



KAMDHENU LIMITED

Corp. Office: 2nd Floor, Tower - A, Building No. 9, DLF Cyber City, Phase - III, Gurugram - 122002
Haryana, Phone: 0124 - 4604500, Fax: 0124 - 4218524 E-mail: kamdhenu@kamdhenulimited.com

29th June, 2020

To,
The Manager- Listing
National Stock Exchange of India Limited,
Exchange Plaza, BandraKurla Complex,
Bandra(E), Mumbai-400 051
REF: Security Code: KAMDHENU

To,
The Manager- Listing
BSE Limited,
PhirozeJeejeebhoy Towers,
Dalal Street, Mumbai- 400 001
Ref: Security Code: 532741

Dear Sir/Madam,

Subject: Outcome of the Board Meeting held today on 29.06.2020 and announcements pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations').

Pursuant to the provisions of the Listing Regulations it is hereby informed that the Meeting of the Board of Directors of the Company was held today, i.e. on Monday, 29th June, 2020 commenced at 10:00 A.M. through Video Conferencing and was concluded at 04:00 P.M, has, inter-alia, considered and approved the following:

1. Audited Standalone and Consolidated Financial Statements including Balance Sheet as at 31st March, 2020, Statement of Profit & Loss and Cash Flow Statement for the financial year ended 31st March, 2020, together with significant accounting policies and Notes on Accounts along with the Auditors' Report thereon.

Audited Standalone and Consolidated Financial Results for the quarter and year ended 31st March, 2020 to be submitted to the Stock Exchanges pursuant to Regulation 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 along with Statutory Auditors' Report given by M/s BSD & Co., Chartered Accountant, stating their modified opinion.

3. Recommendation of the final dividend for the financial year 2019-20 at the rate of Rs.0.50/- per equity share (i.e. @5%) of Rs.10/- each fully paid. The final dividend was recommended to be paid out of accumulated profits of previous years and will be paid within a period of 30 days from the date of declaration and approval by the shareholders at the ensuing Annual General Meeting to those shareholders whose name is appearing in the Register of Members/Beneficial ownership as per the Book Closure details. The dividend will be paid and / or dividend warrants will be dispatched on or before 27.10.2020, if approved and declared by the Shareholders at the ensuing Annual General Meeting.
4. Pursuant to Regulation 42 of the Listing Regulations, the register of Members and share transfer book of the Company will remain closed from Tuesday 22nd September, 2020 to Monday, 28th September, 2020 (both days inclusive) for the purpose of Annual General Meeting to be held on Monday, 28th September, 2020 and payment of dividend, if declared.

The members of the Company, holding shares as on close of business hours of Monday, 21st September, 2020 either in physical or in dematerialised form are eligible to vote on the resolutions supposed in the notice of Annual General Meeting and to receive the dividends.

5. Recommendation for re-appointment of Mr. Satish Kumar Agarwal (DIN: 00005981) and Mr. Sunil Kumar Agarwal (DIN: 00005973) liable to retire by rotation, as a Directors of the Company at the ensuing Annual General Meeting.
6. Allotted 3,92,250 (Three Lakh Ninety Two Thousand Two Hundred and Fifty only) equity shares for cash at Rs. 10/- each aggregating to Rs. 39,22,500/- the employees who have exercised their vested options under Kamdhenu Stock Option Scheme, 2017 of the Company. The aforesaid equity share shall rank pari-passu with the existing equity shares of the Company in all respect. Consequent to the aforesaid allotment of the equity shares of the Company, the paid up share capital of the Company would stand increase:


Particulars	No of Equity Shares of Rs. 10/- each
Pre-allotment paid up Capital	2,65,43,250
Allotment under Kamdhenu Stock Option Scheme, 2017	3,92,250
Post-allotment paid up Capital	2,69,35,500

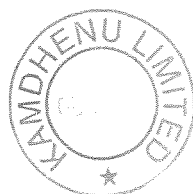
Pursuant to the Regulation 33(3)(d) read with Schedule III of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the following:

- a) The Audited Standalone and Consolidated Financial Results of the Company for the quarter and year ended 31st March, 2020, duly approved by the Board of Directors of the Company at its meeting held on 29th June, 2020 on the recommendation of the Audit Committee. **(Annex-1)**
- b) Auditors' Report dated 29th June, 2020 issued by the Statutory Auditors of the Company, on the aforesaid financial results of the Company, for the financial year ended 31st March, 2020. **(Annex-2)**
- c) Statement on Impact of Audit Qualifications / modified opinion on Auditors Report. **(Annex-3A- Standalone and Annex-3B Consolidated).**

You are requested to kindly take the same on your record.

Thanking you,
Yours faithfully,
Kamdhenu Limited,


(Jogeswar Mohanty)
Company Secretary
M No. ACS23247
Encl: as above.



KAMDHENU LIMITED

CIN: L27101RJ1994PLC067034

Regd. Office: A-1112 & A-1114, RIICO Industrial Area, Phase-III, Bhiwadi-301019, Alwar, Rajasthan

Corporate Office: 2nd Floor, Tower-A, Building No.9, DLF Cyber City Phase-3, Gurgaon-122002

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STATEMENT OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2020

(Rs./Lakhs)

