



## KENNAMETAL INDIA LIMITED

(CIN: L27109KA1964PLC001546)

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

Email: [in.investorrelation@kennametal.com](mailto:in.investorrelation@kennametal.com)

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

### POSTAL BALLOT NOTICE

#### NOTICE PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

To,  
The Members  
Kennametal India Limited  
Bengaluru-73

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("the Postal Ballot Rules") (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 apt, to pass, Special Resolutions noted herein below by way of Postal Ballot/e-voting.

The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolutions, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration and approval.

According to Section 149(10) of the Companies Act, 2013, Reappointment of Independent Director requires approval of the shareholders by way of a Special Resolution. The Company is therefore seeking your consent for the said proposal as contained in the Special Resolutions appended below.

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 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, the Company has also extended e-voting facility for its Members. 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.

The Board of Directors, at its Meeting held on May 14, 2019 has appointed Mr. Vijayakrishna K T, Practicing Company Secretary, 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**

Re-appointment of Mr. B. Anjani Kumar (DIN – 00022417) as an Independent Director for a second term of five (5) years.

By this proposal, approval of the members is sought for re-appointing Mr. Anjani Kumar for a second term of five years, by way of SPECIAL RESOLUTION.

**To consider and, if thought fit, to pass, the following Resolution, as a Special Resolution:**

**RESOLVED THAT** based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. B Anjani Kumar (DIN: 00022417), who was appointed as an Independent Director of the Company

pursuant to Sections 149 / 150 / 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('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) and other relevant provisions of the Companies Act, 2013 and Rules made thereunder, consent of the members be and is hereby accorded to re-appoint Mr. B. Anjani Kumar as an Independent Director of the Company, from whom a declaration has been obtained that he meets the criteria for independence as provided in Section 149(6) of the Act, for a second term of five (5) consecutive years with effect from November 4, 2019 to November 3, 2024 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby jointly & severally authorized to do, from time to time, all such acts, deeds and things including filing of necessary e-forms / intimations to the regulatory authorities as may be necessary to give effect to the above resolution.”

## **Item No. 2**

Re-appointment of - Mr. Vinayak K Deshpande (DIN - 00036827) as an Independent Director for a second term of five (5) years.

By this proposal, approval of the members is sought for re-appointing Mr. Vinayak K Deshpande for a second term of five years, by way of SPECIAL RESOLUTION.

To consider and, if thought fit, to pass, the following Resolution, as a Special Resolution:

**RESOLVED THAT**, based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vinayak K Deshpande (DIN:00036827) who was appointed as an Independent Director, pursuant to Section 149 / 150 / 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ('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) and other relevant provisions of the Companies Act, 2013 and Rules made thereunder, consent of the members be and is hereby accorded to re-appoint Mr. Vinayak K Deshpande as an Independent Director of the Company, from whom a declaration has been obtained that he meets the criteria for independence as provided in Section 149(6) of the Act, for a second term of five (5) consecutive years with effect from November 4, 2019 to November 3, 2024 and that he shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to delegate all or any of the powers to any committee of Directors with power to further delegate to or any other Key Managerial Personnel or other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary of the Company be and are hereby jointly and severally authorized to do, from time to time, all such acts, deeds and things including filing of necessary e-forms / intimations to the regulatory authorities as may be necessary to give effect to the above resolution.”

