DECCAN TRANSCON LEASING LTD.

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

Notice of Board Meeting

Date: November 12, 2024 (Tuesday)
Time: 12:30 PM
Venue: Suite No 507;5th Floor Image Capital Park; Image Garden Road; Madhapur; Shaikpet; Hyderabad; Telangana; 500081; India

Serial No.: BM-12/2024

To,

The Board of Directors
Deccan Transcon Leasing Limited

Subject: Notice of Meeting (No. 12/2024) of the Board of Directors on Tuesday the, 12th Day of November, 2024 at 12:30 PM through Video Conferencing/Other Audio-Visual Means.

Sir / Ma'am,

Shorter Notice is hereby given that meeting of the members of Board of the Company will be held on **Tuesday the, 12th Day of November, 2024 at 12:30 PM** 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: 2024.11.09 17:48:46 +05'30'

Khushboo Gautam
(Company Secretary & Compliance Officer)

Place: Hyderabad
Date: 09.11.2024

AGENDA OF BOARD MEETING
[At Shorter Notice]

Agenda for the (BM - 12/2024) Meeting of Board of Directors of M/S Deccan Transcon Leasing Limited to be held on **Tuesday the, 12th Day of November, 2024 at 12:30 PM** through Video Conferencing/ Other Audio-Visual Means.

S. No.	Items	Action/Annexures
1	Chairperson of the meeting	Appointment
2	To Grant leave of absence, if any	Approval
3	To ascertain the requisite quorum	Ascertainment
4	To take note of the Reconciliation of Share Capital Audit Report for the quarter ended 30th September 2024	Approval
5	To take note of the quarterly report on status of investor complaints during the quarter ended 30th September 2024	Approval
6	To take note of various Statutory Compliance of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and SEBI (Depositories and Participants Regulations, 2018)	Approval
7	To Consider, Discuss and Approve the re-constitution of Internal Complaints Committee for governing the sexual harassment cases in the Company	Approval
8	The Board to approve and ratify the statement of Related Party Transactions on Consolidation Basis (01/07/2024 To 30/09/2024) along with Register of Contracts maintained under The Companies Act, 2013	Approval
9	To take note of the Compliance Certificates as per Regulation 33 of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015	Approval
10	To consider, discuss and approve the draft unaudited financial results for the quarter and half year ended on September 30, 2024	Approval
11	To take note of the disclosure of Interest under Section 184 of the Companies act 2013 in form MBP 01 By Ms. Venkata Naga Lavanya Kandala, Independent Director of the company.	
12	Any other item with the permission of the Chair	Approval

NOTES TO AGENDA

NOTES TO AGENDA FOR – BOARD MEETING BM - 12/2024 – 09.11.2024

1. Chairperson 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 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.

3. To ascertain the requisite quorum

The Chairperson to confirm the quorum and call the meeting to order.

4. To take note of the Reconciliation of Share Capital Audit Report for the quarter ended 30th September 2024

The Chairman will appraise the Board Members that as per Regulation 76 of SEBI's (Depository and Participants) Regulations, 2018, the Company is required to obtain an audit report on a quarterly basis from a Practicing Chartered Accountant/ Company Secretary and submit it to the stock exchanges, confirming and reconciling the issued and paid-up capital, with the listed capital and number of shares held in dematerialized form and physical form, the details of changes in share capital during the quarter. In accordance with this provision, the Audit Report for the quarter ended 30th September 2024 reconciling the Share Capital is enclosed as Annexure 01 for its consideration.

The Board will be requested to go through the Audit Report received from CS Suman Bijarnia for the Quarter ended 30th September 2024 enclosed as Annexure 01 and take note of the same .

5. To take note of the quarterly report on status of investor complaints during the quarter ended 30th September 2024

The Chairman will appraise the Board Members that Regulation 13 of SEBI's (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires the Company to file with the Stock Exchange(s) on a quarterly basis, within twenty one days from the end of each quarter, a statement giving the number of investor complaints pending at the beginning of the quarter, those received during the quarter, disposed of during the quarter and those remaining unresolved at the end of the quarter . The said report is also required to be placed before the Board for its information and records.