	Particulars	Standalone			Standalone		Consolidated
		Quarter Ended			Year Ended	Year Ended	Year Ended
		31.03.2020 (Audited)	31.12.2019 (Unaudited)	31.03.2019 (Audited)	31.03.2020 (Audited)	31.03.2019 (Audited)	31.03.2020 (Audited)
1	Income						
a	Revenue from operations	24,559.70	25,541.04	25,823.93	96,196.45	1,23,239.62	96,196.45
b	Other income	18.32	34.10	11.90	63.38	37.64	63.38
	Total income	24,578.02	25,575.14	25,835.83	96,259.83	1,23,277.26	96,259.83
2	Expenses						
a	Cost of Materials Consumed	9,875.27	8,636.72	8,796.35	34,341.13	38,969.44	34,341.13
b	Purchases of Stock-in-Trade	8,987.48	11,010.57	9,600.91	40,071.01	56,724.17	40,071.01
c	Changes in Inventory of Finished Goods, Work-in-Progress and Stock-in-Trade	(454.69)	(865.20)	1,343.43	(3,362.70)	1,600.04	(3,362.70)
d	Employee Benefits Expense	1,209.72	1,328.28	1,198.76	5,019.40	4,724.27	5,019.40
e	Finance Costs	336.92	319.38	303.38	1,190.19	1,150.94	1,190.19
f	Depreciation & Amortization Expense	212.63	209.59	179.29	838.24	737.88	838.24
g	Other Expenses	4,073.14	4,219.22	3,501.97	15,688.47	15,875.91	15,689.43
	Total expenses	24,240.47	24,858.56	24,924.09	93,785.74	1,19,782.65	93,786.70
3	Profit before exceptional items and tax (1-2)	337.55	716.58	911.74	2,474.09	3,494.61	2,473.13
4	Exceptional Items	11.83	2,438.84	-	2,518.94	-	2,518.94
5	Profit/(Loss) before tax (3-4)	325.72	(1,722.26)	911.74	(44.85)	3,494.61	(45.81)
6	Tax expense						
a	Current tax	148.54	(414.96)	232.52	148.54	1,225.31	148.54
b	Deferred tax	(54.43)	(6.46)	90.66	(384.73)	27.94	(384.73)
c	Income Tax of earlier years	-	3.09	-	3.09	(5.70)	3.09
	Total Tax Expenses	94.11	(418.33)	323.18	(233.10)	1,247.55	(233.10)
7	Net Profit/(Loss) after tax (5-6)	231.61	(1,303.93)	588.56	188.25	2,247.06	187.29
8	Other Comprehensive Income						
a	Items that will not be reclassified to profit or loss	2.28	1.18	27.72	6.92	8.14	6.92
b	Tax impacts on above	(0.62)	(0.29)	(9.61)	2.17	0.67	2.17
	Other Comprehensive Income	1.66	0.89	18.11	9.09	8.81	9.09
9	Total comprehensive income/(Loss) for the year (comprising profit/(Loss) after tax and other comprehensive income after tax for the year) (7+8)	233.27	(1,303.04)	606.67	197.34	2,255.87	196.38
	Net Profit attributable to:						
	Equity holders of the parent	-	-	-	-	-	187.29
	Non-controlling interests	-	-	-	-	-	-
	Other Comprehensive income attributable to:						
	Equity holders of the parent	-	-	-	-	-	9.09
	Non-controlling interests	-	-	-	-	-	-
	Total Comprehensive income attributable to:						
	Equity holders of the parent	-	-	-	-	-	196.38
	Non-controlling interests	-	-	-	-	-	-
10	Earnings per share in rupees: (Not Annualised)						
	- Basic (in Rupees)	0.87	(4.91)	2.35	0.71	8.98	0.71
	- Diluted (in Rupees)	0.86	(4.90)	2.33	0.70	8.90	0.70
11	Paid-up equity share capital (Face Value of Rs.10 each)	2,654.33	2,654.33	2,640.00	2,654.33	2,640.00	2,654.33

STATEMENT OF ASSETS AND LIABILITIES AS AT 31ST MARCH, 2020			
Particulars	Standalone		Consolidated
	As at 31.03.2020	As at 31.03.2019	As at 31.03.2020
	(Audited)	(Audited)	(Audited)
ASSETS			
1 Non-Current Assets			
(a) Property Plant and Equipment	7,940.02	8,967.38	7,940.02
(b) Capital Work in Process	112.32	78.07	112.32
(c) Right of use Assets	676.21	-	676.21
(d) Goodwill on Consolidation			0.83
(e) Financial Assets	-	-	-
(i) Investment in subsidiary	3.04	-	-
(ii) Other Investments	267.60	270.01	267.60
(iii) Loans	-	6.52	-
(iv) Other Financial Assets	287.44	207.80	287.64
(f) Other Non-Current Assets	1,089.56	347.53	1,089.56
Total Non-Current Assets	10,376.19	9,877.31	10,374.18
2 Current Assets			
(a) Inventories	7,824.21	5,769.26	7,824.21
(b) Financial Assets			-
(i) Investment	353.30	-	353.30
(ii) Trade receivables	21,211.20	22,280.18	21,211.20
(iii) Cash and Cash Equivalents	265.03	927.10	267.76
(iv) Bank Balances other than (iii) above	225.79	213.22	225.79
(v) Loans	48.38	41.89	48.38
(vi) Other Financial Assets	4,223.16	63.14	4,223.16
(c) Other Current Assets	1,877.71	2,342.00	1,877.71
Total Current Assets	36,028.78	31,636.79	36,031.51
TOTAL ASSETS	46,404.97	41,514.10	46,405.69
EQUITY AND LIABILITIES			
1 EQUITY			
(a) Equity Share Capital	2,654.33	2,640.00	2,654.33
(b) Other Equity	15,415.45	15,474.30	15,414.50
Total Equity	18,069.78	18,114.30	18,068.83
LIABILITIES			
2 Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	43.51	48.62	43.51
(ii) Lease Liabilities	658.20	-	658.20
(iii) Other Financial Liabilities	729.27	812.47	729.27
(b) Provisions	399.91	362.51	399.91
(c) Deferred Tax Liabilities (Net)	560.84	988.24	560.84
Total Non-Current Liabilities	2,391.73	2,211.84	2,391.73
3 Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	11,747.82	8,741.22	11,748.82
(ii) Lease Liabilities	165.34	-	165.34
(iii) Trade payables	-	-	-
- total outstanding dues of micro enterprises and small enterprises	1,649.77	1,821.85	1,649.77
- total outstanding dues of creditors other than micro enterprises and small enterprises	10,559.44	9,200.72	10,560.11
(iv) Other financial liabilities	869.98	733.88	869.98
(b) Other Current Liabilities	894.04	642.10	894.04
(c) Provisions	57.07	43.18	57.07
(d) Current Tax Liabilities (Net)	-	5.01	-
Total Current Liabilities	25,943.46	21,187.96	25,945.13
Total Liabilities	28,335.19	23,399.80	28,336.86
TOTAL EQUITY AND LIABILITIES	46,404.97	41,514.10	46,405.69

