



KAMDHENU GROUP

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS FINANCIAL YEAR 2024-25

Date: 19th March, 2025

Time: 12:00 Noon

Venue: The Pllazio Hotel & Resorts, Chamber-II,

Plot No. 292-296, Sector-29, City Centre, Gurugram-122001



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.



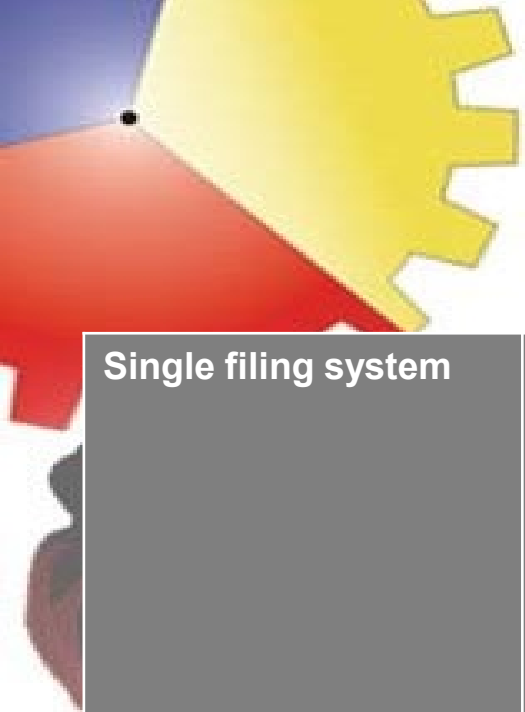
Liabilities of Independent Directors

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.
- The Company is India's largest TMT selling brands in the retail segment with a strong nationwide network of over 8,500 plus dealers. It is also associated with over 80 plus Franchise Units to manufacture Steel Rebars, Structural Steel Products & Color Coated Profile Sheets. Converted steel commodity into branded product becoming India's Largest TMT Steel Bars brand with inhouse capacity of 120,000 MT p.a.



Recent Amendments

SEBI Listing Regulations

Single filing system	<p>Introduction of single filing system for listed entities to file relevant reports, documents etc. on one exchange which will be automatically disseminated at the other exchange(s). Integration of periodic filings into two broad categories viz., Integrated Filing (Governance) and Integrated Filing (Financial), to minimize the number of filings done on a periodic basis.</p> <p>Integrated Filing – Governance (30 days from end of quarter) Reg 13(3) – Statement of Investor Grievances Reg 27 (2)(a) – Corporate Governance Report</p> <p>Integrated Filing – Financial (45/60 days from end of quarter) Reg 23(9) – Disclosure of RPT's Regulation 30 – Quarterly disclosure of outstanding default on loans Regulation 32(1) – Statement of Deviation & Variation Regulation 33(3) – Financial Results</p> <p>System driven disclosure of shareholding pattern and revision in credit ratings by Stock Exchanges thereby reducing the reporting requirements on listed entities. Detailed advertisement of financial results in newspapers would be optional for listed entities.</p>
Omission of few periodic filings	<p>Reg 7(3) – Report by RTA Reg 39 (3) – Loss of Share Certificates Reg 40(9)/(10) – Annual Certification on adhering to timeline for processing requests relating to Physical shares</p>

