



Ref: Sec/Sto/ 16/11-03
Corporate Relationship Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400001
Dear Sirs,

November 11, 2015

Subject : Outcome of the 50th Annual General Meeting and Disclosure of Voting results as per Clause 35A of the Listing Agreement,
Scrip Code: 505890

Please refer to our letter Ref: Sec/SEC/31/2015-16 dated October 14, 2015 dispatching copies of Annual Report for the year ended June 30, 2015 together with Notice convening the 50th Annual General Meeting (AGM) to be held on November 09, 2015.

We are pleased to inform you that the 50th AGM of the Company was held on November 9, 2015 at 12.30 PM at its Registered Office to transact the business set out in the Notice.

As required under Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended vide Companies (Management & Administration) Rules, 2015 and Clause 35 B of the Listing Agreement, facility for remote e-voting and through physical Ballot was provided to the shareholders. The remote e-voting was held from November 5, 2015 to November 8, 2015 and the voting through physical ballot was conducted on November 9, 2015 during the AGM.

The Scrutinizer, Mr. Vijayakrishna K T, Company Secretary in Whole Time Practice(FCS No. 1788, CP No. 980) submitted its report today, and the following ordinary and special businesses as per the Notice of the 50th AGM were declared as duly passed by the requisite majority through e-voting and physical ballot through polling process:

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.
4. Appointment of Mr. John H. Jacko Jr.(DIN: 06945511) as a Director of the Company, liable to retire by rotation.





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5. Appointment of Mr. Prakash M. Telang (DIN: 00012562) 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, and
9. Approval of Material Related Party Transactions with Kennametal Europe GmbH, as per Clause 49(VII) of the Listing Agreement.

All the resolutions were passed as Ordinary Resolutions.

Pursuant to Clause 35A of the Listing Agreement, we are pleased to attach the details of the voting results of the 50th AGM held on November 9, 2015 as Annexure-1. The Scrutinizer's report is attached as Annexure-2.

We request you to kindly take the same on record and oblige.

Thanking you,

Yours faithfully,
for Kennametal India Limited


Kundan K. Lal
General Manager- Legal &
Company Secretary



Encl: As above

Annexure - J.

KENNAMETAL INDIA LIMITED
Date of Annual General Meeting : NOVEMBER 09, 2015

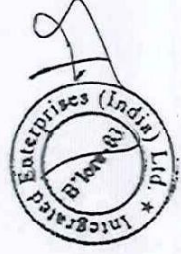
Total number of shareholders on record : 5901 (As per specified Date)
 No. of shareholders present in the meeting either in person or through proxy : 57
 Promoters and Promoter Group : 2
 Public : 55
 No. of Shareholders attended the meeting through Video conferencing : NA

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

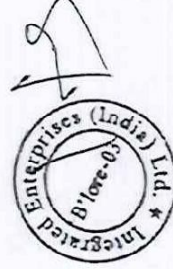
To receive, consider and adopt the Audited Financial Statements as at June 30, 2015 and the Independent Auditors Report thereon and the report of the Board of Directors.

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public -Others	2228884	1510	0.07	1510	0	100.00	0.00
Total (A)	21978240	19360801	88.09	19360801	0	100.00	0.00



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 2							
To confirm the interim dividend of Rs. 2/- per equity share (20%) already paid as the final dividend for the financial year 2014-2015.							

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public -Others	228884	1510	0.07	1510	0	100.00	0.00
Total (A)	21978240	19360801	88.09	19360801	0	100.00	0.00

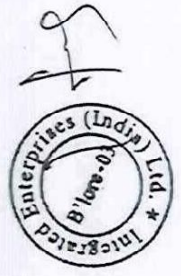


Promoter/Public	No. of Shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3) = [(2)/(1)] *100 (3)	No. of Votes In favour (4)	no. of Votes against (5)	% of Votes in favour on votes polled (6) = [(4) /(2)]*100 (6)	% of Votes against on votes polled (7) = [(5) /(2)]*100 (7)

Resolution 3

Ratification of the appointment of Messrs. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, as the Auditors of the Company.

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2402811	472800	83.56	16.44
Public -Others	2228884	1510	0.07	1510	0	100.00	0.00
Total (A)	21978240	19360801	88.09	18888001	472800	97.56	2.44



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 4							
Appointment of Mr. John H. Jacko Jr. as a Director of the Company, liable to retire by rotation.							

