Kennametal India Limited CIN: L27109KA1964PLC001546 8/9th Mile | Tumkur Road, Bangalore - 560 073. INDIA T 91.80.28394321 www.kennametal.com



Ref:Sec/Sto/16/12-02

December 01, 2015

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

By e-mail and courier

Dear Sirs,

Subject:

Proceedings of the 50th Annual General Meeting [Scrip Code: 505890] - Kennametal India Limited

In terms of Clause 31(d) of the Listing Agreement, we send herewith a copy of the proceedings at the 50th Annual General Meeting of the shareholders held on November 09, 2015 for your records.

Kindly take the same on record and oblige.

Thanking You,

Yours faithfully,

For Kennametal India Limited

Kundan K. Lal

General Manager-Legal &

Company Secretary

KENNAMETAL INDIA LIMITED

PROCEEDINGS of the Fiftieth Annual General Meeting of the Shareholders of Kennametal India Limited held on Monday, November 09, 2015 at 12.30 P.M to 1.30 P.M. at the Registered Office of the Company at 8/9th Mile, Tumkur Road, Bengaluru – 560 073

Directors Present:			DIN
Mr. Prakash M. Telang	_	Chairman	00012562
Mr. Bhagya Chandra Rao	-	Managing Director	00211127
Mr. B. Anjani Kumar	_	Director	00022417
Mr. V. K. Deshpande	1.00	Director	00036827
Mr. John H. Jacko	-	Director	06945511
Ms. Michelle R. Keating	-	Director	06721693
Mr. David Lee	-	Director	07175442

Mr. Bhagya Chandra Rao representing Kennametal Inc. and Mr. D. Parameswara Reddy representing Meturit AG were present.

37 Members were present in person as per the attendance slips received. The Company received 5 Proxies prior to 48 hours of the meeting.

Also present:

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

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

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

Mr. Vijayakrishna K.T, Practising Company Secretary – Secretarial Auditor and Scrutinizer to scrutinize the e-voting and Poll.

Mr. Prakash M Telang, Chairman, occupied the chair at 12:30 P. M. and extended hearty welcome to the Members to the 50th Annual General Meeting of the Company.

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/promoters under Section 113 of the Companies Act, 2013, for 16,483,680 Equity Shares, representing 75.00 % of the paid-up capital.

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. He also



introduced Mr. Shivakumar Hegde, Partner of Messrs Price Waterhouse & Co, Bangalore LLP, Statutory Auditors and Mr. Vijayakrishna K T, Secretarial Auditor and Scrutinizer for the e-voting and Poll at the meeting.

With the consent of the members present, the Notice dated September 09, 2015 convening the 50th 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 forward looking statement. The Company Secretary requested members to note that certain forward looking statements would be made during the course of this meeting which could involve risks and uncertainties. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Actual results, performances or achievements could differ materially from those expressed or implied in such forward-looking statements. Members were cautioned not to place undue reliance on these forward-looking statements that speak only as of their dates.

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 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 drew Members' attention to the Chairman's message included in the Annual Report and also circulated at the time of Registration at the Annual General Meeting. With the consent of the members present, the message was taken as read.

The message *inter-alia* included the following:

- Global Economic Situation
- Performance of the Company in FY 2014-15
- Outlook for the future
- Land Compensation received in survey 11 case
- Various amendments in Corporate Laws & Listing regulations
- CSR Initiatives of the Company



The Chairman requested Mr. Bhagya Chandra Rao, Managing Director to present the Overview of FY15 of the Company to the Shareholders present at the meeting.

Mr. Bhagya Chandra Rao made a detailed presentation and apprised the shareholders about the forward looking/cautionary statement and presented FY15 Review and outlook respectively, which included:

- Specific to India Machine Tools-WIDMA
- ECOGRIND VX5- IMTEX FIE AWARD WINNER 2015
- FY 15 Review: Economic Environment
- Indian IIP and KIL Sales Development trend
- Key Performance Indicators-FY15
- Financial Results & Trends
- CSR activities During FY15
- Economic Outlook FY16
- About the Management Team

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

The following member made his comments and raised certain queries:

Mr. Ramamurthy Client ID: 10172055 DP ID: IN300351

The queries raised by the shareholder were pertaining to:

- Dividend
- Gifts at the AGM
- Revenue
- Cost saving
- FDI
- Import and Export
- R&D expenditure
- Strategy to reduce Forex Impact
- CSR Activity-Protect our planet
- Sales- export segment
- Compensation of Land Acquisition matter
- Power project

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

The Chairman wrapped up 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.



Thereafter, the Company Secretary informed the shareholders that pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management & Administration) Rules, 2015, 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 evoting facility was kept open for a period of four days from November 05, 2015 (9.00AM) to November 08, 2015 (05.00 PM). The Company Secretary notified the members that the members who have not participated in the electronic voting could 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 50th 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 Fiftieth 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 1.30 pm and took custody of the polling box.

