



DCL:SECY:2025

Date: 24.02.2025

BSE Limited
Corporate Relationship Department
PhirozeJeejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip Code: 502137

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

Subject: Postal Ballot Notice and Calendar of Events of Postal Ballot.

Please find enclosed a copy of the Postal Ballot Notice dated 11th February 2025 and Calendar of Events of Postal Ballot.

The Postal Ballot Notice will be sent by Email only to those members who have registered their Email ID either with the Company/RTA/Depository Participants as on the cut-off date, i.e., 21st February 2025 (Friday).

The above notice is also updated on the website of the Company i.e. www.deccancements.com.

Thank you,

With regards,

For Deccan Cements Limited

Bikram Keshari Prusty
Company Secretary

Enclosure: Calendar of Events and Postal Ballot Notice



Calendar of Events of Postal Ballot

Board Meeting Date	11th February 2025
Date of Appointment of Scrutinizer	11th February 2025
Postal Ballot Notice Date	11th February 2025
Cut-off Date for Postal Ballot Process	21st February 2025 (Friday)
Date of Intimation to the Stock Exchanges-before sending Postal Ballot Notice to the Shareholders	24th February 2025 (Monday)
Date of Sending Postal Ballot Notice through E-mail Only	24th February 2025 (Monday)
Date of Publication of Notice on Newspaper	25th February 2025 (Tuesday)
Voting Start Date & Time	25th February 2025, Tuesday, at 9:00 a.m. (IST)
Voting End Date & Time	26th March 2025, Wednesday, at 5:00 p.m. (IST)
Result Date	27th March 2025 (Thursday)



DECCAN CEMENTS LIMITED

CIN: L26942TG1979PLC002500

Registered Office: 'Deccan Chambers', 6-3-666/B, Somajiguda, Hyderabad - 500082

Tel: 040-23310168, E-mail: secretarial@deccancements.com,

Website: www.deccancements.com

**DECCAN
CEMENT**

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with

Rule 20 & Rule 22 of the Companies (Management & Administration) Rules, 2014

VOTING STARTS ON	VOTING ENDS ON
Tuesday, 25 th February 2025, at 9:00 a.m. (IST)	Wednesday, 26 th March 2025, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), (including any statutory modification or re-enactment thereof for the time being in force), and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 3/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023, and 09/2024 dated 19th September 2024 (collectively the 'MCA Circulars'), to transact the special businesses as set out hereunder through postal ballot by voting through electronic means ('remote e-Voting') only.

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining

to the said Resolutions setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with Deccan Cements Limited ('the Company')/ KFin Technologies Limited (KFINTECH), Registrar and Transfer Agent ('RTA')/ Depositories. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the remote e-Voting system. The detailed procedure for remote e-Voting forms part of the 'Notes' section 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 MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. 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 Notice

is also available on the website of the Company at <https://www.deccancements.com>, BSE Limited at www.bseindia.com, National Stock Exchange of India Limited at www.nseindia.com, on which the equity shares of the Company are listed and on the website of KFINTECH at www.evoting.kfintech.com.

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes through remote

e-Voting not later than 5.00 p.m. (IST) on Wednesday, 26th March 2025. The remote e-Voting facility will be disabled by KFINTECH immediately thereafter.

The Board of Directors of the Company, 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 the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

SPECIAL BUSINESS

- 1. To re-appoint Mrs. Mahpara Ali (DIN: 06645262) to the office of Independent Director of the Company for the 2nd term of 5 years, w.e.f., 1st April 2025:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 178 and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 and 25 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment, modification, variation or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Mahpara Ali (DIN: 06645262), who was appointed as an Independent Director of the Company and who holds office as such upto 31st March, 2025 and who attains the age of

seventy five years during the currency in her forthcoming tenure, and further who has been recommended and proposed by the Nomination and Remuneration Committee and also by the Board of Directors of the Company for her reappointment for 2nd term as Independent Director of the Company be and is hereby reappointed to the office of Independent Director of the Company, for another term of five years, with effect from 1st April 2025, whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

2. To approve payment of minimum remuneration to Mr. S. Venkateswarlu (DIN: 08602254), Whole Time Director, as per the existing terms, in case of absence of or inadequacy of profits, as per Schedule V of the Companies Act, 2013:

