

DCL:SECY:2019

23 February 2019

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

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

Scrip Code: 502137

Trading Symbol: DECCANCE

Dear Sir,

Subject: Postal Ballot Notice

Further to our letter dated 12 February 2019 regarding outcome of Board Meeting and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, herewith enclosing a copy of the Postal Ballot Notice dated 12 February 2019 and Postal Ballot Form.


The Postal Ballot Notice alongwith other relevant documents are being dispatched today, to those members whose names appear in the Register of Members/List of beneficial owners as on the cut-off date 15 February 2019.

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

This is for your information and record.

Thanking you,

Yours faithfully
for Deccan Cements Limited


S K Mishra
Company Secretary



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 the Companies
(Management & Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (the Act) and other applicable provisions, if any, of the Act, read with the Companies (Management and Administration) Rules, 2014 (the Rules), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations), Secretarial Standards on General Meetings (SS-2) and pursuant to other applicable laws and regulations (including any statutory modifications or re-enactments thereof for the time being in force), that the Special Resolutions appended below are proposed to be passed by way of Postal Ballot/E-voting. The Company is desirous of seeking your consent for the Special Business to be transacted through Postal Ballot given hereinafter.

Pursuant to Rule 22 of the Rules, the Board of Directors of your Company, at its meeting held on 12 February 2019 has appointed Mr. Tumuluru Krishnamurthy, Practicing Company Secretary (Membership No. FCS: 142 and CP: 1293) failing him Mr. B V Saravana Kumar, Practicing Company Secretary (Membership No. ACS: 26944 and CP: 11727) as the Scrutinizer, who will conduct the Postal Ballot and e-voting process in a fair and transparent manner.

You are requested to peruse the proposed resolutions along with the explanatory statement and carefully read the instructions that form part of this Postal Ballot Notice ('Notice') and return the Form duly filled and signed (at the marked places in the Form) along with your vote, as Assent (FOR) or Dissent (AGAINST) for the said resolutions, in the attached self-addressed, postage prepaid reply envelope, so as to reach the Scrutinizer on or before Monday, 25 March 2019. Please note that any Form received after the said date will be strictly treated as if the reply from the Member has not been received.

Members may vote either by way of Postal Ballot or by way of e-voting. For the purpose of e-voting, the Company has engaged the services of Karvy Fintech Private Limited. Members desiring to opt for e-voting are requested to read the instructions in the Notes. A Member should not vote both by post and e-voting and if he/she votes by post and e-voting, his/her vote by post shall be treated as invalid.

The Scrutinizer shall submit the report to the Chairman of the Board of Directors after completion of the scrutiny and the results of the Postal Ballot will be declared on Wednesday, 27 March 2019. The results will be communicated to both the Stock Exchanges. The same will also be placed on the Company's website: www.deccancements.com and website of Karvy Fintech Private Limited: <https://evoting.karvy.com>. The Resolutions, if approved, will be taken as passed effectively on the last day of receipt of Postal Ballot Form or e-voting i.e. Monday, 25 March 2019.



SPECIAL BUSINESS

1. **Reappointment of Mr. Umesh Shrivastava, Non-Executive Independent Director for Second Term of 5 (Five) Consecutive Years:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Mr. Umesh Shrivastava (DIN: 00229382), aged 85 years, who was appointed as a Non-Executive Independent Director to hold office up to 28 September 2019, is eligible for being reappointed and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby reappointed as a Non-Executive Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years with effect from 1 April 2019 to 31 March 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and is hereby authorized to do all such acts and take all steps as are necessary, proper, desirable and expedient in this regard to give effect to this resolution.”

2. **Reappointment of Dr. S A Dave, Non-Executive Independent Director for Second Term of 5 (Five) Consecutive Years:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **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 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Dr. S A Dave (DIN: 00001480), aged 82 years, who was appointed as a Non-Executive Independent Director to hold office up to 28 September 2019, is eligible for being reappointed and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby reappointed as a Non-Executive Independent Director of the Company, to hold office for a second term of 5 (five) consecutive years with effect from 1 April 2019 to 31 March 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and is hereby authorized to do all such acts and take all steps as are necessary, proper, desirable and expedient in this regard to give effect to this resolution.”