In compliance with Regulation 13, the 'Status of Investor Complaint' for the Quarter ended 30th September 2024 as circulated is enclosed as Annexure 02. The Management recommends that the Board is requested to go through the 'Status of Investor Complaint' for the Quarter ended received from M/s. Linkin Time India Private Limited (Share transfer agent) enclosed as Annexure 02 and take note of the same.

6. To take note of various Statutory Compliance of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and SEBI (Depositories and Participants Regulations, 2018)

The chairman will appraise the Board Members that Compliances of provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Depositories and participants Regulations, 2018) has been duly submitted to the Stock Exchange for the Quarter ended 30th September, 2024 and Board Members are duly requested to take note the same.

7. To Consider, Discuss and Approve the re-constitution of Internal Complaints Committee for governing the sexual harassment cases in the Company

It will be apprised to the Board that the Company needs to reconstitute the Internal Complaints Committee ("Committee") for handling matters of sexual harassment within the organization due to recent resignations of certain Committee members. Accordingly, a proposal has been made to reconstitute the Committee to ensure it is appropriately structured and functional.

After due deliberation, the Board Members are requested to pass the following resolution:

"RESOLVED THAT the consent of the Board of Directors be and is hereby accorded to reconstitute the Internal Complaints Committee ("Committee") with an updated membership structure, in light of recent resignations.

RESOLVED FURTHER THAT the revised composition of the Committee shall take effect immediately and continue to fulfill its duties in compliance with the applicable regulations and Company policies and revised constitution will be:

Sr. No.	**Name of Person**	**ICC position**	**Designation**
1	Ms. Karthika Menon	Presiding Officer/ Chairperson	Whole Time Director
2	Ms. Sharene D'Costa	Member	Country Sales Manager

3	Ms. Khushboo Gautam	Member	Company Secretary
4	Mr. Sumit Kothari	Member	Chief Financial Officer
5	Mr. Mahamed Galib Husain	Member	Vice President - Operations
6	Mr. Prabhat Ranjan	Member	Vice President - Operations
7	Ms. Krishnaveni Bhoga	Member	Sr. Manager - HR
8	Ms. Pavitra Rao	Member	N/A
9	Ms. Jenna Krishnan	Member	N/A

RESOLVED FURTHER THAT Ms. Karthika Menon, shall act as the Presiding Officer for the Committee and shall be responsible for implementation of Sexual Harassment Policy of the Company.

8. The Board to approve and ratify the statement of Related Party Transactions on Consolidation Basis (01/07/2024 To 30/09/2024) along with Register of Contracts maintained under The Companies Act, 2013

The Chairman will appraise the Board to approve and ratify the statement of Related Party Transactions entered in the second quarter of the financial year 2024-2025, along with the Register of Contracts maintained under the Companies Act, 2013, as recommended by the Audit Committee.

The Board Members are requested to consider, discuss, and approve the same, with or without changes as it may deem fit, and pass the following resolution, with or without modification(s):

"RESOLVED THAT the related party transactions entered during Quarter ended June 30, 2024 be and are hereby approved and ratified, as recommended by the Audit Committee.

Statement Showing Related Party Transactions on Consolidation Basis (01/07/2024 To 30/09/2024)

Name of the Entity (Related Party)	**Nature of Relationship**	**Particulars of Transactions with Deccan Transcon Leasing Limited**	**Total (In Rs.)**

Kingstar Freight Private Limited	Associate Company	Purchase	75,47,248.00
		Sale	81,31,649.00
Deccan Transcon Shipping LLP	LLP	Purchase	73,98,831.96
		Sale	00.00
Deccan Mohsin LLP	LLP	Purchase	5,93,712.54
		Sale	00.00
Deccan Orient Line Co Ltd	Group Company	Purchase	00.00
		Sale	00.00
Jaidev Parath Menon	Whole Time Directors & Chairman	Remuneration	4832542.37
Karthika Menon	Whole Time Directors	Remuneration	19,02,000.00
Shekhar Miriyala	Whole Time Directors	Remuneration	14,89,900.00
Rajeev Kothanath Menon	Chief Executive Officer	Remuneration	33,25,004.00
Sumit Kothari	Chief Financial officer	Remuneration	20,46,300.00
Khushboo Gautam	Company Secretary & Compliance Officer	Remuneration	4,91,004.00
Kedar Jaidev Menon	Relative of Director	Professional Fees	6,00,000.00
Pranav Jaidev Menon	Chief Operating Officer	Remuneration	00.00
Navaneeth Jaidev	Chief Operating Officer	Remuneration	8,67,008.00

