DECCAN CEMENTS LIMITED

CIN : L26942TG1979PLC002500
REGD OFFICE : 6-3-666/B,
"DECCAN CHAMBERS", SOMAJIGUDA,
HYDERABAD - 500 082.
PHONE : +91 (40) 23310168, 23310552,
+91 (40) 23310561, 23310599
FAX : +91 (40) 23318366
E-MAIL : info@deccancements.com
WEBSITE : www.deccancements.com

DCL:SECY:2019

7th August 2019

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051

Scrip Code: 502137

Trading Symbol: DECCANCE

Sub: Proceedings of the 39th Annual General Meeting (AGM) held on 7th August 2019.

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proceedings of the 39th Annual General Meeting (AGM) of the Members of the Company held on Wednesday, 7th August 2019, at 11:00 AM at Bhaskara Auditorium, Birla Museum, Adarsh Nagar, Hyderabad 500 063, is furnished below:

Mr. M B Raju, Executive Chairman of the Company, chaired the Meeting.

Before commencing the formal proceedings of the AGM, the Company Secretary delivered a welcome address to the Members, the Directors and the Auditors and others present at the Meeting.

The Company Secretary informed the members that the Company had provided remote e-voting facility for which the e-voting platform was open for voting by the members from 9:00 A.M. of 4th August, 2019 to 5:00 P.M. of 6th August 2019. He further informed that the Company has also arranged for voting through polling paper on all the 6 (Six) Resolutions forming part of the Notice of the AGM dated 28th May, 2019, and requested the Members to deposit their duly filled up and signed polling papers into the Polling Box. He informed that Mr. B V Saravana Kumar, Practicing Company Secretary the Scrutinizer for the remote e-voting and polling process at the AGM is present at the meeting to conduct the voting in a fair and transparent manner and report the voting results. He also informed that the results of the voting will be submitted to the Stock Exchanges within forty eight hours of conclusion of this meeting and will also be displayed on the websites of the Company and of Karvy Computershare Private Limited. He informed that the Members including proxies

those who had not voted through remote e-voting are entitled to vote through the polling papers.

The Chairman started proceedings of the meeting by welcoming the Members. He introduced the Directors to the members.

Then the Chairman delivered his speech (copy enclosed) explaining the performance of the Company during the financial year 2018-19 and the prospects for the years ahead.

With the permission of the members, the Chairman took the Notice of the AGM, Auditors Report and Directors Report as read.

Then, the Chairman requested the Company Secretary to read out the agenda items contained in the AGM Notice dated 28th May, 2019.

The Company Secretary read out the resolutions contained in the Notice of the AGM. The businesses contained in the Notice of the AGM, which were transacted at the AGM are as under:

ORDINARY BUSINESS

1. Adoption of the Audited Financial Statements for the Financial Year ended 31st March 2019 together with the Reports of the Board of Directors' and Auditors' thereon - Ordinary Resolution.

2. Declaration of dividend of Rs.3.75/- (@75%) per equity share for the Financial Year 2018-19 - Ordinary Resolution.

3. Appointment of a Director in place of Mr. Gopalakrishnan Ramamurthi (DIN: 00296413) who retires by rotation and being eligible offers himself for re-appointment - Ordinary Resolution.

SPECIAL BUSINESS

4. Ratification of Cost Auditor's remuneration for the Financial Year 2019-20 - Ordinary Resolution.

5. Reappointment of Mr. K. P. Singh (DIN: 02951522), Non-Executive Independent Director for the Second Term of 5 (Five) consecutive years - Special Resolution.

6. To approve continuation of payment of remuneration to the Executive Directors who are promoters, in excess of threshold limits as per the SEBI (LODR) (Amendment) Regulations, 2018 – Special Resolution.

Then, the Chairman clarified the queries raised by the members present at the AGM.

The Chairman requested the members and proxies present at the meeting, who did not cast their vote through remote e-voting platform, wish to cast their vote may vote at the AGM. Accordingly, the members and proxies present at the meeting casted their votes at the AGM. After the vote, the Chairman requested the Scrutinizer to give their report within 48 hours.

Ms. P Parvathi, Managing Director offered votes of thanks to the Chair.

The Chairman declared the conclusion of the 39th Annual General Meeting.

Thank you,

With regards,

for Deccan Cements Limited

DECCAN CEMENTS LIMITED HYD.

