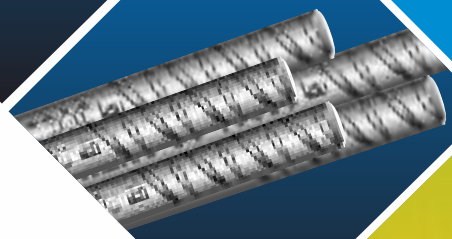
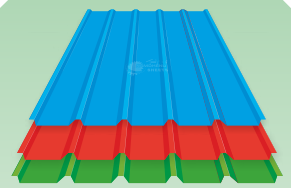
KAMDHENU GROUP

Sampoorna Suraksha Ki Guarantee

Revolutionizing Constructions

Pioneering Solutions





ANNUAL REPORT 2015-16

KAMDHENU GROUP
Sampurna Suraksha Ki Guarantee

Delighting so many millions

Touching New Horizons

Three Prestigious Awards in span of one year

Kamdhenu Limited wins Award for "Indian Power Brand-2016" shortly after bagging "Asia's Most Promising Brand-2016" and "World's Best Brand 2015"

Success is a constant journey. Every milestone leading to new accomplishments… A Truly Global organization, Kamdhenu Limited is growing big incessantly abiding by best of work-ethics while raising its credibility world over. The Company believes in living up to the trust of million of the customers and conscientiously committed itself to excel in every sphere of its activities, **providing unique branding and marketing solutions with Kamdhenu brand.**

INDIAN POWER 2016 BRAND

2016

WCRC ASIA'S MOST PROMISING BRAND Kamdhenu Limited

WORLD'S GREATEST BRANDS 2015 ASIA & GCC CHOSEN BY CONSUMERS & INDUSTRY

Research by: **United Research Services**
Process Reviewed by: **PricewaterhouseCoppers P.L.**

KAMDHENU LIMITED (Formerly known as Kamdhenu Ispat Limited) CIN: L27101DL1994PLC134282
Regd.Office: L-311, Khasra No.724, Street No.7, Mahipalpur Extension, New Delhi-110 037
Corporate Office: 2nd Floor, Tower-A, Building No.9, DLF Cyber City Phase-3, Gurgaon-122 002
Ph.: 0124-4604500 **Fax:** 0124-4218524 **Email:** kamdhenu@kamdhenulimited.com **Website:** www.kamdhenulimited.com

KAMDHENU | TMT BARS | SS10000 TMT | STRUCTURAL STEEL | WIREBOND | COLOUR COATED SHEET | PLYWOOD | PAINTS - *Colour Dreamz*

Board of Directors

Mr. Satish Kumar Agarwal	Chairman & Managing Director
Mr. Sunil Kumar Agarwal	Whole Time Director
Mr. Saurabh Agarwal	Whole Time Director
Mr. Sachin Agarwal	Whole Time Director
Mr. Mahendra Kumar Doogar	Director
Mr. Radha Krishna Pandey	Dierctor
Mr. Ramesh Chand Surana	Director
Mrs. Nishal Jain	Director

Chief Financial Officer

Mr. Harish Kumar Agarwal

Bankers

State Bank of Bikaner & Jaipur
Allahabad Bank

Auditors

S. Singhal & Company,
Chartered Accountants
E-127, Industrial Area,
Bhiwadi-301019, Rajasthan,
Tel.: 01493-220218, Fax: 01493-221933

Registrar & Transfer Agent

M/s Karvy Computershare (P) Limited
Karvy Selenium Tower B, Plot number 31 & 32,
Financial District, Nanakramguda, Serilingampally Mandal,
Hyderabad - 500032, India
Tel.: 040 6716 1518, Mob.: 9866515032
E-mail: mailmanager@karvy.com, suresh.d@karvy.com
www.karvycomputershare.com

Corporate Office

2nd Floor, Tower-A, Building No.9, DLF Cyber City Phase-III, Gurgaon- 122002 (Haryana),
Tel.: 0124-4604500, Fax: 0124-4218524 | E-mail:kamdhenu@kamdhenulimited.com
Website: www.kamdhenulimited.com, www.kamdhenupaints.com

Registered Office

L-311, Street No.7, Mahipalpur Extension,
New Delhi - 110037, Tel.: 011-65493417,
Fax: 011-26784596

Works

Steel: A-1114, RIICO Industrial Area, Phase-III,
Bhiwadi, Dist. Alwar-301019, Rajasthan
Tel.: 01493-520400 (30 Lines), Fax: 01493-520428

Paint: E-538-539 A, Industrial Area,
Chopanki, Distt. Alwar, Rajasthan
Tel.: 01493-306801-820, Fax: 01493-306810

Audit Committee

Mr. Mahendra Kumar Doogar
Mr. Ramesh Chand Surana
Mr. Radha Krishna Pandey
Mr. Sunil Kumar Agarwal

Stakeholders Relationship Committee

Mr. Mahendra Kumar Doogar
Mr. Ramesh Chand Surana
Mr. Saurabh Agarwal

Nomination & Remuneration Committee

Mr. Mahendra Kumar Doogar
Mr. Ramesh Chand Surana
Mr. Radha Krishna Pandey

Corporate Social Responsibility Committee

Mr. Satish Kumar Agarwal
Mr. Sunil Kumar Agarwal
Mr. Mahendra Kumar Doogar

ABOUT KAMDHENU

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BOARD OF DIRECTORS

Mr. Satish Kumar Agarwal
Chairman &
Managing Director

Mr. Sunil Kumar Agarwal
Whole Time Director

Mr. Saurabh Agarwal
Whole Time Director

Mr. Sachin Agarwal
Whole Time Director

Mr. Mahendra Kumar Doogar
Director

Mr. Radha Krishna Pandey
Director

Mr. Ramesh Chand Surana
Director

Mrs. Nishal Jain
Director

CHIEF FINANCIAL OFFICER

Mr. Harish Kumar Agarwal
CFO

Creators of the Glorious Chronicle of Continuous Growth...

CMD's Message

Mr. Satish Kumar Agarwal
Chairman & Managing Director

On this very great moment, by presenting annual report of Kamdhenu Limited, I am overwhelmed to proclaim that for the financial year 2015-16, our company has shown unswerving performance. Despite the market slump in construction sector, last year was a good year for Kamdhenu Limited in many ways. Profit Margin shows that how all available resources are being used in best manner.

Last financial year has seen a downturn in India's construction sector. Market slump was primarily due to distressed demand from the infrastructure sector. The three major sectors that drive the demand for construction are steel, cement and electricity. These sectors have witnessed a sharp fall in production growth. India's construction sector fell in the second quarter of fiscal 2016, in spite of the government's attempt to boost growth through several measures. In its approach to elevate the growth of construction sector, government started a project to develop 100 smart cities. In its most recent set of reforms, the government of India announced major FDI (foreign direct investment) reforms in various sectors in November 2015. These included reforms in the construction and manufacturing sectors. In the construction sector, the requirements of minimum area and capitalization have been waived. This means foreign investors can now invest in very small projects through the FDI route. These efforts of the government are observed by the entrepreneurs as a significant step in the upliftment of construction sector in near future.

Amid all the doom and gloom stories of the market, Kamdhenu Limited has been able to write a success story for last fiscal 2016. At a time when most manufacturers have struggled to create demand for their products, Company has gained a profit of Rs. 815 lakhs in compare to their last year's profit which was Rs. 803 lakhs. Diminishing sale prices of the steel products brought down the sales from 1011 cr. to 885 cr. however, the sales of the product in terms of quantity are almost same. Further, the board of directors has recommended dividend @ 7% on the paid up capital, for the financial year 2015-16 subject to approval of the shareholders.

In addition to this, company has achieved a remarkable growth in its paint segment in the financial year 2015-16. Kamdhenu Paints' annual gross sales have also increased by 22 % to Rs. 200 Cr in the financial year 2015-16 as compared to Rs.164 cr for fiscal 2014-15.

Kamdhenu TMT is the largest TMT selling brand in India. Kamdhenu SS10000 TMT is a unique double rib pattern design of steel rebar with the chemical composition and physical properties equivalent to British Standard B500C which would give the steel rebar/TMT Bars more strength.

Cementing its position as a remarkable brand, we are leading by providing a broad range of the best quality color coated GI/Galvanized sheet products. Minimal maintenance cost, high durability, corrosion resistant, leak proof, thermally efficient are the key attributes of our Galvanized sheets.

Kamdhenu Paints - Colour Dreamz, i.e. our paint section, which offers a wide range of sustainable products and solutions that include Exterior & Interior Emulsions, Water based primers, Wood Finishes, Aluminum Paints and Textured & Designer Paints.

Being an employee friendly company, we recognize that fostering a healthy sense of work-life balance among employees can have both short and long-term benefits.

Brands can be promoted through Ads, but can lead through supreme quality. Quality vetting measures are important part of our manufacturing process. Since inception, company strived towards building a trustful brand image among its customers with outstanding service.

Aiming to obtain dynamic expansion across the nation, Kamdhenu Limited ventured into "Franchisee Business Model". On one side this model helps Kamdhenu to generate high financial returns with lesser risk and on the flip side, it has brought a significant change in the way its partners operate their business. A web of 8500 dealers and distributors supplying products to the customers and making our PAN- India operations a great success.

Eternal brand building and brand association activities are the key factors of our brand promotion policy. Strategically using conventional and unconventional media, Kamdhenu Limited has been able to establish a positive image in the industry and among its target group. We at Kamdhenu believe that along with customer satisfaction, dealers' satisfaction is equally important. Company organises overseas trips and bollywood events for dealers as a part of its brand building activity.

Being a responsible corporate group, we are committed to serve the society at large. CSR approach of Kamdhenu Group is in line with our attitudes towards mainstream business, thus we have a dedicated social wing, Kamdhenu Jeevandhara.

Working on the mantra of "winning trust with best quality", Kamdhenu Limited has bagged two global awards in a single year. We are awarded as World's Greatest Brands 2015 Asia & GCC chosen by consumers and industry. Adding another feather in our cap, we achieved the award of ASIA's MOST PROMISING BRAND 2015-16, by World Consulting and Research Organization in the category of Manufacturing-Steel-Promising.

Concluding my words, I would like to express my gratitude to all those who have played a pivotal role in the successful voyage of the company so far. Our dealers and distributors along with our employees showed their mettle to bring fruitful results for the company. I take this opportunity to thank our customers, as their trust is a valuable asset for the company. With a clear vision into the future, we are committed to deliver greater value to our customers, shareholders and other stakeholders.

With warm regards,
Yours sincerely

Satish Kumar Agarwal
Chairman & Managing Director
Kamdhenu Limited

AIMS TO HIT THE BULL'S EYE WITH LASER-POINT ACCURACY

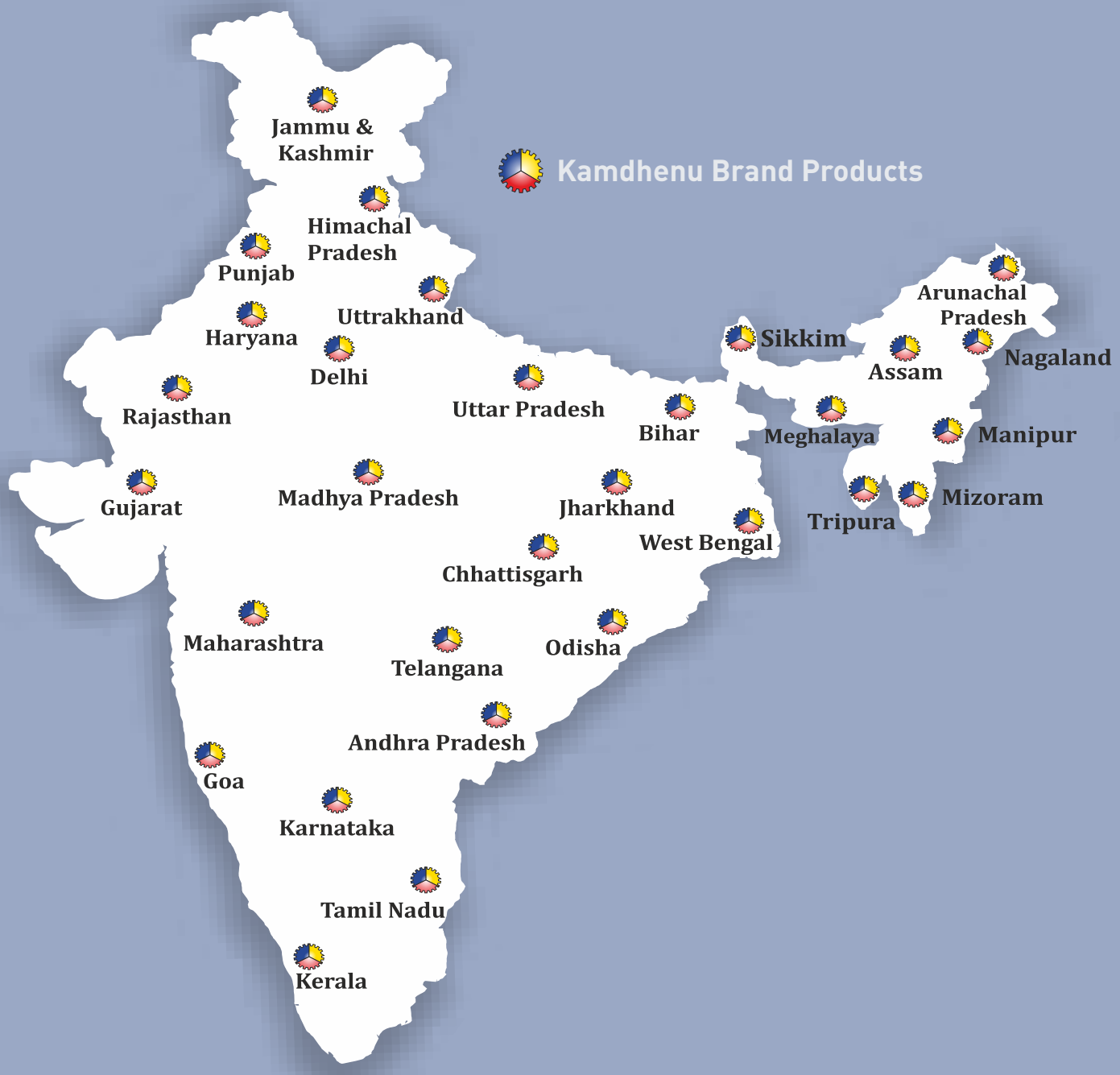
Kamdhenu Limited aims to cater the demands of all the sections of the society by providing most contemporary, superior quality products at reasonable cost. At Kamdhenu, we dream to create a world with limitless possibilities. We believe that dreams come true when they are pursued with hard work. Company's growth data provides an insight into our efforts to manufacture quality products. An action with vision can always create a win-win situation for the company. Envisioned to provide transparency in our internal and external affairs, we believe in adopting highest standards of professionalism, honesty, integrity and ethical behavior, which are mentioned clearly in company's code of conduct & policies. Product portfolio diversification is an integral part of our business development strategy.

In our mission to attract new customers and serving the existing ones, we pay a great attention towards marketing and brand promotion activities.

Being a socially responsible group, we allocate enormous budget for our CSR activities. In our mission to make this world a better place to live, we put relentless efforts in providing education to underprivileged, motivate physically challenged and working on various environmental protection activities.

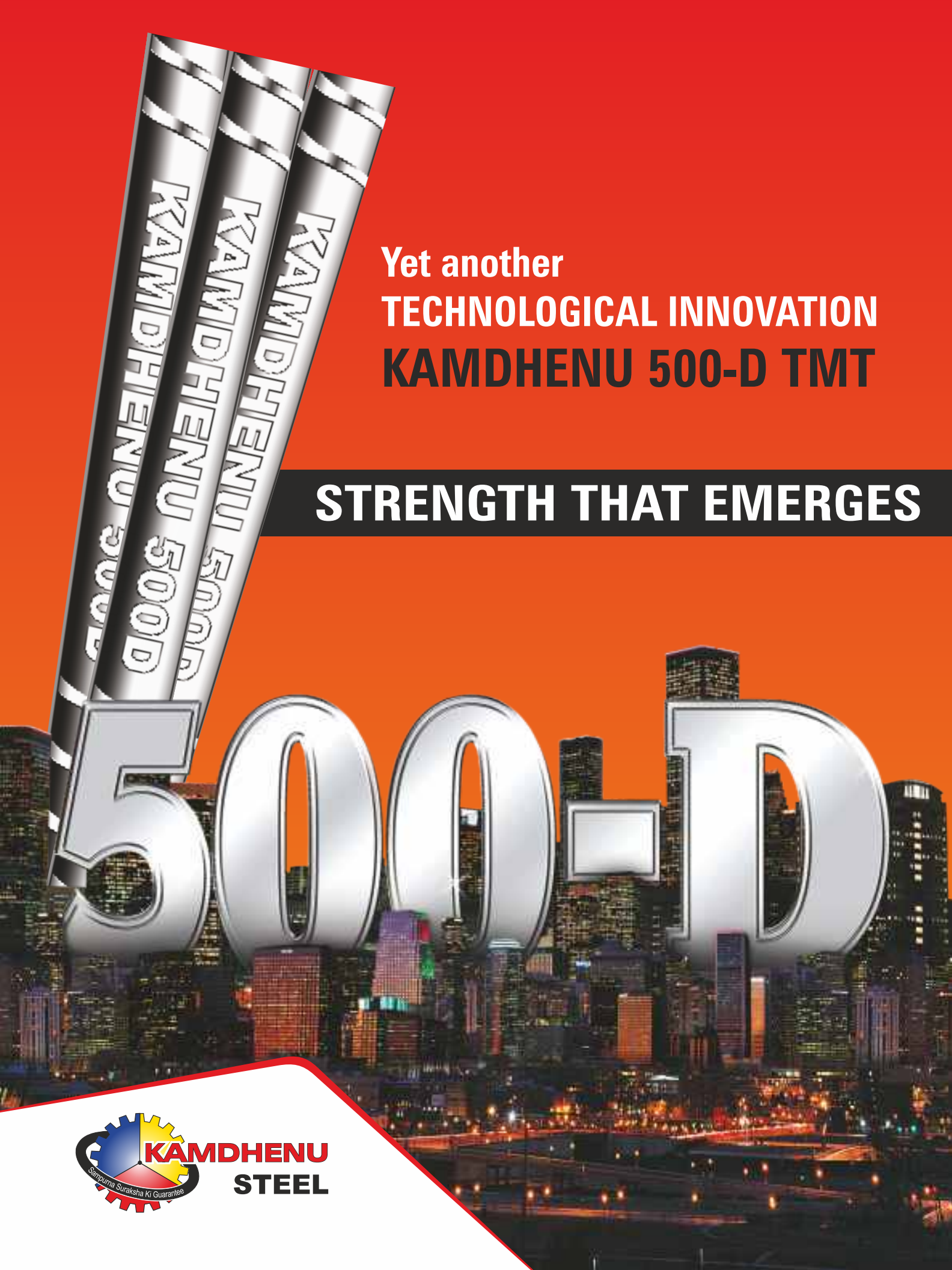
A Vision To Usher In A New World With Better Life, Better Opportunities Beyond The Horizon

PAN-India presence



Disclaimer: This map is not for scale. It has been drawn for sole purpose of depicting presence of Kamdhenu products in India.
This map cannot be considered as complete map of India.

STEEL
PRODUCTS
Portfolio


KAMDHENU 500D
KAMDHENU 500D
KAMDHENU 500D
Yet another
TECHNOLOGICAL INNOVATION
KAMDHENU 500-D TMT
STRENGTH THAT EMERGES
500-D
KAMDHENU
STEEL
Sampurna Suraksha Ki Guarantee

PROMISING QUALITY ASSURANCE

Optimum strength, ductility and toughness are the key features of Kamdhenu TMT bars. These TMT bars are widely used in general purpose concrete reinforcement structures, bridges and flyovers, dams, thermal and hydel power plants, industrial structures, high-rise buildings, underground platforms in metro railway and rapid transport system. TMT Bars are thermo-mechanically-treated through leading world temp core based technology for high yield strength. The process involves rapid quenching of the hot bars through a series of water jets after they roll out of the last mill stand. The bars are cooled, allowing the core and surface temperatures to equalize. The bar core cools down slowly to turn into a ferrite-pearlite aggregate. Controlled chemistry, supervision by expert metallurgists and engineers, coupled with hi-tech process makes Kamdhenu TMT rebars unique from other rebars in the country.

Company manufactures bars by using CRM Belgium technology. The manufacturing plants are fully automated for hot rolling and fine twisting techniques and use proper quenching processes for TMT technology.

Kamdhenu TMT rebars is a quintessence of strength and security. Our commitment is to deliver a product that gives value for money.

PROMISING SECURITY, DELIVERING A SUSTAINABLE PRODUCT

KAMDHENU SS 10000, double rib TMT rebar is a lynchpin product from our wide range of steel products. KAMDHENU SS 10000 has a unique double rib pattern for better reinforcement solution in terms of greater rib depth/height and closer rib spacing at different angles. Innovative to its core, thermo mechanical technique is used to manufacture KAMDHENU SS 10000 rebar. For making a high quality rebar a three stage process is used, i.e. quenching stage, tempering stage, cooling stage. Cementing a strong bond with the people, KAMDHENU SS 10000 has attained a remarkable market place specifically in the north India.

Due to uniformity & critically designed ribs, fatigue strength & ductility of Kamdhenu SS 10000 is much superior to ordinary rebars. Moreover, meticulous testing throughout the steel making & rolling process is there to ensure the quality standards are maintained.

High tensile strength and flexible structure makes Kamdhenu TMT bar earthquake resistant. Moreover, these TMT bars are lighter in weight compared to normal bars.

Kamdhenu Limited aims to make a solid mark and firm its leadership position in the market by providing most contemporary, superior quality products at reasonable cost.

PROMISING STRENGTH, BUILDING A STRONG NATION

Structural steel industry continues to pioneer new innovations for both the material and the use of structural steel. Structural steel is the most recycled material on our planet – today's structural steel is made of 88% recycled product, is fully recyclable in the future. Design tools continue to mature to allow more efficient steel designs. Research activities are funded by the structural steel industry through AISC (American Institute of Steel Construction) to further the understanding of the behavior of structural steel with the goals of increasing industry productivity while bringing greater economy to projects.

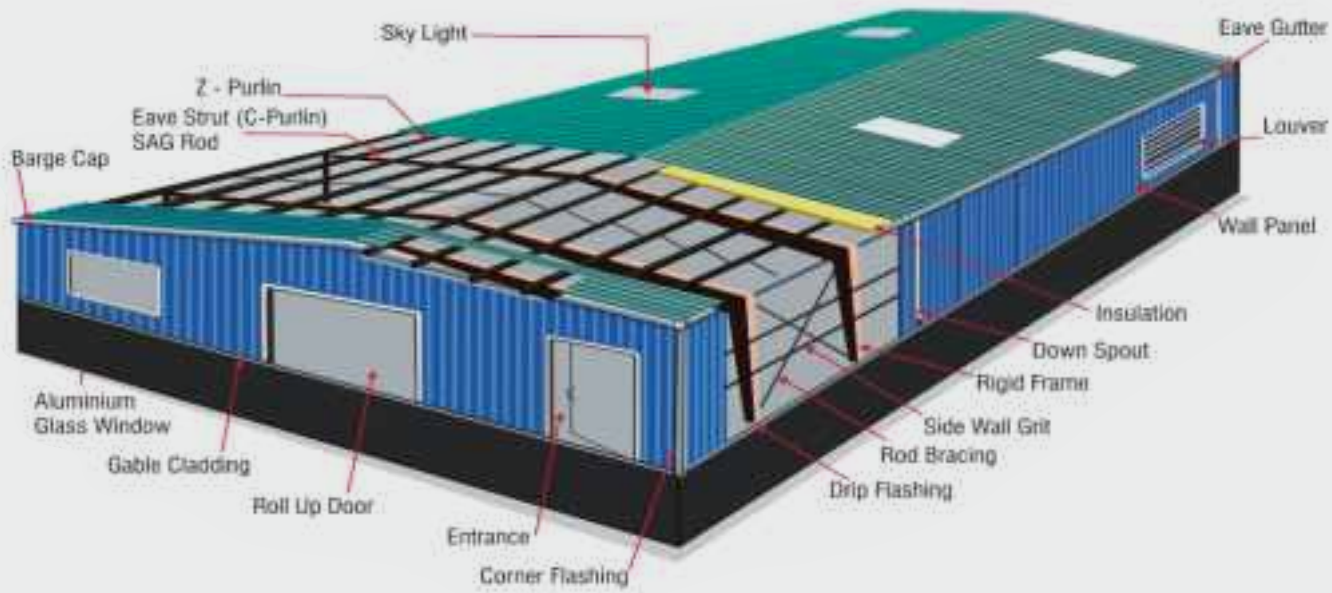
In the era of emerging technology, success of a company depends on how efficiently it meets immediate demands of the market place. We at Kamdhenu, determined to fulfill the demands of fast paced construction sector by providing customized structural steel products and offering after sales service. High ductility, superior bendability, weldability and straightness for better fabrication are the key attributes of our products. A wide range of Kamdhenu Structural Steel products include Channels, Flats, Angles, Beams, Round and Squarebars.

Sustainability is Kamdhenu structural steel's middle name. Our structural steel buildings can be modified in the future for new applications, loading conditions, vertical expansions and changes in owner desires in ways that other framing systems can never accomplish.

