



DCL:SECY:2024

Date: 20.02.2024

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

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

## Subject: Postal Ballot Notice

Please find enclosed a copy of the Postal Ballot Notice dated 13<sup>th</sup> February 2024.

The Postal Ballot Notice will be sent by Email only to those members who have registered their Email ID either with the Company/RTA/Depository Participants as on the cut-off date, i.e., 16<sup>th</sup> February 2024 (Friday).

The above notice is also updated on the website of the Company i.e. [www.deccancements.com](http://www.deccancements.com).

Thank you,

With regards,

For Deccan Cements Limited

Bikram Keshari Prusty  
Company Secretary

*Enclosure: Postal Ballot Notice*



# DECCAN CEMENTS LIMITED

CIN: L26942TG1979PLC002500

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



## POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with  
Rule 20 & Rule 22 of the Companies (Management & Administration) Rules, 2014

VOTING STARTS ON	VOTING ENDS ON
Wednesday, 21 <sup>st</sup> February 2024, at 9:00 a.m. (IST)	Thursday, 21 <sup>st</sup> March 2024, at 5:00 p.m. (IST)

Dear Member(s),

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

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

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

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The

Company has engaged the services of KFin Technologies Limited (KFINTECH) for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at <https://www.deccancellments.com>, BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), on which the equity shares of the Company are listed and on the website of KFin Technologies Limited at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes through remote e-Voting not later than 5.00 p.m. (IST) on Thursday, 21<sup>st</sup> March 2024. The remote e-Voting facility will be disabled by KFINTECH immediately thereafter.

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

### **SPECIAL BUSINESS**

**To appoint Mr. P. S. Rao (DIN: 01220158) to the office of Independent Director of the Company:**

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

*"RESOLVED THAT pursuant to the provisions of, Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or reenactment(s) thereof, for the time being in force] and Articles of Association of the Company, Mr. P. S. Rao (DIN: 01220158), being eligible to be appointed to the office of Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director, be and is hereby appointed to the office of Independent Director of the Company, to hold office for a term of 5 (five) consecutive years with effect from 1st April 2024 to 31st March 2029, not liable to retire by rotation.*

*RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby authorized to do all such acts and take all such steps as necessary, proper, desirable and expedient in this regard 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> February 2024

## NOTES:

1. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted is annexed hereto.
2. In terms of Section 110 and 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed through Postal Ballot by electronic means (e-voting).
3. The Members are provided with the facility to cast their vote, electronically, through e-voting service provided by KFINTECH on the resolutions set forth in the Postal Ballot Notice instead of returning the Postal Ballot Form(s).
4. The Postal Ballot Notice is uploaded on the website of the Company: "[www.deccancements.com](http://www.deccancements.com)" and on the website of KFINTECH: "<https://evoting.kfintech.com>".
5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/List of beneficial ownership as received from the Depositories, i.e., National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, 16<sup>th</sup> February 2024 (cut-off date).
6. The Postal Ballot Notice is being sent only by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants ("DP").
7. Dispatch of the Postal Ballot Notice, by e-mail, will be completed by Tuesday, 20<sup>th</sup> February 2024.
8. The voting through e-voting will commence on Wednesday, 21<sup>st</sup> February 2024 at 9:00 A.M. (IST) and ends on Thursday, 21<sup>st</sup> March 2024 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, 16<sup>th</sup> February 2024, may cast their votes electronically. The remote e-voting modules shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
9. Resolutions passed by the members by electronic means (remote e-voting), are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolution 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.
10. A person who is not a Member as on the cut-off date should treat this Notice for

information purpose only.

