



DCL:SECY:2021

Date: 21<sup>st</sup> August 2021

BSE Limited  
Corporate Relationship Department  
Phiroze Jeejebhoy Towers  
Dalal Street, Mumbai-400 001

National Stock Exchange of India Ltd  
Exchange Department  
Exchange Plaza, Plot No. C/1, G Block  
Bandra Kurla Complex, Bandra (East)  
Mumbai-400 051

Security Code: 502137

Trading Symbol: DECCANCE

Dear Sir,

Subject: 41<sup>st</sup> Annual Report 2020-21.  
Notice of 41<sup>st</sup> Annual General Meeting.

Ref: Regulation 34 of SEBI (LODR) Regulations, 2015

Pursuant to the provisions of Regulation 34 of the SEBI (LODR) Regulations, 2015, please find enclosed 41<sup>st</sup> Annual Report 2020-21 (Notice of the 41<sup>st</sup> AGM).

The Company is going to send the Annual Report to all the shareholders and other eligible persons by e-mail (electronic mode) only.

Thank you,

With regards,

For Deccan Cements Limited

Bikram Keshari Prusty  
Company Secretary



Enclosure: 41<sup>st</sup> Annual Report 2020-21 (Notice of the 41<sup>st</sup> AGM).



## 41st Annual General Meeting NOTICE

NOTICE is hereby given that the 41<sup>st</sup> Annual General Meeting of the members of Deccan Cements Limited will be held on Tuesday, 14<sup>th</sup> September 2021 at 11:00 A.M. through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following business:

### ORDINARY BUSINESS:

1. **To consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2021 and the reports of the Board of Directors and Auditors thereon, and pass the following resolution as an Ordinary Resolution:**

*"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March 2021 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."*

2. **To consider declaration of final dividend for FY 2020-21, and pass the following resolution as an Ordinary Resolution:**

*"RESOLVED THAT as per recommendation of the Board of Directors, approval of the members of the company be and is hereby granted for the payment of dividend of Rs.5/- (i.e., @100%) per equity share on 1,40,07,500 equity shares of the Company for the Financial Year 2020-21, and the same be paid to all the members whose names appear in the Register of Members and Beneficial Owners of the Company as on the Record date (7<sup>th</sup> September 2021)."*

3. **To consider appointment of Mr. R. Gopalakrishnan (DIN: 00296413) as Director, who retires by rotation, and pass the following resolution as an Ordinary Resolution:**

*"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. R. Gopalakrishnan (DIN: 00296413), who retires*

*by rotation at this meeting, and being eligible, offers himself for re-appointment, be and is hereby appointed as a Director of the Company."*

### SPECIAL BUSINESS:

4. **To consider and ratify Cost Auditor's remuneration for the Financial Year 2021-22, and pass the following resolution as an Ordinary Resolution:**

*"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus reimbursement of travelling and out of pocket expenses payable to M/s. Aruna Prasad & Co., Cost Accountants, Chennai, who have been appointed by the Board of Directors as Cost Auditors of the Company, to conduct the audit of the cost accounting records of the Company for the Financial Year 2021-22."*

5. **To consider revision of the remuneration payable to Mr. Shonti Venkateswarlu (DIN: 08602254), Director (Works) w.e.f., 1st April 2021 till completion of his presents term, and pass the following resolution as an Ordinary Resolution:**

*"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, and pursuant to provision of Section 197 read with Schedule V of the Companies Act, 2013 and Rules made thereunder, in partial modification to the Ordinary Resolution passed in the 40<sup>th</sup> Annual General Meeting of the Company, held on 15<sup>th</sup> September 2020, the remuneration payable to Mr. Shonti Venkateswarlu (DIN: 08602254), Director (Works) be and is hereby revised, with effect from 1<sup>st</sup> April 2021 till completion of his presents term, as under:*

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1 **Salary** (Basic Pay, House Rent Allowance and other allowances): Rs.3,72,500/- (rupees three lakhs seventy two thousand five hundred only) per month

2 **Perquisites:**

**Medical Reimbursement:**

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

**Leave Travel Concession:**

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.

