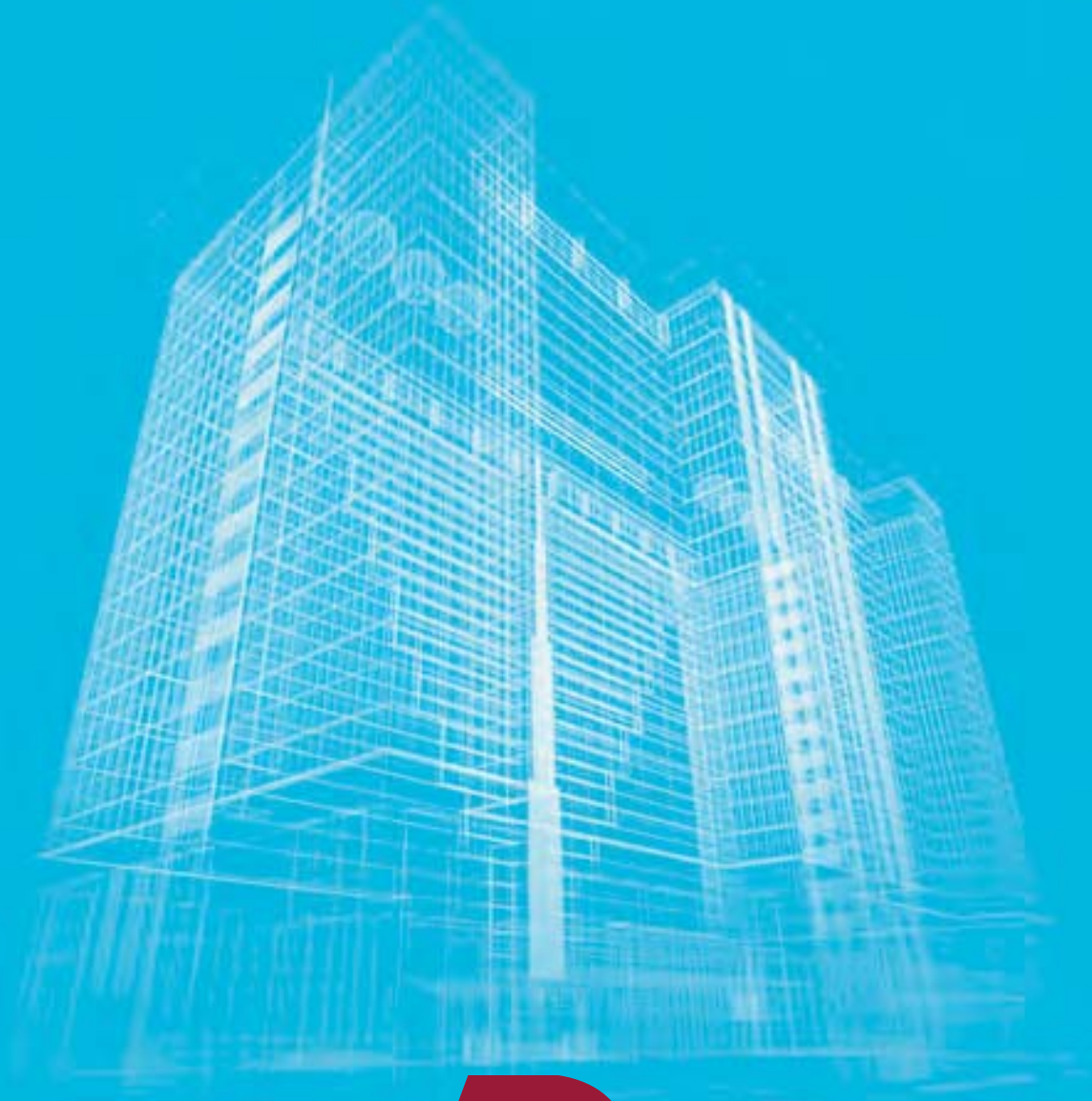


# 36<sup>TH</sup> ANNUAL REPORT 2015-16



**DECCAN CEMENTS LIMITED**



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## Corporate Information

### Board of Directors

Mr. M B Raju	Executive Chairman
Mr. Umesh Shrivastava	Director
Dr. S A Dave	Director
Mr. J Narayanamurty	Director
Mr. K P Singh	Director
Mr. P Venugopal Raju	Director
Mr. R Gopalakrishnan	Director
Ms. P Parvathi	Managing Director