11. The results of the Postal Ballot will be declared by Saturday, 23<sup>rd</sup> March 2024 by the CMD or by person authorised by the CMD, and the resolutions will be deemed to have been passed effectively on the last day of the remote e-voting i.e. Thursday, 21<sup>st</sup> March 2024, subject to the requisite majority of the Shareholders had assented to the Resolutions.
12. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).
- 13. Procedure and Instructions for E-Voting :**

1. In compliance with the provisions of the Act, the Rules made thereunder, Listing Regulations and the relevant circular(s) issued by MCA and SEBI, the members are provided with the facility to cast their vote electronically, through the e-Voting services provided by KFINTECH, on the resolutions set forth in this Notice. The instructions for e-Voting are given herein below.
2. In pursuant to the SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participant(s) (‘DPs’) in order to increase the efficiency of the voting process.
3. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. The members are advised to update their mobile number and e-mail ID with their DPs to access e-Voting facility.
4. The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting	<b>21<sup>st</sup> February 2024, Wednesday</b> <b>@ 9:00 A.M. (IST)</b>
End of remote e-voting	<b>21<sup>st</sup> March 2024, Thursday</b> <b>@ 5:00 P.M. (IST)</b>

5. The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date, i.e., 16<sup>th</sup> February 2024, Friday.
6. The Board of Directors of the Company has appointed **Mr. V. Shankar,**

**Practicing Company Secretary (Membership No. FCS: 7638 and CP:8446)**, as Scrutinizer to scrutinize the remote e-voting and e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. Scrutinizer’s decision on the validity of the E-voting will be final.

7. Any person holding shares in physical form and non-individual shareholders holding shares as of the cut-off date, may obtain the login ID and password by sending a request at “evoting@Kfintech.com”. However, if he/she is already registered with KFINTECH for remote e-voting then he/she can use his/her existing User ID and password for casting the vote.
8. In case of individual members holding securities in demat mode and holding shares as of the cut-off date may follow steps mentioned below under “Login method for remote e-Voting.”
9. The options for remote e-voting are explained herein below:

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

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

**Details of Option-1 are mentioned below:**

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

<b>Type of shareholders</b>	<b>Login Methods</b>
Individual members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. <b>User already registered for IDeAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.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 <u>User ID</u> and <u>Password</u>. Post successful authentication, click on “<u>Access to e-Voting</u>”</li> <li>IV. Click on “<u>K-Fintech</u>” under “<u>e-Voting service providers (ESPs)</u>” and you will be re-directed to KFintech’s e-Voting Platform.</li> <li>V. Select the Event No. for “<u>Deccan Cements Limited</u>” from dropdown menu, and click on the “<u>Submit</u>” button during the remote e-Voting period to cast your vote.</li> </ol> </li> </ol>

	<p><b>2. User not registered for IDeAS e-Services:</b></p> <p>I. To register: Click on the link <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>, then select <u>Register Online for IDeAS</u> on the left hand side of the screen</p> <p style="text-align: center;">or</p> <p>click on the link  <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">"https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp"</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow steps given in <b>Point 1 (User already registered for IDeAS facility)</b> of this Row of the Table.</p> <p><b>3. Alternatively by directly accessing the e-Voting website of NSDL</b></p> <p>I. Click on the link: <a href="https://www.evoting.nSDL.com/">https://www.evoting.nSDL.com/</a></p> <p>II. Click on the icon "<u>Login</u>" which is available under "<u>Shareholder/Member/Creditor</u>" section.</p> <p>III. A new screen will open. You have to enter your <u>User ID</u> (i.e. your <u>Sixteen Digit Demat Account Number</u> held with NSDL), followed by <u>Password / OTP</u>, and a Verification Code as shown on the screen.</p> <p>IV. After authentication, you will get message that "<u>You will be redirected to NSDL IDeAS Portal</u>". Click on the hyperlink "<u>Click here to Continue</u>".</p> <p>V. Click on "<u>K-Fintech</u>" under "<u>e-Voting service providers (ESPs)</u>" and you will be re-directed to KFinTech's e-Voting Platform.</p> <p>VI. Select the Event No. for "<u>Deccan Cements Limited</u>" from dropdown menu, and click on the "<u>Submit</u>" button during the remote e-Voting period to cast your vote.</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p><b>1. Existing user who have opted for Easi / Easiest</b></p> <p>I. Visit URL:  <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a></p> <p style="text-align: center;">or</p> <p>URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> then click on "<u>Login</u>" on the right hand side top corner, select the option "<u>My Easi New (Token)</u>", then click on "<u>Login</u>"</p> <p>II. Login with your <u>Registered User Id</u> and <u>Password</u>.</p> <p>III. You will see the e-Voting Menu. The Menu will have links of <u>e-Voting service providers (ESPs)</u>, select "<u>K-</u></p>

