



DECCAN CEMENTS LIMITED

CIN: L26942TG1979PLC002500

Registered Office: 'Deccan Chambers', 6-3-666/B,
Somajiguda, Hyderabad - 500 082 Tel: 040-23310168, Fax: 040-23318366
E-mail: secretarial@deccancements.com, Website: www.deccancements.com

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with
Rule 22 of the Companies (Management & Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given that pursuant to the provisions of Section 110 and Section 108 of the Companies Act, 2013 (the Act) and other applicable provisions, if any, of the Act, read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the Rules), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), Secretarial Standards on General Meetings (SS-2) and pursuant to other applicable laws, rules and regulations (including any statutory modifications or re-enactments thereof for the time being in force), that the **Special Businesses** appended below are proposed to be passed by the members of **Deccan Cements Limited** (the Company) by **Special Resolution** through **Postal Ballot**, including voting by electronic means (e-voting).

Pursuant to Rule 22 and Rule 20 of the Rules, the Board of Directors of your Company, at its meeting held on 24th May 2022 has appointed **Mr. V. Shankar, Practicing Company Secretary (Membership No.FCS:7638 and CP:8446)** as the Scrutinizer, who will conduct the Postal Ballot and e-voting process in a fair and transparent manner.

Members are requested to peruse the proposed resolutions along with the explanatory statement, and carefully read the instructions that form part of this Postal Ballot Notice ('Notice').

Members may either vote by using e-voting platform or through Postal Ballot.

SPECIAL BUSINESS

PROPOSED RESOLUTIONS:

1. Re-appointment of Mr. M. B. Raju (DIN: 00016652) as Executive Chairman for a period of five years with effect from 1st April 2022:

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule V to the Companies Act, 2013, Regulation 17(6)(e) and other applicable Regulations of the SEBI (LODR) Regulations, 2015, and Articles of Association of the Company (including any statutory amendment, modification, variation or re-enactment thereof for the time being in force), Mr. M B Raju (DIN: 00016652) be and is hereby re-appointed as Executive Chairman of the Company for a period of five years, effective from 1st April 2022 to 31st March 2027, liable to retire by rotation, on the terms and conditions including remuneration as set out below:

1. *Salary: Rs. 7,00,000/- per month with annual increment of Rs. 25,000/- per month.*
2. *Commission: @ 2% of the net profits of the Company in each financial year computed in the manner laid down in Section 198 of the Companies Act, 2013.*
3. *Perquisites and Allowances :*
 - I. *Housing :*
 - a. *The expenditure incurred by the Company on hiring accommodation for the Executive Chairman shall be subject to a ceiling of 70% of salary.*
 - b. *Where accommodation in Company owned house is provided, the Executive Chairman shall pay to the Company by way of rent 10% of salary.*
 - c. *Where the Company does not provide accommodation to the Executive Chairman, House Rent allowance may be paid by the Company in accordance with (a) above.*
 - d. *The expenditure incurred by the Company on gas, electricity, water and furnishing will be subject to a ceiling of 10% of salary of the Executive Chairman.*
 - II. *Medical Reimbursement :*

Expenses incurred for self and his family subject to a ceiling of one month's salary per year or three months' salary in a period of three years.
 - III. *Leave Travel Concession :*

For self and family once in a year incurred in accordance with the Rules specified by the Company.
 - IV. *Club Fees :*

Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed
 - V. *Personal Accident Insurance:*

For an amount as per the rules of the Company
 - VI. *Other :*
 - a. *Company's contribution towards Provident Fund: subject to a ceiling of 12% of salary, as per rules of the Company.*



- b. *Company's contribution towards Pension / Superannuation Fund: as per rules of the Company; such contribution to the Provident Fund and Pension / Superannuation Fund shall not exceed 27% of salary.*
- c. *Gratuity payable in accordance with an approved scheme and shall not exceed one half month's salary for each completed year of service.*

Contribution to Provident fund and Superannuation fund to the extent they are exempted under the Income Tax Act, 1961 and encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

Provision of car for use on Company's business and, telephone and internet at residence will not be considered as perquisites.

