Regd.Office: "Deccan Chambers"
6-3-666/B, Somajiguda, Hyderabad - 500 082
Tel: 040-23310168
E-mail: secretarial@deccancements.com
Website: www.deccancements.com
CIN: L26942TG1979PLC002500

NOTICE is hereby given that the **46th Annual General Meeting** of the members of **Deccan Cements Limited** will be held on **Tuesday, 29th day of September 2026** 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 Standalone and Consolidated financial statements of the Company for the financial year ended 31st March 2026 and the reports of the Board of Directors and Auditors thereon, and in this regard, to consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

   "*RESOLVED THAT the Standalone and Consolidated audited financial statements of the Company for the financial year ended 31st March 2026 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 2025-26, and in this regard, to consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

   "RESOLVED THAT final dividend at the rate of 10%, i.e., Re.0.50 paisa per equity share of face value of Rs.5/- each, as recommended by the Board of Directors, be and is hereby approved and declared for the financial year 2025-26, 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 2026, Tuesday)."

3. **To consider re-appointment of Ms. P. Parvathi (DIN: 00016597) as Director, who retires by rotation, and in this regard, to consider and if thought fit to 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, Ms. P. Parvathi (DIN: 00016597), who retires by rotation at this meeting, and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESSES:

4. **To consider and ratify Cost Auditor's remuneration for the Financial Year 2026-27, and in this regard, to consider and if thought fit to 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.2,00,000/- (Rupees Two Lakhs 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 2026-27."

5. **To consider and ratify the excess remuneration paid to Ms. P. Parvathi (DIN: 00016597), CMD, for the Financial Year 2025-26, and in this regard, to consider and if thought fit to pass the following resolution as a Special Resolution:**

   "RESOLVED THAT pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals or permissions as may be required, consent and approval of the members of the Company be and is hereby accorded to ratify and approve the excess remuneration of Rs.66,17,306/- paid to Ms. P. Parvathi (DIN:00016597), Chairperson and Managing Director of the Company, for the Financial Year 2025-26, which exceeded the limits prescribed under Section 197 read with Schedule V of the Companies Act due to inadequacy of profits.

6. To consider payment of minimum remuneration to Ms. P. Parvathi (DIN: 00016597), CMD, during the Financial Year 2026-27, and in this regard, to consider and if thought fit to pass the following resolution as a Special Resolution:

"RESOLVED THAT in partial modification and without prejudice to the special resolution passed on 30th June 2022 approving the re-appointment of Ms. P. Parvathi (DIN:00016597), Managing Director of the Company for five years with effect from 1st April 2022 to 31st March 2027, and payment of remuneration to her during such period, and pursuant to the provisions of Section 197, 198 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, and Regulation 17(6)(e) of the SEBI (LODR) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such other approvals or permissions as may be required consent and approval of the members of the Company be and is hereby accorded for the payment of following remuneration as minimum remuneration to Ms. P. Parvathi (DIN:00016597), Chairperson and Managing Director of the Company during the Financial Year 2026-27 in case of or inadequacy of profit 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:

1. *Salary: Rs.7,50,000/- per month.*
2. *Commission: @ 2% of the net profits of the Company 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 Chairperson and Managing Director shall be subject to a ceiling of 70% of salary.*

   b. *Where accommodation in Company owned house is provided, the Chairperson and Managing Director shall pay to the Company by way of rent 10% of salary.*

   c. *Where the Company does not provide accommodation to the Chairperson and 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 Chairperson and Managing Director.*

   II. *Medical Reimbursement:*

   Expenses incurred for self and her family subject to a ceiling of one month's salary per year.

   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, 2025 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.

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."

By Order of the Board

Sd/-
Bikram Keshari Prusty
Company Secretary
FCS 7855

Place: Hyderabad
Date: 12th August, 2026

Notes:

1. The Ministry of Corporate Affairs ("MCA") has vide its Circular No. 03/2025 dated 22nd September 2025 permitted the Companies 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 46th 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 Circular read with provisions of Regulation 36(1)(a) of the SEBI (LODR) Regulations, 2015, Notice of the 46th AGM along with the Annual Report 2025-26 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 46th AGM and Annual Report 2025-26 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. Further, as per the provisions of Regulation 36(1)(b) of the SEBI (LODR) Regulations, 2015, a letter with the web-link of the Notice of the 46th AGM along with the Annual Report 2025-26 will be sent to those shareholder(s) who have not so registered their email addresses.

