

NOTICE

NOTICE is hereby given that the **43rd Annual General Meeting** of the members of **Deccan Cements Limited** will be held on **Friday, 22nd September 2023** at **11:00 A.M.** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following businesses:

ORDINARY BUSINESSES:

1. **To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and Auditors thereon, and pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2023 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To consider declaration of final dividend for FY 2022-23, and pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT a final dividend at the rate of 75% i.e. Rs.3.75/- per equity share of face value of Rs.5/- each, as recommended by the Board of Directors be and is hereby approved for the financial year 2022 - 23, and the same be paid to all the members whose names appear in the Register of Members and Beneficial Owners of the Company as on the Record date (22nd September 2023, Friday)."

3. **To consider appointment of Mr. R Gopalakrishnan (DIN: 00296413) as Director,**

who retires by rotation, and pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. R Gopalakrishnan (DIN: 00296413), who retires by rotation at this meeting, and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

4. **To consider and ratify Cost Auditor's remuneration for the Financial Year 2023-24, and pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus reimbursement of travelling and out of pocket expenses payable to M/s. Aruna Prasad & Co., Cost Accountants, Chennai, who have been appointed by the Board of Directors as Cost Auditors of the Company, to conduct the audit of the cost accounting records of the Company for the Financial Year 2023-24."

By Order of the Board

Sd/-

Bikram Keshari Prusty

Company Secretary

FCS 7855

Place: Hyderabad

Date: 11th August 2023

Notes:

1. The Ministry of Corporate Affairs (“MCA”) has vide its Circular No. 10/2022 dated 28th December 2022 read together with Circular No. 02/2022 dated 5th May 2022, Circular No. 02/2021 dated 13th January 2021, Circular No. 21/2021 dated 14th December 2021, Circular No. 19/2021 dated 8th December 2021, Circular No. 2/2021 dated 13th January 2021, Circular No. 20/2020 dated 5th May 2020, (collectively referred to as “MCA Circulars”), permitted to convene the Annual General Meeting (“AGM” / “Meeting”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the members at a common venue. In accordance with the MCA Circulars read with provisions of the Companies Act, 2013 (‘the Act’), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company at “Deccan Chambers, 6-3-666/B, Somajiguda, Hyderabad-500082, Telangana, India.
2. In compliance with the above stated MCA Circulars, and SEBI Circular Nos. SEBI/HO/CFD/PoD-2/P/CIR/2023/4, dated 5th January 2023,

SEBI/HO/CFD/CMD2/CIR/P/2022/62, dated 13th May 2022,

SEBI/HO/CFD/CMD2/CIR/P/2021/11, dated 15th January 2021,

SEBI/HO/CFD/CMD1/CIR/P/2020/79, dated 12th May 2020,

(collectively referred to as “the SEBI Circulars”) read with provisions of the SEBI (LODR) Regulations, 2015, Notice of the 43rd AGM along with the Annual Report 2022-23 is being sent through electronic mode only, to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the 43rd AGM and Annual Report 2022-23 will also be available on the Company’s website www.deccancements.com, websites of the Stock Exchanges, i.e., BSE Limited, and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company’s Registrar and Transfer Agent, Kfin Technologies Limited (“KFinTech”) at <https://evoting.kfintech.com>.
3. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the 43rd AGM is annexed hereto.
4. Generally, a member entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a member of the Company. Since this 43rd AGM is being held through VC/OAVM, pursuant to the MCA and SEBI Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 43rd AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the 43rd AGM will be held through VC/OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. In terms of the provisions of Section 152 of the Act, Mr. R. Gopalakrishnan (DIN: 00296413), Director, retires by rotation at the Meeting, and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends appointing him as a Director.

