

KENNAMETAL INDIA LIMITED

PROCEEDINGS of the Forty-Ninth Annual General Meeting of the Shareholders of Kennametal India Limited held on Tuesday, November 04, 2014 at 12.00 Noon at the Registered Office of the Company at 8/9th Mile, Tumkur Road, Bengaluru – 560 073

Mr.M.N.Bhagwat representing Kennametal Inc. and Mr. Bhagya Chandra Rao representing Meturit AG were present.

71 Members were present in person as per the attendance slips received. The Company received 6 Proxies prior to 48 hours of the meeting. However, none attended the meeting.

Directors Present:

01. Mr. M.N. Bhagwat	Chairman	(DIN:00036827)
02. Mr. Bhagya Chandra Rao	Managing Director	(DIN:00036827)
03. Mr. B. Anjani Kumar	Independent Director	(DIN:00022417)
04. Mr. Gerald Goubau	Non-Executive Director	(DIN:06566705)
05. Mr. John H.Jacko,Jr	Non-Executive Director	(DIN:06945511)
06. Ms. Michelle R. Keating	Non-Executive Director	(DIN:06721693)

Also present:

Mr. D Parameswara Reddy, Vice President & Chief Financial Officer.

Mr. Kundan Kumar Lal, General Manager – Legal & Company Secretary

Mr. Shivakumar Hegde, Partner and Mr. Pradeep Pandey, Manager of Messrs Price Waterhouse & Co Bangalore LLP, Chartered Accountants, Statutory Auditors.

Mr. Vijayakrishna K.T, Practicing Company Secretary - Scrutinizer to scrutinize the e-voting and Poll.

Mr. M.N. Bhagwat, Chairman, occupied the chair at 12 noon and presided over the meeting.

The Chairman declared that the requisite quorum was present at the Meeting and that the meeting was in order to commence the business. The Chairman introduced to the members, the Directors and Executives of the Company who were seated on the dais and informed the shareholders that Mr. Vinayak K. Deshpande, had expressed his inability to attend the Meeting due to his other commitments. He also introduced Mr. Shivakumar Hegde, Partner of Messrs Price Waterhouse & Co Bangalore LLP, Statutory Auditors and Mr. Vijayakrishna K T , Scrutinizer for the e-voting and Poll of the meeting.

With the consent of the members present, the Notice dated September 26, 2014 convening the 49th Annual General Meeting, together with its Explanatory Statements under Section 102 of the Companies Act, 2013, was taken as read.



At the request of the Chairman, the Company Secretary read the safety measures to be followed in the event of any emergency. He also provided the details of corporate representations received by the Company from bodies corporate under Section 113 of the Companies Act, 2013, for 16,483,680 Equity Shares, representing 75.00 % of the paid-up capital.

It was mentioned that the instruments of Proxy, Independent Auditors' Report and the Statutory Registers were made available for inspection at the same venue of the Meeting. He also referred to Section 105 of the Companies Act, 2013 and mentioned that the Proxy Holders were not entitled to speak at the Meeting, but were entitled to vote by poll.

It was further informed that there were no qualification, observations or comments on financial transactions or matters in the Independent Auditors' Report having any adverse effect on the functioning of the Company and therefore, pursuant to Section 145 of the Companies Act, 2013, the Independent Auditors' Report was not required to be read at the Meeting.

CHAIRMAN'S STATEMENT

The Chairman requested Mr. Bhagya Chandra Rao, Managing Director to present the Overview of FY14 of the Company to the Shareholders present at the meeting.

Mr. Bhagya Chandra Rao made detailed presentation and apprised the shareholders about the forward looking/cautionary statement and presented FY14 Review and outlook respectively, which included:

- Global Leader
- Two Well-Defined Businesses Delivering Our Mission
- Specific to India Machine Tools-WIDMA
- FY 14 Review: Economic Environment
- Served Markets Impacting our Business
- Indian IIP and KIL Sales Development trend
- HCV/CV affected us the most
- Key Performance Indicators-FY14
- Financial Results & Trends
- Acquisition Advances Strategic Priorities
- Stellram is part of TMB with end markets
- Innovations
- Economic Outlook
- Our Continued Focus on Initiatives
- Management Team



Mr. Bhagwat, Chairman addressed the Shareholders and delivered his Statement wherein he briefed the members about the Company's performance for the year ended June 30, 2014 (FY14), changes effected by the new Companies Act, 2013 and amendment to the Listing Agreement including about Related Party Transactions, e-Voting, Appointment of Woman Director, Secretarial Audit, Code of Conduct of Independent Directors, Rotation of Auditors, and Vigil Mechanism.