Segmentwise Revenue, Results, Assets and Liabilities							(Rs./Lakhs)
Particulars	Standalone			Standalone		Consolidated	
	Quarter Ended			Year Ended	Year Ended	Year Ended	
	31.03.2020	31.12.2019	31.03.2019	31.03.2020	31.03.2019	31.03.2020	
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)	(Audited)	
A. Segment Revenue							
- Steel	18,138.20	18,003.23	17,158.12	73,628.98	96,256.99	73,628.98	
- Paints	6,421.50	7,537.81	8,665.81	22,567.47	26,982.63	22,567.47	
Gross Revenue from Operations	24,559.70	25,541.04	25,823.93	96,196.45	1,23,239.62	96,196.45	
B. Segment Results							
- Steel	1,210.11	(1,082.44)	1,462.71	2,810.83	5,462.93	2,810.83	
- Paints	(178.75)	(21.02)	147.23	(479.84)	820.04	(479.84)	
Profit/(Loss) before finance cost, Tax & unallocable items	1,031.37	(1,103.46)	1,609.95	2,330.99	6,282.98	2,330.99	
Less: Finance cost	336.92	319.38	303.38	1,190.19	1,150.94	1,190.19	
Less: Other Unallocable Expenditure net of Income	368.73	299.42	394.83	1,185.65	1,637.43	1,186.60	
Total Profit/(Loss) before Tax	325.72	(1,722.26)	911.74	(44.85)	3,494.61	(45.81)	
C. Segment Assets							
- Steel	22,305.59	22,156.54	21,077.55	22,305.59	21,077.55	22,305.59	
- Paints	22,845.86	22,278.67	19,911.18	22,845.86	19,911.18	22,845.86	
- Unallocable	1,253.52	1,146.22	525.37	1,253.52	525.37	1,254.24	
Total Segment Assets	46,404.97	45,581.43	41,514.10	46,404.97	41,514.10	46,405.69	
D. Segment Liabilities							
- Steel	10,257.86	9,810.33	6,676.71	10,257.86	6,676.71	10,257.86	
- Paints	17,516.50	17,237.32	15,734.86	17,516.50	15,734.86	17,516.50	
- Unallocable	560.83	614.65	988.23	560.83	988.23	562.50	
Total Segment Liabilities	28,335.19	27,662.30	23,399.80	28,335.19	23,399.80	28,336.86	

Statement of Cash Flows for the year ended 31st March, 2020				(Rs./Lakhs)
Particulars	Standalone		Consolidated	
	31.03.2020	31.03.2019	31.03.2020	
	(Audited)	(Audited)	(Audited)	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Profit / (Loss) before tax	(44.85)	3,494.61	(45.81)	
Non cash adjustment to Profit Before Tax:				
Interest Income	(34.90)	(24.22)	(34.90)	
Depreciation and amortization	838.24	737.88	838.24	
Goodwill on Consolidation			(0.83)	
Interest Expenses	1,190.19	1,150.94	1,190.19	
Share Based Payments to Employees	81.90	292.73	81.90	
Remeasurement of the Defined Benefit Plan	60.61	58.77	60.61	
Loss/ (Gain) on disposal of Property, Plant and Equipment	2.83	(2.31)	2.83	
Unrealised Loss on valuation of PMS measured at fair value	146.70	-	146.70	
Ind AS adjustment for Fair Value of Rent & Security Deposit	(7.08)	10.90	(7.08)	
Provision for Expected Credit Loss	332.35	303.91	332.35	
Operating profit before working capital changes	2,565.99	6,023.21	2,564.20	
Net Change in				
Inventories	(4,039.22)	1,182.60	(4,039.22)	
Trade Receivables	736.63	(3,948.46)	736.63	
Other Bank Balances	(12.57)	(19.07)	(12.57)	
Other Financial Assets	59.27	(56.85)	59.27	
Other Current Assets	464.29	545.52	464.29	
Other Non Current Assets	(742.03)	(26.87)	(742.23)	
Trade Payables	1,146.75	377.44	1,147.42	
Other Current Financial Liabilities	12.15	296.34	12.15	
Other Current Liabilities	(205.87)	(545.50)	(205.87)	
Other Non-Current Financial Liabilities	(82.59)	(58.70)	(82.59)	
Cash Used from Operation				
Income Taxes paid (net)	(156.64)	(1,293.60)	(156.64)	
Net Cash Flow from Operating Activities (A)	(253.84)	2,476.06	(255.16)	
B. CASH FLOW FROM INVESTING ACTIVITIES				
Payment for acquisition of Property, Plant and Equipment & Capital WIP	(1,479.36)	(2,637.85)	(1,479.36)	
Payment for investment in PMS-IIFL	(500.00)	-	(500.00)	
Payment for investment in Equity shares of Kamdhenu Ventures Ltd	(3.04)	-	-	
Proceeds from sale of Property, Plant and Equipment	74.51	35.76	74.51	
Interest Received	26.13	23.99	26.13	
Net Cash Flow from Investing Activities (B)	(1,881.76)	(2,578.10)	(1,878.72)	
C. CASH FLOW FROM FINANCING ACTIVITIES				
Interest Paid	(973.11)	(1,059.43)	(973.11)	
Payment of Lease Liabilities	(214.76)	-	(214.76)	
Net Change in Borrowings	2,908.47	85.33	2,909.47	
Money Received against ESOP issued	71.63	-	71.63	
Money Received against share warrant	-	1,500.00	-	
Dividend paid and tax thereon	(318.69)	(286.45)	(318.69)	
Net Cash Flow from Financing Activities (C)	1,473.54	239.45	1,474.54	
Net increase/(decrease) in Cash and Cash Equivalents (A+B+C)	(662.07)	137.41	(659.34)	
Opening Balance Cash and Cash Equivalents	927.10	789.69	927.10	
Closing Balance Cash and Cash Equivalents	265.03	927.10	267.76	

Notes:

