



NOTICE

NOTICE is hereby given that the 20th Annual General Meeting of the Shareholders of the Company will be held at Walchand Hirachand Hall, 4th floor LNM IMC Building, Indian Merchants' Chambers Marg, Mumbai -400 020 on Friday, 24th September 2004 at 3.00 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March 2004 and the Profit and Loss Account made upto that date and the reports of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Ashok Kumar Gupta who retires from the office by rotation, and being eligible offers for reappointment.
3. To reappoint the Auditors of the Company to hold office from the conclusion of this Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. **To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Prof. V.K.Gaur who was appointed as an Additional Director of the Company with effect from 24th April 2004, and who holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956, but who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member of the Company pursuant to the provisions of Section 257 of the Act signifying his intention to propose his appointment as Director of the Company be and is hereby appointed as Director of the Company”.

5. **To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Dr. M. Ramakrishnan who was appointed as an Additional Director of the Company with effect from 24th April 2004, and who holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956, but who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member of the Company pursuant to the provisions of Section 257 of the Act signifying his intention to propose his appointment as Director of the Company be and is hereby appointed as Director of the Company”.

6. **To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Mr. K. R. Krishnamurthy who was appointed as an Additional Director of the Company with effect from 24th April 2004, and who holds office upto the date of this Annual General Meeting pursuant to the provisions of Section 260 of the Companies Act, 1956, but who is eligible for reappointment and in respect of whom the Company has received a notice in writing from a member of the Company pursuant to the provisions of Section 257 of the Act signifying his intention to propose his appointment as Director of the Company be and is hereby appointed as Director of the Company”.

7. **To consider and, if thought fit, to pass, with or without modifications, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 198,269,309,311 and other applicable provisions, if any, of the Companies Act, 1956, read with Schedule XIII and guidelines for managerial remuneration issued by the Central Government from time to time, the Company hereby approves of the appointment by the Board of Directors (“the Board”) of Mr. Sandeep Lakhwara as Managing Director on a salary of Rs. 70,000/- per month with effect from 1st May 2004 for a period of 3 years



with liberty to either party to terminate the appointment on three months notice in writing to the other, with further liberty to the Board of Directors to increase the salary and/or revise the terms of employment, from time to time in such manner as may be in the best interest of the Company subject however to the restrictions, if any, contained in the Companies Act, 1956, including Schedule XIII thereto as amended upto date.

“Provided that where, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay the above salary to the Managing Director as and by way of minimum remuneration subject to the applicable provisions of Schedule XIII of the said Act”.

By Order of the Board

Bangalore
31st July 2004

Manoj Deshmukh
Company Secretary

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
- Pursuant to the provisions of Section 173(2) of the Companies Act 1956, Explanatory Statement in respect of Item nos. 4 to 7 of the Notice is given in Annexure I.
- Members are requested to send all their documents and communication pertaining to shares to Intime Spectrum Registry Limited, C-13, Pannalal Silk Mills Compound, LBS Road, Bhandup West, Mumbai- 400 078, Telephone No. 91 22 55555454, Fax- 91 22 55555353, E-mail- isrl@vsnl.com for both physical and demat segment of Equity Shares. Please quote on all correspondence Unit- Deccan Gold Mines Limited.
- Members are requested to notify changes in addresses, if any, immediately to Intime Spectrum Registry Limited, Share Transfer Agents of the Company, quoting their folio numbers.
- Pursuant to the provisions of Clause 49 of the Listing Agreement, details of Directors seeking appointment/re-appointment at the Annual General Meeting is given in Annexure II.
- Members who wish to obtain any information on the Company or view the Accounts for the financial year ended 31st March 2004, may visit the Company's website www.deccangoldmines.com or send their queries at least 10 days before the Annual General Meeting to the Company Secretary at Company's Registered Office at 49A, Nariman Bhavan, Nariman Point, Mumbai -400 021.
- Members / Proxies attending the Meeting are requested to bring their copy of the Annual Report for the reference at the Meeting as also the Attendance Slip duly filled in for attending the meeting.
- Register of members and share transfer books will remain closed from Saturday, 18th September 2004 to Friday, 24th September 2004 (both days inclusive).



