

DCL:SECY:2026

Date: 14.05.2026

BSE Limited  
Corporate Relationship Department  
PhirozeJeejeebhoy Towers  
Dalal Street  
Mumbai - 400 001  
Scrip Code: 502137

National Stock Exchange of India Limited  
Listing Department  
Exchange Plaza, Plot No. C/i, G Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai-400 051  
Trading Symbol: DECCANCE

**Subject: Postal Ballot Notice and Calendar of Events of Postal Ballot.**

Please find enclosed a copy of the Postal Ballot Notice dated 14<sup>th</sup> May 2026 and Calendar of Events of Postal Ballot.

The Postal Ballot Notice will be sent by Email and Courier Today to the members as on the cut-off date, i.e., 8<sup>th</sup> May 2026 (Friday).

The above notice is also updated on the website of the Company i.e. [www.deccancements.com](http://www.deccancements.com).

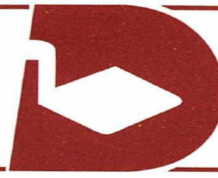
Thank you,

With regards,

For Deccan Cements Limited

Bikram Keshari Prusty  
Company Secretary

*Enclosure: Calendar of Events and Postal Ballot Notice*

**CALENDER OF EVENTS FOR THE POSTAL BALLOT**

Board Meeting Date	14 <sup>th</sup> May 2026
Relevant date as per the SEBI (ICDR) Regulations	14 <sup>th</sup> May 2026
Date of Appointment of Scrutinizer	14 <sup>th</sup> May 2026
Postal Ballot Notice Date	14 <sup>th</sup> May 2026
Cut-off Date for Postal Ballot Process	8 <sup>th</sup> May 2026
Date of Intimation to the Stock Exchanges-before sending Postal Ballot Notice to the Shareholders	14 <sup>th</sup> May 2026
Date of Sending Postal Ballot Notice	14 <sup>th</sup> May 2026
Date of Publication of Notice on Newspaper	15 <sup>th</sup> May 2026
Voting Start Date & Time	15 <sup>th</sup> May 2026, Friday at 9:00 A.M.
Voting End Date & Time	13 <sup>th</sup> June 2026, Saturday at 5:00 P.M.
Result Date	14 <sup>th</sup> June 2026, Sunday



# DECCAN CEMENTS LIMITED

CIN: L26942TG1979PLC002500

Registered Office: 'Deccan Chambers', 6-3-666/B, Somajiguda, Hyderabad - 500082  
Tel: 040-23310168, E-mail: secretarial@deccancements.com,  
Website: www.deccancements.com



## POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with  
Rule 20 & Rule 22 of the Companies (Management & Administration) Rules, 2014

VOTING STARTS ON	VOTING ENDS ON
15 <sup>th</sup> May 2026, Friday, at 9:00 a.m. (IST)	13 <sup>th</sup> June 2026, Saturday, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act'), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), (including any statutory modification or re-enactment, supplements, substitutes thereof for the time being in force), and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings/ conducting postal ballot process through e-Voting, vide General Circular Nos. 14/2020 dated 8<sup>th</sup> April 2020, 17/2020 dated 13<sup>th</sup> April 2020, 22/2020 dated 15<sup>th</sup> June 2020, 33/2020 dated 28<sup>th</sup> September 2020, 39/2020 dated 31<sup>st</sup> December 2020, 10/2021 dated 23<sup>rd</sup> June 2021, 20/2021 dated 8<sup>th</sup> December 2021, 3/2022 dated 5<sup>th</sup> May 2022, 11/2022 dated 28<sup>th</sup> December 2022, 09/2023 dated 25<sup>th</sup> September 2023, 09/2024 dated 19<sup>th</sup> September 2024, and 03/2025 dated 22<sup>nd</sup> September 2025 (collectively the 'MCA Circulars'), to transact the special business as set out hereunder through postal ballot by voting through electronic means ('remote e-Voting') only.