**Personal Accident Insurance:**

For an amount as per the rules of the Company.

**Others:**

a. Company's contribution towards Provident Fund: subject to a ceiling of 12% of basic salary, as per rules of the Company.

b. Company's contribution towards Pension / Superannuation Fund, as per rules of the Company;

such contribution to the Provident Fund and Pension / Superannuation Fund shall not exceed 27% of basic salary.

c. Gratuity payable in accordance with an approved scheme and shall not exceed half month's basic salary for each completed year of service.

Contribution to Provident fund and Superannuation fund to the extent they are exempted under the Income Tax Act, 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 and, telephone and internet at residence will not be considered as perquisites. Earned / Privilege Leave will be on full pay and allowances as per rules of the Company. Leave accumulated but not availed at during his tenure may be allowed to be encashed as per the rules of the Company.

RESOLVED FURTHER THAT notwithstanding the above, in the absence of or inadequacy of profits in any financial year, Mr. Shonti Venkateswarlu (DIN: 08602254) be paid the above remuneration as minimum remuneration in terms of Section II (A) of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company, be and are hereby severally authorised to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board

Sd/-

**Bikram Keshari Prusty**

Company Secretary

FCS 7855

Place: Hyderabad

Date: 13<sup>th</sup> August 2021

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## Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide their Circular No. 02/2021 dated January 13, 2021, Circular No. 20/2020 dated May 05, 2020, Circulars No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI vide their Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, permitted to convene the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars read with SEBI Circular, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the 41<sup>st</sup> AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. In compliance with the above stated MCA Circulars and SEBI Circular, Notice of the 41<sup>st</sup> AGM along with the Annual Report 2020-21 is being sent through electronic mode only, to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the 41<sup>st</sup> AGM and Annual Report 2020-21 will also be available on the Company's website "[www.deccancements.com](http://www.deccancements.com)", websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at "[www.bseindia.com](http://www.bseindia.com)" and "[www.nseindia.com](http://www.nseindia.com)" respectively, and on the website of Company's Registrar and Transfer Agent, Kfin Technologies Private Limited ("KFinTech") at "<https://evoting.KFinTech.com>".
3. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the 41<sup>st</sup> AGM is annexed hereto.
4. Generally, a member entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and vote on a poll instead of him/her and the proxy need not be a member of the Company. Since this 41<sup>st</sup> AGM is being held through VC / OAVM, pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the 41<sup>st</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Since the 41<sup>st</sup> AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
6. In terms of the provisions of Section 152 of the Act, Mr. R. Gopalakrishnan, Director, retires by rotation at the Meeting, and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends appointing him as a Director.
7. Pursuant to Regulations 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, Section 160 of the Companies Act, 2013 and Secretarial Standards on General Meetings (SS-2), details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
8. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (LODR) Regulations, 2015, and in terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at 41<sup>st</sup> AGM by electronic means ("e-voting"). For this purpose, the Company has engaged the services of KFin Technologies Private Limited, ("KFinTech") Selenium Building, Tower B, Plot No. 31 & 32, Financial District Nanakramguda, Serilingampally Mandal, Hyderabad – 500032,



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Telangana, India and has made necessary arrangements with RTA to facilitate E-voting. In terms of the MCA and SEBI Circulars, voting can be done only by Remote E-voting/ E-voting at the AGM. The Members are advised to go through the E-voting procedure, as provided in the Notice.

9. The Board of Directors has fixed 7<sup>th</sup> September 2021, Tuesday, as the Cut-off Date to know the eligibility of members entitled to participate and/ or vote at the 41<sup>st</sup> AGM.

**PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

10. The Company is making necessary arrangements for the members to participate in the 41<sup>st</sup> AGM through VC / OAVM.

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

Members are requested to follow the procedure given below:

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

to "<https://emeetings.KFinTech.com>" and clicking on the '**Speaker Registration**' option available on the screen after log in. The Speaker Registration will be open during 11<sup>th</sup> September 2021, Saturday to 12<sup>th</sup> September 2021, Sunday. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.

