made by any member for delivery of such documents to him through such mode of service, be taken to cover the cost of such delivery.



None of the Directors or Key Managerial Personnel including their relatives is concerned or interested, financial or otherwise, in the said resolution.

The Board of Directors recommend the Ordinary Resolution as set out at Item No. 6 to the Notice for approval by the Members.

Item Nos. 7 & 8

As a part of its regular business, the Company purchases/sells raw materials, hard metal products, avails/renders services from/to Kennametal Inc. and Kennametal Europe GmbH, at arm's length basis. For the Financial Year 2016-17 ("on-going transaction") the Audit Committee has reviewed and approved the transactions as mentioned in the resolutions set out at Item Nos. 7 & 8 of the Notice on August 09, 2016.

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

An analysis of all the related party transactions entered into/by the Company during FY16 and the basis of charge was undertaken through a third party professional firm. The Audit Committee upon review of such analysis, is of the view that all related party transactions by the Company are at Arm's length basis.

The Board of Directors in its Meeting held on August 09, 2016, reviewed the actual value of transactions for FY16 and estimated value of the transactions on annual basis effective FY17 in detail for recommending the same to the shareholders of the Company for their approval.

As per Regulation 23(1) SEBI (LODR) Regulations, 2015, the transactions with Kennametal Inc. and Kennametal Europe GmbH are material in nature as these transactions on cumulative basis are likely to exceed 10% of the annual turnover as per the last audited financial statements of the Company. Therefore, in terms of the SEBI (LODR) Regulations, 2015, the transactions with the said related parties require the approval of members of the Company by passing the resolution at item Nos. 7 & 8 of the Notice.

As per SEBI (LODR) Regulations, 2015, all entities falling under the definition of related parties shall abstain from voting on the resolution and accordingly, the Promoters will not vote on item Nos. 7 & 8

No Director, Key Managerial Personnel, or their respective relatives are in any way, concerned or interested, financial or otherwise, in the resolutions set out at item Nos. 7 and 8 of the Notice respectively.

The Members' approvals are solicited for the resolutions at item Nos. 7 & 8 of the accompanying Notice as Ordinary Resolutions.

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

By Order of the Board of Directors
For Kennametal India Limited

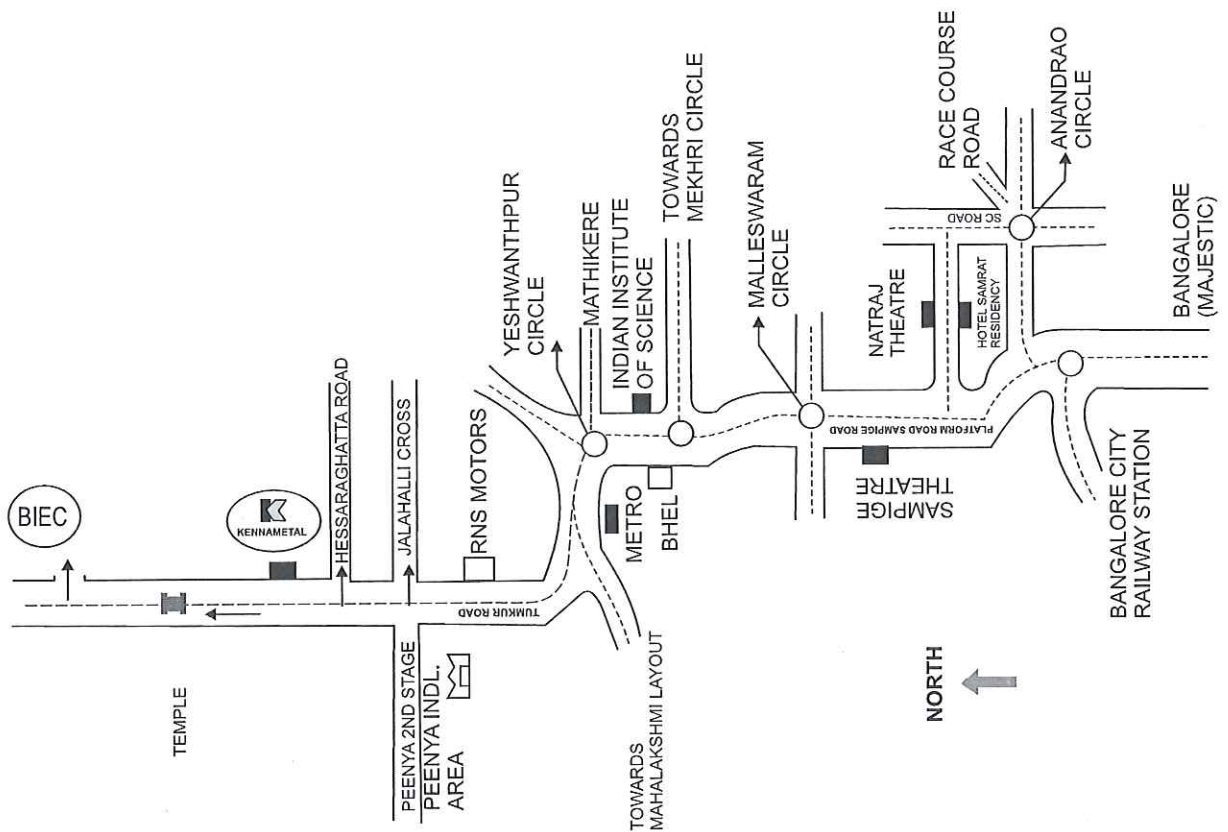
Kundan K. Lal
General Manager-Legal &
Company Secretary (FCS- 8393)