Bikram Keshari Prusty
Company Secretary

Encl: Chairman's Speech

Chairman's Speech

Dear Fellow Shareholders,

It gives me great pleasure in welcoming you to the 39th Annual General Meeting of the Company. I take this opportunity to brief you about the Company's performance in the Financial Year 2018-19 and the prospects for the years ahead.

Company's performance during 2018-19 with comparison to previous year is as under:

Particulars	*2017-18*	***2018-19***	*Increase*
Net Sales	*Rs.594.42 Crores*	***Rs.651.41 Crores***	*9.59%*
Plant Capacity Utilization	*65%*	*77%*	*12%*

As per credit rating agency 'ICRA' report, they expect a demand growth of eight per cent, which will likely to result in an improvement in the industry's utilisation to 71% in FY 2019-20 from 65% in FY 2017-18.

Due to the increasing demand in various sectors such as housing, commercial construction and industrial construction, cement industry is expected to reach 550-600 Million Tonnes Per Annum (MTPA) by the year 2025.

Your Board has recommended final dividend of 75% i.e. Rs. 3.75/- per share for the financial year 2018-19.

Your Company is in the process of commissioning the cement packer unit (Packer-4) for automatic packing of cements, and loading them into the trucks and rail wagons at an estimated cost of ***Rs.30.34 Crores****. Recently, your company successfully commissioned the 1st phase of packer-4, for loading of cements into trucks, and expecting to complete the 2nd phase (for loading the cement bags directly into the railway wagons) by end of this financial year.*

Further, to economise the power cost, your company is in the process of commissioning Waste Heat Recovery plant. The total project cost is estimated to ***Rs.64.90 Crores****, and is expected to be completed in the current financial year.*

Power generated from the captive Thermal Power Plant continues to be consumed captively in the Cement Plant. Power generated from the Hydel and Wind Power Plants was completely sold to third parties.

We remain dedicated and vigilant about the operations of your Company. We seek the cooperation from all the stakeholders involved. I express sincere appreciation to my colleagues on the Board, Management and Employees at all level for their valuable contributions. I thank Central and State Governments, Bankers, Business Associates, Customers and other Stakeholders for their support and cooperation. My sincere thanks to our shareholders. I look forward to your continued support.

Thank you.

Hyderabad
August 7, 2019

M B Raju
Executive Chairman

DECCAN CEMENTS LIMITED

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8th August 2019

BSE Limited
Corporate Relationship Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai - 400 001

National Stock Exchange of India Limited
Listing Department
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (East)
Mumbai - 400 051

Scrip Code: 502137

Trading Symbol: DECCANCE

Dear Sir,

Subject: Disclosure of Voting Results of the 39th Annual General Meeting held on 7th August, 2009.

The voting results of the 39th Annual General Meeting of the Company held on Wednesday, 7th August 2019 at Bhaskara Auditorium, Birla Museum, Adarsh Nagar, Hyderabad 500 063 in the format prescribed under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed as **Annexure - I**.

Further, report of the Scrutiniser is also enclosed as **Annexure - II.**

Thank You,

With regards,

for Deccan Cements Limited

Bikram Keshari Prusty
Company Secretary

Enclosures: As stated above

CC To:
Karvy Fintech Private Limited
Karvy Selenium Tower –B
Plot No.31 & 32,
Financial District, Gachibowli
Hyderabad – 500 032.

DECCAN CEMENTS LIMITED

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39th Annual General Meeting (AGM) held on Wednesday, 7th August, 2019 at 11:00 A.M.

Declaration of Results of remote e-voting and voting at the 39th AGM venue

The 39th Annual General Meeting (AGM) of the Members of Deccan Cements Limited ('the Company') was held at Bhaskara Auditorium, Birla Museum, Adarsh Nagar, Hyderabad 500063, on Wednesday, 7th August, 2019 at 11:00 A.M.

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had provided to its Members the facility of remote e-voting through Karvy Fintech Private Limited (Karvy) and voting at the AGM venue to cast their votes on the Resolutions proposed in the Notice dated 28th May 2019 convening the 39th AGM.

The remote e-voting commenced on Sunday, 4th August, 2019 at 09:00 a.m. and ended on Tuesday, 6th August, 2019 at 05:00 p.m. The voting rights of the Members were reckoned based on the number of shares held by them as on the "cut-off" date i.e., Wednesday, 31st July, 2019.

