



# DECCAN TRANSCON LEASING LTD.

(Erstwhile Deccan Transcon Leasing Private Limited)  
(CIN: L63090TG2007PLC052599)

## NOTICE OF EXTRAORDINARY GENERAL MEETING (01/2025-2026)

Notice is hereby given that the (01/2025-2026) Extraordinary General Meeting of the Members of DECCAN TRANSCON LEASING LIMITED (“Company”) will be held on Tuesday, March 24, 2026, at 02:30 P.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), at Registered Office of the Company situated at Suite No. 507, 5<sup>th</sup> Floor Image Capital Park, Image Garden Road, Madhapur, Hyderabad, Shaikpet, Telangana – 500081, India to transact the following business:

### SPECIAL BUSINESS

**Item No. 1- To consider and, if thought fit, approve the material related party transaction(s) proposed to be entered into by the company with Deccan Shipping and Logistics SDN BHD, subsidiary of the Company (Related party of the Company) during the financial year 2025-26 and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (“Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 23 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time and based on the recommendation of the Audit Committee at its meeting held on February 23, 2026 and approval of the Board of Directors at its meeting held on February 25, 2026, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (“Board”) to enter into and/or carry out related party transaction(s), whether individually or in a series of transactions, during the financial year 2025-26, with Deccan Shipping and Logistics SDN. BHD., subsidiary and related party of the Company, notwithstanding that the aggregate value of such transactions may exceed the materiality threshold prescribed under Regulation 23 of the SEBI Listing Regulations.

**RESOLVED FURTHER THAT** the consent of the Members be and is hereby accorded to the Board to enter into Material Related Party Transaction(s) with the aforesaid related party for an aggregate amount not exceeding ₹28.82 crore (Rupees Twenty-Eight Crore Eighty-Two Lakh only) during the financial year 2025-26, which shall include operational transactions of ₹21 crore and strategic equity investment of approximately ₹7.82 crore (USD 850,000) towards subscription to fresh equity shares, resulting in increase in the Company’s shareholding in the said subsidiary.

**RESOLVED FURTHER THAT** the aforesaid operational transactions shall be in the ordinary course of business and on an arm’s length basis, and the equity investment shall be undertaken at fair value in accordance with applicable regulatory requirements.

**RESOLVED FURTHER THAT** for the purpose of Regulation 23 of the SEBI Listing Regulations, the materiality of transactions has been assessed on an aggregate basis for the Related Party for FY 2025-26, and accordingly the aforesaid transactions qualify as Material Related Party Transactions requiring approval of the Members.

**RESOLVED FURTHER THAT** all related parties of the Company, whether or not a party to the transaction(s), shall abstain from voting on this resolution in accordance with Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to finalise, execute, amend, modify and/or vary the terms and conditions of the said contracts/arrangements/transactions, to execute all necessary agreements and documents, and to take all such steps and actions as may be necessary to give effect to this resolution and to comply with all applicable statutory and regulatory requirements.”



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By Order of the Board of Directors  
For **Deccan Transcon Leasing Limited**

Khushboo Gautam  
Company Secretary & Compliance Officer  
M. No. A66993

Date: February 27, 2026  
Place: Hyderabad, Telangana



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## NOTES:

### VIRTUAL MEETING & E-VOTING FACILITY

The Ministry of Corporate Affairs (“MCA”), vide its General Circular dated 22<sup>nd</sup> September 2025, issued in continuation of its earlier circulars in this regard (collectively referred to as “MCA Circulars”), has permitted the holding of General Meetings through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) without the physical presence of Members at a common venue.

MUFG Intime India Private Limited (“MUFG”), through its InstaVote and InstaMeet platforms, the Registrar and Transfer Agent, will facilitate:

Remote e-voting,  
Participation in the EGM through VC/OAVM, and  
E-voting during the EGM itself.

### REMOTE E-VOTING PERIOD

The remote e-voting period begins on Saturday, 21<sup>st</sup> March 2026 (9:00 A.M. IST) and ends on Monday, 23<sup>rd</sup> March 2026 (5:00 P.M. IST). During this period, shareholders holding shares either in physical form or in dematerialised form as on the cut-off date, Tuesday, 17<sup>th</sup> March 2026, may cast their vote electronically. The remote e-voting module shall be disabled by MUFG Intime India Private Limited thereafter.

The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., Tuesday, 17<sup>th</sup> March 2026.

Facility for joining the EGM through VC/OAVM shall open 15 minutes before the time scheduled for the EGM and shall be kept open till the expiry of 15 minutes after the scheduled time on a first-come-first-served basis.

Members with >2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc. may be allowed to the meeting without restrictions on a first-come-first-served basis.

Detailed instructions for joining the EGM through VC/OAVM and for voting are provided in this Notice and will also be available on the Company’s website at <https://www.deccantrans.com>.

