



# DECCAN CEMENTS LIMITED

**CIN: L26942TG1979PLC002500**

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

## POSTAL BALLOT NOTICE

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

VOTING STARTS ON	VOTING ENDS ON
Thursday, 23 <sup>rd</sup> February 2023, at 9:00 a.m. (IST)	Friday, 24 <sup>th</sup> March 2023, at 5:00 p.m. (IST)

**Dear Member(s),**

**NOTICE** is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, to transact the special business as set out hereunder by passing Special Resolution, as applicable, by way of postal ballot / electronic voting.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

Deccan Cements Limited ('the Company') is sending this Notice in electronic form to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent ('RTA') / Depositories and physical copy of the Notice along with Postal Ballot Form and pre-paid self-addressed Business Reply Envelope is being sent to the Members whose e-mail addresses are not registered with the Company/RTA/Depositories. The communication of the assent or dissent of the Members would take place through the remote e-voting system as well as through physical ballot form. The details of the procedure to cast the vote forms part of the 'Notes' to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of KFin Technologies Limited (KFinTech) for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice.

The Board of Directors of the Company, appointed **Mr. V. Shankar, Practicing Company Secretary (Membership No.FCS:7638 and CP:8446)**, as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

Members have the option to vote either by Postal Ballot or through e-voting. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed prepaid self-addressed Business Reply Envelope. Postal Ballot Form, if sent by courier or by registered post or speed post at the expense of the Member(s), will also be accepted. The duly completed Postal Ballot Form should reach the Scrutinizer not later than by 5:00 p.m. (IST) on Friday, 24<sup>th</sup> March 2023, to be eligible for being considered, failing which it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the 'Notes'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him, after completion of scrutiny of the postal ballots (including e-voting). The results shall be declared on or before Saturday, 25<sup>th</sup> March 2023, and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website '[www.deccancements.com](http://www.deccancements.com)'.

### **SPECIAL BUSINESS**

#### **PROPOSED RESOLUTIONS:**

**1. To increase the borrowing power of the Board of Directors of the Company:**

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



“RESOLVED THAT in supersession of the Special Resolution passed through Postal Ballot on 27<sup>th</sup> March 2021 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the “Act”) and rules framed thereunder [including any statutory modification(s) and re-enactment(s) thereof for the time being in force], and any other applicable laws, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow money on behalf of the Company, from time to time, from one or more of the Company’s bankers, financial institutions, institutional investors, mutual funds, insurance companies, pension funds, individuals, firms, companies, body corporates, any other person or entity, by way of issue of debentures, commercial papers, long term/short term loans, suppliers’ credit, securitised instruments such as floating rates notes, fixed rate notes, syndicated loans, fixed deposits, any other instruments/securities or otherwise permitted by law for the time being in force, designated in Indian or foreign currency, on such terms and conditions including creation of security by way of mortgage, charge, hypothecation, lien or pledge over the movable or immovable assets, properties, undertaking(s) or part thereof, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) provided that the total amount so borrowed by the Board within the meaning of Section 180(1)(c) of the Act shall not at any time exceed Rs.1,500 crores (Rupees One Thousand Five Hundred Crores Only) or the aggregate of paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company, whichever is higher, apart from amount of temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business.”

“RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution.”

**2. To create charge or mortgage on the assets, properties and undertaking(s) of the Company:**

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

“RESOLVED THAT in supersession of the Special Resolution passed through Postal Ballot on 27<sup>th</sup> March 2021 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment or modifications thereof, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable and/or immovable assets and/or properties of the Company and/or the whole or any part of the undertaking(s) of the Company of all nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating floating charge on the Assets in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings by the Company provided that the aggregate indebtedness so secured by the Assets at any time do not exceed the aggregate of Rs.1,500 crores (Rupees One Thousand Five Hundred Crores Only) or the aggregate of paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company, whichever is higher, **and** amount of temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business.”

“RESOLVED FURTHER THAT the Board be and is hereby severally authorized to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalizing the terms of sale, lease, creation of security or any other dispositions, filing of necessary forms, returns, applications, submissions under the Act.”

