

**KENNAMETAL INDIA LIMITED**

**Date of Annual General Meeting : NOVEMBER 04, 2014**

Total number of shareholders on record : 5531 (As per specified Date)  
 No. of shareholders present in the meeting either in person or through proxy : 71  
 Promoters and Promoter Group : 2  
 Public : 69

No. of Shareholders attended the meeting through Video conferencing : NA

Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)] *100 (3)	No. of Votes in favour (4)	no. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4) /(2)]*100 (6)	% of Votes against on votes polled (7) = [(5) /(2)]*100 (7)

**Resolution 1**

To receive, consider and adopt the audited Balance Sheet as at June 30, 2014, the audited Profit and Loss for the year ended on that date and the reports of the Directors and the Auditors thereon.

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public -Others	2291492	1069	0.05	1065	4	99.63	0.37
<b>Total (A)</b>	<b>21978240</b>	<b>18774864</b>	<b>85.42</b>	<b>18774860</b>	<b>4</b>	<b>99.99998</b>	<b>0.00002</b>



Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2) / (1)] * 100 (3)	No. of Votes in favour (4)	no. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4) / (2)] * 100 (6)	% of Votes against on votes polled (7) = [(5) / (2)] * 100 (7)
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**Resolution 2**

Re-appointment of Price Waterhouse & Co., Bangalore as Statutory Auditors, to hold office from the conclusion of 49th Annual General Meeting until the conclusion of 52nd Annual General Meeting.

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public - Others	2291492	1069	0.05	1065	4	99.63	0.37
<b>Total (A)</b>	<b>21978240</b>	<b>18774864</b>	<b>85.42</b>	<b>18774860</b>	<b>4</b>	<b>99.99998</b>	<b>0.00002</b>



Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>Resolution 3</b>							
Appointment of Mr. Gerald Goubau as a Director liable to retire by rotation.							

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public - Others	2291492	1069	0.05	1065	4	95.63	0.37
<b>Total (A)</b>	<b>21978240</b>	<b>18774864</b>	<b>85.42</b>	<b>18774860</b>	<b>4</b>	<b>99.99998</b>	<b>0.00002</b>



Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)] *100 (3)	No. of Votes in favour (4)	no. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4) /(2)]*100 (6)	% of Votes against on votes polled (7) = [(5) /(2)]*100 (7)
<b>Resolution 4</b>							
Appointment of Ms. Michelle Ruth Keating as a Director liable to retire by rotation.							

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public - Others	2291492	1069	0.05	1065	4	95.63	0.37
<b>Total (A)</b>	<b>21978240</b>	<b>18774864</b>	<b>85.42</b>	<b>18774860</b>	<b>4</b>	<b>99.99998</b>	<b>0.00002</b>





Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>Resolution 5</b>							
Appointment of Mr. B.Anjani Kumar as an Independent Director.							

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public - Others	2291492	1069	0.05	1065	4	99.63	0.37
<b>Total (A)</b>	<b>21978240</b>	<b>18774864</b>	<b>85.42</b>	<b>18774860</b>	<b>4</b>	<b>99.99998</b>	<b>0.00002</b>



Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)] *100 (3)	No. of Votes in favour (4)	no. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4) /(2)]*100 (6)	% of Votes against on votes polled (7) = [(5) /(2)]*100 (7)
<b>Resolution 6</b>							
Appointment of Mr. Vinayak K. Deshpande as an Independent Director.							

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public -Others	2291492	1069	0.05	1065	4	95.63	0.37
<b>Total (A)</b>	<b>21978240</b>	<b>18774864</b>	<b>85.42</b>	<b>18774860</b>	<b>4</b>	<b>99.99998</b>	<b>0.00002</b>



Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)

**Resolution 7**

Approval for Related Party Transactions of material nature with Kennametal Inc..

Promoter and Promoter Group	16483680	0	0.00	0	0	0.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public - Others	2291492	1069	0.05	1065	4	99.63	0.37
<b>Total (A)</b>	<b>21978240</b>	<b>2291184</b>	<b>10.42</b>	<b>2291180</b>	<b>4</b>	<b>99.99983</b>	<b>0.00017</b>



Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
<b>Resolution 8</b>							
Approval for Related Party Transactions of material nature with Kennametal Europe GmbH.							