By Order of the Board of Directors  
For Kennametal India Limited

Place : Bengaluru  
Date : 12th July 2019

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

## NOTES :

- 1) A copy of this notice has been placed on the website of the Company and shall remain on the website until the last date for receipt of the Postal Ballots from the shareholders.
- 2) 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").
- 3) The notice is being sent to all the members of the Company, whose names appear on the register of members / record of depositories as on 5th July 2019.
- 4) The Board of Directors of the Company ("the Board") has appointed Mr. Vijayakrishna KT, Practising Company Secretary 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"). The Scrutinizer's address is # 496/4, II Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bangalore - 560 080.
- 5) The Shareholders are requested to carefully read the instructions printed at the end of the Notice and either: (a) return the form duly completed in the attached self-addressed pre-paid postage envelope ("the Envelope"); or (b) vote by electronic means in the manner set out herein, in each case, so as to ensure that votes reach the Scrutinizer on or before 12th August 2019.
- 6) The date of dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through advertisement in the following newspapers:
  - a. at least one vernacular newspaper in the principal vernacular language of the district in which the Registered Office of the Company is situated, and having a wide circulation in that district, and
  - b. at least one English newspaper in English language having a wide circulation in that district.
- 7) The Shareholders are requested to exercise their voting rights by either using the attached Postal Ballot form (no other form or photocopy of the Postal Ballot form is permitted) or through e-voting.
- 8) Only a Shareholder who is entitled to vote is entitled to exercise his/ her vote through the Postal Ballot form or through e-voting. Voting rights of every Shareholder shall be reckoned on the paid-up value of Shares on the basis of names appearing in the 'Register of Members' or in the records of the depository, as applicable, as on 5th July 2019 and any recipient of the Postal Ballot Notice whose name does not appear as a Shareholder in relation to the Shares as on the aforesaid date should treat the same as intimation only.
- 9) The Scrutinizer will submit his report to Chairman or the Company Secretary duly authorized, after completion of scrutiny of Postal Ballot forms received but not later than 48 hours from the last date of receipt of all Postal Ballot forms.
- 10) The results of voting by Postal Ballot will be announced on 14th August 2019 at the Registered Office of the Company. Additionally, the result will be posted on Company's website at [www.kennamtetal.com/kennnametalindia](http://www.kennamtetal.com/kennnametalindia), and will be communicated to the BSE. The date of declaration of the results of the Postal Ballot voting process will be taken to be the date of passing of the Special Resolution.
- 11) Shareholders who wish to seek a duplicate ballot form may approach Register and Transfer Agent (RTA), Mr. Harish K, Assistant Manager at Integrated Registry Management Services Private Limited, No. 30, Ramana Residency, 4th Cross, Sampige Road, Malleswaram, Bangalore - 560 003 Tel: +91-80-23460815-818 or can send e-mail to RTA at [irg@integratedindia.in](mailto:irg@integratedindia.in).
- 12) Please note that any Postal Ballot form(s) received after the last date (i.e. 12th August 2019) will be treated as not having been received and after the last date, the portal where e-votes can be cast will be blocked.

- 13) If you have any queries, please refer to Frequently Asked Questions (FAQs) for shareholders please visit <https://www.evotingindia.com/userdocs/FAQs.pdf>.

The instructions for shareholders voting electronically are as under:

- i. The voting period will begin on Saturday, 13th July 2019 (from 9.00 a.m. hrs IST) and will end on Monday, 12th August 2019 (at 05:00 p.m. hrs IST). During this period members of the company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The cut-off date for e-voting facility is July 5th, 2019 and members whose names appear on the register of members/list of beneficial owners shall be entitled to avail the service. The members should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- iii. Click on “Shareholders / Members” tab.
- iv. 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](http://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  | Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)<br><br>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on address sticker.                              |
| Dividend Bank details<br>or<br>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.<br><br>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 as mentioned in instruction (v). |

- 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 changed 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.
- xviii. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix. Note for Institutional Members (Non-Individual and Custodians)
  - ❖ Institutional members (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - ❖ 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 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.

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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

## **ANNEXURE – A**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice dated 12th July 2019 and shall be taken as forming part of the notice

**Item No. 1 :**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors propose to re-appoint Mr. B Anjani Kumar as Independent Director of the Company for a second term of five (5) years with effect from November 4, 2019. In the opinion of the Board, Mr. Anjani Kumar fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent of the Management. The Board considers that his continued association as Independent Director will be beneficial to and in the interest of the Company.

As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be re-appointed for a second term of maximum 5 (five) years by obtaining approval of the Shareholders by way of a Special Resolution and by suitable disclosure of such re-appointment in the Board's Report.

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-I' to this Notice.

The resolution seeks the approval of members for the appointment of Mr. Anjani Kumar as an Independent Director of the Company up to November 3, 2024 pursuant to Sections 149 / 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting i.e., 12th August 2019.

Except Mr. B Anjani Kumar being the appointee, none of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives is in any way concerned or interested, financially or otherwise in this Resolution. The Board recommends the resolution set forth in Item no. 1 for approval of the members.

**Item No. 2 :**

Based on the recommendation of the Nomination Remuneration Committee, the Board of Directors propose to re-appoint Mr. Vinayak K Deshpande as Independent Director of the Company for second term of five (5) years with effect from November 4, 2019. In the opinion of the Board, Vinayak K Deshpande fulfils the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and he is independent. The Board considers that his continued association as Independent Director will be beneficial to and in the interest of the Company.