Pursuant to Section 102 and other applicable provisions of the Act, the statement pertaining to the said Resolution setting out the material facts and reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent through electronic mode to those Members whose e-mail addresses are registered with Deccan Cements Limited ('the Company')/ KFin Technologies Limited (KFINTECH),

Registrar and Transfer Agent ('RTA')/ Depositories (NSDL/CDSL), and to others through Post/Courier. The communication of the assent or dissent of the Members would take place through the remote e-Voting system only. The detailed procedure for remote e-Voting forms part of the 'Notes' section to this Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The Company has engaged the services of KFin Technologies Limited (KFINTECH) for the purpose of providing remote e-Voting facility to its Members. The instructions for remote e-Voting are appended to this Notice. The Notice is also available on the website of the Company at [www.deccancements.com](http://www.deccancements.com), BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at [www.nseindia.com](http://www.nseindia.com), on which the equity shares of the Company are listed and on the website of KFINTECH at [www.evoting.kfintech.com](http://www.evoting.kfintech.com).

Members desirous of exercising their vote through the remote e-Voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the 'Notes' section of this Notice for casting of votes through remote e-Voting not later than 5.00 p.m. (IST) on 13<sup>th</sup> June 2026, Saturday. The remote e-Voting facility will be disabled by KFINTECH immediately thereafter.

The Board of Directors of the Company, appointed **Mr. Vikas Sirohiya, Practicing Company Secretary** as the Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner.

**SPECIAL BUSINESS:**

**To consider and approve the proposal for the issuance of Compulsorily Convertible Debentures (CCDs):** To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

*"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and applicable SEBI Regulations, and in accordance with the provisions of the SEBI (Issue of Capital and Disclosure*

*Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory modification(s) or re-enactment, supplements, substitutes thereof for the time being in force), and subject to such other approvals, permissions and sanctions as may be necessary from SEBI, stock exchanges and other regulatory authorities, consent of the members of the Company be and is hereby accorded to the Board of Directors to create, offer, issue and allot upto 14,40,559 (Fourteen Lakh Forty Thousand Five Hundred Fifty Nine) Compulsorily Convertible Debentures (CCDs), on a preferential basis / private placement basis, in one or more tranches, to non-promoter(s) including qualified institutional buyers, alternative investment funds, trusts, and/or other eligible investor(s), at a price of INR 715 (Indian Rupees Seven Hundred and Fifteen only) aggregating upto an amount of INR 103,00,00,000 (Indian Rupees One Hundred and Three Crores only), on such terms and conditions, as more detailed in the explanatory statement annexed hereto and as may be determined by the Board or its committee.*

*RESOLVED FURTHER THAT the CCDs shall be compulsorily convertible into equity shares of the Company within a period not exceeding 18 (eighteen) months from the date of allotment, in the ratio of 1:1 [i.e., One Equity Share of INR 5 (Indian Rupees Five only) each for each CCD held], in other words, at a conversion price of INR 715 (Indian Rupees Seven Hundred and Fifteen only) for each equity share, which includes premium of INR 710 (Indian Rupees Seven Hundred and Ten only) per equity share, as determined in accordance with the pricing formula prescribed under the SEBI (ICDR) Regulations or on such terms as may be permitted under applicable law.*

*RESOLVED FURTHER THAT the equity shares to be issued and allotted upon conversion of CCDs shall rank pari passu in all respects with the existing equity shares of the Company and shall be listed on the stock exchange(s) where the existing equity shares of the Company are listed, subject to receipt of necessary approvals.*

*RESOLVED FURTHER THAT the relevant date for determination of the pricing of CCDs / equity shares to be issued upon conversion, in terms of the SEBI (ICDR) Regulations, shall be 14<sup>th</sup> May 2026.*

*RESOLVED FURTHER THAT the Board be and is hereby authorized to:*

- *finalize and execute all necessary documents, including but not limited to subscription agreements;*
- *seek in-principle and final approvals from stock exchange(s);*
- *issue and allot CCDs and ensure corporate actions for conversion into equity shares;*
- *list the resultant equity shares and complete all regulatory filings;*
- *comply with disclosure requirements under the SEBI (LODR) Regulations; and*
- *execute / do all such acts, deeds and things (of any description whatsoever) as may be necessary/required by the subscribers to give effect to this resolution.*

*RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any committee of directors or any officer(s) of the Company.”*

By Order of the Board

Place: Hyderabad  
Date: 14<sup>th</sup> May 2026

Bikram Keshari Prusty  
Company Secretary  
FCS 7855

**NOTES:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 (“the Act”) setting out the material facts and reasons in respect of the resolution as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, other Circulars issued by the Ministry of Corporate Affairs (“MCA”) from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 issued by the Securities and Exchange Board of India (“SEBI”) (“the Circulars”), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting)

for the above-mentioned resolution, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

**3. Dispatch of Postal Ballot Notice:**

This Notice is being sent through email to those Members whose email IDs are registered with KFin Technologies Limited ("KFin"), Registrar and Share Transfer Agent ("RTA") of the Company, National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL) as at close of business hours on Friday, 8<sup>th</sup> May, 2026, ("cut-off date"), and to others by Post/Courier.

4. Dispatch of the Postal Ballot Notice, will be completed by Thursday, 14<sup>th</sup> May 2026.
5. Members may note that the Notice will be available on the Company's website [www.deccancements.com](http://www.deccancements.com), website of the Stock Exchanges i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of KFin at <https://evoting.kfintech.com>.
6. Members are requested to provide their assent or dissent through remote e-voting only.

**7. Registration of e-mail ID:**

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- **Electronic mode** can register their email ID by contacting their respective Depository Participant(s) ("DP").
- **Physical mode** can register their email ID with the Company or KFin. Requests can be emailed to [secretarial@deccancements.com](mailto:secretarial@deccancements.com) or [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) or by registering with the first holder PAN at <https://kprism.kfintech.com/signup>. Existing users can login through KPRISM

(<https://kprism.kfintech.com/>). All updation has to be done through ISR Forms as prescribed by SEBI.

8. Members whose names appears in the Register of Members / List of Beneficial Owners as on the cut-off date only i.e., Friday, 8<sup>th</sup> May 2026 shall be entitled to vote on the resolution set out in this Notice. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
9. The voting through e-voting will commence on Friday, 15<sup>th</sup> May 2026 at 9:00 A.M. (IST) and ends on Saturday, 13<sup>th</sup> June 2026 at 5:00 P.M. (IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 8<sup>th</sup> May 2026, may cast their votes electronically. The remote e-voting modules shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
10. Mr. Vikas Sirohiya, Practicing Company Secretary is appointed as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting will be final.
11. The Scrutinizer will, after the conclusion of e-voting, scrutinize the votes cast through remote e-voting, make a Scrutinizer's Report and submit the same to the Chairperson.
12. The results of the Postal Ballot will be declared by Sunday, 14<sup>th</sup> June 2026 by the CMD or by person authorised by the CMD, and the resolutions will be deemed to have been passed effectively on the last day of the remote e-voting i.e. Saturday, 13<sup>th</sup> June 2026, subject to the requisite majority of the Shareholders had assented to the Resolution.
13. The result of e-voting along-with the Scrutinizer's Report, will be placed on the website of the Company: [www.deccancements.com](http://www.deccancements.com) and on the website of KFINTECH at: <https://evoting.kfintech.com>. The result will simultaneously be communicated to the stock exchanges, where the shares of the company are listed.
14. Resolution passed by the members by electronic means (remote e-voting), are deemed to have been passed effectively at a General Meeting of the

Members. The Resolution shall be declared as passed, in case of Special Resolution if the number of votes cast in favour of the Resolution is not less than three times the number of votes cast against the Resolution, and in case of Ordinary Resolution if the number of votes cast in favour of the Resolution is more than the number of votes cast against the Resolution.

15. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the details pertaining to this Postal Ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one Telugu daily newspaper circulating in Hyderabad (in vernacular language, i.e. Telugu).

