NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Second (32nd) Annual General Meeting of the Shareholders of DECCAN GOLD MINES LIMITED ("THE COMPANY") will be held on Wednesday, September 28, 2016 at Boundary Hall, 1st Floor, Mumbai Cricket Association Recreation Centre, RG-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051 at 2.00 pm. to transact the following Business:

ORDINARY BUSINESS:

1. To consider and adopt:

   (a) The audited financial statements of the Company for the financial year ended March 31, 2016, along with the Reports of the Board of Directors and the Auditors' thereon.

   (b) The audited consolidated financial statements of the Company for the year ended March 31, 2016.

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. To consider and, if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

   "RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made there under, as amended from time to time, read with Schedule V to the Act and as per the recommendation of the Nomination and Remuneration Committee (NRC) and the Board of Directors of the Company, consent of the Company be accorded to the reappointment of Mr. Sandeep Lakhwara (DIN: 01049978) as Managing Director of the Company for a period of 2 years with effect from May 1, 2016 with liberty to either party to terminate the appointment upon three months notice in writing to the other, on a salary of INR 7,00,000/- per month with further liberty to the Board of Directors to revise the terms of employment, from time to time subject however to the restrictions, if any, contained in the Companies Act, 2013, including Schedule V thereto, as amended up to date.

   RESOLVED FURTHER THAT where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above referred salary to the Managing Director as and by way of minimum remuneration subject to the applicable provisions of Schedule V of the said Act.

   RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

By order of the Board
for DECCAN GOLD MINES LIMITED

Place : Mumbai
Date : August 1, 2016

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.:022-033040797 Fax No.: 022-33040779.
Email.: info@deccangoldmines.com Website.: www.deccangoldmines.com

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, 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 businesses to be transacted at the meeting, is annexed.

5. The physical copies of notice of 32nd Annual General Meeting and the Annual Report 2015-16 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, up to the date of the Annual General Meeting.

6. The Register of Members and Share Transfer Books of the Company will remain closed from 9.00 a.m., Monday, September 19, 2016 to 5.00 p.m., Wednesday, September 28, 2016 (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, offers himself for re-appointment. The Board of Directors of the Company recommend his re-appointment.

8. Brief resume of Directors / Managing Director 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 the applicable stock exchange regulations, are provided in the Corporate Governance Report forming part of the Annual Report and elsewhere in this Notice.

9. 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 the 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, the Registrar and Share Transfer Agent of the Company. 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 and Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, Regulation 44 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards 2,, the Company is pleased to provide members the facility to exercise their right to vote at the 32nd Annual General Meeting (AGM) by electronic means viz. Remote E-voting and voting through ballot (at the venue of the AGM) and all the business contained in the Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

(i) The Remote E-voting period begins on Saturday, September 24, 2016 (9.00 am) and ends on Tuesday, September 27, 2016 (5.00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Wednesday, September 21, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iv) Click on Shareholders.

(v) Now Enter your User ID

   a. For CDSL: 16 digits beneficiary ID,

   b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

   c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
	Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(ix) After entering these details appropriately, click on “SUBMIT” tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant “DECCAN GOLD MINES LIMITED” on which you choose to vote.

(xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) If Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. I phone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively on or after June 30, 2016. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxii) Any person, who acquires shares of the Company and becomes a member after dispatch of the notice and holding shares as on the cut-off Date i.e., Wednesday, September 21, 2016 may obtain the login and password by sending a request @ helpdesk.evoting@cdsoindia.com.

However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote.

II. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, September 21, 2016. A person who is not a member as on the cut off date should treat this notice for information purposes only.

III. A copy of this notice has been/ shall be placed on the website of the Company and the website of CDSL

IV. Mr. Himanshu S. Kamdar, Partner of M/s. Rathi & Associates, Practicing Company Secretaries, Mumbai (Membership No. 5171, Certificate of Practice No. 3030) has been appointed as the Scrutinizer to scrutinize the Remote e-voting and physical ballot process in a fair and transparent manner.

V. 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.

VI. The Scrutinizer shall immediately 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 (2) 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 of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

VII. The members who have cast their votes by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

VIII. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.deccangoldmines.com and on the website of CDSL immediately after the declaration of results by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, Mumbai, and the Stock Exchange is required to place the same on their website. The same shall also be placed on the website of CDSL.

IX. 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,
LBC Marg, Bhandup (West), Mumbai – 400078.
Phone No. (022) 25963838 Fax No. (022) 25946969
Email: rnt.helpdesk@linkintime.co.in

7. Members / Proxies are requested to bring the attendance slips duly filled in to the Meeting.

By order of the Board
for DECCAN GOLD MINES LIMITED

Place : Mumbai
Date : August 1, 2016

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.:022-033040797 Fax No.: 022-33040779.
Email.: info@deccangoldmines.com Website.: www.deccangoldmines.com

Route Map for Boundary Hall, 1st Floor, Mumbai Cricket Association Recreation Centre, RG-2, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051

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

ITEM NO. 4:

Mr. Sandeep Lakhwara (DIN: 01049978) was appointed as Managing Director of your Company for a period of 3 years with effect from May 1, 2013 with the approval of shareholders at their 29th Annual General Meeting (AGM) held on December 11, 2013. Keeping in mind the scaling up in the operations of the Company, his monthly remuneration was revised to INR 700,000/- from January 1, 2015 for the remainder of his term up to April 30, 2016 with the approval of the shareholders obtained by way of Special Resolution at the 30th AGM held on December 30, 2014.

The Nomination and Remuneration Committee and Board of Directors at their respective meetings held on March 4, 2016 considered and recommended the re-appointment of Mr. Sandeep Lakhwara as Managing Director of the Company for a period of 2 years with effect from May 1, 2016 upon the existing terms and conditions of his appointment including remuneration of INR 700,000/- per month, subject to the approval of the Members of the Company.