As per the provisions of Section 149 of the Companies Act, 2013 and the Rules made there under, an Independent Director can be re-appointed for a second term of maximum 5 (five) years by obtaining approval of the Shareholders by way of a Special Resolution and by suitable disclosure of such re-appointment in the Board's Report.

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-II' to this Notice.

The resolution seeks the approval of members for the appointment of Vinayak K Deshpande as an Independent Director of the Company up to November 3, 2024 pursuant to Sections 149 / 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business



hours on working days from the date of dispatch of the notice up to the last date of voting, i.e., 12th August 2019.

Except Mr. Vinayak K Deshpande being the appointee, none of the Directors of the Company, nor the Key Managerial Personnel of the Company nor their respective relatives is in any way concerned or interested, financially or otherwise in this Resolution.

The Board recommends the resolution set forth in Item no. 2 for approval of the members.

Information Pertaining to Directors seeking re-appointment as mentioned under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable Secretarial Standards:

### Annexure A-I

|   |   |
|---|---|
| Name of the Director  | Mr. B Anjani Kumar  |
| Date of Birth   | 25.03.1952  |
| Relationship with Directors   | None  |
| Date of Appointment   | October 26, 2010  |
| Experience  | <p>With Kennametal India Limited : 9 years as a Director.</p> <p>He has been a Non-Executive Independent Director of Kennametal India Limited since August 16, 2013 and served as Non-Executive Director from April 2, 2010 to August 16, 2013 (due to promulgating changes in the Companies Act, 2013 he was appointed as Independent Director w.e.f. 4th November 2014). He also served as Chief Financial Officer of the Kennametal India Limited.</p> <p>He is experienced in the field of Finance and Accounts, Corporate Governance, M&amp;A, Due Diligence and Legal Compliance. He is Chartered Accountant and has also holds a Law degree.</p>   |
| Expertise in specific functional area   | Financial Management, Accounting,   |
| Qualifications  | Chartered Accountant (CA)   |
| Name of Companies (other than this Listed entity) in which the person also holds the directorship and the membership of Committees of the Board | <p><b>Directorships</b></p> <p>Kennametal India Limited</p> <p>Mikrotek Machines Limited</p> <p>Premium Transmission Private Limited</p> <p>The Hi-Tech Gears Limited</p> <p>Ampere Vehicles Private Limited</p> <p>Widia India Tooling Private Limited</p> <p><b>Membership in Committees</b></p> <p>Kennametal India Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee (Chairman)</li> <li>- Corporate Social Responsibility Committee (Member)</li> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Risk Management Committee (Member)</li> <li>- Stakeholders Relationship Committee (Member)</li> <li>- Share Transfer Committee (Member)</li> </ul> <p>Premium Transmission Ltd</p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> </ul> |
| No. of Shares held  | 10 Shares   |

## Annexure – A-II

|   |  |
|---|--|
| Name of the Director  | Mr. Vinayak K Deshpande  |
| Date of Birth   | 21.07.1957   |
| Relationship with Directors   | None   |
| Date of Appointment   | October 26, 2010   |
| Experience  | <p>With Kennametal India Limited : 9 years (due to promulgating changes in the Companies Act, 2013 he was appointed as Independent Director w.e.f. 4th November 2014)</p> <p>Mr. Vinayak Kashinath Deshpande has been Managing Director at Tata Projects Limited since July 1, 2011. He has over 26 years of experience in various fields including execution of turnkey projects, plant operations, total plant solutions etc. He started with the design and sales of boilers and captive power plants at Thermax. He was associated with Tata Honeywell Limited for over 15 years in various leadership roles.</p> <p>He served with various organizations and handled various roles</p>  |
| Expertise in specific functional area   | <p>HCC – Managing the EPC &amp; Construction business,</p> <p>Honeywell -successfully shaping the JV-now known as Honeywell Automation India,</p> <p>Tata Teleservices- responsible for business operations</p>  |
| Qualifications  | Chemical Engineering   |
| Name of Companies (other than this Listed entity) in which the person also holds the directorship and the membership of Committees of the Board | <p><b>Directorship</b></p> <p>Kennametal India Limited</p> <p>Artson Engineering Limited</p> <p>TRF Limited.</p> <p>Tata Projects Limited</p> <p>Voltas Limited</p> <p>Signify Innovations India Limited</p> <p>Pune IT City Metro Limited</p> <p><b>Membership in Committees</b></p> <p>Kennametal India Limited</p> <ul style="list-style-type: none"> <li>- Audit Committee (Member)</li> <li>- Nomination and Remuneration Committee (Chairman)</li> </ul> <p>Artson Engineering Limited</p> <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee (Member)</li> </ul> <p>Tata Projects Limited</p> <ul style="list-style-type: none"> <li>- Corporate Social Responsibility (Member)</li> <li>- Safety and sustainability Committee (Member)</li> </ul> <p>Philips Lighting India Limited</p> <ul style="list-style-type: none"> <li>- Nomination and Remuneration Committee (Member)</li> <li>- Audit Committee (Member)</li> <li>- Stakeholders Relation Committee (Chairman)</li> </ul> |
| No. of Shares held  | NIL  |