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

“RESOLVED THAT pursuant to the provisions of 196, 197, 198 and other applicable provisions of the Companies Act, 2013, and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Schedule V to the Companies Act, 2013, (including any statutory amendment, modification, variation or re-enactment thereof for the time being in force), and further read with Explanatory Statement annexed to this Notice, containing, inter alia, statement pursuant to Clause (iv) of 2nd proviso to Section II of Part II of Schedule V to the Companies Act, 2013, and without prejudice to the respective resolutions passed by the members in the 44th Annual General Meeting held on 20th September, 2024 in connection with the re-appointment of Mr. S. Venkateswarlu (DIN: 08602254) to the office of Whole Time Director of the

Company and the remuneration payable to him for a period of 5 years effective from 11th November 2024, at such remuneration as detailed thereat and further reiterated in the Explanatory Statement hereto, the said remuneration be paid as minimum remuneration to Mr. S. Venkateswarlu, in the event of absence of or inadequacy of profits in any or all of the 3 (three) years, i.e., upto 10th November 2027, as hitherto recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to take such steps and do all such acts, deeds, matters and things as may be considered necessary, proper and expedient to give effect to this resolution.”

By Order of the Board

Sd/-
Bikram Keshari Prusty
Company Secretary
FCS 7855

Place: Hyderabad
Date: 11th February 2025

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 by electronic means (e-voting).
3. The Members are provided with the facility to cast their vote, electronically, through e-voting service provided by

- KFINTECH on the resolutions set forth in the Postal Ballot Notice instead of returning the Postal Ballot Form(s).
4. The Postal Ballot Notice is uploaded on the website of the Company: “www.deccancements.com” and on the website of KFINTECH: “<https://evoting.kfintech.com>”.
 5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of beneficial ownership as received from the Depositories, i.e., National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, 21st February 2025 (cut-off date).
 6. The Postal Ballot Notice is being sent only by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”).
 7. Dispatch of the Postal Ballot Notice, by e-mail, will be completed by Monday, 24th February 2025.
 8. The voting through e-voting will commence on Tuesday, 25th February 2025 at 9:00 A.M. (IST) and ends on Wednesday, 26th March 2025 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, 21st February 2025, 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. Resolutions passed by the members by electronic means (remote e-voting), are deemed to have been passed effectively at a General Meeting of the Members. The Resolutions shall be declared as passed, in case of Special Resolution 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, and in case of Ordinary Resolution if the number of votes cast in favour of the Resolution is more than the number of votes cast against the Resolution.
 10. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
 11. The results of the Postal Ballot will be declared by Thursday, 27th March 2025 by the CMD or by person authorised by the CMD, and the resolutions will be deemed to have been passed effectively on the last day of the remote e-voting i.e. Wednesday, 26th March 2025, subject to the requisite majority of the Shareholders had assented to the Resolutions.
 12. 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 Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).
 13. **Procedure and Instructions for E-Voting :**
 - A. 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 the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

- B. In pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/24 2 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.
- C. 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.
- D. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	25 th February 2025, Tuesday @ 9:00 A.M. (IST)
End of remote e-voting	26 th March 2025, Wednesday @ 5:00 P.M. (IST)

- E. 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., 21st February 2025, Friday.
- F. 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 the 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.
- G. Any person holding shares in physical form and non-individual shareholders 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.
- H. In case of individual members holding securities in demat mode and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting.”
- I. The options for remote e-voting 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

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

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

	(v) Select the event for “ <u>Deccan Cements Limited</u> ” from dropdown menu, and click on the “ <u>Submit</u> ” button during the remote e-Voting period to cast your vote.
Individual members login through their demat accounts / Website of Depository Participant	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</p> <p>II. Once logged-in, you will be able to see <u>Access to e-voting option</u>. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site.</p> <p>III. After successful authentication, you will see e-voting feature.</p> <p>IV. Click on “<u>K-Fintech</u>” under “<u>e-Voting service providers (ESPs)</u>” and you will be re-directed to KFINTECH’s e-Voting Platform.</p> <p>V. Select the Event No. for “<u>Deccan Cements Limited</u>” from dropdown menu, and click on the “<u>Submit</u>” button during the remote e-Voting period to cast your vote.</p>