By continually adapting our product designs and manufacturing processes, we are able to deliver best quality products. In comparison with other steel products, our product range provides superior bendability and weldability. Kamdhenu structural steel products are strengthening industrial structures, flyovers, bridges, dams, transmission line towers, underground platforms in metro railways and many other building projects across the nation.

Due to its unique method of manufacturing, Kamdhenu structural steel products guarantees strength and ductility. This combination results adding safety of structure.

PRE-ENGINEERED BUILDING



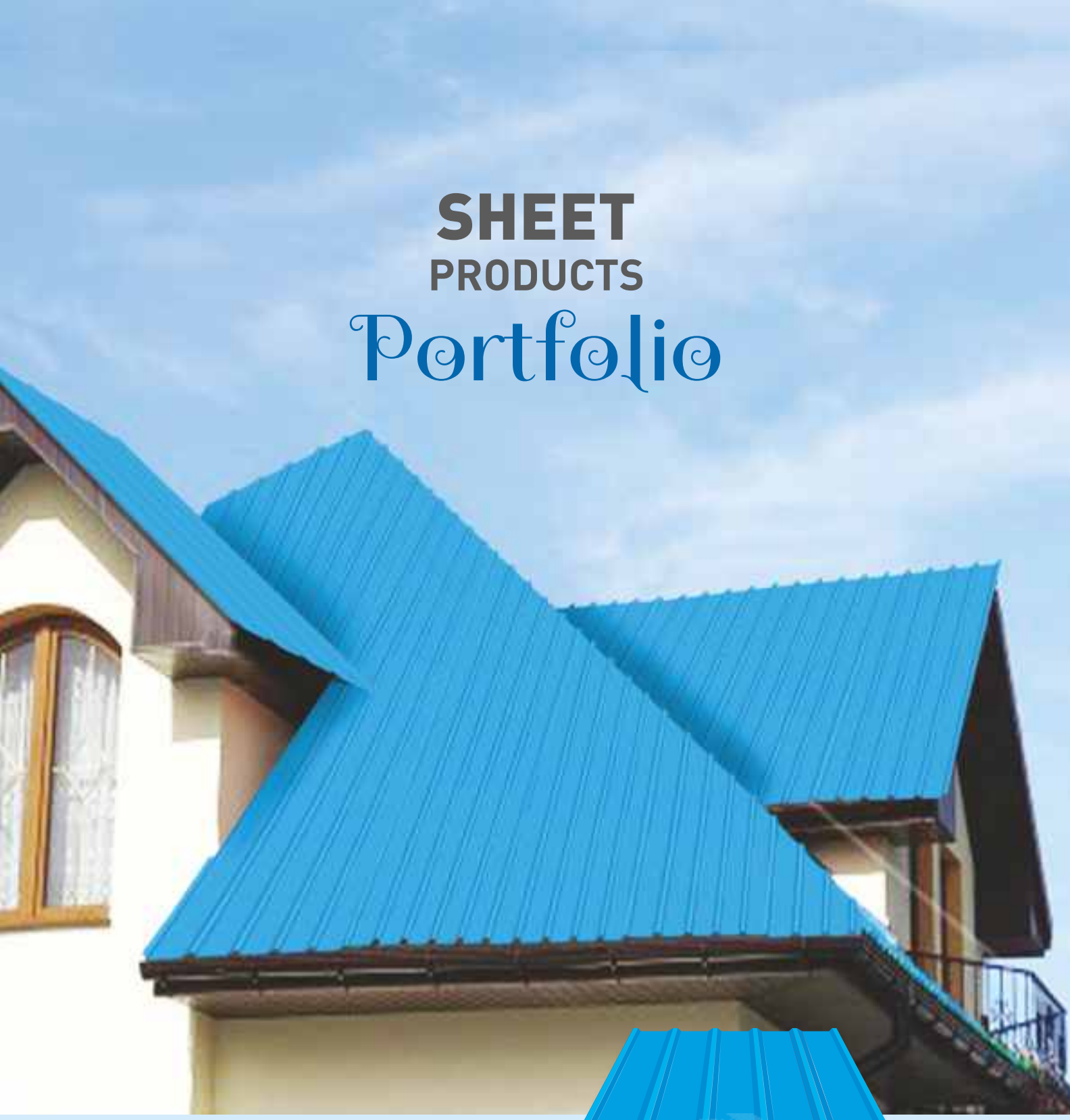
Infrastructural revolution in the country is going to create a great market demand of pre-engineered building. 'Make in India' campaign is continuously driving investments. Major Indian cities have monorail projects, as a feeder system to the metro, in different phases of planning. Developed nations like America have a huge demand of PEB. Also the demand of PEB in Indian market is enhancing like never before. To cater the demand of this sector, Kamdhenu Limited has fair plans.

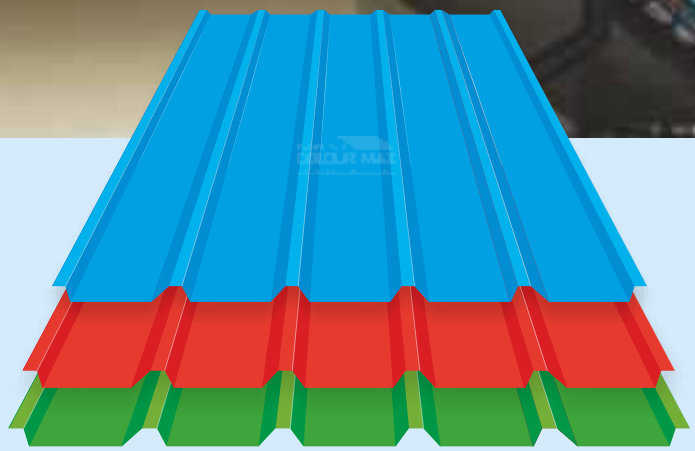
These are built over a structural concept of primary members, secondary members, roof & wall sheeting connected to each other & various other building components. The building can be provided with skylight, wall lights, turbo vents, ridge ventilators, roof monitors, doors & windows trusses, mezzanine floors, fascias, canopies, crane system, insulators etc. These customized buildings are designed to be lighter in weight & high in strength. Our pre-engineered buildings are cost effective, durable, long-lasting and environment friendly. Moreover, we provide faster installation with excellence.

Company manufactures hi-rib roofing profile from pre-painted galvanized steel (PPGI)/ Al-Zn Alloy coated steel and color coated Al-Zn Alloy coated steel. Kamdhenu Hi-rib Roofing can be fixed on roof, wall cladding, any slope and height as per the designer's choice and customers' requirement.

Pre – Engineered Buildings, revolution in the construction sector, Kamdhenu Limited has the potential to write another success story in this revolution.

SHEET
PRODUCTS
Portfolio





KAMDHENU
COLOUR MAX
COLOUR COATED METAL SHEETS

PROMISING SAFETY, PROVIDING LONG-LASTING ROOFING SOLUTION

Kamdhenu Limited embarked into the roofing solution business few years back. Since inception, company has replicated the success story of TMT steel into roofing solution venture. Company is continuously expanding business of Kamdhenu roofing sheets in a phased manner under franchise model.

Kamdhenu COLOURMAX offers a variety of roofing products in which Hi-rib Profile Sheets, Tile Profile and Corrugated Sheets are the front one. These products are tested to provide reliable protection to the buildings. These products are rust proof, well designed, light weight, environment friendly and available at market competitive prices.

We manufacture comprehensive range of Color Coated Roofing Sheets. We use superior quality raw material and advent technology at our production units. Kamdhenu COLOURMAX profile sheets are durable, resistant against corrosion, UV protected and have high thermal efficiency and smooth finish. These sheets are majorly used in architecture, construction industry and road safety.

Being a true sustainable product, Kamdhenu roofing solutions can withstand harsh weather conditions and strong winds.

KAMDHENU PAINTS

छुपाओ नहीं, सुधारो

जिसे सारे साल छुपाया, उसे सुधारने का समय आया.

इस दिवाली, अपने घर की दीवारों पर कामधेनु पेंट्स लगवाएं.

INTERIOR RANGE:

Colour Dreamz

DESH KA NAYA RANG

COLOUR DREAMZ, BEAUTIFYING YOUR HOMES

Brand loyalty, continuous innovation, high level of research and development strategies, cost effective products are the sustainable competitive advantages of Kamdhenu Paints. Targeting every strata of the society, Kamdhenu Paints offer cost-effective product range which can be classified into premium, medium and economy segments. Premium Decorative paints are Textured/Designer finishes, Elastomeric Coatings & Premium brand of Acrylic Emulsions used both in Exterior & Interiors.

Kamdhenu Designer Paint Segment

Kamdhenu Designer Paints are the recent product range in its Paint division. With consumer-centric approach and zeal for innovation, company has gained a remarkable recognition in Designer paints segment. "Kamo-tuff" offers a wide array of colors, designs and patterns. Experience of stone cladded walls, granite look with silicon top coating is the result of our innovative technology.

Velvety – a rich look for royal status

This water based interior emulsion gives a velvety effect to the interior surfaces of your dream home. Walls beautified with velvety lasts long for years. High stain resistance quality helps in less maintenance and easy cleaning. It is available in 20ltr, 10ltr, 4ltr & 1ltr packing.

KAMDHENU PAINTS

छुपाओ नहीं, सुधारो

LET'S CELEBRATE THE FREEDOM FROM STAINED AND FLAKING WALLS.

Celebrate 15th August with the colours of Kamdhenu Paints and let the festivities begin.

INTERIOR & EXTERIOR RANGE:

Colour Dreamz

DEEH KA NAYA BAND

PROMISING VALUABLE RETURNS, COMMITTED TOWARDS INNOVATION

Weather Supreme Exterior Emulsion is a high quality water based high build 100% acrylic emulsion having anti micro biological property, anti dirt pick up, anti-algal, anti-flaking, rich sheen & anti-fading properties. It has exceptional elegance & durability to keep the exterior walls looking always new & fresh. It also has long colour stability.

Kamo Shield - ensuring safety of exterior walls

Kamo shield is the one stop solution when it comes to protect exterior plastered walls, brickwork, concrete & architectural buildings. Superior economical water based coating shows excellent results in dry and moderate humid conditions. Its anti-fading quality assures a vibrant coloring effect year after year.

Kamdhenu Paints Specialized coatings

Kamdhenu Paints provides global standards in its various coating materials. From wooden coatings to aluminum coating, from runway marking paint to black bituminous paint wide range is available for painting furniture, doors, windows, parquet floors, music instruments, pipes, railings and also protecting iron, steel, masonry or concrete surfaces etc.

Kamo Silky - for slightly glossy and silky finish

Kamo Silky Acrylic Washable Distemper gives a smooth aesthetic finish to interior walls, ceilings and other surfaces. Available in myriad of colors Kamo silky is an Eco-friendly product, which contains no added Lead, Mercury, Cadmium & Chromium compounds.

Various categories of Kamdhenu distempers are widely popular in all metros, towns & urban markets due to its easy availability & application. The water based Emulsion is the fastest growing segment accounting for 35-40% of product mix contribution followed by Enamels, Distempers, Primers & so on.

KAMDHENU DESIGNER GALLERY

Kamdhenu Designer gallery offers you to choose color of your imagination. Come with an imagination, KamoDesigner gallery has limitless possibilities to paint your dreams by offering global standards in the decorative paint market. We offer a divine experience in a glamorous style to transform ordinary walls into a classy world. Our site sampling, color consultancy service enables us to understand your demands precisely.

KAMDHENU PREMIUM WOOD FINISHES

To protect and decorate wooden surfaces, Kamwood Premium Wood finish provides high quality wood finish products. It is clear in colour and highlights the natural grain of wood. Our premium wood finish product enhances the appearance of interiors, increase resistance to moisture and other environmental agents. This fast drying finish gives excellent durability to interiors and sheltered exteriors, new or previously coated wood and veneers.

KAMDHENU WATER PROOFING SOLUTIONS

For waterproofing of floor and ceiling of underground structures and high-rise buildings, we offer highly functional products that specifically include hole-sealing. Kamdhenu has set up its ultra-modern manufacturing division for the development of its wide range of construction chemicals. Under the strict vigilance of professional engineers with technical expertise and researchers these products are formulated to ensure high quality products.

MEDIA CAMPAIGN OF KAMDHENU PAINTS

Paint has emerged a category in the recent past where direct involvement of end customer has increased. It has become a brand necessity to put Kamdhenu Paints on the top of the mind of the consumer.

In collaboration with Grey World Wide Agency, we have got our TV Campaign successfully aired in the month of May and June 2016 with a theme called "Chhupao Nahi, Sudharo" which has grabbed lot of attention across age groups. This was aired on all popular Channels like Sony , Sony Max , Star Gold , Aaj Tak , ABP News , Zee News and India News.

At the same time, lot of work has been done on increasing brand visibility across markets with a new face of Shop Boards and POP Materials.

ALLIED
PRODUCTS
Portfolio

PROMISING PERFECTION IN EVERY SPHERE

KAMDHENU WIREBOND

Manufactured by using global technology and best quality raw materials, Kamdhenu wires are tested in ultra-modern laboratories and these wires are manufactured in franchise units by following strict quality parameters. These are free from surface defect like split flaws, rough and splitting during wrapping. These binding wires are designed to tie masonry walls to steel, concrete and masonry.

KAMDHENU PVC PIPES

From procuring of raw material to production process, Kamdhenu PVC products undergoes several quality checks. We at Kamdhenu, confirm that quality should not be compromised from manufacturing to final finished product. Skilled and motivated employees at all level are our biggest asset, who ensure timely delivery of products to the customers. Our PVC pipes have high insulation resistance, no cracking, high rigidity which make them different from other PVC pipes available in the market.

KAMDHENU PLYWOOD

Envisioned to carve a niche for itself in the market of Plywood, Kamdhenu offers plywood products with unbeatable strength, weather-shield and anti-insect qualities. Kamdhenu Plywood products are used extensively in commercial and domestic settings. Its thicker face ensures better tenacity. Kamdhenu Limited promises a cost effective long lasting product, which gives better performance with less maintenance.

KAMDHENU HOMZ

Under the name of KAMDHENU HOMZ, Kamdhenu Limited embarked in to real estate business by adopting franchisee model. Company is all set to create new milestones in the construction of housing projects. After successful delivery of housing projects, Cresent 1 at Zirakpur and Cresent 2 at Jammu, company is working on other housing projects which have ultra-modern facilities.

We believe in building trust by ensuring unbeatable quality and offering products of global standard.

PROMISING SUPPORT, TO CREATE A CHEERFUL WORLD

Kamdhenu's CSR Policy is inspired by the words of its founder Shri Satish Kumar Agarwal who said "What is that life worth which cannot bring comfort to others". We are committed to serve the society as we are committed to deliver best quality products. In our business strategy of introducing products that give our consumers safety, reliability and satisfaction, Kamdhenu operates in a manner that not just continues to strengthen the wealth of the Company as well as of the shareholders, but also lending a helping hand to the community.

Our vision is a world in which every child attains the right of survival, protection, development and Kamdhenu Jeevandhara , the dedicated social wing of the company persistently working on the CSR activities. In its efforts towards eradication of illiteracy, Kamdhenu Jeevandhara runs a special program, which provides education to underprivileged children. Various camps and motivational programs are organized for physically challenged across the nation.

Environmental protection has been one of the salient features of our CSR activity. Our 'Green India' drive is achieving remarkable success in the mission of re-forestation. Our 8500 dealers and distributors are dedicatedly engaged in this mission by planting saplings and nurturing them to complete growth. Addressing the issue of cleanliness, Kamdhenu Jeevandhara is persistently working for Swachh Bharat Abhiyan.

On a mission to better the underprivileged, we put our efforts wholeheartedly as we believe that together we can and we should pay back something to our society.

Board's Report

To,

The Members,

Your Directors have pleasure in presenting their 22nd Annual Report on the business and operations of the Company along with Audited Financial Statements for the Financial Year ended March 31, 2016.

1. FINANCIAL HIGHLIGHTS OF THE COMPANY

Rs. In Lacs

Particulars	2015-16	2014-15
Gross Sales and Operating Revenues	88537.93	101107.94
Net Revenue from Operations	84118.74	96799.32
Other Income	47.93	38.05
Total Revenue	84166.67	96837.37
Total Expenses	82925.76	95647.36
Profit before Tax	1240.91	1190.01
Tax Expenses	426.37	387.35
Profit After Tax for the year	814.54	802.66
Appropriations		
Proposed Dividend	163.80	163.80
Tax on Proposed Dividend	33.35	33.35
Paid up Capital	2340	2340

2. DIVIDEND

Your Directors are pleased to recommend for approval of the Members a dividend of Re.0.70 per equity share of Rs.10/- each fully paid-up of the Company for the financial year 2015-16. The total cash outflow on account of dividend on equity shares for the financial year 2015-16 would aggregate to Rs.197.15 Lacs including Dividend Distribution Tax. The dividend, if declared in the Annual General Meeting, shall be paid on or before 27th October, 2016.

3. TRANSFER TO RESERVES

During the financial year 2015-16, Company has not transferred any amount to reserves.

4. MATERIAL CHANGES AND COMMITMENTS

There is no material changes and commitments effecting the financial position of the company which have occurred during the financial year 2015-16 of the company to which the financial statement relates and the date of this report.

5. OPERATING RESULTS AND BUSINESS OPERATIONS

The Company has achieved gross Sales and Operating Revenues of Rs.88538 Lacs during the financial year 2015-16 registering a decline of 12% compared to last year. Decline in revenues is mainly on account of decrease in the selling price of steel products.

The operating profit (profit after tax) increased by 1.5% i.e. Rs.815 Lacs in financial year 2015-16 compared to Rs.803 Lacs in financial year 2014-15 inspite of adverse market conditions.

The yearly sale under steel division has been declined by 19% as compared to the previous year as the total sales have been declined to Rs.68468 Lacs from Rs. 84607 Lacs mainly due to fall in selling prices.

Despite cut throat competition from the big players in the market, the yearly turnover of paint division of the Company registered a growth of 22% as compared to the previous year and touched to Rs.20005 Lacs from Rs.16413 Lacs in previous year. The company has been constantly involved in establishing the extensive marketing network, brand promotion, lucrative discount and

rebate schemes to further enhance the performance of paints division of the company. The Paint Division is at present operating from 32 sales depots across the country.

The Power division of the Company has generated a revenue of Rs. 66 Lacs during the financial year under review as against Rs. 87 Lacs previous year resulting decline by 24%. The decline in revenue is due to continuous break down of the wind turbines and local security problems which has already been rectified by the AMC agency.

Overall Gross block as at 31st March, 2016 has increased to Rs.7817 Lacs as compared to Rs.7409 Lacs as at 31st March, 2015. Addition to gross block is mainly on account of acquisition of tinting machines in the paint division and additions in plant and machinery.

The tax expenses of the Company for current year are Rs.426 Lacs as compared to Rs.387 Lacs in the previous year which comprises current year tax, deferred tax and earlier year tax.

The earnings per share for the year is Rs.3.48 as against Rs.3.43 in the previous year.

6. HUMAN RESOURCES DEVELOPMENT

The Company has continuously adopted structures that helps to attract best external talent and promote internal talent to higher roles and responsibilities. KAMDHENU people are centric focus providing an open work environment fostering continuous improvement and development that helped several employees realize their career aspirations during the year.

As a result, KAMDHENU HR function has strengthened its impact in its day-to-day functioning, and is raising its bar of excellence to ensure timely availability of necessary talent and capabilities and engage and help talent to perform sustainably.

Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees. The Company's progressive workforce policies and benefits, various employee engagement and welfare have addressed stress management, promoted work life balance.

7. DISCLOSURE AS PER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. During the financial year 2015-16, the Company has not received any complaints on sexual harassment and also, no complaint is pending on sexual harassment.

8. DOCUMENTS PLACED ON THE WEBSITE (www.kamdhenulimited.com)

The following documents have been placed on the website in compliance with the Companies Act, 2013 and other statutory requirements:

- Details of unpaid dividend as per IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012
- Corporate Social Responsibility Policy as per Section 135(4)(a)
- Financial Statements of the Company along with relevant documents as per Section 136(1)
- Details of the Vigil Mechanism as per Section 177(10)
- The terms and conditions of appointment of the independent directors as per Schedule IV.

9. CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION & ANALYSIS AND OTHER INFORMATION REQUIRED UNDER THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

As per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Corporate Governance Report and Management Discussion and Analysis report are attached and form part of the Annual Report.

10. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(5) of the Act, and based on the representations received from the management, the directors hereby confirm that:

a) In the preparation of the annual accounts for the financial year 2015-16, the applicable accounting standards have been followed and there are no material departures;

b) we have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the financial year;

c) we have taken proper and sufficient care to the best of their knowledge and ability for the maintenance of adequate accounting records in accordance with the provisions of the Act. They confirm that there are adequate systems and controls for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) we have prepared the annual accounts on a going concern basis;

e) we have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating properly; and

f) we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

11. STATUTORY AUDITORS', SECRETARIAL AUDITORS' AND COST AUDITORS' REPORT

There are no qualifications, reservations or adverse remarks or disclaimers in the Statutory Auditors', Secretarial Auditors' and Cost Auditors' Reports.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014, are set out as **Annexure-I** to this Report.

13. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The CSR Policy of the Company and the details about the initiatives taken by the Company on CSR during the year as per the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Annual Report on CSR activities have been disclosed in **Annexure-II** to this Report. Further details of composition of the Corporate Social Responsibility Committee and other details are provided in the Corporate Governance Report which forms part of this report.

14. BOARD EVALUATION

The performance evaluation of the Board, its Committees and individual Directors was conducted and the same was based on questionnaire and feedback from all the Directors on the Board as a whole, Committees and self-evaluation.

Directors, who were designated, held separate discussions with each of the Directors of the Company and obtained their feedback on overall Board effectiveness as well as each of the other Directors.

Based on the questionnaire and feedback, the performance of every director was evaluated in the meeting of the Nomination and Remuneration Committee (NRC). The meeting of NRC also reviewed performance of Managing Director on goals (quantitative and qualitative) set at the beginning of the year.

A separate meeting of the independent directors (“Annual ID meeting”) was convened, which reviewed the performance of the Board (as a whole), the non-independent directors and the Chairman. After convening the Annual ID meeting, the collective feedback of each of the Independent Directors was discussed by the Chairman of the NRC with the Board's Chairman covering performance of the Board as a whole; performance of the non-independent directors and performance of the Board Chairman.

15. DEPOSIT FROM PUBLIC

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

16. DIRECTORS AND KEY MANAGERIAL PERSONNEL

Mr. Sunil Kumar Agarwal, director retiring by rotation in the ensuing Annual General Meeting being eligible offered himself for the reappointment.

Besides this, there was no change in the composition of the Board of Directors during the year.

17. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE COMPANY'S SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the year, there is no such company which has become or ceased to be Company's subsidiary, joint venture or associate company under review.

18. SIGNIFICANT AND MATERIAL ORDERS

During the year under review, there are no significant or material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future.

19. CHANGE IN NATURE OF BUSINESS

During the year there is no change in nature of business of the Company under review.

20. AUDITORS

M/s S. Singhal & Co., Chartered Accountants, E-127, Industrial Area, Bhiwadi (Rajasthan), the Statutory Auditors of the Company, having registration number 001526C with the Institute of Chartered Accountants of India, retiring at the conclusion of the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment as Statutory Auditors of the Company for the Financial Year 2016-17. The Company has received a letter dated May 10, 2016 for their re-appointment, if made, would be within the limit prescribed under Section 139 and 141 of the Companies Act, 2013.

21. PARTICULARS OF EMPLOYEES

The information required under Section 197 of the Act and the Rule 5(1) of Companies (Appointment and Remuneration) Rules, 2014 in respect of employees of the Company.

a. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2015-16:

S.No.	Name of Director	Designation	Ratio to Median Remuneration
1.	Mr.Satish Kumar Agarwal	Chairman & Managing Director	18.32
2.	Mr.Sunil Kumar Agarwal	Whole Time Director	17.91
3.	Mr.Saurabh Agarwal	Whole Time Director	16.79
4.	Mr.Sachin Agarwal	Whole Time Director	16.79
5.	Mr.Mahendra Kumar Doogar	Independent Director	0.75
6.	Mr.Radha Krishna Pandey	Independent Director	0.58
7.	Mr.Ramesh Chand Surana	Independent Director	0.73
8.	Mrs.Nishal Jain	Independent Director	0.31

*Median Salary (Annual) of employees for the Financial Year 2015-16 is Rs.2,94,768/-.

b. The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year 2015-16:

S.No.	Name of Director	Designation	% Increase in remuneration
1.	Mr.Satish Kumar Agarwal	Chairman & Managing Director	35.70
2.	Mr.Sunil Kumar Agarwal	Whole Time Director	34.72
3.	Mr.Saurabh Agarwal	Whole Time Director	34.54
4.	Mr.Sachin Agarwal	Whole Time Director	34.54
5.	Mr.Mahendra Kumar Doogar	Independent Director	91.30
6.	Mr.Radha Krishna Pandey	Independent Director	30.77
7.	Mr.Ramesh Chand Surana	Independent Director	258.33
8.	Mrs.Nishal Jain	Independent Director	80.00
9.	Mr.Harish Kumar Agarwal	Chief Financial Officer	8.32
10.	Mr. Jogeswar Mohanty	Company Secretary	24.96

c. The percentage increase in the median remuneration of employees in the financial year 2015-16 is 6.43%.

d. The number of permanent employees on the rolls of company as on 31st March, 2016 are 655.

e. The explanation on the relationship between average increase in remuneration and company performance: On an average, employees received an increase of 17.02% in remuneration. The increase in remuneration is in line with the market trends.

f. Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:

Particulars	Amount in Rs.
Remuneration of Key Managerial Personnel (KMP) during financial year 2015-16 (Aggregated)	2,30,69,276
Revenue from operations	841,18,74,402
Remuneration (as % of revenue)	0.27%
Profit before tax (PBT)	12,40,91,559
Remuneration (as % of PBT)	18.59%

g. Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year:

Particulars	Unit	As at 31st Mar 16	As at 31st Mar 15	Variation
Closing rate of share at BSE	Rs.	44.50	41.90	6.20%
EPS (Consolidated)	Rs.	3.48	3.43	1.48%
Market Capitalization	Rs. in Lac	10413	9805	6.20%
Price Earnings ratio(PE Ratio)	ratio	12.79	12.22	4.66%

h. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.