Pursuant to SEBI (LODR) (Third Amendment) Regulations, 2024, which became effective on 12 December 2024, the requirement of sending Proxy Forms is not applicable for General Meetings conducted only through electronic mode. Accordingly, Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.

### EXPLANATORY STATEMENT

An Explanatory Statement relating to item of Special Business, to be transacted at the EGM, is annexed hereto.

### NOTES FOR ATTENDING THE MEETING THROUGH ELECTRONIC MODE:

1. The Ministry of Corporate Affairs (“MCA”), through its General Circular dated 22 September 2025 and related earlier circulars, has permitted companies to hold General Meetings via Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) without members being physically present at a common venue.
2. The members are requested to follow the following instructions in order to attend and participate in the EGM through VC:
  - a. The login ID and password for joining the meeting will be sent separately.



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- b. The facility for joining the EGM shall be kept open for 15 minutes before the scheduled time to start the EGM and 15 minutes after the expiry of the said scheduled time.
- c. Members who hold shares in dematerialized form are requested to furnish their Client ID and DP ID Nos., and members who hold shares in physical form are requested to furnish their folio number for easy identification of attendance at the EGM.
- d. Queries may be sent to [compliance@deccantrans.com](mailto:compliance@deccantrans.com) in advance of the meeting so that the answers may be made readily available at the EGM.
- e. Members are requested to email: [rajiv.ranjan@in.mpms.mufg.com](mailto:rajiv.ranjan@in.mpms.mufg.com) or call 040 – 40146828 in case of any technical assistance required at the time of logging in/ assessing/ voting at the EGM through VC.
3. Since this EGM will be conducted through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxy by the Members will not be available for this EGM, and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
4. Members are requested to notify of the change in their e-mail address, if any.
5. Corporate Members intending to nominate their authorized representatives to attend the EGM are requested to send a duly certified scanned copy (PDF/ JPEG format) of the Board Resolution authorizing such representatives to attend and vote at the EGM, at [compliance@deccantrans.com](mailto:compliance@deccantrans.com) & [rajiv.ranjan@in.mpms.mufg.com](mailto:rajiv.ranjan@in.mpms.mufg.com).
6. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which Directors are interested under Section 189 of the Act shall be available for inspection electronically at the request of the Members during the EGM.
7. All the documents referred to in the Notice and the Explanatory Statement shall be available for inspection through electronic mode. All shareholders will be able to inspect all documents referred to in the Notice electronically without any fee from the date of circulation of this Notice up to the date of the EGM. Members seeking inspection of such documents can send an email to [compliance@deccantrans.com](mailto:compliance@deccantrans.com)
8. The attendance of the Members attending the EGM through VC will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

## THE INSTRUCTIONS FOR E-VOTING ARE AS UNDER:

In terms of the SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email ID correctly in their demat accounts to access the remote e-Voting facility.

## LOGIN METHOD FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

### INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

#### METHOD 1 - NSDL IDeAS facility

Shareholders registered for the IDeAS facility:

Visit URL: <https://eservices.nsdl.com> and click on the “Beneficial Owner” icon under “IDeAS Login Section”.



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Click on the “Beneficial Owner” icon under the “IDeAS Login Section”.  
Post successful authentication, you will be able to see e-Voting services under Value added services section.  
Click on “Access to e-Voting” under e-Voting services.  
Click on “MUFG InTime” or “e-voting link displayed alongside the Company’s Name” and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

Shareholders not registered for the IDeAS facility:

To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>  
Enter 8-character DP ID, 8-digit Client ID, Mobile no, Verification code & click on “Submit”.  
Enter the last 4 digits of your bank account / generate ‘OTP’

Post successful registration, the user will be provided with a Login ID and password. Follow the steps given above in points (a-d).

Shareholders/ Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



## METHOD 2 - NSDL e-voting website

Visit URL: <https://www.evoting.nsdl.com>

Click on the “Login” tab available under the ‘Shareholder/Member’ section.  
Enter User ID (i.e., your 16-digit demat account no. held with NSDL), Password/OTP and a Verification Code as shown on the screen.  
Post successful authentication, you will be redirected to the NSDL depository website, wherein you will be able to see e-Voting services under Value-added services. Click on “Access to e-Voting” under e-Voting services.  
Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

## METHOD 3 - NSDL OTP based login

Visit URL: <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp>  
Enter your 8-character DP ID, 8-digit Client ID, PAN, Verification code and generate OTP.  
Enter the OTP received on your registered email ID/ mobile number and click on login.  
Post successful authentication, you will be redirected to the NSDL depository website, wherein you will be able to see e-Voting services under Value-added services. Click on “Access to e-Voting” under e-Voting services.  
Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

## INDIVIDUAL SHAREHOLDERS REGISTERED WITH CDSL EASI/ EASIEST FACILITY

### METHOD 1 - CDSL Easi/ Easiest facility:

Shareholders registered for the Easi/ Easiest facility:

Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com) & click on New System Myeasi Tab.  
Enter existing username, Password & click on “Login”.  
Post successful authentication, the user will be able to see the e-voting option. The e-voting option will have links to e-voting service providers, i.e., MUFG InTime. Click on “MUFG InTime” or “evoting link displayed alongside the Company’s Name”, and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.