### Senior Management

Mr. G R Ram	Sr. Vice President
Mr. M Krishnam Raju	Sr. Vice President (Marketing)
Mr. S Venkateswarlu	Sr. Vice President (Works)
Mr. R V A Narasimha Rao	Chief Financial Officer (CFO)
Mr. S K Mishra	Company Secretary

### Bankers

State Bank of India  
Andhra Bank  
State Bank of Hyderabad  
Indian Bank  
State Bank of Mysore

### Secretarial Auditors

Tumuluru & Co.  
Company Secretaries  
'Anasuya', C-66, DD Colony  
Ahobil Mutt Road  
Hyderabad - 500 007

### Registrar and Share Transfer Agent

Karvy Computershare Pvt. Ltd.  
Karvy Selenium Tower B  
Plot number 31 & 32  
Financial District, Gachibowli  
Hyderabad - 500 032

### Statutory Auditors

M Bhaskara Rao & Co.  
Chartered Accountants  
5-D, 5<sup>th</sup> Floor, 'Kautilya', 6-3-652  
Somajiguda, Hyderabad - 500 082

### Cost Auditors

Aruna Prasad & Co.  
Cost Accountants  
Plot No. 802/2, 64th Street, 10th Sector  
K K Nagar, Chennai - 600 078

### Registered Office

"Deccan Chambers"  
6-3-666/B, Somajiguda  
Hyderabad - 500 082  
Tel: 040-23310168; Fax: 040-23318366  
E-mail: [info@deccancements.com](mailto:info@deccancements.com)  
Website: [www.deccancements.com](http://www.deccancements.com)  
CIN: L26942TG1979PLC002500



## NOTICE

Notice is hereby given that the **Thirty-sixth Annual General Meeting** of the Members of **Deccan Cements Limited** will be held on **Friday, 23rd September 2016** 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 2016 and the Statement of Profit & Loss for the Year ended on that date together with the Reports of Directors' and Auditors' thereon.
2. To confirm the payment of Interim Dividend of ₹ 5/- (50%) per fully paid-up equity shares of ₹ 10/- each of the Company as final dividend for the Financial Year 2015-16.
3. To appoint a Director in place of Mr. P Venugopal Raju (DIN: 00016548) 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 2016-17 to hold office from the conclusion of this Annual General Meeting up to the conclusion of the thirty-seventh 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 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 ₹ 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 2017.

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.”

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 the provisions of Section 20 of the Companies Act, 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed thereunder, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the Member for delivery of such document to him, through a particular mode of services mentioned above provided that such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the Member.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors

or Key Managerial Personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary, proper, desirable or expedient to give effect to this resolution.”

By Order of the Board

**S K Mishra**

Place: Hyderabad  
Date : 09.08.2016

Company Secretary  
FCS 8555

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## 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.

Members, Proxies and Authorised Representatives are requested to handover the attendance slip as enclosed, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No. for admission to the Annual General Meeting Hall.

- 2) 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 on their behalf at the Annual General Meeting (AGM).