Mr. B. V. Sarvana Kumar, Company Secretary (Membership No. ACS-26944 and C.P. No. 11727), Secunderabad, was appointed by the Board of Directors of the Company for the purpose of scrutinizing the process of remote e-voting and voting at the AGM venue in a fair and transparent manner. The Scrutinizer has carried out the scrutiny of all votes cast through remote e-voting and voting at the AGM venue and after completion of authentication and reconciliation process, submitted his report on 8th August, 2019.

Based on the Scrutinizer's Report dated 8th August, 2019, the consolidated results of the votes cast are as under:

Item Nos.	Items of Business	Number & percentage of votes cast in favour	Number & percentage of votes cast against	Number & percentage of invalid votes
	ORDINARY BUSINESS:			
1	Adoption of the Audited Financial Statements for the Financial Year ended 31st March 2019 together with the Reports of the Board of Directors' and Auditors' thereon - Ordinary Resolution	96,10,200 99.9970%	284 0.0030%	Nil Nil
2	Declaration of dividend of Rs.3.75/- (@75%) per equity share for the Financial Year 2018-19 - Ordinary Resolution.	96,10,465 99.9998%	19 0.0002%	Nil Nil
3	Appointment of a Director in place of Mr. Gopalakrishnan Ramamurthi (DIN: 00296413) who retires by rotation and being eligible offers himself for re-appointment - Ordinary Resolution.	96,10,200 99.9970%	284 0.0030%	Nil Nil

DECCAN CEMENTS LIMITED HYD.

Item Nos.	Items of Business	Number & percentage of votes cast in favour	Number & percentage of votes cast against	Number & percentage of invalid votes
	SPECIAL BUSINESS:			
4	Ratification of Cost Auditor's remuneration for the Financial Year 2019-20 - Ordinary Resolution.	96,10,200 99.9970%	284 0.0030%	Nil Nil
5	Reappointment of Mr. K. P. Singh (DIN: 02951522), Non-Executive Independent Director for the Second Term of 5 (Five) consecutive years - Special Resolution	96,10,200 99.9970%	284 0.0030%	Nil Nil
6	To approve continuation of payment of remuneration to the Executive Directors who are promoters, in excess of threshold limits as per the SEBI (LODR) (Amendment) Regulations, 2018 – Special Resolution	96,10,180 99.9968%	304 0.0032%	Nil Nil

Based on the Scrutinizer's Report, all the aforesaid Resolutions as contained in the Notice dated 28th May, 2019 convening the 39th AGM were duly approved with requisite majority by the Members of the Company through remote e-voting and voting conducted at the AGM venue.

For Deccan Cements Limited

M. B. Raju

M.B.Raju
Chairman
(DIN: 00016652)

Place: Hyderabad
Date: 8th August, 2019

DECCAN CEMENTS LIMITED HYD.

Annexure-II

Dated: 8th August, 2019

To
The Chairman
Deccan Cements Limited
CIN: L26942TG1979PLC002500

Regd. Off: 6-3-666/B,
"Deccan Chambers", Somajiguda,
Hyderabad, Telangana – 500 082

SCRUTINIZER'S REPORT

1. Appointment as Scrutinizer:

I, B V Saravana Kumar, Partner, Practicing Company Secretary, on behalf of Tumuluru & Company, Company Secretaries has been appointed as the Scrutinizer by the Board of Directors of Deccan Cements Limited ("the Company") for the remote e-voting as well as the e-voting and Poll conducted in connection with and at the 39th Annual General Meeting (AGM) of the Company held on Wednesday, August 7th, 2019 at 11.00 AM at Bhaskara Auditorium, Birla Museum, Adarsh Nagar, Hyderabad – 500 063 Telangana.

2. Dispatch of Notice convening the Meeting:

The Company has informed that, on the basis of the Register of Members maintained by the Registrar & Transfer Agents of the Company i.e Karvy Fintech Private Limited and the List of Beneficiary Owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the company completed dispatch of the Notice of the AGM:

- By e-mail to **5175** Members who had registered their email-ids with Depositories/ the Company
- By Courier to **1835** Members

3. Cut-off Date:

The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Wednesday the 31st July, 2019 i.e., the date prior to the commencement of book closure, being the Cut-off date are entitled to vote on Resolutions set forth in the Notice dt. 28th May, 2019.

4. Remote E-voting:

4.1 Agency: The Company has appointed M/s. Karvy Fintech Private Limited ("Karvy") as the agency for providing the remote e-voting platform.