The Chairman authorised Mr. Kundan Kumar Lal, General Manager- Legal and Company Secretary to receive the Scrutinizer's Report from Mr. Vijayakrishna K.T. and E-voting Report generated by the Central Depository Services Limited ('CDSL') dated November 09, 2015 and declare the voting results on or before November 11, 2015.



Results of E-voting held from November 05, 2015 (9.00AM) to November 08, 2015 (05.00 PM) (both days inclusive) and Poll conducted for the ordinary and special businesses at the 50th Annual General Meeting held at the 8/9th Mile, Tumkur Road, Bengaluru - 560073 on Monday, November 09, 2015.

Mr. Kundan Kumar Lal, General Manager- Legal and Company Secretary, duly authorized by Mr. Prakash M. Telang, Chairman of the Meeting, on receipt of the Scrutinizer's Report dated November 11, 2015, provided by Mr. Vijayakrishna K.T. and E-voting Report generated by the Central Depository Services Limited ('CDSL') dated November 09,2015, summarized the votes cast 'in favour' or 'against' the Resolutions mentioned in the Notice as listed below:

ORDINARY BUSINESS:

 To receive, consider and adopt the Audited Financial Statements as at June 30, 2015 and the Independent Auditors Report thereon and the report of the Board of Directors

Type of Resolution: Ordinary Resolution

"RESOLVED THAT the Audited Financial Statements comprising of Statement of Profit and Loss and Cash Flow Statement for the year ended June 30, 2015 and the Audited Balance Sheet as at June 30,2015 together with the reports of the Board 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

ORDINARY BUSINESS:

 To receive, consider and adopt the Audited Financial Statements as at June 30, 2015 and the Independent Auditors Report thereon and the report of the Board of Directors

Total (A)	21978240	19360801	88.09	19360801	0	100.00	0.00
Public -Others	2228884	1510	0.07	1510	0	100.00	0.00
holders			88.06		0	100.00	0.00
Institutional	3265676	2875611		2875611			
Public -							
Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Promoter and							



Resolution passed by requisite majority.

02. To confirm the interim dividend of \P 2/- per equity share (20%) already paid as the final dividend for the financial year 2014-2015.

Type of Resolution: Ordinary Resolution

"RESOLVED THAT an interim dividend of ₹2/-(Rupees Two) per equity share on 21,978,240 fully paid equity shares of ₹ 10/ each, for the financial year 2014-15, declared by the Board of Directors of the Company at their meeting held on June 11, 2015 and paid to the members whose names appear in the register of members as on record date of June 23, 2015, be and is hereby approved as Final dividend for the Financial Year 2014-15"

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)
To confirm the interpretary 2014-2015. Promoter and Promoter Group	im dividend of F	Rs. 2/- per equi	ty share (20%) al	ready paid as t	he final div	idend for the	financial 0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public -Others	2228884	1510	0.07	1510	0	100.00	0.00
Total (A)	21978240	19360801	88.09	19360801	0	100.00	0.00



03. Ratification of the appointment of Messrs. Price Waterhouse & Co Bangalore LLP, Chartered Accountants, as the Auditors of the Company

Type of Resolution: Ordinary Resolution.

"RESOLVED THAT in accordance with applicable provisions of the Companies Act, 2013, and the Rules made there under (including any statutory modifications or re-enactment thereof), the appointment of Auditors Messrs Price Waterhouse & Co Bangalore LLP, Chartered Accountants (Firm Regn.No.007567S/S-200012) as approved by the Members at the Forty-ninth Annual General Meeting as Statutory Auditors of the Company, to hold office until the conclusion of the fifty second Annual General Meeting be and is hereby ratified for the year 2015-16, and that the Board of Directors be and is hereby authorized to fix such remuneration as may be recommended by the Audit Committee in consultation with the Auditors for the Financial year ending June 30,2016"

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: 03 Ratification of the a Auditors of the Con Promoter and Promoter Group		f Messrs. Prio	to Waterhouse & C	16483680	LLP, Chart	100.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2402811	472800	83.56	16.44
Public -Others	2228884	1510	0.07	1510	0	100.00	0.00
Total (A)	21978240	19360801	88.09	18888001	472800	97.56	2.44



SPECIAL BUSINESS:

04. Appointment of Mr. John H. Jacko Jr. as a Director of the Company, liable to retire by rotation.

Type of Resolution: Ordinary Resolution

"RESOLVED THAT Mr. John H. Jacko Jr. (DIN: 06945511) who was appointed as a Director of the Company with effect from August 12, 2014 in place of the casual vacancy caused by the resignation of Mr. John Chang (DIN:03507842), 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)
Appointment of Mr Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public -Others	2228884	1510	0.07	1510	0	100.00	0.00
Total (A)							



05. Appointment of Mr. Prakash M. Telang as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from November 04, 2014.

Type of Resolution: Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 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. Prakash M. Telang (DIN: 00012562), who was appointed as an Additional Director of the Company with effect from November 04, 2014 under Section 161 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company to hold office for a term up to five consecutive years commencing from November 04, 2014."