**16. Instructions for remote e-voting**

The instructions for remote e-voting are given herein below.

- a. E-voting process has been enabled for all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process.
- b. Individual demat account holders would be able to cast their vote without having to register again with the E-voting Service Provider (“ESP”) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Members are advised to update their mobile number and e-mail ID with their DPs to access e-voting facility.
- c. The process and manner of remote e-voting is explained below:

**i. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.**

Type of Member	Login Method
Individual Members holding securities in demat mode with NSDL	1. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a> . You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on

registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on the company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**2. Existing Internet-based Demat Account Statement (“IDeAS”) facility Users:**

- i. Visit the e-services website of NSDL  
<https://eservices.nsd.com> either on a personal computer or on a mobile.
- ii. On the e-services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. Thereafter enter the existing user id and password.
- iii. After successful authentication, Members will be able to see e-voting services under ‘Value Added Services’. Please click on “Access to e-voting” under e-voting services, after which the e-voting page will be displayed.
- iv. Click on company name i.e. **‘DECCAN CEMENTS LIMITED’** or ESP i.e. KFin.
- v. Members will be re-directed to KFin’s website for casting their vote during the remote e-voting period.

**3. Those not registered under IDeAS:**

- i. Visit  
<https://eservices.nsd.com> for

	<p>registering.</p> <ol style="list-style-type: none"> <li>ii. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>iii. Visit the e-voting website of NSDL <a href="https://www.evoting.nSDL.com">https://www.evoting.nSDL.com</a></li> <li>iv. Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder / Member’ section. A new screen will open.</li> <li>v. Members will have to enter their User ID (i.e. the sixteen digit demat account number held with NSDL), password / OTP and a verification code as shown on the screen.</li> <li>vi. After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.</li> <li>vii. Click on company name i.e. <b>‘DECCAN CEMENTS LIMITED’</b> or ESP name i.e. KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period.</li> <li>viii. Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol>
<p>Individual Members holding securities in demat mode with CDSL</p>	<p><b>1. Existing user who have opted for Electronic Access To Securities Information (“Easi/Easiest”) facility:</b></p> <ol style="list-style-type: none"> <li>i. Visit <a href="https://web.cdslindia.com/myeasitoken/Home/Login">https://web.cdslindia.com/myeasitoken/Home/Login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Click on New System Myeasi.</li> <li>iii. Login to Myeasi option under</li> </ol>

	<p>quick login.</p> <ul style="list-style-type: none"> <li>iv. Login with the registered user ID and password.</li> <li>v. Members will be able to view the e-voting Menu.</li> <li>vi. The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.</li> </ul> <p><b>2. User not registered for Easi/Easiest</b></p> <ul style="list-style-type: none"> <li>i. Visit  <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a> or  <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</a> for registering.</li> <li>ii. Proceed to complete registration using the DP ID, Client ID (BO ID), etc.</li> <li>iii. After successful registration, please follow the steps given in point no. 1 above to cast your vote.</li> </ul> <p><b>3. Alternatively, by directly accessing the e-voting website of CDSL</b></p> <ul style="list-style-type: none"> <li>i. Visit <a href="http://www.cdslindia.com">www.cdslindia.com</a>.</li> <li>ii. Provide demat account number and PAN.</li> <li>iii. System will authenticate user by sending OTP on registered mobile and email as recorded in the demat Account.</li> <li>iv. After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. <b>'DECCAN CEMENTS LIMITED'</b> or select KFin.</li> <li>v. Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication.</li> </ul>
Individual Members login through their demat accounts / website of	<ul style="list-style-type: none"> <li>i. Members can also login using the login credentials of their demat account through their</li> </ul>