- 1 The above standalone and consolidated financial results were reviewed and recommended by the Audit Committee & approved by the Board of Directors at their respective meetings held on 29th June, 2020. The financial results for the quarter and year ended 31st March, 2020 have been audited by the Statutory Auditors of the Company.
- 2 The Board of Directors of the Company in their meeting held on 29th June, 2020 have recommended dividend of Re. 0.50/- per share for the financial year ended 31st March, 2020 for the approval of shareholders.
- 3 A major fire broke out in the Paint factory of the Company at Chopanki, Alwar, Rajasthan on the midnight of 27th & 28th April, 2019 due to which the inventory at the factory, property, plant & equipment got damaged substantially. There has been no human casualty in the said fire incidence.
The carrying amount of such Property Plant & Equipment and inventory on the date of such fire was earlier estimated to be Rs. 4568.27 lakhs against which the company filed initial insurance claim of Rs. 4500 lakhs and disclosed as Exceptional items in financial statement for the quarter ended 30th June, 2020. The amount of assets lost in fire have been re-assessed (net of usable assets) as at 31st March, 2020 and based on revised estimates, the carrying amount of inventory, Property Plant & Equipment lost in fire worked out to be Rs. 4283.69 lakhs which have been shown in "Exceptional Items".
The process of assessment of claim settlement is still underway and has not been approved till the date of approval of financial statement. The company based on valid and subsisting insurance policies as also on the basis of various discussions with loss surveyor and also with insurance company have re-assessed the expected settlement amount of Rs. 4203.58 lakhs
Pending approval of insurance claim from the insurance company, the company has accounted Insurance claim receivable of Rs. 4203.58 lakhs in statement of Profit & Loss. Any deficit/Surplus in the amount of insurance claim shall be recognised as expenses/income upon final settlement of claim. The amount of insurance claim of Rs. 4203.58 lakhs recognised and amount of loss of fire of Rs. 4283.69 lakhs has been grouped as "Exceptional items" in the statement of profit & loss. Had the company not accounted such claim till Settlement thereof, the loss of the company before tax would have been higher by Rs. 4203.58 lakhs and retained earnings as at 31st March, 2020 would have been lower by Rs. 4055.04 lakhs (net of Tax)
The insurance claim amount of Rs. 4203.58 lakhs also includes claim on account of reversal of GST input credit on inventory, Property, Plant & Equipment lost in fire amounting to Rs. 457.81 lakhs, which is pending for deposit due to pendency of receipt of claim amount from the insurance company.
- 4 During the year ended 31st March, 2020, 392250 Equity Shares were vested to employees (net of lapses) in pursuance of Amended Employees Stock Option Scheme 2017 approved by shareholders through Postal ballot on 18th March, 2020 but fair value on such date of approval of Rs.43.78 was taken to expense the share based payment instead of fair value at grant date. Had the company taken fair value at grant date as expense Share based payment till vesting period, there would have been additional expense of Rs 832.32 lakhs in statement of Profit & Loss and the loss of the company before tax would have been higher by Rs. 832.32 lakhs and retained earnings as at 31st March, 2020 would have been lower by Rs 683.78 lakhs (net of Taxes).
The Board of Directors of the Company in their meeting held on 29th June, 2020 have allotted 392250 Equity shares of Rs. 10 each to eligible employees upon exercise of options vested at the exercise price of Rs. 10 each.
- 5 During the year ended 31st March, 2020, 143250 Equity shares were allotted to eligible employees of the company under ESOS-2017.
- 6 The Statutory auditors of the company has expressed modified opinion in respect of audited financial statement for the year ended 31st March, 2020 out of matters arising in respect of note no. 3 and 4 and the impact of the same on profit & loss have been highlighted in respective para in accordance with Regulation 33(1) (e) of SEBI (LODR) Regulation 2015. The Management view point on auditors modified opinion are as under:-

(i) In respect of accounting of Insurance claim recoverable, the management of company is of view that all the due diligence by insurance company / surveyors have been done, however claim has not yet approved. The company is certain of ultimate collection subsequent to date of approval of financial statement, accordingly accounted for such income.

(ii) In respect of accounting of employees stock option scheme 2017, in view of high volatility in stock market price from Grant date to vesting date from Rs. 256 to Rs. 54, the company applied fair value on date of approved amended ESOP Scheme to expense share based payment.

- 7 The Company had outstanding Excise & Service tax for various fiscal years 2004 to 2012 amounting to Rs. 4907.47 lakhs.
The Company opted to settle the demand of excise & service tax disputes under Sabka Vishwas (Legacy Dispute Resolution) Scheme 2019 and the amount of settlement of net demand as per the provisions of aforesaid scheme worked out to be Rs. 2441.66 lakhs, and paid the amount to settle the demands.
Accordingly, a sum of Rs. 2438.84 lakhs (net of Rs. 2.82 lakhs already charged in books of account) have been debited to statement of Profit & Loss and shown as "Exceptional items". The company have been legally advised that the settled amount paid is allowable as business expenditure under section 43 B of Income Tax Act, 1961 and accordingly dealt with.
- 8 Exceptional item in column no. 4 of financial results comprises:

Particular	Amount in lakhs
Inventory, Property Plant & Equipment lost in fire including GST Reversal thereon	4283.68
Settlement amount of old show cause/ demands under excise & Service tax under Sabka Vishwas (Legacy Dispute Resolution) Scheme 2019	2438.84
Total	6722.52
Less: Insurance claim receivable accounted as income and transferred to "Exceptional Income"	4203.58
Exceptional Items (Net)	2518.94

- 9 Effective 1st April 2019, the Company adopted IND AS 116 "Leases" and applied the same to all Lease contracts existing on 1st April 2019 using modified retrospective method and has taken the cumulative adjustments to Retained Earnings on the date of initial application. Accordingly, the Comparative Figures of Previous periods have not been restated. The cumulative effect of application of standard has reduced the retained earnings by Rs 75.39 lacs (Net of deferred tax asset) on transition date i.e 1st April 2019. The nature of expenses in respect of operating lease has changed from lease rent in previous periods to depreciation cost for right of use asset and Finance cost for interest accrued on lease liability. The adoption of new standard has resulted in recognition of Right of Use of Rs. 738.67 lacs and lease liability of Rs. 854.55 lacs on 1st April 2019.
- 10 The company has elected to exercise the option permitted under Section 115BAA of Income Tax Act, 1961 as introduced by Taxation Laws (Amendment) Ordinance 2019. Accordingly, the company has recognised provision for Income Tax for and remeasured its deferred tax on the basis of rates as prescribed in the said section. The full impact of the change has been recognised in the statement of profit & loss for the year ended 31st March 2020.
- 11 The company continues to monitor the impact of COVID 19 on its business including its impact on customers, supply chain etc. Due care has been exercised in concluding on significant accounting judgement and estimates including in relation to recoverability of receivables, inventory and other financial assets based on information available to date while preparing the company's financial results as of and for the year ended 31st March, 2020.