3. 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 46th 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 46th AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.

5. Since the 46th 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, Ms. P. Parvathi (DIN: 00016597), Director, retires by rotation at the Meeting, and being eligible, offers herself for re-appointment. The Board of Directors of the Company recommends appointing her 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 46th 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 **22nd September 2026,** Tuesday, as the Cut-off Date to know the eligibility of members entitled to participate and/or vote at the 46th AGM.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

10. The Company has made necessary arrangements for the members to participate in the 46th 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/edge) by typing the URL: https://emeetings.kfintech.com/

    (ii) Enter the login credentials (i.e., User ID and password for e-voting or Moblie OTP or E-mail OTP).

    (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 25th September 2026, Friday to 5:00 P.M. on 27th September 2026, Sunday.** 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 25th September 2026, Friday to 5:00 P.M. on 27th September 2026, Sunday.**

    e) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the 46th AGM and shall be kept open throughout the proceedings of the 46th AGM.

    f) In case of any query regarding e-voting or technical assistance for VC/OAVM participation, members may contact KFintech in their 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 10131 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	**26th September 2026, Saturday @ 9:00 A.M. (IST)**
End of remote e-voting	**28th September 2026, Monday@ 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., **22nd September 2026, Tuesday.**

19. The Board of Directors of the Company has appointed Mr. V. Shankar, Practicing Company Secretary (Membership No. FCS: 7638 and CP: 8446), failing him Ms. P.V. Sindhuja, Practicing Company Secretary (Membership No. ACS: 58410 and CP: 25742) 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	1. **User already registered for IDeAS facility:** 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 User ID and Password. Post successful authentication, click on "Access to e-Voting" IV. Click on "K-Fintech" under "e-Voting service providers (ESPs)" and you will be re-directed to KFintech's e-Voting Platform. V. Select the Event No. 10131 for "Deccan Cements Limited" from dropdown menu, and click on the "Submit" button during the remote e-Voting period to cast your vote. 2. **User not registered for IDeAS e-Services:** I. To register: Click on the link https://eservices.nsdl.com, then select Register Online for IDeAS 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** I. Click on the link: https://www.evoting.nsdl.com/ II. Click on the icon "Login" which is available under "Shareholder/Member/Creditor" section. III. A new screen will open. You have to enter your User ID (i.e. your Sixteen Digit Demat Account Number held with NSDL), followed by Password / OTP, and a Verification Code as shown on the screen. IV. After authentication, you will get message that "You will be redirected to NSDL IDeAS Portal" . Click on the hyperlink "Click hear to Continue". V. Click on "K-Fintech" under "e-Voting service providers (ESPs)" and you will be re-directed to KFintech's e-Voting Platform. VI. Select the Event No. 10131 for "Deccan Cements Limited" from dropdown menu, and click on the "Submit" button during the remote e-Voting period to cast your vote.
Individual members holding securities in demat mode with CDSL	**1. Existing user who have opted for Easi / Easiest** 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" II. Login with your registered user id and password.

Type of shareholders	Login Methods
	III. You will see the e-Voting Menu. The Menu will have links of e-Voting service providers (ESPs), select "K-Fintech", and you will be re-directed to KFintech's e-Voting Platform. IV. Select the Event No. 10131 for "Deccan Cements Limited" from dropdown menu, and click on the "Submit" button during the remote e-Voting period to cast your vote. **2. User not registered for Easi/Easiest** 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" II. Click on "Register" III. Proceed with completing the required fields. IV. Follow the steps given in **Point 1**(**Existing user who have opted for Easi / Easiest)** of this Row of the Table. 3. **Alternatively, by directly accessing the e-Voting website of CDSL, without taking registration for Easi/Easiest:** I. Visit URL: https://evoting.cdslindia.com/Evoting/EvotingLogin II. Enter your 16 digit Demat Account Number in BOID and PAN Number on PAN, click on Submit . III. Enter the OTP received on your Registered Mobile and Email Id, registered with your Demat Account. IV. After successful authentication, select "KFin" under list of "e-Voting service providers (ESPs)", you will be re-directed to KFintech's e-Voting Platform. V. Select the event for "Deccan Cements Limited" from dropdown menu, and click on the "Submit" button during the remote e-Voting period to cast your vote.
Individual members login through their demat accounts / Website of Depository Participant	I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility. II. Once logged-in, you will be able to see Access to e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site. III. After successful authentication, you will see e-voting feature. IV. Click on "K-Fintech" under "e-Voting service providers (ESPs)" and you will be re-directed to KFintech's e-Voting Platform. V. Select the Event No.10131 for "Deccan Cements Limited" from dropdown menu, and click on the "Submit" button during the remote e-Voting period to cast your vote.