The average increase in salaries of employees other than managerial personnel in 2015-16 was 17.02%. Percentage increase in the managerial remuneration for the year was 32.17%.

i. Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company.

Name of KMP	Designation	Remuneration in Rs.	Revenue in Rs.	Remuneration (as % of revenue)	Profits before tax (PBT) in Rs.	Remuneration (as % of PBT)
Mr.Satish Kumar Agarwal	CMD	54,00,000	885,37,92,746	0.0609	12,40,91,559	4.3516
Mr.Sunil Kumar Agarwal	WTD	52,80,000	885,37,92,746	0.0596	12,40,91,559	4.2549
Mr.Saurabh Agarwal	WTD	49,50,000	885,37,92,746	0.0559	12,40,91,559	3.9889
Mr.Sachin Agarwal	WTD	49,50,000	885,37,92,746	0.0559	12,40,91,559	3.9889
Mr.Harish Kumar Agarwal	CFO	17,28,260	885,37,92,746	0.0195	12,40,91,559	1.3927
Mr.Jogeswar Mohanty	CS	7,61,016	885,37,92,746	0.0086	12,40,91,559	0.6133

j. The key parameters for any variable component of remuneration availed by the directors: Not applicable

k. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year: Not applicable

l. Affirmation that the remuneration is as per the remuneration policy of the Company

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

The information required under Section 197 of the Act and the Rule 5(2) of Companies (Appointment and Remuneration) Rules, 2014 in respect of employees of the Company, is as follows:-

Employee in the Company in receipt of remuneration aggregating more than Rs.60,00,000 per annum being employed throughout the financial year and Rs.5,00,000 or more per month being employed for part of the year.	NIL
Employees in the Company who employed throughout the financial year or part thereof, was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company	NIL

22. EXTRACT OF ANNUAL RETURN

The extract of Annual Return as provided under Sub-Section (3) of Section 92 of the Companies Act, 2013 (the "Act") in the prescribed Form **MGT-9** is enclosed as **Annexure III** to this report.

23. NUMBER OF MEETINGS OF THE BOARD

Four (4) meetings of the Board of Directors of the Company were held during the year. For details of the meetings, please refer to the Corporate Governance Report, which forms part of the Annual Report.

24. INDEPENDENT DIRECTORS' DECLARATION

The Company has received necessary declaration from Mr. Mahendra Kumar Doogar, Mr. Radha Krishna Pandey, Mr. Ramesh Chand Surana and Mrs. Nishal Jain, Independent Directors of the Company under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI(Listing Obligations and Disclosure Requirements) regulations, 2015. Further, there has been no change in the circumstances which may affect their status as independent director during the year.

25. COMPANY'S POLICY OF DIRECTORS' APPOINTMENT AND REMUNERATION

Company's policy on Directors' appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under section 178(3) of the Act are available in website of the company under the heading investor zone at www.kamdhenulimited.com. Further, information about elements of remuneration package of individual directors is provided in the extract of Annual Return in Form MGT-9 enclosed as **Annexure-III** to this Report.

We affirm that remuneration paid to the Directors is as per the terms laid out in the nomination and remuneration policy of the Company.

26. CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

In compliance with Regulation 26(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Company has formulated Code of Conduct for the Board members and senior management personnel of the Company so that the Company's business is conducted in an efficient and transparent manner without having any conflict of personal interests with the interests of the Company. All the members of the Board and senior management personnel have affirmed compliance with the Code of Conduct.

Declaration by the Chairman & Managing Director

It is hereby declared that the Company has obtained from each individual member of the Board of Directors and the Senior Management confirming that none of them has violated the conditions of the said Code of Conduct.

27. RELATIONSHIP BETWEEN DIRECTORS INTER-SE

Directors are related to each other within the meaning of the term "relative" as per Section 2(77) of the Act and SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015. Details given in Corporate Governance Report forming part of this report.

28. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

During the year under review, the Company has not made any loans or, guarantee, or provided any security or made any investments pursuant to the provisions of Section 186 of the Companies Act, 2013 read with Rules made thereunder.

29. TRANSACTIONS WITH RELATED PARTIES

The Company has not entered into any transaction with related party as mentioned in Section 188 of the Companies Act, 2013. Hence, Section 188(1) is not applicable to the Company.

30. INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The information about internal control systems and their adequacy is set out in the Management Discussion & Analysis Report which is attached and forms part of this Report.

31. RISK MANAGEMENT

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company's process and policies for determining risk tolerance and review management's measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis.

32. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

The Company has practice of conducting familiarization program of the independent directors as detailed in the Corporate Governance Report which forms part of the Annual Report.

33. VIGIL MECHANISM

The Company has established a vigil mechanism for adequate safeguards against victimization of directors and employees of the Company. For details, please refer to the Corporate Governance Report attached to the Annual Report.

34. PECUNIARY RELATIONSHIP OR TRANSACTIONS OF NON-EXECUTIVE DIRECTORS

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company.

35. ACKNOWLEDGMENTS

The Directors wish to convey their appreciation to business associates for their support and contribution during the year. The Directors would also like to thank the employees, shareholders, customers, suppliers, alliance partners and bankers for the continued support given by them to the Company and their confidence reposed in the management.

BY ORDER OF THE BOARD OF DIRECTORS

Dated : 27.05.2016
Place : New Delhi

(Satish Kumar Agarwal)
Chairman & Managing Director
DIN - 00005981

(Sunil Kumar Agarwal)
Whole Time Director
DIN - 00005973

Annexure-I

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Rule 8(3) of the Companies (Accounts) Rules, 2014, are as follows:

A. CONSERVATION OF ENERGY

i. The operations of the Company, being manufacturing, require extensive consumption of electricity. The Company ensures that all possible measures are taken to conserve energy including identification of potential areas of saving energy, installation of energy efficient equipments.

ii. Steps taken by the Company for utilizing alternate sources of energy:

The Company had commissioned two wind power projects of 1.25 MW and 0.60 MW at Jaisalmer (Rajasthan) in the year 2006 and 2007 having least expensive and eco-friendly source of energy.

iii. Capital investment on energy conservation equipments: NIL

B. TECHNOLOGY ABSORPTION

i. Efforts made towards technology absorption:

The Company has launched Kamdhenu SS 10000 TMT bar in 2013. Kamdhenu SS 10000 is the only product in its class featuring double ribs, double strength and double safety. It gives 254% more strength to the bonding of concrete and steel and it also has the capacity to create performance of concrete upto 10,000 Psi with right mixture of concrete. The technology for manufacturing of Kamdhenu SS 10000 TMT bar had been developed with the technical know-how from U.K.

ii. Benefits derived:

Benefits derived as a result of the above efforts is the improvement in the quality of the product, increase in the margins of the company and helps in positioning of the brand Kamdhenu in the premium segment.

iii. Imported technology:

a. Kamdhenu SS 10000 has been developed by Kamdhenu Limited for which it had entered into the Technical Know-How Sharing Agreement with Knightsbridge Resources Limited, 67, Chandos Avenue, London-W54EP, United Kingdom

b. The above technology is imported during the year 2013-14.

c. This technology is fully absorbed.

iv. The expenditure incurred on Research and Development is Rs. 39,85,610.

C. FOREIGN EXCHANGE EARNING AND OUTGO

The Company has not earned any foreign exchange during the year under review.

The Company has incurred foreign exchange outgo of Rs. 6,57,534 towards the foreign traveling.

Annexure-II

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

Pursuant to Section 135 of the Companies Act, 2013, CSR Committee was constituted on 29th May, 2014.

A. BRIEF OUTLINE

CSR objective of the Company is Ensuring socio-economic development of the community through different participatory and need based initiatives in the best interest of the poor and deprived sections of the society so as to help them to become SELF-RELIANT and build a better tomorrow for themselves.

Complete CSR policy of the Company is available in the website of the Company at www.kamdhenulimited.com

B. COMPOSITION OF CSR COMMITTEE

The committee comprises of Mr. Satish Kumar Agarwal as Chairman, Mr. Sunil Kumar Agrawal, and Mr. Mahendra Kumar Doogar as Members of the Company.

C. TERMS OF REFERENCE

- To formulate and recommend to the Board, a CSR Policy and the activities to be undertaken by the Company as per Schedule VII of the Companies Act, 2013;
- To recommend amount of expenditure on CSR activities;
- To monitor CSR Policy of the company.

During the year, two CSR Committee meeting was held on 11.08.2015 and 13.02.2016.

Details of CSR spent during the financial year:

- Total amount to be spent in the financial year: Rs.19,06,354/-.
- Amount unspent, if any: Rs.19,06,354/-.

Reasons for not spending the two percent of the average net profit of the last three financial years, is being that the Company is in process of finding suitable CSR project which will be most beneficial for the public at large and same shall be done in the current financial year 2016-17.

RESPONSIBILITY STATEMENT

Pursuant to the provisions of section 135 of the Companies Act, 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, Mr. Satish Kumar Agarwal, Chairman & Managing Director and Chairman of CSR Committee do confirm that the implementation and monitoring of CSR policy, shall be in compliance with the CSR objectives and policy of the Company.

Annexure-III

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2016
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L27101DL1994PLC134282
2.	Registration Date	12/09/1994
3.	Name of the Company	Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited)
4.	Category/Sub-category of the Company	Company Limited by shares
5.	Address of the Registered Office & contact details	L-311, Khasra No.724, Street No.7, Mahipalpur Extention, New Delhi- 110037, Phone: 011-65493417 E-mail: kamdhenu@kamdhenulimited.com Website: www.kamdhenulimited.com
6.	Whether listed company	Yes
7.	Name, Address & Contact details of the Registrar & Transfer Agent, if any.	M/s Karvy Computershare (P) Limited Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad - 500032, India Tel.: 040 6716 1518, Mob.: 9866515032 E-mail: mailmanager@karvy.com, suresh.d@karvy.com www.karvycomputershare.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10% or more of the total turnover of the company shall be stated):

Sr No	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	TMT Steel	27151	77.33
2.	Paints	24222	22.59

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES:

Sr No	Name and Address of the Company	CIN/ GNL	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	NA	NA	NA	0	0

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i) Category-wise Share Holding:

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2015				No. Of Shares Held At The End Of The Year 31/03/2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(A)	**Promoters and Promoters Group**									
(1)	**Indian**									
(a)	Individual/ HUF	8486742	0	8486742	36.27	8486742	0	8486742	36.27	0.00
(b)	Central Govt./ State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Bodies Corporate	7704018	0	7704018	32.92	7804145	0	7804145	33.35	0.43
(d)	Financial Inst./ Banks	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total A(1)	**16190760**	**0**	**16190760**	**69.19**	**16290887**	**0**	**16290887**	**69.62**	**0.43**
(2)	**Foreign**									
(a)	Individuals (NRIs/ Foreign Individuals)	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Bodies Corporate	0	0	0	0.00	0	0	0	0.00	0.00
(c)	Institutions	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Other	0	0	0	0.00	0	0	0	0.00	0.00
	Sub Total A(2)	0	0	0	0.00	0	0	0	0.00	0.00
	Total A=A(1)+A(2)	**16190760**	**0**	**16190760**	**69.19**	**16290887**	**0**	**16290887**	**69.62**	**0.43**
(B)	**Public Shareholding**									
(1)	**Institutions**	0	0	0	0.00	0	0	0	0.00	0.00
(a)	Mutual Funds/UTI	0	0	0	0.00	0	0	0	0.00	0.00
(b)	Financial Institutions /Banks	700	0	700	0	700	0	700	0.00	0.00
(c)	Central Govt. / State Govt.(s)	0	0	0	0.00	0	0	0	0.00	0.00
(d)	Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
(e)	Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
(f)	Foreign Institutional Investors	0	0	0	0.00	0	0	0	0.00	0.00

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year 01/04/2015				No. Of Shares Held At The End Of The Year 31/03/2016				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(I)	(II)	(III)	(IV)	(V)	(VI)	(VII)	(VIII)	(IX)	(X)	(XI)
(g)	Foreign Venture Capital Investors	0	0	0	0.00	0	0	0	0.00	0.00
(h)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
(i)	Others	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(1)	**700**	**0**	**700**	**0.00**	**700**	**0**	**700**	**0.00**	**0.00**
(2)	**NON-INSTITUTIONS**									
(a)	Bodies Corporate	1074609	0	1074609	4.59	890704	0	890704	3.81	-0.78
(b)	Individuals									
	(i) Individuals holding nominal share capital upto Rs.1 lakh	3133192	7208	3140400	13.42	3189661	7143	3196804	13.66	0.24
	(ii) Individuals holding nominal share capital in excess of Rs.1 lakh	2938445	0	2938445	12.56	2929606	0	2929606	12.52	-0.04
(c)	Others									
	CLEARING MEMBERS	9099	0	9099	0.04	22226	0	22226	0.09	0.05
	NON RESIDENT INDIANS	45987	0	45987	0.20	69073	0	69073	0.30	0.10
(d)	Qualified Foreign Investor	0	0	0	0.00	0	0	0	0.00	0.00
	Sub-Total B(2) :	7201332	7208	7208540	30.81	7101270	7143	7108413	30.38	-0.43
	Total B=B(1)+B(2) :	7202032	7208	7209240	30.81	7101970	7143	7109113	30.38	-0.43
	Total (A+B) :	23392792	7208	23400000	100.0	23392857	7143	23400000	100.00	0.00
(C)	Shares held by custodians, against which Depository Receipts have been issued									
(1)	Promoter and Promoter Group									
(2)	Public	0	0	0	0.00	0	0	0	0.00	0.00
	GRAND TOTAL (A+B+C) :	**23392792**	**7208**	**23400000**	**100.0**	**23392857**	**7143**	**23400000**	**100.00**	**100.00**

Ii) Shareholding of Promoter

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	%of Shares pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	%of Shares pledged/ encumbered to total shares	
1.	Kamdhenu Overseas Limited	2999873	12.82	0	3050000	13.03	0	0.21
2.	Kamdhenu Paint Industries Ltd.	1501701	6.42	0	1521801	6.50	0	0.09
3.	Kamdhenu Concast Limited	1413510	6.04	0	1428510	6.10	0	0.06
4.	Sunil Kumar Agarwal	1295292	5.54	0	1295292	5.54	0	0
5.	Satish Kumar Agarwal	1281842	5.48	0	1281842	5.48	0	0
6.	Sarita Agarwal	1354450	5.79	0	1354450	5.79	0	0
7.	Shafali Agarwal	763842	3.26	0	763842	3.26	0	0
8.	Sachin Agarwal	673719	2.88	0	673719	2.88	0	0
9.	Kamdhenu Infradevelopers Limited	600000	2.56	0	614900	2.63	0	0.07
10.	Kamdhenu Nutrients Private Limited	600000	2.56	0	600000	2.56	0	0
11.	Kay2 Steel Limited	588934	2.52	0	588934	2.52	0	0
12.	Saurabh Agarwal	576500	2.46	0	576500	2.46	0	0
13.	Radha Agarwal	541877	2.32	0	541877	2.32	0	0
14.	Satish Kumar Agarwal (HUF)	365900	1.56	0	365900	1.56	0	0
15.	Shatul Agarwal	337700	1.44	0	337700	1.44	0	0
16.	Sunil Kumar (HUF)	300280	1.28	0	300280	1.28	0	0
17.	Shivani Agarwal	255235	1.09	0	255235	1.09	0	0
18.	Priyanka Agarwal	244129	1.04	0	244129	1.04	0	0
19.	Ishita Agarwal	210716	0.90	0	210716	0.90	0	0
20.	Somya Agarwal	144660	0.62	0	144660	0.62	0	0
21.	Ayush Agarwal	90600	0.39	0	90600	0.39	0	0
22.	Ayush Agarwal(HUF)	50000	0.21	0	50000	0.21	0	0
	Total	16190760	69.19	0	16290887	69.62	0	0.43

iii) Change in Promoters' Shareholding (please specify, if there is no change):

Particulars	Shareholding at the beginning of the year		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the year	
	No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
Opening Balance	16190760	69.19	31.03.15	-	-	16190760	69.19
Purchase	-	-	07.10.15	12766	Transfer	16203526	69.25
Purchase	-	-	12.10.15	37361	Transfer	16240887	69.41
Purchase	-	-	13.10.15	20100	Transfer	16260987	69.49
Purchase	-	-	13.10.15	15000	Transfer	16275987	69.56
Purchase	-	-	15.10.15	14900	Transfer	16290887	69.62
Closing Balance	-	-	31.03.16	-	-	16290887	69.62

iv) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Pradeep Kumar Garg	476391	2.04	01.04.15	0	NA	476391	2.04
	Closing Balance	-	-	31.03.16	-	-	476391	2.04
2.	Sangeetha S	348190	1.49	01.04.15	0	NA	348190	1.49
	Closing Balance	-	-	31.03.16	-	-	348190	1.49
3.	Indian Securities Ltd.	266330	1.14	01.04.15	0	NA	266330	1.14
	Closing Balance	-	-	31.03.16	-	-	266330	1.14
4.	Three Dee Exim Pvt. Ltd.	234500	1.10	01.04.15	0	NA	234500	1.10
	Closing Balance	-	-	31.03.16	-	-	234500	1.10
5.	Anubha Jain	146126	0.62	01.04.15	0	NA	146126	0.62
	Closing Balance	-	-	31.03.16	-	-	146126	0.62
6.	Rita Goyal	143183	0.61	01.04.15	0	NA	143183	0.61
	Closing Balance	-	-	31.03.16	-	-	143183	0.61
7.	Meenu Garg	140000	0.60	01.04.15	0	NA	140000	0.60
	Closing Balance	-	-	31.03.16	-	-	140000	0.60
8.	Devang Atul Kr. Shah	-	-	01.04.15	-	-	133000	0.57
		-	-	10.04.15	33000	Transfer	166000	0.71
		-	-	22.05.15	-74310	Transfer	91690	0.39
		-	-	29.05.15	-91690	Transfer	0	0.00
		-	-	31.03.16	-	-	0	0.00

Sr. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
9.	Vikram Jain	114897	0.49	01.04.15	0	NA	-	0.49
	Closing Balance	-	-	31.03.16	-	-	114897	0.49
10.	Hetalben Manoj kumar Shah	-	-	01.04.15	-	-	114164	0.49
		-	-	10.04.15	-700	Transfer	113464	0.48
		-	-	24.04.15	-3500	Transfer	109964	0.47
		-	-	01.05.15	-1100	Transfer	108864	0.47
		-	-	15.05.15	3583	Transfer	112447	0.48
		-	-	22.05.15	28846	Transfer	141293	0.60
		-	-	19.06.15	-500	Transfer	140793	0.60
		-	-	03.07.15	1778	Transfer	142571	0.61
		-	-	10.07.15	5638	Transfer	148209	0.63
		-	-	17.07.15	12648	Transfer	160857	0.69
		-	-	07.08.15	1300	Transfer	162157	0.69
		-	-	09.10.15	-14200	Transfer	147957	0.63
		-	-	16.10.15	-80909	Transfer	67048	0.29
		-	-	20.11.15	19092	Transfer	86140	0.37
		-	-	27.11.15	1941	Transfer	88081	0.38
		-	-	25.12.15	-5004	Transfer	83077	0.36
		-	-	29.01.16	25	Transfer	83102	0.36
		-	-	12.02.16	3494	Transfer	86596	0.37
		-	-	19.02.16	12258	Transfer	98854	0.42
		-	-	04.03.16	-500	Transfer	98354	0.42
		-	-	18.03.16	-505	Transfer	97849	0.42
		-	-	31.03.16	-6500	Transfer	91349	0.39
	Closing Balance	-	-	31.03.16	-	-	91349	0.39
11.	Nila H Shah	100073	0.43	01.04.15	-	-	100073	0.43
	Closing Balance	-	-	31.03.16	-	-	100073	0.43
12.	Ramesh Kumar Goyal	99839	0.43	01.04.15	-	-	99839	0.43
	Closing Balance	-	-	31.03.16	-	-	99839	0.43

v) **Shareholding of Directors and Key Managerial Personnel:**

Sr. No.	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Date	Increase/ Decrease in share holding	Reason	Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company				No. of shares	% of total shares of the company
1.	Satish Kumar Agarwal	1281842	5.48	31.03.15	-	NA	1281842	5.48
	Closing Balance	-	-	31.03.16	-	-	1281842	5.48
2.	Sunil Kumar Agarwal	1295292	5.54	31.03.15	-	NA	1295292	5.54
	Closing Balance	-	-	31.03.16	-	-	1295292	5.54
3.	Saurabh Agarwal	576500	2.46	31.03.15	-	NA	576500	2.46
	Closing Balance	-	-	31.03.16	-	-	576500	2.46
4.	Sachin Agarwal	673719	2.88	31.03.15	-	NA	673719	2.88
	Closing Balance	-	-	31.03.16	-	-	673719	2.88
5.	Mahendra Kumar Doogar	0	0	31.03.15	-	NA	0	0
	Closing Balance	-	-	31.03.16	-	-	0	0
6.	Radha Krishna Pandey	0	0	31.03.15	-	NA	0	0
	Closing Balance	-	-	31.03.16	-	-	0	0
7.	Ramesh Chand Surana	0	0	31.03.15	-	NA	0	0
	Closing Balance	-	-	31.03.16	-	-	0	0
8.	Nishal Jain	0	0	31.03.15	-	NA	0	0
	Closing Balance	-	-	31.03.16	-	-	0	0
9.	Harish Kumar Agarwal	0	0	31.03.15	-	NA	0	0
	Closing Balance	-	-	31.03.16	-	-	0	0
10.	Jogeswar Mohanty	0	0	31.03.15	-	NA	0	0
	Closing Balance	-	-	31.03.16	-	-	0	0

V. INDEBTEDNESS - Indebtedness of the Company including interest outstanding/accrued but not due for payment:

(Amount in ₹)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (31.03.2015)				
i) Principal Amount	34045458	99513744	0	133559202
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	241286	0	0	241286
Total (i+ii+iii)	34286744	99513744	0	133800488
Change in Indebtedness during the financial year				
* Addition	22725815	16052955	0	38778770
* Reduction	29822970	24955439	0	54778409
Net Change	(7097155)	(8902484)	0	(15999639)
Indebtedness at the end of the financial year(31.03.2016)				
i) Principal Amount	26987778	90611260	0	117599038
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	201811	0	0	201811
Total (i+ii+iii)	27189589	90611260	0	117800849

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		Satish Kumar Agarwal	Sunil Kumar Agarwal	Saurabh Agarwal	Sachin Agarwal	
1.	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5400000	5280000	4950000	4950000	20580000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	79200	79200	79200	79200	316800
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0	0
2.	Stock Option	0	0	0	0	0
3.	Sweat Equity	0	0	0	0	0
4.	Commission	0	0	0	0	0
	- as % of profit					
	- others specify					
5.	Others, please specify	0	0	0	0	0
	Total (A)	5479200	5359200	5029200	5029200	20896800
	Ceiling as per the Act					

B. Remuneration to other directors

Sr. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mahendra Kumar Doogar	Radha Krishna Pandey	Ramesh Chand Surana	Nishal Jain	
1.	**Independent Directors**					
	Fee for attending board Meetings	120000	100000	120000	90000	430000
	Fee for attending committee meetings	100000	70000	95000	0	265000
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	**220000**	**170000**	**215000**	**90000**	**695000**
2.	**Other Non-Executive Directors**	N.A	N.A	N.A	N.A	N.A
	Fee for attending board committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	**0**	**0**	**0**	**0**	**0**
	Total (B)=(1+2)	**220000**	**170000**	**215000**	**90000**	**695000**
	Total Managerial Remuneration (A+B)	**21591800**				
	Overall Ceiling as per the Act	Being Paid as per Schedule III of the Companies Act, 2013				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

Sr. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Chief Financial Officer	Company Secretary	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	1728260	761016	2489276
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961		39600	0	39600
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961		0	0	0
2.	Stock Option		0	0	0
3.	Sweat Equity		0	0	0
4.	Commission		0	0	0
	-as % of profit		0	0	0
	- others, specify		0	0	0
5.	Others, please specify		0	0	0
	Total		**1767860**	**761016**	**2528876**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
B. DIRECTORS					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA
C. OTHER OFFICERS IN DEFAULT					
Penalty	NA	NA	NA	NA	NA
Punishment	NA	NA	NA	NA	NA
Compounding	NA	NA	NA	NA	NA

Corporate Governance Report

1. OUR PHILOSOPHY ON CORPORATE GOVERNANCE

We are committed to defining, following and practicing the highest level of Corporate Governance across all our business functions. Our corporate governance is reflection of our value system encompassing our culture, policies and relationship with our stakeholders. Integrity and transparency are keys to our corporate governance practices and performance and ensure that we retain and gain the trust of our stakeholders at all times.