- 3) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the AGM is annexed hereto.
- 4) In terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 brief resume of the Director seeking appointment / reappointment at the AGM are given in the annexure to this Notice.
- 5) The Register of Members and Shares Transfer Books of the Company will be closed from Saturday, 17th September 2016 to Friday, 23rd September 2016 (both days inclusive).
- 6) Members holding shares in electronic form are requested to intimate any change in their address and update their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) to their DPs with whom they are maintaining demat account.
- 7) Members holding shares in physical form are requested to register their Bank Account particulars (viz. Account No., Name & Branch of the Bank and the MICR Code) or update of their bank details already registered with the Company / Karvy to enable the Company to remit the dividend electronically.
- 8) Members holding shares in physical form are requested to keep their addresses updated and write to Company's Registrar and Transfer Agent – Karvy Computershare Private Limited (Karvy) for updation of the address.
- 9) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DPs with whom they are maintaining demat accounts. Members holding shares in physical form can submit their PAN details to Karvy.

- 10) 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 Karvy for assistance in this regard.
- 11) To support the 'Green Initiative', Members who have not registered their email ids so far are requested to register their email ids for receiving all communication(s) including Annual Report, Notices etc from the Company in electronic form.
- 12) The Company has paid the Listing Fees for the Year 2016-17 to both the Stock Exchanges where equity shares of the Company are listed.
- 13) 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.
- 14) Members seeking any information with regard to the financial statements are requested to write to the Company at least seven (7) days before the AGM so as to enable the management to keep the information ready at the AGM.
- 15) The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2007-08 from time to time on due dates, to the Investor Education and Protection Fund (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 22nd September 2015 (date of last AGM) on the website of the Company [www.deccancements.com](http://www.deccancements.com), as also on the website of the Ministry of Corporate Affairs.
16. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended time to time and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
17. **Voting at Annual General Meeting:** The facility for voting, through 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 shall be able to exercise their voting right at the meeting.
18. 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 cast votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.
19. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
20. The resolution(s) passed by Members through e-voting is / are deemed to have been passed as if they have passed at the AGM.
21. The Company 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 Scrutinizer, who will scrutinize the electronic voting process in a fair and transparent manner.
22. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later than 48 hours of conclusion of the Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.

23. The Results shall be declared by the Chairman or by an authorised person of the Chairman and the resolutions will be deemed to have been passed on the date of AGM, subject to receipt of requisite number of votes in favour of the resolutions

24. The Results of the voting along with the Scrutinizer's Report shall be placed on the Company's website [www.deccancements.com](http://www.deccancements.com) and on the website of Karvy <https://evoting.karvy.com>. The same shall also be communicated to the Stock Exchanges.

## 25. 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 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., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email [mrtumuluruk@gmail.com](mailto:mrtumuluruk@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com). The scanned image of the above mentioned documents should be in the naming format **"DECCAN CEMENTS LIMITED\_36TH AGM."**





- (B) In case of Members receiving physical copy of Notice [for Members whose email ids are not registered with the Company/ Depository Participant(s)]:
- E-Voting Event Number (EVEN), User ID and Password is provided in the E-Voting Form.
  - Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

## 26. OTHER INSTRUCTIONS

- 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 - Ms. Mercy Soujanya of Karvy Computershare Private Limited (Unit: Deccan Cements Limited), Karvy Selenium Tower B, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at [evoting@karvy.com](mailto:evoting@karvy.com) or phone no. 040 - 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- 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).
- The remote e-voting period commences on Tuesday, 20th September 2016 (9.00 A.M. IST) and ends on Thursday, 22nd September 2016 (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 on Friday, 16th September 2016, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module 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.

- The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 16th September 2016.
- In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e. 16th September 2016, he/she may obtain the User ID and Password in the manner as mentioned below :
  - 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

- 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.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
- Member may call Karvy's toll free number 1800-3454-001.
- Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.



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

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

#### Item No. 5:

The Board of Directors of the Company, on the recommendation of the Audit Committee, has appointed 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 2017 at a remuneration of ₹ 90,000/- (Rupees Ninety Thousand only) plus reimbursement of travelling and 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 Auditor 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. 5 of the Notice for ratification of the remuneration payable to the Cost Auditor for the financial year ending 31st March 2017.

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. 5 of the Notice.

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

#### Item No. 6:

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for service of any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the Member to the Company.

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 the approval of the Members.