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Shareholders not registered for the Easi/ Easiest facility:

To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>

Proceed with updating the required fields for registration.

Post successful registration, the user will be provided a username and password.

Follow the steps given above in points (a-c).

## METHOD 2 - CDSL e-voting page

Visit URL: <https://www.cdslindia.com>

Go to the e-voting tab.

Enter 16-digit Demat Account Number (BO ID) and PAN No. and click on “Submit”.

System will authenticate the user by sending OTP on the registered Mobile and Email as recorded in the Demat Account

Post successful authentication, the user will be able to see the e-voting option. The e-voting option will have links to e-voting service providers, i.e., MUFG InTime. Click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name”, and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

## INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH A DEPOSITORY PARTICIPANT

Individual shareholders can also log in using the login credentials of their demat account through their depository participant registered with NSDL / CDSL for the e-voting facility.

Log in to the DP website

After Successful login, the user shall navigate through the “e-voting” option.

Click on the e-voting option, and the user will be redirected to the NSDL / CDSL Depository website after successful authentication, wherein the user can see the e-voting feature.

Post successful authentication, click on “MUFG InTime” or “e-voting link displayed alongside Company’s Name”, and you will be redirected to the InstaVote website for casting the vote during the remote e-voting period.

## LOGIN METHOD FOR SHAREHOLDERS HOLDING SECURITIES IN PHYSICAL MODE / NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE.

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register and vote on InstaVote as under:

### STEP 1: LOGIN / SIGNUP TO INSTAVOTE

Shareholders registered for the INSTAVOTE facility:

Visit URL: <https://instavote.linkintime.co.in> & click on “Login” under ‘SHARE HOLDER’ tab.

Enter details as under:

User ID: Enter User ID

Password: Enter existing Password

Enter Image Verification (CAPTCHA) Code

Click “Submit”.

(Home page of e-voting will open. Follow the process given under "Steps to cast a vote for Resolutions")

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Suite No. 507, 5th Floor, Capital Park, Image Gardens Road, Madhapur, Hi-Tech City, Hyderabad - 500

081. Telangana, India. Phone: 040 – 4014 6828 Website: [www.deccantrans.com](http://www.deccantrans.com), E Mail:

[compliance@deccantrans.com](mailto:compliance@deccantrans.com)



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## SHAREHOLDERS NOT REGISTERED FOR THE INSTAVOTE FACILITY:

Visit URL: <https://instavote.linkintime.co.in> & click on “Sign Up” under ‘SHARE HOLDER’ tab & register with details as under:

User ID: Enter User ID

PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP/Company - in DD/MM/YYYY format)

Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in NSDL form shall provide ‘D’ above

Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

Set the password of your choice.

(The password should contain a minimum of 8 characters, at least one special Character (! # \$ & \*), at least one numeral, at least one alphabet and at least one capital letter).

Enter Image Verification (CAPTCHA) Code.

Click “Submit” (You have now registered on InstaVote).

InstaVote USER ID	NSDL	User ID is 8 Character DP ID followed by 8 Digit Client ID (e.g.IN123456) and 8 digit Client ID (eg.12345678).
	CDSL	User ID is 16 Digit Beneficiary ID.
	Shares held in physical form	User ID is Event No + Folio no. registered with the Company

Post successful registration, click on “Login” under the ‘SHARE HOLDER’ tab & follow the steps given above in points (a-b).

## STEP 2: STEPS TO CAST A VOTE FOR RESOLUTIONS THROUGH INSTAVOTE

Post successful authentication and redirection to the InstaVote inbox page, you will be able to see the “Notification for e-voting”.

Select ‘View’ icon. The e-voting page will appear.

Refer to the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

After selecting the desired option, i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’; to change your vote, click on ‘No’ and accordingly modify your vote.

NOTE: Shareholders may click on the “Vote as per Proxy Advisor’s Recommendation” option and view proxy advisor recommendations for each resolution before casting a vote. “Vote as per Proxy Advisor’s Recommendation” option provides access to expert insights during the e-Voting process. Shareholders may modify their vote before final submission.

Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.

## GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS (“CUSTODIAN / CORPORATE BODY/ MUTUAL FUND”)

### STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

Visit URL: <https://instavote.linkintime.co.in>

Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”

Fill up your entity details and submit the form.



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A declaration form and organization ID is generated and sent to the Primary contact person's email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, and Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in). Thereafter, Login credentials (User ID, Organisation ID, Password) are sent to the Primary contact person's email ID. (You have now registered on InstaVote)

## STEP 2 – Investor Mapping

Visit URL: <https://instavote.linkintime.co.in> and log in with InstaVote Login credentials.