Promoter and Promoter Group	16483680	0	0.00	0	0	0.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public -Others	2291492	1069	0.05	1065	4	99.63	0.37
<b>Total (A)</b>	<b>21978240</b>	<b>2291184</b>	<b>10.42</b>	<b>2291180</b>	<b>4</b>	<b>99.99983</b>	<b>0.00017</b>





Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)] * 100 (3)	No. of Votes in favour (4)	no. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4) /(2)]*100 (6)	% of Votes against on votes polled (7) = [(5) /(2)]*100 (7)
<b>Resolution 9</b>							
Not filling the vacancy caused by Mr. M. N. Bhagwat, Director who does not offer himself for re-appointment.							

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public -Others	2291492	1056	0.05	1056	13	98.78	1.22
<b>Total (A)</b>	<b>21978240</b>	<b>18774864</b>	<b>85.42</b>	<b>18774851</b>	<b>13</b>	<b>99.99993</b>	<b>0.00007</b>



**VIJAYAKRISHNA K T**

BBM, LLB, FCS, AICWA

Company Secretary

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Near Bashyam Circle, Sadashivanagar,  
Bangalore - 560 080  
Tel : +91 80 23610847,  
Telefax : +91 80 41231106  
e-mail : vijaykt@vjkt.in  
ktvijaykrishna@gmail.com

## REPORT OF SCRUTINIZER

4<sup>th</sup> November, 2014

To  
Chairman  
Kennametal India Limited  
Bangalore

Dear Sir,

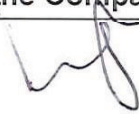
I, Vijayakrishna KT, appointed as Scrutinizer for the purpose of e-voting and poll taken on the below mentioned resolutions, at the Annual General Meeting of the Equity Shareholders of Kennametal India Limited, held today, i.e., 4<sup>th</sup> November, 2014 at the Registered Office of the Company at 8/9<sup>th</sup> Mile, Tumkur Road, Bangalore – 560 073 at 12.00 Noon, hereby submit my Report.

Report dated 1<sup>st</sup> November, 2014 on e-voting was already handed over to you.

The polling process was undertaken as per the Companies (Management and Administration) Rules, 2014. The Poll Box was opened in the presence of two persons as witnesses after the voting process was completed. I have received the necessary support from the Company and Integrated Enterprises (India) Ltd, who is the Registrar and Share Transfer Agent (RTA).

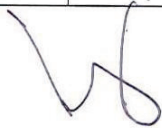
On verification of the 43 polling papers received up to, and on 4<sup>th</sup> November, 2014 and voting through e-voting up to 31<sup>st</sup> October, 2014 from the Shareholders of Kennametal India Limited holding Equity Shares, both in physical and electronic mode, and based on the information made available to me, I hereby submit my consolidated report as under:

<b>Authorised Capital of the Company</b>	2,19,78,240 Equity Shares of Rs. 10/- each – Rs. 21,97,82,400/-.
<b>Issued and Paid up Equity Capital of the Company</b>	2,19,78,240 Equity Shares of Rs. 10/- each – Rs. 21,97,82,400/-.



**DETAILS OF E-VOTING:**

Resolution number	Resolution	Total number of Shares	Voted in favour	Voted against	Percentage (In favour)
<b>ORDINARY BUSINESS:</b>					
1.	Adoption of accounts for the year ended 30 <sup>th</sup> June, 2014.	18773985	18773985	0	100
2.	Appointment of Auditors of the Company.	18773985	18773985	0	100
<b>SPECIAL BUSINESS:</b>					
3.	Appointment of Mr. Gerald Goubau as Director of the Company.	18773985	18773985	0	100
4.	Appointment of Ms. Michelle Ruth Keating as Director of the Company.	18773985	18773985	0	100
5.	Appointment of Mr. Bidadi Anjani Kumar as Independent Director of the Company.	18773985	18773985	0	100
6.	Appointment of Mr. Vinayak K Deshpande as Independent Director of the Company.	18773985	18773985	0	100
7.	Related Party Transaction by the Company with Kennametal Inc., USA.	2290305	2290305	0	100
8.	Related Party Transaction by the Company with Kennametal Europe GmbH.	2290305	2290305	0	100
9.	Retirement of Mr. M N Bhagwat by rotation and he has expressed his unwillingness to be re-appointed as Director of the Company.	18773985	18773985	0	100