DPs	<p>DPs registered with the Depositories for e-voting facility.</p> <ol style="list-style-type: none"> <li>ii. Once logged-in, Members will be able to view e-voting option.</li> <li>iii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>iv. Click on options available against '<b>DECCAN CEMENTS LIMITED</b>' or 'KFin'.</li> <li>v. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> <li>vi. Members can also login using the login credentials of their demat account through their DPs registered with the Depositories for e-voting facility.</li> <li>vii. Once logged-in, Members will be able to view e-voting option.</li> <li>viii. Upon clicking on e-voting option, Members will be redirected to the NSDL / CDSL website after successful authentication, wherein they will be able to view the e-voting feature.</li> <li>ix. Click on options available against '<b>DECCAN CEMENTS LIMITED</b>' or 'KFin'.</li> <li>x. Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.</li> </ol>
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**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.**

<b>Login type</b>	<b>Helpdesk details</b>
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 102 0990</b> and <b>1800 22 4430</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022-62343625, 022-62343626, 022-62343259</b>

In case of any query and/ or assistance required, Members may refer to the Help & Frequently Asked Questions (“FAQs”) available at the download section of <https://evoting.kfintech.com> or contact KFin at the email ID [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin’s toll free No.: 1800 309 4001 for any further clarifications/ technical assistance that may be required.

**ii. Access to KFin e-voting system in case of members holding shares in physical and non-individual members in demat mode:**

Members whose e-mail IDs are registered with the Company / DPs, will receive an e-mail from KFin which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the URL: <https://emeetings.kfintech.com>.
- ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting the vote.
- iii. After entering these details appropriately, click on “LOGIN”.
- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least

one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the “EVEN” i.e., ‘DECCAN CEMENTS LIMITED’ and click on “Submit”
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under “FOR/AGAINST” or alternatively, you may partially enter any number in “FOR” and partially “AGAINST” but the total number in “FOR/ AGAINST” taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option “ABSTAIN”. If the Member does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ demat accounts.
- ix. In case you do not desire to cast your vote, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on “Submit”.
- xi. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have

voted on the resolution.

- xii. Institutional members (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. with attested specimen signatures of the duly authorised signatory(ies) who are authorised to vote on their behalf. The documents should be emailed to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) with the subject line "DECCAN CEMENTS LIMITED-POSTAL BALLOT 2026".

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

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

The Company in order to meet its funding requirements for repayment of existing term loans and related liabilities, proposes to raise funds aggregating up to INR 103,00,00,000 (Indian Rupees One Hundred and Three Crores only) by issuance of Compulsorily Convertible Debentures (CCDs).

Accordingly, the Board of Directors of the Company, at its meeting held on this day of 14<sup>th</sup> May 2026, has, subject to the approval of the members and such other approvals as may be required, approved the issuance of 14,40,559 (Fourteen Lakh Forty Thousand Five Hundred Fifty Nine) Compulsorily Convertible Debentures (CCDs) on a preferential / private placement basis, in one or more tranches, at a price of INR 715 (Indian Rupees Seven Hundred and Fifteen only), aggregating up to an amount of INR 103,00,00,000 (Indian Rupees One Hundred and Three Crores only), in accordance with the provisions of Sections 23, 42, 62 and 71 of the Companies Act, 2013 ("Act") read with the applicable rules framed thereunder, and/or the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The approval of the members is accordingly being sought by way of special resolution.

**The details of the proposed issue are as follows:**

1. Objects of the Issue:

The proceeds of the issue shall be utilized for repaying the existing term loans and related liabilities of the Company.