- 12 During the quarter ended 31st March, 2020, the Company has acquired 100% shareholding stake at face value in Kamdhenu Ventures limited, whereby Kamdhenu Ventures Limited has become wholly owned subsidiary company of the Company. Kamdhenu Colour and Coatings Limited being a wholly owned subsidiary company of Kamdhenu Ventures Limited, has become step down subsidiary of the Company. It is hereby pertinent to mention that Kamdhenu Ventures Limited and Kamdhenu Colour and Coatings Limited was incorporated by the promoters of the Company to give effect to the proposed Scheme of arrangement of Kamdhenu Concast Ltd., Kamdhenu Overseas Ltd., Kamdhenu Paint Industries Ltd., Kamdhenu Infradevelopers Ltd., Kamdhenu Nutrients Pvt. Ltd., Kay2 Steel Ltd., Tiptop Promoters Pvt. Ltd., Kamdhenu Ltd, Kamdhenu Ventures Ltd. and Kamdhenu Colour and Coatings Ltd. The Board of Directors of the Company in its meeting held on 31st January, 2020 had approved this proposed Scheme of arrangement, subject to the requisite regulatory approvals. The Company has already filed application with the stock exchanges for their approval/observation on the said scheme of arrangement.
- 13 The Consolidated annual financial results includes the results for the year ended March 31, 2020 only, as Kamdhenu Ventures Limited became subsidiary of the company during quarter ended 31st March, 2020, therefore previous year/ period figures are not given.
- 14 Previous period figures have been regrouped wherever necessary to confirm the current period classification.
- 15 The audited financial results of the Company for the quarter/year ended 31st March, 2020 are also available on the Company's website (www.kamdhenulimited.com) and on the website of BSE (www.bseindia.com) and NSE (www.nseindia.com) in accordance with the provision of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For and on behalf of the Board of Directors
Kamdhenu Limited

SATISH
KUMAR
AGARWAL
(Satish Kumar Agarwal)

Digitally signed by
SATISH KUMAR
AGARWAL
Date: 2020.06.29
11:01:03 +05'30'

Chairman & Managing Director

DIN: 00005981

Place: Gurgaon

Date: 29th June, 2020

BSD & Co.

Chartered Accountants

Branch Office Delhi: 810, 8th Floor, Antriksh Bhawan, 22 Kasturba Gandhi Marg, New Delhi-110001(Delhi)
Tel. : 011-43029888, Email id: delhi@bsdgroup.in website : www.bsdgroup.in

Independent Auditors' Report on the quarterly and year to date Audited Standalone Financial Results of the Company pursuant to Regulation 33 of SEBI (Listing obligations and disclosure Requirements) Regulations 2015, as amended

To

The Board of Directors
Kamdhenu Limited

Report on the Audit of Standalone Financial Results

Qualified Opinion:

We have audited the accompanying Statement of Standalone Financial Results of KAMDHENU LIMITED ("the Company") for the quarter and year ended 31st March 2020 ("the Statement"), being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by circular no. CIR/CFD/FAC/62/2016 dated 5th July 2016

In our opinion and to the best of our information and according to the explanations given to us *except for the effects of the matter described in the basis for qualified opinion section of our report*, the statement:

- i. is presented in accordance with the requirements of Regulation 33 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by circular no. CIR/CFD/FAC/62/2016 dated 5th July 2016; and
- ii. gives a true and fair view in conformity with the Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India of the net profit (Including other comprehensive income) and other financial information of the Company for the quarter and year ended 31st March 2020.

Basis for qualified Opinion:

- a) *The Company has recognized income on account of Insurance claim receivable amounting to Rs. 4203.58 lakhs against loss of inventory, property plant & equipment due to the fire at paint factory of the company on the midnight of 27th & 28th April, 2019, which is pending for approval by the insurance company. The recognition of income on account of insurance claim recoverable when there is no certainty that the ultimate collection will be made, is not in accordance with Indian Accounting Standard and accounting principles generally accepted in India, Had the company not accounted for such claim, the loss of the company before tax for the year ended 31st March, 2020 would have been higher by Rs 4203.58 lakhs and retained earnings as at 31st March, 2020 would have been lower by Rs. 4055.04 lakhs. {Refer note no.3 to Quarterly and Yearly financial results}*



- b) *As per accounting policy of the company, Equity settled share based payments to employees are measured at fair value at grant date and such fair value determined are expensed over vesting period. During the year ended 31st March, 2020, 392250 Equity Shares were vested to employees (net of lapses) in pursuance of Amended Employees Stock Option Scheme 2017 approved by shareholders through Postal ballot on 18th March, 2020 but fair value on such date of approval of Rs.43.78 was taken to expense the share based payment instead of fair value at grant date. Had the company taken fair value at grant date as basis to expense Share based payment till vesting period, there would have been additional expense of Rs 832.32 lakhs in statement of Profit & Loss and the loss of the company before tax would have been higher by Rs 832.32 lakhs and retained earnings as at 31st March, 2020 would have been lower by Rs. 683.78 lakhs (Refer Note No 4 to Quarterly and Yearly financial results).*

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

Management's Responsibility for the Standalone Financial Results

These Standalone annual financial results have been prepared on the basis of the Standalone annual financial statements.

The Company's Management and Board of Directors are responsible for the matters stated in section 134 (5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safe guarding 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 standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process



Auditor's Responsibilities for the Audit of the Standalone Financial Results

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with the all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.