**KENNAMETAL INDIA LIMITED**

(CIN: L27109KA1964PLC001546)

Regd. Office: 8/9th Mile, Tumkur Road, Bengaluru-560 073

Email: [in.investorrelation@kennametal.com](mailto:in.investorrelation@kennametal.com) Website: [www.kennametal.com/kennametalindia](http://www.kennametal.com/kennametalindia)**POSTAL BALLOT FORM***(Please read the instructions printed overleaf before completing this form)*

SI No.

1. Name of the First named Shareholder (In Block Letters) &amp; address of the First named Shareholder:

2. Name(s) of the Joint Holder(s) if any (in block letters):

3. Registered Folio No. / Dp Id No. & Client Id No.\* :  
\*(Applicable to the Shareholders holding shares in dematerialized form)

4. Number of Shares held :

5. Class of Share :

6. I/ We hereby exercise my/ our vote in respect of 'Special Resolution' to be passed through Postal Ballot notice dated 12<sup>th</sup> July, 2019 of the Company by sending my / our assent (FOR) or dissent (AGAINST) to the said 'Special Resolution' by placing the tick mark (✓) in the appropriate box below:

| Sr. No. | Description of the Resolution  | No. of Shares held | FOR<br>I/We Assent<br>to the<br>resolution | AGAINST<br>I /We Dissent<br>to the<br>resolution |
|---------|--|--------------------|--|--|
| 1.      | Re-appointment of Mr. B Anjani Kumar (DIN – 00022417) as an Independent Director for a second term of five (5) years.      |                    |  |  |
| 2.      | Re-appointment of Mr. Vinayak K Deshpande (DIN - 00036827) as an Independent Director for a second term of five (5) years. |                    |  |  |

Place:

Date:

(Signature of the Member)

**ELECTRONIC VOTING PARTICULARS**

| EVS<br>(Electronic Voting<br>Sequence Number) | PAN NO. / SEQ NO. | USER ID | PASSWORD            |
|---|-------------------|---------|---------------------|
| 190708002                                     |                   |         | Please refer Notice |

**NOTE:** Please read carefully the instructions for voting (including e-voting), which is printed at the end of the accompanying Postal Ballot Notice, before exercising your vote.

## **GENERAL INSTRUCTIONS**

- a) The voting rights for the equity shares of the Company are one vote Per Equity Shares, registered in the name of the Shareholders.
- b) Voting rights shall be reckoned on the paid up value of the shares registered in the name(s) of the shareholder(s) as on 5<sup>th</sup> July 2019.
- c) Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the shareholder or his/her duly constituted attorney or in case of bodies corporate, the duly authorized person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
- d) Voting period commences on and from Saturday, 13<sup>th</sup> July 2019 (from 9.00 a.m. hrs IST) and will end on Monday, 12<sup>th</sup> August 2019 (at 05:00 p.m. hrs IST).
- e) Kindly note that the shareholder(s) can opt for only one mode of voting, i.e. either Physical Ballot or e-voting. However, in case shareholders cast their vote by Physical Ballot and e-voting, then voting done through valid e-voting shall prevail and the voting done by physical Postal Ballot will be treated as invalid.
- f) The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
- g) The Company shall announce the results of the Postal Ballot at its Registered Office at 8/9<sup>th</sup> Mile, Tumkur Road, Bengaluru – 560 073 on 14<sup>th</sup> August 2019. The date of declaration of Postal Ballot results will be taken as the date of passing of the Resolutions contained in this Notice.
- h) Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to the Company at 8/9<sup>th</sup> Mile, Tumkur Road, Bengaluru – 560 073; Email Id: [in.investorrelation@kennametal.com](mailto:in.investorrelation@kennametal.com).