7. Pursuant to Regulations 36(3) of SEBI Listing Obligation and Disclosure Requirements) Regulations, 2015, Section 160 of the Companies Act, 2013 and Secretarial Standards on General Meetings (SS-2), details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the “Annexure” to the Notice.
8. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (LODR) Regulations, 2015, and in terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at 43rd AGM by electronic means (“e-voting”). For this purpose, the Company has engaged the services of KFin Technologies Limited, (“KFinTech”) Selenium Building, Tower B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telangana, India, and has made necessary arrangements with RTA to facilitate E-voting. In terms of the MCA and SEBI Circulars, voting can be done only by Remote E-voting/E-voting at the AGM. The Members are advised to go through the E-voting procedure, as provided in the Notice.
9. The Board of Directors has fixed **15th September 2023, Friday**, as the Cut-off Date to know the eligibility of members entitled to participate and/ or vote at the 43rd AGM.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

10. The Company has made necessary arrangements for the members to participate in the 43rd AGM through VC / OAVM.

- (a) Members will be able to attend the AGM through VC / OAVM or view the live webcast at <https://emeetings.kfintech.com/> by using their e-voting login credentials.

Members are requested to follow the procedure given below:

- (i) Launch internet browser (chrome/firefox/safari) by typing the URL: <https://emeetings.kfintech.com/>
 - (ii) Enter the login credentials (i.e., User ID and password for e-voting).
 - (iii) After logging in, click on “VIDEO CONFERENCE” option
 - (iv) Then click on camera icon appearing against AGM event of **Deccan Cements Limited** to attend the Meeting.
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
 - c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to <https://emeetings.kfintech.com/> and clicking on

the '**SPEAKER REGISTRATION**' option available on the screen after log in. The Speaker Registration will be open during **9:00 A.M. (IST) on 18th September 2023, Monday to 5:00 P.M. on 20th September 2023, Wednesday**. Only those members who have registered themselves will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- d) Members may post their query by logging on to <https://emeetings.kfintech.com/> and clicking on the '**POST YOUR QUERY**' option available on the screen after log in. The said option will be available during **9:00 A.M. (IST) on 18th September 2023, Monday to 5:00 P.M. on 20th September 2023, Wednesday**.
- e) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the 43rd AGM and shall be kept open throughout the proceedings of the 43rd AGM.
- f) In case of any query regarding e-voting or technical assistance for VC/OAVM participation, members may contact Mr. G. Sankar, an official of KFintech, at telephone number: 040-67162222 or the toll free number 1800-309-4001 or at email: evoting@kfintech.com. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number 7606 in all your communications.

11. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
12. Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
13. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

PROCEDURE FOR REMOTE E-VOTING

14. In compliance with the provisions of the Act, the Rules made thereunder, Listing Regulations and the relevant circular(s) issued by MCA and SEBI, the members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFintech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
15. In pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 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 single login credential, through their demat accounts/websites of Depositories/ Depository Participant(s) ('DPs') in order to increase the efficiency of the voting process.
16. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. The members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

17. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	19 th September 2023, Tuesday @ 09:00 A.M. (IST)
End of remote e-voting	21 st September 2023, Thursday @ 5:00 P.M. (IST)

18. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the **cut-off date**, i.e., **15th September 2023, Friday**.
19. The Board of Directors of the Company has appointed Mr. V. Shankar, Practicing Company Secretary (Membership No. FCS:7638 and CP:8446), as Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. Scrutinizer's decision on the validity of the E-voting will be final.
20. 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 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.

21. In case of individual members holding securities in demat mode and who acquires shares of the Company and becomes a member of the Company after sending the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."
22. The options for remote e-voting and voting during annual general meeting (AGM) are explained herein below:

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

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

Option-3: Access to join virtual AGM of the Company on Kfintech system to participate AGM and vote at the AGM.

Details of Option-1 are mentioned below:

Login method for remote e-Voting for Individual members holding securities in demat mode.

