

KENNAMETAL INDIA LIMITED

CODE OF BUSINESS CONDUCT AND ETHICS

Kennametal India Limited [the Company] believes in and is committed to ethical and lawful business conduct of its Board of Directors, Senior Management personnel and employees which is critical to the Company's success. The Company will uphold ethical and legal standards vigorously as we pursue our financial objectives without compromising honesty and integrity anywhere at any time. Consistent with these principles, the Company's Board has adopted this code of business conduct and ethics ("code") as a guide to the high ethical standards expected of its **Board Members** and its senior management viz. the **India Leadership Council (ILC)**.

In performing their duties the Directors/ ILC will:

- Act ethically, diligently, in good faith and with integrity and in the best interests of the Company and its stakeholders;
- Act responsibly, with due care without allowing their independent judgment to be subordinated and in a manner to enhance and maintain the reputation of the Company
- Abide by all applicable laws and regulations;
- Become and remain familiar with the Company's business and the economic and competitive environment in which it operates and understand its principal business plans, strategies and objectives;
- Commit the time necessary to prepare for, attend (in person or telephonically, as appropriate) and actively participate in regular and special meetings of the Board/Company
- Disclose potential conflicts of interest that they may have regarding any matters concerning the Company
- Inform the Board of Directors of changes in their employment, other board positions, relationship with other businesses that may interfere with their ability to perform their functions with independence.
- Maintain the confidentiality of all material non-public information relating to the business of the Company and NOT use such information acquired in the course of their duties for their personal advantage.
- The Independent Directors shall abide by the provisions of Schedule IV of the Companies Act, 2013 (Code for Independent Directors).

The members of the Board and the ILC of the Company acknowledge and agree to abide by the Code.

All Directors and the ILC will immediately upon adoption of the Code and thereafter annually on July 1, sign a confirmation of compliance with this Code.

Declaration

I, _____, hereby confirm that I have complied with the said Code for the period July 01, 2013 to June 30, 2014 (FY14).

Signature : _____

Date :

Name :

Designation : Director