	<p><u>Fintech</u>", and you will be re-directed to KFinTech's e-Voting Platform.</p> <p>V. Select the Event No. for "<u>Deccan Cements Limited</u>" from dropdown menu, and click on the "<u>Submit</u>" button during the remote e-Voting period to cast your vote.</p> <p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at Visit URL:  <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a>  or  URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a> then click on "<u>Login</u>" on the right hand side top corner, choose "<u>My Easi New (Token)</u>", then click on "<u>Login</u>"</p> <p>II. Click on "<u>Register</u>"</p> <p>III. Proceed with completing the required fields.</p> <p>V. Follow the steps given in <b>Point 1 (Existing user who have opted for Easi / Easiest)</b> of this Row of the Table.</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL, without taking registration for Easi/Easiest:</b></p> <p>(i) Visit URL:  <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a></p> <p>(ii) Enter your <u>16 digit Demat Account Number</u> in BOID and <u>PAN Number</u> on PAN, click on <u>Submit</u> .</p> <p>(iii) Enter the OTP received on your Registered Mobile and Email Id, registered with your Demat Account.</p> <p>(iv) After successful authentication, select "<u>KFin</u>" under list of "<u>e-Voting service providers (ESPs)</u>", you will be re-directed to KFinTech's e-Voting Platform.</p> <p>(v) Select the event for "<u>Deccan Cements Limited</u>" from dropdown menu, and click on the "<u>Submit</u>" button during the remote e-Voting period to cast your vote.</p>
<p>Individual members login through their demat accounts / Website of Depository Participant</p>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-voting facility.</p> <p>II. Once logged-in, you will be able to see <u>Access to e-voting option</u>. Once you click on e-voting option, you will be redirected to NSDL / CDSL Depository site.</p> <p>III. After successful authentication, you will see e-voting</p>



	<p>feature.</p> <p>IV. Click on “<u>K-Fintech</u>” under “<u>e-Voting service providers (ESPs)</u>” and you will be re-directed to KFintech’s e-Voting Platform.</p> <p>V. Select the Event No. for “<u>Deccan Cements Limited</u>” from dropdown menu, and click on the “<u>Submit</u>” button during the remote e-Voting period to cast your vote.</p>
--	--

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

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

<b>Login type</b>	<b>Helpdesk details</b>
Securities held with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in"><u>evoting@nsdl.co.in</u></a> or call at <b>022 - 4886 7000</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com"><u>helpdesk.evoting@cdslindia.com</u></a> or contact at <b>022-23058738</b>

**Details of Option-2 are mentioned below:**

Login method for e-voting for members **other than Individuals** holding securities in demat mode and members **holding securities in physical mode**.

(A) Members whose email IDs are registered with the Company/ Depository 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:

- i. Launch internet browser by typing the URL: [\*\*https://emeetings.kfintech.com/\*\*](https://emeetings.kfintech.com/)
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number), followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z),

one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” of the “POSTAL BALLOT” and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/ Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/ Authority Letter etc., authorizing its representative to cast its vote through remote e-voting together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [1981shanky@gmail.com](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.

(B) Members whose email IDs are not registered with the Company/Depository Participants(s) are requested to register their email ID with the Company's RTA (for physical shareholders)/ Depository (for demat shareholders). Otherwise, the Postal Ballot Notice and e-voting instructions cannot be serviced.

Shareholders holding shares in physical mode, and who have not registered their email ID, shall go through the "**Information for Physical Shareholders**" section in the Company's website link "<https://deccancements.com/shareholders-information.php>".

10. The Scrutinizer will, after the conclusion of e-voting, scrutinize the votes cast through remote e-voting, make a Scrutinizer's Report and submit the same to the Chairperson. The result of e-voting will be declared within forty-eight hours of the conclusion of the e-voting period and the same, along-with the Scrutinizer's Report, will be placed on the website of the Company: [www.deccancements.com](http://www.deccancements.com) and on the website of KFintech at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges, where the shares of the company are listed. Subject to receipt of requisite number of votes, the Resolutions proposed in the Notice shall be deemed to be passed on the last date of the e-voting period, i.e., 21<sup>st</sup> March 2024, Thursday.