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	NSDL e-Voting Helpdesk: Phone No.: 022 - 4886 7000 Email: evoting@nsdl.co.in
Securities held with CDSL	CDSL e-Voting Helpdesk: Timings: Monday - Friday : 10:00 AM to 6.30 PM Toll Free: 1800-21-09911 Email: helpdesk.evoting@cDSLindia.com

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 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://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), 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 “POSTAL BALLOT” and click on “Submit”
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
 - xi. A confirmation box will be displayed. Click “OK”

to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id 1981shanky@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format Corporate Name_Even.

- (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 Postal Ballot Notice 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>”.

- J. The Scrutinizer will, after the conclusion of e-voting, scrutinize the votes cast through remote e-voting, make a Scrutinizer's Report and submit the same to the Chairperson. The result of e-voting will be declared within forty-eight hours of the conclusion of the e-voting period and the same, along-with the 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 last date of the e-voting period, i.e., 26th March 2025, Wednesday.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No.1:

Mrs. Mahpara Ali (DIN: 06645262), was appointed as the Independent Director of the Company with effect from 1st April 2020 and her term of five years will be completed on 31st March 2025.

Mrs. Mahpara Ali has given her consent to act as an Independent Director of the Company for the 2nd term of five years. The Company has received declaration from Mrs. Mahpara Ali that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015. Mrs. Mahpara Ali is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. She has confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or any other authority and she is not aware of any circumstance or situation which exists or may be reasonable anticipated that could impair or impact her ability to discharge duties as an independent director of the company. She has registered herself in the Independent Directors' Data Bank maintained by Indian Institute of Corporate Affairs. She will attain the age of 75 years on 28th July 2026.

The Nomination and Remuneration Committee and Board of Directors have examined and assessed her credentials, her eligibility vis a vis the applicable rules and regulations and her suitability for the proposed office of Independent Director. Based on the skills, experience, knowledge and performance evaluation, the Nomination and Remuneration Committee have recommended to the Board for the re-appointment of Mrs. Mahpara Ali to the office of the Independent Director of the Company for the second term of five years with effect from 1st April 2025.

In the opinion of the Board of Directors Mrs. Mahpara Ali fulfils the conditions for re-appointment as an Independent Director as specified in the Companies Act, 2013 and Rules made thereunder and the SEBI (LODR) Regulations, 2015 and is independent of the Management.

Therefore, the Board of Directors have placed this proposal to accord consent of the shareholders by Special Resolution through Postal Ballot to re-appoint Mrs. Mahpara Ali to the office of Independent Director of the Company for the second term of 5 years with effect from 1st April 2025.

Brief profile of Mrs. Mahpara Ali and other information as stipulated under Regulation 36 of the SEBI (LODR) Regulations, 2015 and SS-2, is as under:

Name	Mrs. Mahpara Ali
Date of Birth	28 th July 1951
Date of Re-appointment	1 st April 2025
Qualification	Master Degree in Arts and Bachelor of Arts (Hons). Diploma in International Banking and Finance from Indian Institute of Banking and Finance.
Brief resume and expertise in specific functional area	Mrs. Mahpara Ali holds Master Degree in Arts and Bachelor of Arts (Hons). She also holds Diploma in International Banking and Finance from Indian Institute of Banking and Finance. She has served in various capacities in the State Bank of India (SBI) for

	39 years. She Joined as Probationary Officer and held many key assignments covering all areas of banking. Before retirement she held the position of Chief General Manager of Bangalore circle of SBI. She was the Nominee Director of SBI in the Board of other Companies. She has a good knowledge on Financial and Administrative matters.
Directorships in other companies	Presently she is not a Director in any Company.
Chairmanship/ Membership of committees of other companies	Nil
Shareholding in the company	Nil
No. of Meetings of the Board attended earlier	FY 2020-21: 4 out of 4 Board Meetings FY 2021-22: 4 out of 4 Board Meetings FY 2022-23: 3 out of 4 Board Meetings FY 2023-24: 5 out of 5 Board Meetings FY 2024-25: 4 out of 4 Board Meetings till 11 th February 2025
Pecuniary Relationship with the Company during last 3 financial years and current financial year	FY 2021-22: Sitting Fees: Rs.1.60 Lakhs; Commission: Rs.1.66 Lakhs FY 2022-23: Sitting Fees: Rs.1.30 Lakhs; Commission: Rs.3.34 Lakhs FY 2023-24: Sitting Fees: Rs.2.30 Lakhs; Commission: Rs.4.00 Lakhs FY 2024-25: Sitting Fees: Rs.3.80 Lakhs (upto 11 th February 2025)
Proposed Remuneration, if any	Eligible for Sitting Fees for attending Board and Committee Meetings, and Commission, as a Non-Executive Director
Relationship with other Directors or KMPs	Not related to any Director or KMPs