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 10131 (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 10131) 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 at least 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 at KFintech's toll free No. 1800-3454-001 for any further clarifications.

ix. The members, whose names appear in the Register of Members / list of Beneficial Owners as on **22nd September 2026, Tuesday,** 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 10131 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 1800-309-4001 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 AGM (InstaPoll) and votes cast through remote e-voting, make a consolidated Scrutinizer's Report and submit the same to the Chairperson / any other person authorised by her. 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., **29th September 2026, Tuesday.**

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 **(10%) i.e. Re.0.50/-** per Equity Share of face value of Rs.5/- each for the Financial Year 2025-26, subject to approval of the Members at the 46th AGM.

27. The Board of Directors has fixed **22nd September 2026, Tuesday,** as the Record Date for determining the names of member(s) eligible for final dividend FY 2025-26.

28. The dividend, if approved, will be paid on **15th October 2026, Thursday,** to the Members whose names appear on the Company's Register of Members as on the Record Date **(i.e., 22nd September 2026, Tuesday),** 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.

29. As per relevant Circulars, payment of dividend shall be made through electronic mode to the members who have updated their bank account details. 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.10,000/-. 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:

Sl 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 395(1) of Income Tax Act, 2025

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) **on or before 22nd September 2026, Tuesday (Record Date).**

Sl No	Particulars	Withholding tax rate	Documents required (if any)
1	Submission of Form 121 with valid & operative PAN	Nil	Declaration in Form 121 fulfilling certain conditions
2	Member to whom section 393(1) [Table: Sl. No. 7] of the Income-Tax Act, 2025 does not apply as per section 393(4) [Table: Sl. No. 10] such as LIC, GIC. etc	Nil	Valid documentary evidence for exemption u/s 393(4) [Table Sl. No 10] of the Income-Tax Act, 2025.
3	Member covered u/s 393(5) of the Income-Tax Act, 2025 such as Government, RBI, Corporations established by Central Act & mutual funds	Nil	Valid documentary evidence for coverage u/s 393(5) of the Income-Tax Act, 2025.
4	Category I and II Alternative Investment Fund	Nil	SEBI registration certificate to claim benefit under section 400(1) of the Income-Tax Act, 2025
5	➢ Recognised Provident Funds ➢ Approved Superannuation Fund ➢ Approved Gratuity Fund	Nil	Valid 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 393(9) of the Income-Tax Act, 2025. Valid documentary evidence (e.g., relevant copy of registration, notification, order, etc.) to be provided.
7	Any resident member exempted from TDS deduction as per the provisions of the Income Tax Act, 2025 or by any other law or notification	Nil	Valid documentary evidence substantiating exemption from deduction of TDS.

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.

Sl 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
2	Other Non-resident members	20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial	To avail beneficial rate of tax treaty following tax documents would be required: i. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received ii. PAN or declaration as per Rule 217 of the Income-Tax Rules, 2026 in a specified format iii. E-filed Form 41 iv. Self-declaration for non-existence of permanent establishment/ fixed base in India (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)
3	Indian Branch of a Foreign Bank	NIL	Lower tax deduction certificate u/s 393(2) 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 Authority	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 post filing of TDS return as per statutory timelines specified under the Income-Tax Act, 2025. Members will be able to download Form 168 from the Income Tax Department's website https://www.incometax.gov.in.

