



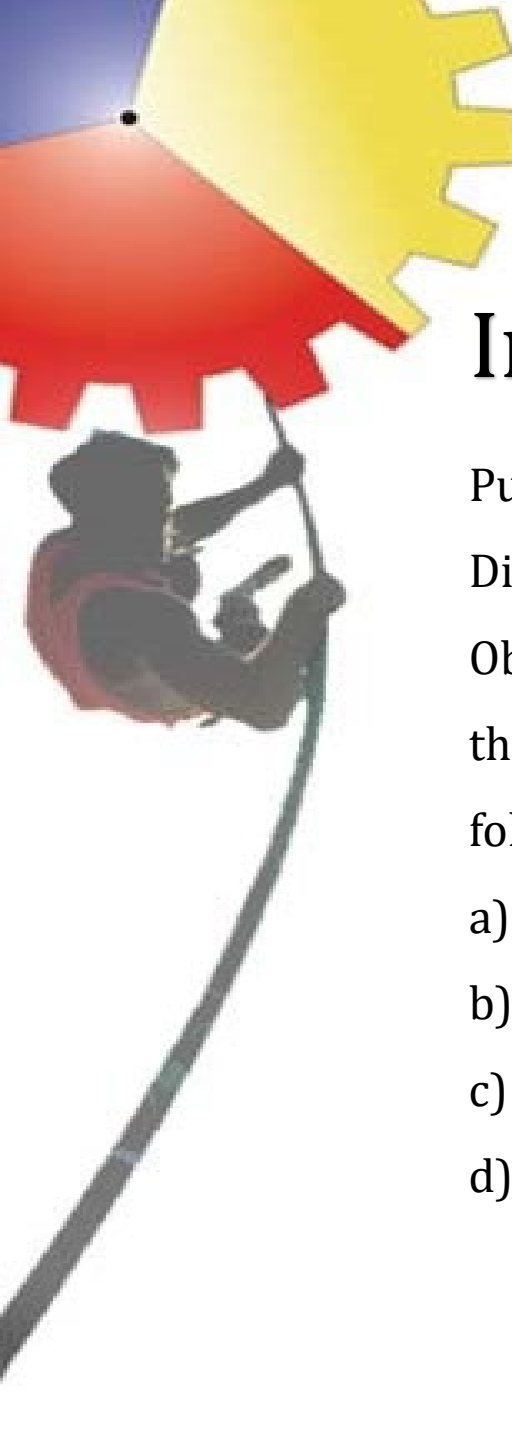
KAMDHENU GROUP

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS FINANCIAL YEAR 2025-26

Date: 25th February, 2026

Time: 12:00 Noon

Venue: Hotel Novotel, Plot -1, Desh Bandhu Gupta Road,
Jhandewalan, New Delhi-110055



Introduction

Pursuant to the Company's Policy on the Familiarisation Programme of the Independent Directors and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Company shall familiarise the independent directors through various programmes about the listed entity, including the following:

