



DECCAN CEMENTS LIMITED

40th Annual Report
2019-20

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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. R.Gopalakrishnan | Director |
| Mrs. Mahpara Ali | Director |
| Ms. P.Parvathi | Managing Director |
| Mr. S.Venkateswarlu | Director (Works) |

Senior Management

| | |
|---------------------------|-------------------------------|
| Mr. C.Ramesh Reddy | Vice President (Marketing) |
| Mr. D.Raghava Chary | Chief Financial Officer (CFO) |
| Mr. Bikram Keshari Prusty | Company Secretary |

Bankers

State Bank of India
Union Bank of India (Andhra Bank)
HDFC Bank
Kotak Mahindra Bank

Secretarial Auditors

Tumuluru & Co.
Company Secretaries
F. No. 102, Surya Kiran Complex
S D Road, Secunderabad -500 007

Registrar and Share Transfer Agent

KFin Technologies Private Limited.
Karvy Selenium Tower B
Plot number 31 & 32
Financial District, Gachibowli
Hyderabad - 500 032
E-mail id: einward.ris@kfintech.com

Statutory Auditors

M Anandam & Co.
Chartered Accountants
7'A', Surya Towers, S.P. Road,
Secunderabad - 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
Website: www.deccancements.com
CIN: L26942TG1979PLC002500

NOTICE

NOTICE is hereby given that the **40th Annual General Meeting** of the members of **Deccan Cements Limited** will be held on **Tuesday, 15th September 2020 at 11:00 A.M.** through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. **To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2020 and the reports of the Board of Directors and Auditors thereon, and in this regard, to consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT the audited financial statements of the Company for the financial year ended 31st March 2020 and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To confirm the interim dividend declared and paid for FY 2019-20, and in this regard, to consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT interim dividend at the rate of ₹ 4.00 (Four rupees only) per equity share of ₹ 5.00 (Five rupees) each of the Company, for the Financial Year 2019-20, declared on 28th February 2020 and paid during March 2020, be and is hereby confirmed."

3. **To appoint Mr. M. B. Raju (DIN: 00016652) who retires by rotation, and in this regard, to consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT, pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. M. B. Raju (DIN: 00016652), who retires by rotation at this meeting and being eligible for re appointment, be and is hereby appointed as a Director of the Company."

SPECIAL BUSINESS:

4. **To appoint Mrs. Mahpara Ali (DIN: 06645262) as an Independent Director, and in this regard, to consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], read with Schedule IV to the Companies Act, 2013, Mrs. Mahpara Ali (DIN: 06645262), who was appointed as an Additional Director, in the category of Independent Director, with effect from 1st April, 2020, be and is hereby appointed as an Independent Director of the company for a term of 5 years with effect from 1st April 2020."

5. **To appoint Mr. Shonti Venkateswarlu (DIN: 08602254) as a Director liable to retire by rotation, and in this regard, to consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152, 160 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s) or re-enactment(s) thereof for the

time being in force], Mr. Shonti Venkateswarlu (DIN: 08602254), who was appointed as an Additional Director with effect from 11th November, 2019, be and is hereby appointed as a Director of the company liable to retire by rotation.”

6. To appoint of Mr. Shonti Venkateswarlu (DIN: 08602254) as Director (Works) for a period of five years, and in this regard, to consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder [including any statutory modification(s), or re-enactment(s) thereof for the time being in force], read with Schedule V to the Companies Act, 2013 and Articles of Association of the Company, Mr. Shonti Venkateswarlu (DIN: 08602254) be and is hereby appointed as a Whole Time Director, with designation Director (Works), of the Company for a period of five years effective from 11th November 2019, on the terms and conditions including remuneration as set out below:

RESOLVED FURTHER THAT the terms and conditions of appointment of Mr. Shonti Venkateswarlu (DIN: 0008602254) as Director (Works) including remuneration shall be as under:

- 1 **Salary** (Basic Pay and allowances): ₹ 3,00,000/- (rupees three lakhs only) per month
- 2 **Perquisites:**
Housing: Rent free furnished accommodation by the Company

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

Leave Travel Concession: For self and family once in a year incurred in accordance with the Rules specified by the Company, subject to a ceiling of one month's salary per year.

Personal Accident Insurance: For an amount as per the rules of the Company.

Others:

- a. Company's contribution towards Provident Fund: subject to a ceiling of 12% of salary, as per rules of the Company.
- b. Company's contribution towards Pension / Superannuation Fund, as per rules of the Company;
such contribution to the Provident Fund and Pension / Superannuation Fund shall not exceed 27% of salary.
- c. Gratuity payable in accordance with an approved scheme and shall not exceed half month's salary for each completed year of service.

Contribution to Provident fund and Superannuation fund to the extent they are exempted under the Income Tax Act, 1961 and encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

Provision of car for use on Company's business and, telephone and internet at residence will not be considered as perquisites. Earned / Privilege Leave will be on full pay and allowances as per

rules of the Company. Leave accumulated but not availed at during his tenure may be allowed to be encashed as per the rules of the Company.

RESOLVED FURTHER THAT notwithstanding the above, in the absence of or inadequacy of profits in any financial year, Mr. Shonti Venkateswarlu (DIN: 0008602254) be paid the above remuneration as minimum remuneration in terms of Section II (A) of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT 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."