4.2 Remote e-voting: Remote e-voting platform was open from 9 AM (IST) on Sunday, 4th August, 2019 and ended at 5 PM (IST) on Tuesday, August 6th, 2019 and members were required to cast their votes electronically conveying their assent or dissent in respect of the Ordinary Businesses and Special Businesses as set out in the notice of AGM on the e-Voting platform provided by Karvy.

TUMULURU & COMPANY * HYDERABAD * COMPANY SECRETARIES

5. **Voting at the AGM:**

5.1 As prescribed under Rule 20 (4) (xiii) of the Companies (Management and Administration) Amendment Rules, 2015, for the purpose of ensuring that members who have cast their votes through remote e-voting do not vote again at the AGM, I had access after closure of period of remote e-voting and before the start of AGM, to such details relating to members who have cast their votes through remote e-voting, such as No. of Members, Total Votes casted in favour, against and abstained.

5.2 Accordingly, Karvy, the e-voting Agency provided us with the names, DP id / folio numbers and shareholding of the members who had cast their votes through remote e-voting.

5.3 The Company has authorized Karvy to provide/ conduct Voting at the meeting through voting by Polling Paper. The voting facility was provided by Karvy.

6. **Counting Process**

6.1 On completion of voting at the AGM, Karvy provided me with the List of members who had cast their votes, with their shareholding details and details of vote on each of the Resolutions.

6.2 The votes were reconciled with the records maintained by the Company and Registrar & Share Transfer Agent i.e. Karvy with respect to the authorizations / proxies lodged with the Company.

6.3 I unblocked the remote e-voting results on the Karvy E-voting platform before two witnesses who are not in employment of the Company and downloaded the e-voting results. The witnesses have also signed this Report in confirmation of the votes being unblocked in their presence. Required data was provided by Karvy on the e-voting and Poll conducted at the AGM Venue

7. **Results**

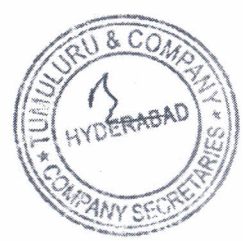
7.1 I observed that:

a) **30** Members/ Proxies have cast their votes through the Polling Paper facility provided at the Annual General Meeting and

b) **47** Members had cast their votes through remote e-voting

7.2 The consolidated Results with respect to each of the items on the agenda as set out in the Notice of the 39th AGM dated May 28th, 2019 is enclosed.

7.3 Based on the aforesaid results, 4 Ordinary Resolutions as contained in Item No. 1 to 4 and 2 Special Resolutions as contained in Item No. 5 to 6 of the Notice dated May 28th, 2019, have been passed with Requisite majority.



7.4 Soft copy of the List of members, for both voting at the AGM as well as remote e-voting containing the details of members who voted "FOR" and "AGAINST" for each resolution will be sent by email to the Company.

Witnesses: M.V.N. Sastry

1. M.V.N. SASTRY
H.No. 16-2-836/d/8/8
MADHAV NAGAR
SAIDABAD COLONY,
HYDERABAD-59.

2. G. Satyender
G. SATYENDER
H.No- 8-2-613/36
Uday NAGAR
BANJARA HILLS
HYD-500 34.

Thank you

With Regards

for TUMULURU & COMPANY
COMPANY SECRETARIES

B. V. Saravana Kumar

TUMULURU & COMPANY * HYDERABAD * COMPANY SECRETARIES

B V Saravana Kumar Partner
ACS: 26944
CP No. 11727

Ordinary Business - Ordinary Resolution

Item No. 1 –Adoption of Accounts for the financial year ended 31st March, 2019

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	41	27	68	9610083	117	9610200	99.9970%
No. of votes cast against / Dissent	6	3	9	271	13	284	0.0030%
No. of votes abstained	0	0	0		0	0	0.0000%
Total	47	30	77	9610354	130	9610484	100.0000%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 1 of the AGM Notice of the Company dated May 28, 2019 has been passed with Requisite majority

For Tumuluru & Company

For TUMULURU & COMPANY
COMPANY SECRETARIES

TUMULURU & COMPANY * HYDERABAD * COMPANY SECRETARIES

B V Saravana Kumar Partner
Partner
M. No. 26944 C P No. 11727
Date : August 8th, 2019
Place : Hyderabad

Ordinary Business - Ordinary Resolution

Item No. 2 –Declaration of Dividend on Equity Shares for the Financial Year 2018-2019

