



Ref: Sec/Sto/2020/11/03

November 12, 2020

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

Dear Sir/ Madam,

Subject : Voting Results and Scrutinizer's Report of 55th Annual General Meeting of Kennametal India Limited [Scrip Code: 505890]

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

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 55th Annual General Meeting ('AGM') of the Company held on 11th November 2020 through Video Conferencing ("VC")/ Other Audio- Visual Means("OAVM"). All the Resolutions were passed by with requisite majority. The voting results (remote e-voting and e-voting on the date of AGM) 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 55th Annual General Meeting ('AGM') will be made available on the Company's & CDSL's websites, www.kennametal.com/hi/about-us/kil-financials.html & www.cdslindia.com respectively.

Kindly take the same on record and oblige.

Thanking You,

Yours faithfully,

For **Kennametal India Limited**

A handwritten signature in blue ink, appearing to read 'Naveen Chandra', written over a horizontal line.

Naveen Chandra
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]

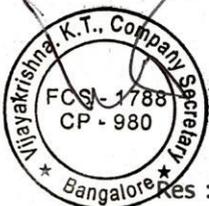
To
Mr. Bidadi Anjani Kumar
Chairman
Kennametal India Limited
8/9 Mile, Tumkur Road
Bengaluru – 560 073

Dear Sir,

I, Vijayakrishna K T, Company Secretary in Whole-Time Practice (FCS No.1788, CP No. 980), having office at # 496/4, 2nd Floor, 10th Cross, Near Bashyam Circle, Sadashivanagar, Bengaluru– 560080, duly appointed as Scrutinizer by Kennametal India Limited ('the Company') for the purpose of scrutinizing the voting the e-voting prior to the Annual General Meeting (AGM) ('remote e-voting') and electronic voting ('e-voting') at the 55th Annual General Meeting held on Wednesday, November 11, 2020 at 12.00 Noon IST held through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM'), pursuant to Sections 108 and 109 of the Companies Act, 2013 (the Act), read with Rules 20 and 21 of the Companies (Management & Administration) Rules, 2014 (the Rules) as amended from time to time, hereby furnish my Report to you.

The Notice dated August 19, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with Circular No.14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars").

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 e-voting at the Annual General Meeting for the resolutions proposed in the Notice of 55th Annual General Meeting. 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 casts in "favour" or "against" on the resolutions proposed in the Notice convening the 55th Annual General Meeting of the Company.



The e-voting facility both for remote e-voting and e-voting at the AGM were provided by Central Depository Services (India) Limited (CDSL).

In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the remote e-voting was kept open for three days from 8th November, 2020 (9.00 A.M. IST) till 10th November, 2020 (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.

After declaration of voting by Chairman, the Shareholders present at the AGM through VC/OAVM voted through e-voting facility at the AGM provided by CDSL at the AGM.

The Members holding Equity Shares as on the "cut-off date" i.e. 3rd November, 2020 were entitled to vote on the resolutions proposed in the Notice calling the 55th Annual General Meeting.

At the end of the voting period on 10th November, 2020 (5.00 P.M. IST), the voting portal of CDSL was blocked forthwith.

After the conclusion of e-voting at the AGM, the votes cast under remote e-voting and votes cast through e-voting at the AGM were unblocked on 11th November, 2020, in presence of Mr. S R Ravinand and Mrs. Kalai Vani 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 and thereafter the votes cast there under were counted.

Thereafter, the details containing *inter alia*, the list of members, who voted "for" or "against" each of the resolution that were put to vote, were derived from the report generated from the e-voting portal of CDSL i.e. www.evotingindia.com and based on such reports.

a. 49 (folio wise) members have cast their votes through remote e-voting.

b. 9 (folio wise) members have cast their votes through e-voting at the Annual General Meeting.

The brief analysis of the results of the remote e-voting and e-voting at the Annual General Meeting are as under.