Mrs. Mahpara Ali is a person of integrity; possess relevant expertise and vast experience. Her association as an Independent Director will be beneficial and in the best interest of the Company.

Copy of the draft letter for the re-appointment of Mrs. Mahpara Ali setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to the date of end of e-voting period.

Mrs. Mahpara Ali shall be entitled to receive Sitting Fee as a Non-Executive Director of the Company, for attending the Board and Committee Meetings as stated under:

Board Meeting and Audit Committee Meeting	Rs.40,000/- per meeting
Other Committee Meetings	Rs.10,000/- per meeting

In addition to the sitting fees, as a Non-Executive Director, she shall be entitled to commission on net profits. The Non-Executive

Directors are collectively entitled for a commission / sum not exceeding 1% per annum of the net profits of the company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013, to be paid and distributed amongst the Non-Executive Directors in such manner as may be determined by the Board of Directors, from time to time.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, in the proposed resolution set out in the Notice.

Pursuant to the provisions of Section 149, 152 and 160 of the Act read with Schedule IV thereto, the re-appointment of Independent Director requires approval of the members. Further, pursuant to the provisions of Regulation 25(2A) of SEBI Listing Regulations, 2015, re-appointment of an Independent Director shall be subject to approval of the members by way of special resolution.

Accordingly, re-appointment of Mrs. Mahpara Ali as an Independent Director requires approval of the members by way of Special Resolution.

Therefore, the Board recommends the Special Resolution set out in the Notice for approval of the Members.

Item No.2:

On basis of the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company reappointed Mr. S. Venkateswarlu (DIN: 08602254), as the Whole Time Director of the Company and fixed the remuneration payable to him for a period of five years effective 11th November 2024. Subsequently, the said appointment and the remuneration were also approved by the members at the 44th Annual General Meeting (AGM) held on 20th September 2024 by passing separate Ordinary resolutions. Vide the said resolutions, the remuneration, as detailed furnished under "Para IV of the Information pursuant to Clause (iv) of 2nd proviso to Section II of Part II of Schedule V", shall be payable to Mr. S. Venkateswarlu, which stands in accordance with the provisions of Section 197 and 198 of

the Companies Act, 2013.

Further, vide the said resolutions, it has also been contemplated that in the event of absence of or inadequacy of profits for any financial year, the aforesaid remuneration shall also be paid as minimum remuneration as permitted under Part II of Section II of Schedule V of the Companies Act, 2013. It may be noted that, all the requisite details and justification were provided in the Explanatory Statement annexed to the said resolutions. Statement pursuant to Clause (iv) of 2nd proviso to Section II of Part II of Schedule V to the said Act were required to be part of Explanatory Statement at the time of Passing of said resolutions. In view of the aforesaid, the following are furnished as hereunder in order to enable the members to take informed decision in this regard:

Information pursuant to Clause (iv) of 2nd proviso to Section II of Part II of Schedule V:

I. General Information:

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

Particulars	2023-24	2022-23	2021-22
Total Income	81,542.41	79,083.93	80,252.23
Profit before depreciation, interest.	10,981.03	10,647.43	17,201.15
Depreciation and amortization	2,763.46	2,793.31	2,589.69
Interest and Finance Charges	1,237.37	1,247.05	1,020.53
Profit / (loss) before exceptional items and tax	6,980.20	6,661.07	13,590.93
Net profit after tax	3,726.27	4,929.51	8,757.44

