DECCAN TRANSCON LEASING LTD.

(CIN: U63090TG2007PLC052599)
(Erstwhile Deccan Transcon Leasing Private Limited)

Notice of Board Meeting

Date:
Time: Thursday, 24th Day of October 2024 at 02:45 P.M.
Venue: Suite No. 507, 5th Floor, Capital Park, Image Gardens Road, Madhapur, Hi-Tech City, Hyderabad - 500 081. Telangana, India.
Serial No.: **(B.M. No. 12/2024-25)**

To,

The Board of Directors
Deccan Transcon Leasing Limited

Subject: Notice of Meeting (B.M. No. 12/2024-25) of the Board of Directors on Thursday, 24th Day of October 2024 at 02:45 P.M. through Video Conferencing/Other Audio-Visual Means.

Sir / Ma'am,

Shorter Notice is hereby given that a meeting of the members of the Board of the Company will be held **Thursday, 24th Day of October 2024 at 02:45 P.M.** through Video Conferencing/Other Audio-Visual Means.

The Company will make necessary arrangements for the smooth conduct of the meeting through Video Conferencing/Other Audio-Visual means and will inform you of the link to attend the meeting in advance.

The agenda along with notes and draft resolutions for the meeting are enclosed,

You are requested to make it convenient to attend the above meeting.

Please submit leave of absence in case you are not in a position to attend the meeting.

By the order of the Board
For Deccan Transcon Leasing Limited

KHUSHBOO
Digitally signed by KHUSHBOO
Date: 2024.10.18 19:57:10 +05'30'

Khushboo Gautam
(Company Secretary & Compliance Officer)

Place: Hyderabad
Date: 18.10.2024

Roll Call: Roll Call will be taken from every member participating through video conferencing and the members attending through VC shall state as mentioned below, for the record:
"I,__________________sitting at …………………(exact details of location). I confirm that I have received the agenda and all the relevant material for the Meeting and no one other than me is or are attending or having access to the proceedings of the meeting at ……………….(exact details of location)."

AGENDA OF BOARD MEETING
[At Shorter Notice]

Agenda for the **(B.M. No. 12/2024-25)** Meeting of Board of Directors of M/S Deccan Transcon Leasing Limited to be held on **Thursday, 24th Day of October 2024 at 02:45 P.M.** through Video Conferencing/ Other Audio-Visual Means.

S. No.	**Item(s)**	**Action/Annexure(s)**
1.	Chairman of the Meeting	Appointment
2.	To ascertain the requisite quorum	Ascertainment
3.	To grant leave of absence, if any	Approval
4.	To consider, confirm and noting of Minutes of previous Board Meetings held on 20th September 2024	Confirmation and noting
5.	To approve and grant Loan to Deccan Shipping & Logistics SDN, BHD (Malaysia), Subsidiary of the Company	Approval
6.	To approve establishment of a Subsidiary in Dubai	Approval
7.	To approve the Investment in Deccan Shipping & Logistics SDN, BHD located in Malaysia	Approval
8.	To approve the Investment in Property for Mumbai Office	Approval
9.	To discuss any other matter with the permission of chairman	Approval

NOTES TO AGENDA

**NOTES TO AGENDA FOR BOARD MEETING (B.M. No. 12/2024-25)
THURSDAY, 24TH DAY OF OCTOBER 2024 AT 02:45 P.M.**

1. CHAIRMAN OF THE MEETING

Mr. Jaidev Menon being the Chairman of the Company will Chair the meeting. In case, he is unable to attend the meeting, then the Chairman will be appointed by the majority of members present at the meeting.

2. TO ASCERTAIN THE REQUISITE QUORUM.

If adequate quorum is present, then start the meeting.

3. TO CONSIDER & GRANT LEAVE OF ABSENCE, IF ANY

Leave of absence may be granted to the members who are unable to attend the meeting and requested for such leave of absence.

4. TO CONSIDER, CONFIRM AND NOTING OF MINUTES OF PREVIOUS BOARD MEETINGS HELD ON 20TH SEPTEMBER 2024

The Minutes of previous Board Meetings of the Company held on 20th September 2024 placed during the meeting for perusal of the Board.

The Board Members are requested to take note of the same.

5. TO APPROVE AND GRANT LOAN TO DECCAN SHIPPING & LOGISTICS SDN, BHD (MALAYSIA), SUBSIDIARY OF THE COMPANY

The Chairman will inform the Board that Deccan Shipping & Logistics SDN, BHD (Malaysia), Subsidiary of the Company, has requested an unsecured loan of USD 5,00,000 at an agreed interest rate. He will then confirm that the loan proposed to be given by the Company will be within the limits approved by the shareholders in their meeting, as per Section 186 of the Companies Act, 2013.

The Board Members are requested to discuss the matter and passed the following resolution, with or without modification:

"**RESOLVED THAT** pursuant to the provisions of Section 179 and 186 read with Companies (Meeting of Board and its Powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force), and FEMA rules and regulations and subject to the approval of the Reserve Bank of India, if any, and other applicable Rules, Regulations, Guidelines and such conditions as may be prescribed by any of the concerned authorities, if any, as recommended by the Audit Committee, the approval of the Board be and is hereby granted to provide credit facility to Deccan Shipping & Logistics SDN, BHD (Malaysia), Subsidiary of the Company, by way of an unsecured loan from time to time, up to an aggregate amount of USD 5,00,000 to meet its working capital requirements and other business activities."

"RESOLVED FURTHER THAT the loan amount shall be disbursed on a demand basis at any time and shall carry an interest rate as may be mutually decided. The security for the loan shall be provided through a bank guarantee or Standby Letter of Credit (SBLC), either directly or through an authorized financial institution."

