



## 1. PREFACE

- 1.1. Section 177 of the Companies Act, 2013 and Clause 49 of the Listing Agreement with the Stock Exchange requires every listed company and such class or classes of companies, as may be prescribed to establish a vigil mechanism for the directors and employees to report genuine concerns in such manner as may be prescribed. Kennametal India Limited (KIL) has adopted a Kennametal global Code of Conduct for Directors and employees (the Code), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. This vigil mechanism shall provide for adequate safeguards against victimization of persons who use such mechanism and also make provision for direct access to the chairperson of the KIL Audit Committee in appropriate or exceptional cases.

## 2.0 Scope and Applicability:

- 2.1 This policy applies to all KIL employees, officers and directors.
- 2.2 This policy is applicable to all locations of KIL.

## 3. General Statement:

In compliance with Indian law and to fulfill our duty as a good corporate citizen, KIL has in place a long-standing vigil mechanism for directors and employees to report genuine concerns regarding unethical behavior, actual or suspected fraud, or violations of Kennametal's Code of Conduct. KIL takes very seriously any report of such concerns and is fully committed to investigating concerns, and where appropriate, taking necessary corrective action to resolve a situation. All KIL employees and directors are not only obligated to comply with applicable laws, regulations, and company policies, but also to report potential violations of the same through one of several internal reporting mechanisms.

## 4. Company Guidelines and Procedures:

All KIL employees and directors must comply with Kennametal's global Code of Conduct and associated procedures and guidelines, which cover a wide range of ethics and compliance issues. Additionally, Kennametal has established a global anti-bribery and anti-corruption procedure, as well as global anti-trust, export and trade, and expense reimbursement procedures. The Code of Conduct is available at Kennametal.com or through the Kennametal BECC InfoNet / SharePoint sites. KIL regularly trains and communicates with employees and directors regarding company ethics and compliance guidelines and procedures.

## 5. Confidentiality and No Retaliation:

All ethics and compliance concerns reported by KIL employees and directors will be professionally and confidentially reviewed and investigated by the Kennametal Office of Ethics and Compliance. Protections are in place to ensure the name and identity of the reporter will be maintained confidentially. Additionally, KIL has a strict no retaliation policy that protects employees and directors who report concerns to the Office of Ethics and Compliance. This policy protects KIL employees and directors from having their job negatively impacted as a result of raising an ethics or compliance concern. Violations of the no retaliation policy may result in discipline or termination.

## 6. Reporting Mechanisms:

Employees and directors of KIL have the following mechanisms available to them to report concerns about ethics or compliance matters to the Kennametal Office of Ethics and Compliance.

- Ethics Alert Line (toll-free and anonymous): 000-117 +1-877-781-7319
- K-Corp Ethics Mailbox: [k-corp.ethics@kennametal.com](mailto:k-corp.ethics@kennametal.com)

- Audit Committee of Kennametal India Limited
- Contact Office of Ethics and Compliance:
  - Fax: +1 724-539-3839
  - Telephone: +1 724-539-4031
  - Mailing Address: Office of Ethics and Compliance, 1600 Technology Way, Latrobe, Pennsylvania (USA) 15650

Good faith concerns (hereinafter referred to as "Protected Disclosures") reported through one of the above mechanisms will be promptly investigated by Kennametal's global Office of Ethics and Compliance in coordination with partners from the Office of the General Counsel, Human Resources, and Internal Audit, among others as deemed appropriate before referring to the Audit Committee of KIL for needful action.

A follow-up response will be provided, where possible, to the reporter of the concern upon completion of the investigation. The investigation shall be completed normally within 30 days of the receipt of the concerns reported through one of the above mechanisms and is extendable by such period as the Global Director, Ethics and Compliance and/or KIL Audit Committee deems fit.

## **7. DECISION AND REPORTING**

- 7.1. If an investigation leads the Office of Ethics and Compliance / Chairman of the KIL Audit Committee to conclude that an improper or unethical act has been committed, the Ethics Officer / Chairman of the KIL Audit Committee shall recommend to the management of KIL to take such disciplinary or corrective action as he may deem fit. It is clarified that any disciplinary or corrective action initiated against the person as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or employees' conduct and disciplinary procedures.
- 7.2. The Office of Ethics and Compliance through KIL's Company Secretary shall submit a report to the Chairman of the KIL Audit Committee on a regular basis about all the Protected Disclosures or other concerns referred to the Office of Ethics and Compliance since the last report together with the results of investigations, if any.
- 7.3. In case the complaint is against the Chairman/CEO of the Company, the Chairman of the KIL Audit Committee after examining the Protected Disclosure shall forward the protected disclosure to other members of the KIL Audit Committee if deemed fit. The KIL Audit Committee shall appropriately and expeditiously investigate the Protected Disclosure.
- 7.4. If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency.
- 7.5. A complainant who makes bad faith allegations of unethical and improper practices or about alleged wrongful conduct of the subject to the Office of Ethics and Compliance or the KIL Audit Committee shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

## **8. PROTECTION**

- 8.1. No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

- 8.2. A Whistle Blower may report any violation of the above clause to the Chairman of the KIL Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- 8.3. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the complainant will not be revealed unless the individual discloses his details publicly or disclosed his identity to any other office or authority. In the event of the identity of the complainant being disclosed, the KIL Audit Committee is authorized to initiate appropriate action as per extant regulations against the person or agency making such disclosure. The identity of the Whistle Blower, if known, shall remain confidential to those persons directly involved in applying this policy, unless the issue requires investigation by law enforcement agencies, in which case members of the organization are subject to subpoena.
- 8.4. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## **9. ACCESS TO CHAIRMAN OF THE AUDIT COMMITTEE**

- 9.1. The Whistle Blower shall have right to access Chairman of the KIL Audit Committee directly in exceptional cases and the Chairman of the KIL Audit Committee is authorized to prescribe suitable directions in this regard.

## **10. RETENTION OF DOCUMENTS**

- 10.1. All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by KIL for a period of 7 (seven) years or such other period as specified by any other law in force, whichever is more.

## **11. ADMINISTRATION AND REVIEW OF THE POLICY**

- 11.1. The Office of Ethics and Compliance in coordination with the Office of the General Counsel shall be responsible for the administration, interpretation, application and review of this policy. The Global Director, Ethics and Compliance also shall be empowered to bring about necessary changes to this Policy, if required at any stage with the concurrence of the Audit Committee.

## **12. AMENDMENT**

- 12.1. KIL reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them by e-mail and/or posting on the KIL website.

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