ii. The aforesaid documents such as Form 121, documents under section 393(5), 400(1), FPI / FII Registration Certificate, Tax Residency Certificate, Lower Tax certificate, Rule 203 declaration, etc. can be uploaded on the link https://rkarisma.kfintech.com/dividends/ on or before **22nd September 2026** to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any documents / communication on the tax determination / deduction received after **22nd September 2026** 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. No TDS will be deducted in case of resident individual members whose dividend does not exceed ₹ 10,000. However, where the PAN is not updated in Company / RTA / Depository Participant records or in case of an invalid PAN and cumulative dividend payment to individual member is more than ₹ 10,000, the Company will deduct TDS / Withholding tax u/s 393(1) [Table: Sl. No. 7] with reference to Section 397(2) of the Income-Tax Act, 2025. All the members are requested to update their PAN with their Depository Participant (if shares are held in dematerialised mode) and Company / RTA (if shares are held in physical mode) against all their folio holdings on or before 22nd September 2026.

vi. 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.

vii. 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 2026 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 31.03.2026 (Rs.)	Due date of transfer to IEPF
2018-19	07.08.2019	5.00	75	3.75	4,53,753.75	13.09.2026
2019-20*	28.02.2020	5.00	80	4.00	5,71,076.00	07.03.2027
2020-21	14.09.2021	5.00	100	5.00	7,96,603.00	20.10.2028
2021-22	14.09.2022	5.00	100	5.00	4,61,561.00	20.10.2029
2022-23	22.09.2023	5.00	75	3.75	2,95,541.25	14.10.2030
2023-24	20.09.2024	5.00	60	3.00	3,34,426.00	26.10.2031
2024-25	23.09.2025	5.00	12	0.60	63,533.60	29.10.2032

* 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 2017-18, 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 2025-26 (on 15th October 2025) the Company has transferred unclaimed and unpaid dividend amount of Rs. 4,22,802/- pertaining to the Financial Year 2017-18 to the Investor Education and Protection Fund (IEPF).

37. The unclaimed/unpaid dividend, if any, pertaining to the financial year 2018-19 shall be transferred to the Investor Education and Protection Fund (IEPF) on 13th September 2026, 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 2025-26, through Corporate Action on 17th October 2025, the Company has transferred 14,370 equity shares belongs to 26 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.

41. **2nd "Saksham Niveshak" campaign for updating of KYC and Other details:** Pursuant to 2nd "Saksham Niveshak" 100 days campaign by the Investor Education and Protection Fund Authority (IEPFA), Ministry of Corporate Affairs (MCA), Government of India, the Company brings to kind notice to the Shareholders of the Company that the IEPFA has taken initiative for updating KYC and other details of the shareholders and Shareholder engagement to prevent transfer of Unclaimed/Unpaid Dividends to IEPF,

    In this connection, the Company requests to the shareholders to update their KYC and other details, if not done, so that dividend already declared / to be declared by the Company will be directly credited to their respective accounts, at the same time the transfer of shares to the IEPF Authority can be avoided, due to non-claiming the dividends for a consecutive period of seven years.

    To update the KYC and other details, the shareholders are requested to visit company web link "https://deccancements.com/shareholders-information.php" for downloading the requisite forms, fill those, and along with necessary proofs and/or documents submit those either to the Company or to the RTA.

OTHER INFORMATION:

42. 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.

Further, SEBI, vide its circular dated November 03, 2021 (subsequently amended by circulars dated December 14, 2021, March 16, 2023 and November 17, 2023) mandated that the security holders (holding securities in physical form), whose folio(s) do not have PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature updated, shall be eligible for any payment including dividend, interest or redemption in respect of such folios, only through electronic mode with effect from 1st April 2024, upon their furnishing all the aforesaid details in entirety.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from 1st April 2024 upon furnishing all the aforesaid details in entirety.

If a security holder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after 1st April 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from 1st April 2024 till date of updation) pertaining to the securities held after the said updation automatically.

Form ISR-1: Request for **Registration of PAN, KYC details.**

Form SH-13: Request for **Registration of Nomination.**

Form SH-14: Request for **Cancellation or Variation of Nomination.**

Form ISR-3,

along with

Form SH-14: Declaration to Opt-out of Nomination.

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

43. 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 request:

    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.

44. 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.

45. 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.

46. 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).

47. 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.**

48. 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.

49. Members may also note that the 46th Annual Report for the financial year 2025-26 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.

50. The Company has paid the Listing Fees for the Year 2026-27 to both the Stock Exchanges where equity shares of the Company are listed.