- 7. To ratify Cost Auditor's remuneration for the Financial Year 2020-21, and in this regard, to consider and if thought fit to pass the following resolution as an Ordinary Resolution:**

"RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the Company hereby ratifies the remuneration of ₹ 1,10,000/- (Rupees One Lakh Ten 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 2020-21.

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

By Order of the Board

Sd/-

Bikram Keshari Prusty
Company Secretary
FCS 7855

Place: Hyderabad
Date: 25th June 2020

Notes:

1. Considering the present Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read together with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr. M. B. Raju, Director, retires by rotation at the Meeting. Nomination and Remuneration Committee and the Board of Directors of the Company recommend his re-appointment.

Mr. M. B. Raju is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to his re-appointment. Ms. P. Parvathi, Managing Director, being related to Mr. M. B. Raju, may be deemed to be interested in the resolution set out at Item No. 3 of the Notice. The other relatives of Mr. M. B. Raju may be deemed to be interested in the resolution set out at Item No. 3 of the Notice to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Business set out under Item Nos. 1 to 3 of the Notice.
6. Details of Directors retiring by rotation / seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
7. **Dispatch of Annual Report through Electronic Mode:**

In compliance with the MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.

Members may note that the Notice and Annual Report 2019-20 will also be available on the

Company's website **www.deccancements.com**, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at **www.bseindia.com** and **www.nseindia.com** respectively, and on the website of Company's Registrar and Transfer Agent, KFin Technologies Private Limited ("KFinTech") at **https://evoting.karvy.com/public/downloads.aspx**

8. For receiving all communication (including Annual Report) from the Company electronically:

- (a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card to the Company at "**secretarial@deccancements.com**" or to the Company's RTA (KFin Technologies Pvt. Ltd.) at "**einward.ris@kfintech.com**".
- (b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

9. The Company will provide VC / OAVM facility to its Members for participating at the AGM.
 - (a) Members will be able to attend the AGM through VC / OAVM or view the live webcast at "**https://emeetings.kfintech.com**" by using their e-voting login credentials.

Members are requested to follow the procedure given below:

- (i) Launch internet browser (chrome/ firefox/safari) by typing the URL: "**https://emeetings.kfintech.com**"
 - (ii) Enter the login credentials (i.e., User ID and password for e-voting).
 - (iii) After logging in, click on "Video Conference" option
 - (iv) Then click on camera icon appearing against AGM event of **Deccan Cements Limited** to attend the Meeting.
- b) Members who do not have User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the procedure given in the E-voting instructions.
 - c) Members who would like to express their views or ask questions during the AGM may register themselves by logging on to "**https://emeetings.kfintech.com**" and clicking on the 'Speaker Registration' option available on the screen after log in. The Speaker Registration will be open during **12th September 2020 (Saturday) to 13th September 2020 (Sunday)**. Only those members who are registered will be allowed to express their views or ask questions. The Company reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM.
 - d) Members will be allowed to attend the AGM through VC / OAVM on first come, first served basis to 1,000.
 - e) Facility to join the meeting shall be opened thirty minutes before the scheduled time of the AGM and shall be kept open throughout the proceedings of the AGM.

- f) Members who need assistance before or during the AGM, can contact KFinTech on "**evotings@kfintech.com**" or call on toll free numbers 040-67162222 / 1800-345-4001. Kindly quote your name, DP ID-Client ID / Folio no. and E-voting Event Number in all your communications.
10. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
11. Members attending the AGM through VC / OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act.
12. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM.

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

13. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is providing to its members facility to exercise their right to vote on resolutions proposed to be passed at AGM by electronic means ("e-voting").

Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

Further, the facility for voting through electronic voting system will also be made available at the Meeting ("Insta Poll") and members attending

the Meeting who have not cast their vote(s) by remote e-voting will be able to vote at the Meeting through Insta Poll.

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions given below.

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

| | |
|---------------------------------|--|
| Commencement of remote e-voting | 12 th September 2020 (Saturday) @ 9:00 A.M. |
| End of remote e-voting | 14 th September 2020 (Monday) @ 5:00 P.M. |

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Tuesday, 8th September 2020.

The Board of Directors of the Company has appointed Mr. B. V. Saravana Kumar, Practicing Company Secretary (Membership No. ACS: 26944 and CP: 11727), as Scrutiniser to scrutinise the remote e-voting and Insta Poll process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

Information and instructions relating to e-voting are as under:

- i. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- ii. A member can opt for only single mode of voting per EVEN, i.e., through remote e-voting or voting at the Meeting (Insta Poll). If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- iii. 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, i.e., Tuesday, 8th September 2020 only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting through Insta Poll. A person who is not a member as on the cutoff date, should treat the Notice for information purpose only.
- iv. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date may obtain the User ID and password from KFinTech in the manner as 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> 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

- (b) 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.
- (c) Member may call on KFinTech's toll-free numbers **040-67162222 / 1800-345-4001** (from 9:00 a.m. to 6:00 p.m.)
- (d) Member may send an e-mail request to "evoting@kfintech.com." If the member is already registered with KFinTech's e-voting platform, then he can use his existing password for logging in.
- v. The Company has opted to provide the same electronic voting system at the Meeting, as used during remote e-voting, and the said facility shall be operational till all the resolutions proposed in the Notice are considered and voted upon at the Meeting and may be used for voting only by the members holding shares as on the cutoff date who are attending the Meeting and who have not already cast their vote(s) through remote e-voting.