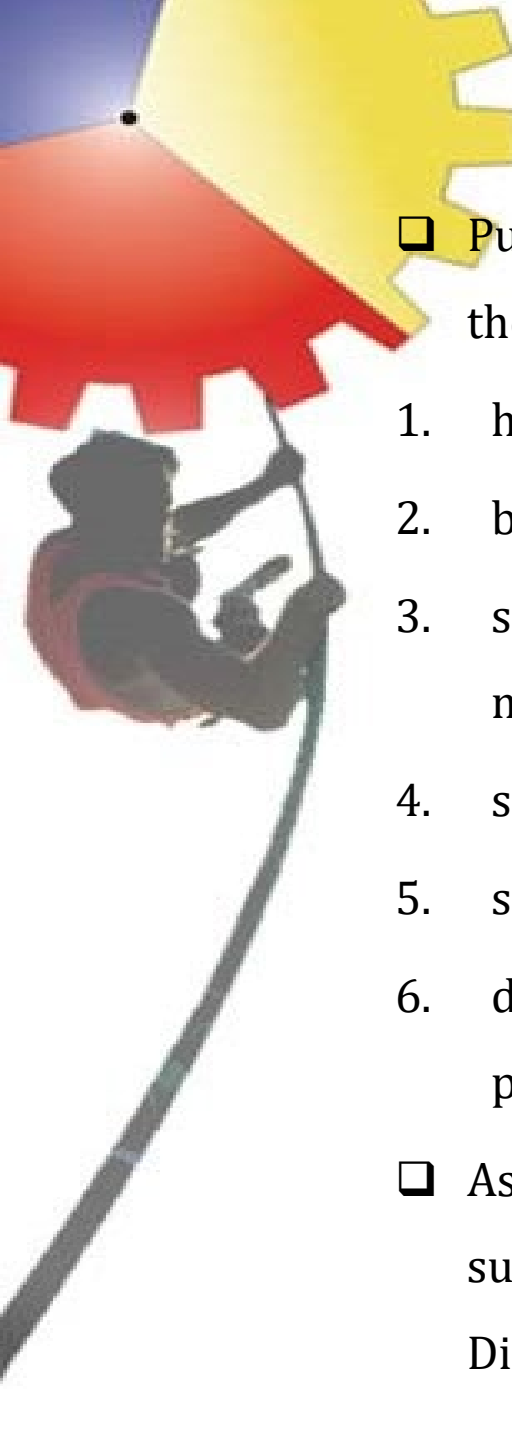
- a) nature of the industry in which the listed entity operates;
- b) business model of the listed entity;
- c) roles, rights, responsibilities of independent directors; and
- d) any other relevant information.



Objectives

The familiarization programme aims to provide Independent Directors with:

- the Industry scenario,
- the socio-economic environment in which the Company operates,
- the business model,
- the operational and financial performance of the Company,
- to update the Independent Directors on a continuous basis on significant developments so as to enable them to take well informed decisions in a timely manner.

A stylized illustration on the left side of the slide shows a person in a red shirt and black pants climbing a large, multi-colored gear (yellow, red, and blue). The person is holding onto a rope or handle attached to the gear.

Roles & Responsibilities of IDs



- ❑ Pursuant to the provisions of the Schedule IV of the Companies Act, 2013 the independent directors shall:
 1. help in bringing an independent judgment to bear on the Board's deliberations;
 2. bring an objective view in the evaluation of the performance of board and management;
 3. scrutinise the performance of management in meeting agreed goals and objectives and monitor the reporting of performance;
 4. satisfy themselves on the integrity of financial information and that financial controls.
 5. safeguard the interests of all stakeholders; &
 6. determine appropriate levels of remuneration of executive directors, key managerial personnel and senior management.
- ❑ As per Regulation 23(2) of SEBI Listing Regulations all Related Party Transactions and subsequent material modifications shall require prior approval of the Independent Directors in the Audit Committee.