Type of shareholders	Login Methods
Individual members 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.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter <u>User ID</u> and <u>Password</u>. Post successful authentication, click on “<u>Access to e-Voting</u>” IV. Click on “<u>K-Fintech</u>” under “<u>e-Voting service providers (ESPs)</u>” and you will be re-directed to KFintech’s e-Voting Platform. V. Select the Event No. 7606 for “<u>Deccan Cements Limited</u>” from dropdown menu, and click on the “<u>Submit</u>” button during the remote e-Voting period to cast your vote. 2. User not registered for IDeAS e-Services: <ol style="list-style-type: none"> I. To register: Click on the link https://eservices.nsdl.com, then select “<u>Register Online for IDeAS</u>” on the left hand side of the screen or click on the link https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp II. Proceed with completing the required fields. III. Follow steps given in Point 1 (User already registered for IDeAS facility) of this Row of the Table. 3. Alternatively by directly accessing the e-Voting website of NSDL <ol style="list-style-type: none"> I. Click on the link: https://www.evoting.nsdl.com/ II. Click on the icon “<u>Login</u>” which is available under “<u>Shareholder/Member/Creditor</u>” section. III. A new screen will open. You have to enter your User ID (i.e. your <u>Sixteen Digit Demat Account Number</u> held with NSDL), followed by Password / OTP, and a Verification Code as shown on the screen. IV. After authentication, you will get message that “<u>You will be redirected to NSDL IDeAS Portal</u>” . Click on the hyperlink “<u>Click hear to Continue</u>”. V. Click on “<u>K-Fintech</u>” under “<u>e-Voting service providers (ESPs)</u>” and you will be re-directed to KFintech’s e-Voting Platform. VI. Select the Event No. 7606 for “<u>Deccan Cements Limited</u>” from dropdown menu, and click on the “<u>Submit</u>” button during the remote e-Voting period to cast your vote.

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>1. Existing user who have opted for Easi / Easiest</p> <p>I. Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com then click on “Login” on the right hand side top corner, select the option “My Easi New (Token)”, then click on “Login”</p> <p>II. Login with your registered <u>user id</u> and <u>password</u>.</p> <p>III. You will see the e-Voting Menu. The Menu will have links of <u>e-Voting service providers (ESPs)</u>, select “KFin”, and you will be re-directed to KFinTech’s e-Voting Platform.</p> <p>IV. Select the Event No. 7606 for “Deccan Cements Limited” from dropdown menu, and click on the “Submit” button during the remote e-Voting period to cast your vote.</p> <p>2. User not registered for Easi/Easiest:</p> <p>I. Option to register is available at Visit URL: https://web.cdslindia.com/myeasitoken/home/login or URL: www.cdslindia.com then click on “Login” on the right hand side top corner, choose “My Easi New (Token)”, then click on “Login”</p> <p>II. Click on “Register”</p> <p>III. Proceed with completing the required fields.</p> <p>IV. Follow the steps given in Point 1 (Existing user who have opted for Easi / Easiest) of this Row of the Table.</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL, without taking registration for Easi/Easiest:</p> <p>I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>II. Enter your <u>16 digit Demat Account Number</u> in BOID and <u>PAN Number</u> on PAN, click on <u>Submit</u> .</p> <p>III. Enter the OTP received on your Registered Mobile and Email Id, registered with your Demat Account.</p> <p>IV. After successful authentication, select “KFin” under list of “<u>e-Voting service providers (ESPs)</u>”, you will be re-directed to KFinTech’s e-Voting Platform.</p> <p>V. Select the Event No. 7606 for “Deccan Cements Limited” from dropdown menu, and click on the “Submit” button during the remote e-Voting period to cast your vote.</p>
<p>Individual members login through their demat accounts / Website of Depository Participant</p>	<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 <u>Access to e-voting option</u>. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site.</p> <p>III. After successful authentication, you will see e-voting feature.</p> <p>IV. Click on “K-Fintech” under “<u>e-Voting service providers (ESPs)</u>” and you will be re-directed to KFinTech’s e-Voting Platform.</p> <p>V. Select the Event No. 7606 for “Deccan Cements Limited” from dropdown menu, and click on the “Submit” button during the remote e-Voting period to cast your vote.</p>

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 Members 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 of Option-2 are mentioned below:

Login method for e-voting for members other than Individuals holding securities in demat mode and members holding securities in physical mode.

