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November 15, 2019

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

Dear Sirs,

**Subject:** Voting Results and Scrutinizer's Report of 54<sup>th</sup> AGM - Kennametal India Limited, Scrip Code: 505890

**Reference:** Disclosure under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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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 54<sup>th</sup> Annual General Meeting ('AGM') held on 13<sup>th</sup> November 2019 at the registered office of the Company at 8/9th Mile, Tumkur Road, Bengaluru-560073. All the Resolutions were passed by with requisite majority. The voting results (remote e-voting and poll) will be 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, Voting Results of the 54<sup>th</sup> Annual General Meeting ('AGM') will be made available on the Company's & CDSL's websites, [www.kennametal.com/hi/about-us/kil-financials.html](http://www.kennametal.com/hi/about-us/kil-financials.html) & [www.cdslindia.com](http://www.cdslindia.com) respectively.

Kindly take the same on record and oblige.

Thanking You,

Yours faithfully,

For **Kennametal India Limited**

**Naveen Chandra P**  
**General Manager – Legal & Company Secretary**

Encl. as mentioned above.

VIJAYAKRISHNA K T

BBM, LLB, FCS, ACMA

Company Secretary

# 496/4, II Floor, 10th Cross  
Near Bashyam Circle, Sadashivanagar,  
Bangalore - 560 080, INDIA  
Tel : +91 80 23610847, 41231106  
e-mail : vijaykt@vjkt.in  
ktvijaykrishna@gmail.com

## SCRUTINIZER'S REPORT

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

To  
Mr. Bidadi Anjani Kumar  
Chairman  
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, 2<sup>nd</sup> Floor, 10<sup>th</sup> 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 Polling Paper at the 54<sup>th</sup> Annual General Meeting held on 13<sup>th</sup> November, 2019 held at 8/9 Mile, Tumkur Road, Bengaluru – 560 073, 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 Polling Paper at the Annual General Meeting venue for the Resolutions proposed in the notice of 54<sup>th</sup> Annual General Meeting of the Members of the Company held on 13<sup>th</sup> November, 2019. 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 54<sup>th</sup> Annual General Meeting of the Company, based on the Report provided by the 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 10<sup>th</sup> November, 2019 (9.00 A.M. IST) till 12<sup>th</sup> November, 2019 (5.00 P.M. IST) and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the Resolutions on the e-voting platform.

The Members holding Equity Shares as on the "cut-off date" i.e. 5<sup>th</sup> November, 2019 were entitled to vote on the Resolutions proposed in the Notice calling the 54<sup>th</sup> 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 Polling Papers which are invalid.

The Polling Papers received were scrutinized and reconciled with the records maintained by Registrar and Share Transfer Agent (RTA) i.e. Integrated Enterprises (India) Limited. The Polling Papers 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 12<sup>th</sup> November, 2019 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 13<sup>th</sup> November, 2019, in the presence of Mr. Anoop M H and Mr. Sajeev Srivatsava 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 Polling Papers as received and the report generated from the e-voting website of CDSL i.e. [www.evotingindia.com](http://www.evotingindia.com) and based on such reports,

- a. 19 (folio wise) Members have cast their votes through remote e-voting.
- b. 23 (folio wise) Members have cast their votes through Polling Paper at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and Polling Paper are as under:



**ORDINARY BUSINESS:**

**Item No. 1: Adoption of Financial Statements for the year ended June 30, 2019:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	19	18952736	21	5330	40	18958066	100
Dissent	0	0	0	0	0	0	0
Total	19	18952736	21	5330	40	18958066	100
Abstained/ Invalid	NIL	NIL	2	1501	2	1501	NIL

**Item No. 2: Appointment of Director in place of Ms. Colleen Wood Cordova (DIN: 07568701), who retires by rotation and being eligible, offers herself for re-appointment:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	19	18952736	21	5330	40	18958066	100
Dissent	0	0	0	0	0	0	0
Total	19	18952736	21	5330	40	18958066	100
Abstained/ Invalid	NIL	NIL	2	1501	2	1501	NIL



Item No. 3: Confirmation of Interim Dividend of Rs. 2/- per Equity Share (20%) on 2,19,78,240 Equity Shares of Rs. 10/- each already paid for the Financial year 2018-19:

Ordinary Resolution:

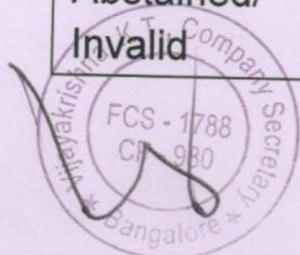
Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		Total		
	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	No. of members voted	No. of Votes cast (shares)	
Assent	19	18952736	21	5330	40	18958066	100
Dissent	0	0	0	0	0	0	0
Total	19	18952736	21	5330	40	18958066	100
Abstained/Invalid	NIL	NIL	2	1501	2	1501	NIL

**SPECIAL BUSINESS:**

Item No. 4: Ratification of remuneration of Cost Auditors:

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	19	18952736	21	5330	40	18958066	100
Dissent	0	0	0	0	0	0	0
Total	19	18952736	21	5330	40	18958066	100
Abstained/Invalid	NIL	NIL	2	1501	2	1501	NIL



**Item No. 5: Approval of Material Related Party Transactions with Kennametal Inc., USA \*:**

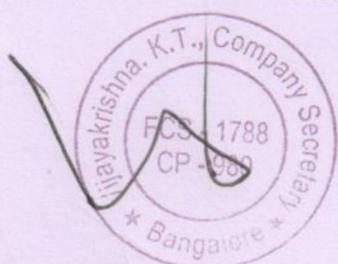
**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	2468156	21	5330	36	2473486	99.96
Dissent	2	900	0	0	2	900	0.04
Total	17	2469056	21	5330	38	2474386	100
Abstained/ Invalid	2	16483680	2	1501	4	16485181	NIL

**Item No. 6: Approval of Material Related Party Transactions with Kennametal Europe GmbH \*:**

**Ordinary Resolution:**

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote E-voting		Polling Paper		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	2468156	21	5330	36	2473486	99.96
Dissent	2	900	0	0	2	900	0.04
Total	17	2469056	21	5330	38	2474386	100
Abstained/ Invalid	2	16483680	2	1501	4	16485181	NIL

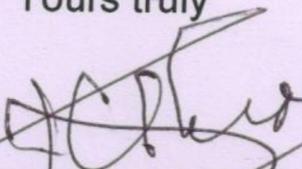


\* **Note:** Pursuant to provisions of the Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Meturit AG, being Related Party, abstained from voting for Item No. 05 and 06. Further, votes cast by Kennametal Inc, USA for Items No. 05 and 06 have been considered as invalid as they fall within the purview of 'related parties'.

Based on the foregoing, the resolutions numbered from 01 to 06 may be deemed to have been **passed by requisite majority**.

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

Thanking You  
Yours truly

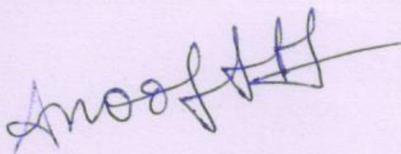


Vijayakrishna K T  
Practising Company Secretary  
UDIN: F001788A000246142



Date: 14.11.2019  
Place: Bengaluru

Witnesses:



1. Anoop M H



2. Sajeev Srivatsava