Compliance Officer	<ul style="list-style-type: none"> • Whole time employment • One level below the Board of Directors • Designated as KMP
Board of Directors	Prior approval required for appointing or re-appointing Non-Executive Directors prior to their attaining the age of 75 years.
Related Party Transactions	<p>Exempted RPT's: Corporate actions by subsidiaries of a listed entity and corporate actions received by the listed entity or its subsidiaries which are uniformly applicable / offered to all shareholders in proportion to their shareholding (Exempted).</p> <p>Approval Mechanism: Remuneration/sitting fees paid to its director, KMP or senior management, except who is part of the promoter/ promoter group, may be exempted from the requirement of approval by the audit committee.</p> <p>Ratification of Related Party Transactions: The independent directors who are members of the audit committee of a listed entity may provide post-facto ratification to RPTs within 3 months from the date of the transaction or in the immediate next meeting of the audit committee – with some conditions:</p> <ul style="list-style-type: none"> • Value should not be more than 1 crore • Not a material RPT • Rationale for seeking ratification/inability to seek prior approval • Details of ratification to be disclosed to SE – Reg 23(9)
Secretarial Auditors	<p>Provisions: Provisions relating to appointment, reappointment of secretarial auditors be inserted in LODR Regulations in line with provisions for appointment, re- appointment of statutory auditors prescribed under section 139 (1) and (2) of Companies Act, 2013;</p> <p>Term: An individual may be appointed for a term of 5 years and a firm may be appointed for a maximum of 2 terms of 5 years each subject to approval of shareholders in a general meeting;</p> <p>Approval: Approval of Shareholders required for appointment or removal of Secretarial Auditors;</p> <p>Cooling Off: 5 years cooling off period incorporated.</p>

Outcome of Board Meeting	Meeting concludes after trading hours: 3 hours Meeting concludes in trading hours: 30 minutes
Disclosures	Additional time (72 hours instead of 24 hours) for disclosure of litigations or disputes involving claims against the listed entity subject to maintaining such information in structured digital database as specified. Disclosure of tax litigations and tax disputes on the basis of materiality.
Disclosure of fines / penalties imposed on the basis of new materiality threshold within 24 hours.	Rs. 1 lakh for sector regulators / enforcement agencies and Rs. 10 lakhs for other authorities

SEBI (Prohibition of Insider Trading) Regulations, 2015



Amend the definition of 'connected person' and 'immediate relative'

Definition of connected person includes below points:
a firm or its partner or its employee in which a 'connected person' is also a partner; and
a person sharing household or residence with a 'connected person'.

Incorporate the term "Relative" instead of immediate relative

definition of "relative"

- spouse of the person;
- parent of the person and parent of its spouse;
- sibling of the person and sibling of its spouse;
- child of the person and child of its spouse;
- spouse of the person listed at (iii); and
- spouse of the person listed at (iv)

Amend the definition of 'UPSI'

Inclusion of new clauses from SEBI listing regulation in the definition of UPSI like Change in ratings, fund raising, frauds by Company and Its promoters, restructuring, initiation of CIRP & winding up, forensic audits, and guarantee provided etc.

Industry Standards

Industry Standards on Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In order to facilitate ease of doing business, the Industry Standards Forum (“ISF”) comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, under the aegis of the Stock Exchanges, has formulated industry standards, in consultation with SEBI, for effective implementation of the requirement to disclose material events or information under Regulation 30 of SEBI Listing Regulations.

Industry Standards on “Minimum information to be provided for review of the audit committee and shareholders for approval of a related party transaction”

Regulation 23(2), (3) and (4) of SEBI Listing require related party transactions (“RPTs”) to be approved by the audit committee and by the shareholders, if material. In order to facilitate uniform approach and assist listed entities in complying with the RPT requirements, the Industry Standards Forum (“ISF”) comprising of representatives from three industry associations, viz. ASSOCHAM, CII and FICCI, under the aegis of the Stock Exchanges, has formulated industry standards, in consultation with SEBI, for minimum information to be provided for review of the audit committee and shareholders for approval of RPTs

OUR JOURNEY

1994 – 2000

- **1994** - Incorporation of Kamdhenu Ispat Limited
- **1995** - Production of Steel Bars; Certified for international quality standards ISO 9001 & BIS 1786:1985

2001 – 2005

- **2004** - Innovated franchisee business association model
- **2005** - Adopted Modern Technology of CRM Belgium To Manufacture TMT Steel Bars

2006 – 2010

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

2011 – 2015

- **2013** - Launched Kamdhenu SS10000 premium TMT bars
- **2014** - Launched Kamdhenu Structural Steel
- **2015** - Became largest TMT selling brand in India