(A) Members whose email IDs are registered with the Company/ Depository Participants(s), will receive an email from KFintech which will include details of E-Voting Event Number-7606 (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL:<https://emeetings.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-7606), 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" of the AGM" 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 attend the AGM through VC / OAVM on its behalf and 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"
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s) are requested to register their email ID with the Company's RTA (for physical shareholders)/ Depository (for demat shareholders). Otherwise, the Annual Report, Notice of AGM and e-voting instructions cannot be serviced.
- Shareholders holding shares in physical mode, and who have not registered their email ID, shall go through the "**Information for Physical Shareholders**" section in the Company's website link "<https://deccancements.com/shareholders-information.php>".
- Details of Options-3 are mentioned below:**
- Instructions for all the members for attending the AGM of the Company through VC/OAVM and e-voting during the meeting.**
- i. Members will be provided with a facility to attend the AGM through VC/OAVM platform provided by KFintech. Members may access the same at <https://emeetings.kfintech.com/> by using the e-voting login credentials provided in the email received from the Company/KFintech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
 - ii. Facility for joining AGM though VC/OAVM shall open atleast 30 minutes before the commencement of the Meeting.
 - iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Microsoft Edge and Mozilla Firefox22.
 - iv. Members will be required to grant access to the webcam to enable VC/OAVM. Further,

members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

- v. Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The members may click on the voting icon displayed on the screen to cast their votes.
- vi. A member can opt for only single mode of voting i.e., through Remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
- vii. Institutional Members are encouraged to attend and vote at the AGM through VC/OAVM.
- viii. In case of any query and/or grievance, in respect of voting by electronic means, members may contact Mr. G. Sankar at evoting@kfintech.com or call KFinTech's toll free No. 1-800-3454-001 for any further clarifications.
- ix. The members, whose names appear in the Register of Members / list of Beneficial Owners as on **15th September 2023, Friday**, 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.
- x. In case a person has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
 - i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number (7606) +Folio No. or DP ID Client ID to 9212993399
 1. Example for NSDL:
 2. MYEPWD <SPACE> IN12345612345678
 3. Example for CDSL:
 4. MYEPWD <SPACE> 1402345612345678
 5. Example for Physical:
 6. MYEPWD <SPACE> XXXX1234567890
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFin at toll free number 1-800-309-4001 or write to them at evoting@kfintech.com.

23. The Scrutinizer will, after the conclusion of e-voting at the AGM, scrutinize the votes cast at the AGAM (InstaPoll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along with the consolidated Scrutinizer's Report, will be placed on the website of the Company: www.deccancements.com and on the website of KFintech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges, where the shares of the company are listed. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., **22nd September 2023, Friday**.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

24. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.

25. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to "secretarial@deccancements.com".

DIVIDEND RELATED INFORMATION:

26. The Board of Directors recommended final dividend on equity shares at the rate of (75%) i.e. Rs.3.75/- per Equity Share of face value of Rs.5/- each for the Financial Year 2022-23, subject to approval of the Members at the 43rd AGM.
27. The Board of Directors has fixed **22nd September 2023, Friday**, as the **Record Date** for determining the names of member(s) eligible for final dividend FY 2022-23.
28. The dividend, if approved, will be paid on **13th October 2023, Friday**, to the Members whose names appear on the Company's Register of Members as on the Record Date (i.e., **22nd September 2023, Friday**), and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date. The dividend on equity shares, if approved at the Meeting, shall be credited to the respective bank account of the members of the company on **13th October 2023, Friday**.
29. As per relevant Circulars, payment of dividend shall be made through electronic mode to the members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the members who have not updated their bank account details. To avoid delay in receiving dividend, members are requested to update their bank account details with their Depository Participants in case securities are held in demat mode, and members holding securities in physical form should send a request in Form ISR-1 for updating their bank details to the Company's Registrar & Share Transfer Agents.