By Order of the Board

Place: Hyderabad  
Date : 09.08.2016

**S K Mishra**  
Company Secretary  
FCS 8555

### ANNEXURE TO THE NOTICE

#### Details of the Director seeking re-appointment at the Annual General Meeting

Particulars	Mr. P Venugopal Raju
Category	Non-Executive Director
Date of Birth	29/11/1959
Qualification	Chartered Accountant with PG qualification in Management from Massachusetts Institute of Technology, USA.
Brief resume and expertise in specific functional area	Over 25 years experience in industry- Real Estate and Building Construction and other business activities.
Relationship with other directors	Executive Chairman-Mr. M B Raju's daughter's husband.
Name(s) of the listed entities in which directorship held	Deccan Cements Limited
Chairmanship/Membership of committees of the board	Audit Committee - Member Corporate Social Responsibility Committee - Member
Shareholding in the Company	300 equity shares (0.001%)

## BOARD'S REPORT

Dear Shareholders,

The Directors of your company are glad to present the 36th Annual Report together with the Audited Financial Statements of the Company for the Financial Year ended 31st March 2016.

### Financial Results

The Financial Results for the year ended 31st March 2016 are summarized below:

	(₹ in Lakh)	
Particulars	2015-16	2014-15
Net Sales	57,906.66	43,777.68
Other Income	148.37	287.62
<b>Total</b>	<b>58,055.03</b>	44,065.30
Profit before Depreciation and Finance Charges	11,611.98	6,745.77
Less: Depreciation	2,033.04	1,948.33
Interest and Bank Charges	1,521.65	2,663.19
Profit before Tax and Prior period items	8,057.29	2,134.25
Less: Provision for Taxation	1,719.51	426.97
Deferred Taxation	987.32	(238.98)
Wealth Tax	-	15.49
Prior year tax adjustment	61.30	-
MAT Credit entitlement	732.91	(57.12)
Net Profit after Tax	4,556.25	1,987.89
Profit brought forward from previous year	17,835.03	16,459.11
Profit available for Appropriation	22,391.28	18,447.00
<b>Appropriations</b>		
Depreciation adjustment pursuant to Schedule II to the Companies Act, 2013	-	252.26
Dividend (Interim/Final) on equity shares	350.19	175.09
Tax paid on Dividend (Interim/Final)	70.02	35.01
Transfer to Reserve	-	149.61
Balance Retained	21,971.07	17,835.03

### Results of Operations

Your company continued to improve its operating results during the Financial Year 2015-16. The Net sales of the Company for the year under review stood at ₹ 57,906.66 Lakh as compared to previous year sales of ₹ 43,777.68 Lakh and the profit after tax of the Company for the current year was at ₹ 4,556.25 Lakh as compared to the previous year profit of ₹ 1,987.89 Lakh. The Financial Year 2015-16 had been among the best years for the Company.

### Dividend

During the year, the Board has declared an interim dividend of ₹ 5/- (50%) per fully paid-up equity shares at its meeting held on 16th March 2016. The Company paid the said interim dividend to the Shareholders who are on the Register of Members of the Company as on the Record date 24th March 2016. With a view to conserve resources for the future requirement and having declared an interim dividend, your Board has not recommended any further dividend for the Financial Year 2015-16.

The cash outflow for interim dividend declared for the year ended 31st March 2016 was ₹ 350.19 Lakh and ₹ 70.02 Lakh towards dividend distribution tax. In the previous year ended 31st March 2015 final dividend amount was ₹ 175.09 Lakh and dividend distribution tax was ₹ 35.01 Lakh.

Your directors have not proposed to transfer any sum to Reserves for the financial year 2015-16.

### Capital Structure

During the Financial year under review, there was no change in the Share Capital of the Company.

### Deposits

During the year under review, the Company has not invited / accepted any amount falling within the purview of provisions of Section 73 of the Companies Act 2013 ("the Act") read with the Companies (Acceptance of Deposit) Rules, 2014.