3. **Reappointment of Mr. J. Narayanamurty, Non-Executive Independent Director for Second Term of 5 (Five) Consecutive Years:**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as **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 and the Companies (Appointment and

Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Articles of Association of the Company, Mr. J. Narayanamurthy (DIN: 00026474), aged 76 years, who was appointed as a Non-Executive Independent Director to hold office up to 28 September 2019, is eligible for being reappointed and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of director, be and is hereby reappointed as a Non-Executive Independent Director, to hold office for a second term of 5 (five) consecutive years with effect from 1 April 2019 to 31 March 2024, not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and is hereby authorized to do all such acts and take all steps as are necessary, proper, desirable and expedient in this regard to give effect to this resolution.”

By Order of the Board
For Deccan Cements Limited

S K Mishra

Company Secretary

FCS 8555

Place: Hyderabad

Date: 12 February 2019

NOTES

1. In terms of Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules 2014, the business set out in the notice above is sought to be passed by Postal Ballot.
2. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted is annexed hereto.
3. 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, 15 February 2019 (cut-off date).
4. The Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail address with the Company or with their Depository Participants (“DP”) unless any member has requested for a physical copy of the same. Members who have not registered their e-mail address will receive this Postal Ballot Notice along with the Postal Ballot Form (“Ballot Form”) through permitted mode along with a postage pre-paid self-addressed Business Reply Envelope.
5. The Postal Ballot Notice is uploaded on the website of the Company: www.deccancements.com and on the website of Karvy: <https://evoting.karvy.com>.
6. Dispatch of the Postal Ballot Notice will be completed by Saturday, 23 February 2019. The voting through Postal Ballot will commence on Sunday, 24 February 2019 and ends on Monday, 25 March 2019.
7. Resolutions passed by the members through Postal Ballot are deemed to have been passed effectively at a General Meeting of the Members. The Special Resolutions shall be declared as passed, if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution.



8. In case of shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form must be accompanied by a certified true copy of Board Resolution/ Authority Letter/ Power of Attorney etc., along with the attested specimen signature of the duly authorized signatory (i.e.) who is authorized to vote, failing which the Postal Ballot Form will be treated as invalid.
9. In compliance with the provisions of Section 108 and 110 of the Act read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and the provisions of Regulation 44 of the Listing Regulations, the Members are provided with the facility to cast their vote, electronically, through e-voting services provided by Karvy Fintech Pvt Ltd on all resolutions set forth in the Postal Ballot Notice instead of returning the Postal Ballot Form(s).
10. The e-voting period commences on Sunday, 24 February 2019 at 9.00 A.M. (IST) and ends on Monday, 25 March 2019 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, 15 February 2019, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. 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.
11. The results of the Postal Ballot will be declared by Chairman of the Board or by person authorised by the Chairman and the resolutions will be deemed to have been passed effectively on the last day of the receipt of Postal Ballot Form or e-voting i.e. Monday, 25 March 2019, subject to the requisite majority of the Shareholders had assented to the Resolutions.
12. Procedure and Instructions for E-Voting :
 - (A) In case a Member receives an email from Karvy [for Members whose email ids are registered with the Company/Depository Participant(s)]:
 - I. Launch internet browser by typing the URL <https://evoting.karvy.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 Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - III. After entering these details appropriately, click on “LOGIN”.
 - IV. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email id etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - V. You need to login again with the new credentials.
 - VI. On successful login, the system will prompt you to select the “EVENT” i.e., “Deccan Cements Limited”.