Chairman further briefed about the possible factors that would affect FY15 performance.

The Chairman then, invited the members to offer comments and raise queries, if any.

The following members made their comments and raised various queries:

1. Mr. Ramamurthy
2. Mr. Sagare G.

The queries raised by the shareholders were pertaining to:

- Dividend
- Reasons for reduced EPS
- Current status of Land Acquisition Matter
- Reasons for Voluntary Retirement Scheme
- Court cases
- R&D related
- Exceptional items
- Higher taxes

In response to the queries raised by the above shareholders at the AGM, the Chairman provided appropriate reply to all such queries with support of the Managing Director and the CFO.

The Chairman wrapped his speech by thanking the shareholders, customers, suppliers and vendors, the Company's workforce, management team, the promoters, Government, and the Board members for the support. He informed the members that he would vacate from the offices of Chairman and of Director of the Company from the conclusion of this meeting and appreciated the excellent support extended by the members, promoters and the management to him.

Thereafter, the Company Secretary presented the highlights of the Companies Act, 2013 with regard to E-Voting and Poll process for 49th Annual General Meeting.

It was informed to the shareholders that pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided electronic voting facility to the Shareholders to cast their votes electronically in respect of all businesses mentioned in the notice and the e-voting facility was kept open for a period of three days from October 29, 2014 (9.00AM) to October 31, 2014 (06.00 PM). It was further informed that Scrutinizer had handed over the report on e-



voting. The Company Secretary notified the members that the members who have not participated in the electronic voting can cast their votes by poll in respect of the resolutions contained in the Notice.

It was further mentioned that the results of the e-voting and poll would be declared on receipt of the Scrutinizer's Report and placed on Company's website and the same would be sent to Stock Exchanges within Forty Eight hours from the conclusion of the Meeting.

Thereafter, upon request from the Company Secretary, Mr. Vijayakrishna K.T. locked the empty polling box in the presence of the members.

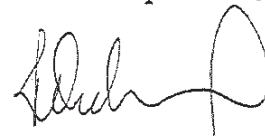
Thereafter, the Chairman ordered to put all the resolutions in the notice convening 49th Annual General Meeting to poll and requested the members and proxies to cast their votes using the poll papers provided to them and deposit the duly filled in poll papers in the ballot box.

All business items specified in the Notice convening the Forty-ninth Annual General Meeting having been duly transacted, Chairman declared the meeting as concluded.

CONDUCT OF POLL:

Mr. Vijayakrishna KT, Scrutinizer conducted the poll in full compliance with the provisions of the Companies Act, 2013. After ensuring that all members participating in the Poll had cast their votes, the Scrutinizer closed the poll at around 2.00 pm and took custody of the polling box.

Bengaluru
November 25, 2014



Prakash M. Telang
Chairman

Results of E-voting held from October 29,2014 to October 31,2014 (both days inclusive) and Poll conducted for the ordinary and special business at the 49th Annual General Meeting held at the 8/9th Mile, Tumkur Road, Bangalore-560073 on Tuesday, November 04,2014.

Mr. Kundan Kumar Lal, General Manager- Legal and Company Secretary, duly authorized by Mr. M. N. Bhagwat, Chairman of the Meeting, on receipt of the Scrutinizer's Report provided by Mr. Vijayakrishna K.T. dated November 04,2014 and E-voting Report generated by the Central Depository Services Limited('CDSL') dated November 01,2014,summarized the votes cast 'in favour' or 'against' the Resolutions mentioned the Notice as listed below:

ORDINARY BUSINESS:

1. Adoption of Accounts

Type of Resolution: Ordinary Resolution

"RESOLVED THAT the Audited Statement of Profit and Loss and Cash Flow Statement for the year ended June 30, 2014 and the Audited Balance Sheet as at that date together with the reports of the Directors and Auditors thereon as laid before the Members at this Meeting be and is hereby received, considered, approved and adopted."