Other Matters

- a) The Standalone annual financial results includes the results for the quarter ended March 31,2020 being the balancing figures between the audited figures in respect of full financial year and the published unaudited year to date figures up to the third quarter of the current financial year which were limited reviewed by us.
- b) On account of Covid-19 related lockdown restrictions, Management of the company was not able to perform the year end physical verification of inventories at all locations of Depot and also at factory. Consequently, we have performed alternative audit procedure to audit existence of inventory as per guidance provided by SA-501 "Audit Evidence-Specific consideration to selected items" which includes subsequent physical counts/cyclical counts performed by the management, roll forward procedures and have obtained sufficient audit evidences.

Our opinion on the Standalone annual financial results is not modified in respect of the above matters.

For BSD & Co.

Chartered Accountants

Firm Registration No. 000312S



Surendra Khinvasra

Partner

Membership No. 070804

UDIN: 20070804AAAABY7617

Place: New Delhi

Date: 29th June, 2020

B S D & Co.

Chartered Accountants

Branch Office Delhi: 810, 8th Floor, Antriksh Bhawan, 22 Kasturba Gandhi Marg, New Delhi-110001(Delhi)
Tel. : 011-43029888, Email id: delhi@bsdgroup.in website : www.bsdgroup.in

Independent Auditors' Report on the year to date Audited Consolidated Financial Results of the Company pursuant to Regulation 33 of SEBI (Listing obligations and disclosure Requirements) Regulations 2015, as amended

TO THE BOARD OF DIRECTORS OF

Kamdhenu Limited

Report on the Audit of Consolidated Financial Results

Qualified Opinion:

We have audited the accompanying Statement of Consolidated Financial Results of Kamdhenu Limited ("Holding") and its subsidiary (the Holding and its subsidiary together referred to as the group") for the year ended 31st March 2020 ("the statement"), being submitted by the Holding pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, as amended (Listing Regulations)

In our opinion and to the best of our information and according to the explanations given to us, *except for the effects of the matters described in the basis for qualified opinion section of our report*, the aforesaid statement:

- i. Include the annual financial results of the entities listed in Annexure-I
- ii. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as modified by circular no. CIR/CFD/FAC/62/2016 dated 5th July 2016; and
- iii. gives a true and fair view in conformity with the Indian Accounting Standards (Ind AS) and other accounting principles generally accepted in India of the consolidated net profit (Including other comprehensive income) and other financial information of the Group for the year ended 31st March 2020.

Basis for Qualified Opinion

- a) *The Company has recognized income on account of Insurance claim receivable amounting to Rs.4203.58 lakhs against loss of inventory, property plant & equipment due to the fire at paint factory of the company on the midnight of 27th & 28th April, 2019, which is pending for approval by the insurance company. The recognition of income on account of insurance claim recoverable, when there is no certainty that the ultimate collection will be made, is not in accordance with Indian Accounting Standard and accounting principles generally accepted in India, Had the company not accounted for such claim, the loss of the company before tax for the year ended 31st March, 2020 would have been higher by Rs 4203.58 lakhs and retained earnings as at 31st March, 2020 would have been lower by Rs. 4055.04 lakhs (net of Taxes) (Refer note no. 3 to yearly consolidated Financial results).*



b) *As per accounting policy of the company, Equity settled share based payments to employees are measured at fair value at grant date and such fair value determined are expensed over vesting period. During the year ended 31st March, 2020, 392250 Equity Shares were vested to employees (net of lapses) in pursuance of Amended Employees Stock Option Scheme 2017 approved by shareholders through Postal ballot on 18th March, 2020 but fair value on such date of approval of Rs.43.78 was taken to expense the share based payment instead of fair value at grant date. Had the company taken fair value at grant date as basis to expense Share based payment till vesting period, there would have been additional expense of Rs 832.32 lakhs in statement of Profit & Loss and the loss of the company before tax would have been higher by Rs 832.32 lakhs and retained earnings as at 31st March, 2020 would have been lower by Rs 683.78 lakhs (net of Taxes) (Refer note no. 4 to yearly consolidated Financial results).*

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Management's Responsibility for the Consolidated financial Statements

These Consolidated annual financial results have been prepared on the basis of the consolidated annual financial statements.

The Holding Company's Management and Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated total comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of preparation of the statement by the directors of Holding company as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.



Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company and its subsidiary companies which are companies incorporated in India, has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management and Board of directors.

Conclude on the appropriateness of management's and Board of directors use of the going concern

basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists

related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors.

We communicate with those charged with governance of the holding company and such other entities included in the statement of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Other Matters

- a) The Consolidated Financial results includes the results for the year ended 31st March, 2020 only, as Kamdhenu Ventures Limited became wholly owned subsidiary of the company in quarter ended 31st March 2020 only, therefore previous year/ period figures are not given and are not comparable.
- b) On account of Covid-19 related lockdown restrictions, Management of the company was not able to perform the year end physical verification of inventories at all locations of Depot and also at factory. Consequently we have performed alternative audit procedure to audit existence of inventory as per guidance provided by SA-501 " Audit Evidence- Specific consideration to selected items" which includes subsequent physical counts/cyclical counts performed by the management, roll forward procedures and have obtained sufficient audit evidences

Our opinion on the consolidated annual financial results is not modified in respect of the above matters.

For BSD & Co.
Chartered Accountants
Firm Registration No. 000312S


Surendra Khinvasra
Partner
Membership No. 070804
UDIN: 20070804AAAACA9190
Place : New Delhi
Date: 29th June, 2020



