



Ref:Sec/Sto/2018/11/04

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

November 9, 2018

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 53rd Annual General Meeting ('AGM') held on November 9, 2018 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 53rd 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**


K V Suresh Reddy
Compliance Officer



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
Tel : +91 80 23610847, 41231106
e-mail : vijaykt@vjkt.in
ktvijaykrishna@gmail.com

SCRUTINIZER'S REPORT

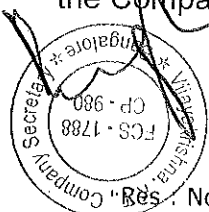
[Pursuant to Sections 108 & 109 of the Companies Act, 2013 and the Companies (Management & Administration) Rules, 2014]

To
Mr. Prakash M. Telang
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, 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 53rd 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 Polling Paper at the Annual General Meeting venue for the Resolutions proposed in the notice of 53rd Annual General Meeting of the Members of the Company held on 9th November, 2018. 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 53rd 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 6th November, 2018 (9.00 A.M. IST) till 8th November, 2018 (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. 31st October, 2018 were entitled to vote on the Resolutions proposed in the Notice calling the 53rd 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.

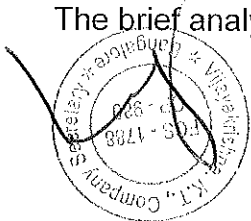
At the end of the voting period on 8th November, 2018 (5.00 P.M. IST), the voting portal of the service provider was blocked forthwith.

The votes cast were unblocked on 9th November, 2018, in the presence of Mr. Harish K and Mr. Madhavan P 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 and based on such reports,

- a. 10 Members have cast their votes through remote e-voting.
- b. 34 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, 2018:

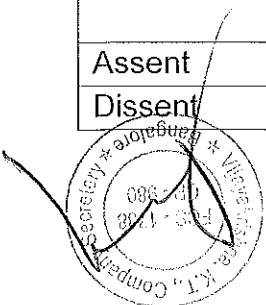
Ordinary Resolution:

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	10	19243450	30	1514	40	19244964	100.00
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	10	19243450	30	1514	40	19244964	100.00
Abstained/ Invalid	NIL	NIL	4	61	4	61	NIL

Item No. 2: Appointment of Director in place of Mr. Alexander Broetz (DIN: 07568713), 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		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	10	19243450	29	1414	39	19244864	99.99
Dissent	NIL	NIL	1	100	1	100	0.01



Total	10	19243450	30	1514	40	19244964	100.00
Abstained/ Invalid	NIL	NIL	4	61	4	61	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 2017-18:

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	10	19243450	29	1414	39	19244864	99.99
Dissent	NIL	NIL	1	100	1	100	0.01
Total	10	19243450	30	1514	40	19244964	100.00
Abstained/ Invalid	NIL	NIL	4	61	4	61	NIL

SPECIAL BUSINESS:

Item No. 4: Appointment of Mr. Devi Parameswar Reddy (DIN: 03450016) as Director of the Company:

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	10	19243450	29	1414	39	19244864	99.99
Dissent	NIL	NIL	1	100	1	100	0.01

Total	10	19243450	30	1514	40	19244964	100.00
Abstained/ Invalid	NIL	NIL	4	61	4	61	NIL

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

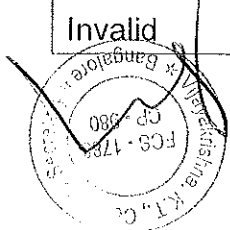
Ordinary Resolution:

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	10	19243450	30	1514	40	19244964	100.00
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	10	19243450	30	1514	40	19244964	100.00
Abstained/ Invalid	NIL	NIL	4	61	4	61	NIL

Item No. 6: 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	8	2759770	30	1514	38	2761284	100.00
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	8	2759770	30	1514	38	2761284	100.00
Abstained/ Invalid	2	16483680	4	61	6	16483741	NIL



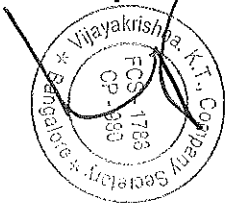
Item No. 7: Approval of Material Related Party Transactions with Kennametal Europe GmbH*:

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	8	2759770	30	1514	38	2761284	100.00
Dissent	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total	8	2759770	30	1514	38	2761284	100.00
Abstained/ Invalid	2	16483680	4	61	6	16483741	NIL

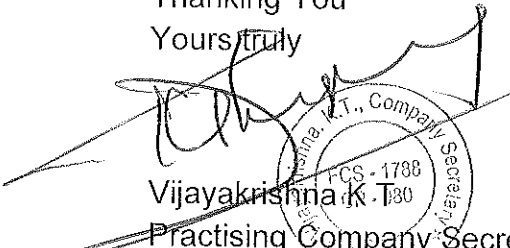
* **Note:** Pursuant to provisions of the Regulation 23(4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Kennametal Inc, USA and Meturit AG, being Related Parties, abstained from voting for Item Nos. 06 and 07.

Based on the foregoing, the resolution numbers from 01 to 07 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.

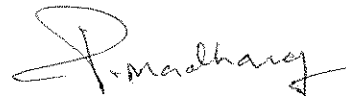
Thanking You
Yours truly


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

Date: 09.11.2018
Place: Bengaluru

Witnesses:


1. Harish K


2. Madhavan P