30. Payment of Dividend shall be subject to deduction of tax at source (TDS) at applicable rates as notified by the Government of India.
31. Members are requested to notify immediately any change of address and other relevant correspondence including NECS/ECS/NEFT/RTGS details and submission of Permanent Account Number (PAN):
- i. to their Depository Participants (DPs) in respect of their electronic share accounts; and
 - ii. to the Company by writing to the RTA [M/s KFin Technologies Limited, (Unit: Deccan Cements Limited), Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032] in Form ISR-1 in respect of their physical shares, if any, quoting their folio number, Banker's name and account number to ensure prompt and safe receipt of dividend warrants.
32. Manner of registering mandate for receiving Dividend:
- a) with the Depository Participant(s) with whom you maintain your demat accounts if shares are held in dematerialised mode by submitting the requisite documents, and
 - b) with the Company / RTA (KFinTech) by submitting Form ISR-1.
33. Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members w.e.f. April 01, 2020. No tax will be deducted on payment of dividend to the resident individual members if the total dividend paid does not exceed Rs.5,000/-. The withholding tax rate would vary depending on the residential status of the member and documents registered with the Company as follows

A. RESIDENT MEMBERS:

A.1 Tax Deductible at Source for Resident Members:

SI No	Particulars	Withholding tax rate	Documents required (if any)
1	Valid PAN updated in the Company's Register of Members	10%	No document required (if no exemption is sought)
2	No PAN/Valid PAN not updated in the Company's Register of Members	20%	No document required (if no exemption is sought)
3	Availability of lower/nil tax deduction	Rate specified in the certificate	Lower tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961

A.2 No Tax Deductible at Source on dividend payment to resident members if the Members submit and register following documents as mentioned below table with the Company / KFinTech (RTA).

SI No	Particulars	With holding tax rate	Documents required (if any)
1	Submission of form 15G/15H	Nil	Declaration in Form No. 15G (applicable to any person other than a company or a firm) / Form 15H (applicable to an Individual who is 60 years and above), fulfilling certain conditions
2	Members to whom section 194 of the Income Tax, 1961 does not apply such as LIC, GIC, etc.	Nil	Documentary evidence that the said provisions are not applicable
3	Member covered u/s 196 of Income Tax Act, 1961 such as Government, RBI, Corporations established by Central Act, and Mutual Funds.	Nil	Documentary evidence for coverage u/s 196 of Income Tax Act, 1961
4	Category I and II Alternative Investment Fund	Nil	SEBI registration certificate to claim benefit under section 197A (1F) of Income Tax Act, 1961
5	<ul style="list-style-type: none"> • Recognised Provident Funds • Approved Superannuation Fund • Approved Gratuity Fund 	Nil	Necessary documentary evidence as per Circular No. 18/2017 issued by Central Board of Direct Taxes (CBDT)
6	National Pension Scheme	Nil	No TDS as per section 197A (1E) of Income Tax Act, 1961

B. NON-RESIDENT MEMBERS:

Withholding tax on dividend payment to non-resident members if the non-resident members submit and register following document as mentioned in the below table with the Company / RTA.

SI No	Particulars	Withholding tax rate	Documents required (if any)
1	Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)	20% (plus applicable surcharge and cess)	FPI registration number / certificate

SI No	Particulars	Withholding tax rate	Documents required (if any)
2	Other Non-resident members	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	<p>To avail beneficial rate of tax treaty following tax documents would be required:</p> <ul style="list-style-type: none"> i. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received ii. PAN iii. Form 10F filled & duly signed iv. Self-declaration for non-existence of permanent establishment/ fixed base in India <p>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company)</p>
3	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank
4	Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961	Rate specified in certificate	Lower tax deduction certificate obtained from Income Tax Authority

Notes:

- i. The Company will issue soft copy of the TDS certificate to its members through email registered with the Company / RTA (KFinTech) post payment of the dividend. Members will be able to download the TDS certificate from the Income Tax Department's website <https://www.incometax.gov.in/iec/foportal/> (refer to Form 26AS).
- ii. The aforesaid documents such as Form 15G/15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <https://ris.Kfintech.com/form15/> on or before **4:00 P.M. of 22nd September 2023, Friday**, to enable the Company to determine the appropriate TDS/ withholding tax rate applicable. Any communication on the tax determination / deduction received post **4:00 P.M. of 22nd September 2023, Friday** shall not be considered.
- iii. Application of TDS rate is subject to necessary verification by the Company of the member details as available in Register of Members as on the Record Date and other documents available with the Company / RTA.
- iv. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.
- v. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any appellate proceedings.
- vi. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult their tax advisors for requisite action to be taken by them.