ANNEXURE I

Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956

Item No. 4

Prof. V.K. Gaur was appointed as an Additional Director by the Board of Directors of the Company with effect from 24th April 2004. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Prof. V.K.Gaur holds office upto the date of ensuing Annual General Meeting. The Company has received a notice alongwith a deposit of Rupees Five Hundred from a member of the Company pursuant to the provisions of Section 257 of the Companies Act, 1956 signifying his intention to propose the appointment of Prof. V.K.Gaur as Director of the Company.

The appointment of Prof. V.K. Gaur as Director of the Company is in the interest of the Company and the other Directors recommend the resolution for your approval.

None of the Directors of the Company other than Prof. V.K. Gaur is concerned or interested in the resolution proposed.

Item No. 5

Dr. M Ramakrishnan was appointed as an Additional Director by the Board of Directors of the Company with effect from 24th April 2004. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Dr. M Ramakrishnan holds office upto the date of ensuing Annual General Meeting. The Company has received a notice alongwith a deposit of Rupees Five Hundred from a member of the Company pursuant to the provisions of Section 257 of the Companies Act, 1956 signifying his intention to propose the appointment of Dr. M. Ramakrishnan as Director of the Company.

The appointment of Dr. M. Ramakrishnan as Director of the Company is in the interest of the Company and the other Directors recommend the resolution for your approval.

None of the Directors of the Company other than Dr. M. Ramakrishnan is concerned or interested in the resolution proposed.

Item No. 6

Mr. K.R. Krishnamurthy was appointed as an Additional Director by the Board of Directors of the Company with effect from 24th April 2004. Pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. K.R. Krishnamurthy holds office upto the date of ensuing Annual General Meeting. The Company has received a notice alongwith a deposit of Rupees Five Hundred from a member of the Company pursuant to the provisions of Section 257 of the Companies Act, 1956 signifying his intention to propose the appointment of Mr. K.R. Krishnamurthy as Director of the Company.

The appointment of Mr. K.R. Krishnamurthy as Director of the Company is in the interest of the Company and the other Directors recommend the resolution for your approval.

None of the Directors of the Company other than Mr. K.R. Krishnamurthy is concerned or interested in the resolution proposed.

Item No.7

The Board of Directors of the Company at its meeting held on 24th April 2004 appointed Mr. Sandeep Lakhwara as Managing Director of the Company for a period of three years with effect from 1st May 2004. Details of his remuneration, recommended by Remuneration Committee and approved by the Board of Directors have been set out in the resolution.

Mr. Sandeep Lakhwara is a Certified Public Accountant from Australia and has extensive experience in international trade, banking and finance and is well versed in gold and base metal exploration arena. He was primarily responsible for the acquisition of this Company and is entrusted with the responsibility to oversee and develop the Company's entire operations in India and internationally.

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In the event of inadequacy or absence of profits in any financial year during his tenure as Managing Director, Mr. Sandeep Lakhwara will be entitled to the remuneration set out in the resolution, as and by way of minimum remuneration.

None of the Directors of the Company other than Mr. Sandeep Lakhwara is concerned or interested in the resolution proposed.

By Order of the Board

Bangalore
31st July 2004

Manoj Deshmukh
Company Secretary

ANNEXURE II

Additional Information pursuant to Clause 49 of the Listing Agreement

Details of Directors seeking appointment/re-appointment in the Annual General Meeting

Name of the Director	Date of Birth	Date of Appointment	Expertise in	Qualification	Other Directorships Chairman/Member of Committees
Mr. Ashok Kumar Gupta	20.05.1950	21.01.2003	Legal and taxation	B.Com. LLB. FCA	Director - 1. Dewan Housing Finance Corporation Ltd. 2. DHFL Vysya Housing Finance Ltd. 3. Punjab & Maharastra Co-op Bank Ltd. 4. DHFL Insurance Services Ltd. 5. DHFL Assets Reconstruction Corporation Ltd. 6. Gold Finger Finance & Investment Pvt. Ltd. Member-Audit Committee 1. Dewan Housing Finance Corporation Ltd. 2. Punjab & Maharastra Co-op Bank Ltd.
Prof. V.K.Gaur	11.07.1936	24.04.2004	Geophysics	M.Sc., Ph.D.	Nil
Dr.M.Ramakrishnan	27.04.1940	24.04.2004	Precambrian geology	D.I.C. Ph.D. B.Sc., AMIE C.Eng.	Nil
Mr. K.R. Krishnamurthy	05.03.1939	24.04.2004	Mining engineering	B.Sc. AMIE C.Eng.	Nil