All long distance personal calls shall be duly logged and paid for by the Executive Chairman.

Earned / Privilege Leave and allowances will be as per rules of the Company. Leave accumulated but not availed at during his tenure may be allowed to be encashed as per the rules of the Company.

The Executive Chairman, may, extend personal guarantee in favour of the banks and/or financial institutions, if required by the banks and/or financial institutions while sanctioning financial limits/loans to the Company.

RESOLVED FURTHER THAT notwithstanding the above, in the absence of or inadequacy of profits in any financial year, the above remuneration shall be paid to Mr. M B Raju (DIN: 00016652) as minimum remuneration in terms of proviso to Section II (A) of Part II of Schedule V of the Companies Act, 2013 as may be applicable to the Company from time to time."

2. Re-appointment of Ms. P. Parvathi (DIN: 00016597), as Managing Director of the Company for a period of 5 years with effect from 1st April 2022 :

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, read with Schedule V to the Companies Act, 2013, Regulation 17(6)(e) and other applicable Regulations of the SEBI (LODR) Regulations, 2015, and Articles of Association of the Company (including any statutory amendment, modification, variation or re-enactment thereof for the time being in force), Ms. P Parvathi, (DIN: 00016597) be and is hereby re-appointed as Managing Director of the Company for a period of five years effective from 1st April 2022 to 31st March 2027, on the terms and conditions including remuneration as set out below:

1. *Salary: Rs. 6,50,000/- per month with annual increment of Rs. 25,000/- per month.*
2. *Commission: @ 2% of the net profits of the Company in each financial year computed in the manner laid down in Section 198 of the Companies Act, 2013.*
3. *Perquisites and Allowances :*
 - I. *Housing:*
 - a. *The expenditure incurred by the Company on hiring accommodation for the Managing Director shall be subject to a ceiling of 70% of salary.*
 - b. *Where accommodation in Company owned house is provided, the Managing Director shall pay to the Company by way of rent 10% of salary.*
 - c. *Where the Company does not provide accommodation to the Managing Director, House Rent allowance may be paid by the Company in accordance with (a) above.*
 - d. *The expenditure incurred by the Company on gas, electricity, water and furnishing will be subject to a ceiling of 10% of salary of the Managing Director.*
 - II. *Medical Reimbursement :*

Expenses incurred for self and her family subject to a ceiling of one month's salary per year or three months' salary in a period of three years.
 - III. *Leave Travel Concession :*

For self and family once in a year incurred in accordance with the Rules specified by the Company.
 - IV. *Club Fees :*

Fees of clubs subject to a maximum of two clubs, admission and life membership fees not being allowed.
 - V. *Personal Accident Insurance :*

For an amount as per the rules of the Company.
 - VI. *Other :*
 - a. *Company's contribution towards Provident Fund: subject to a ceiling of 12% of salary, as per rules of the Company.*
 - b. *Company's contribution towards Pension / Superannuation Fund: as per rules of the Company; such contribution to the Provident Fund and Pension / Superannuation Fund shall not exceed 27% of salary.*
 - c. *Gratuity payable in accordance with an approved scheme and shall not exceed one half month's salary for each completed year of service.*

Contribution to Provident fund and Superannuation fund to the extent they are exempted under the Income Tax Act, 1961 and encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

Provision of car for use on Company's business and, telephone and internet at residence will not be considered as perquisites.

All long distance personal calls shall be duly logged and paid for by the Managing Director.

Earned / Privilege Leave and allowances will be as per rules of the Company. Leave accumulated but not availed at during her tenure may be allowed to be encashed as per the rules of the Company.

The Managing Director, may, extend personal guarantee in favour of the banks and/or financial institutions, if required by the banks and/or financial institutions while sanctioning financial limits/loans to the Company.