IEPF RELATED INFORMATION:

34. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules as amended from time to time, the Company has uploaded the details of unclaimed/ unpaid amounts lying with the Company as on 31st March 2023 on the website of the Company which can be accessed through the link <http://www.deccancements.com/shareholders-information.php>.

The summary of such unclaimed/ unpaid dividend and the last date for claiming the same are given below:

Financial Year	Date of Declaration	Face Value per Share (Rs.)	% of Dividend Declared	Dividend per Share (Rs.)	Unclaimed and unpaid Dividend as on 31.03.2023 (Rs.)	Due date of transfer to IEPF
2016-17	11.08.2017	10.00	60	6.00	7,25,010	10.09.2024
2017-18	10.08.2018	5.00	60	3.00	4,60,218	13.09.2025
2018-19	07.08.2019	5.00	75	3.75	4,99,200	13.09.2026
2019-20*	28.02.2020	5.00	80	4.00	6,00,272	07.03.2027
2020-21	14.09.2021	5.00	100	5.00	9,01,268	20.10.2028
2021-22	14.09.2022	5.00	100	5.00	5,10,129	20.10.2019

* Interim Dividend

35. Pursuant to Section 124(5) of the Companies Act, 2013 [Section 205C(2) of the Companies Act, 1956] read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company has transferred the unpaid and unclaimed dividends declared upto financial years 2015-16, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.
36. During financial year 2022-23 (on 4th November 2022) the Company has transferred unclaimed and unpaid dividend amount of Rs.3,20,566/- pertaining to the Financial Year 2014-15 to the Investor Education and Protection Fund (IEPF). Subsequently, on 11th May 2023 the Company has transferred a sum of Rs.6,52,065/-, the unclaimed and unpaid dividend pertaining to the Financial Year 2015-16, to the Investor Education and Protection Fund (IEPF).
37. The unclaimed/unpaid dividend, if any, pertaining to the financial year 2016-17 shall be transferred to the Investor Education and Protection Fund (IEPF) on 10th September 2024, unless a claim by the respective member is lodged with the Company/RTA before that date.
38. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares on which dividend has not been claimed/paid for seven consecutive years or more shall be transferred to IEPF Authority.
39. During financial year 2022-23, through Corporate Action on 21st November 2022, the Company has transferred 10,950 equity shares belongs to 31 shareholders to the IEPF Authority, further,

through Corporate Action on 18th May 2023, the Company has transferred 16,310 equity shares belongs to 27 shareholders to the IEPF Authority, in respect of which dividend were remained unpaid or unclaimed for seven consecutive years or more. The Details of such shares are available on the website of the Company and the same can be accessed through the link: <http://www.deccancements.com/shareholders-information.php>. The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: www.iepf.gov.in.

40. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority. The concerned members/investors are advised to visit the weblink <http://www.deccancements.com/shareholders-information.php> or visit the weblink of the IEPF Authority <http://www.iepf.gov.in/IEPF/refund.html>, or contact the Company's RTA (KFin Technologies Ltd.), for detailed procedure to lodge the claim with the IEPF Authority.

OTHER INFORMATION:

41. SEBI vide circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37, dated 16th March 2023 made it mandatory for the all holders of physical securities in listed companies to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature for their corresponding folio numbers.

The folios wherein any one of the cited document/details cited above (PAN, Nomination, Contact details, Bank A/c details and Specimen signature) are not available on or after 1st October 2023, shall be frozen by the RTA.

Frozen folios shall be referred by the RTA/ listed company to the administering authority under

the Benami Transactions (Prohibitions) Act, 1988 and/or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on 31st December 2025.

However, the security holder(s) whose folio(s) have been frozen shall be eligible to lodge grievance or avail any service request from the RTA only after furnishing the complete documents / details as mentioned (i.e., PAN, Nomination, Contact details, Bank A/c details and Specimen signature) in the said Circular.

Request for **Registration of PAN, KYC details** shall be made in **Form ISR-1**.

Request for **Registration of Nomination** shall be made in **Form SH-13**.

Request for **Cancellation or Variation of Nomination** shall be made in **Form SH-14**.