By Order of the Board

Sd/-  
**Bikram Keshari Prusty**  
Company Secretary  
FCS 7855

Place: Hyderabad  
Date: 14<sup>th</sup> February 2023

**NOTES**

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted is annexed hereto.
2. In terms of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed through Postal Ballot, including voting by electronic means (e-voting).
3. The Members are provided with the facility to cast their vote, electronically, through e-voting service provided by KFin Technologies Limited (KFintech) on all the resolutions set forth in the Postal Ballot Notice instead of returning the Postal Ballot Form(s).
4. The Postal Ballot Notice is uploaded on the website of the Company: "[www.deccancements.com](http://www.deccancements.com)" and on the website of KFintech: "<https://evoting.kfintech.com>".
5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of beneficial ownership as received from the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 17<sup>th</sup> February 2023 (cut-off date).
6. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP") unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form ("Ballot Form") through permitted mode along with a Business Reply Envelope.
7. Dispatch of the Postal Ballot Notice, both by e-mail and physical mode, will be completed by Wednesday, 22<sup>nd</sup> February 2023.
8. The voting through e-voting will commence on Thursday, 23<sup>rd</sup> February 2023 at 9:00 A.M. (IST) and ends on Friday, 24<sup>th</sup> March 2023 at 5:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 17<sup>th</sup> February 2023, may cast their votes electronically. The remote e-voting modules shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
9. Members voting through Postal Ballot (physically) are requested to return the duly filled in and signed Postal Ballot Form, with their vote [Assent (FOR) or Dissent (AGAINST) for the proposed resolutions] in the attached self-addressed, business reply envelope, so as to reach the Scrutinizer on or before Friday, 24<sup>th</sup> March 2023. Please note that **Voting shall be done by putting TICK mark (✓) at the appropriate places on the Postal Ballot Form**. Please note that any Postal Ballot Form received after Friday, 24<sup>th</sup> March 2023 will be strictly treated as if the reply from the Member has not been received.
10. A Member should not vote both through Postal Ballot as well as by using e-voting platform, and if he/she votes through Postal Ballot as well as by using e-voting platform, his/her vote through Postal Ballot shall be treated as invalid.
11. Resolutions passed by the members through Postal Ballot, including voting by electronic means (e-voting), are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolutions shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.
12. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form must be accompanied by a certified true copy of Board Resolution/ Authority Letter/ Power of Attorney etc., along with the attested specimen signature of the duly authorized signatory (i.e.) who is authorized to vote, failing which the Postal Ballot Form will be treated as invalid.
13. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
14. The results of the Postal Ballot will be declared by Chairman or by person authorised by the Chairman, and the resolutions will be deemed to have been passed effectively on the last day of the receipt of Postal Ballot Form or e-voting i.e. Friday, 24<sup>th</sup> March 2023, subject to the requisite majority of the Shareholders had assented to the Resolutions.
15. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).
16. **Procedure and Instructions for E-Voting :**
  1. In pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-voting facility provided by Listed Companies", e-voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants(DPs) in order to increase the efficiency of the voting process.



2. Individual demat account holders would be able to cast their vote without having to register again with the Voting service provider thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
3. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@kfintech.com](mailto:evoting@kfintech.com). However, if he / she is already registered with KFintech for remote e-voting then he /she can use his / her existing User ID and password for casting the vote.
4. In case of individual shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-voting for Individual shareholders holding securities in demat mode."
5. The details of the process and manner for remote e-voting and are explained herein below:

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

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

**Details on Step-1 are mentioned below:**

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

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

Type of shareholders	Login Method
<b>Individual Shareholder login through their demat accounts / Website of Depository Participant</b>	(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 e-voting option. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-voting feature. (iii) Click on options available against Company name or e-voting service provider – Kfintech and you will be redirected to e-voting website of Kfintech for casting your vote during the remote e-voting period without any further authentication.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

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

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

**Details on Step-2 are mentioned below:**

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

- (A) Members whose email IDs are registered with the Company/ Depository Participant(s), will receive an email from Kfintech which will include details of E-voting Event Number (EVEN), USER ID and password. They will have to follow the following process:
- I. Launch internet browser by typing the URL: "<https://evoting.kfintech.com>"
  - II. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Kfintech for e-voting, you can use your existing User ID and password for casting the vote.
  - III. After entering these details appropriately, click on "LOGIN".
  - IV. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
  - V. You need to login again with the new credentials.
  - VI. On successful login, the system will prompt you to select the "EVEN" i.e., "**Deccan Cements Limited-Postal Ballot**" and click on "Submit".
  - VII. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - VIII. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
  - IX. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - X. You may then cast your vote by selecting an appropriate option and click on "Submit".
  - XI. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution(s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
  - XII. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., authorizing its representative



to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id "[1981shanky@gmail.com](mailto:1981shanky@gmail.com)" with a copy marked to "[evoting@kfintech.com](mailto:evoting@kfintech.com)". The scanned image of the above-mentioned documents should be in the naming format "Corporate Name\_EVEN No."