## DETAILS OF POLLING

### A. DETAILS OF INVALID POLLING PAPERS:

Sl. No.	Particulars	No. of Polling Papers	No. of Shares involved
a.	Mismatch of signature with specimen signature	2	51
b.	Signature not affixed	1	2
	<b>Total</b>	<b>3</b>	<b>53</b>

### B. DETAILS OF VALID VOTING THROUGH POLLING PAPERS:

Resolution number	Resolution	Total number of Shares	Voted in favour	Voted against	Percentage (In favour)
<b>ORDINARY BUSINESS:</b>					
1.	Adoption of accounts for the year ended 30 <sup>th</sup> June, 2014.	879	875	4	99.54
2.	Appointment of Auditors of the Company.	879	875	4	99.54
<b>SPECIAL BUSINESS:</b>					
3.	Appointment of Mr. Gerald Goubau as Director of the Company.	879	875	4	99.54
4.	Appointment of Ms. Michelle Ruth Keating as Director of the Company.	879	875	4	99.54
5.	Appointment of Mr. Bidadi Anjani Kumar as Independent Director of the Company.	879	875	4	99.54



6.	Appointment of Mr. Vinayak K Deshpande as Independent Director of the Company.	879	875	4	99.54
7.	Related Party Transaction by the Company with Kennametal Inc., USA.	879	875	4	99.54
8.	Related Party Transaction by the Company with Kennametal Europe GmbH.	879	875	4	99.54
9.	Retirement of Mr. M N Bhagwat by rotation and he has expressed his unwillingness to be re-appointed as Director of the Company.	879	866	13	98.52

**C. FINAL ANALYSIS COMBINING BOTH E-VOTING AND POLLING PAPERS IS AS FOLLOWS:**

Resolution number	Resolution	Total number of Shares	Voted in favour	Voted against	Percentage (In favour)	Result
<b>ORDINARY BUSINESS:</b>						
1.	Adoption of accounts for the year ended 30 <sup>th</sup> June, 2014.	18774864	18774860	4	99.99	Passed
2.	Appointment of Auditors of the Company.	18774864	18774860	4	99.99	Passed
<b>SPECIAL BUSINESS:</b>						
3.	Appointment of Mr. Gerald Goubau as Director of the Company.	18774864	18774860	4	99.99	Passed
4.	Appointment of Ms. Michelle Ruth Keating as Director of the Company.	18774864	18774860	4	99.99	Passed

5.	Appointment of Mr. Bidadi Anjani Kumar as Independent Director of the Company.	18774864	18774860	4	99.99	Passed
6.	Appointment of Mr. Vinayak K Deshpande as Independent Director of the Company.	18774864	18774860	4	99.99	Passed
7.	Related Party Transaction by the Company with Kennametal Inc., USA.	2291184	2291180	4	99.99	Passed
8.	Related Party Transaction by the Company with Kennametal Europe GmbH.	2291184	2291180	4	99.99	Passed
9.	Retirement of Mr. M N Bhagwat by rotation and he has expressed his unwillingness to be re-appointed as Director of the Company.	18774864	18774851	13	99.99	Passed

\*Pursuant to proviso to Section 188 of the Companies Act, 2013, the interested party cannot vote for the resolutions on contracts or arrangement which tantamount to 'Related Party Transaction'. However, there are no such instances.

Based on the above information, you may kindly declare the results and take steps accordingly.

I hereby enclose the polling papers received as per details above. E-voting statement has already been furnished to you earlier.

Thanking you  
Yours faithfully

Vijayakrishna K T

Encl: As above