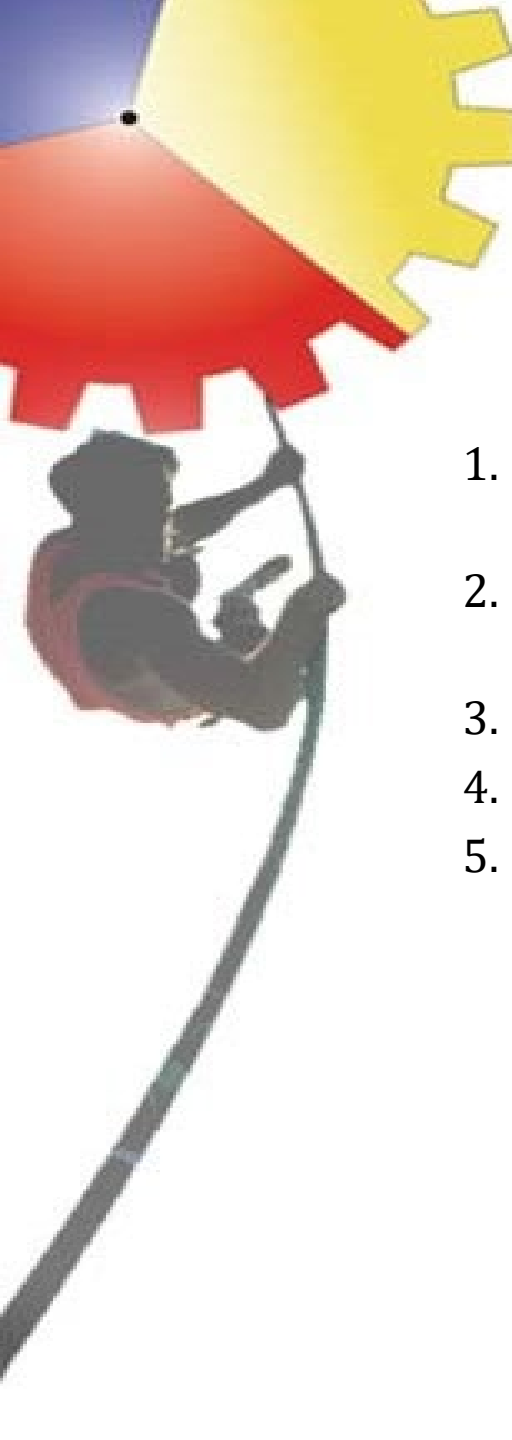
Duties of the Independent Directors



The independent directors shall-

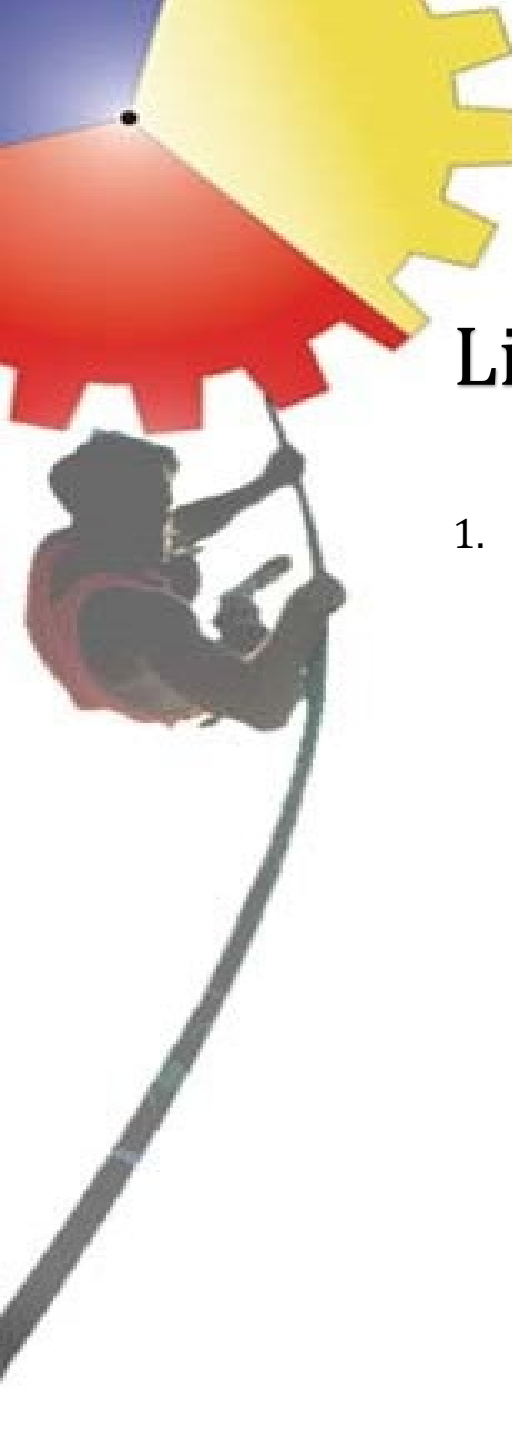
1. undertake appropriate induction and **regularly update and refresh their skills**, knowledge and familiarity with the company;
2. **seek appropriate clarification** or amplification of information and, where necessary, take and follow appropriate professional advice;
3. **strive to attend all meetings of the Board** of Directors and of the Board committees of which he is a member;
4. **participate constructively and actively** in the committees of the Board in which they are chairpersons or members;
5. **strive to attend the general meetings** of the company;