Corporate Governance is the combination of practices and compliance with laws and regulations leading to effective control and management of the Organisation. We consider stakeholders as our partners in our success and remain committed to maximizing stakeholder value. Good Corporate Governance leads to long term stakeholder value. Integrity, transparency and accountability are the major ingredients of the philosophy behind the Corporate Governance practices adopted by Kamdhenu Limited. The Company has a well established and proven system which not only ensures complete transparency and fairness but also ensures the integrity in the operations and conduct of the company. Existence of a strong mechanism to ensure the regulatory compliances is another aspect on which the company has sets a very high standard. The Company continues its endeavor to achieve corporate excellence in its functioning and conduct of business with strong accountability so as to generate sustainable economic value for all its stakeholders.

The key principles of our corporate governance are

- Satisfy both the letter of law and the spirit of law.
- Ensure high level of transparency and disclosure.
- Treating the management as trustee of shareholders' capital.
- Have a simple and transparent corporate structure driven solely by business needs.
- Prioritizing stakeholders' relationships.

1.1 Key Board activities during the year

The Board provides and critically evaluates strategic direction of the Company, management policies and their effectiveness. Their main function is to ensure that long-term interests of the stakeholders are being served. The agenda for Board is comprised of the detailed analysis and review of annual strategic / operational plans/ budgeting and capital allocation. The Board also reviews the business plans of all business segments including future business developments.

1.2 Role of the Company Secretary in Overall Governance Process

The Company Secretary plays a key role in ensuring that the Board procedures are followed and regularly reviewed. He ensures that all relevant information, details and documents are made available to the directors for effective decision making at the meetings. He is primarily responsible to ensure compliance with applicable statutory requirements and is the interface between the company and regulatory authorities.

1.3 Selection and Appointment of New Directors on the Board

Considering the requirements of the skill-sets on the Board and the broad guidelines, eminent persons having an independent standing in their respective field/profession and who can effectively contribute to the Company's business and policy decisions are considered by the Nomination and Remuneration Committee for appointment of new Directors on the Board. The number of directorships and memberships in various committees of other companies by such persons is also considered.

The Nomination and Remuneration Committee works with the Board to determine the appropriate characteristics, skills and experience required for the Board as a whole and for individual member. Board members are expected to possess expertise, leadership skills required to manage and guide a high growth.

1.4 Familiarization Program of Independent Directors

The Independent directors of Kamdhenu Limited are eminent personalities having wide experience in the field of business, finance, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions. Independent Directors are appointed as per the policy of the Company, with management expertise and wide range of experience. The Directors appointed by the Board are given induction and orientation with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters and business operations by having one-to-one meetings. The new Board members are also requested to access the necessary documents / brochures, Annual Reports and internal policies available at our website to enable them to familiarize with the Company's procedures and practices. Periodic presentations are made by Senior Management, Statutory and Internal Auditors at the Board/Committee meetings on business and performance updates of the Company, business environment, business risks and its mitigation strategy, impact of regulatory changes on strategy etc. Details of such program has been disclosed on the website of the company (www.kamdhenulimited.com).

1.5 Prevention of Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Code of Fair Disclosure Practices for Prevention of Insider Trading and Code of Conduct to regulate, monitor and report Trading by Insiders, the objective of the Code is to prevent purchase and / or sale of shares of the Company by an insider on the basis of unpublished price sensitive information. Under this Code, Designated persons (Directors, Advisors, Officers and other concerned employees / persons etc) are prevented from dealing in the Company's shares during the closure of Trading Window and while in possession of unpublished price sensitive information. All the designated employees are also required to disclose related information periodically as defined in the Code. The aforesaid Code is available at the website of the Company www.kamdhenulimited.com.

1.6 Vigil Mechanism

Your Company has established a mechanism called 'Vigil Mechanism' for directors and employees to report to the appropriate authorities of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the directors and employees to report their concerns directly to the Ethics Counselor/Chairman of the Audit Committee of the Company. The policy with the name and address of the Chairman of the Audit Committee has been communicated to the employees by uploading the same on the website of the Company. The employees can directly contact the Chairman of the Audit Committee.

2. BOARD OF DIRECTORS

The Company has a high profile Board with varied management expertise. The Board's role, functions, responsibility and accountability are well known to them due to their vast experience. Directors are provided with well structured and comprehensive agenda papers in advance. All material information is incorporated in the Agenda for facilitating meaningful and focused discussion in the meeting. During the year, information as per Clause 49 of the Listing Agreement read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been placed before the Board for its consideration from time to time as and when required. Minutes of the Board Meetings/Committee Meetings are circulated to the Directors well in advance and confirmed at the subsequent meetings.

2.1 Composition of Board

The Board of Directors, comprises of Eight (8) Directors, out of which Four (4) are Non-Executive Independent Directors including one Woman Director, three (3) are Whole Time Directors and a Chairman & Managing Director. All statutory and material information was made available to the Board of Directors to ensure adequate disclosures and transparent decision making.

The Company has an appropriate size of the Board for real strategic discussion and avails benefit of diverse experience and viewpoints. All directors are individuals of integrity and courage, with relevant skills and experience to bring judgment to bear on the business of the Company.

2.2 Non-Executive Directors' compensation and disclosures

The Non-Executive Directors are paid sitting fee within the limits prescribed under Section 197(1)(ii) of the Companies Act, 2013. No stock options were granted to Non-Executive Directors during the year under review. The Non-Executive Directors did not have any pecuniary relationship or transactions with the Company except the payment of sitting fees during the financial year 2015-16.

Independent Directors of the Company are not serving as Independent Directors in more than seven listed companies.

None of Whole Time Director of the Company serve as Independent Director in more than three listed companies.

Terms and conditions of appointment of independent directors have been disclosed on website of the Company.

2.3 Other provisions as to Board of Directors

The Board comprises of Mr.Satish Kumar Agarwal as Chairman & Managing Director, Mr.Sunil Kumar Agarwal, Mr.Saurabh Agarwal and Mr.Sachin Agarwal as Whole Time Directors, Mr. Mahendra Kumar Doogar, Mr.Radha Krishna Pandey, Mr.Ramesh Chand Surana and Mrs.Nishal Jain as independent Directors amongst them, Mrs Nishal Jain is independent women Director.

During the year 2015-16, 04 (Four) meetings of the Board of Directors were held on 19th May, 2015, 11th August, 2015, 7th November, 2015 and 13th February, 2016. The Independent Directors met on 29th March, 2016. The maximum time gap between any two consecutive meetings did not exceed 120 days during the year.

None of the Directors on the Board are Members of more than 10 Committees or Chairman of more than 5 Committees across all the companies in which they are Directors. Necessary disclosures regarding Committee positions including the changes in other listed companies as on 31 March, 2016 have been made by the Directors as per Listing Regulations.

Details of attendance of Directors at Board Meetings and at the last Annual General Meeting held on 29th September, 2015 with particulars of their Directorships and Chairmanship/Membership of Board Committees of the companies showing the position as on 31 March, 2016 are given below:

Name of Directors	Category of Directorship	No. of Board Meetings Attended	Attendance at Last AGM held on 29th September 2015	No. of Directorship held in other Companies	No. of Board Committee Memberships held in other Companies.	
					Member	Chairman
Mr. Satish Kumar Agarwal	Promoter/ Executive Director	4	Yes	4	-	-
Mr. Sunil Kumar Agarwal	Promoter/ Executive Director	3	No	7	-	-
Mr. Saurabh Agarwal	Promoter/ Executive Director	4	Yes	7	-	-
Mr. Sachin Agarwal	Promoter/ Executive Director	4	Yes	5	-	-
Mr. Mahendra Kumar Doogar	Non-Executive Independent Director	4	Yes	10	6*	2
Mr. Ramesh Chand Surana	Non-Executive Independent Director	4	No	3	-	-
Mr. Radha Krishna Pandey	Non-Executive Independent Director	3	No	10	5*	2
Mrs.Nishal Jain	Non-Executive Independent Director	4	No	0	-	-

*The membership of the Directors in Committees of other companies includes Chairmanship.

Relationship between directors inter-se

Inter-se relationship between Directors is given below within the meaning of the term "relative" as per Section 2(77) of the Companies Act, 2013 and read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

S.No.	Name of Directors	Designation	Relationship with other Directors
1.	Mr. Satish Kumar Agarwal	Chairman & Managing Director	1. Father of Mr. Saurabh Agarwal & Mr. Sachin Agarwal 2. Brother of Mr. Sunil Kumar Agarwal
2.	Mr. Sunil Kumar Agarwal	Whole Time Director	1. Brother of Mr.Satish Kumar Agarwal
3.	Mr. Saurabh Agarwal	Whole Time Director	1. Son of Mr. Satish Kumar Agarwal 2. Brother of Mr. Sachin Agarwal
4.	Mr. Sachin Agarwal	Whole Time Director	1. Son of Mr.Satish Kumar Agarwal 2. Brother of Mr. Saurabh Agarwal
5.	Mr. Mahendra Kumar Doogar	Independent Director	Not Related to any Director
6.	Mr. Radha Krishna Pandey	Independent Director	Not Related to any Director
7.	Mr. Ramesh Chand Surana	Independent Director	Not Related to any Director
8.	Mrs. Nishal Jain	Independent Director	Not Related to any Director

Number of shares and convertible instruments held by non-executive directors: NIL

2.4 Code of Conduct

The Board of Directors has laid Code of Conduct for Board Members & Senior Management Personnel of the Company. The copies of Code of Conduct as applicable to the Directors as well as Senior Management of the Company are uploaded on the website of the Company (www.kamdhenulimited.com). The Members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them at the year ended on 31st March, 2016.

2.5 Remuneration paid to Directors during the Financial year 2015-16

Rs. in Lacs

Name	Fixed Salary				Bonus/ Incentives/ Commission	Sitting Fee	Total	Stock Options	No. of Equity Shares Held
	Basic	Perquisites/ Allowances	Retiral Benefits	Total Fixed Salary					
Mr. Satish Kumar Agarwal (CMD)	54.00	0	0	54.00	0	0	54.00	0	1281842
Mr. Sunil Kumar Agarwal (WTD)	52.80	0	0	52.80	0	0	52.80	0	1295292
Mr. Saurabh Agarwal (WTD)	49.50	0	0	49.50	0	0	49.50	0	576500
Mr. Sachin Agarwal (WTD)	49.50	0	0	49.50	0	0	49.50	0	673719
Mr. Mahendra Kumar Doogar (ID)	0	0	0	0	0	2.20	2.20	0	0
Mr. Radha Krishna Pandey (ID)	0	0	0	0	0	1.70	1.70	0	0
Mr. Ramesh Chand Surana (ID)	0	0	0	0	0	2.15	2.15	0	0
Mrs. Nishal Jain (ID)	0	0	0	0	0	0.90	0.90	0	0

Service contracts: N.A.
Notice period: N.A.
Severance Fees: N.A.

Non executive directors have no pecuniary relationship and transactions with the company during the financial year under review, Criteria for making payments to non executive directors of the Company are disclosed in the Nomination and Remuneration Policy available in the website of the Company at www.kamdhenulimited.com.

3. BOARD COMMITTEES

3.1 Audit Committee

A. Qualified and Independent Audit Committee

The Company complies with Section 177 of the Companies Act, 2013 as well as requirements under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 pertaining to the Audit Committee. Its functioning is as under:

i. The Audit Committee presently consists of the three Non-Executive Independent Directors, and a Whole Time Director;

ii. All members of the Committee are financially literate and having the requisite accounting and financial management expertise;

iii. The Chairman of the Audit Committee is an Independent Director;

iv. The Chairman of the Audit Committee was present at the last Annual General Meeting held on 29th September, 2015.

B. Terms of reference

The terms of reference of the Audit Committee include inter-alia:

i. The recommendation for appointment, remuneration and terms of appointment of auditors of the company;

ii. Review and monitor the auditor's independence and performance, and effectiveness of audit process;

iii. Examination of the financial statement and the auditors' report thereon;

iv. Approval or any subsequent modification of transactions of the company with related parties;

v. Scrutiny of inter-corporate loans and investments;

vi. Valuation of undertakings or assets of the company, wherever it is necessary;

vii. Evaluation of internal financial controls and risk management systems;

viii. Monitoring the end use of funds raised through public offers and related matters.

ix. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company.

x. The Audit Committee shall have authority to investigate into any matter in relation to the items specified.

xi. The auditors of a Company and the key managerial personnel shall have a right to be heard in the meetings of the Audit Committee when it considers the auditor's report but shall not have the right to vote.

xii. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.

xiii. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.

xiv. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.

xv. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to :

a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report.

b. Changes, if any, in accounting policies and practices and reasons for the same.

c. Major accounting entries involving estimates based on the exercise of judgement by management.

d. Significant adjustments made in the financial statements arising out of audit findings.

e. Compliance with listing and other legal requirements relating to financial statements.

f. Disclosure of any related party transactions.

g. Qualifications in the draft audit report.

xvi. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.

xvii. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.

xviii. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

xix. Discussion with internal auditors any significant findings and follow up there on.

xx. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

xxi. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

xxii. To look into the reasons for substantial defaults in the payment to shareholders (in case of non payment of declared dividends) and creditors.

xxiii. To review the functioning of the Whistle Blower mechanism.

xxiv. Approval of appointment of CFO after assessing the qualifications, experience & background, etc. of the candidate.

xxv. To review the Management discussion and analysis of financial condition and results of operations;

xxvi. To review a Statement of significant related party transactions (as defined by the audit committee), submitted by management.

xxvii. To review Internal audit reports relating to internal control weaknesses;

xxviii. To review the appointment, removal and terms of remuneration of the internal auditor;

xxix. Carrying out any other function as mentioned in the terms of reference of the Audit Committee.

C. Composition, names of Members and Chairman, its meetings and attendance:

The Audit Committee consists of Four Members, Mr.Mahendra Kumar Doogar, Chairman and Mr. Sunil Kumar Agarwal, Mr. Radha Krishna Pandey and Mr. Ramesh Chand Surana as members of the Committee. During the year, 4 Audit Committee meetings were held on 19th May, 2015, 11th August, 2015, 7th November, 2015 and 13th February, 2016. The maximum time gap between any two consecutive meetings did not exceed 120 days during the year.

Name	Category	Meetings held during FY2015-16	Number of meetings attended
Mr.Mahendra Kumar Doogar	Non Executive Independent Director	4	4
Mr.Sunil Kumar Agarwal	Promoter, Executive Director	4	3
Mr.Radha Krishna Pandey	Non Executive Independent Director	4	3
Mr.Ramesh Chand Surana	Non Executive Independent Director	4	4

The Committee meetings were attended by invitation by Mr. Harish Kumar Agarwal, Chief Financial Officer, the representatives of Statutory Auditors and representatives of the Internal Auditors. The Company Secretary of the Company acts as the Secretary of the Audit Committee.

There is no recommendation of Audit Committee which has not been accepted by the Board of Directors during the year under review.

3.2 Nomination and Remuneration Committee

A. Constitution

Nomination and Remuneration Committee consisting the following Directors :

1. Mr.Mahendra Kumar Doogar, Non Executive Independent Director
2. Mr.Radha Krishna Pandey, Non Executive Independent Director
3. Mr.Ramesh Chand Surana, Non Executive Independent Director

Mr. Mahendra Kumar Doogar act as a Chairman and Company Secretary of the Company act as Secretary to the Committee.

B. Terms of reference

Terms of reference of the Nomination and Remuneration Committee include:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel and other employees.
- To consider and fix the remuneration package of non executive and executive Directors including any compensation payment.
- All elements of remuneration package of Director such as benefits, bonus, stock options, pension etc.
- Any other works and policy related and incidental to the objectives of the committee as per provisions of the Act and rules made thereunder.

C. Meetings and attendance during the year:

During the financial year 2015-16, the Nomination and Remuneration Committee met twice on 11.08.2015 and 07.11.2015 and all members of the Committee were present.

The composition of the Nomination and Remuneration Committee and number of meetings attended by the Members during the year are given below:

Name	Category	Number of Meetings held	Number of meetings attended
Mr.Mahendra Kumar Doogar	Non Executive Independent Director	2	2
Mr.Radha Krishna Pandey	Non Executive Independent Director	2	2
Mr.Ramesh Chand Surana	Non Executive Independent Director	2	2

D. Remuneration policy

The Executive Directors of the Company are paid, as approved by the Board of Directors, on the recommendation of the Remuneration Committee. The remuneration was decided considering various factors such as qualification, experience, expertise, remuneration prevailing in the industry, financial position of the Company. The Company pays sitting fees only to its Non Executive Independent Directors for attending the meetings of the Board.

Non Executive Independent Directors do not hold any equity shares in the Company. There has been no pecuniary relationship or transactions other than above of the Non-Executive Independent Directors with the Company during the year under review.

E. Board Performance evaluation

In compliance with the provisions of the Companies Act, 2013 and the Listing Regulations, Nomination and Remuneration Committee has approved the process, attributes, criteria and format for the performance evaluation of the Board, Committees of the Board and Individual Directors including the Chairman and Managing Director.

The process provides that the performance evaluation shall be carried out on an annual basis. During the year, the evaluation process was completed by the Company which included evaluation of the Board as a whole, Board Committees and individual Directors including the Chairman and Managing Director.

Performance of the Board and Board Committees were evaluated on various parameters such as structure, composition, quality, diversity, experience, competencies, performance of specific duties and obligations, quality of decision-making and overall Board effectiveness.

Performance of individual Directors was evaluated on parameters such as attendance at the meetings, participation and contribution, responsibility towards stakeholders and independent judgement.

Performance of Chairman and Managing Director was evaluated on certain additional parameters such as performance of the Company, leadership, relationships and communications.

All directors participated in the evaluation survey and review was carried out through a peer-evaluation excluding the Director being evaluated. The result of evaluation was discussed in the Independent Director's meeting, respective Committees meetings and in the Board Meeting. The Board members noted the suggestions / inputs of independent directors, HR, Nomination and Remuneration Committee and respective committee Chairmen and also discussed various initiatives to further strengthen Board effectiveness.

3.3 Stakeholders Relationship Committee

A. Composition, Members, its meetings and attendance

During the financial year 2015-16, the Committee met Four (4) times on 19th May, 2015, 11th August, 2015, 7th Nov, 2015 and 13th Februray, 2016.

The composition of the Stakeholders Relationship Committee and number of meetings attended by the Members during the year are given below:

Mr. Mahendra Kumar Doogar, Non Executive Independent Director is heading the committee.

Name	Category	Number of meetings attended
Mr.Saurabh Agarwal	Executive Director	4
Mr.Mahendra Kumar Doogar	Non Executive Independent Director	4
Mr.Ramesh Chand Surana	Non Executive Independent Director	4

B. Terms of reference

The Committee supervises the mechanism for redressal of investor grievances and ensures cordial investor relations, apart from looking into redressal of shareholders' and investors' complaints like transfer of shares, non-receipt of annual reports, non-receipt of dividend and allied matters and complaints received from the Stock Exchanges.

C. Complaints received and redressed during the year 2015-16

Number of Shareholders Complaints received during the Financial Year 2015-16	7
Number of Shareholders Complaints solved to the satisfaction of shareholders during the Financial Year 2015-16	7
Number of Shareholders Complaints not solved to the satisfaction of shareholders during the Financial Year 2015-16	0
Number of Shareholders Complaints pending at the end of Financial Year 2015-16	0

D. Details of Compliance Officer

Name : Mr. Jogeswar Mohanty

Designation : Company Secretary and Compliance Officer

E. Transfer of Unclaimed Dividend to IEPF

During the year under review, Rs. 2,32,342/- transferred to IEPF.

3.4 Corporate Social Responsibility (CSR) Committee

Pursuant to Section 135 of the Companies Act, 2013, CSR Committee was constituted on 29th May, 2014.

A. Composition of CSR Committee

The committee comprises of Mr.Satish Kumar Agarwal as Chairman, Mr.Sunil Kumar Agrawal, Member and Mr.Mahendra Kumar Doogar, Member.

B. Terms of Reference

- To formulate and recommend to the Board, a CSR Policy and the activities to be undertaken by the Company as per Schedule VII of the Companies Act, 2013;
- To recommend amount of expenditure on CSR activities;
- To monitor CSR Policy of the company.

During the year, 2 CSR Committee meetings were held on 11th August, 2015 and 13th February, 2016 and number of meetings attended by the Members during the year is given below:

Name	Category	Number of Meetings held	Number of meetings attended
Mr. Satish Kumar Agarwal	Chairman	2	2
Mr. Sunil Kumar Agrawal	Member	2	2
Mr. Mahendra Kumar Doogar	Member	2	2

4. GENERAL BODY MEETINGS

Details of the last three Annual General Meetings of the shareholders of the Company are as follows:

For the year ended	Location of AGM	Date of AGM	Time	Details of Special Resolutions passed at AGM
31.03.2015	Khasra No. 841/1(2-8) & 847 (2-16), Behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038	29.09.2015	10.00 A.M	NIL
31.03.2014	Khasra No. 841/1(2-8) & 847 (2-16), Behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038	29.09.2014	10.00 A.M	1. Special Resolution for Borrowing of the company under Section 180(1)(c). 2. Special Resolution for Creation of Mortgage/ Charge on the property of the company under Section 180(1)(a)
31.03.2013	Khasra No. 841/1(2-8) & 847 (2-16), Behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi-110038	27.09.2013	10.00 A.M	NIL

4.1 Postal Ballot during the Financial Year 2015-16

During the Financial Year 2015-16, one postal ballot proceeding has been conducted through which 8 Special resolutions were passed

Person conducting the Postal Ballot / E-voting

Mr. Satish Kumar Agarwal, Chairman cum Managing Director and Mr. Jogeswar Mohanty, Company Secretary were appointed as persons responsible for postal ballot/ e-voting process. Dr. S. Chandrasekaran, Senior Partner of M/s. Chandrasekaran Associates, Company Secretaries, New Delhi or failing him Mr. Rupesh Agarwal, Partner of M/s. Chandrasekaran Associates, Company Secretaries, New Delhi, was appointed as scrutinizer for conducting the postal ballot/ e-voting process in a fair and transparent manner. Mr. Rupesh Agarwal conducted the postal ballot/ e-voting process and submitted his report to the company.

Procedure followed for postal ballot/ e-voting

In compliance with Clause 35B of the Listing Agreement and Section 108, 110 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, the Company provided electronic voting facility to all its members, to enable them to cast their votes electronically. The Company engaged the services of Karvy Computershare Pvt. Ltd. (Karvy) for the purpose of providing e-voting facility. The members had the option to vote either by physical ballot or e-voting.

The Company dispatched the postal ballot notice, dated November 7, 2015, containing draft resolutions together with the explanatory statements, postal ballot forms and self-addressed envelopes to the members whose names appeared in the register of members/list of beneficiaries as on cut-off date i.e. Friday, December 04, 2015. The Company also published a notice in the newspaper declaring the details of completion of dispatch and other requirements as mandated under the Companies Act, 2013 and applicable rules.

Members were advised to carefully read the instructions printed on the postal ballot form before casting their vote and return the duly completed form in the attached self-addressed business reply envelope so as to reach the scrutinizer on or before the close of business hours on Tuesday, January 19, 2016 in case of members desiring to exercise their votes by physical postal ballot forms. Members voting through electronic mode were requested to follow the instructions for e-voting and could vote from 9:00 am on December 21, 2015 till 5:00 pm on January 19, 2016.

After due scrutiny of all the postal ballot forms/ e-voting received upto the close of working hours on Tuesday, January 19, 2016, scrutinizer submitted his report on Friday, January 22, 2016

The result of the postal ballot/ e-voting was declared on Friday, January 22, 2016.

The result of postal ballot/ e-voting was placed at the website of the company at www.kamdhenuispat.com (now www.kamdhenulimited.com), besides being communicated to Stock Exchanges and Registrar and Share Transfer Agent.

