



DECCAN CEMENTS LIMITED

CIN: L26942TG1979PLC002500

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POSTAL BALLOT NOTICE

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

Dear Member(s),

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

Pursuant to Rule 22 and Rule 20 of the Rules, the Board of Directors of your Company, at its meeting held on 12 February 2021 has appointed **Mr. V. Shankar, Practicing Company Secretary (Membership No.FCS:7638 and CP:8446)** as the Scrutinizer, who will conduct the Postal Ballot and e-voting process in a fair and transparent manner. Members are requested to peruse the proposed resolutions along with the explanatory statement, and carefully read the instructions that form part of this Postal Ballot Notice ('Notice').

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

SPECIAL BUSINESS

PROPOSED RESOLUTIONS:

1. 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 at the 34th Annual General Meeting held on 29th September 2014 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.750 crores (Rupees Seven Hundred Fifty 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."

"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 or 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 at the 34th Annual General Meeting held on 29th September 2014 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.750 crores (Rupees Seven Hundred Fifty 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: 12 February 2021

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 Private Limited (KFinTech) on all the resolutions set forth in the Postal Ballot Notice instead of returning the Postal Ballot Form(s).
4. The Postal Ballot Notice is uploaded on the website of the Company: www.deccancements.com and on the website of KFinTech: <https://evoting.kfintech.com>.
5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of beneficial ownership as received from the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 19th February 2021 (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 Thursday, 25th February 2021.
8. The voting through e-voting will commence on Friday, 26th February 2021 at 9:00 A.M. (IST) and ends on Saturday, 27th March 2021 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, 19th February 2021, 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 Saturday, 27th March 2021. 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 Saturday, 27th March 2021 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. Saturday, 27th March 2021, 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 :
 - (A) **In case of members who have registered their email addresses with the Company/ Depository Participant(s): In case a Member receives an email from KFinTech:**
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>.
 - ii. Enter the login credentials (i.e. User ID and password as mentioned in email).
 - 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 followed by Client ID.
 - However, if you are already registered with KFinTech for E-voting, you can use your existing User ID and password for casting your 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 **“EVENT of DECCAN CEMENTS LIMITED”**.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date i.e. 19th February 2021 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 follow 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 **“ABSTAIN”**.
 - 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 i.e. 26th February 2021 to 27th March 2021, 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., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email **“shankarviswas@yahoo.com”** with a copy marked to **“evoting@kfintech.com”**. The scanned image of the above mentioned documents should be in the naming format **“DECCAN CEMENTS LIMITED-EVENT NO”**.



(B) In case of members who have not registered their email address with the Company / Depository Participant(s):

In case of Members receiving physical copy of Postal Ballot Notice [for Members whose Email ID is not registered with the Company/ Depository Participant(s) or requesting physical copy]:

- i. E-Voting Event Number (EVEN), User ID and Password is provided in the Postal Ballot Form.
- ii. Please follow all the steps 16 (A) (i) to (xii) above to cast your vote by electronic means.

(C) Members holding shares in physical form

Members holding shares in physical mode, who have not registered/ updated their email addresses with the RTA, are requested to register/update the same by clicking on <https://ris.kfintech.com/clientservices/mobileereg/mobileemailreg.aspx> or by writing to the RTA with details of folio number and attaching a self-attested copy of PAN card at "einward.ris@Kfintech.com".

(D) Members holding shares in electronic mode

Members are required to register their e-mail address with their respective Depository Participant "DPs" for receiving all communications from the Company electronically.

After due verification, KFintech will forward your login credentials to your registered email address.

After registration of e-mail address members would be required to follow steps 16 (A) (i) to (xii).

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 in the 34th Annual General Meeting held on 29th September 2014 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.400 Crores; and
- Section 180(1)(a) of the Companies Act, 2013 to create charge on assets of the Company in favour of the Banks and Financial Institutions against the borrowings upto Rs.400 Crores.

Taking into consideration the proposed expansions and future plans of the Company, the Company may approach various Banks and Financial Institutions to borrow for the proposed projects of the Company. The existing borrowing limits may not be sufficient to fund the proposed 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.750 crores (Rupees Seven Hundred Fifty 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.

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 : 12 February 2021