RESOLVED FURTHER THAT notwithstanding the above, in the absence of or inadequacy of profits in any financial year, the above remuneration shall be paid to Ms. P Parvathi (DIN: 00016597), as the minimum remuneration in terms of proviso to Section II (A) of Part II of Schedule V of the Companies Act, 2013 as may be applicable to the Company from time to time."

By Order of the Board

Sd/-

Bikram Keshari Prusty
Company Secretary
FCS 7855

Place: Hyderabad
Date: 24th May 2022

NOTES

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted is annexed hereto.
2. In terms of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed through Postal Ballot, including voting by electronic means (e-voting).
3. The Members are provided with the facility to cast their vote, electronically, through e-voting service provided by KFin Technologies Limited (KFinTech) on all the resolutions set forth in the Postal Ballot Notice instead of returning the Postal Ballot Form(s).
4. The Postal Ballot Notice is uploaded on the website of the Company: www.deccancements.com and on the website of KFinTech: <https://evoting.kfintech.com>.
5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of beneficial ownership as received from the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 27th May 2022 (cut-off date).
6. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form ("Ballot Form") through permitted mode along with a Reply Envelope.
7. Dispatch of the Postal Ballot Notice, both by e-mail and physical mode, will be completed by Tuesday, 31st May 2022.
8. The voting through e-voting will commence on Wednesday, 1st June 2022 at 9:00 A.M. (IST) and ends on Thursday, 30th June 2022 at 5:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 27th May 2022, may cast their votes electronically. The remote e-voting modules shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
9. Members voting through Postal Ballot (physically) are requested to return the duly filled in and signed Postal Ballot Form, with their vote [Assent (FOR) or Dissent (AGAINST) for the proposed resolutions] in the attached self-addressed, reply envelope, so as to reach the Scrutinizer on or before Thursday, 30th June 2022. Please note that **Voting shall be done by putting TICK mark (✓) at the appropriate places on the Postal Ballot Form**. Please note that any Postal Ballot Form received after Thursday, 30th June 2022 will be strictly treated as if the reply from the Member has not been received.
10. A Member should not vote both through Postal Ballot as well as by using e-voting platform, and if he/she votes through Postal Ballot as well as by using e-voting platform, his/her vote through Postal Ballot shall be treated as invalid.
11. Resolutions passed by the members through Postal Ballot, including voting by electronic means (e-voting), are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolutions shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
12. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form must be accompanied by a certified true copy of Board Resolution/ Authority Letter/ Power of Attorney etc., along with the attested specimen signature of the duly authorized signatory (i.e.) who is authorized to vote, failing which the Postal Ballot Form will be treated as invalid.
13. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
14. The results of the Postal Ballot will be declared by Chairman or by person authorised by the Chairman, and the resolutions will be deemed to have been passed effectively on the last day of the receipt of Postal Ballot Form or e-voting i.e. Thursday, 30th June 2022, subject to the requisite majority of the Shareholders had assented to the Resolutions.



15. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).

16. Procedure and Instructions for E-Voting :

1. In pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-voting facility provided by Listed Companies”, e-voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants(DPs) in order to increase the efficiency of the voting process.
2. Individual demat account holders would be able to cast their vote without having to register again with the Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at **evoting@Kfintech.com**. However, if he / she is already registered with Kfintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
4. The details of the process and manner for remote e-voting and are explained herein below:

Step 1: Access to Depositories e-voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access to Kfintech e-voting system in case of shareholders holding shares in physical and non-individual shareholders in demat mode.