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 1							
To receive, consider and adopt the audited Balance Sheet as at June 30, 2014, the audited Profit and Loss for the year ended on that date and the reports of the Directors and the Auditors thereon.							

Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public -Others	2291492	1069	0.05	1065	4	99.63	0.37
Total (A)	21978240	18774864	85.42	18774860	4	99.99998	0.00002

Resolution passed by requisite majority.



2. Re-appointment of Price Waterhouse & Co., Bangalore as Statutory Auditors, to hold office from the conclusion of 49th Annual General Meeting until the conclusion of 52nd Annual General Meeting.

Type of Resolution: Ordinary Resolution

“RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modifications or re-enactment thereof), the retiring Auditors Messrs Price Waterhouse & Co., Bangalore, Chartered Accountants, (Firm Regn.No.007567S) being eligible for re-appointment, be and are hereby appointed as Statutory Auditors of the Company to hold such office from this 49th Annual General Meeting until the conclusion of the 52nd Annual General Meeting, subject to ratification of their appointment at every Annual General Meeting by the members, and that the Board of Directors be and are hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors.”

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 2 Re-appointment of Price Waterhouse & Co. Bangalore as Statutory Auditors, to hold office from the conclusion of 49 th Annual General Meeting until the conclusion of 52 nd Annual General Meeting.							
Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public -Others	2291492	1069	0.05	1065	4	99.63	0.37
Total (A)	21978240	18774864	85.42	18774860	4	99.99998	0.00002

Resolution passed by requisite majority.

SPECIAL BUSINESS:

3. Appointment of Mr. Gerald Goubau as a director liable to retire by rotation

Type of Resolution: Ordinary Resolution

“RESOLVED THAT Mr. Gerald Goubau (DIN: 06566705) who was appointed as a Director of the Company with effect from April 30, 2013 in place of the casual vacancy caused by the resignation of Mr. Bernard North, who retires at this Annual General Meeting, and in respect of whom the Company has received a notice in writing from a member pursuant to Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 3							
Appointment of Mr. Gerald Goubau as a Director liable to retire by rotation							
Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public -Others	2291492	1069	0.05	1065	4	99.63	0.37
Total (A)	21978240	18774864	85.42	18774860	4	99.99998	0.00002

Resolution passed by requisite majority.



4. Appointment of Ms. Michelle Ruth Keating as a Director liable to retire by rotation

Type of Resolution: Ordinary Resolution

“RESOLVED THAT pursuant to Articles of Association of the Company and in conformity with the provisions of Section 161 of the Companies Act,2013, Ms. Michelle Ruth Keating (DIN: 06721693), who was appointed as Additional Director of the Company by the Board of Directors, and who holds the office under the said Article and Section 161 of the Companies Act,2013,only up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing, from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 4							
Appointment of Ms. Michelle Ruth Keating as a Director liable to retire by rotation							
Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public -Others	2291492	1069	0.05	1065	4	99.63	0.37
Total (A)	21978240	18774864	85.42	18774860	4	99.99998	0.00002

Resolution passed by requisite majority.

5. Appointment of Mr. B.Anjani Kumar as an Independent Director

Type of Resolution: Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or reenactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Bidadi Anjani Kumar (DIN: 00022417), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five(05) consecutive years upto November 03, 2019.”

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 5 Appointment of Mr. B.Anjani Kumar as an Independent Director							
Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public -Others	2291492	1069	0.05	1065	4	99.63	0.37
Total (A)	21978240	18774864	85.42	18774860	4	99.99998	0.00002

Resolution passed by requisite majority.



6. Appointment of Mr. Vinayak K. Deshpande as an Independent Director

Type of Resolution: Ordinary Resolution

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable and related provisions of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Vinayak K. Deshpande (DIN: 00036827), Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five(05) consecutive years upto November 03, 2019.”