Click on the “Investor Mapping” tab under the Menu Section

Map the Investor with the following details:

‘Investor ID’ – Investor ID for NSDL demat account is an 8 Character DP ID followed by an 8 Digit Client ID, i.e., IN00000012345678; Investor ID for CDSL demat account is a 16 Digit Beneficiary ID.

‘Investor’s Name - Enter Investor’s Name as updated with DP.

‘Investor PAN’ - Enter your 10-digit PAN.

‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

NOTE: File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID.

Further, Custodians and Mutual Funds shall also upload specimen signatures.

Click on the Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

## STEP 3 – Steps to cast a vote for Resolutions through InstaVote

The corporate shareholder can vote by two methods during the remote e-voting period.

### METHOD 1 - VOTES ENTRY

Visit URL: <https://instavote.linkintime.co.in> and log in with InstaVote Login credentials.

Click on the “Votes Entry” tab under the Menu section.

Enter the “Event No.” for which you want to cast a vote.

Event No. can be viewed on the home page of InstaVote under “Ongoing Events”.

Enter “16-digit Demat Account No.”.

Refer to the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link). After selecting the desired option, i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’; to change your vote, click on ‘No’ and accordingly modify your vote.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.)

### METHOD 2 - VOTES UPLOAD

Visit URL: <https://instavote.linkintime.co.in> and log in with InstaVote Login credentials.

After successful login, you will see “Notification for e-voting”.

Select the “View” icon for “Company’s Name / Event number”.

The E-voting page will appear.

Download the sample vote file from the “Download Sample Vote File” tab.

Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under the “Upload Vote File” option.

Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.



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(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently.)

## HELPDESK:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at: [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com), [rajiv.ranjan@in.mpms.mufg.com](mailto:rajiv.ranjan@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through the Depository, i.e., NSDL and CDSL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 022 - 4886 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or by contacting at toll-free no. 1800 22 55 33

## FORGOT PASSWORD:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both. Then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>.

Click on “Login” under the ‘SHARE HOLDER’ tab.  
Click “forgot password?”  
Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).  
Click on “SUBMIT”.

In case the Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both, then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

Click on ‘Login’ under the “Custodian / Corporate Body/ Mutual Fund” tab  
Click “forgot password?”  
Enter User ID, Organisation ID and Enter Image Verification code (CAPTCHA).  
Click on “SUBMIT”.

*In case shareholders have a valid email address, the Password will be sent to his / her registered email address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, etc. The password should contain a minimum of 8 characters, at least one special character (! # \$ & \*), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten their passwords:

Suite No. 507, 5th Floor, Capital Park, Image Gardens Road, Madhapur, Hi-Tech City, Hyderabad - 500  
081. Telangana, India. Phone: 040 – 4014 6828 Website: [www.deccantrans.com](http://www.deccantrans.com), E Mail:  
[compliance@deccantrans.com](mailto:compliance@deccantrans.com)



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Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use the Forget User ID and Forget Password option available at above mentioned depository/ depository participants' website.

## GENERAL INSTRUCTIONS

It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

During the voting period, shareholders/ members can log in any number of times till they have voted on the resolution(s) for a particular "Event".

## INSTAMEET VIDEO CONFERENCE (VC) INSTRUCTIONS:

In terms of the Ministry of Corporate Affairs (MCA) via General Circular dated 22<sup>nd</sup> September 2025, the Companies can conduct their General Meetings by means of Video Conference (VC) or other audio-visual means (OAVM).

*Shareholders are advised to update their mobile number and email ID correctly in their demat accounts to access the InstaMeet facility.*

Login method for shareholders to attend the General Meeting through InstaMeet:

Visit URL: <https://instameet.in.mpms.mufg.com> & click on "Login".

Select the "Company Name" and register with your following details:

Select Check Box - Demat Account No. / Folio No. / PAN

Shareholders holding shares in NSDL/ CDSL demat accounts shall select the check box - Demat Account No. and enter the 16-digit demat account number.

Shareholders holding shares in physical form shall select the check box – Folio No. and enter the Folio Number registered with the company.

Shareholders shall select the check box – PAN and enter the 10-digit Permanent Account Number (PAN). Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided by MUFG Intime, if applicable.

Mobile No: Mobile No. as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter their mobile no.

Email ID: Email ID as updated with DP is displayed automatically. Shareholders who have not updated their Mobile No with the DP shall enter their mobile no.

Click "Go to Meeting"

You are now registered for InstaMeet, and your attendance is marked for the meeting.

Instructions for shareholders to speak during the General Meeting through InstaMeet:

Shareholders who would like to speak during the meeting must register their request with the company. Shareholders will get confirmation on first cum first-served basis depending upon the provision made by the company.