Details on Step 1 are mentioned below:

Login method for remote e-voting for Individual shareholders holding securities in demat mode.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1. User already registered for IDeAS facility: <ol style="list-style-type: none"> (i) Visit URL: “https://eservices.nsd.com” (ii) Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. (iii) On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-voting”. (iv) Click on Company name or e-voting service provider and you will be re-directed to e-voting service provider website for casting the vote during the remote e-voting period. 2. User not registered for IDeAS e-Services <ol style="list-style-type: none"> (i) To register click on link : “https://eservices.nsd.com” (ii) Select “Register Online for IDeAS” or click at “https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp” (iii) Proceed with completing the required fields. (iv) Follow steps given in points 1. 3. Alternatively by directly accessing the e-voting website of NSDL <ol style="list-style-type: none"> (i) Open URL: “https://www.evoting.nsd.com/” (ii) Click on the icon “Login” which is available under ‘Shareholder/Member’ section. (iii) A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. (iv) Post successful authentication, you will requested to select the name of the company and the e-voting service provider name, i.e. Kfintech. (v) On successful selection, you will be redirected to Kfintech e-voting page for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Existing user who have opted for Easi / Easiest <ol style="list-style-type: none"> (i) Visit URL: “https://web.cdslindia.com/myeasi/home/login” or URL: “www.cdslindia.com” (ii) Click on new system Myeasi (iii) Login with your registered user id and password. (iv) The user will see the e-voting Menu. The Menu will have links of ESP i.e. Kfintech e-voting portal. (v) Click on e-voting service provider name to cast your vote. 2. User not registered for Easi/Easiest <ol style="list-style-type: none"> (i) Option to register is available at (ii) “https://web.cdslindia.com/myeasi/Registration/EasiRegistration” (iii) Proceed with completing the required fields. (iv) Follow the steps given in point 1 3. Alternatively, by directly accessing the e-voting website of CDSL <ol style="list-style-type: none"> (i) Visit URL: “www.cdslindia.com” (ii) Provide your demat Account number and PAN Number. (iii) System will authenticate user by sending OTP on registered `Mobile & Email as recorded in the demat account. (iv) After successful authentication, user will be provided links for the respective e-voting service provider where the e-voting is in progress.

Individual Shareholder login through their demat accounts / Website of Depository Participant	<p>(i) You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-voting facility.</p> <p>(ii) Once logged-in, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature.</p> <p>(iii) Click on options available against Company name or e-voting service provider – Kfintech and you will be redirected to e-voting website of Kfintech for casting your vote during the remote e-voting period without any further authentication.</p>
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Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at " evoting@nsdl.co.in " or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at " helpdesk.evoting@cdslindia.com " or contact at 022- 23058738 or 022-23058542-43

Details on Step 2 are mentioned below:

Login method for e-voting for shareholders other than Individual's shareholders holding securities in demat mode and shareholders holding securities in physical mode.

- (A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from Kfintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- I. Launch internet browser by typing the URL: "<https://evoting.kfintech.com>"
 - II. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
 - III. After entering these details appropriately, click on "LOGIN".
 - IV. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - V. You need to login again with the new credentials.
 - VI. On successful login, the system will prompt you to select the "EVEN" i.e., "Deccan Cements Limited–Postal Ballot" and click on "Submit".
 - VII. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - VIII. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - IX. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - X. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - XI. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - XII. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id "1981shanky@gmail.com" with a copy marked to "evoting@kfintech.com". The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_Even No."



- (B) Members whose email IDs are not registered with the Company/Depository Participant(s), and consequently the Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:
- I. Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with Kfintech, by accessing the link:
"<https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>".
Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to "**einward.ris@kfintech.com**"
 - II. Alternatively, member may send an e-mail request at the email id "**einward.ris@kfintech.com**" along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate in case of physical folio for sending the Notice of Postal ballot and the e-voting instructions.
In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Notice of General Meeting/Postal Ballot and the e-voting instructions.
 - III. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

Other Instructions:

