



# DECCAN GOLD MINES LIMITED

**ANNUAL REPORT 2019**

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## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE** is hereby given that the Thirty Fifth (35th) Annual General Meeting of the Members of Deccan Gold Mines Limited (CIN:L51900MH1984PLC034662) ('the Company') will be held at Banquet Hall, Sher-e-Punjab Gymkhana & Health Club Association, 368/72, Sher-E-Punjab Society, Off. Mahakali Caves Road, Andheri (East), Mumbai 400093 on Thursday, September 19, 2019 at 2.30 p.m. to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 along with the Reports of the Board of Directors and Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019 along with the Reports of the Auditors thereon.
2. To appoint a Director in place of Dr Hanuma Prasad Modali (DIN: 01817724), who retires by rotation and being eligible, has offered himself for reappointment.

### SPECIAL BUSINESS:

3. **Re-appointment of Mr. Sandeep Lakhwara (DIN: 01049978) as Managing Director of the Company for the period from May 1, 2019 to April 30, 2020 and approve payment of remuneration.**

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

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and any other Rules framed there under (including any statutory modification(s) or re-enactment or amendments thereof for the time being in force), pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the Members of the Company be accorded for re-appointment of Mr Sandeep Lakhwara (DIN: 01049978) as Managing Director of the Company from May 1, 2019 to April 30, 2020 on the terms and conditions including those relating to remuneration as set out under the Statement setting out the material facts annexed to this Notice dated August 8, 2019 for Item No. 3.

**RESOLVED FURTHER THAT** the Board of Directors ("Board") / Nomination and Remuneration Committee of Directors ("NRC") of the Company be authorised to alter and vary the terms and conditions of the said appointment including authority from time to time to determine the amount of salary, Performance Linked Incentive as also the type and amount of perquisites, other benefits and allowances payable to Mr Sandeep Lakhwara in such manner as may be agreed to between the Board / NRC and Mr Sandeep Lakhwara to do all such acts, deeds, matters and things and execute all such agreements, documents, instruments and writings as may be required in regard to the said appointment as it may in its sole and absolute discretion deem fit, to give effect to this resolution without being required to seek any further consent or approval of the shareholders."

4. **Appointment of Mr. Natesan Chinnapan (DIN: 08415969) as an Independent Director of the Company:**

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), Mr Natesan Chinnapan (DIN: 08415969) and who fulfils the requirements for being appointed as an Independent Director, and for whom the Company has received a notice under Section 160 of the Act from a shareholder proposing his candidature

## DECCAN GOLD MINES LIMITED

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for the office of Director of the Company, be appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a period of 2 (Two) years up to April 11, 2021."

**5. Appointment of Mr Kailasam Sundaram (DIN: 07197319) as an Independent Director of the Company:**

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), Mr Kailasam Sundaram (DIN: 07197319) and who fulfils the requirements for being appointed as an Independent Director, and for whom the Company has received a notice under Section 160 of the Act from a shareholder proposing his candidature for the office of Director of the Company, be appointed as an Independent Director of the Company not liable to retire by rotation to hold office for a period of 2 (Two) years up to August 7, 2021."

By Order of the Board of Directors  
For **Deccan Gold Mines Limited**

**S.Subramaniam**  
Company Secretary  
ACS No 12110

Registered Office:  
Parinee Crescenzo, 803, 8th Floor,  
Opp. MCA Ground, C38-39, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai 400051  
CIN: L51900MH1984PLC034662

Place : Bengaluru  
Date : August 8, 2019

**Notes:**

- a) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (“AGM” or “Meeting”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxies in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions / authority, as applicable, issued on behalf of the nominating organisation.

A person can act as proxy on behalf of Members not exceeding fifty (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 Member.

- b) The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 (“the Act”), concerning the Special Business in the Notice is annexed hereto and forms part of the Notice.
- c) Corporate Members intending to send their authorised representative to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representative to attend and vote at the AGM.
- d) 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.
- e) Members / Proxies / Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
- f) Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
- g) The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, September 12, 2019 to Thursday, September 19, 2019 (both days inclusive).
- h) SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder and for transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to Link Intime India Private Limited in case of holdings in physical form, mentioning your correct reference folio number.
- i) Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact Link Intime India Private Limited for assistance in this regard.
- j) Members who have not updated their bank details with the DP are requested to do so in order to enable the Company to execute NEFT/ Electronic Transfer of Dividend amount to their bank account to eliminate all risks associated with physical dividend warrants.
- k) The Annual Report 2018-19 of the Company circulated to the Members of the Company, will be made available on the Company's website [www.deccangoldmines.com](http://www.deccangoldmines.com) and also on the website of the respective Stock Exchange ([www.bseindia.com](http://www.bseindia.com))

## DECCAN GOLD MINES LIMITED

- l) Members desirous of getting any information about the financial statements of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.

**m) Voting Options:**

**Remote E-voting:** In compliance with the provisions of Section 108 of Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the remote e-voting services provided by Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

**Voting at AGM:** The Members who have not casted their vote electronically can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the venue.m

### THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:

- (i) The voting period begins on Monday, September 16, 2019 at 9:00 am and ends on Wednesday, September 18, 2019 at 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 of Thursday, September 12, 2019 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID:
- For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) 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 the address sticker / 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).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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

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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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for Deccan Gold Mines Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) 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](http://www.evotingindia.com) and register themselves as Corporates and Custodians respectively.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.
- (xix) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

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 (record date) of Thursday, September 12, 2019.

Mr. Himanshu S. Kamdar, Practicing Company Secretary (Membership No. 5171) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

The Results shall be declared after the conclusion of the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.deccangoldmines.com](http://www.deccangoldmines.com) and on the website of CDSL. The results will also be communicated to the Stock Exchanges on which the Company's equity shares are listed.

