



**KENNAMETAL INDIA LIMITED**  
**CIN: L27109KA1964PLC001546,**  
**Registered Office :8/9<sup>th</sup> Mile, Tumkur Road,Bengaluru-560073, Karnataka, India**  
**Phone: +91(80)28394321 Fax : +91(80)28397572, e-mail: [in.investorrelation@kennametal.com](mailto: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

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

as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50<sup>th</sup> Annual General Meeting of the Company to be held on Monday, November 09,2015 at 12.30 P.M. at the Registered Office: 8/9<sup>th</sup> Mile, Tumkur Road, Bengaluru – 560 073 and at any adjournment thereof in respect of such resolutions, as are indicated below.

Resolution No.	Resolution	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, 2015 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%) already paid as the final dividend for the financial year 2014-2015			
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. John H. Jacko Jr. as a Director of the Company, liable to retire by rotation			
5	Appointment of Mr. Prakash M. Telang as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from November 04, 2014			
6	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, 2016			
7	Approval for payment of commission to Non-Executive Directors of the Company.			
8	Approval of Material Related Party Transactions with Kennametal Inc., USA, as per Clause 49(VII) of the Listing Agreement			
9	Approval of Material Related Party Transactions with Kennametal Europe GmbH, as per Clause 49(VII) of the Listing Agreement			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2015

Name : \_\_\_\_\_

Address : \_\_\_\_\_

Revenue Stamp
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.....  
Signature of the Shareholder

Signature of the Proxy
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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.