- d) Members will be allowed to attend the 41<sup>st</sup> AGM through VC / OAVM on first come, first served basis to 2,000. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 41<sup>st</sup> AGM without any restriction on account of first-come-first-serve principle.
- e) Facility to join the meeting shall be opened 30 minutes before the scheduled time of the 41<sup>st</sup> AGM and shall be kept open throughout the proceedings of the 41<sup>st</sup> AGM.
- f) Members who need assistance before or during the AGM, can contact KFinTech on "[evoting@KFinTech.com](mailto:evoting@KFinTech.com)" or call on toll free numbers 1800-309-4001. Kindly quote your name, DP ID-Client ID / Folio No. and E-voting Event Number in all your communications.

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

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13. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

**PROCEDURE FOR REMOTE E-VOTING AND E-VOTING AT THE AGM:**

14. The Company has engaged the services of KFinTech as the agency to provide electronic voting facility.
15. The Board of Directors of the Company has appointed Mr. V. Shankar, Practicing Company Secretary (Membership No. FCS: 7638 and CP: 8446), as Scrutiniser to scrutinise 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.
16. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFinTech, on all the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.

However, pursuant to the SEBI circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, 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 / DPs in order to increase the efficiency of the voting process.

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. Members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.

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

|                                 |   |
|---------------------------------|---|
| Commencement of remote e-voting | 11 <sup>th</sup> September 2021, Saturday @ 9:00 A.M. |
| End of remote e-voting          | 13 <sup>th</sup> September 2021, Monday @ 5:00 P.M.   |

Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his/her/their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., 7<sup>th</sup> September 2021, Tuesday.

Any person holding shares in physical form and non-individual members, 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.

In case of Individual members holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below.

The details of the process and manner for remote e-Voting and e-AGM are explained herein below:

- Step 1: Access to Depositories e-Voting system in case of individual members holding shares in demat mode.
- Step 2: Access to KFinTech e-Voting system in case of members holding shares in physical and non-individual members in demat mode.
- Step 3: Access to join virtual meetings (e-AGM) of the Company on KFinTech system to participate e-AGM and vote at the AGM.

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

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

| Type of members   | Login Method   |
|---|--|
| Individual Members holding securities in demat mode with NSDL | <b>1. User already registered for IDeAS facility:</b> <ul style="list-style-type: none"><li>I. Visit URL: "<a href="https://eservices.nsdl.com">https://eservices.nsdl.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></ul>  |
|   | <b>2. User not registered for IDeAS e-Services</b> <ul style="list-style-type: none"><li>I. To register click on link : "<a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>"</li><li>II. Select "Register Online for IDeAS" or click at "<a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>"</li><li>III. Proceed with completing the required fields.</li><li>IV. Follow steps given in points 1</li></ul>  |
|   | <b>3. Alternatively by directly accessing the e-Voting website of NSDL</b> <ul style="list-style-type: none"><li>I. Open URL: "<a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.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 be 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></ul> |
| Individual Members holding securities in demat mode with CDSL | <b>1. Existing user who have opted for Easi / Easiest</b> <ul style="list-style-type: none"><li>I. Visit URL: "<a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/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></ul>  |

| Type of members  | Login Method   |
|--|--|
|  | <b>2. User not registered for Easi/Easiest</b> <ol style="list-style-type: none"> <li>Option to register is available at "<a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>"</li> <li>Proceed with completing the required fields.</li> <li>Follow the steps given in point 1</li> </ol>   |
|  | <b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b> <ol style="list-style-type: none"> <li>Visit URL: "<a href="http://www.cdslindia.com">www.cdslindia.com</a>"</li> <li>Provide your demat Account Number and PAN No.</li> <li>System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</li> <li>After successful authentication, user will be provided links for the respective ESP, i.e., KFinTech where the e- Voting is in progress.</li> </ol>   |
| Individual Member login through their demat accounts / Website of Depository Participant | <ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</li> <li>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.</li> <li>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.</li> </ol> |

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

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

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

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

Login method for e-Voting for members other than Individual's members holding securities in demat mode and members holding securities in physical mode.