Voting at AGM: The Members who have not cast their vote electronically can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue.

# DECCAN GOLD MINES LIMITED

## STATEMENT SETTING OUT MATERIAL FACTS UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 3

The Board of Directors in their meeting held on April 12, 2019, as per the recommendation of the Nomination and Remuneration Committee, approved re-appointment of Mr Sandeep Lakhwara (DIN: 01049978) as Managing Director of the Company for a period of one year from May 1, 2019 to April 30, 2020 subject to the approval of shareholders.

Mr Sandeep has been the Managing Director of the Company since July, 2002 and is primarily responsible for the acquisition, growth and development of Deccan Gold Mines Limited. He 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), Mr 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 organisations 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 Company's mineral exploration projects in India.

Mr 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 electronic and print media.

It is proposed to re-appoint Mr Sandeep Lakhwara as Managing Director of the Company for a period of one year from May 1, 2019 to April 30, 2020 as per the terms and conditions set out below:

### **Salary & Allowances (Remuneration):** INR 700,000 per month

In the event of loss or inadequacy of profits during the tenure of the Managing Director, he shall be entitled for a minimum remuneration of Rs. 700,000 per month as per the provisions of Section II of Schedule V of the Companies Act, 2013.

No sitting fee shall be paid to Mr Sandeep Lakhwara for attending Board Meetings of the Company.

The above particulars may be treated as an abstract pursuant to Section 190 of the Companies Act, 2013.

Mr Sandeep Lakhwara is interested/ concerned in the resolution regarding his appointment and terms and conditions.

Name of the Director	Financial interest	Other interest
Mr Sandeep Lakhwara	Remuneration details as mentioned in the Explanatory Statement of this Notice	12,42,500 equity shares held in the Company (as on March 31, 2019)

Other disclosure as per Schedule V of the Companies Act, 2013:

<b>I. General Information:</b>			
1.	Nature of industry	Gold exploration	
2.	Date or expected date of commencement of commercial production	Expected commencement of commercial production is 18 months from the date of execution of Mining Lease in respect of Ganajur Gold Project.	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable	
4.	Financial performance based on given indicators	2018-19	

		Total Income	2,465
		Profit/(Loss) before Taxation	(24,047)
		Profit/(Loss) after Taxation	(24,047)
		Other comprehensive income	(283)
		Balance transferred to Balance Sheet	(24,330)
		No. of shares	93327375
		Paid-up capital	93327375
	5.	Foreign investments or collaborations, if any.	Rama Mines Mauritius Limited, Mauritius (RMML) is the promoter of the Company and as on date i.e., 8th August 2019 holds 2,50,65,125 equity shares of Re1/- each translating to 26.86% stake in the Company.
<b>II</b>	<b>Information about the appointee:</b>		
	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.	Past remuneration	INR 700,000/- (Rupees Seven Lacs only) per month.
	3.	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.
	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



## DECCAN GOLD MINES LIMITED

III.	Other information:		
1.	Reasons of loss or inadequate profits	<p>Revenue / profits can only be generated post commencement of commercial production of gold.</p> <p>Deccan Gold Mines Limited is a gold exploration company and is yet to commence commercial production.</p> <p>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.</p>	
2.	Steps taken or proposed to be taken for improvement	<p>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.</p>	
3.	Expected increase in productivity and profits in measurable terms	<p>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.</p>	

Apart from the aforesaid persons, 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 are concerned or interested in the above resolution.

### Item Nos. 4 to 5

The Company had appointed Mr Natesan Chinnapan (DIN: 08415969) and Mr Kailasam Sundaram (DIN: 07197319) with effect from April 12, 2019 and August 8, 2019 respectively as Independent & Non-Executive Director.

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of Independent Directors which came into effect from April 1, 2014, 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.

Both the aforesaid Directors have given a declaration that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, both Mr Natesan Chinnapan and Mr Kailasam Sundaram fulfil the conditions specified in the Companies Act, 2013 and Rules made thereunder for their respective appointment as Independent Director of the Company.

The Board of Directors believes that the vast experience and knowledge of the aforesaid director (s) in their respective fields shall be beneficial for the progress of the Company. Hence in the interest of the Company, the Board recommends the appointment of Mr Natesan Chinnapan and Mr Kailasam Sundaram respectively as Independent Director.

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

Apart from Mr Natesan Chinnapan and Mr Kailasam Sundaram, in their respective resolution, 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 resolutions included under Item Nos. 4 & 5.

**Profile of the Directors being appointed / re-appointed as required under Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standards – 2**

**(1) Sandeep Lakhwara:**

Age (Date of Birth)	September 5, 1955
Date of appointment on the Board	July 31, 2002
Term	May 1, 2019 to April 30, 2020
Educational Qualification	B.Bus., CPA (Australia)
Background details, Recognition or awards and Experience & Expertise in functional areas	Mr Sandeep has been the Managing Director of the Company since July, 2002 and is primarily responsible for the acquisition, growth and development of Deccan Gold Mines Limited. He 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), Mr 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 organisations 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 Company's mineral exploration projects in India.
Shareholding in the Company	1,242,500 shares (as on March 31, 2019)
Terms and Condition of appointment (Other brief terms also required to be stated)	Executive Director
Details of Remuneration sought to be paid	Rs.700,000 per month
Remuneration last drawn	Rs. 700,000 per month
Number of Meetings attended during the year	4
Relationship with other Director, Manager and other Key Managerial Personnel of the Company	Mr Sandeep is not related to any other director of the Company.
Other membership / Chairmanship of Committees of the Boards	Nil
Directorship in other Indian Public Limited Companies as on March 31, 2019	Nil
Directorship in other Indian Public Limited Companies as on March 31, 2018	Nil