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 6 Appointment of Mr. Vinayak K. Deshpande as an Independent Director							
Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public -Others	2291492	1069	0.05	1065	4	99.63	0.37
Total (A)	21978240	18774864	85.42	18774860	4	99.99998	0.00002

Resolution passed by requisite majority.

7. Approval for Related Party Transactions of material nature with Kennametal Inc.

Type of Resolution: Special Resolution

“RESOLVED THAT pursuant to the provisions of revised Clause 49 (VII) of the Listing Agreement, consent of the members be and is hereby accorded in respect of the following material related party transaction(s) by the Company with Kennametal Inc., USA on arm’s length basis:

S. No.	Nature of Transactions	Transaction value for financial year July 1, 2013 to June 30, 2014 i.e. FY14 amount ₹ in Lakhs	Estimated Value of Transactions per Annum effective financial year commencing July 1, 2014 -FY15 onwards not exceeding amount ₹ in Lakhs
1.	Purchase of Components/raw materials (payment)	4705	5900
2.	IT Cross charges (payment)	1319	1500
3.	Royalty (payment)	195	240
4.	Cross charge –expenses (Payable)	13	20
5.	Sales of products/components (receipts)	1225	1530
6.	Cross charge – expenses (Receivable)	27	35

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”



Promoter/ Public	No. of Shares held	No. of votes polled	% of votes polled on outstan ding shares (3) = [(2) /(1)] *100	No. of Votes in favour	no. of Votes again st	% of Votes in favour on votes polled (6) = [(4) /(2)]*100	% of Votes against on votes polled (7) = [(5) /(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 7.							
Approval for Related Party Transactions of material nature with Kennametal Inc.							
Promoter and Promoter Group	1648360	0	0.00	0	0	0.00	0.00
Public - Institution al holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public - Others	2291492	1069	0.05	1065	4	99.63	0.37
Total (A)	2197820	2291184	10.42	2291180	4	99.99983	0.00017

Resolution passed by requisite majority (Related parties abstained from voting).

8. Approval for Related Party Transactions of material nature with Kennametal Europe GmbH

Type of Resolution: Special Resolution

“RESOLVED THAT pursuant to the provisions of revised Clause 49(VII) of the Listing Agreement, consent of the members be and is hereby accorded in respect of the following material related party transaction(s) by the Company with Kennametal Europe GmbH on arm’s length basis:



S. No.	Nature of Transactions	Transaction value for financial year July 1, 2013 to June 30, 2014 i.e. FY14 amount ₹ in Lakhs	Estimated Value of Transactions per Annum effective financial year commencing July 1, 2014 - FY15 onwards not exceeding amount ₹ in Lakhs
1	Purchase of Components/raw materials (payments)	12203	15250
2	Sales (receipt)	1628	2050
3	Cross charge -expenses (Receivable)	27	35

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution.”

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 8. Approval for Related Party Transactions of material nature with Kennametal Europe GmbH							
Promoter and Promoter Group	16483680	0	0.00	0	0	0.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public -Others	2291492	1069	0.05	1065	4	99.63	0.37
Total (A)	21978240	2291184	10.42	2291180	4	99.99983	0.00017

Resolution passed by requisite majority (Related parties abstained from voting).

9. Not filling the vacancy caused by Mr. M. N. Bhagwat, Director who does not offer himself for re-appointment

Type of Resolution: Ordinary Resolution

“RESOLVED to note that Mr.M. N. Bhagwat (DIN No. 00036692) who retires from office by rotation, but has expressed his unwillingness to be re-appointed as a Director, and accordingly the resultant vacancy on the Board be not filled up at this meeting.”

Promoter/Public	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour	no. of Votes against	% of Votes in favour on votes polled (6) = [(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)
Resolution 9 Not filling the vacancy caused by Mr. M. N. Bhagwat, Director who does not offer himself for re-appointment							
Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3203068	2290115	71.50	2290115	0	100.00	0.00
Public – Others	2291492	1069	0.05	1056	13	98.78	1.22
Total (A)	21978240	18774864	85.42	18774851	13	99.99993	0.00007

Resolution passed by requisite majority.

Bengaluru
November 25, 2014


Prakash M. Telang
Chairman