51. **SECOND SPECIAL WINDOW FOR LODGMENT/ RE - LODGEMENT OF TRANSFER REQUESTS OF PHYSICAL SHARES:**

    Pursuant to SEBI Circular No. HO/38/13/11(2)2026 - MIRSD - POD/ I/3750/2026 dated 30th January 2026, the Company is pleased to offer second special window for physical shareholders to lodge/ re-lodge their requests for the transfer of physical shares for which transfer deed had been executed before 1st April 2019. The Special Window is open from 5th February 2026 to 4th February 2027 and is applicable to cases where the share transfer deeds in Form 7B / Form SH-4 were executed before 1st April 2019, and the original share certificate is available, and whether the same were earlier lodged with the company (and rejected due to deficiencies in documentation, process or any other reason) or not. The Shares which have been transferred to Investor Education and Protection Fund (IEPF) shall not be considered under this window for processing. The shares lodged/re-lodged for transfer will be processed only in dematerialized form during this window. Eligible shareholders may submit their transfer requests along with the requisite documents to the Company's Registrar and Share Transfer Agent (RTA) at M/s Kfin Technologies Ltd., Unit: Deccan Cements Limited, Selenium Tower-B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032, Toll Free No. 1800-309-4001, email id: einward.ris@kfintech.com within the stipulated period.

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. 4: To consider and ratify Cost Auditor's remuneration for the Financial Year 2026-27:

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 2026-27 at a remuneration of Rs.2,00,000/- (Rupees Two Lakhs 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 2027 by passing an Ordinary Resolution as set out at Item No. 4 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 recommends the Ordinary Resolution set out at Item No. 4 for member approval.

Item No. 5: To consider and ratify excess remuneration paid to Ms. P. Parvathi (DIN: 00016597), CMD, for the Financial Year 2025-26:

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 shareholders by Special Resolution through Postal Ballot on 30th June 2022 have approved her re-appointment to the office of the Managing Director, and approved the terms of her re-appointment, including the remuneration package in terms of proviso to Section II (A) of Part II of Schedule V of the Companies Act, 2013, in connection with her re-appointment.

Necessary disclosures under Section II of Part II of Schedule V of the Companies Act, 2013 had been made to the members at the time of seeking approval of the members by special resolution and necessary approval had been obtained for the payment of minimum remuneration to Ms. P. Parvathi in case the company has no profits or its profits are inadequate. However, as per the proviso to Section II of Part II of Schedule V of the Companies Act, 2013 the said Special Resolution for payment of minimum remuneration in case the company has no profits or its profits are inadequate was valid for a period of three years, i.e., upto 31st March 2025.

During FY 2025-26, the Company experienced an unpredictable market slowdown resulting in inadequacy of net profits calculated under Section 198. Due to this drop in net profits, the total remuneration already paid out to the Managing Director exceeded the statutory ceiling limit of 5% of the net profits of the Company for that year by an amount of Rs.66,17,306/-.

As per the provisions of Section 197(9) of the Act, any remuneration paid in excess of the statutory limit must be refunded by the director within two years unless the company waives/ratifies it by passing a Special Resolution.

The Nomination and Remuneration Committee and the Board of Directors, in their respective meetings, reviewed the operational commitment and leadership provided by the CMD during tough financial times. They considered the amount of remuneration is appropriate and reflective of standard industry capacity.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives, except Ms. P. Parvathi, CMD, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 5 for member approval.

Item No. 6: To consider payment of minimum remuneration to Ms. P. Parvathi (DIN: 00016597), CMD, during the Financial Year 2026-27:

As stated in explanatory statement for Item No.5, Ms. P Parvathi has been re-appointed as Managing Director of the Company for a period of five years with effect from 1st April 2022 to 31st March 2027. On 30th June 2022 the Members of the Company by Special Resolution through Postal Ballot approved the re-appointment Ms. P Parvathi as Managing Director of the Company for a period of five years with effect from 1st April 2022 and approved the terms of her re-appointment, including the remuneration to be paid during the said five years.

Due to in adequacy of profit during FY 2025-26, the remuneration paid to Ms. P. Parvathi, CMD, during FY 2025-26 exceeded the limits of 5% of the profits as per the provisions of Section 197 of the Companies Act, 2013.