Annexure I: List of entities consolidated as at March 31, 2020

1. Kamdhenu Ventures Limited (Consolidated)- Wholly owned Subsidiary



ANNEXUREStatement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results

STANDALONE

<u>Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020</u> <u>[See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]</u>				
I.	Sl. No.	Particulars	Audited Figures	Adjusted Figures
			(as reported before adjusting for qualifications)	(audited figures after adjusting for qualifications)
			Rs./Lakhs	Rs./Lakhs
	1.	Turnover / Total income	96259.83	96259.83
	2.	Total Expenditure (including Exceptional Items)	96304.68	101340.58
	3.	Profit/(Loss) before Tax	(44.85)	(5080.75)
	4.	Tax Expenses/(Income)	(233.10)	(381.64)
	5.	Net Profit/(Loss)	188.25	(4699.11)
	6.	Earnings Per Share	0.71	(17.70)
	7.	Total Assets	46404.97	42349.93
	8.	Total Liabilities	28335.19	28335.19
	9.	Net Worth	18069.78	14014.74
	10.	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	<p>Audit Qualification (each audit qualification separately):</p> <p>a)Details of Audit Qualification:</p> <p>i) The Company has recognized income on account of Insurance claim receivable amounting to Rs. 4203.58 lakhs against loss of inventory, property plant & equipment due to the fire at paint factory of the company on the midnight of 27th & 28th April, 2019, which is pending for approval by the insurance company. The recognition of income on account of insurance claim recoverable, when there is no certainty that the ultimate collection will be made, is not in accordance with Indian Accounting Standard and accounting principles generally accepted in India. Had the company not accounted for such claim, the loss of the company before tax for the year ended 31st March, 2020 would have been higher by Rs 4203.58 lakhs and retained earnings as at 31st March, 2020 would have been lower by Rs. 4055.04 lakhs (net of Taxes) (Refer note no.3 to Quarterly and Yearly financial results).</p> <p>ii) As per accounting policy of the company, Equity settled share based payments to employees are measured at fair value at grant date and such fair value determined are expensed over vesting period. During the year ended 31st March, 2020, 392250 Equity Shares were vested to employees (net of lapses) in pursuance of Amended Employees Stock Option Scheme 2017 approved by shareholders through Postal ballot on 18th March, 2020 but fair value on such date of approval of Rs.43.78 was taken to expense the share based payment instead of fair value at grant date. Had the company taken fair value at grant date as basis to expense Share based payment till vesting period, there would have been additional expense of Rs 832.32 lakhs in statement of Profit & Loss and the loss of the company before tax would have been higher by Rs. 832.32 lakhs and retained earnings as at 31st March, 2020 would have been lower by Rs 683.78 lakhs (net of Taxes) (Refer Note No 4 to Quarterly and Yearly</p>			

b. Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion
Reply:- Qualified Opinion

c. Frequency of qualification: Whether appeared first time / repetitive / since how long continuing
Reply:- Appeared first time

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:

Reply:-The Statutory auditors of the company has expressed modified opinion in respect of audited financial statement for the year ended 31st March, 2020 out of matters arising in respect of note no. 3 and 4 and the impact of the same on profit & loss have been highlighted in respective para in accordance with Regulation 33(1) (e) of SEBI (LODR) Regulation 2015. The Management view point on auditors modified opinion are as under:-

(i) In respect of accounting of Insurance claim recoverable, the management of company is of view that all the due diligence by insurance company / surveyors have been done, however claim has not yet approved. The company is certain of ultimate collection subsequent to date of approval of financial statement, accordingly accounted for such income.

(ii) In respect of accounting of employees stock option scheme 2017, in view of high volatility in stock market price from Grant date to vesting date from Rs. 256 to Rs. 54, the company applied fair value on date of approved amended ESOP Scheme to expense share based payment.

e. For Audit Qualification(s) where the impact is not quantified by the auditor: NIL

(i) Management's estimation on the impact of audit qualification: NA

(ii) If management is unable to estimate the impact, reasons for the same: NA

(iii) Auditors' Comments on (i) or (ii) above: NA

III. Signatories:

SATISH
KUMAR
AGARWAL

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SATISH KUMAR
AGARWAL
Date: 2020.06.29
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(Satish Kumar Agarwal
Chairman & Managing Director

(Harish Kumar Agarwal)
Chief Financial Officer

MAHENDRA
RA
KUMAR
DOOGAR

(Mahendra Kumar Doogar)
Chairman Audit Committee



(BSD & CO.)

Statutory Auditor
UDIN!

20070804AAALB3186

Place:
Date: 29.06.2020

ANNEXUREStatement on Impact of Audit Qualifications (for audit report with modified opinion) submitted along-with Annual Audited Financial Results

CONSOLIDATED

Statement on Impact of Audit Qualifications for the Financial Year ended March 31, 2020 [See Regulation 33 / 52 of the SEBI (LODR) (Amendment) Regulations, 2016]				
I.	Sl. No.	Particulars	Audited Figures (as reported before adjusting for qualifications)	Adjusted Figures (audited figures after adjusting for qualifications)
			Rs/Lakhs	Rs./lakhs
	1.	Turnover / Total income	96259.83	96259.83
	2.	Total Expenditure (including Exceptional Items)	96305.64	101341.54
	3.	Profit/(Loss) before Tax	(45.81)	(5081.71)
	4.	Tax Expenses/(Income)	(233.10)	(381.64)
	5.	Net Profit/(Loss)	187.29	(4700.07)
	6.	Earnings Per Share	0.71	(17.71)
	7.	Total Assets	46405.69	42350.65
	8.	Total Liabilities	28336.86	28336.86
	9.	Net Worth	18068.83	14013.79
	10.	Any other financial item(s) (as felt appropriate by the management)	-	-
II.	<p>Audit Qualification (each audit qualification separately):</p> <p>a. Details of Audit Qualification:</p> <p>i) The Company has recognized income on account of Insurance claim receivable amounting to Rs. 4203.58 lakhs against loss of inventory, property plant & equipment due to the fire at paint factory of the company on the midnight of 27th & 28th April, 2019, which is pending for approval by the insurance company. The recognition of income on account of insurance claim recoverable, when there is no certainty that the ultimate collection will be made, is not in accordance with Indian Accounting Standard and accounting principles generally accepted in India. Had the company not accounted for such claim, the loss of the company before tax for the year ended 31st March, 2020 would have been higher by Rs 4203.58 lakhs and retained earnings as at 31st March, 2020 would have been lower by Rs. 4055.04 lakhs (net of Taxes) {Refer note no.3 to Yearly financial results}.</p> <p>ii) As per accounting policy of the company, Equity settled share based payments to employees are measured at fair value at grant date and such fair value determined are expensed over vesting period. During the year ended 31st March, 2020, 392250 Equity Shares were vested to employees (net of lapses) in pursuance of Amended Employees Stock Option Scheme 2017 approved by shareholders through Postal ballot on 18th March, 2020 but fair value on such date of approval of Rs.43.78 was taken to expense the share based payment instead of fair value at grant date. Had the company taken fair value at grant date as basis to expense Share based payment till vesting period, there would have been additional expense of Rs 832.32 lakhs in statement of Profit & Loss and the loss of the company before tax would have been higher by Rs. 832.32 lakhs and retained earnings as at 31st March, 2020 would have been lower by Rs 683.78 lakhs (net of Taxes) (Refer Note No 4 to Yearly financial results).</p>			

b. Type of Audit Qualification : Qualified Opinion / Disclaimer of Opinion / Adverse Opinion