Bengaluru
August 09, 2016

Brief Particulars of Directors seeking appointment / reappointment

Name of the Director	Mr. David Lee
Date of Birth	January 13, 1971
Relationship with Directors	None
Experience	<p>With Kennametal Inc: 9 years</p> <p>Mr. David Lee is a Managing Director, AsiaPac Region at Kennametal Inc.</p> <p>He joined Kennametal Inc. in the year 2007 as Regional Sales and Marketing Director.</p> <p>Prior to joining Kennametal Inc. he had served various organizations and handled various roles as Sales Engineer in Avery Dennison, Senior Sales Manager in ID Technologies and as Sales Manager in Brady Corporation. He has over 20 years of experience in the field of Sales, Marketing and Leadership.</p>
Expertise in specific functional area	Sales, Marketing and Leadership
Qualifications	Mechanical Engineer from Nanyang Technological University and Master of Business Administration (MBA) from University at Buffalo, USA.
List of Directorships and Memberships of Board Committees in India	None
No. of Shares held	NIL

Route Map



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KENNAMETAL INDIA LIMITED

CIN: L27109KA1964PLC001546,

Registered Office :8/9th Mile, Tumkur Road, Bengaluru-560073, Karnataka, India

Phone: +91(80)28394321 Fax : +91(80)28397572, e-mail:in.investorrelation@kennametal.com,

Website page: <http://www.kennametal.com/kennametalindia>

PROXY FORM

Name of the member(s):

Registered Address:

E-mail ID:

Folio No./Client ID:

DP ID

I / We being the member(s) of....., shares of the above named company hereby appoint

I. Name :	2. Name :	3. Name :
Address	Address	Address
e-mail id :	e-mail id	e-mail id
Signature	Signature	Signature
Or failing him	Or failing him	Or failing him

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 51st Annual General Meeting of the Company to be held on Monday, November 14, 2016 at 12.30 P.M. at the Registered Office: 8/9th Mile, Tumkur Road, Bengaluru – 560 073 and at any adjournment thereof in respect of such resolutions, as are indicated below.

Resolution No.	Resolutions	Vote(Optional see Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
Ordinary business				
1.	To receive, consider and adopt the Audited Financial Statements as at June 30, 2016 and the Independent Auditor's Report thereon and the report of the Board of Directors.			

2.	To confirm the interim dividend of ₹ 2/- per equity share (20%) already paid as the final dividend for the financial year 2015-16.			
3.	Ratification of the appointment of Messrs. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, as the Auditors of the Company.			
Special Business				
4.	Appointment of Mr. David Lee as a Director of the Company, liable to retire by rotation.			
5.	Ratification of the remuneration payable to Messrs K. S. Kamalakara & Co., Cost Auditors, Bengaluru (Firm Registration No:0000296), as the Cost Auditor for the financial year ending June 30, 2017.			
6.	To determine fees for service of document pursuant to Section 20 of the Companies Act, 2013.			
7.	Approval of Material Related Party Transactions with Kennametal Inc., USA, as per Regulation 23 of SEBI(LODR) Regulations, 2015			
8.	Approval of Material Related Party Transactions with Kennametal Europe GmbH, as per Regulation 23 of SEBI(LODR) Regulations, 2015.			

Signed this _____ day of _____ 2016

Revenue
Stamp

Name : _____

Address : _____

.....
Signature of the Shareholder

Signature of the Proxy

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. The proxy need not be a Member of the Company.
2. It is optional to indicate your preference. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she may deem appropriate.
3. Please do not share your e-voting password with anyone.



KENNAMETAL INDIA LIMITED

CIN: L27109KA1964PLC001546

Registered Office: 8/9th Mile, Tumkur Road, Bangalore – 560 073

Telephone: +91 80 28394321, Fax: +91 80 28397572, Email: in.investorrelation@kennametal.com

ATTENDANCE SLIP

51st ANNUAL GENERAL MEETING

Date: November 14, 2016

Time: 12:30 P.M

Place: Registered Office: 8/9th Mile, Tumkur Road, Bangalore – 560 073.

Please fill attendance slip and hand it over at the entrance of the meeting hall

Name of the attending Member (in block letters):

Members' Folio Number:

Client I.D. No. :

D.P.I.D No:

Name of the Proxy (in Block Letters, to be filled in if the proxy attends instead of the members)

.....

No. of Shares held:

I hereby record my presence at the Fifty First Annual General Meeting of the Company held on Monday the 14th November, 2016, at 12:30 P.M at Registered Office: 8/9th Mile, Tumkur Road, Bangalore – 560 073.

Signature of Member / Proxy

The electronic voting particulars are set out below:

EVS (Electronic Voting Sequence Number)	PAN No./SEQ.No.	USER ID	PASSWORD
160929001			Refer AGM Notice

E-voting facility is available during the following voting period

Commencement of e-voting	End of e-voting
November 11, 2016 (9 A.M)	November 13, 2016 (5.00 P.M)