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

II. Information about the appointees:

Name	Mr. S. Venkateswarlu
Date of Birth	1st June 1961
Age	63 Years
Qualification	B.Sc. and MBA
Background details / brief resume and expertise/ experience in specific functional area	More than 40 years of experience, in various positions, including senior positions in Cement Industry.
Terms and conditions of re-appointment	Re-appointment as Whole Time Director of the Company for a period of 5 years w.e.f. 11th November 2024, as stated in 44 th Annual General Meeting Notice dated 9 th August 2024
Remuneration Proposed	As stated in Item No. 6 of the 44th Annual General Meeting Notice dated 9 th August 2024, and which is reproduced hereunder in Para IV Disclosures.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The remuneration is at par with the prevailing remuneration in the industry of similar size for similarly placed persons.
Last drawn Remuneration (FY 2023-24)	Rs.51.68 Lakhs (As as approved by the Shareholders at 41st Annual General Meeting of the Company held on 14th September 2021)
Date of First Appointment / Re-appointment	11th November 2019 11th November 2024
Shareholding in the company	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel	None of the Directors / Key Managerial Personnel of the Company are relatives
No. of Meetings of the Board attended	FY 2023-24: 5 out of 5 Board Meetings
Directorships in other companies	- Deccan Swarna Cements Private Limited (WOS of Deccan Cements Limited), Director
Chairmanship/ Membership of committees of other companies	Nil
Pecuniary relationship directly or indirectly with the company, or relationship with the directors and the managerial personnel	Except getting remuneration as a whole time director of the Company, no other pecuniary relationship with the Company or relationship with the directors and managerial personnel
Recognition or Awards	Nil
Job Profile and suitability	He is responsible for day to day administration and operations of the company under the supervision and control of the Chairperson and Managing Director and Board.

III. Other Information:

- (1) Reasons of loss or inadequate profits: The Company is a profit making one and does not envisage any loss or inadequate profits. However prior approval from the shareholders is sought in case any loss or inadequacy of profits arises because of factors such as general economic conditions, future demand of

Cement, excessive installed capacity and aggressive competition from other players.

- (2) Steps taken or proposed to be taken for improvement: The Company is looking forward to take steps including creation of new market, reduce 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:

Remuneration details:

1. *Basic Salary: Rs.3,50,000/- (rupees three lakhs fifty thousand only) per month, with an annual increment of Rs.25,000/- (rupees twenty five thousand only) per month (annual increment will be effective from 1st April of each financial year).*
 - a. *basic salary, as per rules of the Company.*
 - b. *Gratuity payable in accordance with an approved scheme and shall not exceed half month's basic salary for each completed year of service.*
 2. *House Rent Allowance: 40% of the Basic Salary.*
 3. *Medical Reimbursement: Expenses incurred during the financial year for self and family, subject to a ceiling of one month's basic salary.*
 4. *Leave Travel Allowance: For self and family, once in a year, incurred in accordance with the Rules specified by the Company, subject to a ceiling of one month's basic salary per year.*
 5. *Others:*
 - a. *Company's contribution towards Provident Fund: subject to a ceiling of 12% of Contribution to Provident fund to the extent exempted under the Income Tax Act, 1961 and encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.*
- Provision of car for use on Company's business purpose, and telephone and internet at residence will not be considered as perquisites. Earned / Privilege Leave, and ex-gratia, will be as per the rules of the Company. Leave accumulated but not availed during his tenure may be allowed to be encashed as per the rules of the Company.*

Without prejudice to the resolutions passed in the 44th AGM, as regards the re-appointment and remuneration payable to Mr. S. Venkateswarlu, vide the instant resolution laid at Item No.2 in the Notice hereto, your approval is hereby sought for payment of the said remuneration as minimum remuneration to Mr. S. Venkateswarlu, in the event of absence of or inadequacy of profits in any or all of 3 (three) years, i.e., upto 10th November 2027, as hitherto recommended by the

Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

Except Mr. S. Venkateswarlu and his relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, in the proposed resolution set out in the Notice.

Therefore, the Board recommends the Special Resolution set out in the Notice for approval of the Members.

By Order of the Board

Place: Hyderabad
Date: 11th February 2025

Sd/-
Bikram Keshari Prusty
Company Secretary
FCS 7855