Considering the financial position of the Company during FY 2025-26 and present market conditions, and on the recommendations of the Nomination and Remuneration Committee, subject to the approval of the members by Special Resolution, the Board of Directors in the Board Meeting held on 12th August 2026 have approved the remuneration package of Ms. P. Parvathi, CMD, for FY 2026-27, as mentioned in the proposed resolution, as the minimum remuneration in case the company has no profits or its profits are inadequate, in terms of proviso to Section II (A) of Part II of Schedule V of the Companies Act, 2013. The said proposed remuneration to be paid to Ms. P. Parvathi, CMD, during FY 2026-27 is in line with the remuneration package approved by the members on 30th June 2022, without any change.

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.

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.

None of the Directors, Key Managerial Personnel (KMP) of the Company, or their relatives, except Ms. P. Parvathi, CMD, is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out at Item No. 6 for member approval.

By Order of the Board

Sd/-
Bikram Keshari Prusty
Company Secretary
FCS 7855

Place: Hyderabad
Date: 12th August 2026

ANNEXURE TO THE NOTICE

Details of Director retiring by rotation at the Annual General Meeting for Item No.3 and Information as per Part II Section II of Schedule V of the Companies Act, 2013 for Item No.6:

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: The Company started it's commercial production in 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	2025-26	2024-25	2023-24
Total Income	**64,328.12**	54,317.63	81,542.41
Profit before depreciation, interest.	**8,430.70**	5,158.52	10,981.03
Depreciation and amortization	**3,562.02**	2,807.81	2,763.46
Interest and Finance Charges	**2,727.66**	1,275.17	1,237.37
Profit / (loss) before exceptional items and tax	**2,141.02**	1,075.54	6,980.20
Net profit after tax	**2,859.12**	753.30	3,726.27

(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 Ms. P. Parvathi:

Date of Birth	26/08/1965
Age	61 Years
Date of Appointment	29/06/1993
Qualification	M. Com – Osmania University
Directorships in other companies	➢ Melvillie Finvest Private Limited ➢ DCL Exim Private Limited ➢ Deccan Swarna Cements Private Limited
Chairmanship/ Membership of committees of other companies	Nil
Background/ Brief resume and expertise/ experience in specific functional area	Post Graduate in Commerce, with more than three decades of experience in business and commerce, most part of which has been in the Cement Industry.
Past Remuneration (FY 2025-26)	Rs.194.59 Lakhs
Recognition or Awards	During her leadership the Company got the Third Fasted Growing Cement Company (Small Category) at the 4th Indian Cement Review Awards in 2021.
Job Profile and suitability	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.
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.

Relationship with other Directors, Manager and other Key Managerial Personnel	She has no relationship with other directors or managerial personnel of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel	She is one of the Promoters and Shareholder of the Company. She has no pecuniary relationship with other directors or managerial personnel of the Company.
Shareholding in the Company	➢ Direct Holding (0.27%) ➢ Indirect Holding through Group Companies (43.55%)
No. of Meetings of the Board attended during year 2025-26	Six
Terms and conditions of appointment / re-appointment	Retiring as a Director by Rotation, and eligible for re-appointment as a Director. She is appointed as MD upto 31st March 2027.

III. Other Information:

(1) Reasons of loss or inadequate profits: South India houses a disproportionately large share of India's total cement manufacturing capacity. Due to the demand-supply mismatch, plants in the south operate at low capacity utilization levels (~60%), causing high fixed overhead costs per tonne. The prolonged conflict in West Asia and disruptions in the Strait of Hormuz have pushed up crude oil prices globally. This has resulted in a 30% to 35% spike in the costs of imported coal and petroleum coke (petcoke), which are essential for operating clinker kilns. Substantial increases in domestic diesel prices have directly translated into a steeper per-tonne selling and distribution expense. Cyclical adjustments—such as localized monsoon extensions, labor shortages, and delayed capital rollouts for state-level infrastructure projects—have created severe execution bottlenecks, leaving trade and non-trade demand sluggish.

(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 is given in the respective resolution and all other information has been provided in the Directors Report under Corporate Governance Report.

By Order of the Board

Sd/-
Bikram Keshari Prusty
Company Secretary
FCS 7855

Place: Hyderabad
Date: 12th August, 2026