- VII. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date 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 on the cut-off date mentioned hereinabove. 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., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email mrtumuluruk@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should preferably be named “Deccan Cements Limited-EVENT No.”
- (B) In case of Members receiving physical copy of Postal Ballot Notice [for Members whose email ids are not registered with the Company/ Depository Participant(s) or requesting physical copy]:
- I. E-Voting Event Number (EVEN), User ID and Password is provided in the Postal Ballot Form.
 - II. Please follow all the steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

13. OTHER INSTRUCTIONS

- a) 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.karvy.com> (Karvy Website) or contact - Mr. Ramesh Desai of Karvy Fintech Private Limited (Unit: Deccan Cements Limited), Karvy Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500032 or at evoting@karvy.com or phone no. 040 - 6716 2222 or call Karvy’s toll free No. 1800-3454-001 for any further clarifications.
- b) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

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

Item No. 1 to 3:

The Members of the Company at their 34th Annual General Meeting held on 29 September 2014 approved the appointment of Mr. Umesh Shrivastava, Dr. S A Dave and Mr. J Narayanamurty as Independent Directors of the Company for a period of 5 years i.e. from 29 September 2014 to 28 September 2019.

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (the Listing regulations), with effect from 1 April 2019, no listed Company shall appoint or continue the directorship of an Independent Director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Similarly Section 149(10) of the Act provides that an Independent Director shall hold office for a term of five consecutive years on the Board and shall be eligible for re-appointment on passing a Special Resolution by the company and disclosure of such appointment in the Board's Report.

Mr. Shrivastava, Dr. Dave and Mr. Narayanamurty, Non-Executive Independent Directors have already attained the age of 75 years. Accordingly their reappointment as Non-Executive Independent Directors of the Company for second term of 5 (five) consecutive years with effect from 1 April 2019 to 31 March 2024 requires approval of Members of the Company by way of Special Resolution.

Brief resume of Mr. Shrivastava, Dr. Dave and Mr. Narayanamurty and other information as stipulated under Regulation 36 of the Listing Regulations and SS-2, are provided in the annexure to this Notice. Mr. Shrivastava, Dr. Dave and Mr. Narayanamurty are persons of integrity; possess relevant expertise and vast experience. Their association as Non-Executive Independent Directors 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 for re-appointment of Mr. Shrivastava, Dr. Dave and Mr. Narayanamurty as Non-Executive Independent Directors for second term of 5 (five) consecutive years.

Mr. Shrivastava, Dr. Dave and Mr. Narayanamurty are not disqualified from being appointed as Directors in terms of Section 164 of the Act and the Listing Regulations as amended from time to time and have given their consent to act as director. The Company has received declarations from these directors that they meet the criteria of independence as prescribed both under Section 149 of the Act and under provisions of the Listing Regulations.

Copy of the draft letters for the reappointment of Mr. Shrivastava, Dr. Dave and Mr. Narayanamurty 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 25 March 2019.

The Non-Executive Directors, for each of the Board and Committee Meeting attended are paid sittings fees at Rs. 20,000/- and Rs. 2,500/- respectively. The non-executive directors, in addition to the sitting

fees, are collectively entitled for a commission for sum not exceeding 1% per annum of the net profits of the company calculated in accordance with the provisions of Section 198 of the Act, subject to a ceiling of Rs. 10,00,000/- per annum.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, in the resolution set out at Item No. 1, 2 and 3 of the Notice.

In the opinion of the Board Mr. Shrivastava, Dr. Dave and Mr. Narayanamurty fulfil the conditions for reappointment as Non-Executive Independent Directors as specified in the Act and the Listing Regulations. Accordingly the Board recommends the Special Resolutions set out at Item No. 1, 2 and 3 of the Notice for approval of the Members.