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Shareholders will receive a “speaking serial number” once they mark attendance for the meeting. Please remember to speak the serial number and start your conversation with the panellist by switching on the video mode and audio of your device.

Other shareholders who have not registered as “Speaker Shareholders” may still ask questions to the panellist via the active chat board during the meeting.

*\*Shareholders are requested to speak only when the moderator of the meeting/ management announces the name and serial number for speaking.*

Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast their vote as under:

On the Shareholders VC page, click on the link for e-Voting, “Cast your vote”

Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email ID) received during registration for InstaMeet

Click on 'Submit'.

After successful login, you will see “Resolution Description” and against the same, the option “Favour/ Against” for voting.

Cast your vote by selecting the appropriate option, i.e. “Favour/Against” as desired. Enter the number of shares (which represents the number of votes) as on the cut-off date under ‘Favour/Against’.

After selecting the appropriate option, i.e. Favour/Against as desired, and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”; to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

## **Note:**

*Shareholders/ Members, who will be present in the General Meeting through the InstaMeet facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-Voting facility during the meeting.*

*Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.*

*Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for a better experience.*

*Shareholders/ Members are required to use the Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.*

*Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use a stable Wi-Fi or LAN connection to mitigate any of the aforementioned glitches.*



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## Helpdesk:

Shareholders facing any technical issue in login may contact InstaMeet helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.

## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013 read with Section 188 of the Companies Act, 2013, Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of SEBI (LODR) Regulations, 2015)

### Item No.1- Approval of Material Related Party Transaction(s) with Deccan Shipping and Logistics SDN BHD

The Audit Committee of the Company at its meeting held on May 29, 2025, had granted enabling approvals for transactions with Deccan Shipping and Logistics SDN. BHD., subsidiary of the Company, for Financial Year 2025-26 covering:

- Operational activities up to ₹15.00 crore;
- Strategic equity investment up to ₹7.50 crore;
- Financial assistance arrangements up to ₹4.50 crore; and
- Credit support facilities up to approximately ₹15.38 crore (INR equivalent),

all on an arm's length basis and in the ordinary course of business, wherever applicable.

At the time of granting the above approvals, materiality under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was assessed with reference to individual categories of transactions.

Subsequently, pursuant to the ruling of the Securities Appellate Tribunal in the matter of Linde India Limited vs Securities and Exchange Board of India (Order dated December 5, 2025), it was clarified that materiality under Regulation 23 is required to be assessed on an aggregate basis for each related party and that all transactions with such related party whether revenue in nature, capital in nature or otherwise are required to be considered collectively for determining the materiality threshold.

In light of the aforesaid clarification and based on legal opinion obtained, the Company reassessed the aggregate exposure with the said related party for FY 2025-26.

Upon such reassessment, it was observed that the total proposed transactions during FY 2025-26 may aggregate up to approximately ₹28.82 crore, inclusive of strategic equity investment of approximately ₹7.82 crore (USD 850,000), with the balance comprising operational transactions.

The financial assistance and credit support arrangements earlier approved remain unutilized and are not forming part of the present proposal placed before the Members.

Since the aggregate value of transactions with the said related party exceeds the materiality threshold prescribed under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the proposed transactions qualify as Material Related Party Transactions and therefore require approval of the Members of the Company by way of an Ordinary Resolution, with related parties abstaining from voting.

The Audit Committee at its meeting held on February 23, 2026, reviewed the proposal and recommended the same to the Board. The Board of Directors at its meeting held on February 25, 2026, approved the proposal, subject to approval of the Members at the Extraordinary General Meeting scheduled to be held on March 24, 2026.



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Accordingly, approval of the Members is sought for the transactions as set out in the Resolution forming part of this Notice.

None of the Directors or Key Managerial Personnel of the Company or their relatives, except to the extent of their shareholding, if any, is concerned or interested in the said Resolution.

The Board recommends the Resolution set out at Item No. 1 for approval of the Members.

## **DISCLOSURE PURSUANT TO RULE 15 OF COMPANIES (MEETINGS OF BOARD AND ITS POWERS) RULES, 2014**

### **Name of the Related Party**

Deccan Shipping and Logistics SDN BHD

The Company holds 55.14% shareholding in the said entity, and accordingly it qualifies as a subsidiary and a related party under the Companies Act, 2013 and SEBI LODR Regulations.

### **Name of Director or Key Managerial Personnel who is related, if any:**

None of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding, if any, in the Company.

### **Nature of Relationship**

The aforesaid entity is a subsidiary of the Company and therefore a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### **Nature, Material Terms and Particulars of the Proposed Transaction**

The proposed transactions comprise:

- Operational transactions in the ordinary course of business; and
- Strategic equity investment by way of subscription to fresh equity shares amounting to USD 850,000 (approximately ₹7.82 crore), resulting in increase in shareholding from 55.14% to 80%.