Declaration to Opt-out of Nomination shall be made in **Form ISR-3**, along with **Form SH-14**.

Request for **Updating the Signature** shall be made in **Form ISR-2** (attestation of the signature by the banker's) along-with an original cancelled cheque.

42. Further, as an on-going measure to enhance ease of dealing in securities markets by investors, it has been decided by the SEBI that listed companies shall henceforth issue the securities in dematerialized form only (vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022) while processing the following service requests:

- i. Issue of duplicate securities certificate;
- ii. Claim from Unclaimed Suspense Account;
- iii. Renewal / Exchange of securities certificate;
- iv. Endorsement;
- v. Sub-division / Splitting of securities certificate;

- vi. Consolidation of securities certificates/ folios;
- vii. Transmission;
- viii. Transposition;

The securities holder/claimant shall submit duly filled up **Form ISR-4** along with their request for the above stated services. For item nos. iii to viii in above paragraph, the securities holder/claimant shall submit the original securities certificate(s) to the Company/RTA for processing of service requests.

- 43. Members holding shares in electronic mode are:
 - a) requested to submit their PAN and bank account details to their respective Depository Participants (“DPs”) with whom they are maintaining their demat accounts.
 - b) advised to contact their respective DPs for registering nomination.
- 44. Non-Resident Indian members are requested to inform Kfintech/respective DPs, immediately of:
 - a) Change in their residential status on return to India for permanent settlement.
 - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
- 45. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA i.e. [Kfin Technologies Limited (“Kfintech”)] cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are

to be advised only to the Depository Participant by the member(s).

- 46. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA by submitting Form ISR-1.
- 47. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/her Depository Participant / the Company’s Registrar & Share Transfer Agent as the case may be. Members who have not registered their e-mail address either with the Company or with the Depository are requested to register as soon as possible
- 48. Members may also note that the 43rd Annual Report for the financial year 2022-23 will also be available on the Company’s website www.deccancements.com. For any communication, the members may also send requests to the Company’s investor email id: secretarial@deccancements.com.
- 49. The Company has paid the Listing Fees for the Year 2023-24 to both the Stock Exchanges where equity shares of the Company are listed.

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 Notice:

Item No.5: To consider and ratify Cost Auditor's remuneration for the Financial Year 2023-24:

On the recommendation of the Audit Committee, the Board of Directors of the Company, has appointed M/s. Aruna Prasad & Co., Cost Accountants, as the Cost Auditor to conduct the audit of the cost accounting records of the Company for the Financial Year 2023 - 24 at a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus reimbursement of travelling and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board, has to be ratified by the members of the Company.

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending 31st March 2024 by passing an Ordinary Resolution as set out at Item No. 5 of the Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for ratification by the members.

By Order of the Board

Sd/-
BikramKeshariPrusty
Company Secretary
FCS 7855

Place: Hyderabad
Date: 11th August 2023

Annexure to the Notice dated 11th August 2023

Details of Directors Retiring by Rotation and seeking appointment at the Annual General Meeting:

Mr. R. Gopalakrishnan (DIN: 00296413):

Date of Birth	26.01.1955
Age	68 Years
Date of Appointment	11.08.2015
Qualification	Fellow Member of the Institute of Company Secretaries of India (ICSI), B.Com (Hons), LL.B, PG Diploma in Alternate dispute resolution (ADR), NALSAR , Hyderabad
Brief resume and expertise in specific functional area	More than three decades of experience in corporate sector in areas of General Management, Financial, Legal and Secretarial compliance.
Directorships in other companies	Nil
Chairmanship/Membership of committees of other companies	Nil
Shareholding in the company	Nil
No. of Meetings of the Board attended during year 2022-23	4 out of 4
Total Remuneration paid/ payable for the year 2022-23	Rs.5.34 Lakhs (Sitting Fees for attending Board and Committee Meetings and Commission on Net Profit of the Company)
Relationships between Directors Inter-se	None of the Directors / Key Managerial Personnel of the Company are relatives

By Order of the Board

Sd/-
Bikram Keshari Prusty
Company Secretary
FCS 7855

Place: Hyderabad
Date: 11th August 2023