9. To take note of the Compliance Certificates as per Regulation 33 of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations, 2015

The Chairman will inform the Board that, in compliance with Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a certificate must be submitted by the Chairman and the Chief Financial Officer while placing the financial results before the Board of Directors. This certificate will confirm that the financial results do not contain any false or misleading statements or figures and do not omit any material facts that could render the statements or figures misleading.

In this regard, the Chairman will place before the Board a compliance certificate for their review and the Board Members are requested to take note of the same.

10. To consider, discuss and approve the draft unaudited financial results for the quarter and half year ended on September 30, 2024

The Chairman will inform the Board that the draft Unaudited Financial Results of the Company for the quarter and half year ended September 30, 2024, comprising the Balance Sheet as at September 30, 2024, Statement of Profit and Loss, and Cash Flow Statement for the quarter ended on that date, will be presented to the Board during the meeting for their perusal.

The Board members may raise any questions, which will be addressed accordingly.

It will further be informed that the draft Unaudited Financial results for the quarter and half year ended September 30, 2024, were also placed before the Audit Committee in their meeting, held on the same day, prior to this meeting. Mr. Satyamurthi Ramnasundar, Chairman of the Audit Committee, will brief the Board about the Audit Committee's recommendation for approval of the Unaudited Financial Statements for the quarter and half year ended September 30, 2024.

The following resolution is proposed for the Board's consideration:

"RESOLVED THAT pursuant to the recommendation of the Audit Committee, the draft unaudited financial results for the quarter and half year ended September 30, 2024, as placed before the Board, be and are hereby approved.

RESOLVED FURTHER THAT Mr. Jaidev Menon, Chairperson of the Company, be and is hereby authorized to sign the unaudited financial results for the quarter and half year ended September 30, 2024.

RESOLVED FURTHER THAT the signed unaudited financial results for the quarter and half year ended September 30, 2024, be forwarded to the Auditor for their report thereon."

The Review Report from the Statutory Auditors of the Company will also be presented to the Board during the meeting.

Further, it will be informed that the Company is in compliance with the applicable accounting standards and that there were no adverse observations during the period under review.

The following additional resolution is proposed for the Board's consideration:

"RESOLVED THAT the review report on the unaudited financial statements for the quarter and half year ended September 30, 2024, as placed before the Board, be and is hereby taken on record.

RESOLVED FURTHER THAT the unaudited financial statements along with the review report thereon, given by Mr. Prateek Kabra, Partner of M/s ADV & Associates, Chartered Accountants, Statutory Auditor for the Company, be and are hereby referred to the Audit Committee/Board of Directors .

RESOLVED FURTHER THAT any of the Directors, Chief Financial Officer and Company Secretary be and are hereby singly and severally authorized to file and submit necessary forms, documents, and writings with the Registrar of Companies and other concerned authorities if required, and further authorized to do all such acts, deeds, matters, and things incidental and ancillary thereto."

11. To take note of the disclosure of Interest under Section 184 of the Companies act 2013 in form MBP 01 By Ms. Venkata Naga Lavanya Kandala, Independent Director of the company.

The Chairman will inform the Board that Ms. Venkata Naga Lavanya Kandala, Independent Director of the Company, was appointed as an Independent Director in Itish Business Solutions Limited with effect from October 12, 2024. In accordance with Section 184(1) of the Companies Act, 2013, Ms. Kandala has submitted a fresh disclosure in Form MBP-1 to declare her interest in the said company, which is enclosed as Annexure 03.

The disclosure of interest received from Ms. Venkata Naga Lavanya Kandala will be placed before the Board for their perusal and will also circulated along with the agenda.

The Board members took note of the same.

12. Any other item with the permission of the Chair

The board to consider any other item with the permission of the Chair.