Reply:- Qualified Opinion

c. Frequency of qualification: Whether appeared first time / repetitive / since how long continuing

Reply:- Appeared first time

d. For Audit Qualification(s) where the impact is quantified by the auditor, Management's Views:

Reply:-The Statutory auditors of the company has expressed modified opinion in respect of audited financial statement for the year ended 31st March, 2020 out of matters arising in respect of note no. 3 and 4 and the impact of the same on profit & loss have been highlighted in respective para in accordance with Regulation 33(1) (e) of SEBI (LODR) Regulation 2015. The Management view point on auditors modified opinion are as under:-

(i) In respect of accounting of Insurance claim recoverable, the management of company is of view that all the due diligence by insurance company / surveyors have been done, however claim has not yet approved. The company is certain of ultimate collection subsequent to date of approval of financial statement, accordingly accounted for such income.

(ii) In respect of accounting of employees stock option scheme 2017, in view of high volatility in stock market price from Grant date to vesting date from Rs. 256 to Rs. 54, the company applied fair value on date of approved amended ESOP Scheme to expense share based payment.

e. For Audit Qualification(s) where the impact is not quantified by the auditor: NIL

(i) Management's estimation on the impact of audit qualification: NA

(ii) If management is unable to estimate the impact, reasons for the same: NA

(iii) Auditors' Comments on (i) or (ii) above: NA

III. Signatories:

SATISH
KUMAR
AGARWAL

Digitally signed by
SATISH KUMAR
AGARWAL
Date: 2020.06.29
10:56:34 +05'30'

(Satish Kumar Agarwal
Chairman & Managing Director

(Harish Kumar Agarwal)
Chief Financial Officer

MAHENDR
A KUMAR
DOOGAR

Digitally signed by MAHENDRA KUMAR DOOGAR
DN: cn=MAHENDRA KUMAR DOOGAR, o=BS&D&CO, ou=BS&D&CO, email=MAHENDRA.KUMAR.DOOGAR@BS&D&CO.COM, c=IN

(Mahendra Kumar Doogar)
Chairman Audit Committee



(BSD & CO.)
Statutory Auditor

UDIN : 20070804AAAACC
2752

Place:

Date: 29.06.2020

KAMDHENU LIMITED

CIN: L27101RJ1994PLC067034

Regd.Office: A-1112 & A-1114, RIICO Industrial Area, Phase-III, Bhiwadi-301019, Alwar, Rajasthan

Corporate Office: 2nd Floor, Tower-A, Building No.9, DLF Cyber City Phase-3, Gurgaon-122 002

Phone no.-0124-4604500 Fax: - 0124-4218524 Email:- kamdhenu@kamdhenulimited.com Website:-www.kamdhenulimited.com

STATEMENT OF AUDITED STANDALONE AND CONSOLIDATED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 31ST MARCH, 2020

(Rs./Lakhs)

Particulars	Standalone			Standalone		Consolidated
	Quarter Ended			Year Ended	Year Ended	Year Ended
	31.03.2020	31.12.2019	31.03.2019	31.03.2020	31.03.2019	31.03.2020
	(Audited)	(Unaudited)	(Audited)	(Audited)	(Audited)	(Audited)
1 Total Income from Operations	24,559.70	25,541.04	25,823.93	96,196.45	1,23,239.62	96,196.45
2 Net Profit/ (Loss) for the year before tax and exceptional items	337.55	716.58	911.74	2,474.09	3,494.61	2,473.13
3 Net profit/(Loss) for the year after tax and exceptional items	231.61	(1,303.93)	588.56	188.25	2,247.06	187.29
4 Total Comprehensive Income /(Loss) for the year [Comprising Profit/(Loss) for the year (after tax) and Other Comprehensive Income (after tax)]	233.27	(1,303.04)	606.67	197.34	2,255.87	196.38
5 Equity Share Capital (Face Value of Rs.10 each)	2,654.33	2,654.33	2,640.00	2,654.33	2,640.00	2,654.33
6 Earnings per share in rupees: (Quarterly not Annualised)						
- Basic (in Rupees)	0.87	(4.91)	2.35	0.71	8.98	0.71
- Diluted (in Rupees)	0.86	(4.90)	2.33	0.70	8.90	0.70

- The above standalone and consolidated financial results were reviewed and recommended by the Audit Committee & approved by the Board of Directors at their respective meetings held on 29th June, 2020. The financial results for the quarter and year ended 31st March, 2020 have been audited by the Statutory Auditors of the Company.
- The Board of Directors of the Company in their meeting held on 29th June, 2020 have recommended dividend of Re. 0.50/- per share for the financial year ended 31st March, 2020 for the approval of shareholders.
- The Consolidated annual financial results includes the results for the year ended March 31, 2020 only, as Kamdhenu Ventures Limited became subsidiary of the company during quarter ended 31st March, 2020, therefore previous year/ period figures are not given.
- The above is an extract of the detailed format of audited Quarterly and yearly Results filed with the Stock Exchanges under Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The full format of the audited Financial Results are available on the Stock Exchange websites, www.bseindia.com, www.nseindia.com and on the company website www.kamdhenulimited.com

For and on behalf of the Board of Directors

Kamdhenu Limited

**SATISH KUMAR
AGARWAL**Digitally signed by SATISH
KUMAR AGARWAL
Date: 2020.06.29 11:00:15
+05'30'

(Satish Kumar Agarwal)

Chairman & Managing Director

DIN: 00005981

Place: Gurgaon

Date: 29th June, 2020