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)
Appointment of Mr. five consecutive year Promoter and Promoter Group				16483680	0.00	100.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0.00	100.00	0.00
Public -Others	2228884	1510	0.07	610	900	40.40	59.60
Total (A)	21978240	19360801	88.09	19359901	0	99.995	0.005



06. Ratification of the remuneration payable to Messrs. K. S. Kamalakara & Co., Cost Auditors, Bengaluru (Firm Registration No: 0000296), as the Cost Auditor for the financial year ending June 30, 2016.

Type of Resolution: Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the remuneration payable to Messrs. K. S. Kamalakara & Co., Cost Auditors, Bengaluru (Firm Registration No:0000296), appointed by the Board of Directors as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending June 30, 2016, amounting to ₹ 2,00,000 (Rupees Two Lakhs only) as also the payment of service tax as applicable and re-imbursement of out of pocket expenses incurred in connection with the aforesaid audit, be and is hereby ratified and confirmed."

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)
Ratification of the re Registration No: 000						Bengaluru (F	irm
Promoter and Promoter Group	16483680	16483680	100.00	16483680	0	100.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public -Others	2228884	1510	0.07	1510	0	100.00	0.00

88.09

19360801

19360801

Resolution passed by requisite majority.

21978240



Total (A)

0.00

100.00

0

Type of Resolution: Ordinary Resolution.

"RESOLVED THAT in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) including any statutory modification(s) or re-enactment(s) thereof, the Articles of Association of the Company and subject to all applicable approval(s) as may be required, consent of the Members be and is hereby accorded to the payment of commission for a period of upto five years commencing from July 01, 2015 to the Non-Executive Directors of the Company as may be decided by the Board from time to time, provided that the total commission payable to the Non-Executive Directors per annum shall not exceed the limit specified under the Act or one percent of the net profits of the Company for each year as computed in the manner specified under Section 198 of the Act, whichever is lower, with authority to the Board to determine the quantum, manner and proportion in which the amount be distributed among individual Non-Executive Directors."

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 7 Approval for payment of commission to Non-Executive Directors of the Company.									
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00			
Public -Others	2228884	1510	0.07	1502	8	99.47	0.53			
Total (A)	21978240	19360801	88.09	19360793	8	99.99996	0.00004			



08. Approval of Material Related Party Transactions with Kennametal Inc., USA, as per Clause 49(VII) of the Listing Agreement

Type of Resolution: Ordinary 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	Approval received from members for the estimated material related party transactions for FY15 in 49 th AGM	Actual Transaction value for financial year July 1, 2014 to June 30, 2015 i.e. FY15 amount	Estimated Value of Transactions per Annum effective financial year commencing July 1, 2015 – i.e. FY16 onwards not exceeding amount
	,	₹ in Lakhs	₹ in Lakhs	₹ in Lakhs
1.	Purchase of Components/raw materials (payment)	5900	4693	5500
2.	IT Cross charges (payment)	1500	1145	1400
3.	Royalty (payment)	240	185	220
4.	Cross charge – expenses (Payable)	20	32	70
5.	Sales of products/components (receipts)	1530	1557	1800
6.	Cross charge – expenses (Receivable)	35	9	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: 08: Approval of Material Related Party Transactions with Kennametal Inc., USA, as per Clause 49(VII) of the Listing Agreement.										
Promoter and Promoter Group	16483680	0	0.00	0	0	0.00	0.00			
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00			
Public –Others	2228884	1510	0.07	610	900	40.40	59.60			
Total (A)	21978240	2877121	13.09	2876221	900	99.97	0.03			

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

09. Approval for Related Party Transactions of material nature with Kennametal Europe GmbH, as per Clause 49(VII) of the Listing Agreement:

Type of Resolution: Ordinary 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.	Nature of	Approval received	Transaction value	Estimated Value of
No.	Transactions	from members for the estimated material related party transactions for FY15 in 49 th AGM	for financial year July 1, 2014 to June 30, 2015 i.e. FY15 amount ₹ in Lakhs	Transactions per Annum effective financial year commencing July 1, 2015 -FY16 onwards not exceeding amount
1	Purchase of	15250	13451	₹ in Lakhs 15500



	Components/raw materials (payments)				
2	Sales (receipt)	2050	1616	1850	
3	Cross charge - expenses (Receivable)	35	0	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 9: Approval for Rela 49(VII) of the List		actions of ma	terial nature wit	h Kennameta	Europe G	mbH, as per (Clause
Promoter and Promoter Group	16483680	0	0.00	0	0	0.00	0.00
Public - Institutional holders	3265676	2875611	88.06	2875611	0	100.00	0.00
Public –Others	2228884	1510	0.07	610	900	40.40	59.60
Total (A)	219782 40	2877121	13.09	2876221	900	99.97	0.03

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

Sd/-

Prakash M. Telang Chairman

Certifited True

Date: November 30, 2015

Place: Bengaluru

For Kennametal India Limited

Kundan Kumar Lal General Manager - Legal & Company Secretary