Detail of Special Resolutions passed along with Voting pattern

1. Change the name of the company from Kamdhenu Ispat Limited to Kamdhenu Limited.

I. Voted in favour of the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	8	1469	0.01
Electronic(e-voting)	48	16316547	99.99
Total	56	16318016	100

II. Voted against the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic(e-voting)	0	0	0
Total	0	0	0

III. Invalid Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of Votes cast by them
Physical	0	0
Electronic(e-voting)	0	0
Total	0	0

2. Adoption of new set of Article of Association of the Company

I. Voted in favour of the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	8	1469	0.01
Electronic(e-voting)	48	16316547	99.99
Total	56	16318016	100

II. Voted against the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic(e-voting)	0	0	0
Total	0	0	0

III. Invalid Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of Votes cast by them
Physical	0	0
Electronic(e-voting)	0	0
Total	0	0

3. Alteration of object clause of Memorandum of Association

I. Voted in favour of the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	8	1469	0.01
Electronic(e-voting)	48	16316547	99.99
Total	56	16318016	100

II. Voted against the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic(e-voting)	0	0	0
Total	0	0	0

III. Invalid Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of Votes cast by them
Physical	0	0
Electronic(e-voting)	0	0
Total	0	0

4. Alteration of liability clause of Memorandum of Association

I. Voted in favour of the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	8	1469	0.01
Electronic(e-voting)	48	16316547	99.99
Total	56	16318016	100

II. Voted against the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic(e-voting)	0	0	0
Total	0	0	0

III. Invalid Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of Votes cast by them
Physical	0	0
Electronic(e-voting)	0	0
Total	0	0

5. Increase in remuneration of Mr. Satish Kumar Agarwal, Chairman & Managing Director of the company for the period 1st October 2015 to 31st March, 2017

I. Voted in favour of the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	8	1469	0.01
Electronic(e-voting)	45	14668605	99.99
Total	53	14670074	100

II. Voted against the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic(e-voting)	1	200	0
Total	1	200	0

III. Invalid Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of Votes cast by them
Physical	0	0
Electronic(e-voting)	2	1647742
Total	2	1647742

6. Increase in remuneration of Mr. Sunil Kumar Agarwal, Whole Time Director of the company for the period 1st October 2015 to 31st March, 2017

I. Voted in favour of the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	8	1469	0.01
Electronic(e-voting)	45	14720775	99.99
Total	53	14722244	100

II. Voted against the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic(e-voting)	1	200	0
Total	1	200	0

III. Invalid Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of Votes cast by them
Physical	0	0
Electronic(e-voting)	2	1595572
Total	2	1595572

7. Increase in remuneration of Mr. Saurabh Agarwal, Whole Time Director of the company for the period 1st October 2015 to 31st March, 2017

I. Voted in favour of the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	8	1469	0.01
Electronic(e-voting)	46	15739847	99.99
Total	54	15741316	100

II. Voted against the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic(e-voting)	1	200	0
Total	1	200	0

III. Invalid Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of Votes cast by them
Physical	0	0
Electronic(e-voting)	1	576500
Total	1	576500

8. Increase in remuneration of Mr. Sachin Agarwal, Whole Time Director of the company for the period 1st October 2015 to 31st March, 2017

I. Voted in favour of the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	8	1469	0.01
Electronic(e-voting)	46	15642628	99.99
Total	54	15644097	100

II. Voted against the resolution

Postal Ballot Voting	Number of members who voted	Number of Votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic(e-voting)	1	200	0
Total	1	200	0

III. Invalid Votes

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of Votes cast by them
Physical	0	0
Electronic(e-voting)	1	673719
Total	1	673719

1.2 There is no proposed special resolution to be passed through postal ballot.

5. MEANS OF COMMUNICATIONS

a. Quarterly Results

Quarterly Results of the Company is being submitted to Stock exchanges where the shares of the Company is listed i.e National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) within prescribed time limit as per Listing Agreement read with SEBI (LODR) Regulations, 2015 in every quarter after conclusion of board meeting wherein the results are approved. Thereafter the results is published in Newspaper as per Listing Agreement read with SEBI (LODR) Regulations, 2015. Results are also uploaded in the website of the Company (www.kamdhenulimited.com.).

b. Newspaper wherein results normally published

The financial results are normally published in following newspapers.

Financial Express- National Daily (All India Editions)

Jansatta – Hindi Daily (Delhi Edition only)

c. Websites where results are displayed

www.nseindia.com

www.bseindia.com

www.kamdhenulimited.com

d. Company is also giving the Press release on Financial results.

e. No presentations made to institutional investors or to the analysts.

6. GENERAL SHARE HOLDER INFORMATION

a) 22nd Annual General Meeting

Date and Time	:	27th September, 2016 at 10.00 A.M
Venue	:	Khasra No. 841/1 (2-8) & 847 (2-16), Behind Rajasthan Petrol Pump, Village Rajokari, Vasant Vihar, New Delhi- 110039.

Financial Calendar 2015-16:

Event	On or before
Financial Results for the 1st Quarter ended 30th June, 2016	14.08.2016
Financial Results for the 2nd Quarter ended 30th September, 2016	14.11.2016
Financial Results for the 3rd Quarter ended 31st December, 2016	14.02.2017
Audited Financial Results for the financial year ended 31st March, 2017	30.05.2017

b) Financial Year

Financial year of the Company starts on 1st April and ends on 31st March of the following year.

c) Dividend

Board of directors of the Company in their meeting held on 27th May, 2016 has recommended a dividend of Re.0.70 per equity share of face value of Rs.10/- fully paid-up each subject to approval of the same in the ensuing Annual General Meeting to be held on 27th September, 2016. If the dividend is declared, shall be paid on or before 27th October, 2016.

d) Book Closure Period : From 21st September, 2016 to 27th September, 2016 (both days inclusive)

e) Listing on Stock Exchanges

The shares of the Company are listed on the BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). The annual listing fees for the financial year 2016-17 have been paid to these Stock Exchanges within due dates.

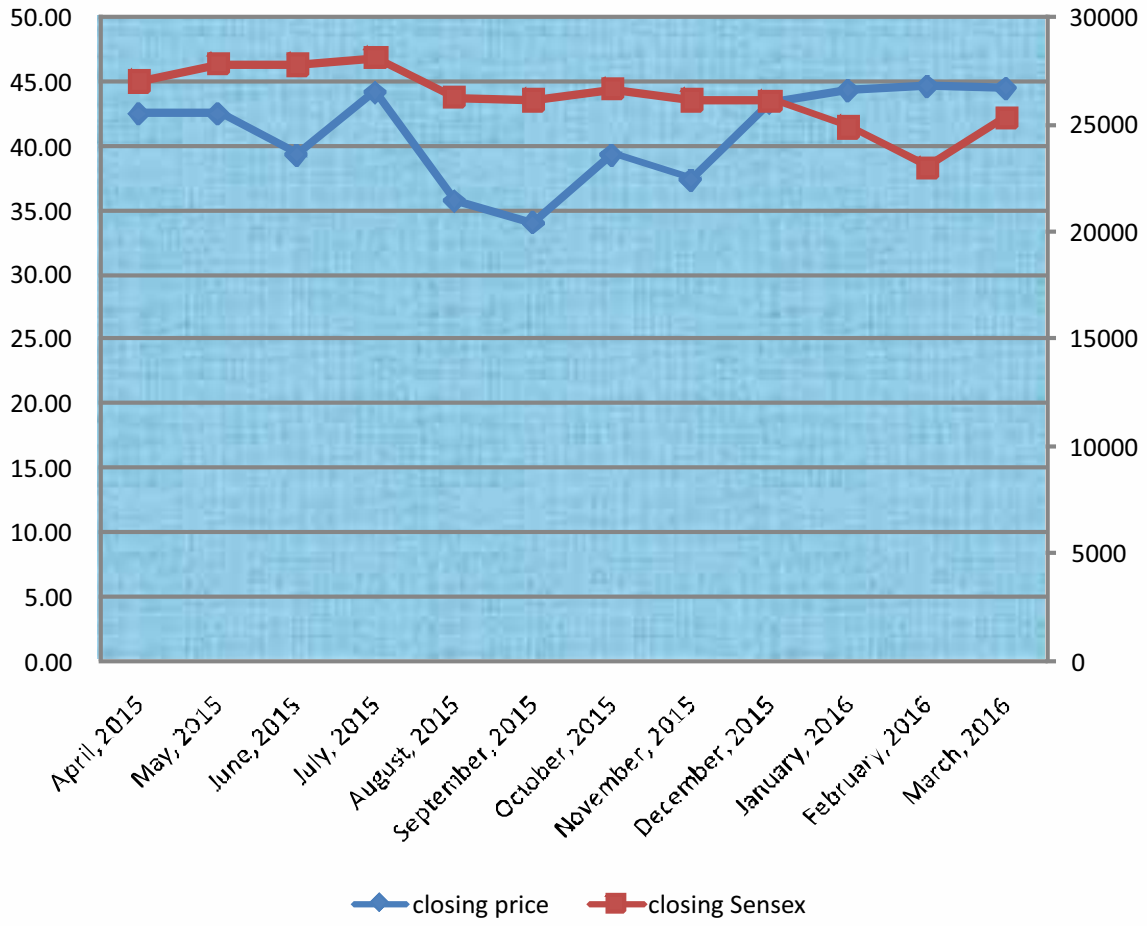
f) Stock Code

BSE Limited	:	532741
National Stock Exchange of India Limited	:	KAMDHENU

g) Stock Market Price data

The monthly high and low quotations of shares traded on the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, during the period under review are as follows:

Month	BSE				NSE			
	High (Rs.)	Low (Rs.)	Closing	Volume (No)	High (Rs.)	Low (Rs.)	Closing	Volume (No)
April, 15	49.65	39.40	42.50	113767	49.70	40.50	42.20	256287
May, 15	50.05	40.00	42.50	257314	51.00	39.25	42.00	298200
June, 15	44.00	36.50	39.30	121846	44.00	37.00	38.95	87003
July, 15	48.80	38.55	44.15	206666	49.50	38.30	43.80	545793
August, 15	48.45	33.00	35.75	122753	48.70	31.40	36.05	563589
September, 15	37.00	32.60	34.00	73264	37.95	32.20	34.50	80683
October, 15	43.00	34.10	39.30	114672	42.95	34.40	40.00	173824
November, 15	42.00	37.00	37.35	49042	43.30	36.65	37.25	107370
December, 15	48.05	37.05	43.30	174915	47.90	36.60	43.25	427580
January, 16	49.30	36.00	44.35	378503	48.90	35.75	43.95	735219
February, 16	62.00	41.00	44.65	580730	61.30	41.50	44.80	1469929
March, 16	50.70	43.10	44.50	164187	50.95	44.00	44.90	267631



[Source: www.bseindia.com, www.nseindia.com]
(Based on month ended closing price of Company on BSE and month ended BSE Sensex)

h) Securities of the Company has not been suspended from trading during the year under review.

i) Registrar and Share Transfer Agents

M/s Karvy Computershare (P) Limited is the Registrar and Share Transfer Agent of the Company in respect of shares held in physical and de-mat form. The Members are requested to correspond to the Company's Registrars & Share Transfer Agent - M/s Karvy Computershare (P) Limited quoting their Folio Number, Client ID and DP ID at the following address:

M/s Karvy Computershare (P) Limited
Karvy Selenium Tower B | Plot number 31 & 32 | Financial District |Nanakramguda
Serilingampally Mandal | Hyderabad - 500032 | India
P : +91 040 6716 1518| M : +91 9866515032
E-mail: mailmanager@karvy.com, suresh.d@karvy.com
www.karvycomputershare.com

j) Compliance Officer Details

Mr.Jogeswar Mohanty (Company Secretary & Compliance Officer)

Corporate Office:

2nd Floor, Tower-A, Building No. 9,
DLF Cyber City, Phase-III,
Gurgaon - 122 002 (Haryana),
Telephone: 0124-4604500 (30 Lines)
Fax: 0124-4218524
Email: kamdhenu@kamdhenulimited.com
jmohanty@kamdhenulimited.com
Website : www.kamdhenulimited.com

Registered Office:

L-311, Khasra No. 724, Street No. 7,
Mahipalpur Extention,
New Delhi-110037
Telephone: 011 - 65493417
Fax: 011 - 26784596

k) Share Transfer System

The Company has a Share Transfer Committee, a sub-committee of Stakeholders Relationship Committee to look into various issues relating to the investors including share transfers/transmissions, duplicate share certificates, splitting, consolidation of share certificates, dematerialization of shares etc. This Share Transfer Committee of the Board of Directors of the Company meets as and when requests received from the RTA to give effect to the share transfers/transmissions, duplicate share certificates, splitting, consolidation of share certificates, dematerialization of shares.

M/s Karvy Computershare (P) Limited (RTA) process the share transfers / transmission, splitting, consolidation of share certificates in physical form and the same are approved by the Share Transfer Committee. Transfer of shares in physical form are registered and dispatched within 1 month of their receipt, subject to documents being valid and complete in all respects. The Board is regularly updated on the matters transacted at the Share Transfer Committee meetings.

l) Distribution of Shareholding as at 31st March, 2016

Category (Shares)	No. of Cases	Percentage to cases	No of Shares	Percentage to Shares
1 – 5000	7892	85.17	1281676	5.48
5001 - 10000	721	7.78	605633	2.59
10001 - 20000	316	3.41	500697	2.14
20001 - 30000	104	1.12	266970	1.14
30001 - 40000	50	0.54	182454	0.78
40001 - 50000	40	0.43	191305	0.82
50001 - 100000	57	0.62	440128	1.88
100000 and Above	86	0.93	19931137	85.18
Total	9266	100.00	23400000	100.00

m) Shareholding Pattern as at 31st March, 2016

Category	No of Shares	% of Paid up Capital
PROMOTORS AND PROMOTERS GROUP		
KAMDHENU OVERSEAS LIMITED	3050000	13.03
KAMDHENU PAINT INDUSTRIES LIMITED	1521801	6.50
KAMDHENU CONCAST LIMITED	1428510	6.10
KAMDHENU INFRADEVELOPERS LIMITED	614900	2.63
KAMDHENU NUTRIENTS PRIVATE LIMITED	600000	2.56
KAY2 STEEL LIMITED	588934	2.52
SUNIL KUMAR	300280	1.28
AYUSH AGARWAL	50000	0.21
SATISH KUMAR AGARWAL	365900	1.56
PRIYANKA AGARWAL	244129	1.04
SUNIL KUMAR AGARWAL	1295292	5.54
SARITA AGARWAL	1354450	5.79
SHAFALI AGRAWAL	763842	3.26
SACHIN AGARWAL	673719	2.88
SATISH KUMAR AGARWAL	1281842	5.48
SAURABH AGARWAL	576500	2.46
RADHA AGARWAL	541877	2.32
SHIVANI AGARWAL	255235	1.09
AYUSH AGARWAL	90600	0.39
SHATUL AGARWAL	337700	1.44
ISHITA AGARWAL	210716	0.90
SOMYA AGARWAL	144660	0.62
TOTAL PROMOTERS SHAREHOLDINGS	**16290887**	**69.62**
Mutual Funds	0	0
Banks/Financial Institutions	0	0
FII's	700	0
Private Corporate Bodies	890704	3.81
Indian Public	6126410	26.18
NRI's	69073	0.30
Clearing members	22226	0.09
Total	23400000	100

n) De-materialization of Shares & liquidity

Equity shares of your company are in compulsory de-mat settlement mode and can be traded only in de-mat form. Except 7143 (0.03%) equity shares out of total issued capital of the Company, all the shares of the Company are in de-mat form.

International Securities Identification Number (ISIN) allotted to the Company by NSDL and CDSL is **INE 390H01012.**

o) Outstanding GDRs/ADRs/Warrants/Options/FCCBs

There is no outstanding security as on 31st March, 2016

p) Commodity price risk or foreign exchange risk and hedging activities. N.A

q) Plant locations

Steel Division

A-1114, RIICO Industrial Area, Phase-III, Bhiwadi (Rajasthan), Phone: 01493-520401-430 Fax:01493-520428

Paint Division

E-538-539 A, Industrial Area, Chopanki, Distt. Alwar (Rajasthan), Phone: 01493-306801-820 Fax:01493-306810

r) Address for Correspondence

Kamdhenu Limited, 2nd Floor, Tower A, Building No. 9, DLF Cyber City, Phase-III, Gurgaon-122002 (Haryana) Phone:0124-4604500 (30 Lines) Fax: 0124-4218524,

Email: kamdhenu@kamdhenulimited.com

s) Unclaimed / Unpaid Dividend

Members, who have not received / encashed their dividend for the financial year 2011-12 and 2014-15 may approach the R & T Agent and or the Company for payment of such unpaid dividend.

t) Nomination facility

In terms of section 72 of the Companies Act, 2013, shareholders holding shares in demat and physical form may in their own interest register their nomination with the DP and R&T Agent, respectively.

7. DISCLOSURES

a) Related Party Transaction

The Company has not entered into any materially significant transactions with the related parties viz. Promoters, Directors or the Management, their relatives that may have potential conflicts with the interest of the company at large. Transactions with related parties as per AS – 18 have been disclosed in the notes forming part of Financial Statements. In terms of Listing Regulations, the Company has formulated a policy on materiality on related party transaction and also on dealing with the related party transactions which is disclosed on the company's website www.kamdhenulimited.com.

b) Details of Non Compliance

There had not been any non-compliance, and no penalties or strictures imposed on the Company by the Stock Exchanges, SEBI or any statutory authority, on any matter relating to the capital markets during the last three years.

c) Compliance of Corporate Governance

The Company has fully complied with the Mandatory Requirements of Clause 49 of the Listing Agreement and SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015.

d) Vigil mechanism

Your Company has established a mechanism called 'Vigil Mechanism' for directors and employees to report to the appropriate authorities of unethical behavior, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy and provides safeguards against victimization of employees who avail the mechanism. The policy permits all the directors and employees to report their concerns directly to the Ethics Counselor/Chairman of the Audit Committee of the Company. The policy with the name and address of the Chairman of the Audit Committee has been communicated to the employees by uploading the same on the website of the Company. The employees can directly contact the Chairman of the Audit Committee on the address as mentioned in the `Vigil Mechanism Policy' uploaded at the website of the Company. No person is denied access to approach the audit committee.

e) Material Subsidiaries

The Company has no Material Subsidiaries.

f) Commodity Price Risk and Commodity Hedging

The Company is not dealing in Commodity trading and hedging.

g) Accounting Treatment

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards notified under Section 133 of the Companies Act, 2013. The financial statements have been prepared on accrual basis. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

h) Proceeds from public issues, right issues, preferential issues etc.

The Company did not have any of the above issues during the year under review.

i) Secretarial Audit Report

The Annual Secretarial Audit Report from the Company Secretary in practice for compliance with Section 204(1) of the Companies Act, 2013, Listing Regulations, SEBI Regulations on Takeover, Insider Trading and Depositories & Participants is annexed as part of the Annual Report.

j) Management Discussion and Analysis Report

The Management Discussion and Analysis Report have been included separately in the Annual Report to the Shareholders.

k) Shareholders

i. The quarterly results and Shareholding Patterns have been put on the Company's website www.kamdhenulimited.com under the investor zone Section.

ii. The Company will send Annual Report through email to those Shareholders who have registered their email ids with Depositary Participant and physical Annual Report will be sent by post to other shareholders.

8. CEO AND CFO CERTIFICATION

The Chairman & Managing Director and CFO of the Company have given quarterly/annual certification on financial reporting and internal controls to the Board in terms of Clause 41 and 49 II((E)(2) of the Listing Agreement read with SEBI(LODR) Regulations, 2015.

The certificate required under Regulation 17(8) of the Listing Regulations 2015, duly signed by the Chairman & Managing Director and CFO, was placed before the Board, forms part of the Annual report.

9. COMPLIANCE ON CORPORATE GOVERNANCE

The quarterly compliance report has been submitted to the Stock Exchanges where the Company's equity shares are listed in the requisite format duly signed by the Compliance Officer. Pursuant, SEBI (LODR) Regulations, 2015, Certificate from Practicing Company Secretary on in compliance of conditions of Corporate Governance forms part of the Annual Report.

10. CODE OF CONDUCT

As per the requirement of the Listing Agreement, Company has formulated Code of Conduct for the Board members and senior management personnel of the Company so that the Company's business is conducted in an efficient and transparent manner without having any conflict of personal interests with the interests of the Company. All Board members and senior management personnel have affirmed compliance with the Code of Conduct.

Declaration by the Chairman & Managing Director

It is hereby declared that the Company has obtained from each individual member of the Board of Directors and the Senior Management confirming that none of them has violated the conditions of the said Code of Conduct.

11. DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/UNCLAIMED SUSPENSE ACCOUNT

There are no shares in the Demat suspense account or unclaimed suspense account. Hence the disclosures required to be made in Annual Report 2015-16 as per clause (F) (1) (a) to (e) of Schedule V of SEBI(LODR) Regulations, 2015 are not applicable.

12. DISCRETIONARY REQUIREMENTS UNDER REGULATION 27(1) OF THE SEBI (LODR) REGULATIONS, 2015

The Company has not disclosed and adopted the discretionary requirements as specified in Part-E of Schedule II under SEBI(LODR) Regulations, 2015.

13. COMPLIANCE WITH THE MANDATORY REQUIREMENTS AS SPECIFIED IN REGULATIONS 17 TO 27 AND CLAUSES (B) TO (I) OF SUB-REGULATION (2) OF REGULATION 46 OF THE LISTING REGULATIONS

The Board of Directors periodically review the compliance of all applicable laws. The Company has complied with all the mandatory requirements of the Code of Corporate Governance as stipulated under the Listing Regulations.

BY ORDER OF THE BOARD OF DIRECTORS

Dated : 27.05.2016
Place : New Delhi

(Satish Kumar Agarwal)
Chairman & Managing Director
DIN - 00005981

(Sunil Kumar Agarwal)
Whole Time Director
DIN - 00005973

Declaration

I hereby confirm that Company has received from all members of the Board and Senior Management, for the financial year ended March 31, 2016, a confirmation that they are in compliance with the Company's Code of Conduct.

For Kamdhenu Limited,

(Satish Kumar Agarwal)
Chairman & Managing Director
DIN: 00005981

CERTIFICATE

We, Satish Kumar Agarwal, Chairman & Managing Director and Harish Kumar Agarwal, Chief Financial Officer of Kamdhenu Limited, to the best of our knowledge and belief hereby certify that:

(a) We have reviewed financial statements and the cash flow statement for the year ended March 31, 2016 and that to the best of our knowledge and belief :

(i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

(c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) We have indicated to the Auditors and the Audit Committee:

(i) significant changes in internal control over financial reporting during the year;

(ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

(iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

(Satish Kumar Agarwal)
Chairman & Managing Director
DIN - 00005981

(Harish Kumar Agarwal)
Chief Financial Officer
PAN:ABQPA6821J

Date: 27.05.2016
Place: New Delhi

Compliance Certificate On Conditions Of Corporate Governance

Kamdhenu Limited
(Formerly known as Kamdhenu Ispat Limited)
L-311,Khasra No.724
Street No.7, Mahipalpur Extention
New Delhi-110037

We have examined all relevant records of Kamdhenu Limited, Formerly known as "Kamdhenu Ispat Limited", (the Company) for the purpose of certifying of the conditions of the Corporate Governance under Clause 49 of the Listing Agreement with Stock Exchanges and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 01.12.2015 for the financial year ended 31st March 2016. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of Clause 49 of the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 01.12.2015.

For Chandrasekaran Associates
Company Secretaries

Rupesh Agarwal
Partner
(Membership No. ACS 16302, CP 5673)

Date: 27.05.2016
Place: New Delhi

Secretarial Audit Report

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

The Members,
Kamdhenu Limited
(Formerly known as Kamdhenu Ispat Limited)
L-311,Khasra No.724
Street No.7, Mahipalpur Extention
New Delhi-110037

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate governance practices by Kamdhenu Limited, Formerly known as “Kamdhenu Ispat Limited” (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on March 31, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 55A;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Share Based employee Benefits) Regulations, 2014; Not Applicable

(e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; Not Applicable

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client to the extent of securities issued;

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; Not Applicable

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; Not Applicable

(vi) As confirmed and certified by the management, there is no sectoral law specifically applicable to the Company based on the Sectors / Businesses.

We have also examined compliance with the applicable clauses/Regulations of the following:

(I) Secretarial Standards issued by The Institute of Company Secretaries of India and effective from 01.07.2015.

(ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited, BSE Limited / SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective from 01.12.2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes, if any, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no specific events / actions took place having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For Chandrasekaran Associates
Company Secretaries

Rupesh Agarwal
Partner
(Membership No. ACS 16302, CP 5673)

Date: 27.05.2016
Place: New Delhi

Note: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

Annexure-A

The Members,
Kamdhenu Limited
(Formerly known as Kamdhenu Ispat Limited)
L-311,Khasra No.724
Street No.7, Mahipalpur Extention
New Delhi-110037

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For Chandrasekaran Associates
Company Secretaries

Rupesh Agarwal
Partner
(Membership No. ACS 16302, CP 5673)

Date: 27.05.2016
Place: New Delhi

Management Discussion & Analysis

COMPANY IN BRIEF

Kamdhenu Limited (Formerly known as Kamdhenu Ispat Limited) is a well established flagship company operating in the business of steel manufacturing since 1995. In order to bring more transparency and dynamism to the operations of the company, Kamdhenu Limited ventured into Franchisee Business Model. This step has been taken to involve more and more regional steel units spread in the vast stretch of the country by encouraging their participation and support in technology transfer / upgradation of their facilities for better productivity levels. Interested parties will find all the important information here to tie-up with us in our innovative Franchisee Business Model. The Stockyard Model is also a refined form of the same concept, which is another step forward for enabling de-centralization of company's operations towards movement of stocks. Kamdhenu also forayed into decorative paints business in 2008. The complete information about Kamdhenu Paints is available on separate website www.kamdhenupaints.com. Kamdhenu being TMT expert, in 2013, launched KAMDHENU SS 10000 TMT Bar which is a premium product with double rib, double strength and double safety suitable for highly seismic zone. The product profiles are also elaborated at length for better insight on the technical details and highlight the Quality benchmarking process undertaken by Kamdhenu Group to meet the International Standards.

Kamdhenu's market strategy is to provide one stop construction solution by offering diverse range of products and service offerings, and continue expanding geographic presence throughout India. Company is commanding a superior brand value having steel and paints products of international quality at competitive prices. Kamdhenu TMT Bar is largest TMT selling brand in India. Company is also rapidly growing in decorative paints sector and competing with established players in the market.

ECONOMIC SCENARIO

India has emerged as the fastest growing major economy in the world as per the Central Statistics Organisation (CSO) and International Monetary Fund (IMF). According to the Economic Survey 2015-16, the Indian economy will continue to grow more than 7 per cent in 2016-17. The improvement in India's economic fundamentals has accelerated in the year 2015 with the combined impact of strong government reforms, RBI's inflation focus supported by benign global commodity prices.

India was ranked the highest globally in terms of consumer confidence during October-December quarter of 2015, continuing its earlier trend of being ranked the highest during first three quarters of 2015, as per the global consumer confidence index created by Nielsen.