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public - Others	2228884	1510	0.07	1510	0	100.00	0.00
Total (A)	21978240	19360801	88.09	19360801	0	100.00	0.00

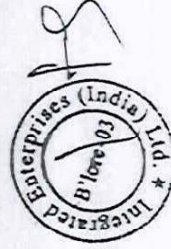


Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = $[(2)/(1)] * 100$	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = $[(4)/(2)] * 100$	% of Votes against on votes polled (7) = $[(5)/(2)] * 100$
	(1)	(2)	(3)	(4)	(5)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

Resolution 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.

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public - Others	2228884	1510	0.07	610	900	40.40	59.60
Total (A)	21978240	19360801	88.09	19359901	900	99.995	0.005



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 6

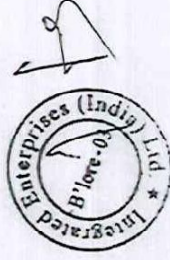
Ratification of the remuneration payable to Messrs. K. S. Kamalakara & Co., Cost Auditors, Bengaluru (Firm Registration No: 0000296), as the Cost Auditor for the financial year ending June 30, 2016.

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public - Others	2228884	1510	0.07	1510	0	100.00	0.00
Total (A)	21978240	19360801	88.09	19360801	0	100.00	0.00



Resolution 7
Approval for payment of commission to Non-Executive Directors of the Company.

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	0.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public - Others	2228884	1510	0.07	1502	8	99.47	0.53
Total (A)	21978240	19360801	88.09	19360793	8	99.99996	0.00004



Resolution 8
Approval of Material Related Party Transactions with Kennametal Inc., USA, as per Clause 49(VII) of the Listing Agreement.

Promoter and Promoter Group	16483680	0	0.00	0	0	0.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public -Others	2228884	1510	0.07	610	900	40.40	59.60
Total (A)	21978240	2877121	13.09	2876221	900	99.97	0.03



Resolution 9
Approval of Material Related Party Transactions with Kennametal Europe GmbH, as per Clause 49(VII) of the Listing Agreement.

Promoter and Promoter Group	16483680	0	0.00	0	0	0.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public -Others	2228884	1510	0.07	610	900	40.40	59.60
Total (A)	21978240	2877121	13.09	2876221	900	99.97	0.03



VIJAYAKRISHNA K T

BBM, LLB, FCS, AICWA

Company Secretary

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

SCRUTINIZER'S REPORT

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and the Companies
(Management & Administration) Rules, 2014]*

To
Mr. Prakash M. Telang
Chairman of the
Fiftieth Annual General Meeting
Kennametal India Limited
8/9, Mile, Tumkur Road
Bangalore- 560 073

Dear Sir,

I, Vijayakrishna K T, Company Secretary in Whole-Time Practice (FCS No 1788, CP No 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore - 560 080 was duly appointed as Scrutinizer by Kennametal India Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot at the 50th Annual General Meeting pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Clause 35B of the Listing Agreement entered into with the Stock Exchanges.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through remote e-voting and ballot form at the Annual General Meeting venue for the resolutions proposed in the notice of Fiftieth Annual General Meeting of the Members of the Company held on 9th November, 2015. My responsibility as Scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to make a Scrutinizer's Report for the votes casts in "favour" or "against" on the resolutions proposed in the Notice convening the 50th Annual General Meeting of the Company, based on the report provided by Integrated Enterprises (India) Limited the agency engaged by the Company to provide remote e-voting facility for voting through electronic means.

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for four (4) days from 5th November, 2015 (9.00 A.M. IST) till 8th November, 2015 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on the e-voting platform.

The members holding equity shares as on the "cut-off date" i.e. 2nd November, 2015 were entitled to vote on the resolutions proposed in the Notice calling the 50th Annual General Meeting.

The Ballot register was prepared to record Equity Shareholders' Assent or Dissent, received mentioning the particulars of name, address, folio number or client id of the Shareholders, number of share held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of ballot papers which are invalid.

The Ballot papers received were scrutinized and reconciled with the records maintained by the Registrar and Share Transfer Agent Integrated Enterprises (India) Limited. The Ballot papers which were incomplete, unsigned, incorrectly completed, incorrectly ticked, defaced, torn, mutilated, over written, wrongly signed have been rejected and treated as invalid.