The aggregate exposure with the related party during Financial Year 2025–26 is estimated up to approximately ₹28.82 crore.

### **Any Other Relevant Information**

Materiality under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is required to be assessed on an aggregate basis for each related party. Upon reassessment of the aggregate exposure for FY 2025–26, the proposed transactions exceed the prescribed materiality threshold and therefore require approval of the Members by way of an Ordinary Resolution.

### **Audit Committee and Board Consideration**

The proposed transactions were placed before the Audit Committee in accordance with the applicable provisions of the Companies Act, 2013, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Industry Standards on Minimum Information for Related Party Transactions.

The Audit Committee, comprising Independent Directors, inter alia:



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- Reviewed the nature, scope and projected aggregate value of the proposed transactions for FY 2025–26;
- Examined the pricing methodology and commercial terms to ensure that the operational transactions are in the ordinary course of business and on an arm’s length basis;
- Considered the proposed strategic equity investment and its commercial justification;
- Verified compliance with the provisions of the Companies Act, 2013 and SEBI LODR Regulations;
- Considered the certification of the Chief Executive Officer, Chief Financial Officer and the Chairman regarding necessity and commercial prudence;
- Assessed the overall financial exposure and associated risks; and
- Noted the requirement of assessing materiality on an aggregate basis for the related party.

After detailed deliberations and being satisfied that the transactions are in the interest of the Company, the Audit Committee recommended the same to the Board for its consideration and approval, subject to approval of the Members.

The Board of Directors, after considering the recommendation of the Audit Committee, the projected aggregate exposure and applicable regulatory requirements, approved the proposal and recommended the same to the Members for their approval by way of an Ordinary Resolution.

## **PART A: MINIMUM INFORMATION PLACED BEFORE THE AUDIT COMMITTEE (INDUSTRY STANDARD FOR RPT)**

### **A(1): BASIC DETAILS OF THE RELATED PARTY**

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Deccan Shipping and Logistics SDN BHD
2.	Country of incorporation of the related party	Malaysia
3.	Nature of business of the related party	Shipping & Logistics

### **A(2): RELATIONSHIP AND OWNERSHIP OF THE RELATED PARTY**

S. No.	Particulars of the information	Information provided by the management
1.	Relationship between the listed entity/subsidiary <sup>1</sup> (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	<p>Deccan Shipping and Logistics SDN. BHD. is a subsidiary of the Company and therefore qualifies as a related party in terms of Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Section 2(76) of the Companies Act, 2013.</p> <p>The relationship is that of holding company and subsidiary company.</p> <p>The Company exercises control over the said entity and has financial and operational oversight over its business activities.</p> <p>The proposed transactions represent intra-group operational and strategic arrangements undertaken to support the</p>



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	<p>Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.</p> <p>Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).</p> <p>Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary).</p> <p>Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control<sup>2</sup>.</p>	<p>subsidiary's business expansion and operational requirements.</p> <p>The Company has:</p> <ul style="list-style-type: none"> <li>• Financial interest by way of equity participation in the subsidiary;</li> <li>• Strategic interest in supporting the subsidiary's business growth;</li> <li>• Operational linkage arising from intra-group business transactions.</li> </ul> <p>No director or key managerial personnel of the Company has any material pecuniary interest in the proposed transactions other than to the extent of their shareholding in the Company, if any.</p> <p>The Company holds 55.14% direct equity shareholding in the subsidiary. There is no indirect shareholding held through any entity over which the Company exercises control.</p> <p>Directors' holdings are in their personal capacity and do not constitute indirect shareholding of the Company.</p> <p>Not applicable, as the related party is a body corporate having share capital. No capital contribution arrangements exist other than the proposed equity subscription.</p> <p>Deccan Shipping and Logistics SDN BHD does not hold any shareholding, directly or indirectly, in the Company. Accordingly, there is no indirect shareholding to be disclosed.</p> <p>There is no indirect shareholding held through any person or entity over which the Company or the related party exercises control. The shareholding held by Mr. Parath Jaidev Menon and Mr. Karthika Menon in the subsidiary is in their individual capacity and does not constitute indirect shareholding of the Company.</p>
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	While calculating indirect shareholding, shareholding held by relatives shall also be considered.	
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### A(3) DETAILS OF PREVIOUS TRANSACTIONS WITH THE RELATED PARTY

S. No.	Particulars of the information	Information provided by the management		
		S. No.	Nature of Transactions	FY 2024-2025 (INR)
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.  Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	1	Supply of Service	₹ 10,30,42,804.71
		2	Purchase of Service	₹ 13,05,82,329.87
		3	Lease Rental Income	₹ 5,39,92,800.00
		<b>Total (FY 2024-25)</b>		<b>₹28,75,77,934.58</b>
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	<ul style="list-style-type: none"> <li>• Purchase of Service - 6,68,76,119.31</li> <li>• Sale of Service - 7,92,49,980.88</li> </ul>		
3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	No default; delayed collections only.		