6. **pay sufficient attention and ensure that adequate** deliberations are held before approving **related party transactions** and assure themselves that the same are in the interest of the company;
7. **ascertain and ensure** that the company has an adequate and functional **vigil mechanism**;
8. report concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
9. act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
10. not disclose confidential information unless such disclosure is expressly approved by the Board or required by law.



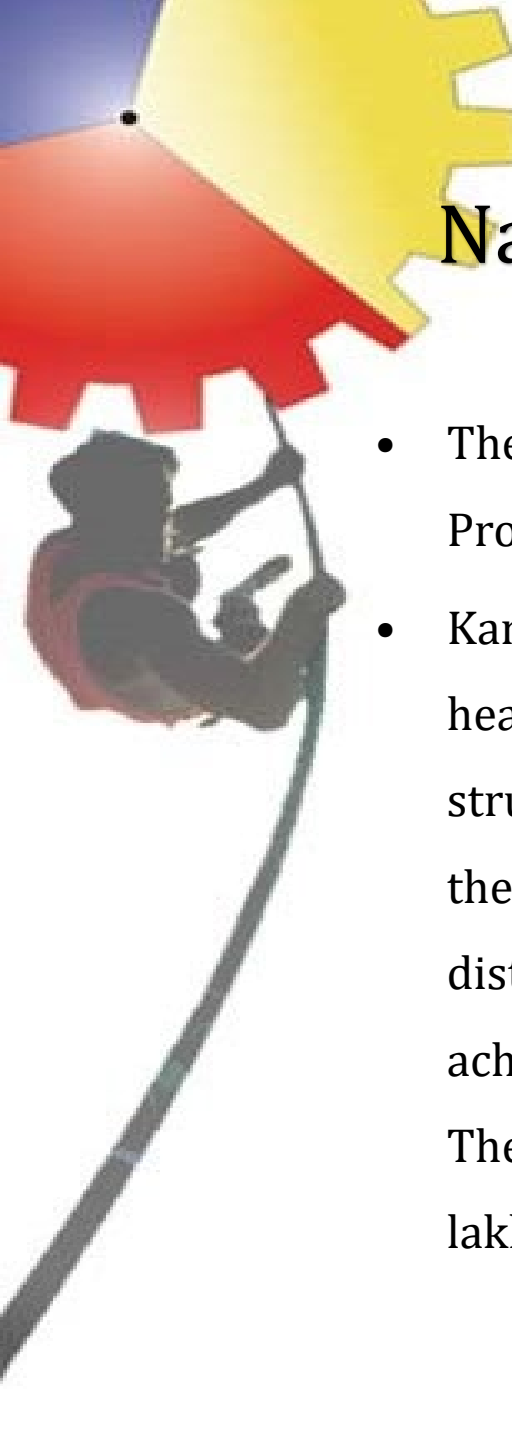
Disclosure and Compliance Requirements for Independent Directors

1. Annual Disclosure – MBP-1, DIR-8, Independence confirmation u/s 149(7) and Reg 16(i)(b), disclosure under PIT code;
2. To inform company about any change in directorship/Committee Membership – within 30 days or before next BM;
3. To abide by Code of Conduct for Board, Independent Directors and Insider Code;
4. To be enrolled in Independent Directors' databank;
5. Adequate Disclosure of Interest and avoid conflict of interest.