(B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of Postal Ballot and e-voting instructions cannot be serviced, will have to follow the following process:

I. Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with Kfintech, by accessing the link:

["https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx"](https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx).

Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to "[einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)".

II. Alternatively, member may send an e-mail request at the email id "[einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)" along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate in case of physical folio for sending the Notice of Postal ballot and the e-voting instructions.

In order to enable the Company to comply with MCA circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) permanently for sending the Notice of General Meeting/ Postal Ballot and the e-voting instructions.

III. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.

#### **Other Instructions:**

- a) The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Friday, 17<sup>th</sup> February 2023, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of the members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on Friday, 17<sup>th</sup> February 2023 (i.e. the cut-off date). 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.
- b) In case of any query and/or grievance, in respect of voting by electronic means, members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download Section of "<https://evoting.kfintech.com/public/Downloads.aspx>" (Kfintech Website) or contact Shri Ravuri Vijay, (Unit: Deccan Cements Limited) of Kfin Technologies Ltd., Kfintech Selenium Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at "[evoting@Kfintech.com](mailto:evoting@Kfintech.com)" or "[einward.ris@kfintech.com](mailto:einward.ris@kfintech.com)" or call Kfintech's toll free No. 1800-309-4001 for any further clarifications.
- c) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

#### **IMPORTANT INFORMATION TO SHAREHOLDERS HOLDING PHYSICAL SHARE:**

17. The Securities and Exchange Board of India (SEBI) vide their Circular SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655, Dt.3<sup>rd</sup> November 2021 has made it mandatory for all holders of physical securities in listed company to furnish the PAN, KYC details and Nomination (for all eligible folios) to the RTA by 31<sup>st</sup> March 2023. The folios wherein any one of the cited document / details are not available on or after 1<sup>st</sup> April 2023, shall be frozen by the RTA.
  - (a) Request for **Registration of PAN, KYC details** shall be made in **Form ISR-1**.
  - (b) Request for **Registration of Nomination** shall be made in **Form SH-13**.
  - (c) Request for **Cancellation or Variation of Nomination** shall be made in **Form SH-14**.
  - (d) Declaration to Opt-out of Nomination shall be made in **Form ISR-3**, along with **Form SH-14**.
  - (e) 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.

18. The securities in the frozen folios shall be
- a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.
  - b) eligible for any payment of dividend only through electronic mode upon complying with the requirements as stated above.
  - c) 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 December 31, 2025.
19. The RTA shall revert the frozen folios to normal status upon
- a) receipt of all the aforesaid documents / details at Point 18 above or
  - b) dematerialization of all the securities in such folios.
20. SEBI through its Press Release dated 3<sup>rd</sup> September 2021, advised the existing investors to link their PAN with their Aadhaar number by the date specified by CBDT. The folios in which PANs is / are not valid as on the notified cut-off date specified by the CBDT, shall be frozen.
21. 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.



**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

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

**Item No. 1 and 2:**

The Members of the Company through Postal Ballot on 27<sup>th</sup> March 2021 accorded their consent by Special Resolutions to authorise the Board of Directors of the Company under:

- Section 180(1)(c) of the Companies Act, 2013 to borrow upto Rs.750 Crores, or the aggregate of paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company, whichever is higher; and
- Section 180(1)(a) of the Companies Act, 2013 to create charge on assets of the Company in favour of the lenders against the borrowings upto Rs. 750 Crores or the aggregate of paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company, whichever is higher, **and** amount of temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

Taking into consideration the current expansion projects and future plans of the Company, the existing borrowing limits may not be sufficient to fund the projects.

Therefore, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, your Board of Directors is proposing to accord your consent by Special Resolution to increase the borrowing limits upto Rs.1,500 crores (Rupees One Thousand Five Hundred Crores Only) or the aggregate of paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company, whichever is higher, apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business.

Further, the Banks and Financial institutions, while granting loans and limits will ask for the creation of charge on present and future movable and immovable assets, properties of the Company to secure the amount borrowed by the Company, from time to time, for the due re-payment.

Therefore, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, your Board of Directors is proposing to accord your consent by Special Resolution to create charge on all or any part of the present and future moveable and/or immovable assets and/or properties of the Company and/or the whole or any part of the undertaking(s) of the Company and/or creating a floating charge on the Assets in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution set out at Item No. 1 and 2 of the Notice.

Accordingly, the Board recommends the Special Resolutions set out at Item No. 1 and 2 of the Notice for approval of the Members.

By **Order of the Board**

**Sd/-**  
**Bikram Keshari Prusty**  
Company Secretary  
FCS 7855

Place: Hyderabad  
Date: 14<sup>th</sup> February 2023