



Ref:Sec/Sto/17/21

November 16,2016

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

Dear Sirs,

Subject Voting Results and Scrutinizer's Report
Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Ref: [Scrip Code: 505890] - Kennametal India Limited

Pursuant to the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Scrutinizer's Report on the Resolutions passed by the members at 51st Annual General Meeting ('AGM') held on November 14, 2016 at the registered office of the Company at 8/9th Mile, Tumkur Road, Bengaluru-560073. All the Resolutions were passed with requisite majority. The voting results (remote e-voting and poll) are uploaded in xbrl format on BSE Listing portal.

Further, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 we are taking steps to host on the website of the Company and CDSL, the voting results of the 51st Annual General Meeting.

Please take the documents on record and kindly treat this as compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking You,

Yours faithfully,

For Kennametal India Limited


K.V. Suresh Reddy
Compliance Officer & CFO



Encl: As above

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

496/4, II Floor, 10th Cross
Near Bashyam Circle, Sadashivanagar,
Bangalore - 560 080, INDIA
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SCRUTINIZER'S REPORT

[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

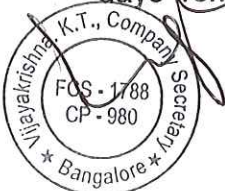
To
Mr. Prakash M. Telang
Chairman of the Fifty- first Annual General Meeting
Kennametal India Limited
8/9 Mile, Tumkur Road
Bengaluru – 560 073

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, duly appointed as Scrutinizer by Kennametal India Limited for the purpose of scrutinizing the voting through remote e-voting and through Ballot Form at the 51st Annual General Meeting pursuant to Sections 108 and 109 of the Companies Act, 2013, read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure compliance of the requirements of the Companies Act, 2013 and Rules relating to voting through e-voting and Ballot Form at the Annual General Meeting venue for the resolutions proposed in the notice of 51st Annual General Meeting of the Members of the Company held on 14th November, 2016. My responsibility as a 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 cast in "favour" or "against" on the resolutions proposed in the Notice convening the 51st Annual General Meeting of the Company, based on the Report provided by Central Depository Services Limited (CDSL) the agency engaged by the Company to provide 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 e-voting was kept open for three days from 11th November, 2016 (9.00 A.M. IST) till 13th November, 2016 (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. 07th November, 2016 were entitled to vote on the resolutions proposed in the Notice calling the 51st 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 shares held by them, nominal value of such shares, whether the shares have differential voting rights, if any, details of Ballot Forms which are invalid.

The Ballot Forms received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA) i.e. Integrated Enterprises (India) Limited. The Ballot Forms with signatures mismatching with the records of Registrar and Transfer Agent have been rejected and treated as invalid.

At the end of the voting period on 13th November, 2016 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 14th November, 2016, in the presence of Ms. Muktha R. and Ms. Nutan S who acted as witnesses as prescribed under Sub-Rule 3(xii) 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 resolutions that were put to vote, were derived from the Ballot Forms as received and the report generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such reports,

- a. 12 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 Forms are as under:



ORDINARY BUSINESS:

Item No. 1: Adoption of Financial Statements for the year ended June 30, 2016:

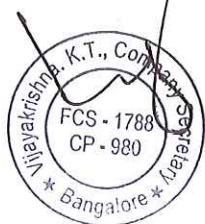
Ordinary Resolution:

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	12	19714991	30	256	42	19715247	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	12	19714991	30	256	42	19715247	100.00
Abstained/ Invalid	Nil	Nil	5	9	5	9	NA

Item No. 2: Confirmation of Interim Dividend:

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	12	19714991	30	256	42	19715247	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	12	19714991	30	256	42	19715247	100.00
Abstained/ Invalid	Nil	Nil	5	9	5	9	NA



Item No. 3: Ratification of appointment of Messrs Price Waterhouse & Co Bangalore LLP as Statutory Auditors of the Company and fixation of their remuneration:

Ordinary Resolution:

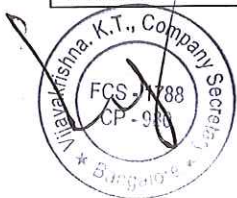
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Ballot Form		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	10	19329991	30	256	40	19330247	98.05
Dissent	2	385000	Nil	Nil	2	385000	1.95
Total	12	19714991	30	256	42	19715247	100.00
Abstained/ Invalid	Nil	Nil	5	9	5	9	NA

SPECIAL BUSINESS:

Item No. 4: Appointment of Mr. David Lee (DIN: 07175442) as Director 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	12	19714991	30	256	42	19715247	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	12	19714991	30	256	42	19715247	100.00
Abstained/ Invalid	Nil	Nil	5	9	5	9	NA



Item No. 5: Ratification of the Cost Auditor's Remuneration:

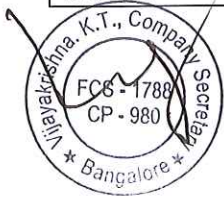
Ordinary Resolution:

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	12	19714991	30	256	42	19715247	100.00
Dissent	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Total	12	19714991	30	256	42	19715247	100.00
Abstained/ Invalid	Nil	Nil	5	9	5	9	NA

Item No. 6: Determination of fees for service Of Document pursuant to Section 20 of the Companies Act, 2013:

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	10	19329991	30	256	40	19330247	98.05
Dissent	2	385000	Nil	Nil	2	385000	1.95
Total	12	19714991	30	256	42	19715247	100.00
Abstained/ Invalid	Nil	Nil	5	9	5	9	NA



Item No. 7: Approval of material Related Party Transactions by the Company with Kennametal Inc., USA on arm's length basis:

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	8	3230411	30	256	38	3230667	99.97
Dissent	2	900	Nil	Nil	2	900	0.03
Total	10	3231311	30	256	40	3231567	100.00
Abstained/ Invalid	2	16483680	5	9	7	16483689	NA

Item No. 8: Approval of material Related Party transactions by the Company with Kennametal Europe GmbH on arm's length basis:

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	8	3230411	30	256	38	3230667	99.97
Dissent	2	900	Nil	Nil	2	900	0.03
Total	10	3231311	30	256	40	3231567	100.00
Abstained/ Invalid	2	16483680	5	9	7	16483689	NA



Based on the foregoing, the resolution numbers from 01 to 08 may be deemed to have been **passed by requisite majority**.

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

Thanking You
Yours truly




Vijayakrishna K.T.
Practising Company Secretary
Membership No: FCS No.: 1788
CP No.: 980

Date: 16.11.2016
Place: Bangalore

Witnesses:



1. Muktha R.



2. Nutan S.