Liabilities of Independent Directors

1. As per Section 149(12) of Companies Act, 2013 and Regulation 25(5) of the SEBI (LODR) Regulations, 2015 an independent director shall be held liable, only in respect of such acts of omission or commission by a company which had occurred with his knowledge, attributable through Board processes, and with his consent or connivance or where he had not acted diligently.



Nature of Industry

- The Company is engaged in Manufacturing, Marketing & Branding of Steel & Allied Products.
- Kamdhenu Limited, established in 1994 with a steel plant in Rajasthan and headquartered in Gurugram, has grown into a leading brand in TMT bars and structural steel in India through its franchisee-based business model. As of FY25, the company operates with over 100 franchisees, 10,000 plus dealers, and 500 plus distributors across the country. It reported a sales turnover of Rs. 22,150 crores, achieved a sales volume of 36 lakh MT, and earned royalty income of Rs.139 crores. The company's annual production capacities include 40 lakh MT of steel rebar, 10 lakh MT of structural steel, and 2.5 lakh MT of colour coated sheets.

OUR JOURNEY

1994 – Incorporation of Kamdhenu Ispat Limited

1995 – Production of Steel Bars Certified for international quality standards ISO 9001 & BIS 1786:1985

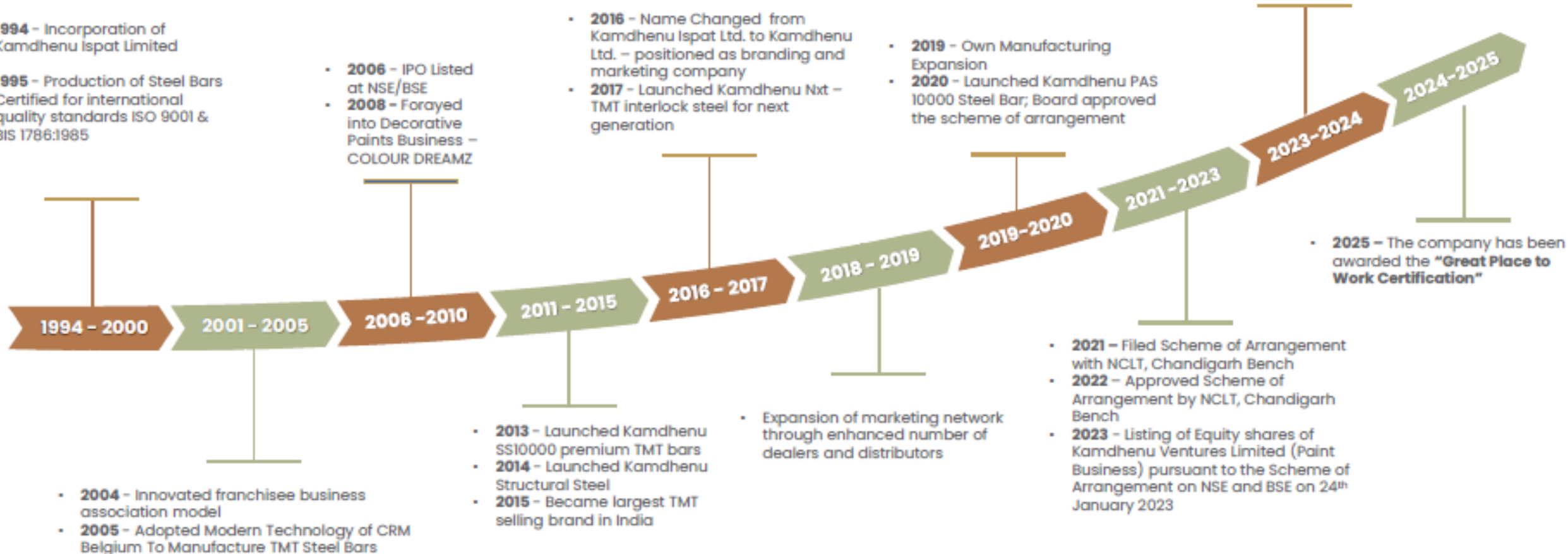
- **2006** – IPO Listed at NSE/BSE
- **2008** – Forayed into Decorative Paints Business – COLOUR DREAMZ