By Order of the Board
For Deccan Cements Limited

S K Mishra
Company Secretary
FCS 8555

Place: Hyderabad
Date: 12 February 2019

ANNEXURE TO THE NOTICE

Details of the Non-Executive Independent Directors seeking reappointment:

Name	Mr. Umesh Shrivastava	Dr. S A Dave	Mr. J. Narayanamurty
Date of Birth	15 September 1933	03 August 1936	10 October 1942
Date of First Appointment	21 August 1981	12 August 2011	23 June 2009
Date of Appointment in present tenure	29 September 2014	29 September 2014	29 September 2014
Qualification	BSc (Engg.) from Banaras Hindu University, Advanced Management Programme (AMP) at Harvard Business School, USA.	Doctorate in Economics, with Masters Degree from the University of Rochester, USA.	M.A. and CAIIB Certificate
Brief resume and expertise in specific functional area	Eminent Cement Technologist, with decades experience in the Cement Industry and in Consulting. He is the Executive Chairman of Holtec Consulting (P) Limited, a premier consulting firm in the country engaged in implementing modern cement plants.	Former Chairman of Securities and Exchange Board of India (SEBI) and the United Trust of India (UTI). Currently the Chairman of Centre for Monitoring Indian Economy. Also functioned as Executive Director of IDBI.	Retired Chief General Manager of IDBI with over 40 years of rich experience in Project Financing, Implementations and Monitoring.



Name	Mr. Umesh Shrivastava	Dr. S A Dave	Mr. J. Narayanamurty
Directorships held in other companies / bodies corporate/ firms/ association of individuals	1. Holtec Consulting Private Limited 2. Trisigma Capital Solutions LLP (designated partner) 3. Trisigma Apex Services LLP (designated partner) 4. HT Global Solutions- Partner (as nominee of Holtec Consulting Pvt. Ltd.) 5. C2S Consulting Services - Partner (as nominee of Holtec Consulting Pvt. Ltd.)	1. Centre For Monitoring Indian Economy Private Limited 2. Phoenix Township Limited 3. True North Fund Trusteeship Private Limited 4. True North Trusteeship Private Limited 5. True North Fund Trusteeship Entity Private Limited 6. True North Fund V LLP - DP Nominee 7. True North Fund VI LLP - DP Nominee	Dyna Vision Limited
Chairman / Member of Committee of other Companies	--	Phoenix Township Ltd - Audit Committee (Chairman) - Nomination & Remuneration Committee (Chairman)	Dyna Vision Ltd - Audit Committee (Member)
Shareholding, if any, in the Company	7160 equity shares (0.05%)	Nil	Nil
No. of Meetings of the Board attended during year 2018-19	3/4	3/4	4/4
Total sitting fees and commission paid for the year 2017-18	Rs.2,59,167/-	Rs.2,36,667/-	Rs.2,69,167/-



Attention to the Members

- Members are requested to note that, as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requests for transfer of shares held in physical form, except transmission or transposition, will not be processed after 31 March 2019. In this regard, members are requested to dematerialize their shares held in physical form on or before 31 March 2019.
- Members may note that the shares whose dividend has not been claimed / paid for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF). No claim shall lie against the Company for the dividend or shares transferred to the IEPF.



Deccan Cements Limited

CIN: L26942TG1979PLC002500

Registered Office: 6-3-666/B, "Deccan Chambers", Somajiguda, Hyderabad - 500 082

Tel: 040-23310168; Fax: 040-23318366; Email: secretarial@deccancements.com; Website: www.deccancements.com

POSTAL BALLOT FORM

Serial No. :

1. Name and Postal / Registered Address of the sole / first named Shareholder :

2. Name(s) of the Joint Shareholder(s) if any :

3. Registered Folio No. / DP ID No. / Client ID No.* :
(* Applicable to Shareholders holding Shares in Dematerialized Form)

4. No of Shares held :

I/We hereby exercise my/our vote(s) in respect of the Special Resolutions to be passed through Postal Ballot for the business stated in the Postal Ballot Notice dated 12 February 2019 of the company conveying my/our assent or dissent to the said Resolutions by placing the tick (✓) in the appropriate column below :