- a) In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of "**<https://evoting.kfintech.com/public/Downloads.aspx>**" (Kfintech Website) or contact Shri Ravuri Vijay, at "**evoting@kfintech.com**" or call Kfintech's toll free No. 1-800-309-4001 for any further clarifications.
- b) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 27th May 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- c) In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download Section of "**<https://evoting.kfintech.com/public/Downloads.aspx>**" (Kfintech Website) or contact Shri Ravuri Vijay, (Unit: Deccan Cements Limited) of Kfin Technologies Ltd., Kfintech Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at "**evoting@kfintech.com**" or call Kfintech's toll free No. 1800-309-4001 for any further clarifications.
- d) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- e) The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date (i.e. the cut-off date), being 27th May 2022. A person who is not a member as on the cut-off date should treat this notice for information purpose only.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Postal Ballot Notice:

Item No. 1:

The Members of the Company at the Annual General Meeting held on 11th August 2017 approved the re-appointment and remuneration of Mr. M B Raju, as Executive Chairman for a period of five years. The tenure of Mr. M B Raju as Executive Chairman of the Company ended on 31st March 2022.

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 25th January 2022 re-appointed Mr. M B Raju, as Executive Chairman of the Company for a period of five years with effect from 1st April 2022 to 31st March 2027.

The details of Mr. M B Raju, as required to be given pursuant to the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards, are annexed to this Notice. For brevity, the particulars of the proposed remuneration, perquisites, and benefits payable to Mr. M B Raju are not being set out in the explanatory statement, and the members are requested to refer the same as set out in the body of the resolution.

As per provisions of Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- i) Annual remuneration to each of them exceeding 5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- ii) Where there is more than one such director, their aggregate annual remuneration exceeding 5 per cent of the net profits of the listed entity.

Mr. M B Raju, Executive Chairman and Ms. P Parvathi, Managing Director are part of promoter and promoter group. The proposed remuneration payable to them is expected to be in excess of 5% of the net profits of the Company in aggregate. This necessitates seeking approval of the shareholders by way of special resolution.

Mr. M B Raju shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to him under the resolution and Ms. P Parvathi, Managing Director is interested in the resolution as relatives to Mr. M B Raju.

None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval of the shareholders.

Item No. 2:

The Members of the Company at the Annual General Meeting held on 11th August 2017 approved the re-appointment and remuneration of Ms. P Parvathi as Managing Director for a period of five years. The tenure of Ms. P Parvathi as Managing Director of the Company ended on 31st March 2022.

As per the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 25th January 2022 re-appointed Ms. P Parvathi as Managing Director of the Company for a period of five years with effect from 1st April 2022 to 31st March 2027.

The details of Ms. P Parvathi, as required to be given pursuant to the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and Secretarial Standards, are annexed to this Notice. For brevity, the particulars of the proposed remuneration, perquisites, and benefits payable to Ms. P Parvathi are not being set out in the explanatory statement and the members are requested to refer the same as set out in the body of the resolution.

As per provisions of Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if-

- i) Annual remuneration to each of them exceeding 5 Crores or 2.5 per cent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher; or
- ii) Where there is more than one such director, their aggregate annual remuneration exceeding 5 per cent of the net profits of the listed entity.

Mr. M B Raju, Executive Chairman and Ms. P Parvathi, Managing Director are part of promoter and promoter group. The proposed remuneration payable to them is expected to be in excess of 5% of the net profits of the Company in aggregate. This necessitates seeking approval of the shareholders by way of special resolution.

Ms. P Parvathi shall be deemed to be concerned or interested in the resolution to the extent of remuneration payable to her under the resolution and Mr. M B Raju, Executive Chairman is interested in the resolution as a relative to Ms. P Parvathi.

None of the other Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval of the Members.

