DECCAN CEMENTS LIMITED

CIN : L26942TG1979PLC002500
REGD OFFICE : 6-3-666/B,
"DECCAN CHAMBERS", SOMAJIGUDA,
HYDERABAD - 500 082.
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DCL:SECY:2015

31st August 2015

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

Scrip Code: 502137

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

Trading Symbol: DECCANCE

Dear Sir,

Sub: Notice of Annual General Meeting and E-voting details

Notice is hereby given that the Thirty-fifth Annual General Meeting (AGM) of the Company will be held on Tuesday, 22nd September 2015 at 10.00 a.m. at Bhaskara Auditorium, Birla Museum, Adarsh Nagar, Hyderabad - 500 063, to transact the business as set out in the Notice sent to the Members alongwith the Annual Report 2014-15 on 29th August 2015.

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to offer remote e-voting facility through Karvy Computershare Private Limited, to enable the Members to cast their votes electronically on all resolutions set forth in the said Notice. The remote e-voting period commences on Saturday, 19th September, 2015 (9.00 a.m.) and ends on Monday 21st September, 2015 (5.00 p.m.). The Cut-off date for determining the eligibility of Members for remote e-voting and poll at the AGM is Tuesday, 15th September 2015. A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date shall be entitled to avail the facility of remote e-voting as well as voting through polling paper in the AGM. Remote e-voting facility shall be disabled after 5.00 p.m. on 21st September 2015.

Kindly take the above on record.

Thanking you,

Yours faithfully,

For Deccan Cements Limited

S K Mishra
Company Secretary

Encl: Notice calling 35th AGM.

NOTICE

Notice is hereby given that the **Thirty-fifth Annual General Meeting** of the Members of **Deccan Cements Limited** will be held on **Tuesday, 22nd September 2015** at **10:00 A.M.** at Bhaskara Auditorium, Birla Museum, Adarsh Nagar, Hyderabad – 500 063 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015 and the Statement of Profit & Loss for the Year ended on that date together with the Reports of Directors' and Auditors' thereon.

2. To declare dividend on equity shares.

3. To appoint a Director in place of Mr. M B Raju (DIN: 00016652) who retires by rotation and being eligible offers himself for re-appointment.

4. To ratify the appointment of auditors and fix their remuneration and in this regard to consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Section 139, 142 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, the Company hereby ratifies the appointment of M/s. M Bhaskara Rao & Co., Chartered Accountants, Hyderabad, having Firm Registration No. 000459S issued by the Institute of Chartered Accountants of India, as the Auditors of the Company for the Financial Year 2015-16 to hold office from the conclusion of this Annual General Meeting up to the conclusion of the thirty-sixth Annual General Meeting of the Company at such remuneration as may be fixed by the Board of Directors of the Company."

SPECIAL BUSINESS:

5. To consider and if thought fit to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as the "Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Ramamurthy Gopalakrishnan (DIN 00296413), who was appointed by the Board of Directors as an Additional Director (in the category of Non-Executive Non-Independent Director) of the Company, with effect from 11th August 2015 and who holds office upto the date of the ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a Notice, in writing from a member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. To consider and if thought fit to pass, with or without modification(s), 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 Rules framed thereunder, as amended from time to time, the Company hereby ratifies the remuneration of ₹ 90,000/- (Rupees Ninety Thousand only) plus reimbursement of travelling and out of pocket expenses payable to 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 ending 31st March 2016"

7. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

   "RESOLVED THAT pursuant to Section 5 and 14 of the Companies Act, 2013, and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the Company, be and is hereby accorded for replacing the existing Articles of Association by adoption of new set of Articles of Association of the Company based on the form of Table F of Schedule I of the Act and

after incorporating all the applicable clauses in conformity with the provisions of the Act and the Rules made thereunder.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company, be and is hereby authorized to take all such steps and actions and give such directions as may be in its absolute discretion deemed necessary and to settle any question that may arise in this regard."

8. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013, approval of the Company, be and is hereby accorded to maintain Register of Members, Index of Members, Register of Renewed and Duplicate Shares and other documents required to be annexed thereto and other related books or any one or more of them be kept at the office of the Company's Registrar & Transfer Agent viz., Karvy Computershare Private Limited, Karvy Selenium, Tower-B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032 or any other place within the local limits of the city of Hyderabad, instead of their office at Plot No. 17 to 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081."