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

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

The Company has received a Notice under Section 160 of the Companies Act, 2023 from a shareholder to consider the appointment of Mr. P. S. Rao, as an Independent Director of the Company. The Nomination and Remuneration Committee and Board of Directors have examined and assessed his credentials, his eligibility vis a vis the applicable rules and regulations and his suitability for the proposed office of Independent Director. In the opinion of the Board Mr. P. S. Rao fulfils the conditions for appointment as an Independent Director as specified in the Companies Act, 2013 and Rules made thereunder and the SEBI (LODR) Regulations, 2015 and is independent of the Management.

Brief profile of Mr. P. S. Rao and other information as stipulated under Regulation 36 of the SEBI (LODR) Regulations, 2015 and SS-2, is as under:

Name	Mr. P. S. Rao
Date of Birth	17 <sup>th</sup> July 1967
Proposed Date of Appointment	1 <sup>st</sup> April 2024

Qualification	B.Com, and Fellow Member of the Institute of Company Secretaries of India (ICSI)
Brief resume and expertise in specific functional area	More than two and half decades of experience in Corporate Laws and other Secretarial & Legal assignments with special focus on public offerings, takeovers, mergers and amalgamations, acquisitions, corporate restructuring, capital market transactions, due diligence audits and secretarial audits. Mr. Rao also deals with domestic and foreign joint ventures, foreign collaborations, and other capital market related transactions. He is an advisor to the Board of Directors / Management committees for various listed and unlisted companies in South India.
Directorships in other companies	1. Tierra Agro Tech Limited 2. Bloom & Blossom Projects Private Limited 3. P S Rao Corporate Solutions Private Limited
Chairmanship/ Membership of committees of other companies	Nil
Shareholding in the company	600 Shares
No. of Meetings of the Board attended earlier	Not Applicable
Pecuniary Relationship with the Company during last 3 financial years and current financial year	Professional Fees paid to M/s. P S Rao & Associates: FY 2020-21: Rs.2,00,000/- FY 2021-22: Nil FY 2022-23: Rs.40,000/- FY 2023-24: Nil
Proposed Remuneration, if any	Eligible for Sitting Fees for attending Board and Committee Meetings, and Commission, as a Non-Executive Director
Relationship with other Directors or KMPs	Not related to any Director or KMPs

Mr. P. S. Rao is a person of integrity; possess relevant expertise and vast experience. His association as an Independent Director will be beneficial and in the best interest of the Company.

Based on the skills, experience, knowledge and performance evaluation, the Nomination and Remuneration Committee and the Board of Directors have recommended the appointment of Mr. P. S. Rao to the office an Independent Director for a term of 5 (five) consecutive years with effect from 1<sup>st</sup> April 2024.

Mr. P. S. Rao has given his consent to act as an Independent Director of the Company. The Company has received declaration from Mr. P. S. Rao that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 25 of the SEBI (LODR) Regulations, 2015. Mr. P. S. Rao is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. He has confirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other authority and he is not aware of any circumstance or situation which exists or may be reasonable anticipated that could impair or impact his ability to discharge duties as an independent director of the company.

He has successfully registered himself in the Independent Directors' Data Bank maintained by Indian Institute of Corporate Affairs.

Copy of the draft letters for the reappointment of Mr. P. S. Rao setting out the terms and conditions would be available for inspection without any fee by the Members at the registered office of the Company during normal business hours on any working day up to the date of end of e-voting period.

Mr. P. S. Rao shall be entitled to receive Sitting Fee as a Non-Executive Director of the Company, for attending the Board and Committee Meetings as stated under:

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

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

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

Pursuant to the provisions of Section 149 and 160 of the Act read with Schedule IV thereto, the appointment of Independent Director requires approval of the members. Further, pursuant to the provisions of Regulation 25 (2A) of SEBI Listing Regulations, 2015, appointment of an Independent Director shall be subject to approval of the members by way of special resolution. Accordingly, appointment of Mr. P S Rao as an Independent Director requires approval of the members by way of Special Resolution.

Accordingly the Board recommends the Special Resolution set out in 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> February 2024

\* \* \*