MARKET SIZE

According to IMF World Economic Outlook Update (January 2016), Indian economy is expected to grow at 7.00-7.75 per cent during FY 2016-17, despite the uncertainties in the global market. The Economic Survey 2015-16 had forecasted that the Indian economy will growing by more than seven per cent for the third successive year 2016-17 and can start growing at eight per cent or more in next two years. Foreign direct investment (FDI) in India have increased by 29 per cent during October 2014-December 2015 period post the launch of Make in India campaign, compared to the 15-month period before the launch.

The steps taken by the government in recent times have shown positive results as India's gross domestic product (GDP) at factor cost at constant (2011-12) prices 2015-16 is Rs 113.5 trillion (US$ 1.668 trillion), as against Rs 105.5 trillion (US$ 1.55 trillion) in 2014-15, registering a growth rate of 7.6 per cent. The economic activities which witnessed significant growth were 'financing, insurance, real estate and business services' at 11.5 per cent and 'trade, hotels, transport, communication services' at 10.7 per cent.

With the improvement in the economic scenario, there have been various investments leading to increased M&A activity. India has emerged as one of the strongest performers with respect to deals across the world in terms of Mergers and Acquisitions (M&A). The total transaction value of M&A involving Indian companies stood at US$ 26.3 billion with 930 deals in 2015 as against US$ 29.4 billion involving 870 deals in 2014. Total private equity (PE) investments in India for 2015 reached a record high of US$ 19.5 billion through 159 deals, according to the PwC MoneyTree India report.

GOVERNMENT INITIATIVES

Numerous foreign companies are setting up their facilities in India on account of various government initiatives like Make in India and Digital India. Government of India has launched the Make in India initiative with an aim to boost the manufacturing sector of Indian economy. This initiative is expected to increase the purchasing power of an average Indian consumer, which would further boost demand, and hence spur development, in addition to benefiting investors. Besides, the Government has also come up with Digital India initiative, which focuses on three core components: creation of digital infrastructure, delivering services digitally and to increase the digital literacy. Currently, the manufacturing sector in India contributes over 15 per cent of the GDP. The Government of India, under the Make in India initiative, is trying to give boost to the contribution made by the manufacturing sector and aims to take it up to 25 per cent of the GDP.

(Source: http://www.ibef.org)

A. INDUSTRY STRUCTURE, DEVELOPMENTS AND OUTLOOK

Business Segments of the Company: The Company generates its revenue from three segments, namely Steel, Paints and Power (wind mills).

STEEL SEGMENT

INDUSTRY STRUCTURE AND OUTLOOK

India is the world's third-largest producer of crude steel (up from eighth in 2003) and is expected to become the second-largest producer by 2016. The growth in the Indian steel sector has been driven by domestic availability of raw materials such as iron ore and cost-effective labour. Consequently, the steel sector has been a major contributor to India's manufacturing output. The Indian steel industry is very modern with state-of-the-art steel mills. It has always strived for continuous modernization and up-gradation of older plants and higher energy efficiency levels.

India's crude steel capacity reached 109.85 Million Tonnes (MT) in 2014-15, a growth of 7.4 per cent. Production of crude steel grew by 8.9 per cent to 88. 98 MT. Total finished steel production for sale increased by 5.1 per cent to 92.16 MT. Consumption of total finished steel increased 3.9 per cent to 76.99 MT. India produced 7.34 MT of steel in the month of September 2015, which was nearly equal to the country's steel production in September 2014.

The steel sector in India contributes nearly two per cent of the country's gross domestic product (GDP) and employs over 600,000 people. The per capita consumption of total finished steel in the country has risen from 51 Kg in 2009-10 to about 59 Kg in 2014-15. India's steel consumption for FY 2015-16 is estimated to increase by 7 per cent, higher than 2 per cent growth last year, due to improving economic activity, as per E&Y's 'Global Steel 2015-16' report.

India is expected to become the world's second largest producer of crude steel in the next 10 years, moving up from the third position, as its capacity is projected to increase to about 300 MT by 2025. Huge scope for growth is offered by India's comparatively low per capita steel consumption and the expected rise in consumption due to increased infrastructure construction and the thriving automobile and railways sectors. (See more at: http://www.ibef.org)

PAINTS SEGMENT

INDUSTRY STRUCTURE AND OUTLOOK

The paint industry can easily grow at 12-13% annually over the next few years from its current size of Rs 350 bn. The per capita paint consumption in India which is a little over 4 kgs is still very low as compared to the developed western nations. Therefore, as the country develops and modernizes, the per capita paint consumption is bound to increase. The un-organised sector controls around 35% of the paint market, with the organised sector accounting for the balance. In the un-organised segment, there are about 2,000 units having small and medium sized paint manufacturing plants. Demand for paints comes from two broad categories.

DECORATIVES

Major segments in decorative include exterior wall paints, interior wall paints, wood finishes and enamel and ancillary products such as primers, putties etc. Decorative paints account for over 70% of the overall paint market in India. Demand for decorative paints arises from household painting, architectural and other display purposes. Demand in the festive season (September-December) is significant, as compared to other periods. This segment is price sensitive and is a higher margin business.

INDUSTRIAL

Three main segments of the industrial sector include automotive coatings, powder coatings and protective coatings. User industries for industrial paints include automobiles engineering and consumer durables. The industrial paints segment is far more technology intensive than the decorative segment.

The paints sector is raw material intensive, with over 300 raw materials (50% petro-based derivatives) involved in the manufacturing process. Since most of the raw materials are petroleum based, the industry benefits from softening crude prices. FY15-16 had its share of both excitement as well as challenges. However, it has now dawned that although many macroeconomic indicators are on the mend, it will take time for the growth potential of the economy to be fully realized. On the positive side, softening of international crude and commodity rates has eased the mounting cost pressures on the industry to some extent. And while operating margins haven't improved much, they can certainly expand in the forthcoming quarters should things continue to remain the same.

The market for paints in India is expected to grow at 1.5 times to 2 times GDP in the next five years. With GDP growth expected to be between 6-7% levels.

POWER SEGMENT

INDUSTRY STRUCTURE AND OUTLOOK

In 2015, India announced plans to increase its renewable energy output to 175 GW by the year 2022, with 60 GW coming from wind power alone. This is a “very ambitious target” set by a government eager to overcome an antiquated electricity system in dramatic need of reform, adding that its success will rely heavily on “a lot of investment in its dysfunctional market structure.”

Many of the issues facing India are parallel to those facing the United States, where the federal government has some say, but actual implementation of energy policy is governed by the individual states. The total installed capacity of renewable power projects as on December, 2015 aggregates to 38,096.49 MW (excluding 41.27 GW of large hydro projects) against the total potential capacity of 249.19 GW.

India has wind potential of around 102.77 GW out of which the total installed capacity as on December, 2015 was 24,677.72 MW with an untapped potential of about 77%. India chalked up a respectable 2,623 MW. A major part of capacity addition and exploitation of wind potential in the future is expected from private sector projects. India aims to 2,400 MW additional wind power to the electricity network in the country until the end of March 2016. The country aims to increase installed renewable energy capacity to 175 GW in 2022 and to 100 GW provide from solar energy, 60 GW provide from wind energy.

B. OPPORTUNITIES AND THREATS

STEEL

The steel industry is a significant contributor to the country's Gross National Product (GNP) and total excise duty collections. Thus, the political and economic importance of the steel industry necessitates drastic changes to happen going forward. CRISIL foresees Government and financial institutions playing a leading role towards reviving the sector. The Government's role is envisaged in terms of offering special financial packages, export benefits, duty protections etc. As regards the financial institutions, debt restructuring could be one of the solutions to the industry's problems.

Further, CRISIL is of the opinion that meaningful consolidation is the long term solution to the present distress situation. Consolidation through mergers and acquisitions would improve the balance sheets and also improve operating efficiencies. The operating efficiencies would largely improve on account of economies of scale, reduction of administrative and overhead costs and labour restructuring. The poor financial health of many of the players and the large exposure of financial institutions to the sector has already initiated the process of management change.

Management changes, mergers and acquisitions, which offers good opportunities for efficient players. Under these circumstances efficient players can look out for buying good assets at very competitive prices. The process could clean up the balance sheet of the industry as a whole and the industry would be in a better position to withstand downturns. Further, in the long term the industry prospects are not that gloomy as it appears today, given the expected increase in investments in infrastructure projects in India. Moreover, the expected growth in the housing sector and the increasing urbanisation of rural India also strengthens the industry prospects.

In addition to the strategic opportunities, CRISIL also foresees the scope for improvement in operating efficiencies. The low steel prices have resulted in the lowering of equipment costs, which offers excellent opportunities for modernisation of existing facilities. In addition cost efficiencies can be improved by critically observing each component of the cost structure and identifying the inefficient areas of operations.

Overall, the ability of the Indian steel industry to restructure and strengthen itself in the coming years would critically depend on the Government initiatives and the proactive steps taken by the existing management and financial institutions in the right direction.

Global steel demand over the next decade will mainly depend on the emerging economies. However, economic conditions for the global steel industry remain uncertain and challenging.

The main factors that led to a previously significant increase in demand for steel are new infrastructure developments and the growing needs of the increasing middle class in the developing countries. The construction, automobile, and white goods industries will attract a high demand for steel over the next decade. The construction sector will be the key consumer of steel over the forecast period (2015-2025).

The Company has the opportunity to convert the demand of unbranded steel products into Kamdhenu branded products through the franchisee model of business, consequently enhance the performance of the company.

The high cost of electricity in India may hamper the steel industry's production level.

PAINTS

The Indian paint and coatings industry was riding high on the growth in the Indian automobile industry, new construction in the housing segment and improving infrastructure throughout the country. Thus, there has been a higher growth of emulsion paints for interiors vise-versa distempers. There is increasing use of economy emulsion in place of lower-priced distempers. Similar is the trend for exteriors where emulsion-based coatings are now preferred against conventional cement-based coatings.

In spite of economic slowdown, the Indian paint industry is growing though at a slower rate. It has tremendous potential for growth in the coming years. The decorative segment has outpaced the industrial segment in growth rate but the industrial segment has the greater potential for growth, as and when the automobile industry business improves. The players with aggressive marketing strategies and comprehensive product portfolios will grow at a faster rate. The emerging trends in technology and marketing indicate that the industry is likely to consolidate in the coming years with industry leaders improving their market share.

Consumers are looking forward to new product launches some for application in special areas. Companies are increasing the value-added services available to customers by offering a variety of finishes through specialized and trained applicators, well supported by back end support of specialized service. Moreover, consumers are continuously looking for better products, more and more consumers are switching to marginally higher-priced emulsions where they get more durable and better-looking finishes in a wider range of colours.

Disposable income plays a critical role in the decorative paint market. Thus, increase in people's income will help the industry to grow. Moreover, the rural sector has a major share of the decorative paints segment. Thus, any benefit to the rural sector for improving the dispensable income is directly co related to the growth of the paint industry. Besides, decorative paints are marketing savvy products backed by large advertisement campaigns and dealership networks. Huge investments required in setting up a vast marketing and dealership network, to advertise and develop a brand over a period of time will also help the industry to reach new heights.

The supporting speculations for infrastructure, commercial and industrial consumers are like increased repainting activity, globalisation resulting in mega projects managed by international consultants, Boom in the Indian Housing Sector, increasing urbanisation, Shift from semi-permanent to permanent housing structures.

The Company can take the advantage of Kamdhenu brand in paint business by providing quality products at reasonable price and building brand equity in paint business.

Some of the prominent challenges for Indian paint industry are:

Seasonal Demand: Paint Industry is a seasonal industry. The demand shoots up during the Diwali season or other festive seasons and it will be low in the rainy season. ·

Inventory Management at Dealer Level: The product differentiation is minimal in paint industry. The very close substitutes are readily available. Hence the inventory management at the dealer level is of a prime importance. It is also important for brand visibility and occupying the shelf space.

Distribution Costs: Distribution costs are important for a lower price product like Distemper. The Distemper is a stiff paint and is sold on weight basis. It is called as the "Bread and Butter" of the paint industry as the consumption is highest for this product. Hence, the cost associated with distribution of it is of prime importance.

Shade Offerings: As the shades offered by the paints companies are very high in number, the problem of distribution becomes very significant. The demand for a particular shade may peak up suddenly in a particular region. The inventory management at the distributor and dealer level is of great importance.

Low Per Capita Consumption: As mentioned earlier, the per capita paint consumption in India is in one of the lowest. This shows the lower penetration of the paint industry in the country. The paint companies have to educate the customers that they should go for the repainting of their houses frequently. This is a very unique feature of the industry that the Indian people will go for repainting either for some festival such as Diwali or occasions like Marriage or when the repainting is absolutely unavoidable.

Competition from the Unorganized Players: A critical challenge in the paints industry was the competition from the unorganized players, who were not liable for excise as well as other taxes.

POWER (WIND MILLS)

The earth's surface is made of different types of land and water. These surfaces absorb the sun's heat at different rates, giving rise to the differences in temperature and subsequently to winds. Wind turbines convert the kinetic energy of the moving wind into electricity. Hence flow of wing in the region where wind power project is located works both as opportunities and threats. Electricity production depends on- wind speed, location, season and air temperature. Hence various monitoring systems are needed and may cost expensive.

It is estimated that with the current level of technology, the 'on-shore' potential for utilization of wind energy for electricity generation is of the order of 65,000 MW. India also is blessed with 7517km of coastline and its territorial waters extend up to 12 nautical miles into the sea. The unexploited resource availability has the potential to sustain the growth of wind energy sector in India in the years to come.

Repair and maintenance cost is a very important factor in wind power mill as after installation, this is the main cost incurred in generating electricity. High repair and maintenance cost and breakdown works as threats for wind power mills, where as low cost and availability of turbines in working conditions is beneficial for generation of electricity.

Local support and security of turbine areas also works as opportunities or threats. It effects the cost involved and availability of machines for generation.

FINANCIAL AND OPERATIONAL REVIEW

FINANCIAL HIGHLIGHTS FOR FINANCIAL YEAR 2015-16

Rs. In Lacs

Particulars	2015-16	2014-15
Gross Sales and Operating Revenues	88537.93	101107.94
Net Revenue from Operations	84118.74	96799.32
Operating EBIDTA	3209.61	3030.55
EBIDTA margin (%)	3.81	3.13
EBIT	2679.30	2468.69
Profit After Tax for the year	814.54	802.66
Earnings per Share (in Rs.)	3.48	3.43
Capital Employed	22266.22	21072.31
Return on Capital Employed (ROCE %)	12.03	11.72
Debt Equity Ratio	0.026	0.034

GROSS SALES AND OPERATING REVENUES

The Company has earned gross Sales and Operating Revenues of Rs.885 crores during the financial year 2015-16 registering a decline of 12% compared to last year. Decline in revenues is mainly on account of decrease in the selling price of steel products. Profit after tax increased by 1.5% to Rs.815 Lacs in the financial year 2015-16 compared to Rs.803 Lacs in the financial year 2014-15.

EARNING PER SHARE (EPS)

Earning per share (EPS) for the financial year 2015-16 stood at Rs.3.48 which was 1.46% higher than EPS of Financial year 2014-15 of Rs.3.43. This gives positive indication in the stock market and build confidence of investors.

C. SEGMENTWISE PERFORMANCE

STEEL

The present standing of Kamdhenu Limited is the result of continuous hard work and commitment spanning two decades dedicated to the achievement of its organizational objective. The upper edge of Kamdhenu products lies in the facts that we always give emphasis on quality and innovation.

The Company has established its unique Franchisee Business Model which has proven itself, over a period of time, in sustaining and performing in the market. The Franchisee Business Model has not only made possible the presence of quality products across India but also succeed in organizing the unstructured sector of the market to the satisfaction of customers and its business associates.

The yearly sale under steel division has been declined by 19% as compared to the previous year as the total sales have been declined to Rs.68468 Lacs from Rs.84607 Lacs. Decline in sales is due to fall in market price.

Segment results indicates the Profit (before interest, tax and unallocable items) from steel division increased by 15% as compared to the previous year as it reached to Rs.3286 Lacs during financial year 2015-16 from Rs.2856 Lacs in 2014-15. Increase in the profit from steel division reflects better marketing strategy, brand acceptance, pan india presence and all-round better performance.

Capital employed in steel division as at 31st March, 2016 stood at Rs.11332 Lacs as compared to Rs.11150 Lacs as at 31st March, 2015. There is an increase of 1.63% in capital employed compared to previous year.

PAINTS

Despite cut throat competition from the big players in the market, the yearly turnover of paint division of the Company registered a growth of 22% as compared to the previous year and touched to Rs.20005 Lacs from Rs.16413 Lacs in previous year. The company has been constantly involved in establishing the extensive marketing network, brand promotion, lucrative discount and rebate schemes to further enhance the performance of paints division of the company.

Segment results indicates the Profit (before interest, and unallocable items) from paint division declined by 49% as compared to the previous year reached to Rs.325 Lacs during financial year 2015-16 from Rs.635 Lacs in 2014-15. The decline in the profit from paint division is due to substantial expenditures on sale promotion and advertisement to establish the paints products in the market amid throat cut competition from big players.

Capital employed in paint division as at 31st March, 2016 stood at Rs.10442 Lacs as compared to Rs.9379 Lacs as at 31st March, 2015. There is an increase of 11.33 % in capital employed compared to previous year.

POWER

The Power division of the Company has generated a revenue of Rs.66 Lacs during the financial year under review as against Rs.87 Lacs last year resulting decline by 24%. The decline in revenue is due to continuous break down and local security problem which has now been rectified.

Segment results indicates the Profit (before interest and tax and unallocable items) from power division declined by 23% as compared to the previous year as it reached to Rs.49 Lacs during financial year 2015-16 from Rs.64 Lacs in 2014-15.

D. INTERNAL CONTROL SYSTEM

Legal Business, ethical Business has always been a core component of our principles. To ensure the adequacy and efficiency of the various operations, Kamdhenu Limited has a comprehensive internal control system equipped with qualified and experienced personnel in various departments including Finance, Accounts, Administration, Technical and Corporate affairs.

The entire mechanism is constructed and operated under the vision and guidance of Audit Committee and Board of Directors making the entire process an independent, objective and reasonable mechanism brining the adequacy and effectiveness of the organization's risk management, control and governance processes.

The Internal Control Systems ensures smooth corporate functioning and quality management within the company. Each and every transaction are duly authorized, recorded and reported. Other than that the company has also put in place well defined delegation of power with authority limits for approving revenue as well as capital expenditure. Processes for creating and reviewing the annual and long-term business plans have been laid down. The Internal audit is carried out based on internal audit plan, which is reviewed each year in consultation with the Statutory Auditors and the Audit Committee. The Internal Audit process is designed to review the internal control checks in the system and covers all significant areas of the Company's operations such as Sales, Purchases, Inventory, Debtors, Creditors, Fixed Assets and legal compliances.

There are no materially significant financial and commercial transactions with the related parties conflicting with the interest of the Company during the financial year under review.

E. RISKS AND CONCERNS

Steel industry is highly fragmented and competitive and increased competitive pressure may adversely affect the financial results. Significant increase in prices or shortage of raw material could affect the results of operations and financial conditions of the company. Any disruption in supply chain management may adversely affect the operations of the company. Any variation in the demand of derived industries may adversely affect the demand of the products.

Most of the raw materials i.e. M.S. Ingot/Billets and M.S. Scrap are being procured from local producers which involve logistic issues, economic decision making into ensuring optimum inventory. Rising prices of raw materials, inadequate availability of good quality of coal are other obstacles.

As Steel industry is capital and labour intensive, it involves high power and fuel consumption, so any change in the cost of capital, labour, fuel and power may adversely affect the performance of the Company. Any sub-standard manufacturing with the mala-fide intentions by any franchisee unit may affect the goodwill of the brand.

Any disruption/discontinuance of production by any of the franchisee unit may affect the royalty income and supply of products in that region.

In the Paint industry there may be a shortage of petroleum product in near future. Now there is a shifting of the use of paint towards water base and that is also good for the health of mankind ultimately all have to go towards the low VOC (Volatile Organic Compound) content paint where the cost of the component is higher. People of developed country can afford the price, but in our country cost of the paint is a major factor.

In the Power division Power generation from Wind mills may be affected by the flow of wind and other technical factors & natural calamities.

Any change in the tax regime, financial policies and environmental regulations by Central as well as State Government, political instability at the Central or State level may affect the financial position of the company.

F. HUMAN RESOURCES / INDUSTRIAL RELATIONS

Your Company maintained the momentum during the year implementing Human Resource practices for effective staffing, retention, training and staff development facilitating delivery excellence for our customers. Kamdhenu's people centric focus providing an open work environment fostering continuous improvement and development helped several employees realize their career aspirations during the year. Kamdhenu has continually adopted structures that help attract best external talent and promote internal talent to higher roles and responsibilities.

Kamdhenu Limited recognizes people as the primary source of its competitiveness and continues to focus on people development by leveraging technology and developing a continuously learning human resource base to unleash their potential and fulfill their aspirations therefore the industrial relations climate in Kamdhenu Limited remained harmonious and peaceful during the year. The Company has been taking initiatives for harnessing the inherent strengths of its employees and for continuous improvement in work culture and operating & maintenance practices. Presently your company employs 655 employees.

G. DISCLOSURE OF ACCOUNTING TREATMENT

In the preparation of financial statements, no accounting treatment different from that prescribed in the Accounting Standard has been followed.

F. CAUTIONARY STATEMENT

Statement in the Directors' Report and Management Discussion and Analysis describing the Company's objectives, projections, estimates and expectations may be 'forward-looking statements' within the meaning, if applicable, of securities laws and regulations.

Although we believe our expectations are based on reasonable assumptions, these forward looking statements may be influenced by numerous risks and uncertainties that could cause actual outcomes and results to be materially different from those expressed or implied. Important factors that could influence the company's operations include economic developments within the country, demand and supply conditions in the industry, input prices, changes in government regulations, tax laws and other factors such as litigation and industrial relations.

The company assumes no responsibility in respect of the forward looking statements herein which may undergo changes in future on the basis of subsequent development, information or events and holds no obligation to update these in the future.

BY ORDER OF THE BOARD OF DIRECTORS

Dated : 27.05.2016
Place : New Delhi

(Satish Kumar Agarwal)
Chairman & Managing Director
DIN - 00005981

(Sunil Kumar Agarwal)
Whole Time Director
DIN - 00005973

Independent Auditors' Report

To the Members of Kamdhenu Limited
(Formerly known as Kamdhenu Ispat Limited)

Report on the Financial Statements

We have audited the accompanying financial statements of Kamdhenu Limited ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities, selection and application of appropriate accounting policies, making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the **"Annexure I"**, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

   (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

   (e) On the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in **"Annexure II"**; and

   (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 28 to the financial statements.

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For S. SINGHAL & CO.
Chartered Accountants
Firm Registration No.: 001526C

(R. K. Gupta)
Partner
Membership No.: 073846

Place: New Delhi
Date: 27th May, 2016

Annexure I to Independent Auditors' Report

(Referred to in Paragraph 1 under the heading of Report on other Legal & Regulatory Requirement in our report of even date)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that

i. a. The Company has maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.

b. The fixed assets have been physically verified by the management at the reasonable intervals, which in our opinion, is considered reasonable having regard to the size of the company and the nature of its assets. No material discrepancies were noticed on such verification.

c. According to the information and explanation given to us and on the basis of an examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

ii. Physical verification of inventory has been conducted at reasonable intervals by the management and discrepancies noticed which were not material in nature have been properly dealt with in the books of accounts.

iii. According to the information and explanation given to us the Company has not granted any loans secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.

iv. According to the information and explanation given to us the Company has not granted any loans/ investments/ guarantees, and security where in the provisions of section 185 and 186 of the Companies Act, 2013 are applicable.

v. The Company has not accepted deposits from public within the meaning of provisions of Section 73 to 76 or any other relevant provisions of the Companies Act, 2013 and rules framed there under.

vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Rules made by the Central Government for the maintenance of Cost Records under section 148 of the Act, and are of opinion that prima facie, the prescribed accounts and records have been made and maintained, however, we have not made the detailed examination of such cost records.

vii. (a) On the basis of our examination of the records of the Company, provident fund, employees' state insurance, income tax, sales tax, service tax, value added tax, duty of customs, duty of excise, cess and other applicable undisputed statutory dues have generally been deposited regularly with the appropriate authorities except delays in few cases and there are no arrears of outstanding statutory dues as at the last day of the financial year concerned, for a period of more than six months from the date they became payable.

(b) The disputed statutory dues aggregating to Rs. 1450.67 Lacs (Gross demand of Rs. 1695.33 Lacs less deposited their against of Rs. 244.66 Lacs) have not been deposited on account of disputed matters pending before appropriate authorities as per details given below:

Name of the Statutes	Nature of Dues	Financial Year to which the matter pertains	Forum where Dispute is pending	Amount (Rs. in Lacs)
Income Tax Act	Income Tax Matters	2003-04, 2010-11, 2011-12 & 2012-13	C I T (Appeals), Alwar	12.83
Central Excise Act & Finance Act	Central Excise Duty	1998-99, 2005-06, 2006-07, 2007-08, 2008-09, 2009-10, 2010-11, 2011-12 & 2012-13	High Court of Rajasthan, CESTAT, New Delhi, Allahabad & Mumbai, Commissioner(Appeals) of Central Excise, Jaipur & Raipur	1555.64
	Service tax	2008-09	CESTAT, New Delhi	126.86

viii. The Company has not defaulted in repayment of dues to banks or financial institutions. The Company has not issued any debentures.

ix. According to the information and explanation given to us & records examined by us the term loans taken during the year have been applied for the purpose for which they were obtained. The Company has not raised money by way of initial public offer or further public offer (including debt instruments) during the year.

x. According to the information and explanation given to us, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the course of our audit.

xi. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Company Act.

xii. The Company is not a Nidhi Company as prescribed under Section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable.

xiii. According to the information and explanation given to us transactions with the related parties are in compliance with Section 177 and 188 of Act, wherever applicable and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.

xiv. According to the information and explanation given to us the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

xv. According to the information and explanation given to us the Company has not entered into non-cash transactions with directors or persons connected with them. Accordingly, paragraph 3(xv) of the Order is not applicable.

xvi. The Company is not required to be registered under section 45- IA of the Reserve Bank of India Act, 1934.