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

- Launch internet browser by typing the URL: "<https://emeetings.KFinTech.com/>"



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- 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" i.e., 'Deccan Cements Limited - AGM' and click on "Submit"
  - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/ AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option "ABSTAIN". If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
  - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
  - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as "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, Members can login any number of times till they have voted on the Resolution(s).
  - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id "[1981shanky@gmail.com](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 Annual Report, Notice of AGM 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 Annual Report, Notice of AGM and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with

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- KFinTech, by accessing the link: "<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 Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
  - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
- Details on Step 3 are mentioned below:**
- Instructions for all the members, including Individual, other than Individual and Physical, for attending the AGM of the Company through VC/OAVM and e-Voting during the meeting.
- i. Member will be provided with a facility to attend the 41<sup>st</sup> AGM through VC/OAVM platform provided by KFinTech. Members may access the same at "<https://emeetings.KFinTech.com/>" by using the e-voting login credentials provided in the email received from the Company/KFinTech. After logging in, click on the Video Conference tab and select the EVEN of the Company. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned above.
  - ii. Facility for joining AGM through VC/OAVM shall open at least 30 minutes before the commencement of the Meeting.
  - iii. Members are encouraged to join the Meeting through Laptops/Desktops with Google Chrome (preferred browser), Safari, Internet Explorer, Microsoft Edge, Mozilla Firefox 22.
  - iv. Members will be required to grant access to the webcam to enable VC / OAVM. Further, Members connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - v. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their name, demat account number / folio number, email id, mobile number at "[emeetings@KFinTech.com](mailto:emeetings@KFinTech.com)". Questions / queries received by the Company till 12<sup>th</sup> September 2021, Sunday shall only be considered and responded during the AGM.
  - vi. The Members who have not cast their vote through remote e-voting shall be eligible to cast their vote through e-voting system available during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform. The Members may click on the voting icon displayed on the screen to cast their votes.
  - vii. A Member can opt for only single mode of voting i.e., either through remote e-voting or voting at the AGM. If a Member casts votes by both modes, then voting done through remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

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- viii. Facility of joining the AGM through VC/OAVM shall be available for at least 2000 members on first come first served basis. The large members (i.e. members holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend the 41<sup>st</sup> AGM without any restriction on account of first-come-first-serve principle

**Other Instructions:**

- I. **Speaker Registration:** The Members who wish to speak during the meeting may register themselves as speakers for the AGM to express their views. They can visit "<https://emeetings.KFinTech.com>" and login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Speaker Registration' which will be opened from 11<sup>th</sup> September 2021, Saturday to 12<sup>th</sup> September 2021, Sunday. Members shall be provided a 'queue number' before the meeting. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.
- II. **Post your Question:** The Members who wish to post their questions prior to the meeting can do the same by visiting "<https://emeetings.KFinTech.com>". Please login through the user id and password provided in the mail received from KFinTech. On successful login, select 'Post Your Question' option which will be opened from 11<sup>th</sup> September 2021, Saturday to 12<sup>th</sup> September 2021, Sunday.
- III. 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>" (KFinTech Website) or contact Mr. Rajkumar Kale, Asst. General Manager, at "[evoting@KFinTech.com](mailto:evoting@KFinTech.com)" or call KFinTech's toll free No. 1-800-309-4001 for any further clarifications.

- IV. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 7<sup>th</sup> September 2021, Tuesday, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- V. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cutoff date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
- Example for NSDL: MYEPWD <SPACE> IN12345612345678
- Example for CDSL: MYEPWD <SPACE> 1402345612345678
- Example for Physical: MYEPWD <SPACE> XXXX1234567890
- ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of "<https://evoting.KFinTech.com/>", the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