2. Salient features / material terms of the proposed issue:

Particulars	Compulsorily Convertible Debentures (CCDs)
Issue Size, the amount which the company intends to raise by way of issuance of CCDs	Upto INR 103.00 Crores
Time Frame within which the preferential issue shall be completed / proposed time schedule	The allotment of CCDs shall be completed within 15 days from the date of Shareholders' approval or as may be provided under SEBI (ICDR) Regulations.
No. of Tranches	One or more Tranches
Nature & Type / Particulars of Offer including date of passing Board Resolution	Issuance of Unsecured Fully and Compulsorily Convertible Debentures as approved by the Board in the Meeting held on 14 <sup>th</sup> May 2026
Class / Kind of Securities	Compulsorily Convertible Debentures convertible into Equity Shares of Face Value of INR 5 each at a premium of INR 710 per Equity Share
Tenure	Not exceeding 18 Months
Conversion Period	Within 18 months from the date of allotment of CCDs
Coupon Rate	6% p.a. payable monthly
Maximum number of Debentures to be issued	14,40,559
Face Value per CCD	INR 715 per CCD
Issue Price per CCD	INR 715 per CCD
Conversion Ratio	1 : 1 (One Equity Share of INR 5 each for each CCD held)
Conversion Price	INR 715 per Equity Share of Face Value of INR 5 per Equity Share at a Premium of INR 710 per Equity Share
Basis of Valuation / basis or justification for the price (including premium, if any)	As approved by the Board as per Regulation 164 r/w Regulation 166A of the SEBI (ICDR) Regulations, 2018, since the proposed allotment will result in more than 5% of the post issue fully diluted share capital of the issuer to allottees acting in concert.

Particulars	Compulsorily Convertible Debentures (CCDs)
	The Valuation/ Price has been arrived at in terms of valuation report issued by the Registered Valuer.  Weblink of the Valuation Report is provided at Sl. No.9 of the Explanatory Statement.
Listed/ Unlisted	Unlisted
Relevant date	14 <sup>th</sup> May 2026
Mode of Issue	Preferential Allotment/ Private Placement
Name of Allottees	Details furnished below in the next table
Intent of the Promoter(s), Director(s), Key Managerial Personnel, Senior Management of the Company to subscribe to the offer	The Promoter(s), Director(s), Key Managerial Personnel, Senior Management of the Company have no intention to subscribe to the offer
Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	Not Applicable
Principle terms of assets charged as securities	Not Applicable, since the CCDs are unsecured
Current Status or Class or Category of Allottees	AIF Non-Promoter
No. of CCDs to be issued to the above stated Allottees	14,40,559
Status or Class or Category of Allottees post issue	AIF Non-Promoter
Name of the Debenture Trustee Appointed	Axis Trustee Services Limited
Execution of Debenture Trust Deed	The Company will execute a Debenture Trust Deed in favour of the Debenture Trustee within the prescribed time

Name of the Allottees	No. of CCDs to be Allotted
Neo Credit Opportunities Fund I	43,272
Neo Special Credit Opportunities Fund	4,19,582
Neo Special Credit Opportunities Fund II	7,93,650
Neo Special Credit Opportunities Fund II A	1,14,125
Neo Prime Fund	69,930
<b>TOTAL</b>	<b>14,40,559</b>

3. Shareholding Pattern Before and After the Issue:

Category	Pre preferential issue		Post preferential issue	
	No of Shares	%	No of Shares	%
Promoters and Promoter Group (A)	78,78,908	56.25	78,78,908	51.00
Public (B)	61,28,592	43.75	75,69,151	49.00
<b>Total (A) + (B)</b>	<b>1,40,07,500</b>	<b>100.00</b>	<b>1,54,48,059*</b>	<b>100.00</b>
Custodian (C)	-	-	-	-
<b>Grand Total (A) + (B) + (C)</b>	<b>1,40,07,500</b>	<b>100.00</b>	<b>1,54,48,059</b>	<b>100.00</b>

\* Assuming all the 14,40,559 CCDs stands converted into equal number of Equity Shares as per the terms of the issue, to the proposed allottees.

4. Change in Control, if any:

The proposed allotment will not result in any change in control of the Company.

5. Number of Persons to whom Allotment on Preferential Basis has already been made during the Year:

The Company has not made any preferential allotment of securities during the current financial year.