By **Order of the Board**

Sd/-

Bikram Keshari Prusty

Company Secretary

FCS 7855

Place: Hyderabad

Date: 24th May 2022

ANNEXURE TO THE NOTICE

Details of Directors seeking re-appointment: Mr. M. B. Raju and Ms. P. Parvathi

Information as per Part II Section II of Schedule V of the Companies Act, 2013 for Item No. 1 & 2:

I. General Information:

- (1) Nature of Industry: The Company is engaged in the Manufacturing and selling of Cements.
- (2) Date of Commencement of Commercial Production: June 1982
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not Applicable
- (4) Financial Performance based on given indicators: (Rs. In Lakhs)

Particulars	2021-22	2020-21	2019-20
Total Income	80,252.23	76,805.76	56,489.12
Profit before depreciation, interest.	17,201.15	18,595.72	8,785.31
Depreciation and amortization	2,589.69	2,317.09	2,091.25
Interest and Finance Charges	1,020.53	742.60	677.62
Profit / (loss) before exceptional items and tax	13,590.93	15,536.03	6,016.44
Net profit after tax	8,757.44	11,512.75	5,664.38



- (5) Foreign investments or collaborations, if any: There is no direct foreign investment in the company except to the extent of shares held by Foreign Institutional Investors (FII) acquired through secondary market. There is no foreign collaboration in the Company.

II. Information about the appointees:

Particulars	Mr. M B Raju	Ms. P Parvathi
Date of Birth	28/12/1939	26/08/1965
Date of Appointment	31/07/1979	29/06/1993
Qualification	B.E.-Mechanical (Hons.) Andhra University	M. Com – Osmania University
Directorships in other companies	Nil	<ul style="list-style-type: none"> • Melville Finvest Private Ltd. • Satyasai Investments and Leasing Ltd • DCL Exim Private Ltd.
Chairmanship/ Membership of committees of other companies	Nil	Nil
Background	Founder of DCL. Honors Graduate in Mechanical Engineering. Technocrat Entrepreneur and eminent Industrialist, with more than 4 decades of experience in the Cement Industry.	Post Graduate in Commerce, with nearly 3 decades of experience in business and commerce, most part of which has been in the Cement Industry.
Past Remuneration (FY 2021-22)	Rs.3,79,57,257/-	Rs.3,72,15,257/-
Recognition or Awards	<ul style="list-style-type: none"> • Recipient of the 'Best Entrepreneur for the Year' award presented by the Hyderabad Management Association for the year 1991. • Award for 'Best effort on Environmental improvement in Industries located in the State' received from the Federation of Andhra Pradesh Chamber of Commerce for the year 1996-97. 	
Job Profile and suitability	He is responsible for overall day to day management of the company under the supervision and control of the Board of Directors of the Company.	She is responsible for overall day to day management of the company under the supervision and control of the Board of Directors of the Company.
Remuneration Proposed	The remuneration proposed is detailed in the resolution.	The remuneration proposed is detailed in the resolution.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is at par with the prevailing remuneration in the industry of similar size for similarly placed persons.	The proposed remuneration is at par with the prevailing remuneration in the industry of similar size for similarly placed persons.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel	<p>He is one of the Promoters and Shareholder of the Company.</p> <p>He is father of Ms. P Parvathi, Managing Director</p> <p>He has no pecuniary relationship with other directors or managerial personnel of the Company.</p>	<p>She is part of the Promoter Group and Shareholder of the Company.</p> <p>She is daughter of Mr. M B Raju, Executive Chairman of the Company.</p> <p>She has no pecuniary relationship with other directors or managerial personnel of the Company.</p>

III. Other Information:

- (1) Reasons of loss or inadequate profits : The Company is a profit making one and does not envisage any loss or inadequate profits. However, prior approval from the shareholders is sought, in case, any loss or inadequacy of profits arises because of factors, such as, general economic conditions, future demand of Cement, excessive installed capacity and aggressive competition from other players.
- (2) Steps taken or proposed to be taken for improvement : The Company is looking forward to take steps including creation of new market, reduced fuel consumption, establish more dealer and direct user networks, which are in the best interest of the company. Though, the prices of raw materials and other inputs are influenced by external factors, the Company is making all possible efforts to improve the margins.
- (3) Expected increase in productivity and profits in measurable terms : The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario of the economy to predict profits in measurable terms.

IV. Disclosures:

The remuneration package of all the managerial persons is given in the respective resolutions.