
NOTICE OF 31ST ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty First Annual General Meeting of the Shareholders of **DECCAN GOLD MINES LIMITED ("THE COMPANY")** will be held on **Wednesday, December 30, 2015** at Banquet Room, Ground Floor, West End Hotel, 45, New Marine Lines, Mumbai – 400 020 at 2.30 P.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt:
 - (a) the Audited financial statement of the Company for the financial year ended March 31, 2015, along with the Reports of the Board of Directors and the Auditors thereon.
 - (b) the audited consolidated financial statement of the Company for the year ended March 31, 2015.
2. To appoint a Director in place of Mr. Charles Edward English Devenish (DIN: 01252091), who retires by rotation and being eligible, has offered himself for reappointment.
3. To re-appoint M/s. V.K. Beswal & Associates, Chartered Accountants (Firm Registration No. 101083W), as Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their Remuneration.

SPECIAL BUSINESS :

4. **4. 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 Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under (including any statutory modifications or re-enactment thereof for the time being in force), Ms. Pratima Ram (DIN: 03518633) and who fulfils the qualifications for being appointed as an Independent Director, in respect to whom the Company has received a notice in writing proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation, to hold office for a period of 5 (Five) years up to March 29, 2020."

By order of the Board
for DECCAN GOLD MINES LIMITED

Place : Mumbai
Date : 13 November, 2015

S. Subramaniam
Company Secretary
ACS 12110

CIN: L51900MH1984PLC034662

REGISTERED OFFICE:

Parinee Crescenzo, C38-C39, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.
Tel .No.:022-33040797 Fax No.: 022-33040779.
Email.: info@deccangoldmines.com
Website.: www.deccangoldmines.com

DECCAN GOLD MINES LIMITED

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, OR, WHERE THAT IS ALLOWED, ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THAT A PROXY NEED NOT BE A MEMBER.** A person can act as a proxy on behalf of the members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A Member holding more than 10% of the total share capital carrying voting rights may appoint a single person as Proxy and such person cannot act as proxy for any other member.
2. Proxies, if any, in order to be valid and effective, must be received at the Company's Registered Office not later than 48 (forty-eight hours) before the time fixed for commencement of the meeting.
3. Corporate members who intend to send their authorized representatives to attend and vote at the meeting should send a certified copy of their board resolution to this effect.
4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of special business to be transacted at the meeting, is annexed.
5. The physical copies of notice of 31st Annual General Meeting and the Annual Report for 2014-15 shall be open for inspection at the Registered Office of the Company during business hours between 11.00 am to 1.00 pm except on holidays, upto the date of the annual general meeting.
6. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, December 22, 2015 to Wednesday, December 30, 2015 (both days inclusive) for the purpose of the annual general meeting.
7. In terms of Section 152 of the Companies Act, 2013, Mr. Charles Edward English Devenish (DIN: 01252091) Director, retires by rotation at the Meeting and being eligible, offer themselves for reappointment. The Board of Directors of the Company recommend his re-appointment. Brief resume of Director including those proposed to be re-appointed, nature of their expertise in specific functional areas, names of public companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Corporate Governance Report forming part of the Annual Report and elsewhere in this Notice.
8. Members are requested to update their bank mandate / NECS / Direct credit details / name / address / power of attorney and update their Core Banking Solutions enabled account number:
 - For shares held in physical form: with the Registrar and Transfer Agent of the Company.
 - For shares held in dematerialized form: with the depository participant with whom they maintain their demat account.

Request to members:

1. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their queries to the Investor Relations Department, so as to reach the Corporate Office of the Company at least seven working days before the date of the meeting, to enable the Company to make available the required information at the meeting, to the extent practicable.
2. Members / proxy are requested to bring a copy of Annual Report and attendance slip to the meeting.
3. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in the physical form are requested to write their folio number in the attendance slip.
4. Non Resident Indian members are requested to immediately inform their depository participant (in case of shares held in dematerialized form) or the Registrars and Transfer Agents of the Company (in case of shares held in physical form), as the case may be, about:
 - (i) the change in the residential status on return to India for permanent settlement;
 - (ii) the particulars of the NRE account with a bank in India, if not furnished earlier.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other

communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to Link Intime India Private Limited, Registrars and Share Transfer Agents. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.

6. E-Voting

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on December 27, 2015 (9.00 am) and ends on December 29, 2015 (5.00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of December 23, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "Deccan Gold Mines remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password / PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "DECCAN GOLD MINES LIMITED".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

DECCAN GOLD MINES LIMITED

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- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to hsk@rathiandassociates.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM :
- | EVEN (Remote e-voting Event Number) | USER ID | PASSWORD/PIN |
|--|----------------|---------------------|
|--|----------------|---------------------|
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. 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).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of December 23, 2015.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. December 23, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or mt.helpdesk@linkintime.co.in
- XI. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XIII. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIV. Mr. Himanshu S. Kamdar, Practising Company Secretary, M/s. Rathi & Associates, Mumbai (Membership No. 5171, Certificate of Practice No. 3030) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XVI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVII. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.deccangoldmines.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.
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7. Members are requested to send all communications relating to shares to the Company's Registrar & Share Transfer Agent (R&T Agent) at the following address:

LINK INTIME INDIA PRIVATE LIMITED
C-13, Pannalal Silk Mills Compound,
LBS Marg, Bhandup (West), Mumbai 400 078.
Tel. No. 022-25963838 Fax No. 022-25946969
Email : mt.helpdesk@linkintime.co.in

8. Members / Proxies are requested to bring the attendance slips duly filled into the meeting.

By order of the Board
for DECCAN GOLD MINES LIMITED

Place : Mumbai
Date : 13 November, 2015

S. Subramaniam
Company Secretary
ACS 12110

CIN: L51900MH1984PLC034662

REGISTERED OFFICE:

Parinee Crescenzo, C38-C39, G Block,
Bandra Kurla Complex, Bandra (East),
Mumbai – 400 051.
Tel .No.:022-33040797 Fax No.: 022-33040779.
Email.: info@deccangoldmines.com
Website.: www.deccangoldmines.com

DECCAN GOLD MINES LIMITED

Route Map for West End Hotel, 45, New Marine Lines, Mumbai – 400 020



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NOS.:- 4

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from 1st April, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.