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	46	27	73	9610348	117	9610465	99.9998%
No. of votes cast against / Dissent	1	3	4	6	13	19	0.0002%
No. of votes abstained*	0	0	0	0	0	0	0.0000%
Total	47	30	77	9610354	130	9610484	100.0000%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 2 of the AGM Notice of the Company dated May 28th, 2019 has been passed with Requisite majority

For Tumuluru & Company

For TUMULURU & COMPANY
COMPANY SECRETARIES

TUMULURU & COMPANY * HYDERABAD * COMPANY SECRETARIES

B V Saravana Kumar
Partner
M. No. 26944 C P No. 11727
Date : August 8th, 2019
Place : Hyderabad

Ordinary Business - Ordinary Resolution

Item No. 3 – Reappointment of Mr. Gopalakrishnan Ramamurthi (Din: 002966413) who retires by rotation and being eligible, offers himself for reappointment

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	41	27	68	9610083	117	9610200	99.9970%
No. of votes cast against / Dissent	6	3	9	271	13	284	0.0030%
No. of votes abstained	0	0	0	0	0	0	0.0000%
Total	47	30	77	9610354	130	9610484	100.0000%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 3 of the AGM Notice of the Company dated May 28, 2019 has been passed with Requisite majority

For Tumuluru & Company

For TUMULURU & COMPANY
COMPANY SECRETARIES

TUMULURU & COMPANY * HYDERABAD * COMPANY SECRETARIES

B V Saravana Kumar
Partner
M. No. 26944 C P No. 11727
Date : August 8th, 2019
Place : Hyderabad

Special Business - Ordinary Resolution

Item No. 4 – To raify Cost Auditor's remuneration for the Financial Year 2019-2020

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	41	27	68	9610083	117	9610200	99.9970%
No. of votes cast against / Dissent	6	3	9	271	13	284	0.0030%
No. of votes abstained	0	0	0	0	0	0	0.0000%
Total	47	30	77	9610354	130	9610484	100.0000%

Based on the aforesaid results, Ordinary Resolution as contained in Item No. 4 of the AGM Notice of the Company dated May 28, 2019 has been passed with Requisite majority

For Tumuluru & Company

For TUMULURU & COMPANY
COMPANY SECRETARIES

TUMULURU & COMPANY * HYDERABAD * COMPANY SECRETARIES

B V Saravana Kumar, Partner
Partner
M. No. 26944 C P No. 11727
Date : August 8th, 2019
Place : Hyderabad

Special Business - Special Resolution

Item No. 5 –Re-appointment of Mr. K P Singh (Din: 02951522), as a Non-Executive Independent Director of the Company for a second term of five years with effect from 29th September, 2019 to 28th September, 2024, not liable to retire by rotation

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	41	27	68	9610083	117	9610200	99.9970%
No. of votes cast against / Dissent	6	3	9	271	13	284	0.0030%
No. of votes abstained	0	0	0	0	0	0	0.0000%
Total	47	30	77	9610354	130	9610484	100.0000%

Based on the aforesaid results, Special Resolution as contained in Item No.5 of the AGM Notice of the Company dated May 28, 2019 has been passed with Requisite majority

For TUMULURU & COMPANY
COMPANY SECRETARIES

TUMULURU & COMPANY * HYDERABAD * COMPANY SECRETARIES

B V Saravana Kumar
Partner
M. No. 26944 C P No. 11727
Date : August 8th, 2019
Place : Hyderabad

Special Business - Special Resolution

Item No. 6 – To approve continuation of payment of remuneration to the Executive Directors who are Promoters in excess of threshold limits as per SEBI (LODR) (Amendment) Regulations, 2018.

	Number of Members / Proxies			Number of votes contained in			%
	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	Remote E-voting (Members Only)	Postal Ballot at AGM (Members/Proxy)	Total	
No. of votes cast in favour/ Assent	40	27	67	9610063	117	9610180	99.9968%
No. of votes cast against / Dissent	7	3	10	291	13	304	0.0032%
No. of votes abstained	0	0	0	0	0	0	0.0000%
Total	47	30	77	9610354	130	9610484	100.0000%

Based on the aforesaid results, Special Resolution as contained in Item No. 6 of the AGM Notice of the Company dated May 28, 2019 has been passed with Requisite majority

For Tumuluru & Company
For TUMULURU & COMPANY
COMPANY SECRETARIES

TUMULURU & COMPANY HYDERABAD COMPANY SECRETARIES

B V Saravana Kumar Partner
Partner
M. No. 26944 C P No. 11727
Date : August 8th, 2019
Place : Hyderabad