2016 – 2017

- **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

2018 – 2019

- Expansion of marketing network through enhanced number of dealers and distributors

2019 – 2020

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

2022 – 2023

- **2021** – Filed Scheme of Arrangement with NCLT, Chandigarh Bench
- **2022** – Approved Scheme of Arrangement by NCLT, Chandigarh Bench
- **2023** - Listing of Equity shares of Kamdhenu Ventures Limited (Paint Business) pursuant to the Scheme of Arrangement on NSE and BSE on 24th January 2023

2023 – 2024

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

2024 – 2025

- **2024** – The company received the “Great Place to Work Certification” for 2 years consecutively



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

Asset Light Business Model...

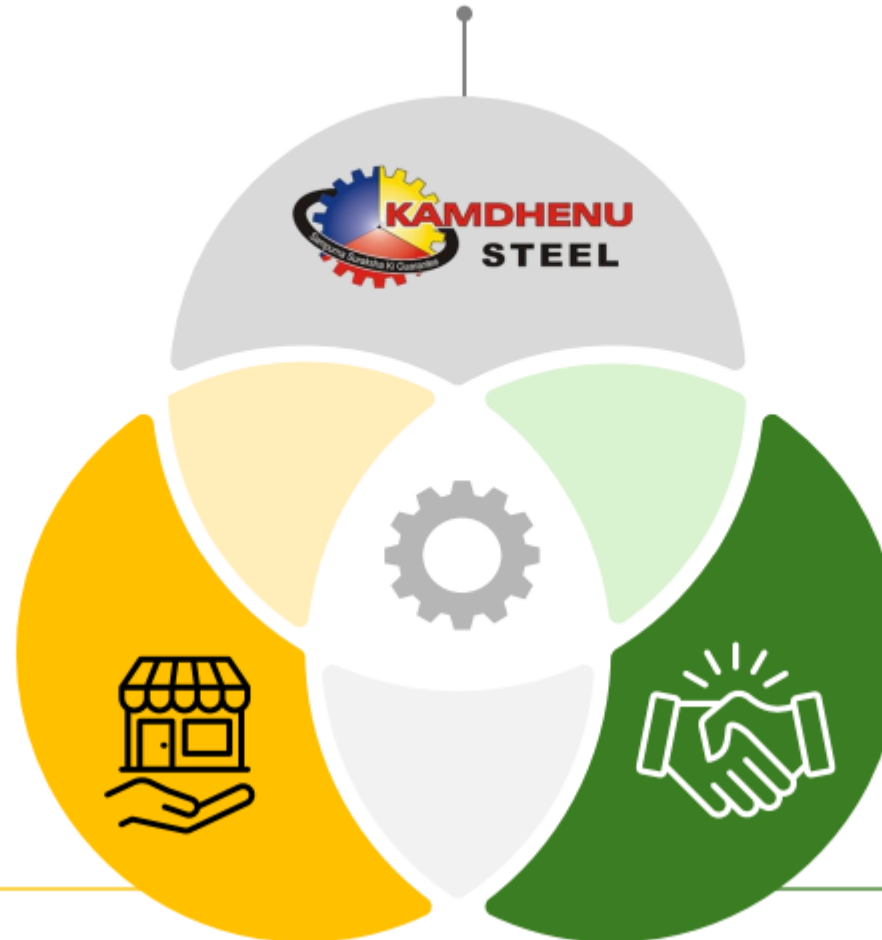


Kamdhenu Limited

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



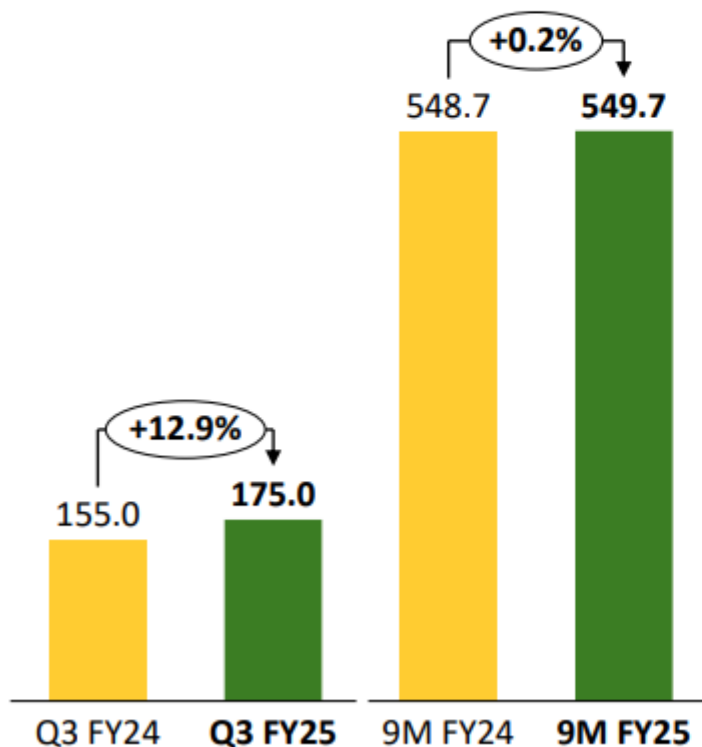
Distributors / Dealers

- ✓ 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

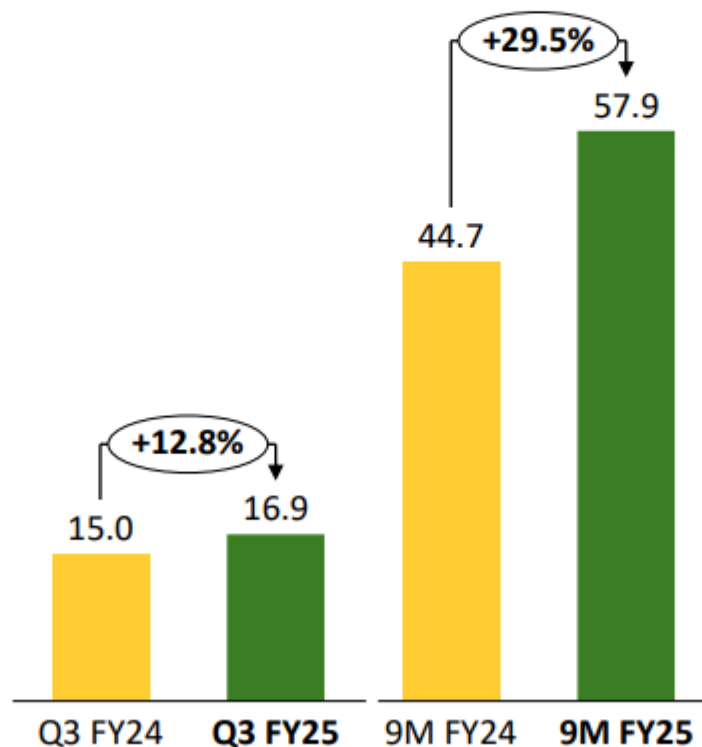