The aggregate of the remuneration as aforesaid shall be in compliance with the provisions of Sections 196 and 197 read with Schedule V to the Act, as amended and as in force from time to time.

As per provisions of Section 196, 197 read with Part II Section II of Schedule V of the Companies Act, 2013, it would be necessary to seek the approval of members for re-appointment of Managing Director and hence the same is placed for approval of members.

The disclosure required in terms of Part II Section II of Schedule V of the Companies Act, 2013 is given hereunder.

I. GENERAL INFORMATION:

Nature of Industry	Gold exploration
Date or expected date of commencement of commercial production	Expected commencement of commercial production is early 2018 subject to issue of Letter of Intent / Grant Notification Letter and execution of Mining Lease thereafter in respect of Ganajur Gold Project whose details are given below.
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable

Financial performance based on given indicators:

Particulars			(INR in '000s)
	2015-16	2014-15	2013-14
Total Income	3,459	3,804	5,895
Profit/(Loss) before Taxation	(68,954)	(16,049)	(3,359)
Profit/(Loss) after Tax	(68,954)	(16,049)	(3,359)
Balance brought forward	(82,899)	(66,826)	(63,467)
Balance transferred to Balance Sheet	(151,853)	(82,899)	(66,826)
	No. of shares	No. of shares	No. of shares
Paid-up capital	89,227,375	59,218,250	58,867,250

The Company is a Gold exploration Company and awaits issue of Letter of Intent / Grant Notification Letter in respect of the Ganajur Gold Project of its wholly-owned subsidiary i.e., Deccan Exploration Services Private Limited.

Foreign investments or collaborations, if any:

Rama Mines Mauritius Limited, Mauritius (RMML) is the promoter of the Company and as on date i.e., August 1, 2016 holds 25,784,541 equity shares of Re.1/- each translating to 28.54% stake in the Company.

II Information about the appointee:

Sr. No.	Particulars	
1	Background details	Sandeep Lakhwara has several years of experience advising junior Australian exploration and mining companies on development strategies. Educated at Curtin University in Western Australia and a member of the Australian Society of Certified Practising Accountants (CPAs), Sandeep has been a principal and partner of several Australian based accounting practices specializing in capital raisings for the mineral industry, financial planning and corporate regulatory requirements for publicly listed companies. He lived in Australia for 25 years, headed various organizations in the past, at times taking small start-ups to fully developed successful businesses, and moved to Bangalore, India during 2002 to oversee the development of the mineral exploration projects in India.
2	Recognition or awards	Sandeep has made various presentations on factors influencing gold pricing, the operation and business model of international mineral exploration companies, and is regularly called upon to contribute articles on the gold mining industry to print and electronic media.
3	Past remuneration	INR 700,000/- (Rupees Seven Lacs only) per month.
4	Job profile and his suitability	Sandeep has been functioning as the Managing Director of the Company and is primarily responsible for the acquisition, growth and operations of Deccan Gold Mines Limited since 2002.
5	Remuneration proposed	INR 700,000/- (Rupees Seven Lacs only) per month (in terms of the proviso to Part II Section II (A) of Schedule V to the Companies, Act, 2013)
6	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin).	At present, Deccan Gold Mines Limited is the only gold exploration company in India that is listed on the BSE Limited (BSE). Hence, there is no comparative remuneration profile available in India.
7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Nil

III Other information:

Reasons of loss or inadequate profits	Revenue / profits can only be generated post commencement of commercial production of gold.
	Deccan Gold Mines Limited is a gold exploration company and is yet to commence commercial production.
	The Company would commence the commercial production of gold exploration after the grant of Mining Lease in respect of the Ganajur Gold Project of its wholly-owned subsidiary viz., Deccan Exploration Services Private Limited (DESPL) which is presently under the active consideration of the State Government of Karnataka for issue of Letter of Intent / Grant Notification Letter followed by execution of Mining Lease Deed between DESPL and the State Government of Karnataka.
Steps taken or proposed to be taken for improvement	The Company has been vigorously pursuing the grant of mineral concession applications lodged by it and its wholly-owned subsidiary with specific focus over the Ganajur Gold Project of its wholly-owned subsidiary DESPL. Post commencement of production, the Company is expected to earn revenues.
Expected increase in productivity and profits in measurable terms	Revenue / profits can only be generated post commencement of commercial production of gold. Commercial production can commence only after grant of Mining Lease in respect of the Ganajur Gold Project of DESPL, a wholly-owned subsidiary of the Company.
	It may be noted that DESPL commissioned an independent agency, viz., SRK Mining Services (India) Private Limited (SRK) to prepare a mineral resource estimate of the Ganajur Gold Project. SRK estimated a JORC (an internationally accepted Code for measuring mineral resources) compliant total resource of 308,000 Ozs of gold, out of which 301,000 Ozs is categorized under 'Indicated' and the rest under 'Inferred' category.
	A Bankable Feasibility Study (BFS) is currently being undertaken by Snowden, an international mining and geological consultant based in Perth, Australia and elsewhere. The BFS will cover every aspect of gold mining at Ganajur and is expected to be completed by December 2016 and will give a clear idea about the productivity and profits in measurable terms.

IV DISCLOSURES:

The remuneration package along with relevant details of remuneration paid to Mr. Sandeep Lakhwara during the financial year 2015-16 has been mentioned hereinabove.

Copy of Memorandum setting out the terms of re-appointment of the Managing Director shall remain open for inspection by members upto the date of Annual General Meeting, except on holidays, from 11.00 a.m. to 1.00 p.m.

Your Directors recommend this resolution as a Special Resolution in terms of provisions of Sections 196, 197 read