- **2016** – Name Changed from Kamdhenu Ispat Ltd. to Kamdhenu Ltd. – positioned as branding and marketing company
- **2017** – Launched Kamdhenu Nxt – TMT interlock steel for next generation

- **2019** – Own Manufacturing Expansion
- **2020** – Launched Kamdhenu PAS 10000 Steel Bar; Board approved the scheme of arrangement

- **2024** – The company has been awarded the “Great Place to Work Certification”

- **2025** – The company has been awarded the “Great Place to Work Certification”





Kamdhenu Group

Kamdhenu Limited

Kamdhenu Ventures Limited through its WOS Kamdhenu Colour and Coatings Limited

Manufacturing TMT
120000 MT
at Bhiwadi, Rajasthan

Franchisee Asset
Light Business
Model
43 lakhs MT

Demerged to Kamdhenu
Colour and Coatings Limited
pursuant to the Scheme of
Arrangement w.e.f 01.01.2022.

Products:
- Kamdhenu NXT TMT
- Kamdhenu PAS
10000 TMT

Products:
- Kamdhenu NXT TMT
- Kamdhenu Structural Steel
- Kamdhenu Colour Coated Profile Sheet
- Kamdhenu MS Pipe
- Kamdhenu Wire bond
- Kamdhenu PEB

Asset Light Business Model...



Innovator – We do Research and introduce new products based on Customer Requirement in the Market

•Franchisee

- ✓ Manufactures products based on technology, design and quality specifications provided by Kamdhenu
- ✓ Every **franchisee** is allowed to sell its product in a particular region which is its designated geographical area. Franchisee has to sell through particular distributors



Distributors / Dealers •

- ✓ Committed chain of Dealers and Distributors connected with Franchisee / Sales Depot created by Kamdhenu
- ✓ **Distributor** – Every distributor is also assigned a particular region which is its designated geographical area
- ✓ **Dealer** – Every distributor shall facilitate the supply to a set of dealers in the said designated geographical area on exclusive basis



...CREATING LONG TERM SUSTAINABILITY



Benefits to Kamdhenu



Easy availability of product in all parts of the country



Enhanced revenue and increase in Profitability due to Royalty earned



Saving Transport cost



Increase in Market share



Improvement in Brand Equity



Ensure quick delivery of Products to consumers



Efficient handling large volumes



Bargaining Power



Win – Win for Franchises



Expertise & Experience

Provide franchise units with expertise and experience for an efficient business



Quality Assurance

Assurance of quality from Kamdhenu gives comfort to end customers



Ready Marketplace

Ready Platform in niche market giving facelift to unorganized sector / new enterprise



Centralized Publicity

Assistance to Centralized Publicity support of Kamdhenu



Brand "KAMDHENU"

Franchisee can leverage brand "KAMDHENU"