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- iii. Members who may require any technical assistance or support before or during the AGM are requested to contact KFinTech at toll free number 1-800-309-4001 or write to them at ["evoting@KFinTech.com"](mailto:evoting@KFinTech.com).
- VI. The Scrutiniser will, after the conclusion of e-voting at the AGM, scrutinise the votes cast at the AGM (Insta Poll) and votes cast through remote e-voting, make a consolidated Scrutiniser's Report and submit the same to the Chairperson. The result of e-voting will be declared within forty-eight hours of the conclusion of the Meeting and the same, along-with the consolidated Scrutiniser's Report, will be placed on the website of the Company: ["www.deccancements.com"](http://www.deccancements.com) and on the website of KFinTech at: ["https://evoting.KFinTech.com"](https://evoting.KFinTech.com). The result will simultaneously be communicated to the stock exchanges, where the shares of the company are listed. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the date of the Meeting, i.e., 14<sup>th</sup> September 2021, Tuesday.

#### **PROCEDURE FOR INSPECTION OF DOCUMENTS:**

17. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the relevant documents referred to in the Notice will be available electronically for inspection by the members during the AGM.
18. All documents referred to in the Notice will also be available electronically for inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM. Members seeking to inspect such documents can send an email to ["secretarial@deccancements.com"](mailto:secretarial@deccancements.com).
- #### **DIVIDEND RELATED INFORMATION:**
19. The Board of Directors recommended final dividend on equity shares at the rate of (100%) i.e. Rs.5/- per Equity Share of face value of Rs.5/- each for the Financial Year 2020-21, subject to approval of the Members at the 41<sup>st</sup> AGM.
20. The Board of Directors has fixed 7<sup>th</sup> September 2021, Tuesday, as the Record Date for determining the names of member(s) eligible for final dividend FY 2020-21.
21. The dividend, if approved, will be paid on 27<sup>th</sup> September 2021, Monday, to the Members whose names appear on the Company's Register of Members as on the Record Date, and in respect of the shares held in dematerialised mode, to the Members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date. The dividend on equity shares, if approved at the Meeting, shall be credited to the respective bank account of the members of the company on 27<sup>th</sup> September 2021, Monday. The dispatch of dividend warrants may take some time due to COVID-19 pandemic.
22. As per relevant Circulars, payment of dividend shall be made through electronic mode to the members who have updated their bank account details. Dividend warrants / demand drafts will be dispatched to the registered address of the members who have not updated their bank account details, after normalisation of the postal services. To avoid delay in receiving dividend, members are requested to update their bank account details with their Depository Participants in case securities are held in demat mode and members holding securities in physical form should send a request for updating their bank details to the Company's Registrar & Share Transfer Agents.
23. Payment of Dividend shall be subject to deduction of tax at source (TDS) at applicable rates as notified by the Government of India.
24. Members are requested to notify immediately any change of address and other relevant

correspondence including NECS/ECS/NEFT/RTGS details and submission of Permanent Account Number (PAN):

- i. to their Depository Participants (DPs) in respect of their electronic share accounts; and
- ii. to the Company by writing to the RTA (M/s KFin Technologies Private Limited, Unit: Deccan Cements Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032) or by emailing at "[einward.ris@KFinTech.com](mailto:einward.ris@KFinTech.com)" in respect of their physical shares, if any, quoting their folio number, Banker's name and account number to ensure prompt and safe receipt of dividend warrants.

25. Manner of registering mandate for receiving Dividend:

- a) with the Depository Participant(s) with whom you maintain your demat accounts if

26. Pursuant to the amendments introduced by the Finance Act, 2020 the Company will be required to withhold taxes at the prescribed rates on the dividend paid to its members w.e.f. April 01, 2020. No tax will be deducted on payment of dividend to the resident individual members if the total dividend paid does not exceed Rs.5,000/-. The withholding tax rate would vary depending on the residential status of the member and documents registered with the Company as follows

#### A. RESIDENT MEMBERS:

##### A.1 Tax Deductible at Source for Resident Members:

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

shares are held in dematerialised mode by submitting the requisite documents, and

- b) with the Company / RTA (KFinTech) by clicking on "<https://ris.KFinTech.com/form15>" or by emailing at "[einward.ris@KFinTech.com](mailto:einward.ris@KFinTech.com)", if shares are held in physical mode, by submitting scanned copy of the
  - (i) signed request letter which shall contain member's name, folio number, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details),
  - (ii) self-attested copy of the PAN card and
  - (iii) cancelled cheque leaf (with name pre-printed).