ORDINARY BUSINESS:

Item No.1:

To receive, consider and adopt:

(a) the Audited Standalone Financial Statements of the Company for the financial year ended June 30, 2020, together with the Reports of the Board of Directors and the Auditors thereon; and

(b) the Audited Consolidated Financial Statements of the Company for the financial year ended June 30, 2020 together with the Report of Auditors thereon.

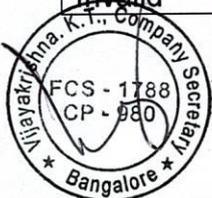
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	49	19320285	9	7827	58	19328112	100.00
Dissent	0	0	0	0	0	0	0.00
Total	49	19320285	9	7827	58	19328112	100.00
Abstained/Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.2: Appointment of Mr. Devi Parameswar Reddy (DIN: 03450016), Director, who retires by rotation and being eligible, offers himself for re-appointment.

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	48	19320281	9	7827	57	19328108	100.00
Dissent	1	4	0	0	1	4	0.00*
Total	49	19320285	9	7827	58	19328112	100.00
Abstained/Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



SPECIAL BUSINESS:

Item No.3: Appointment of Ms. Bhavna Bindra (DIN: 07314422) as a Director and an Independent Director of the Company.

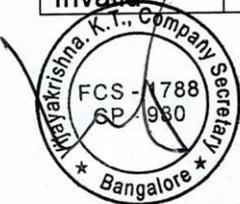
Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	46	19319381	9	7827	55	19327208	99.995
Dissent	3	904	0	0	3	904	0.005
Total	49	19320285	9	7827	58	19328112	100.000
Abstained/Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No.4: Appointment of Mr. Vijaykrishnan Venkatesan (DIN: 07901688) as Director and Managing Director of the Company.

Special Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	49	19320285	9	7827	58	19328112	100.00
Dissent	0	0	0	0	0	0	0.00
Total	49	19320285	9	7827	58	19328112	100.00
Abstained/Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA



Item No. 5: Ratification of the remuneration to Cost Auditors.

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	49	19320285	9	7827	58	19328112	100.00
Dissent	0	0	0	0	0	0	0.00
Total	49	19320285	9	7827	58	19328112	100.00
Abstained/ Invalid	NIL	NIL	NIL	NIL	NIL	NIL	NA

Item No. 6: Approval of Material Related Party Transactions with Kennametal Inc., USA, as per Regulation 23 of SEBI (LODR) Regulations, 2015.**

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	45	2835705	9	7827	54	2843532	99.968
Dissent	2	900	0	0	2	900	0.032
Total	47	2836605	9	7827	56	2844432	100.000
Abstained/ Invalid	2	16483680	NIL	NIL	2	16483680	NA



Item No. 7: Approval of Material Related Party Transactions with Kennametal Europe GmbH, as per Regulation 23 of SEBI (LODR) Regulations, 2015.**

Ordinary Resolution:

Particulars	No. of votes contained in						Percentage on Valid votes
	Remote e-voting		e-voting at the AGM		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	45	2835705	9	7827	54	2843532	99.968
Dissent	2	900	0	0	2	900	0.032
Total	47	2836605	9	7827	56	2844432	100.000
Abstained/ Invalid	2	16483680	NIL	NIL	2	16483680	NA

*Numbers being very insignificant, decimals could not be exhibited.

**Pursuant to Regulation 23(4) of the Listing Regulations, no Related Party shall be entitled vote to approve the resolutions in relation to the Material Related Party Transactions whether the entity is a Related Party to the particular transaction or not. Accordingly, in respect of the Resolutions Nos. 6 and 7, the votes cast by Kennametal Inc. and Meturit AG, being 'Related Parties' have been ignored.

Based on the foregoing, the resolution numbers from 01 to 07 maybe deemed to have been **passed by requisite majority**. All the relevant records relating to remote e-voting and e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary of the Company for preserving safely.

Thanking You
Yours Sincerely

Vijayakrishna K T
Company Secretary

FCS No.: 1788

C. P. No.: 980

UDIN: F001788B001220478

Date: 12.11.2020

Place: Bengaluru



Witnesses:

1. S R Ravinand

2. Kalai Vani S.