At the end of the voting period on 8th November, 2015 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes casts were unblocked on 9th November, 2015, in the presence of Ms. Asha Hegde and Mr. Ganapati Hegde, who acted as witnesses as prescribed under sub-rule 3(xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

Thereafter, the details containing *inter alia*, the list of the members, who voted "for" or "against" on each of the resolution that were put to vote, were derived from the ballot papers as received and the report generated from the e-voting website of Integrated Enterprises (India) Limited and based on such reports,

- a. 15 members have cast their votes through remote e-voting.
- b. 35 members have cast their votes through Ballot Form at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and ballot form are as under:

ORDINARY BUSINESS:

Item No. 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:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	No of members voted	No. of Votes cast (shares)	
Assent	15	18887821	31	472980	46	19360801	100
Dissent	0	0	0	0	0	0	0
Total	15	18887821	31	472980	46	19360801	100
Abstained/Invalid	0	0	4	111	4	111	NA

Item No. 2: To confirm the interim dividend of Rs. 2/- per equity share (20%) on 21,978,240 equity shares of Rs. 10/- each already paid as the final dividend for the financial year 2014-15 (year ended June 30, 2015):

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	15	18887821	31	472980	46	19360801	100
Dissent	0	0	0	0	0	0	0
Total	15	18887821	31	472980	46	19360801	100
Abstained/Invalid	0	0	4	111	4	111	NA

Item No. 3: Ratification of the appointment of Messrs. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, as the Auditors of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	15	18887821	27	180	42	18888001	97.56
Dissent	0	0	4	472800	4	472800	2.44
Total	15	18887821	31	472980	46	19360801	100
Abstained/Invalid	0	0	4	111	4	111	NA

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SPECIAL BUSINESS:

Item No. 4: Appointment of Mr. John H. Jacko Jr. as a Director of the Company, liable to retire by rotation:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	15	18887821	31	472980	46	19360801	100
Dissent	0	0	0	0	0	0	0
Total	15	18887821	31	472980	46	19360801	100
Abstained/Invalid	0	0	4	111	4	111	NA

Item No.5: Appointment of Mr. Prakash M. Telang as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from November 04, 2014:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	13	18886921	31	472980	44	19359901	99.99
Dissent	2	900	0	0	2	900	00.01
Total	15	18887821	31	472980	46	19360801	100
Abstained/Invalid	0	0	4	111	4	111	NA

Handwritten mark

Item No.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:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	15	18887821	31	472980	46	19360801	100
Dissent	0	0	0	0	0	0	0
Total	15	18887821	31	472980	46	19360801	100
Abstained/Invalid	0	0	4	111	4	111	NA

Item No.7: Approval for payment of commission to Non-Executive Directors of the Company:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	14	18887813	31	472980	45	19360793	99.99
Dissent	1	8	0	0	1	8	00.01
Total	15	18887821	31	472980	46	19360801	100
Abstained/Invalid	0	0	4	111	4	111	NA

Item No.8: Approval of Material Related Party Transactions with Kennametal Inc., USA, as per Clause 49(VII) of the Listing Agreement:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	11	2403241	31	472980	42	2876221	99.97
Dissent	2	900	0	0	2	900	00.03
Total	13	2404141	31	472980	44	2877121	100
Abstained/ Invalid	2	16483680	4	111	6	16483791	NA

Item No.9: Approval of Material Related Party Transactions with Kennametal Europe GmbH, as per Clause 49(VII) of the Listing Agreement:

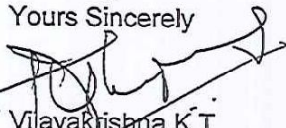
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	11	2403241	31	472980	42	2876221	99.97
Dissent	2	900	0	0	2	900	00.03
Total	15	2404141	31	472980	46	2877121	100
Abstained/ Invalid	2	16483680	4	111	6	16483791	NA



Based on the foregoing, the resolutions numbered from 1 to 9 may be deemed to have been passed by requisite majority.

All the relevant records relating to remote e-voting and ballot papers are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely.

Thanking You
Yours Sincerely



Vijayarajishna K T
Practising Company Secretary
Membership No: 1788
C.P. No: 980
Date: 11th November, 2015

Witnesses:

1. Ms. Asha Hegde  2. Mr. Ganapati Hegde 

For Kennametal India Limited

11


Kundan Kumar Lal
General Manager - Legal
& Company Secretary