Financial Position Q3 9M FY 2024-25



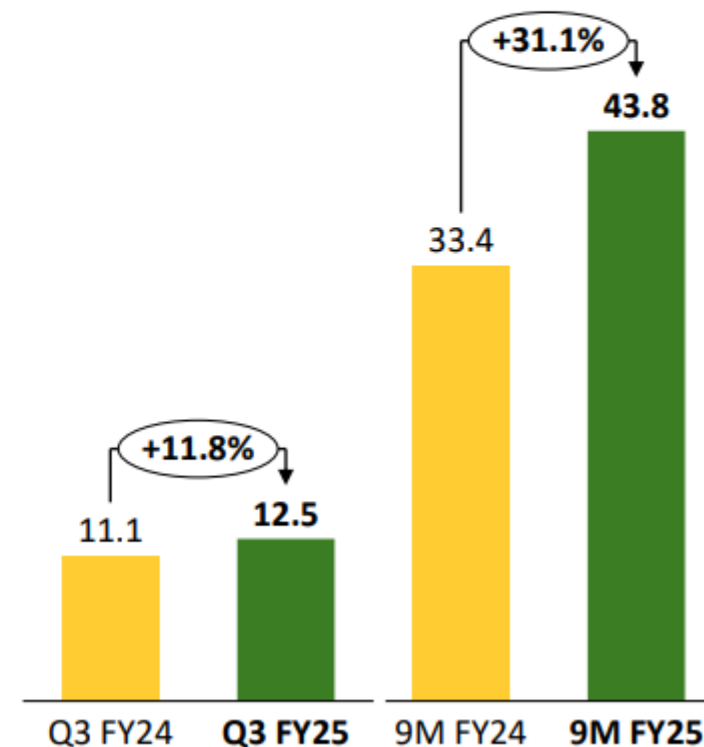
Revenues from Operations (In Rs. Crs)



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



Profit After Tax (In Rs. Crs)



Q3 9M FY25 - Statement of Profit & Loss



Particulars (Rs. In Crs.)	Q3 FY25	Q3 FY24	Y-o-Y	9M FY25	9M FY24	Y-o-Y
Revenue from Operations	175.0	155.0	13%	549.7	548.7	0%
Total Raw Material	121.1	109.1		385.8	402.5	
Gross Profit	53.9	45.9	17%	163.8	146.2	12%
GP Margin (%)	30.8%	29.6%		29.8%	26.6%	
Employee Expenses	11.9	11.4		36.1	35.2	
Finance Cost	0.0	0.3		0.2	0.5	
Depreciation	1.3	1.3		3.9	3.8	
Other Expenses	21.4	20.3		76.0	67.8	
Other Income	2.3	(2.4)		(10.3)	(5.8)	
Profit before Tax	16.9	15.0	13%	57.9	44.7	30%
PBT Margin (%)	9.7%	9.7%		10.5%	8.2%	
Tax	4.5	3.9		14.1	11.3	
Profit After Tax	12.5	11.1	12%	43.8	33.4	31%
PAT Margin (%)	7.1%	7.2%		8.0%	6.1%	

Balance Sheet HY1



Particulars (Rs. In Crs)	Sept-24	Mar-24
Equity		
Equity Share Capital	27.7	26.9
Other Equity	239.3	186.2
Money received against share warrants	17.2	24.3
Total Equity	284.2	237.4
Non Current Liabilities		
Financial Liabilities		