For S. SINGHAL & CO.
Chartered Accountants
Firm Registration No.: 001526C

(R. K. Gupta)
Partner
Membership No.: 073846

Place: New Delhi
Date: 27th May, 2016

Annexure II to Independent Auditors' Report

(Referred to in our report of even date)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Kamdhenu Limited ("the Company") as at 31st March 2016 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that:

(a) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

(b) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and directors of the company; and

(c) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016 based on the internal financial controls over financial reporting criteria established by the company considering the essential component of internal controls as stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For S. SINGHAL & CO.
Chartered Accountants
Firm Registration No.: 001526C

(R. K. Gupta)
Partner
Membership No.: 073846

Place: New Delhi
Date: 27th May, 2016

BALANCE SHEET AS AT 31ST MARCH, 2016

(Amount in ₹)

	NOTE No.	As at 31st March,2016	As at 31st March,2015
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	234,000,000	234,000,000
(b) Reserves & Surplus	2	822,809,749	761,070,143
		1,056,809,749	**995,070,143**
(2) Non-Current Liabilities			
(a) Long Term Borrowings	3	7,253,770	18,353,227
(b) Deferred Tax liabilities (Net)	4	41,630,838	44,011,150
(c) Other Long Term liabilities	5	92,033,780	123,575,514
(d) Long Term Provisions	6	17,884,756	14,159,957
		158,803,144	**200,099,848**
(3) Current Liabilities			
(a) Short Term Borrowings	7	1,050,790,802	954,539,675
(b) Trade Payables	8		
- total outstanding dues of micro enterprises and small enterprises		478,993	-
- total outstanding dues of creditors other than micro enterprises and small enterprises		548,527,215	571,773,902
(c) Other Current liabilities	9	115,747,596	91,146,387
(d) Short Term Provisions	10	28,738,189	21,307,396
		1,744,282,796	**1,638,767,359**
TOTAL		**2,959,895,689**	**2,833,937,350**
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		468,433,744	476,452,301
(ii) Tangible Capital Work-in-progress		-	664,625
		468,433,744	477,116,926
(b) Non-Current Investments	12	34,217,690	34,217,690
(c) Long Term Loans & Advances	13	51,189,456	60,010,016
(d) Other non-current Assets	14	12,169,854	21,945,463
		566,010,744	**593,290,095**
(2) Current Assets			
(a) Inventories	15	709,082,412	648,597,468
(b) Trade Receivables	16	1,435,241,721	1,344,314,024
(c) Cash & Bank Balance	17	101,713,508	100,753,762
(d) Short Term Loans & Advances	18	144,906,942	131,904,788
(e) Other Current Assets	19	2,940,361	15,077,213
		2,393,884,944	**2,240,647,254**
TOTAL		**2,959,895,689**	**2,833,937,350**

Statement of Significant Accounting Policies
The accompanying notes form an integral part of the financial statements.

In terms of our report of even date attached

For **S.SINGHAL & CO.**
Chartered Accountants
Firm Registration No.- 001526C

(R.K.Gupta)
Partner
Membership No.- 073846

Dated : 27.05.2016
Place : New Delhi

For and on behalf of board of directors

(Satish Kumar Agarwal)
Chairman & Managing Director
DIN - 00005981

(Sunil Kumar Agarwal)
Whole Time Director
DIN - 00005973

(Harish Kumar Agarwal)
Chief Financial Officer
PAN - ABQPA6821J

(Jogeswar Mohanty)
Company Secretary
M.No. ACS23247

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

(Amount in ₹)

	NOTE No.	Year ended 31st March, 2016	Year ended 31st March, 2015
I.Revenue from Operations			
Gross Sales & Operating Revenues	20	8,853,792,746	10,110,794,051
Less: Excise duty		441,918,344	430,861,619
Net Revenue from Operations		8,411,874,402	9,679,932,432
II. Other Income	21	4,792,853	3,804,952
III. Total Revenue (I+II)		**8,416,667,255**	**9,683,737,384**
IV. Expenses			
Cost of Materials Consumed	22	2,154,179,511	2,367,379,205
Purchases of Stock-in-Trade	23	4,603,493,492	5,957,049,351
Change in inventories of finished goods, Work in progress and Stock in trade	24	(80,004,985)	(105,672,409)
Employee Benefit Expenses	25	309,334,270	241,325,993
Finance Costs	26	144,550,449	129,874,087
Depreciation & Amortization Expense	11	52,318,806	54,179,622
Other Expenses	27	1,108,704,154	920,599,917
Total Expenses		**8,292,575,696**	**9,564,735,765**
V. Profit before Tax (III-IV)		124,091,559	119,001,618
VI. Tax Expense:			
- Current Tax		44,460,829	42,143,215
- Deferred Tax		(2,380,312)	(3,393,645)
- Income Tax of earlier years		556,852	(14,379)
Total Tax Expenses		**42,637,369**	**38,735,191**
VII. Profit after tax for the year (V-VI)		**81,454,190**	**80,266,427**
VIII. Earnings per equity share of face value of Rs. 10 each			
- Basic (In rupees)		3.48	3.43
- Diluted (In rupees)		3.48	3.43

Statement of Significant Accounting Policies
The accompanying notes form an integral part of the financial statements from 1 to 41.

In terms of our report of even date attached

For **S.SINGHAL & CO.**
Chartered Accountants
Firm Registration No.- 001526C

(R.K.Gupta)
Partner
Membership No.- 073846

Dated : 27.05.2016
Place : New Delhi

For and on behalf of board of directors

(Satish Kumar Agarwal)
Chairman & Managing Director
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Chief Financial Officer
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(Jogeswar Mohanty)
Company Secretary
M.No. ACS23247

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH,2016

(Amount in ₹)

PARTICULARS	For the year ended 31st March, 2016	For the year ended 31st March, 2015
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax	**124,091,559**	**119,001,618**
Adjustments for:		
Depreciation	52,318,806	54,179,622
Loss on sale/discarding of Fixed Assets	-	971,121
Finance Costs	144,550,449	129,874,087
Provisions for Employees Benefits	4,315,572	3,671,114
Prior Period Expenses	95,730	174,040
Profit on Sale of Assets	(252,866)	(285,490)
Interest received	(2,613,224)	(2,732,048)
Operating Profit before Working Capital Changes	**322,506,026**	**304,854,064**
Adjustments for:		
Trade Receivables	(90,927,697)	(59,899,091)
Inventories	(60,484,944)	(98,073,298)
Trade Payables	(22,767,693)	(26,118,058)
Short term loans & advances	(13,002,154)	(7,920,118)
Other current assets	12,154,543	(12,174,813)
Other current liabilities	20,707,224	217,718
Other long term liabilities	(31,541,734)	(15,492,288)
Long term loans & advances	8,820,560	18,424,818
Other non current assets	17,562,101	11,269,814
Cash Used/Generation from Operation		
Direct Taxes Paid	(45,914,469)	(61,322,690)
Cash Flow before Exceptional Items	**117,111,763**	**53,766,058**
Prior period Adjustments	(95,730)	(174,040)
Net Cash (Used in)/ from Operating Activities (A)	**117,016,033**	**53,592,018**
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(47,958,758)	(44,501,382)
Sale of Fixed Assets	4,576,000	504,000
Sale of Investments	-	7,750,000
Movement in bank deposits (net)	(226,489)	584,388
Interest Received	2,595,533	2,758,964
Net Cash (used in)/from Investing Activites (B)	**(41,013,714)**	**(32,904,031)**
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest & other finance charges paid	(144,589,924)	(130,008,871)
Borrowings/Repayments from Banks & FI's (Net)	(7,057,680)	3,749,916
Short term Borrowings	96,251,128	116,174,979
Dividend paid including dividend tax	(19,714,584)	-
Net Cash (used in) / from Financing Activites (C)	**(75,111,060)**	**(10,083,977)**

(Amount in ₹)

PARTICULARS	For the year ended 31st March, 2016	For the year ended 31st March, 2015
Net Change in Cash & Cash Equivalents (A+B+C)	**891,259**	**10,604,010**
Cash & Cash Equivalents (Opening Balance)	**99,478,460**	**88,874,449**
Cash & Cash Equivalents (Closing Balance)#	**100,369,719**	**99,478,460**

This does not includes balance with bank in unpaid dividend account.

In terms of our report of even date attached

For **S.SINGHAL & CO.**
Chartered Accountants
Firm Registration No.- 001526C

(R.K.Gupta)
Partner
Membership No.- 073846

Dated : 27.05.2016
Place : New Delhi

For and on behalf of board of directors

(Satish Kumar Agarwal)
Chairman & Managing Director
DIN - 00005981

(Sunil Kumar Agarwal)
Whole Time Director
DIN - 00005973

(Harish Kumar Agarwal)
Chief Financial Officer
PAN - ABQPA6821J

(Jogeswar Mohanty)
Company Secretary
M.No. ACS23247

Statement Of Significant Accounting Policies

1) Basis of preparation of financial statements

i) Financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and to comply with Accounting Standards referred to in Section 133 of the Companies Act 2013 read with Rule 7 of Company (Accounts) Rules, 2014 to the extent applicable.

ii) The Company follows the mercantile system of accounting and recognizes the income & expenditure on accrual basis.

iii) All assets and liabilities have been classified as Current or Non-current as per Company's normal operating cycle. Based on the nature of products and time between acquisition of assets/materials for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle being a period of one year for the purpose of classification of assets and liabilities as current and non-current.

2) Use of Estimates

The preparation of financial statements requires management to make certain estimates and assumptions that affect the amount reported in the financial statement and notes thereto. Differences between actual and estimates are recognized in the period in which the results are known/ materialized.

3) Fixed Assets

a) Valuation of Fixed Assets

Fixed Assets are stated at cost of acquisition (net of cenvat/ vat) inclusive of all incidental expenses related thereto.

b) Depreciation

Depreciation on Tangible Fixed Assets has been provided on Straight Line Method as per useful life of the assets prescribed in Schedule II to the Companies Act, 2013.

c) Impairment of Assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which as asset is identified as impaired. The impairment loss recognised in prior accounting period is reversed if there has been a change in the estimate of recoverable amount.

4) Investment

Current Investments are valued at lower of cost and market value. Long Term Investments are stated at cost. Provision for diminution in the value of Long term investment is made, if such diminution, in the opinion of the management, is other than of temporary in nature.

5) Inventories

(a) Raw Materials, Stores & Spares, Packing Materials, Fuels, Finished Goods and Stock in process are valued at cost or net realizable value, whichever is less. In respect of stores and spares, raw material, packing materials and fuel cost have been arrived on FIFO basis. In case of Finished Goods and Stock in Process, cost has been arrived at on actual cost basis.

(b) Waste Scrap and by products are valued at net realizable value.

6) Sales

Sales are stated inclusive of excise duty and net of rebates, trade discounts, sales tax/vat, sales return etc.

7) Recognition of Income & Expenditure

i) Revenues/Incomes and Costs/Expenditures are generally accounted for on accrual basis, as they are earned or inccured.

ii) Interest income is recognized on time proportion basis.

iii) Revenue from royalty are recognized as and when goods are sold/manufactured by the franchisee units. One time non-refundable Royalty amount are recognised as revenue on excution of agreements.

iv) Discounts and schemes are recognised as and when crystalized.

v) Insurance claims are recognised on certaintity of its realisation.

vi) Sales of power is recognised on the basis of actual quantity of power sold.

vii) Dividend income is recognised when right to receive is established.

8) Government Grants

Government grants related to revenues are recognised on systematic basis in Statement of Profit & Loss over the period necessary to match them with related cost which they intend to compensate and recuring nature of grants being ordinary items are shown by way of deduction in related expenses.

9) Research & development

Capital expenditure on research & development is treated in the same way as expenditure on fixed assets. Revenue expenditure on research & development is charged to the Statement of Profit & Loss under the respective heads of expenses in the year in which it is incurred.

10) Excise Duty/ Cenvat/VAT

Excise Duty is accounted for on the basis of both payments made in respect of goods cleared and also provisions made for goods lying in stock. Cenvat/VAT claimed on plant & machinery is reduced from the cost of plant & machinery. Cenvat/VAT claimed on purchase of raw materials, input services and other materials is reduced from the cost of such materials or services.

11) Employee Retirement Benefit

(i) Company's contribution to Provident Fund and Employee State Insurance are charged to Statement of Profit & Loss.

(ii) Liability on account of gratuity and leave encashment are provided for on the basis of acturial valuation made at the end of each financial year.

12) Provisions for Current and Deferred Tax

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961. Deferred tax resulting from "timing difference" between book profit and taxable profit is accounted for using the tax rates and laws that have been enacted or substantively enacted as on the date of balance sheet. The deferred tax assets is recognized and carried forward only to the extent that there is a reasonable certainty that the same will be realized in future.

13) Foreign Currency Transactions

All transactions in foreign currency are recorded at the rate of exchange prevailing on the date when the relevant transaction take place.

14) Borrowing Cost

Borrowing cost that are attributable to the acquisition or construction of qualifying assets are capitalised as part of the cost of such assets. A qualifying assets is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to Statement of Profit & Loss.

15) Provisions, Contingent Liabilities and Contingent Assets

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognized nor disclosed in the financial statements.

NOTES FORMING AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

1. SHARE CAPITAL

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Authorised		
3,00,00,000 (Previous year 3,00,00,000) Equity Shares of Rs.10 each	300,000,000	300,000,000
Issued,Subscribed & Paid up		
2,34,00,000 (Previous year 2,34,00,000) Equity Shares of Rs.10 each fully paid up	234,000,000	234,000,000
TOTAL	**234,000,000**	**234,000,000**

1.1 Reconciliation of the shares outstanding at the beginning and at the end of the year

	As at 31st March, 2016		As at 31st March, 2015	
	Number	Amount	Number	Amount
At the beginning of the year	23,400,000	234,000,000	23,400,000	234,000,000
Issued during the year	-	-	-	-
Buy back during the year	-	-	-	-
Shares outstanding at the end of the year	23,400,000	234,000,000	23,400,000	234,000,000

1.2 Details of Shareholders holding more than 5 % Shares in the Company

Name of the Shareholder	As at 31st March, 2016		As at 31st March, 2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Mr. Satish Kumar Agarwal	1,281,842	5.48%	1281842	5.48%
Mr. Sunil Kumar Agarwal	1,295,292	5.54%	1295292	5.54%
Mrs. Sarita Agarwal	1,354,450	5.79%	1354450	5.79%
Kamdhenu Overseas Ltd.	3,050,000	13.03%	2999873	12.82%
Kamdhenu Paint Industries Limited	1,521,801	6.50%	1501701	6.42%
Kamdhenu Concast Limited	1,428,510	6.10%	1413510	6.04%

1.3 Terms/rights attached to Equity Shares

The Company has only one class of equity shares having a par value of Rs.10/- Per Share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees.The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

During the year ended 31st March 2016, the amount of proposed dividend recognised as distribution to equity shareholders is Re. 0.70 per equity share of Rs. 10 each (Previous year Re. 0.70 per share).

The repayment of Equity share capital in the event of Liquidation and buy back of Shares are possible subject to prevalent regulations. In the event of Liquidation, normally the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amount, in proportion of shareholding.

The Company has not allotted any fully paid up shares pursuant to contract(s) without payment being received in cash. The Company has neither allotted any fully paid up shares by way of bonus shares nor has bought back any class of shares during the period of five years immediately preceding the balance sheet date.

2. RESERVES & SURPLUS

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
a. Capital Reserves		
At the beginning of the year	18,129,056	18,129,056
Add: Current Year Transfer	-	-
Less: Written Back in Current Year	-	-
Balance at the end of the year	18,129,056	18,129,056
b. Securities Premium Account		
At the beginning of the year	209,170,493	209,170,493
Addition during the year	-	-
Balance at the end of the year	209,170,493	209,170,493
c. Statement of Profit & Loss		
At the beginning of the year	533,770,593	478,565,000
Less : Adjustment of depreciation consequent upon change in useful life of assets	-	(5,346,251)
Add: Profit for the year	81,454,190	80,266,427
Less: Proposed Dividend	(16,380,000)	(16,380,000)
Less: Tax on Proposed Dividend	(3,334,583)	(3,334,583)
Balance at the end of the year	595,510,200	533,770,594
TOTAL	**822,809,749**	**761,070,143**

3 LONG TERM BORROWINGS

	As at 31st March, 2016		As at 31st March, 2015	
	Non Current	Current Maturities	Non Current	Current Maturities
Secured : Term Loans from Banks:				
- State Bank of Bikaner & Jaipur #	1,922,179	13,200,000	8,943,362	6,814,990
- Vehicles Loans from Banks*	5,331,591	6,534,009	9,409,865	7,422,241
Term Loan from Financial Institution- RIICO Limited ##	-	-	-	1,455,000
	7,253,770	**19,734,009**	**18,353,227**	**15,692,231**
Amount Disclosed under the head "Other Current Liabilities" (refer note no.-9)	-	19,734,009	-	15,692,231
TOTAL	**7,253,770**	**-**	**18,353,227**	**-**

3.1 Terms of Repayment of Term Loan from Bank and Financial institutions are as under:-

		Repayment Schedule			
Particulars	**Rate of interest**	**Non Current**	**2017-18**	**2018-19**	**2019-20**
Term Loans from Bank	11.70% to 13.75%	1,922,179	1,922,179	-	-
Vehicle Loans	9.5% to 12.50%	5,331,591	2,606,177	2,147,494	577,920
TOTAL		**7,253,770**	**4,528,356**	**2,147,494**	**577,920**

3.2 Nature of Security of Term Loan from Bank and Financial institution:

Term Loans from State Bank of Bikaner & Jaipur are secured by way of :

(a) Pari passu charge by way of hypothecation of stocks, book debts & Other current assets of the company, present & future.

(b) Pari passu charge over the movable and immovable assets including equitable mortgage of land & building at Plot No. A-1112 & A-1114,RIA. Bhiwadi, Rajasthan & Plot no. E-538-539A RIA, Chopanki,Rajasthan & Personal guarantee of whole time directors.

* Vehicle loans from Banks are secured by hypothecation of respective vehicles.

4. DEFERRED TAX LIABILITIES (NET)

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Deferred Tax liabilities		
On Account of timing differences between depreciation as per Income Tax Act & Companies Act	51,256,166	51,997,734
Deferred Tax Assets		
On Account of Gratuity, Leave Encashment & Other items	9,625,328	7,986,585
TOTAL	**41,630,838**	**44,011,150**

5. OTHER LONG TERM LIABILITIES

	As at 31st March, 2016	As at 31st March, 2015
Security from Dealers/ C&F Agents/Customers	90,611,260	99,513,744
Other Payables	1,422,520	24,061,770
TOTAL	**92,033,780**	**123,575,514**

6. LONG TERM PROVISIONS

	As at 31st March, 2016	As at 31st March, 2015
Provision for employee Benefits		
- Gratuity (Unfunded)	13,867,555	11,242,249
- Leave Encashment (Unfunded)	4,017,201	2,917,708
TOTAL	**17,884,756**	**14,159,957**

7. SHORT TERM BORROWINGS

	As at 31st March, 2016	As at 31st March, 2015
Secured Loans		
#Working Capital Loan from :		
State Bank of Bikaner & Jaipur	802,664,932	679,773,332
Allahabad Bank	248,125,870	274,766,343
TOTAL	**1,050,790,802**	**954,539,675**

Nature of Security of Short Term Borrowings:

#Working Capital Loan from Banks are secured by way of:

(a) Pari passu charge by way of hypothecation of stocks, book debts & Other current assets of the company, present & future.

(b) Pari passu charge over the movable and immovable assets including equitable mortgage of land & building at Plot No.A-1112 & A-1114,RIA. Bhiwadi, Rajasthan & Plot no. E-538-539A RIA, Chopanki, Rajasthan & Personal guarantee of whole time directors.

8. TRADE PAYABLES

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Trade Payables		
a) total outstanding dues of micro enterprises and small enterprises	478,993	-
b) total outstanding dues of creditors other than micro enterprises and small enterprises	548,527,215	571,773,902
TOTAL	**549,006,208**	**571,773,902**

8.1 The information as required to be disclosed under The Micro, Small and Medium Enterprises Development Act, 2006 ("the Act") has been determined to the extent such parties have been identified by the company, on the basis of information and records available. This information has been relied upon by the auditors.

Particulars	As at 31st March, 2016	As at 31st March, 2015
i. Principal amount remaining unpaid as the end of the year	478,993	-
ii) Interest due on above	-	-
a) Total of (i) & (ii)	-	-
b) Interest paid on delayed payment of principal, paid along with such interest during the year	-	-
c) Interest due on delayed payment of principal, paid without such interest during the year	-	-
d) Interest accrued but not due, in respect of delayed payments of principal due as at end of the year	-	-
e) Total interest due and payable together with that from prior year (s)	-	-

9. OTHER CURRENT LIABILITIES

	As at 31st March, 2016	As at 31st March, 2015
a. Current maturities of long-term debt (refer note no.3)	19,734,009	15,692,231
b. Interest accrued on term loans	201,811	241,286
c. Advance from customers	15,038,061	7,781,507
d. Unpaid dividend#	300,473	408,791
e. Other payables		
- Employee related liabilities	36,427,912	25,706,064
- Statuory dues payable	44,045,330	41,316,508
TOTAL	**115,747,596**	**91,146,387**

Amount transferred to Investor Education and Protection Fund, wherever applicable and there are no outstanding dues in this account.