6. Justification for Allotment to Promoters (if applicable): Not Applicable

7. Identity of the natural persons who are the ultimate beneficial owners or who ultimately control the proposed allottees:

Name of the Allottees	Identity of the natural persons who are the ultimate beneficial owners or who ultimately control the proposed allottees
Neo Credit Opportunities Fund I	The Company has received declarations from the Investment Manager of each of the proposed allottee, to the effect "That, the Investor is a Securities and Exchange Board of India registered Category II Alternative Investment Fund, structure as a trust. Hence, there are no individual beneficial owners of the Investor."  Hence, for the limited purpose of disclosures, the details of a senior managing official ("SMO") of the Investor are provided.  Accordingly, <b>Mr. Puneet Jain</b> has been named as SMO.
Neo Special Credit Opportunities Fund	
Neo Special Credit Opportunities Fund II	
Neo Special Credit Opportunities Fund II A	
Neo Prime Fund	

8. The percentage of post preferential issue capital that may be held by the allottees and change in control, if any:

Name of the Allottees	Pre Preferential issue		Post Preferential issue	
	Nos.	%	Nos.	%
Neo Credit Opportunities Fund I	0	0.00	43,272	0.28
Neo Special Credit Opportunities Fund	0	0.00	4,19,582	2.72
Neo Special Credit Opportunities Fund II	0	0.00	7,93,650	5.14
Neo Special Credit Opportunities Fund II A	0	0.00	1,14,125	0.74
Neo Prime Fund	0	0.00	69,930	0.45
<b>Total Holding of Allottees</b>	<b>0</b>	<b>0.00</b>	<b>14,40,559</b>	<b>9.33</b>
<b>Total of the Issuer</b>	<b>1,40,07,500</b>	<b>100.00</b>	<b>1,54,48,059</b>	<b>100.00</b>

Upon total conversion of CCDs into Equity Shares the allottees will hold 9.33% of the post preferential issue capital and there shall be no change in control of the Company.

9. Valuation Report/ Name and Address of the Valuer who performed Valuation:

A copy of the valuation report obtained from Mr. V Gangadhara Rao N (IBBI Membership No. IBBI/RV/06/2019/10709, CA M No. 219486), having their office at House No. 1-89/1/42, 3rd Floor, Plot No 41 & 43, Sri Ram Nagar Colony, Kavuri Hills, Guttala Begumpet, Madhapur, Hyderabad, Telangana-500081, is placed on the website of the company. The said report can be seen at:

[https://deccancements.com/Disclosure-under-Regulation-46\(2\)-of-the-SEBI\(LODR\)-Regulations.php](https://deccancements.com/Disclosure-under-Regulation-46(2)-of-the-SEBI(LODR)-Regulations.php)

10. Undertaking:

The Company undertakes that:

- It shall re-compute the price of CCDs/equity shares in terms of SEBI ICDR Regulations where required.
- If the amount payable on account of re-computation is not paid within the prescribed time, the CCDs/shares shall continue to be locked-in till such amount is paid.
- Neither the Company nor its promoters and directors are willful defaulters or fraudulent borrowers.

11. Certificate by a Practicing Company Secretary:

M/s. P S Rao & Associates, Practicing Company Secretary has issued a certificate, wherein it has been stated that the proposed preferential issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The said certificate can be seen at:

[https://deccancements.com/Disclosure-under-Regulation-46\(2\)-of-the-SEBI\(LODR\)-Regulations.php](https://deccancements.com/Disclosure-under-Regulation-46(2)-of-the-SEBI(LODR)-Regulations.php)

11. Other Disclosures:

- The issue price / conversion price of CCDs and the equity shares to be allotted upon conversion shall be determined in accordance with the pricing guidelines prescribed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- The CCDs and the equity shares arising upon conversion shall be subject to lock-in requirements as prescribed under the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.
- The equity shares arising on conversion of CCDs shall be listed on the stock exchange(s) where the existing equity shares of the Company are listed, subject to necessary approvals.
- The Company shall comply with all applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI Regulations.
- The funds shall be received through banking channels and the allotment shall be completed within the prescribed timelines.
- The Board of Directors of the Company believes that the proposed issuance of CCDs are in the best interest of the Company as it would enable efficient raising of funds to support its business operations and growth plans.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding and/or participation in the proposed issue, if any.

The Board of Directors recommends the Special Resolutions for approval by the members.

By Order of the Board

Place: Hyderabad  
Date: 14<sup>th</sup> May 2026

Bikram Keshari Prusty  
Company Secretary  
FCS 7855