### A(4): AMOUNT OF THE PROPOSED TRANSACTION(S)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The aggregate value of the proposed transactions with Deccan Shipping and Logistics SDN. BHD. for Financial Year 2025-26 is estimated up to approximately ₹28.82 crore, comprising operational transactions of approximately ₹21.00 crore and strategic equity investment of approximately ₹7.82 crore (USD 850,000).
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes; however, specific approval required due to materiality and threshold breach
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	Proposed Transaction accounts to 8.53% of Annual Consolidated Turnover and Total Exposure for FY 2025-2026 will be around 17.79 % of Annual Consolidated Turnover of FY 2024-2025



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4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA	
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA	
6.	Financial performance of the related party for the immediately preceding financial year:  Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Particulars	FY 2024-2025 (INR)
		Turnover	Rs.1,09,36,64,228.25
		Profit After Tax	Rs. 3,39,71,528.22
		Net worth	Rs. 15,52,54,247.34

## A(5): BASIC DETAILS OF THE PROPOSED TRANSACTION

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Fresh equity subscription in subsidiary and operational transactions under agency/logistics arrangements
2.	Details of each type of the proposed transaction	<p><b>Operational Transactions</b> Transactions in the ordinary course of business pursuant to existing operational and agency arrangements, including logistics support services, commercial coordination and allied business activities, aggregating up to approximately ₹21.00 crore during FY 2025-26.</p> <p><b>Strategic Equity Investment</b> Subscription to fresh equity shares of Deccan Shipping and Logistics SDN. BHD. amounting to USD 850,000 (approximately ₹7.82 crore), resulting in an increase in the Company's shareholding from 55.14% to 80%.</p>
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	<ul style="list-style-type: none"> <li>• <b>Operational Transactions:</b> For a period of one (1) financial year, i.e., FY 2025-26.</li> <li>• <b>Equity Investment:</b> One-time subscription, expected to be completed within FY 2025-26 or, if required, by Q1 of FY 2026-27.</li> </ul>



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		No recurring commitment is proposed beyond the above period under the present approval.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	<p>The aggregate value of the proposed transactions with Deccan Shipping and Logistics SDN. BHD. during FY 2025–26 is estimated to be up to ₹28.82 crore (Rupees Twenty-Eight Crore Eighty-Two Lakh only), comprising:</p> <ul style="list-style-type: none"> <li>• Strategic equity investment of approximately ₹7.82 crore (USD 850,000 equivalent); and</li> <li>• Operational transactions aggregating up to approximately ₹21 crore.</li> </ul> <p>The above aggregate value has been considered for the purpose of determining materiality under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</p> <p><b>Operational Transactions:</b> For a period of one (1) financial year, i.e., FY 2025–26.</p> <p><b>Equity Investment:</b> One-time subscription, proposed to be completed within FY 2025–26 or, if required for administrative or regulatory reasons, by Q1 of FY 2026–27.</p> <p>No recurring commitment or continuing financial obligation is proposed beyond the above period under the present approval.</p>
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	<p>The proposed transactions with Deccan Shipping and Logistics SDN. BHD., a subsidiary of the Company, are intended to support its operational requirements and strengthen its capital base.</p> <p>The operational transactions will facilitate smooth business functioning and contribute to improved efficiency and revenue generation at the subsidiary level. The proposed equity investment is a strategic capital infusion aimed at supporting business growth and expansion initiatives.</p> <p>The Board is of the view that the proposed transactions are in the best interest of the Company and its shareholders.</p>

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7.	<p>Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.</p> <p>Explanation: Indirect interest shall mean interest held through any person over which an individual has control.</p>	<p>The following Directors are interested in the transaction by virtue of their shareholding in the subsidiary:</p> <p>a. Mr. Parath Jaidev Menon – Director b. Mr. Karthika Menon – Director</p> <p>They hold equity shares in Deccan Shipping and Logistics SDN BHD in their individual capacity.</p> <p>Except as stated above, none of the other Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed transaction.</p>
	a. Name of the director / KMP	<p>1. Mr. Parath Jaidev Menon 2. Mr. Karthika Menon</p>
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	<p>The above Directors hold equity shares in Deccan Shipping and Logistics SDN BHD in their individual capacity (direct holding). There is no indirect shareholding held through any entity over which they exercise control.</p>
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	A valuation report issued by an independent valuer has been placed before the Audit Committee.
9.	Other information relevant for decision making.	None

**PART B: INFORMATION TO BE PROVIDED ONLY IF A SPECIFIC TYPE OF RPT AS MENTIONED BELOW IS PROPOSED TO BE UNDERTAKEN AND IS IN ADDITION TO PART A**