The Directors of the Company (based on the recommendation of Nomination and Remuneration Committee) had on March 30, 2015 appointed Ms. Pratima Ram as an Additional Director (Independent Director) of the Company. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Pratima Ram being eligible, offers herself for appointment, and is proposed to be appointed as Independent Director for the term as stated in the resolution under Item No. 4.

The said Director has given declaration that she meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Ms. Pratima Ram fulfills the conditions specified in the Companies Act, 2013 and Rules made thereunder for her appointment as Independent Director of the Company.

The Board of Directors believes that vast experience and knowledge of the aforesaid director shall be beneficial for the progress of the Company. Hence in the interest of the Company, the Board recommends the appointment of Ms. Pratima Ram as an Independent Director.

The draft letters of appointment of aforesaid Independent Director, setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

Apart from Ms. Pratima Ram, none of the other persons specified in Section 102 of the Companies Act, 2013, namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Persons, are concerned or interested financially or otherwise in the above resolution.

By order of the Board
for DECCAN GOLD MINES LIMITED

Place : Mumbai
Date : 13 November, 2015

S. Subramaniam
Company Secretary
ACS 12110

CIN: L51900MH1984PLC034662

REGISTERED OFFICE:

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Email.: info@deccangoldmines.com
Website.: www.deccangoldmines.com

DECCAN GOLD MINES LIMITED

INFORMATION ABOUT DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT AT THE ANNUAL GENERAL MEETING

(Pursuant to Clause 49 of the Listing Agreement)

DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT

Name (Mr / Ms)	Charles Edward English Devenish	Pratima Ram
Director Identification Number (DIN)	01252091	03518633
Date of Birth	October 24, 1940	August 29, 1950
Appointed on	January 21, 2003	March 30, 2015
Qualification	School Leaving Certificate	Post-Graduate from University of Virginia USA and Bangalore University
Expertise in specific functional areas	Promoter of mineral exploration companies	Financial Sector
Directorship held in Public Companies (other than Deccan Gold Mines Limited)	Nil	Havells India Limited Nandan Denims Limited
Membership / Chairmanships of Committees across Public Companies (other than Deccan Gold Mines Limited)	Nil	2 (Member of Audit Committee & Stakeholders Relationship Committee of Nandan Denims Limited)
No. of shares held in the Company	Nil	Nil

CONTENTS

Corporate Information.....	2
Profile of Directors and Key Personnel.....	3
Report on Exploration Activities	6
Status of Mineral Concession Applications.....	26

Deccan Gold Mines Limited

Directors' Report and Annexures.....	32
Management Discussion & Analysis.....	56
Report on Corporate Governance	60
Auditors' Report.....	71
Balance Sheet	75
Profit and Loss Account.....	76
Notes to Accounts.....	77
Cash Flow Statement	88

Subsidiary Company

Deccan Exploration Services Private Limited

Directors' Report.....	89
Auditor' Report.....	96
Balance Sheet	99
Profit and Loss Account.....	100
Notes to Accounts.....	101
Cash Flow Statement	110

Consolidated Accounts of Deccan Gold Mines Limited

Auditors' Report on Consolidated Accounts	111
Consolidated Balance Sheet	116
Consolidated Profit and Loss Account.....	117
Notes to Consolidated Accounts.....	118
Consolidated Cash Flow Statement	129

CORPORATE INFORMATION

Chairman	:	Mr. Charles E.E. Devenish
Managing Director	:	Mr. Sandeep Lakhwara
Directors	:	Mr. K.R. Krishnamurthy Dr. M. Ramakrishnan Prof. V.K. Gaur Ms. Pratima Ram
Chief Financial Officer	:	Mr. K. Karunakaran
Head-Legal & Company Secretary	:	Mr. S. Subramaniam
Auditors	:	M/s. V.K. Beswal & Associates Chartered Accountants, Mumbai.
Registrars & Share Transfer Agents	:	Link Intime India Private Limited Pannalal Silk Mills Compound, C-13, LBS Marg, Bandhup (West), Mumbai – 400 078. Tel : 91-22-55555454 Fax : 91-22-55555353 Email: mumbai@linkintime.co.in
Bankers	:	Kotak Mahindra Bank
CIN	:	L51900MH1984PLC034662
Registered Office	:	Parinee Crescenzo, C38-C39, G Block, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 Tel : 91-22-33040797 Fax : 91-22-33040779 Email : info@deccangoldmines.com Web : www.deccangoldmines.com
Corporate Office	:	# 5, 19th Main Road, 4th Sector, HSR Layout, Bangalore – 560 102. Tel : 91-80-67155700 Fax : 91-80-67155 701 Email : info@deccangoldmines.com