In case shares are held in dematerialised mode, details in a form prescribed by your Depository Participant may also be required to be furnished.



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

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

**B. NON-RESIDENT MEMBERS:**

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

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

|   |   |   |   |
|---|---|---|---|
| 2 | Other Non-resident members  | 20% (plus applicable surcharge and cess) or tax treaty rate whichever is beneficial | To avail beneficial rate of tax treaty following tax documents would be required:<br>i. Tax Residency certificate issued by revenue authority of country of residence of member for the year in which dividend is received<br>ii. PAN<br>iii. Form 10F filled & duly signed<br>iv. Self-declaration for non-existence of permanent establishment/ fixed base in India<br>(Note: Application of beneficial Tax Treaty Rate shall depend upon the completeness of the documents submitted by the Non-Resident member and review to the satisfaction of the Company) |
| 3 | Indian Branch of a Foreign Bank   | NIL   | Lower tax deduction certificate u/s 195(3) obtained from Income Tax Authority Self-declaration confirming that the income is received on its own account and not on behalf of the Foreign Bank  |
| 4 | Availability of Lower/NIL tax deduction certificate issued by Income Tax Department u/s 197 of Income Tax Act, 1961 | Rate specified in certificate   | Lower tax deduction certificate obtained from Income Tax Authority  |

**Notes:**

- i. The Company will issue soft copy of the TDS certificate to its members through email registered with the Company / RTA (KFinTech) post payment of the dividend. Members will be able to download the TDS certificate from the Income Tax Department's website "<https://incometaxindiaefiling.gov.in>" (refer to Form 26AS).
- ii. The aforesaid documents such as Form 15G/15H, documents under section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link "<https://ris.KFinTech.com/form15/>" on or before 7<sup>th</sup> September 2021, Tuesday to enable the Company to determine the appropriate TDS / withholding tax rate applicable. Any communication on the tax determination/ deduction received post 7<sup>th</sup> September 2021, Tuesday shall not be considered.
- iii. Application of TDS rate is subject to necessary verification by the Company of the member details as available in Register of Members as on the Record Date and other documents available with the Company / RTA.
- iv. In case TDS is deducted at a higher rate, an option is still available with the member to file the return of income and claim an appropriate refund.
- v. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the Member(s), such Member(s) will be responsible to indemnify the Company and also provide the Company with all information/documents and co-operation in any appellate proceedings.
- vi. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Members should consult

their tax advisors for requisite action to be taken by them.

#### IEPF RELATED INFORMATION:

27. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules as amended from time

to time, the Company has uploaded the details of unclaimed/ unpaid amounts lying with the Company as on 31<sup>st</sup> March 2021 on the website of the Company which can be accessed through the link "<http://www.deccancements.com/shareholders-information.php>", the summary of such unclaimed/ unpaid dividend and the last date for claiming the same are given below:

| Financial Year | Date of Declaration | Face Value per Share (Rs.) | % of Dividend Declared | Dividend per Share (Rs.) | Unclaimed and unpaid Dividend as on 31.03.2021 (Rs.) | No. of Shares on which dividend unclaimed and unpaid as on 31.03.2021 | Due date of transfer to IEPF |
|----------------|---------------------|----------------------------|------------------------|--------------------------|--|---|------------------------------|
| 2013-14        | 29.09.2014          | 10                         | 12                     | 1.20                     | 1,55,938   | 1,29,887  | 30.10.2021                   |
| 2014-15        | 22.09.2015          | 10                         | 25                     | 2.50                     | 3,22,754   | 1,29,102  | 26.10.2022                   |
| 2015-16*       | 16.03.2016          | 10                         | 50                     | 5.00                     | 6,57,965   | 1,31,593  | 20.04.2023                   |
| 2016-17        | 11.08.2017          | 10                         | 60                     | 6.00                     | 7,35,480   | 1,22,580  | 10.09.2024                   |
| 2017-18        | 10.08.2018          | 5                          | 60                     | 3.00                     | 4,73,788   | 1,57,929  | 13.09.2025                   |
| 2018-19        | 07.08.2019          | 5                          | 75                     | 3.75                     | 5,15,587   | 1,37,490  | 13.09.2026                   |
| 2019-20*       | 28.02.2020          | 5                          | 80                     | 4.00                     | 6,39,792   | 1,59,948  | 07.03.2027                   |