By Order of the Board

S K Mishra
Company Secretary
M. No. A18747

Place : Hyderabad
Date : 11.08.2015

NOTES

1) **A Member entitled to attend and vote at the Meeting is entitled to appoint a Proxy to attend and vote instead of himself and such proxy need not be a member of the Company. Proxies, in order to be effective, should be duly stamped, completed and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting. A Proxy Form is annexed to this Report.**

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting (AGM) is annexed hereto.

3) The Register of Members and Shares Transfer Books of the Company will be closed from Wednesday, 16th September 2015 to Tuesday, 22nd September 2015 (both days inclusive).

4) Members are requested to update their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs, in case of shares held in electronic mode and to the Registrar and Share Transfer Agent in case of shares held in physical mode.

5) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease in portfolio management. Members may contact the Company or the Company's Registrar and Transfer Agent for assistance in this regard.

6) Members who have not registered their email IDs, are requested to register the same.

7) Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.

8) In terms of Clause 49(VIII)(E) of the Listing Agreement, brief resumes of the Directors proposed to be appointed/reappointed at the Meeting are given in the annexure to this notice.

9) The Company has paid the Listing Fees for the year 2015-16 to both the Stock Exchanges where the equity shares of the Company are listed.

10) Relevant documents referred to in the notice are open for inspection at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.

11) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2006-07, from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 29 September 2014 (date of last Annual General Meeting) on the website of the Company www.deccancements.com, as also on the website of the Ministry of Corporate Affairs.

12) Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 read with Clause 35B of the Listing Agreement, the Company has made arrangement for providing the facility to vote by electronic means. Members of the Company can transact all the items of the business through electronic voting system as contained in the Notice of the AGM. The Company has appointed Karvy Computershare Private Limited (KCPL) as the Agency for the purpose of facilitating the electronic voting. Alternately, members may choose to vote through postal ballot as enclosed with this report.

13) The facility for voting, through ballot or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting or postal ballot shall be able to exercise their voting right at the meeting. The Members who have cast their vote by remote e-voting or postal ballot prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

14) The Company has appointed Mr. Tumuluru Krishnamurthy, Practicing Company Secretary, failing him Mr. P V Sarvana Kumar, Practicing Company Secretary, as Scrutinizer who will scrutinize the electronic voting process in a fair and transparent manner. The Scrutinizer shall within a period of three working days from the date of conclusion of e-voting period, submit his report of the votes cast in favour or against, to the Chairman of the Company.

15) The Results of the voting along with the Scrutinizer's Report shall be placed on the Company's website www.deccancements.com and on the website of KCPL. The same shall also be communicated to the Stock Exchanges.

INSTRUCTION FOR E-VOTING

a. Use the following URL for e-voting from Karvy website: http://evoting.karvy.com.

b. Shareholders of the Company holding shares either in physical form or in dematerialized form, as on Tuesday, 15th September 2015, the cut-off date, may cast their vote electronically.

c. Enter the login credentials i.e., user id and password as provided by KCPL and enclosed with this Annual Report. Your Folio No/DP ID Client ID will be your user ID. If you are already registered with KCPL for e-voting then you need to use your existing User ID and Password for casting vote.

d. After entering the details appropriately, click on LOGIN. On successful login, the system will prompt you to select the EVEN (E-Voting Event Number) i.e. Deccan Cements Limited. On the voting page, enter the number of shares as on the cut off date under FOR/AGAINST or alternately you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed the total shareholding. You may also choose the option ABSTAIN.

e. Shareholders holding multiple folios/demat account shall choose the voting process separately for each folio/demat account.

f. Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be

displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote.

g. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

h. The Portal will be open for voting from 09.00 a.m. on 19th September 2015 to 5.00 p.m. on 21st September 2015.

i. Members who have acquired shares after the dispatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and Password in the manner mentioned below:

   a. If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> 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> XXX1234567

   b. If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "forgot password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

j. Members may call Karvy's toll free number 1-800-3454-001 or may send e-mail request to evoting@karvy.com, in case of any clarification with respect to e-voting.

Explanatory statement under Section 102 of The Companies Act, 2013 ("the Act")

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

Item No. 5:

The Board, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. R Gopalakrishnan as Additional Director of the Company, with effect from 11th August 2015. Mr. R Gopalakrishnan holds office upto the date of the ensuing Annual General Meeting and is eligible for appointment as a Director.