Bank Funding

Presence and brand grants them easy & zero hassle availability of bank funding



Marketing Network

Access to Marketing Network across India



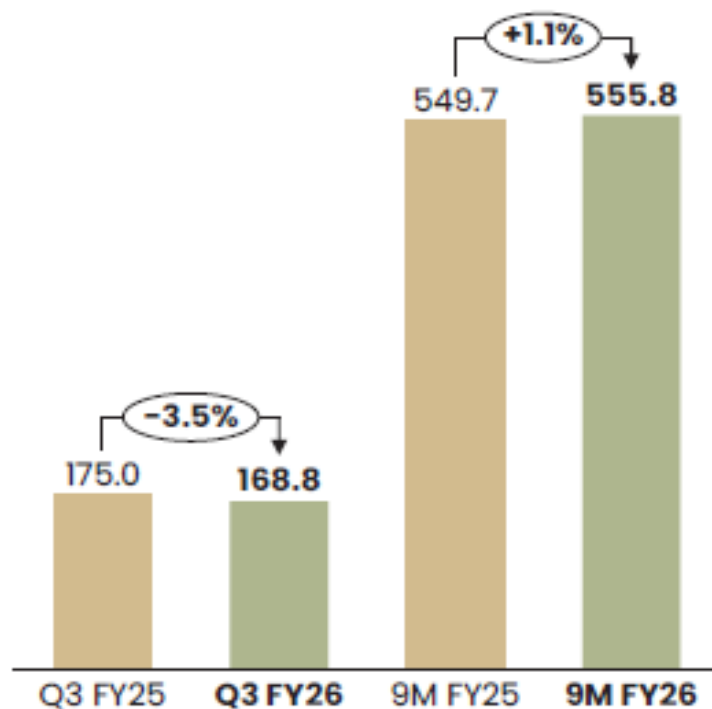
Capacity Utilization

Provides exceptional distinctiveness and enables them to earn premium leading to higher capacity utilizations

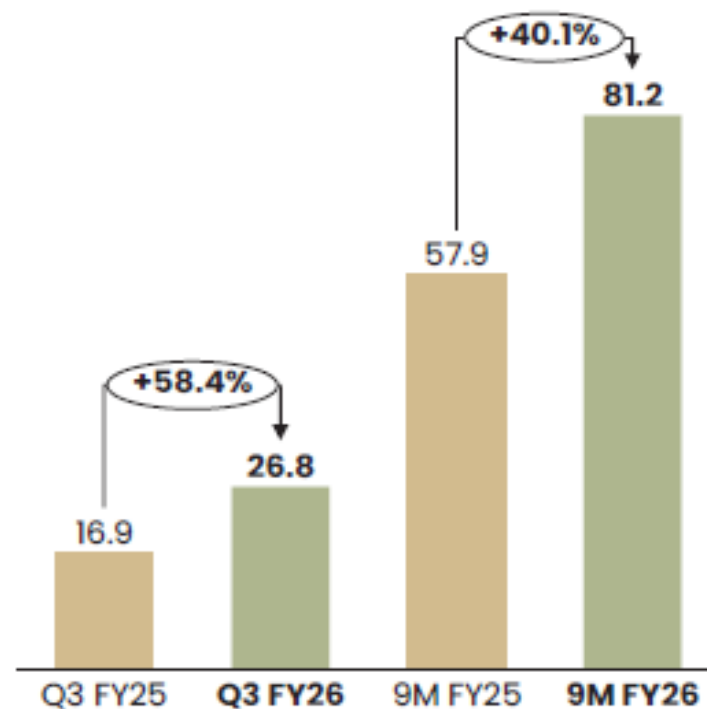
Financial Position Q3 9M FY 2025-26



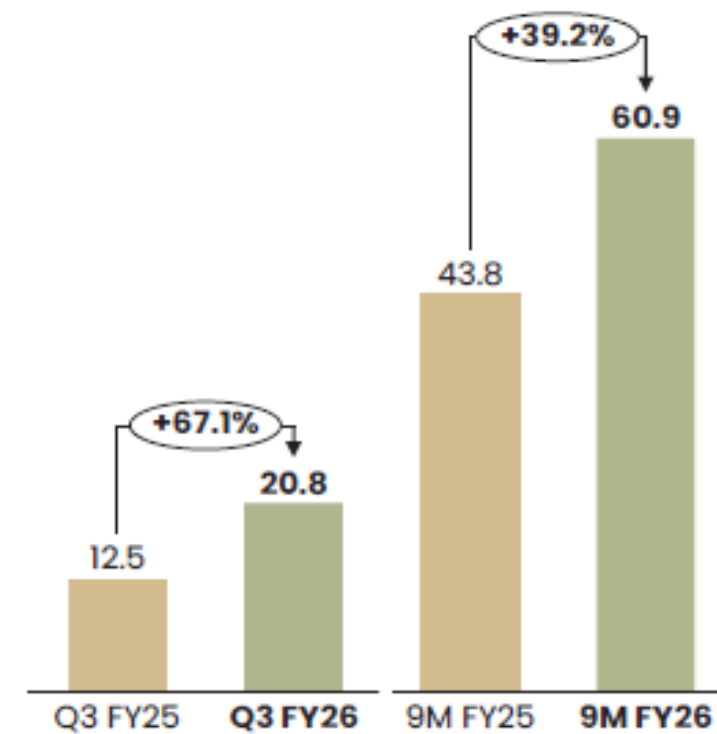
Revenues from Operations (In Rs. Crs)