10. SHORT TERM PROVISIONS

	As at 31st March, 2016	As at 31st March, 2015
a. Provision for employee Benefits		
- Gratuity (Unfunded)	1,541,745	1,171,288
- Leave Encashment (Unfunded)	438,691	218,375
b. Others		
- Provision for Wealth Tax	-	203,150
- Provision for Income Tax (Net of Advance Tax & TDS/TCS)	7,043,170	-
- Proposed Dividend	16,380,000	16,380,000
- Tax on Proposed Dividend	3,334,583	3,334,583
TOTAL	**28,738,189**	**21,307,396**

11. FIXED ASSETS

(Amount in ₹)

Particulars	GROSS BLOCK				DEPRECIATION/AMORTISATION					NET BLOCK	
	As at 01.04.2015	Additions during the year	Deduction/ Adjustment during the year	As at 31.03.2016	Up to 01.04.2015	For the year	Adjustment on account of adoption of Sch-II of Companies Act, 2013	Adjustment during the year	Up to 31.03.2016	As at 31.03.2016	As at 31.03.2015
I) Tangible Assets											
Land	27,587,986	-	-	27,587,986	-	-	-	-	-	27,587,986	27,587,986
Flat	3,000,000	-	3,000,000	-	145,249	1,426	-	146,675	-	-	2,854,751
Building (Factory)	108,868,480	-	-	108,868,480	25,273,345	3,406,557	-	-	28,679,902	80,188,578	83,595,135
Building (Adm.)	1,597,168	-	-	1,597,168	464,386	24,951	-	-	489,337	1,107,831	1,132,782
Plant & Machinery	242,731,918	12,094,856	-	254,826,774	81,044,920	17,090,411	-	-	98,135,330	156,691,444	161,686,999
Tinting Machine	114,896,275	28,271,113	-	143,167,388	29,784,075	12,994,064	-	-	42,778,139	100,389,249	85,112,200
Office Equipments	13,572,498	2,651,804	146,698	16,077,604	8,398,410	2,222,961	-	55,508	10,565,863	5,511,740	5,198,911
Furniture & Fixtures	18,297,226	427,836	17,866	18,707,196	9,130,800	2,562,831	-	2,475	11,691,155	7,016,041	9,166,426
Electric installations	18,020,859	-	-	18,020,859	8,969,369	2,521,244	-	-	11,490,613	6,530,246	9,026,667
Vehicles	54,166,291	4,671,768	3,925,957	54,912,102	16,269,750	6,801,072	-	2,562,730	20,508,092	34,404,010	37,896,541
Misc Fixed Assets	30,506,118	359,856	-	30,865,974	9,044,755	2,216,466	-	-	11,261,221	19,604,753	21,461,363
Lab Equipments	10,135,484	146,150	-	10,281,634	2,207,290	1,119,498	-	-	3,326,788	6,954,846	7,928,194
Wind Power Plants	96,809,552	-	-	96,809,552	73,005,205	1,357,326	-	-	74,362,531	22,447,021	23,804,347
Sub-Total (A)	**740,189,855**	**48,623,383**	**7,090,521**	**781,722,717**	**263,737,554**	**52,318,806**	**-**	**2,767,387**	**313,288,972**	**468,433,744**	**476,452,301**
Previous Year	716,811,396	47,140,364	23,308,333	740,643,427	223,669,021	54,179,622	8,175,696	21,833,212	264,191,127	476,452,301	493,142,373
II) Tangible Capital Work in Progress	664,625	7,204,565	7,869,190	-	-	-	-	-	-	-	664,625
Sub-Total (B)	**664,625**	**7,204,565**	**7,869,190**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**664,625**
Previous Year	3,303,607	4,479,454	7,118,436	664,625	-	-	-	-	-	664,625	3,303,607
Grand Total(A+B)	**740,854,480**	**55,827,948**	**14,959,711**	**781,722,717**	**263,737,554**	**52,318,806**	**-**	**2,767,387**	**313,288,972**	**468,433,744**	**477,116,926**
Previous Year	720,115,003	51,619,818	30,426,769	741,308,052	223,669,021	54,179,622	8,175,696	21,833,212	264,191,127	477,116,926	496,445,980

12. NON - CURRENT INVESTMENTS

Sr. No.	Name of the Body corporate	Cate-gory	No. of Shares / Units		Quoted / Unquoted	Partly Paid/ Fully Paid	Extent of holding (%)		(Amount in Rs.)		Wheather Stated at cost	If Answer to Column (12) is ' No.'
			2016	2015			2016	2015	2016	2015	Yes / No	Basis of Valuation
1	2	3	4	5	6	7	8	9	10	11	12	13
(a)	Investment in Government or Trust	NIL	-	-	-	-	-	-	-	-	-	-
(b)	Other non-current investments trade											
	M/s Shree Bankey . Bihari Ispat (P) Ltd	Other	1,542,605	1,542,605	Unquoted	Fully paid	18.12%	18.12%	7,035,490	7,035,490	Yes	-
	M/s Stalex Coating Ltd.	Other	268,220	268,220	Unquoted	Fully paid	18.25%	18.25%	2,682,200	2,682,200	Yes	-
	M/s Orange Spa & Resorts (P) Ltd.	Other	2,450,000	2,450,000	Unquoted	Fully paid	3.94%	4.45%	24,500,000	24,500,000	Yes	-
	TOTAL		**4,260,825**	**4,260,825**					**34,217,690**	**34,217,690**		-

Aggregate value of unquoted trade investments of Rs.3,42,17,690 (Previous year Rs. 3,42,17,690)

13. LONG TERM LOANS & ADVANCES

(Amount in ₹)

	As at 31st March, 2016	As at 31st March, 2015
Unsecured, considered good unless stated otherwise		
- Capital Advances	492,009	194,100
- Security Deposit	18,900,225	16,005,794
Other Loans & Advances		
- Income Tax Recoverable	1,128,720	8,865,529
- Excise Duty & Service tax Deposit under protest	25,547,774	21,758,542
- Sales Tax Recoverable	5,120,728	13,186,051
TOTAL	**51,189,456**	**60,010,016**

14. OTHER NON CURRENT ASSETS

	As at 31st March, 2016	As at 31st March, 2015
Other Recoverables	11,780,863	21,509,264
Interest accrued on Fixed Deposit	15,950	13,475
Non current bank balance (refer note no.17)	373,041	422,724
TOTAL	**12,169,854**	**21,945,463**

15. INVENTORIES

	As at 31st March, 2016	As at 31st March, 2015
a. Raw materials & Packing Materials	113,617,527	126,386,203
b. Stock in Process	5,877,923	4,240,546
c. Finished Goods	531,490,683	461,655,903
d. Stores, Spares & Fuel	27,688,944	34,440,310
e. Waste, Scraps & Runner Risers	195,619	4,541,457
f. Stock of goods traded in	30,211,715	17,333,049
TOTAL	**709,082,412**	**648,597,468**

16. TRADE RECEIVABLES

	As at 31st March, 2016	As at 31st March, 2015
Unsecured considered good unless stated otherwise		
a. Trade Receivables outstanding for a period of more than six month from the date they are due for payment	269,904,054	293,215,624
b. Others	1,165,337,667	1,051,098,400
TOTAL	**1,435,241,721**	**1,344,314,024**

17. CASH & BANK BALANCES

(Amount in ₹)

	Non Current		Current	
	As at 31st March, 2016	As at 31st March, 2015	As at 31st March, 2016	As at 31st March, 2015
Cash & Cash Equivalents				
- Cash on Hand	-	-	5,541,122	5,594,563
Balances with Banks				
- In Current accounts	-	-	80,887,771	82,105,931
- In Deposit accounts with less than 3 months maturity periods	-	-	13,940,826	11,777,967
Other Bank balances				
- Balance with bank in unpaid dividend accounts	-	-	300,473	408,791
- In Bank Deposit against LC/BG with maturity for more than 3 month but less than 12 month maturity	-	-	1,043,316	866,510
- In Bank Deposit against LC/BG with more than 12 month maturity	373,041	422,724	-	-
Amount disclosed under the head "other non current assets" (refer note no.14)	373,041	422,724	-	-
TOTAL	**-**	**-**	**101,713,508**	**100,753,762**

18. SHORT TERM LOANS & ADVANCES

	As at 31st March, 2016	As at 31st March, 2015
Unsecured considered good unless otherwise stated		
- Advances to Suppliers	115,722,714	104,987,954
- Loan & Advances to employees	1,497,678	1,052,828
- Balance with Statuory authorities	12,059,510	15,858,785
- Prepaid expenses	2,132,347	2,044,642
- Other receivable	13,494,692	7,960,579
TOTAL	**144,906,942**	**131,904,788**

19. OTHER CURRENT ASSETS

	As at 31st March, 2016	As at 31st March, 2015
a. Interest accrued on Fixed Deposit	116,070	98,379
b. Claims and Other receivable	2,824,291	14,978,834
TOTAL	**2,940,361**	**15,077,213**

20. SALES & OPERATING REVENUES

(Amount in ₹)

	Year ended 31st March, 2016	Year ended 31st March, 2015
Sale of Products	8,488,821,749	9,809,735,350
Gross Revenue from Power Generation	6,564,034	8,712,149
Royalty & Dealership Fee	358,406,963	292,346,551
	8,853,792,746	**10,110,794,051**
Less : Excise Duty	441,918,344	430,861,619
TOTAL	**8,411,874,402**	**9,679,932,432**

21. OTHER INCOME

	Year ended 31st March, 2016	Year ended 31st March, 2015
Interest Received	2,094,596	2,324,936
Profit on Sale of assets (Net)	252,866	-
Profit on Sale of shares	-	285,490
Insurance Claim received	1,146,131	220,496
Miscellaneous Incomes	780,632	566,918
Interest on Income tax Refund	518,628	407,112
TOTAL	**4,792,853**	**3,804,952**

22. COST OF MATERIALS CONSUMED

	Year ended 31st March, 2016	Year ended 31st March, 2015
a. Raw Materials		
Opening Stock	101,759,975	117,113,650
Add : Purchases	1,896,714,628	2,142,767,405
Less : Closing Stock	85,664,911	101,759,975
Total (a)	**1,912,809,692**	**2,158,121,080**
b. Packing Materials		
Opening Stock	24,626,228	26,212,745
Add : Purchases	210,917,566	172,090,850
Less : Closing Stock	27,952,617	24,626,228
Total (b)	**207,591,178**	**173,677,367**
c. Other Consumable		
Opening Stock	23,454,560	18,048,108
Add : Purchases	31,957,526	40,987,210
Less : Closing Stock	21,633,445	23,454,560
Total (c)	**33,778,641**	**35,580,758**
Total (a+b+c)	**2,154,179,511**	**2,367,379,205**

23. PURCHASES OF STOCK-IN-TRADE

(Amount in ₹)

	Year ended 31st March, 2016	Year ended 31st March, 2015
Purchases	4,603,493,492	5,957,049,351
TOTAL	**4,603,493,492**	**5,957,049,351**

24. CHANGE IN INVENTORIES OF FINISHED GOODS, WORK IN PROGRESS AND STOCK IN TRADE

	Year ended 31st March, 2016	Year ended 31st March, 2015
Closing Stock:		
Finished Goods	531,490,683	461,655,903
Stock in Process	5,877,923	4,240,546
Stock of traded goods	30,211,715	17,333,049
Waste, Scraps & Runner Risers	195,619	4,541,457
Total (a)	**567,775,940**	**487,770,955**
Less: Opening Stock:		
Finished Goods	461,649,920	361,605,113
Stock in Process	4,240,546	3,310,630
Stock of traded goods	17,339,032	16,572,686
Waste, Scraps & Runner Risers	4,541,457	610,117
Total (b)	**487,770,955**	**382,098,546**
TOTAL (a-b)	**(80,004,985)**	**(105,672,409)**

25. EMPLOYEES BENEFIT EXPENSES

	Year ended 31st March, 2016	Year ended 31st March, 2015
Salary, Wages & Other Benefits including gratuity	262,264,492	211,871,901
Directors' Remuneration including Perquisites	20,580,000	15,256,800
Contribution to Provident Fund	11,807,862	8,268,447
Contribution to Employee's State Insurance	779,857	942,408
Bonus	8,696,079	678,300
Leave Encashment	1,343,059	951,552
Staff welfare expenses	3,862,921	3,356,585
TOTAL	**309,334,270**	**241,325,993**

26. FINANCE COST

	Year ended 31st March, 2016	Year ended 31st March, 2015
Interest Expenses	143,838,539	127,866,884
Other Financial Charges	711,910	2,007,203
TOTAL	**144,550,449**	**129,874,087**

27. OTHER EXPENSES

(Amount in ₹)

	Year ended 31st March, 2016	Year ended 31st March, 2015
Audit Fees	500,000	450,000
Advertisement	56,494,759	40,108,556
Bad Debts written off	2,709,668	3,285,978
Bank & other charges	2,514,226	2,190,624
Commision on Sales	81,140,922	63,321,875
Director Sitting Fees	695,000	370,000
Electricity & Water Expenses	3,025,750	2,734,582
Freight & Forwarding Expenses	152,486,341	135,229,410
Fuel Charges	44,100,349	47,242,106
Increase/(Decrease) in Excise Duty on Stocks	(125,817)	455,603
Insurance Charges	3,543,107	3,185,733
Legal & Professional Charges	18,549,246	16,551,439
Office Maintenance Exp.	1,841,203	1,618,886
Postage & Courier Charges	2,081,272	1,822,414
Printing & Stationery	9,768,919	6,173,286
Power Charges	176,543,413	181,800,921
Rates,Fee & Taxes	25,740,953	9,672,534
Rent	17,810,579	17,430,433
Repair & Maintenance Building	417,794	1,719,131
Repair & Maintenance Machinery	40,387,954	32,516,731
Sales Promotion	405,186,001	301,723,173
Telephone Expenses	7,815,710	8,376,598
Travelling & Conveyance	48,037,543	33,531,586
Vehicle Running & Maintenance	5,144,977	4,941,917
Miscellaneous Expenses	2,294,287	4,146,401
TOTAL	**1,108,704,154**	**920,599,917**

27.1 Grouping of Miscellenous expenses

	Year ended 31st March, 2016	Year ended 31st March, 2015
Books & Periodicals	48,845	79,568
Donation	218,430	55,815
Loss on Discarded Assets	-	971,121
Miscellaneous Expenses	1,429,818	2,316,522
Prior Period Expenses	95,730	174,040
Subscription & Membership Fees	307,789	106,742
Wind Mill Service Charges	193,675	442,593
TOTAL	**2,294,287**	**4,146,401**

28. Contingent Liabilities and Commitments (to the extent not provided for)

(Amount in ₹)

PARTICULARS	Year ended 31st March, 2016	Year ended 31st March, 2015
a. Contingent Liabilities		
(A) Claims against the company not acknowledged as debt		
- Central Excise & Service Tax	168,250,037	166,233,152
- Income Tax	1,282,820	1,827,000
- Sales Tax & Central Sales Tax	-	27,598,891
(B) Guarantees issued by Bank	4,300,000	4,300,000
(C) Bonus Liability for the Financial Year 2014-15	2,504,836	-
	176,337,693	199,959,043
b. Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of advance)	-	3,128,134
	-	3,128,134
TOTAL (a+b)	**176,337,693**	**203,087,177**

29. In the opinion of the management, current & non current assets, loans & advances have a value on realisation in the ordinary course of business at least equal to the amount at which thay are stated in the Balance Sheet.

30. Some of the balances of Trade Receivables, Trade Payables, advances and Security deposits as on 31.03.2016 are subject to confirmation. The company had initiated legal cases on some debtors for its recovery and the same have been included to the extent of Rs.2,39,90,351/- in outstanding for more than six months and Rs.1,17,80,863/- in other non current assets. The management of the company is hopeful of favourable decision on such legal cases, hence no provision for bad and doubtful debts have been considered.

31. The gross amount required to be spent by the company on CSR during the year worked out to be Rs.19,06,354/- which is yet to be spent.

32. The company does not have any fund for gratuity and leave encashment liability and same is accounted for as provision on acturial basis.

The following table summarizes the components of net benefits/expenses reconginsed in the statement of profit & loss and balance sheet.

(Amount in ₹)

	Gratuity (Unfunded)		Leave Encashment (Unfunded)	
	31/03/2016	31/03/2015	31/03/2016	31/03/2015
A. Actuarial Assumptions Used				
a) Discounting Rate	7.90%	7.80%	7.90%	7.80%
b) Future Salary Increase	4.00%	4.00%	4.00%	4.00%
c) Actuarial Method Used	PUC Method	PUC Method	PUC Method	PUC Method
B. Change in present value of obligation				
a) Present value of obligation as at the beginning of the year	12,413,537	9,600,771	3,136,083	2,277,735
b) Acquisition adjustment	-	-	-	-
c) Interest cost	968,256	748,860	244,614	177,663
d) Past service cost	-	-	-	-
e) Current service cost	2,803,260	2,369,660	1,324,985	986,225
f) Curtailment cost/(Credit)	-	-	-	-
g) Settlement cost/(Credit)	-	-	-	-
h) Benefits paid	(614,108)	(660,453)	(23,250)	(93,204)
i) Actuarial (gain)/loss on obligation	(161,645)	354,699	(226,540)	(212,336)
j) Present value of obligation as at the end of period	15,409,300	12,413,537	4,455,892	3,136,083

Cont...

C. Actuarial gain / loss recognized				
a) Actuarial gain/(loss) for the period-obligation	161,645	(354,699)	226,540	212,336
b) Actuarial (gain)/loss for the period-plan assets	-	-	-	-
c) Total (gain)/loss for the period	(161,645)	354,699	(226,540)	(212,336)
d) Actuarial (gain)/loss recognized in the period	(161,645)	354,699	(226,540)	(212,336)
e) Unrecognized actuarial (gains) losses at the end of period	-	-	-	-
D. The amounts to be recognized in balance sheet				
a) Present value of obligation as at the end of the period	15,409,300	12,413,537	4,455,892	3,136,083
b) Fair value of plan assets as at the end of the period	-	-	-	-
c) Funded status	(15,409,300)	(12,413,537)	(4,455,892)	(3,136,083)
d) Excess of actual over estimated	-	-	-	-
e) Unrecognized actuarial (gains)/ losses	-	-	-	-
f) Net asset/(liability) recognized in balance sheet	(15,409,300)	(12,413,537)	(4,455,892)	(3,136,083)
E. Expense recognized in the statement of profit and loss				
a) Current service cost	2,803,260	2,369,660	1,324,985	986,225
b) Past service cost	-	-	-	-
c) Interest cost	968,256	748,860	244,614	177,663
d) Expected return on plan assets	-	-	-	-
e) Curtailment cost / (Credit)	-	-	-	-
f) Settlement cost / (credit)	-	-	-	-
g) Net actuarial (gain)/ loss recognized in the period	(161,645)	354,699	(226,540)	(212,336)
h) Expenses recognized in the statement of profit & losses	3,609,871	3,473,219	1,343,059	951,552

32.1 The Company makes contribution to Statutory Provident Fund in accordance with Employees Provident Funds and Miscellaneous Provisions Act 1952. This is the post employment benefit and is in the nature of defined contribution plan. The total amount contributed to provident fund during the financial year is Rs.1,18,07,862/- (previous year Rs.82,68,447/-) and is included in Note no. 25 " Employees Benefit expenses".

(Amount in ₹)

33. Payment to the Auditors	Year ended 31st March, 2016	Year ended 31st March, 2015
Statutory audit fee	440,000	400,000
Taxation matters	60,000	50,000
TOTAL	**500,000**	**450,000**

34. In the case of manufacturing companies -

(a) Raw materials Consumed

Particular	Year ended 31st March, 2016	Year ended 31st March, 2015
STEEL		
M.S. Ingot/ Billets	783,610,519	1,015,481,308
M.S. Scrap/ Sponge	394,981,042	500,794,528
Sub Total	**1,178,591,561**	**1,516,275,836**
PAINTS		
Alkyd	107,157,133	110,812,069
Chemicals	173,274,727	155,398,289
Additive & Drier	150,330,390	117,235,044
Extender	128,781,298	118,433,105
Pigment & Solvent	174,674,583	139,966,738
Sub Total	**734,218,131**	**641,845,244**
TOTAL	**1,912,809,692**	**2,158,121,080**

(b) Good purchased

Particular	Year ended 31st March, 2016	Year ended 31st March, 2015
Steel		
Steel Products	4,544,776,592	5,911,900,979
Other Products	25,136,282	30,537,000
	4,569,912,874	5,942,437,979
Paint Products	33,580,618	14,611,372
TOTAL	**4,603,493,492**	**5,957,049,351**

(c) Sales (Amount in ₹)

Particular	Sales for the year ended 31st March, 2016	Sales for the year ended 31st March, 2015	Inventory for the year ended 31st March, 2016	Inventory for the year ended 31st March, 2015
Manufactured Goods				
Steel Products	1,816,245,346	2,132,028,692	56,257,573	60,960,940
Paint Products	1,958,085,180	1,619,337,620	475,428,729	405,236,420
Sub-Total	**3,774,330,526**	**3,751,366,312**	**531,686,302**	**466,197,360**
Traded Goods				
Steel Products	4,635,404,710	5,994,335,508	-	-
Other Products	36,700,609	42,022,107	3,779,213	2,406,344
	4,672,105,318	6,036,357,615	3,779,213	2,406,344
Paint Products	42,385,905	22,011,423	26,432,502	14,926,705
Sub-Total	**4,714,491,223**	**6,058,369,038**	**30,211,714**	**17,333,049**
TOTAL	**8,488,821,749**	**9,809,735,350**	**561,898,017**	**483,530,409**

(d) Work in Progress

Particular	Year ended 31st March, 2016	Year ended 31st March, 2015
Work in Progress		
Steel Products	1,204,725	1,499,343
Paint Products	4,673,198	2,741,203
TOTAL	**5,877,923**	**4,240,546**

35.

Particular	Year ended 31st March, 2016	Year ended 31st March, 2015
a. Value of imports calculated on C.I.F basis Capital Goods	37,84,589	13,51,801
b. Expenditure in foreign currency on: -Foreign Travelling	6,57,534	75,829
c. The amount remitted during the year in foreign currencies on account of dividends.	NIL	NIL
d. Earnings in foreign exchange.	NIL	NIL

e. Total value of all imported raw materials, spare parts and components consumed during the financial year and the total value of all indigenous raw materials, spare parts and components similarly consumed and the percentage of each to the total consumption;

Particular	Year ended 31st March, 2016		Year ended 31st March, 2015	
	Percentage	(Amount in ₹)	Percentage	(Amount in ₹)
A. Raw Materials				
(I) Imported	-	-	-	-
(II) Indigenous	100%	1,912,809,692	100%	2,158,121,080
Total		**1,912,809,692**		**2,158,121,080**
B. Packing Materials				
(I) Imported	-	-	-	-
(II) Indigenous	100%	207,591,178	100%	173,677,367
Total		**207,591,178**		**173,677,367**
C. Stores, Spares and Components				
(I) Imported	-	-	-	-
(II) Indigenous	100%	33,778,641	100%	35,580,758
Total		**33,778,641**		**35,580,758**
D. Traded Goods				
(I) Imported	-	-	-	-
(II) Indigenous	100%	4,590,620,810	100%	5,956,288,989
TOTAL		**4,590,620,810**		**5,956,288,989**

36 . The Company has incurred following expenditure on Research & Development which are included in the respective heads of expenses.

Revenue Expenditure	Year ended 31st March, 2016	Year ended 31st March, 2015
Employee Cost	2,999,500	2,897,173
Testing & Laboratory Expenses	417,069	190,458
Vehicle Running Maintenance	140,295	105,840
Travelling Expenes	154,591	-
Material Consumed	274,155	157,670
TOTAL	**3,985,610**	**3,351,141**

37. Basic and diluted Earning Per Share [EPS]

Particular	Year ended 31st March, 2016	Year ended 31st March, 2015
Basic & Diluted		
Profit after tax	81,454,190	80,266,427
Weighted average number of shares outstanding	23,400,000	23,400,000
Basic and diluted EPS (In Rs. per share)	3.48	3.43
Face value per share (In Rs.)	10	10

38. As per Accounting Standard-17 " Segment Reporting" issued by ICAI, the Company has identified three reportable business segments viz. Steel, Power & Paints and following policies have been adopted for the segment reporting.

a) Revenue and Expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and Expenses which could not be allocable to a specific segment are being disclosed separately as un-allocable.

b) Segment Assets and Segment Liabilities represent assets and liabilities in respective segment. Investments, tax related assets, other assets and liabilities that cannot be allocated to a segment on a reasonable basis have been disclosed as 'Un-allocable'.

(Amount in ₹)

Particular	Year ended 31st March, 2016	Year ended 31st March, 2015
A. Segment Revenue		
- Steels	6,846,757,627	8,460,732,858
- Power	6,564,034	8,712,149
- Paints	2,000,471,085	1,641,349,043
Gross Turnover	8,853,792,746	10,110,794,051
Less: Excise Duty	441,918,344	430,861,619
Net Turnover	**8,411,874,402**	**9,679,932,432**
B. Segment Results		
- Steels	328,635,868	285,639,764
- Power	4,894,149	6,365,971
- Paints	32,462,329	63,489,323
Profit before Interest, Tax & unallocable items	365,992,346	355,495,058
Less: Interest	144,550,449	129,874,087
Less: Other Unallocable Expenditure net of Income	97,350,339	106,619,353
Profit before Tax	**124,091,559**	**119,001,619**
C. Capital Employed		
(Segment Assets-Segment Liabilities)		
- Steels	1,133,235,205	1,115,020,602
- Power	24,397,211	24,918,800
- Paints	1,044,216,629	937,979,597
- Unallocable	24,773,065	29,311,791
TOTAL	**2,226,622,109**	**2,107,230,789**

39. Disclosures in respect of Related Parites as per Accounting Standard 18 "Related Party Disclosures" issued by ICAI, with whom transactions were carried out in the ordinary course of business during the year as given below;

A. Related Parties and their Relationship

Nature of Relationship	**Name of Related Party**
Key Management Personnel	Sh. Satish Kumar Agarwal, Chairman & Managing Director Sh. Sunil Kumar Agarwal, Whole Time Director Sh. Saurabh Agarwal, Whole Time Director Sh. Sachin Agarwal, Whole Time Director Sh. Harish Kumar Agarwal-Chief Financial Officer Sh. Jogeswar Mohanty-Company Secretary

(Amount in ₹)

B. Transactions with Related Parites	Remuneration/Perquisites		Others	
	Year ended 31st March, 2016	Year ended 31st March, 2015	Year ended 31st March, 2016	Year ended 31st March, 2015
Remuneration/Perquisites to KMP				
Sh. Satish Kumar Agarwal, Chairman & Managing Director	5,400,000	3,979,200	-	-
Sh. Sunil Kumar Agarwal, Whole Time Director	5,280,000	3,919,200	-	-
Sh. Saurabh Agarwal, Whole Time Director	4,950,000	3,679,200	-	-
Sh. Sachin Agarwal, Whole Time Director	4,950,000	3,679,200	-	-
Sh. Harish Kumar Agarwal, Chief Financial Officer	1,728,260	1,595,496	-	-
Sh. Jogeswar Mohanty, Company Secretary	761,016	608,997	-	-
TOTAL	**23,069,276**	**17,461,293**	-	-

40. As per Accounting Standard-28 " Impairment of Assets" issued by ICAI, there are no indication of overall impairment in assets.

41. Previous year figures have been reclassified/ rearranged wherever necessary.

Notes "1 to 41" form an integral part of the Balance Sheet and Statement of Profit & Loss and have been duly authenticated as such.

Signature to Notes "1 to 41"
In terms of our report of even date attached

For **S.SINGHAL & CO.**
Chartered Accountants
Firm Registration No.- 001526C

(R.K.Gupta)
Partner
Membership No.- 073846

Dated : 27.05.2016
Place : New Delhi

For and on behalf of board of directors

(Satish Kumar Agarwal)
Chairman & Managing Director
DIN - 00005981

(Sunil Kumar Agarwal)
Whole Time Director
DIN - 00005973

(Harish Kumar Agarwal)
Chief Financial Officer
PAN - ABQPA6821J

(Jogeswar Mohanty)
Company Secretary
M.No. ACS23247

KAMDHENU PAINTS

Samurna Suraksha Ki Guarantee

सीलन और शोरा को छुपाओ नहीं, सुधारो!

KAMOFIN 2K KAMOPROOF KAMOCRETE

KAMO SHORA SEAL KAMOCOAT KAMO ROOFCOAT

KAMDHENU LIMITED

(Formerly known as Kamdhenu Ispat Limited) CIN: L27101DL1994PLC134282
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Website: www.kamdhenulimited.com