Pursuant to Section 160 of the Act, the Company has received a Notice, in writing, from a Member along with a deposit of ₹ 1,00,000/-, proposing the candidature of Mr. R Gopalakrishnan, as a Director of the Company. The Board is of the opinion that the experience of Mr. R Gopalakrishnan will be of great value to the Company and hence, recommends his appointment as a Director of the Company.

The appointment of Mr. R Gopalakrishnan, as a Director liable to retire by rotation, is now being placed before the Members, for their approval.

Mr. R Gopalakrishnan is concerned and interested in the Resolution mentioned at Item No. 5 of the Notice. Other than Mr. R Gopalakrishnan no other Director, Key Managerial Personnel or their relatives are concerned or interested in the Resolution.

Item No. 6:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has appointed Aruna Prasad & Co., Cost Accountants as the Cost Auditors to conduct the audit of the cost accounting records of the Company for the Financial Year ending 31st March 2016 at a remuneration of ₹ 90,000/- (Rupees Ninety Thousand only) plus reimbursement out of pocket expenses.

As per the Section 148 of the Companies Act, 2013 and the Rules framed thereunder, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March 2016.

None of the Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval of the members.

Item No. 7:

The existing Articles of Association of the Company, is in accordance with the Companies Act, 1956 and several regulations in the existing Articles of Association contain references to specific sections of the Companies Act, 1956 and some regulations in the existing Articles of Association are no longer in conformity with the new Companies Act, 2013. Upon enactment of the new Act various provisions of the Companies Act, 1956 have been repealed and in view of the same the existing Articles of Association of the Company needed to be re-aligned as per the provisions of the new Act.

The Board of Directors ("Board") decided to incorporate / substitute / alter certain provisions as per the Act. As this would result in a number of changes in the existing Articles of Association of the Company, it was desirable to adopt a new set of Articles of Association in place of and in exclusion to the existing Articles of Association of the Company. The new set of Articles of Association to be substituted in place of existing Articles of Association is based on Table 'F' of Schedule I of the Companies Act, 2013 which sets out the model Articles of Association for a Company limited by shares.

The proposed new draft Articles of Association is being uploaded on the Company's website i.e. www.deccancements.com for perusal by the Members and is available for inspection at the Registered Office of the Company during business hours on all working days including and upto the date of the meeting.

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 set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Shareholders.

Item No. 8:

Under the provisions of the Companies Act, 2013 certain documents such as the Register of Members and Index of Members, Register of renewed and duplicate shares, together with copies of certificates and documents and other related books or any one or more of those are required to be maintained at the registered office of the Company unless a special resolution is passed in a general meeting authorizing the keeping of the register at any other place within the city, town or village in which the registered office is situated or any other place in India, in which more than one-tenth of the total members entered in the register of members reside.

For operational convenience, the Registrar & Transfer Agent of the Company, Karvy Computershare Private Limited moved to a new premises and in view of the enabling provisions of the Companies Act, 2013 as stated above, it is necessary to seek the consent of the Members by way of special resolution to maintain the registers and records in the new premises of Karvy at Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad - 500 032. Accordingly the above documents would be kept at the new premises of Karvy or any other place within the local limits of the city of Hyderabad where their office may shift.

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 set out at Item No. 8 of the Notice.

The Board recommends the Special Resolution set out at Item No. 8 of the Notice for approval of the members.

By Order of the Board

S K Mishra
Company Secretary
M. No. A18747

Place : Hyderabad
Date : 11.08.2015

ANNEXURE TO THE NOTICE

Details of Directors seeking appointment / re-appointment at the Annual General Meeting

Particulars	**Mr. M B Raju**	**Mr. R Gopalakrishnan**
Date of Birth	28/12/1939	26/01/1955
Date of Appointment	31/07/1979	11/08/2015
Qualification	B.E Mechanical – Andhra University	Fellow Member of the Institute of Company Secretaries of India (ICSI)
Brief resume and expertise in specific functional area	Founder of DCL. Honors' Graduate in Mechanical Engineering. Technocrat Entrepreneur and eminent Industrialist, with more than 47 years experience in the Cement Industry.	35 years of experience in corporate sector in areas of General Management, Financial, Legal and Secretarial compliance. Was associated with DCL Group for over 20 years.
Directorships in other companies	• DCL Information Technologies Ltd. • K V K Raju International Leadership Academy	• Vishwamber Cements Ltd. • VRVS Fiscal Services Pvt. Ltd. • Corporate Value Management and Research Institute Pvt. Ltd
Chairmanship/ Membership of committees of other companies	Nil	Nil
Shareholding in the company	503343 equity shares (7.19%)	Nil