"RESOLVED FURTHER THAT any Director of the Company, the Chief Executive Officer (CEO), or the Chief Financial Officer (CFO) be and are hereby severally authorized to execute the necessary agreements/documents and to do all acts and take all such steps as may be necessary to implement this resolution."

RESOLVED FURTHER THAT the directors of the Company or Company Secretary be and are hereby severally authorized to certify the true copy of the aforesaid resolutions and forward the same to the relevant authorities for their record and necessary action."

6. TO APPROVE ESTABLISHMENT OF A SUBSIDIARY IN DUBAI

The Chairman will inform the Board that the Company is considering the establishment of a subsidiary in Dubai, UAE, as recommended by the Audit Committee. After discussion, the Board Members are requested to pass the following resolution, with or without modification:

"RESOLVED THAT pursuant to the provisions of Sections 179 and 186 of the Companies Act, 2013, and all other applicable laws and regulations, including the Foreign Exchange Management Act, 1999, and Reserve Bank of India Guidelines, the approval of the Board be and is hereby granted to invest an amount of USD 1,50,000 for the purpose of establishing and operating a subsidiary in Dubai, UAE."

"RESOLVED FURTHER THAT the investment will be made to set up the subsidiary, and the Board believes that this initiative aligns with the Company's strategic goals and will enhance shareholder value."

"RESOLVED FURTHER THAT any Director of the Company, the Chief Executive Officer (CEO), or the Chief Financial Officer (CFO), be and are hereby severally authorized to do all such acts, deeds, and things as may be required for the establishment and operation of the subsidiary, including signing and sealing all applications, documents, papers, undertakings, forms, agreements, and submitting thereof on behalf of the Company, and to execute power of attorney(s) in favour of any Director or officials or authorized person(s) to represent the Company for the aforementioned purpose."

"RESOLVED FURTHER THAT the directors of the Company or Company Secretary be and are hereby severally authorized to certify the true copy of the aforesaid resolutions and forward the same to the relevant authorities for their record and necessary action."

7. TO APPROVE THE INVESTMENT IN DECCAN SHIPPING & LOGISTICS SDN, BHD LOCATED IN MALAYSIA

The Chairman will inform the Board that the Company intends to increase its current holding in its subsidiary, Deccan Shipping & Logistics SDN, BHD (Malaysia), from 55.14% to 80%, as recommended by the Audit Committee. After discussion, the Board Members are requested to pass the following resolution, with or without modification:

“RESOLVED THAT pursuant to the provisions of Sections 179 and 186 of the Companies Act, 2013, and all other applicable laws and regulations, including the Foreign Exchange Management Act, 1999, and Reserve Bank of India Guidelines, the approval of the Board be and is hereby granted to invest an amount of USD 8,50,000 to acquire additional shares in Deccan Shipping & Logistics SDN, BHD (Malaysia), thereby increasing the Company’s holding in its subsidiary from 55.14% to 80%.”

“RESOLVED FURTHER THAT this investment is in line with the Company’s strategic objectives and will enhance the overall value of the Company.”

“RESOLVED FURTHER THAT any Director of the Company, the Chief Executive Officer (CEO), or the Chief Financial Officer (CFO), be and are hereby severally authorized to do all such acts, deeds, and things as may be required for the subscription/investment of additional shares in Deccan Shipping & Logistics SDN, BHD (Malaysia), including signing and sealing all applications, documents, papers, undertakings, forms, agreements, and submitting thereof on behalf of the Company in this regard, and to execute power of attorney(s) in favour of any Director or officials or authorized person(s) to represent the Company for the aforementioned purpose.”

“RESOLVED FURTHER THAT the directors of the Company or Company Secretary be and are hereby severally authorized to certify the true copy of the aforesaid resolutions and forward the same to the relevant authorities for their record and necessary action.”

8. TO APPROVE THE INVESTMENT IN PROPERTY FOR MUMBAI OFFICE

The Chairman presented the objectives of opening a Branch Office to the Board, as recommended by the Audit Committee. He apprised the Board that the Company intends to establish a Branch Office in Mumbai, India, to facilitate the expansion of the Business and that it will require an investment in property for the said office.

After thorough consideration, the Board Members are requested to pass the following resolution, with or without modification:

“RESOLVED THAT pursuant to the provisions of Section 179 of the Companies Act, 2013, the consent of the Board of Directors of the Company be and is hereby accorded for opening a branch office of the Company at Mumbai, India.”

“FURTHER RESOLVED THAT the Board approves an investment of INR 4,00,00,000 Approximately for the purchase of property to be utilized for the Branch Office in Mumbai.”

"FURTHER RESOLVED THAT any Director of the Company, the Chief Executive Officer (CEO), or the Chief Financial Officer (CFO), be and are hereby severally authorized to sign and execute necessary deeds, agreements, documents, and all other necessary papers on behalf of the Company, appear before registrar/sub-registrar for registration of the property, negotiate the terms and conditions, represent on behalf of the Company, appoint managers and any other personnel as required at the branch office, and do all other acts, deeds, things, and matters as may be deemed expedient in giving effect to the aforesaid resolutions including delegation of above authority to any personnel of the Company."

RESOLVED FURTHER THAT the directors of the Company or Company Secretary be and are hereby severally authorized to certify the true copy of the aforesaid resolutions and forward the same to the relevant authorities for their record and necessary action."

9. **TO DISCUSS ANY OTHER MATTER WITH THE PERMISSION OF CHAIRMAN**