\* Interim Dividend

28. Pursuant to Section 124(5) of the Companies Act, 2013 [Section 205C(2) of the Companies Act, 1956] read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, the Company has transferred the unpaid and unclaimed dividends declared upto financial years 2012-13, to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of IEPF Authority and the same can be accessed through the link: "[www.iepf.gov.in](http://www.iepf.gov.in)".
29. During financial year 2020-21 (on 26<sup>th</sup> October 2020), the Company has transferred a sum

of Rs.2,25,606/-, the unclaimed and unpaid dividend pertaining to the Financial Year 2012-13, to the Investor Education and Protection Fund (IEPF).

30. The unclaimed/unpaid dividend, if any, pertaining to the financial year 2013-14 shall be transferred to the Investor Education and Protection Fund (IEPF) on 30<sup>th</sup> October 2021, unless a claim by the respective member is lodged with the Company/RTA before that date.
31. Pursuant to the provisions of Section 124 and 125 of the Companies Act, 2013 and the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 as amended from time to time, all shares on which dividend has not been claimed/paid

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for seven consecutive years or more shall be transferred to IEPF Authority.

32. During financial year 2020-21, the Company has transferred 6,422 equity shares belongs to 27 shareholders to the IEPF Authority in respect of which dividend had remained unpaid or unclaimed for seven consecutive years or more. Details of such shares are available on the website of the Company and the same can be accessed through the link: "<http://www.deccancements.com/shareholders-information.php>". The said details have also been uploaded on the website of the IEPF Authority and can be accessed through the link: "[www.iepf.gov.in](http://www.iepf.gov.in)".
33. Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from the IEPF Authority. The concerned members/investors are advised to visit the weblink "<http://www.deccancements.com/shareholders-information.php>" or visit the weblink of the IEPF Authority "<http://www.iepf.gov.in/IEPF/refund.html>", or contact the Company's RTA (KFin Technologies Pvt. Ltd.), for detailed procedure to lodge the claim with the IEPF Authority.

#### **OTHER INFORMATION:**

34. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Therefore, members holding shares in electronic form are, requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the RTA/Company.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), with effect from 1<sup>st</sup> April 2019, securities of listed companies can be transferred in dematerialised form only, except in case of transmission or transposition of securities. In view of the above, Members are advised to dematerialise shares held by them in physical form.

35. Members holding shares in physical mode are:

- a) required to submit their Permanent Account Number (PAN) and bank account details to the Company/RTA (KFinTech) at "<https://karisma.KFinTech.com/>". Members, if not registered with the Company/ KFinTech, as mandated by SEBI, by writing to the KFinTech at "[einward.ris@KFinTech.com](mailto:einward.ris@KFinTech.com)" along with the details of Folio No., self-attested copy of PAN card, bank details (Bank account number, Bank and Branch Name and address, IFSC, MICR details) and cancelled cheque (with name pre-printed).
- b) advised to register nomination in respect of their shareholding in the Company.

36. Members holding shares in electronic mode are:

- a) requested to submit their PAN and bank account details to their respective Depository Participants ("DPs") with whom they are maintaining their demat accounts.
- b) advised to contact their respective DPs for registering nomination.

37. Non-Resident Indian members are requested to inform KFinTech/respective DPs, immediately of:

- a) Change in their residential status on return to India for permanent settlement.
- b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

38. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its RTA i.e. [KFin Technologies Private Limited ("KFin")] cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the member(s).