Lease Liabilities	0.4	1.2
Other Liabilities	6.1	6.2
Provisions	0.8	1.0
Deferred Tax Liabilities (Net)	6.0	3.6
Total Non Current Liabilities	13.4	11.9
Current Liabilities		
Financial Liabilities		
Lease Liabilities	1.6	1.5
Trade Payables	23.0	24.0
Other Financial Liabilities	11.8	4.8
Other Current Liabilities	3.5	4.0
Provisions	0.1	0.1
Current Tax Liabilities (Net)	0.3	0.3
Total Current Liabilities	40.3	34.8
Total Equity and Liabilities	337.9	284.1

Particulars (Rs. In Crs)	Sep-24	Mar-24
Non Current assets		
Property, Plant and Equipments	43.5	43.8
Right of Use Assets	1.2	1.7
Other Investments	21.5	5.0
Loans	10.2	10.0
Other Financial Assets	11.7	11.1
Other Non-Current Assets	12.0	0.7
Total Non Current Assets	100.1	72.2
Current Assets		
Inventories	11.2	12.0
Financial Assets		
Investment	143.6	78.8
Trade Receivables	56.1	54.5
Cash and Cash Equivalents	5.0	40.1
Bank Balances	7.9	13.8
Loans	0.0	0.1
Other Financial Assets	0.6	0.7
Other Current Assets	13.3	11.7
Total Current Assets	237.8	211.8
Total Assets	337.9	284.1

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

Kamdhenу Limited