Profit Before Tax (PBT) (In Rs. Crs)



Profit After Tax (In Rs. Crs)



Q3 & 9M FY26 - Statement of Profit & Loss



Particulars (Rs. In Crs.)	Q3 FY26	Q3 FY25	Y-o-Y	9M FY26	9M FY25	Y-o-Y
Revenue from Operations	168.8	175.0	-3%	555.8	549.7	1%
Total Raw Material	111.1	121.1		370.8	385.8	
Gross Profit	57.8	53.9	7%	185.0	163.8	13%
GP Margin (%)	34.2%	30.8%		33.3%	29.8%	
Employee Expenses	13.4	11.9		39.7	36.1	
Finance Cost	0.2	0.0		0.5	0.2	
Depreciation	1.6	1.3		4.3	3.9	
Other Expenses	22.8	21.4		78.9	76.0	
Other Income	(7.2)	2.3		(19.5)	(10.3)	
Profit before Tax	26.8	16.9	58%	81.2	57.9	40%
PBT Margin (%)	15.9%	9.7%		14.6%	10.5%	
Tax	6.0	4.5		20.2	14.1	
Profit After Tax	20.8	12.5	67%	60.9	43.8	39%
PAT Margin (%)	12.3%	7.1%		11.0%	8.0%	

Balance Sheet HY1



Particulars (Rs. In Crs)	Sep-25	Mar-25
Equity		
Equity Share Capital	28.2	27.7
Other Equity	335.9	271.4
Money received against share warrants	-	17.2
Total Equity	364.1	316.3
Non Current Liabilities		
Financial Liabilities		
Lease Liabilities	0.6	0.4
Other Liabilities	6.1	6.1
Provisions	1.7	1.3
Deferred Tax Liabilities (Net)	6.6	5.2
Total Non Current Liabilities	15.0	13.1
Current Liabilities		
Financial Liabilities		
Lease Liabilities	0.0	0.8
Trade Payables	20.2	27.3
Other Financial Liabilities	20.6	5.2
Other Current Liabilities	4.8	3.7
Provisions	0.1	0.1
Current Tax Liabilities (Net)	1.1	1.9
Total Current Liabilities	46.9	39.0
Total Equity and Liabilities	426.0	368.4

Particulars (Rs. In Crs)	Sep-25	Mar-25
Non Current assets		
Property, Plant and Equipments	40.9	41.6
Right of Use Assets	0.5	0.8
Other Investments	28.9	24.1
Loans	10.4	10.0
Other Financial Assets	3.1	2.9
Other Non-Current Assets	18.6	11.7
Total Non Current Assets	102.4	91.1
Current Assets		
Inventories	10.5	17.1
Financial Assets		
Investment	221.2	162.6
Trade Receivables	52.4	44.7
Cash and Cash Equivalents	16.3	35.2
Bank Balances	3.3	8.2
Loans	0.0	0.0
Other Financial Assets	6.7	1.2
Other Current Assets	13.0	8.4
Total Current Assets	323.6	277.3
Total Assets	426.0	368.4

Conclusion

The familiarisation programmes of the Independent Directors lets the IDs make a better understanding of insights about the Company. The familiarisation programmes facilitates independent directors to take well informed decisions.



Thank You

Kamdhenu Limited