**B(1): DISCLOSURE ONLY IN CASE OF TRANSACTIONS RELATING TO SALE, PURCHASE OR SUPPLY OF GOODS OR SERVICES OR ANY OTHER SIMILAR BUSINESS TRANSACTION AND TRADE ADVANCES**

S. No.	Particulars of the information	Information provided by the management
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	<p>The transactions are proposed to be undertaken with Deccan Shipping and Logistics SDN. BHD., a subsidiary of the Company.</p> <p>Considering the intra-group nature of the transactions and the strategic and operational relationship between the Company and its subsidiary, no competitive bidding process was considered necessary.</p>

		The transactions are based on commercial considerations and business requirements of the Company and its subsidiary.
2.	Basis of determination of price.	The pricing of transactions is determined in accordance with the Comparable Uncontrolled Price (CUP) Method to ensure that the transactions are conducted at arm's length and in line with prevailing market rates.  The equity investment represents a strategic capital infusion and is proposed to be made at a price determined based on commercially accepted pricing principles and mutually agreed terms.
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not Applicable. No trade advance is proposed to be extended to the related party in relation to the proposed transactions.
	Amount of Trade advance	Not Applicable.
	Tenure	Not Applicable.
	Whether same is self-liquidating?	Not Applicable.

**B(3): Investment made by the listed entity or its subsidiary**

S. No.	Particulars of the information	Information provided by the management
1.	Source of funds in connection with the proposed transaction.  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs/insurance companies/housing finance companies.</i>	Own funds / internal accruals of the Company. No external borrowing or financial indebtedness is being incurred for the investment.
2.	Where any financial indebtedness is incurred to make investment, specify the following:  <i>Note: This item of disclosure is not applicable to listed banks/ NBFCs /insurance companies/housing finance companies.</i>	Not applicable – investment is funded from own resources; no borrowing or debt financing.
	a. Nature of indebtedness	Not applicable
	b. Total cost of borrowing	Not applicable
	c. Tenure	Not applicable
	d. Other details	Not applicable
3.	Purpose for which funds shall be utilized by the investee company.	The proposed equity infusion is intended to:



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		<ul style="list-style-type: none"> <li>• Strengthen the capital base of the subsidiary;</li> <li>• Support business expansion initiatives;</li> <li>• Meet operational and working capital requirements; and</li> <li>• Enhance overall business capacity and growth prospects.</li> </ul>
4.	Material terms of the proposed transaction	<ul style="list-style-type: none"> <li>• Aggregate transaction value up to ₹28.82 crore.</li> <li>• Strategic equity investment of approximately ₹7.82 crore (USD 850,000 equivalent).</li> <li>• Operational transactions aggregating up to approximately ₹21 crore during FY 2025–26.</li> <li>• Operational transactions to be undertaken in the ordinary course of business and on an arm's length basis.</li> <li>• Equity investment to be made at a price determined in accordance with applicable pricing guidelines and mutually agreed commercial terms.</li> <li>• Subject to approval of shareholders under Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.</li> </ul>

## PART C

### INFORMATION TO BE PROVIDED ONLY IF A SPECIFIC TYPE OF RPT MENTIONED BELOW PROPOSED TO BE UNDERTAKEN IS A MATERIAL RPT AND IS IN ADDITION TO PART A AND B

MINIMUM INFORMATION PLACED BEFORE THE SHAREHOLDERS (INDUSTRY STANDARD FOR RPT)

(a) **Information placed before the Audit Committee:** Already included above

(b) **Justification for the Proposed Transaction**

The proposed material related party transactions with Deccan Shipping and Logistics SDN. BHD., a subsidiary of the Company, are intended to support its operational requirements and strengthen its capital base.

The operational transactions will facilitate efficient execution of business activities and contribute to revenue generation at the subsidiary level. The proposed equity subscription is aimed at augmenting the subsidiary's capital structure to enable business growth and expansion.

(c) **Certificate Review Confirmation**

The Audit Committee has reviewed the certificates provided by the Chief Executive Officer and Chief Financial Officer of the Company in accordance with the RPT Industry Standards and has taken the same on record.



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**(d) Approval Confirmation**

The material related party transaction(s) have been approved by the Audit Committee at its meeting held on February 23, 2026 and thereafter by the Board of Directors at its meeting held on February 25, 2026.

The Board of Directors recommends the resolution set out at Item No. 1 of the Notice for approval of the Members by way of an Ordinary Resolution.

**(e) Valuation Report Disclosure**

A valuation report has been obtained from an independent valuer for determining the price of the proposed equity investment.

**(f) Redaction Disclosure**

Not Applicable. No information has been redacted from the disclosures made in this Explanatory Statement.

**(g) Other Relevant Information**

All material facts relating to the proposed transaction(s) have been disclosed in this Explanatory Statement. The Members are requested to consider and approve the proposed resolution.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution, except to the extent of their shareholding, if any, in the Company.