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39. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
40. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Those members, who desire to receive notice / documents through e-mail, are requested to communicate their e-mail ID and changes thereto from time to time to his/her Depository Participant / the Company's Registrar & Share Transfer Agent as the case may be. Members who have not registered their e-mail address either with the Company or with the Depository are requested to register as soon as possible
41. Members may also note that the 41<sup>st</sup> Annual Report for the financial year 2020-21 will also be available on the Company's website "[www.deccancements.com](http://www.deccancements.com)". For any communication, the members may also send requests to the Company's investor relations email id: "[secretarial@deccancements.com](mailto:secretarial@deccancements.com)".
42. Members may avail facility of nomination in terms of Section 72 of the Companies Act, 2013, by nominating any person to whom their shares in the Company shall vest in the event of their death.
43. The Company has paid the Listing Fees for the Year 2020-21 to both the Stock Exchanges where equity shares of the Company are listed.



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## Explanatory statement under Section 102 of the Companies Act, 2013

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

### **Item No.4: To consider and ratify Cost Auditor's remuneration for the Financial Year 2021-22:**

On the recommendation of the Audit Committee, the Board of Directors of the Company, has appointed M/s. Aruna Prasad & Co., Cost Accountants, as the Cost Auditor to conduct the audit of the cost accounting records of the Company for the Financial Year ending 31st March, 2022 at a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus reimbursement of travelling and out of pocket expenses.

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

Accordingly, ratification by the members is sought for the remuneration payable to the Cost Auditors for the financial year ending March 31, 2022 by passing an Ordinary Resolution as set out at Item No. 4 of the Notice.

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

The Board commends the Ordinary Resolution set out at Item No. 4 of the Notice for ratification by the members.

### **Item No.5: To consider revision of the remuneration payable to Mr. Shonti Venkateswarlu (DIN: 08602254), Director (Works) w.e.f., 1st April 2021 till completion of his present term:**

Mr. Shonti Venkateswarlu was appointed as Director (Works) with effect from 11<sup>th</sup> November 2019 for a term of five years. Members in the 40<sup>th</sup> AGM held on 15<sup>th</sup> September 2020 accorded their approval for the same.

Taking into consideration of his performance as well as the performance of the Company, the Nomination and Remuneration Committee recommended revision of his remuneration with effect from 1<sup>st</sup> April 2021 till completion of his present term.

Except revision of remuneration there will be no other changes in terms and conditions of his appointment.

Mr. Shonti Venkateswarlu is interested in the resolution set out at item No. 5 of this Notice.

The other relatives of Mr. Shonti Venkateswarlu may be deemed to be interested in the resolution set out at item No.5 of this Notice, to the extent of their shareholding, if any, in the Company.

Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

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

By Order of the Board

Sd/-

**Bikram Keshari Prusty**

Company Secretary

FCS 7855

Place : Hyderabad

Date : 13<sup>th</sup> August 2021

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**ANNEXURE TO THE NOTICE DATED 13<sup>th</sup> AUGUST 2021****Details of Directors Retiring by Rotation and seeking appointment at the Annual General Meeting:****Mr. R. Gopalakrishnan (DIN: 00296413):**

|   |  |
|---|--|
| Date of Birth   | 26.01.1955   |
| Age   | 66 Years   |
| Date of Appointment                                       | 11.08.2015   |
| Qualification   | Fellow Member of the Institute of Company Secretaries of India (ICSI)  |
| Brief resume and expertise in specific functional area    | More than three decades of experience in corporate sector in areas of General Management, Financial, Legal and Secretarial compliance. |
| Directorships in other companies                          | Nil  |
| Chairmanship/Membership of committees of other companies  | Nil  |
| Shareholding in the company                               | Nil  |
| No. of Meetings of the Board attended during year 2020-21 | 4 out of 4   |
| Total Remuneration paid for the year 2020-21              | Rs.3.86 Lakhs (Sitting Fees for attending Board and Committee Meetings and Commission on Net Profit of the Company)                    |
| Relationships between Directors Inter-se                  | None of the Directors / Key Managerial Personnel of the Company are relatives  |

By Order of the Board

Sd/-

**Bikram Keshari Prusty**

Company Secretary

FCS 7855

Place : Hyderabad

Date : 13<sup>th</sup> August 2021