SL No.	Description of Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Reappointment of Mr. Umesh Shrivastava, Non-Executive Independent Director for second term of 5 (five) consecutive years			
2.	Reappointment of Dr. S.A. Dave, Non-Executive Independent Director for second term of 5 (five) consecutive years			
3.	Reappointment of Mr. J. Narayanamurty, Non-Executive Independent Director for second term of 5 (five) consecutive years			

Place :

Date :

Signature of the Shareholder
(must be as per specimen signature registered with the company)

Electronic Voting Particulars

EVEN (E- Voting Event Number)	USER ID	PASSWORD/PIN

Note:

- For e-voting please refer the instructions in the Postal Ballot Notice.
- If you have forgotten your existing password, please click on "Forgot Password" on <https://evoting.karvy.com> home page or contact toll free no. 1 800 3454 001.

INSTRUCTIONS

General Instructions:

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility, to enable them to send their assent or dissent by post.
2. Members can opt for only one mode of voting i.e., either through e-voting or by Ballot. In case you are opting for vote by e-voting, then please do not vote by Ballot and vice versa. In case Members cast their votes both by e-voting and Ballot, the votes cast through e-voting shall prevail and the votes cast through ballot form shall be considered invalid.
3. Voting rights in the e-voting / Ballot cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post in physical ballot form to declare the final results for each of the Resolutions forming part of the Postal Ballot Notice.
5. For detailed instructions on e-voting, please refer to the notes appended to the Postal Ballot Notice.

Process and manner for Members opting to vote by using the Postal Ballot Form:

6. Please complete and sign the Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer Mr. Tumuluru Krishnamurthy. For this purpose, a self-addressed pre-paid envelope is enclosed. Postage charges will be paid by the Company. Ballot Forms deposited in person or sent by post or courier at the expense of the Member will also be accepted.
7. The Form should be signed by the Member as per the specimen signature registered with the Company / Depository Participants. In case of joint holding, the Form should be completed and signed by the first named Member and in his / her absence, by the next named joint holder. There will be one Form for every Folio / Client ID irrespective of the number of joint holders. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA or enclosing an attested copy of the POA.
8. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot Form for assent / dissent.
9. The voting rights of the shareholders shall be in proportion to their shares of the paid-up share capital of the company as on **15 February 2019** ("Cut off Date") as per the Register of Members of the company and as informed to the company by the Depositories in case of Beneficial Owners.
10. Duly completed Ballot Forms should reach the Scrutinizer on or before **25 March 2019**. Ballot Forms received after that date will be strictly treated as if the reply from the Members has not been received.
11. A Member seeking duplicate Ballot Form can write to the Company's Registrars - Karvy Fintech Private Limited, Unit: Deccan Cements Limited, Karvy Selenium, Tower B, Plot No. 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad-500032 or to the e-mail ID: evoting@karvy.com. However, the duly filled in and signed duplicate Ballot Form should reach the Scrutinizer not later than the date specified at Sr. No. 10 above.
12. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Ballot Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or the number of votes or as to whether the votes are in favour or against.
13. The Scrutinizer's decision on the validity of a Ballot Form and other related matters will be final.
14. Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed envelope as all such envelopes will be sent to the Scrutinizer and any other paper found in such envelope would be destroyed by him.
15. The vote of the Members will be considered as invalid on the following grounds:
 - a. If a form other than Postal Ballot Form issued by the Company is used.
 - b. If the Postal Ballot Form is not signed by or on behalf of the Member.
 - c. If the Members signature does not tally with the specimen signature with the Company.
 - d. If the Member has marked his/her/its vote both for 'Assent' and also 'Dissent' to the Resolution in such manner that the aggregate Equity Shares voted for 'Assent' and 'Dissent' exceeds the total number of shares held.
 - e. If the Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
 - f. If the Postal Ballot Form is incomplete or incorrectly filled.
 - g. If the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or any one or more of the above grounds.
 - h. If the voting rights of a Member are frozen by any competent authority.
 - i. The envelope containing the Postal Ballot Form is received after the last date as specified above.
 - j. The Postal Ballot Form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority.