Notice of Board Meeting

Date: February 28, 2025 (Friday)
Time: 02:00 PM
Venue: Suite No 507;5th Floor Image Capital Park; Image Gardens Road; Madhapur; Shaikpet; Hyderabad; Telangana; 500081; India

Serial No.: BM-14/2024-25

To,

The Board of Directors
Deccan Transcon Leasing Limited

Subject: Notice of Meeting (No. 14/2024-25) of the Board of Directors on Friday the, 28th Day of February, 2025 at 02:00 PM.

Sir / Ma'am,

Shorter Notice is hereby given that meeting of the members of Board of the Company will be held on **Friday the, 28th Day of February, 2025 at 02:00 PM**.

The Company will make necessary arrangements for the smooth conduct of the meeting.

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: 2025.02.25 12:06:44 +05'30'

Khushboo Gautam
(Company Secretary & Compliance Officer)

Place: Hyderabad
Date: 25.02.2025

AGENDA OF BOARD MEETING
[At Shorter Notice]

Agenda for the (BM - 14/2024-25) Meeting of Board of Directors of M/S Deccan Transcon Leasing Limited to be held on **Friday the, 28th Day of February, 2025 at 02:00 PM**.

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 consider, confirm and noting of Minutes of previous Board Meetings held on 24th October 2024 and 12th November 2024	Confirmation & Noting
5	To take note of the change of name of the Registrar and Transfer Agent (RTA) from Link Intime India Private Limited to MUFG Intime India Private Limited.	Noting
6	To take note of the Reconciliation of Share Capital Audit Report for the quarter ended 31st December 2024	Noting
7	To take note of the quarterly report on status of investor complaints during the quarter ended 31st December 2024	Noting
8	To take note of various Statutory Compliance of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and SEBI (Depositories and Participants Regulations, 2018)	Noting
9	To take note of the Integrated Filing-Governance utility	Noting
10	To take note of the SEBI (LODR) Amendments in relation to Disclosure of Penalty	Noting
11	To take note of Materiality Policy and Related Communication	Noting
12	To take note of the availment of the Credit Facility from the Hongkong and Shanghai Banking Corporation Limited (HSBC)	Noting
13	To take note of the In-Principle approval from the DBS Bank and Term Sheet Alliance Bank, Malaysia	Noting
14	To consider, discuss and approve the Investment in Thailand	Approval
15	To approve the revision of Remuneration for the Chairman and Whole-Time Director, Mr. Jaidev Menon Parath	Approval
16	To approve the revision of Remuneration for the Whole-Time Director, Mrs. Karthika Menon	Approval

17	To approve the revision of Remuneration for the Whole-Time Director, Mr. Shekhar Miriyala	Approval
18	To approve the revision of Remuneration for Rajeev Menon, Chief Executive Officer (CEO)	Approval
19	To approve the revision of Remuneration for Mr. Sumit Kothari, Chief Financial Officer (CFO)	Approval
20	To approve the Redesignation of Compliance Officer Ms. Khushboo Gautam and Revision of Remuneration	Approval
21	To consider, discuss and approve Corporate Social Responsibility (CSR) Policy and expenditure	Approval
22	The Board to approve and ratify the statement of Related Party Transactions on Consolidation Basis (01/10/2024 to 31/12/2024) along with Register of Contracts maintained under The Companies Act, 2013	Approval
23	To appoint the Secretarial Auditor for the Financial Year 2024-2025	Approval
24	To approve the correction of MCA Master Data Pursuant to Listing of the Company	Approval
25	To take note of Non-Compliance and Board Comments on Fine Levied by the Exchange	Approval & Noting
26	To take note of the change in SEBI (LODR) Regulations, 2015 on Additional Disclosure Requirements i.r.t. claims, litigations, and disputes	Approval & Noting
27	To take note of the change in SEBI (LODR) Regulations, 2015 on Additional Disclosure Requirements i.r.t. mandating disclosure of defaults on loans and debt securities.	Approval & Noting
28	To consider, review, and take note of quarterly compliance report in terms of the code of conduct for regulating, monitoring, and reporting of trading by designated persons & their immediate relatives for the quarters ended December 31, 2024	Approval & Noting
29	Any other item with the permission of the Chair.	Approval

NOTES TO AGENDA

NOTES TO AGENDA FOR BOARD MEETING BM 14/2024-25

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 consider, confirm and noting of Minutes of previous Board Meetings held on 24th October 2024 and 12th November 2024

The Minutes of previous Board Meetings of the Company held on **24th October 2024 and 12th November 2024** will be placed during the meeting for perusal of the Board.

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

5. To take note of the change of name of the Registrar and Transfer Agent (RTA) from Link Intime India Private Limited to MUFG Intime India Private Limited.

The Chairman will appraise to the Board of Directors to take note of the **change of name of the Registrar and Transfer Agent (RTA)** from Link Intime India Private Limited **to MUFG Intime India Private Limited**, following the acquisition of Link Group by Mitsubishi UFJ Trust & Banking Corporation (the "Trust Bank").

The Board is requested to take note of this update, which was intimated by the RTA via email.

6. To take note of the Reconciliation of Share Capital Audit Report for the quarter ended 31st December 2024

The Chairman will appraise the Board Members that as per **Regulation 76 of Securities and Exchange Board of India (Depository and Participants) Regulations, 2018**, the Company is required to obtain an audit report on a quarterly basis from a Practicing 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 31st December 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 PCS Himanshu Chandgothia for the Quarter ended 31st December 2024 enclosed as **Annexure 01** and take note of the same.

7. To take note of the quarterly report on status of investor complaints during the quarter ended 31st December 2024

The Chairman will appraise the Board Members that **Regulation 13 of Securities and Exchange Board of India (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 31st December 2024** as circulated is enclosed as **Annexure 02**. The Board is requested to go through the 'Status of Investor Complaint' for the Quarter ended 31st December 2024 received from M/s. MUFG Intime India Private Limited (Share transfer agent) enclosed as **Annexure 02** and take note of the same.

8. 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 Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 and Securities and Exchange Board of India (Depositories and participants Regulations, 2018) has been duly submitted to the Stock Exchange for the Quarter ended 31st December 2024 and Board Members are duly requested to take note **.**

9. To take note of the Integrated Filing-Governance utility

The Chairnman will appraise the Board that with reference to **SEBI Circular SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024**, **Exchange's circular Ref No: NSE/CML/2025/02 dated January 02, 2025**, and the **circular dated January 13, 2025**, the implementation of the **Integrated Filing-Governance** utility for listed entities has been mandated.

In pursuance of the same, the Company has made the required filing enclosed as **Annexure 03** and the Board is requested to take note of the same.

10. To take note of the SEBI (LODR) Amendments in relation to Disclosure of Penalty

The Chairperson will apprise the Board of the amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, introduced through the SEBI notification dated December 31, 2024, and circular dated January 2, 2024. These amendments mandate enhanced disclosures of actions, penalties, or orders passed by regulatory, statutory, or judicial authorities.

The Board will also be informed of the disclosure requirements for penalties based on monetary thresholds, as follows:

- ₹1 Lakh or more (sectoral regulators): Disclosure within 24 hours.
- ₹10 Lakhs or more (other authorities): Disclosure within 24 hours.
- Amounts below these thresholds: Quarterly disclosure.

The Board will take note of the above amendments and the prescribed disclosure requirements.

11. To take note of Materiality Policy and Related Communication

The Chairman will appraise the Board Members that the Company adopted a Materiality Policy on February 1, 2024, in compliance with **Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.** The policy explains the criteria for determining material events or information that must be disclosed to stock exchanges, with Mr. Rajeev Menon designated as the person responsible for determining materiality.

It will be further noted that regular email updates have been sent to Directors, Key Managerial Personnel (KMPs), and Senior Management Personnel (SMPs) to ensure awareness of what qualifies as material as per the Policy and Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Additionally, the crux of Regulation 30 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Materiality Policy, and a detailed Power Point Presentation will be shared with all relevant personnel for their reference and understanding.

12. To take note of the availment of the Credit Facility from the Hongkong and Shanghai Banking Corporation Limited (HSBC)

The Chairperson apprised the Board that, in accordance with the provisions of **Section 180 of the Companies Act, 2013**, the Company has approached **The Hongkong and Shanghai Banking**

Corporation Limited (HSBC), Hyderabad, to avail financial assistance amounting to a total credit limit of INR 22.4 Crores. The facility will be availed on the terms set out in the indicative sanction letter to be issued by the Lender, the Facility Agreement to be executed between the Company and the Lender (the "Facility Agreement"), and all other relevant Finance Documents, along with such other terms as may be mutually agreed upon.

The Chairperson further informed the Board that the Executive/Working Committee had approved the availment of the credit facility through a resolution passed on 20.02.2025. The following resolutions were duly passed by the Executive/Working Committee and placed before the Board for its consideration and noting.:

"RESOLVED THAT the Company be and is hereby authorized to avail the working capital facilities from Hyderabad branch of The Hongkong and Shanghai Banking Corporation Limited (the "HSBC/Bank") in the form of overdraft, working capital demand loan, term loan, bank guarantee facilities, import facilities, export facilities, stand by letter of credit, loan against import, loan against export, corporate credit card facility and/or any other credit facility by whatever name called whether granted by way of funding and/or undertaking to incur the contingent liability in any form up to a maximum principal amount of INR 22.4 Crs (Rupees Twenty Two crores and Forty lakhs only) (either in Indian Rupees or in equivalent foreign currency), (hereinafter referred as "the credit facilities") on such terms and conditions as may be amended/ modified/ renewed by HSBC from time to time and as may be mutually agreed upon."

"FURTHER RESOLVED THAT the company do confirm that the documents to be executed by the company in favour of the HSBC shall continue to remain valid and in full force and effect as against the Company until all the liabilities /dues of the company to the HSBC are fully discharged/paid."`

"FURTHER RESOLVED THAT the approval of the executive committee be and is hereby given to offer with securities (as mentioned below) provided or to be provided to HSBC for availing the said facilities as may be required by HSBC from time to time."

- First Pari-Passu Charge on entire current assets of the company both present and future with Kotak
- First Pari Passu charge on movable fixed assets of the company except which are funded by the banks with KMBL Bank and HSBC Bank
- Exclusive charge on the Commercial Property No.507, on 5th floor, Jains Sadguru Images Capital Park, admeasuring 4641 Sq.Ft., in survey No.72/part, situated at Madhapur Village, Serilingampally Mandal, Ranga Reddy District, T.S
- Exclusive Charge - commercial propery Unit No. No. 0012, Ground Floor, Wing D, Block A, Phase I, P No 03, sector 25, Akshar Business Park, Vashi, navi Mumbai 400703

- Lien on FD for INR 10 Mn
- PGT of the directors Mrs KARTHIKA MENON , Mr JAIDEV PARATH MENON

"FURTHER RESOLVED THAT Mr. Jaidev Parath Menon and Mrs Karthika Menon ("Authorized Persons") be and are hereby severally authorized to convey to HSBC acceptance on behalf of the Company of the said offer for said financial assistance.

Further, the said Authorized Persons of the Company be and are hereby severally authorized to sign, execute and deliver all the documents, agreement, undertaking, declarations, including security documents being deed of hypothecation/mortgage deed or declaration as may be necessary and required by HSBC for the proper availing of the said facilities and further to furnish, sign, execute and deliver such indemnities and/or declarations and/or affidavits on behalf of the Company in favour of HSBC as may be required by HSBC in any matter related hereto and generally to do all such acts and deeds as may be necessary for the availing the said financial facilities and for all matters connected therewith and/or incidental thereto, including delegating the powers to execute documents by way of a Power of Attorney, if necessary."

"FURTHER RESOLVED THAT the Company do file the requisite particulars of charge with the Registrar of Companies immediately upon execution of the Deed of Hypothecation / Mortgage Deed."

"FURTHER RESOLVED THAT the aforesaid officials be and are hereby also authorized, severally as the case may be, authorised to convey acceptance to any subsequent changes, renewals, modifications to any terms and conditions including but not limited to increase/decrease in tenor and/or increase/decrease in the amount of sub-limits sanctioned or sanction of any new facilities as may be sanctioned within the overall facilities stated above and/or any amendment/addition in security structure as may be modified from time to time and to execute such documents, agreements, deeds, etc. as may be required by the Bank in this regard."

"FURTHER RESOLVED THAT the approval of the Executive Committee be and is hereby given to affix the common seal of the Company on any or all documents as required by the HSBC in presence Mr. Jaidev Parath Menon and Mrs Karthika Menon who shall sign / countersign the same in token thereof as per the provisions of Articles of Association of the Company"

"FURTHER RESOLVED THAT a Certified True Copy of this Resolution be furnished to HSBC and/or such persons/entities as may be deemed fit by Mr. Jaidev Parath Menon or Mrs Karthika Menon or Miss Khushboo Gautam.

13. To take note of the In-Principle approval from the DBS Bank and Term Sheet Alliance Bank, Malaysia

The Chairperson apprised the Board that, in accordance with the provisions of Section 185(3)(d) of the Companies Act, 2013, Deccan Shipping & Logistics Sdn. Bhd., Malaysia, has received an in-principle approval from DBS Bank for a credit facility amounting to INR 5 Crores. The facility is secured against a coverage of INR 2 Crores, along with a 10% margin in the case of a Standby Letter of Credit (SBLC). Furthermore, Alliance Bank, Malaysia, is expected to provide its term sheet within the next few days.

The Chairperson further informed that the Executive/Working Committee had approved the matter through a resolution passed on 20.02.2025. The following resolutions were duly passed by the Executive/Working Committee and placed before Board for its consideration and noting.

"RESOLVED THAT the in-principle approval received from DBS Bank for a credit limit of INR 5 Crores against a security coverage of INR 2 Crores plus a 10% margin in the case of Standby Letter of Credit (SBLC) for Deccan Shipping & Logistics Sdn. Bhd., having its registered office at I-08-01, Block I, Level 8, Mercu Maybank, No 3, Persiaran Multimedia @ I-City Seksyen 7, I-City, 40000 Shah Alam, Selangor, Malaysia, be and is hereby noted.

RESOLVED FURTHER THAT the Company be and is hereby authorized to proceed with the necessary documentation and formalities as may be required for availing the said facility from DBS Bank, subject to final approval and execution of the relevant agreements.

RESOLVED FURTHER THAT the Company takes note of the expected term sheet from Alliance Bank, Malaysia, and upon receipt, the same be evaluated for further action as may be deemed appropriate.

RESOLVED FURTHER THAT Jaidev Menon, Chairman and Whole-time Director, Rajeev Menon, CEO, and Sumit Kothari, CFO, be and are hereby jointly and severally authorized to negotiate, finalize, execute, and sign all necessary documents, agreements, undertakings, and any other instruments required for the aforesaid transactions on behalf of Deccan Shipping & Logistics Sdn. Bhd."

14. To consider, discuss and approve the Investment in Thailand

The Chairman will appraise the Board Memebrs that the management has presented a proposal for a strategic investment in Thailand, considering the potential growth opportunities, favorable market conditions, and alignment with the Company's long-term objectives;

And whereas, the proposed investment is expected to enhance the Company's market presence and deliver financial returns while diversifying operations geographically;

Now, therefore, the Board of Directors, after careful review and consideration of the potential benefits and risks involved, will discuss and consider the approval of this proposed investment in Thailand.

15. To approve the revision of Remuneration for the Chairman and Whole-Time Director, Mr. Jaidev Menon Parath

The Chairman will appraise the Board of Directors that the Nomination and Remuneration Committee (NRC) of the Company, after considering the performance, industry standards, and other relevant factors, has reviewed the existing remuneration of Mr.**Jaidev Menon Parath (DIN 7020583)**, **Whole-Time Director and Chairman of the Company,** and has recommended a revision in his remuneration with effect from 01.04.2025;

And whereas, the proposed revision in the remuneration is in accordance with the provisions of the Companies Act, 2013, and is subject to the approval of the Board of Directors as well as the Shareholders at the ensuing Annual General Meeting;

Now, therefore, the Board of Directors of the Company, after deliberation, proposes the following resolution for approval:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of the Companies Act, 2013, including Sections 196, 197, 198, 201, 203, and Schedule V thereof, the Board of Directors hereby approves the revision of the remuneration of Mr. Jaidev Menon Parath (DIN 7020583), Whole-Time Director and Chairman of the Company, with effect from 01.04.2025, as follows:

- Current Remuneration: INR ₹ 3,50,000 (Three Lakh Fifty Thousand Only) per month, plus other perquisites.
- Revised Remuneration: INR ₹ 0,00,000 (........ Lakh Only) per month, plus other perquisites.

RESOLVED FURTHER THAT the approval of the Shareholders of the Company shall be sought at the ensuing Annual General Meeting for the proposed revision in the remuneration of Mr. Jaidev Menon Parath.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things, as may be required or necessary to give effect to this resolution, including obtaining the approval of the Shareholders at the Annual General Meeting and filing of necessary forms with the Registrar of Companies."

16. To approve the revision of Remuneration for the Whole-Time Director, Mrs. Karthika Menon

The Chairman will appraise the Board Members that the Nomination and Remuneration Committee (NRC) of the Company, after considering the performance, industry standards, and other relevant factors, has reviewed the existing remuneration of Ms. Karthika Menon, Whole-Time Director of the Company, and has recommended a revision in her remuneration with effect from 01.04.2025;

And whereas, the proposed revision in the remuneration is in accordance with the provisions of the Companies Act, 2013, and is subject to the approval of the Board of Directors as well as the Shareholders at the ensuing Annual General Meeting;

Now, therefore, the Board of Directors of the Company, after deliberation, proposes the following resolution for approval:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of the Companies Act, 2013, including Sections 196, 197, 198, 201, 203, and Schedule V thereof, the Board of Directors hereby approves the revision of the remuneration of Ms. Karthika Menon (DIN 2529774), Whole-Time Director of the Company, with effect from 01.04.2025, as follows:

- Current Remuneration: INR ₹ 3,17,000 (Three Lakh Seventeen Thousand Only) per month, plus other perquisites.
- Revised Remuneration: INR ₹ 0,00,000 (........ Lakh Only) per month, plus other perquisites.

RESOLVED FURTHER THAT the approval of the Shareholders of the Company shall be sought at the ensuing Annual General Meeting for the proposed revision in the remuneration of Ms. Karthika Menon.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things, as may be required or necessary to give effect to this resolution, including obtaining the approval of the Shareholders at the Annual General Meeting and filing of necessary forms with the Registrar of Companies."

17. To approve the revision of Remuneration for the Whole-Time Director, Mr. Shekhar Miriyala

The Chairman will appraise the Board Members that the Nomination and Remuneration Committee (NRC) of the Company, after considering the performance, industry standards, and other relevant factors, has reviewed the existing remuneration of Mr. Shekhar Miriyala, Whole-Time Director of the Company, and has recommended a revision in his remuneration with effect from 01.04.2025;

And whereas, the proposed revision in the remuneration is in accordance with the provisions of the Companies Act, 2013, and is subject to the approval of the Board of Directors as well as the Shareholders at the ensuing Annual General Meeting;

Now, therefore, the Board of Directors of the Company, after deliberation, proposes the following resolution for approval:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of the Companies Act, 2013, including Sections 196, 197, 198, 201, 203, and Schedule V thereof, the Board of Directors hereby approves the revision of the remuneration of Mr. Shekhar Miriyala (DIN 07259907), Whole-Time Director of the Company, with effect from 01.04.2025, as follows:

- Current Remuneration: INR ₹3,17,000 /- (Three lakh seventeen thousand only) per month, plus other perquisites.
- Revised Remuneration: INR ₹ 0,00,000 (........ Lakh Only) per month, plus other perquisites.

RESOLVED FURTHER THAT the approval of the Shareholders of the Company shall be sought at the ensuing Annual General Meeting for the proposed revision in the remuneration of Mr. Shekhar Miriyala.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things, as may be required or necessary to give effect to this resolution, including obtaining the approval of the Shareholders at the Annual General Meeting and filing of necessary forms with the Registrar of Companies."

18. To approve the revision of Remuneration for Rajeev Menon, Chief Executive Officer (CEO)

The Chirman will appriase the Board memebers that Nomination and Remuneration Committee (NRC) of the Company, after reviewing the increased responsibilities, performance expectations and contributions of Mr. Rajeev Menon, Chief Executive Officer (CEO), has recommended a revision in his remuneration, which will take effect from 01.04.2025;

And whereas, the proposed revision in the remuneration is in accordance with the provisions of Section 2(18), Section 203, and other applicable provisions of the Companies Act, 2013, and is subject to Board approval;

Now, therefore, the Board of Directors of the Company, after deliberation, proposes the following resolution for approval:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), in recognition of the increased responsibilities and performance expectations of

Mr. Rajeev Menon, Chief Executive Officer (CEO), the Board of Directors hereby approves the revision of his remuneration with effect from 01.04.2025, as follows:

- Current Remuneration: INR ₹ 5,83,000 (Five Lakh Eighty-Three Thousand Only) per month.
- Revised Remuneration: INR ₹ 0,00,000 (........ Lakh Only) per month.

RESOLVED FURTHER THAT the revision in the remuneration of Mr. Rajeev Menon shall be in accordance with the provisions of Section 2(18), Section 203, and other applicable provisions of the Companies Act, 2013.

19. To approve the revision of Remuneration for Mr. Sumit Kothari, Chief Financial Officer (CFO)

The Chairman will appraise the Board Members that the Nomination and Remuneration Committee (NRC) of the Company, after reviewing the increased responsibilities, performance expectations, and contributions of Mr. Sumit Kothari, Chief Financial Officer (CFO), has recommended revision in his remuneration, which will take effect from 01.04.2025;

And whereas, the proposed revision in the remuneration is in accordance with the provisions of Section 2(19), Section 203, and other applicable provisions of the Companies Act, 2013, and is subject to Board approval;

Now, therefore, the Board of Directors of the Company, after deliberation, proposes the following resolution for approval:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), in recognition of the increased responsibilities and performance expectations of Mr. Sumit Kothari, Chief Financial Officer (CFO), the Board of Directors hereby approves the revision of his remuneration with effect from 01.04.2025, as follows:

- Current Remuneration: INR ₹ 3,59,000 (Three Lakh Fifty-Nine Thousand Only) per month.
- Revised Remuneration: INR ₹ 0,00,000 (........ Lakh Only) per month.

s the revision in the remuneration of Mr. Sumit Kothari shall be in accordance with the provisions of Section 2(19), Section 203, and other applicable provisions of the Companies Act, 2013.

20. To approve the Redesignation of Compliance Officer Ms. Khushboo Gautam and Revision of Remuneration

The Chairman will apprase that on the Basis of recommendation by the Nomination and Remuneration Committee (NRC) regarding the recent amendment to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, dated December 12, 2024, which mandates that the **Compliance Officer must be a Whole-Time Employee, Positioned not more than One Level Below the Board, and designated as a Key Managerial Personnel (KMP);**

Now, therefore, the Board of Directors of the Company, after deliberation, proposes the following resolution for approval:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee (NRC), in compliance with the amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors hereby approves the redesignation of Ms. Khushboo Gautam as the Whole-Time Employee and Key Managerial Personnel (KMP), One Level Below the Board, effective immediately.

RESOLVED FURTHER THAT the Board of Directors also approves the revision of the remuneration payable to Ms. Khushboo Gautam from INR ₹ 83,334 (Eighty-Three Thousand Three Hundred Thirty-Four Only) per month to INR ₹ [.......................] per month, subject to the approval of the Board of Directors.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters, and things, as may be required or necessary to give effect to this resolution, and filing necessary forms with the Registrar of Companies to comply with the amended regulations.

21. To consider, discuss and approve Corporate Social Responsibility (CSR) Policy and expenditure

The Board is requested to note that, pursuant to Section 135 of the Companies Act, 2013, every company with a net worth of ₹500 Crore or more, a turnover of ₹1,000 Crore or more, or a Net profit of ₹5 Crore or more during the immediately preceding financial year is required to spend, in every financial year, at least 2% of the average net profits of the company made during the three immediately preceding financial years towards Corporate Social Responsibility (CSR).The Company must formulate a CSR Policy, which specifies the activities to be undertaken in areas or subjects listed in Schedule VII of the Companies Act, 2013.

Further, it is informed that the Company's net profit as of March 31, 2024, exceeds ₹5 crore; therefore, the CSR provisions are applicable to the Company.

As per Section 135(9) of the Companies Act, 2013, when the CSR expenditure does not exceed ₹50 lakh, the requirement to constitute a CSR Committee is not mandatory. In such cases, the Board of Directors shall discharge the functions of the CSR Committee.

The minimum CSR expenditure, calculated as 2% of the average net profits of the Company during the three immediately preceding financial years, is ₹13,00,000/-.

Additionally, the CSR Policy is attached herewith for the Board's review and approval for readoption.

The Board Members are requested to consider, discuss and pass the below resolution, with or without modification(s):

"RESOLVED THAT pursuant to Section 135 and other applicable provisions of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, the consent of Board of Directors be and is hereby accorded to consider and approve the CSR Policy, as placed before the Board.

"RESOLVED FURTHER THAT pursuant to Section 135 and other applicable provisions of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014, the consent of the Board be and is hereby accorded for CSR expenditure for minimum amount of Rs. 13,00,000 /- to be spent in FY 2024-25 towards the activities mentioned in Schedule VII of the Companies Act, 2013.

RESOLVED FURTHER THAT any one of the Directors of the Company, Mr. Rajeev Menon, Chief Executive Officer, or Mr. Sumit Kothari, Chief Financial Officer, be and are hereby severally authorized to do all such acts, deeds, and things as may be necessary to give effect to this resolution.

22. The Board to approve and ratify the statement of Related Party Transactions on Consolidation Basis (01/10/2024 to 31/12/2024) 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 into during the third 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.

Additionally, the matter concerning the remuneration payable to Pranav Jaidev, which exceeds the limits prescribed under **Section 188(1)(f) of the Companies Act, 2013, read with Rule 15 and the proviso thereto of the Companies (Meetings of Board and its Powers) Rules, 2014,** will be presented for consideration. The remuneration of USD 8,350 per month paid to Pranav Jaidev for the financial year 2024-2025 is proposed to be ratified, and the remuneration for the financial year 2025-2026 is proposed for approval, subject to the approval of the Board and shareholders.

STATEMENT SHOWING RELATED PARTY TRANSACTIONS ON CONSOLIDATION BASIS (01/10/2024 TO 31/12/2024)

Name of the Entity (Related party)	**Particulars of Transactions with Deccan Transcon Leasing Limited**	**Total (In Rs.)**
Kingstar Freight Private Limited	Purchase	42,70,371.10
	Sale	1,11,74,890.42
Deccan Transcon Shipping LLP	Purchase	71,87,059.94
	Sale	-
Deccan Mohsin LLP	Purchase	2,92,549.00
	Sale	-
Deccan Orient Line Co Ltd	Purchase	66,67,030.64
	Sale	-
Jaidev Parath Menon	Whole Time Directors & Chairman	24,35,474.83
Karthika Menon	Whole Time Directors	9,51,000.00
Shekhar Miriyala	Whole Time Directors	8,93,940.00
Rajeev Kothanath Menon	Chief Executive Officer	16,45,002.00
Sumit Kothari	Chief Financial officer	10,12,380.00
Khushboo Gautam	Company Secretary & Compliance Officer	2,44,602.00
Kedar Jaidev Menon	Relative of Director	3,00,000.00
Navneeth Jaidev	Chief Operating Officer	4,29,309.00
Total		3,75,03,608.93

The Board Members are requested to consider, discuss, and approve the same, with or without modifications, and pass the following resolution(s):

RESOLVED THAT the Related Party Transactions entered into during the quarter ending December 31, 2024, be and are hereby approved and ratified, as recommended by the Audit Committee.

RESOLVED FURTHER THAT the Board approves the Register of Contracts maintained under the Companies Act, 2013, in relation to such transactions, as recommended by the Audit Committee.

RESOLVED THAT the remuneration payable to Pranav Jaidev, amounting to USD 8,350 per month, for the financial year 2024-2025, which exceeds the limits prescribed under **Section 188(1)(f) of the Companies Act, 2013, read with Rule 15 and the proviso thereto of the Companies (Meetings of Board and its Powers) Rules, 2014**, be and is hereby ratified, subject to the approval of the Shareholders at the ensuing Annual General Meeting.

RESOLVED FURTHER THAT the Board approves and recommends the remuneration arrangement for Pranav Jaidev for the financial year 2025-2026, amounting to USD 8,350 per month, subject to the approval of the shareholders at the forthcoming Annual General Meeting (AGM), in compliance with **Section 188(1)(f) of the Companies Act, 2013, read with Rule 15 and the proviso thereto of the Companies (Meetings of Board and its Powers) Rules, 2014.**

23. To appoint the Secretarial Auditor for the Financial Year 2024-2025

The Board, upon the recommendation of Audit Committee will review the provisions of **Section 204 of the Companies Act, 2013,** along with **Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014,** which require the appointment of a Secretarial Auditor to conduct the secretarial audit of the Company. In accordance with these regulations and based on the Committee's recommendation, the Board proposed the appointment of **M/s. ACHS & CO.,** Company Secretary, to carry out the secretarial audit for the financial year from 1st April 2024 to 31st March 2025.

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 pursuant to Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 **M/s. ACHS & CO., Company Secretary, (Certificate of Practice Number 22602)** be and is hereby appointed as Secretarial Auditor of the Company for the year from 1st April 2024 to 31st March 2025, at such remuneration as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor."

RESOLVED FURTHER THAT Board be and is hereby authorized to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary including filing necessary e-forms with Registrar of Companies, in order to give effect to this resolution."

24. To approve the correction of MCA Master Data Pursuant to Listing of the Company

The Chairman will appraise the Board that, pursuant to the listing of equity shares of the Company on the "EMERGE SME Platform" of the National Stock Exchange (NSE) on September 24, 2024, the Corporate Identification Number (CIN) of the Company requires an update in the MCA Master Data.

As per regulatory requirements, the CIN should reflect the Company's listed status by changing its first letter from "U" (Unlisted) to "L" (Listed).

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 pursuant to the listing of equity shares of the Company on the "EMERGE SME Platform" of the National Stock Exchange (NSE) on September 24, 2024, the Board of Directors hereby takes note of and approves the correction in the Corporate Identification Number (CIN) of the Company in the MCA Master Data, as follows:

Existing CIN	**New CIN**
U63090TG2007PLC052599	L63090TG2007PLC052599

RESOLVED FURTHER THAT the Board approves the submission of a "Change Request Form" to the Ministry of Corporate Affairs (MCA) for updating the Master Data of the Company.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby severally authorized to take all necessary steps, execute documents, and perform all acts, deeds, and things as may be required to give effect to this resolution."

25. To take note of Non-Compliance and Board Comments on Fine Levied by the Exchange

The Board of Directors will be apprised of the Notice issued by the Stock Exchange dated 13.12.2024 regarding Non-Compliance with Regulation 29(2)/29(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the month of November 2024. The Exchange levied a fine of ₹10,000, along with GST @18%, amounting to a total of ₹11,800. The Exchange has further directed the Company to place the said non-compliance and the fine levied before the Board for its comments and to communicate the same to the Exchange via the NEAPS portal.

The Board Members are requested to take note of the matter and discuss the steps to ensure compliance with regulatory requirements in the future and pass the following resolution.

"**RESOLVED THAT** the Board of Directors of the Company do hereby take note of the non-compliance with Regulation 29(2)/29(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as identified by the Stock Exchange for the month of November 2024, resulting in the levy of a fine amounting to ₹11,800, inclusive of GST.

RESOLVED FURTHER THAT the Company Secretary & Compliance Officer be and is hereby authorized to communicate the Board's comments on the fine levied to the Exchange at the designated NEAPS path and to take all necessary actions, including the filing of any submissions or waiver requests, to address the matter as per the Exchange's requirements."

26. To take note of the change in SEBI (LODR) Regulations, 2015 on Additional Disclosure Requirements i.r.t. claims, litigations, and disputes

The Chairman will apprise the Board of SEBI's updates to the SEBI (LODR) Regulations, 2015, as per the circular dated January 2, 2025. The updates will introduce additional quarterly and immediate disclosure requirements for listed entities, including tax and non-tax litigations and disputes. The Board will consider the same and may pass the following resolution with or without modification:

" **RESOLVED THAT** the Board takes note of the updated disclosure requirements and the communication sent to Directors regarding litigations and disputes under the SEBI circular.

FURTHER RESOLVED THAT the following materiality thresholds for disclosure are approved:

- 2% of Turnover: ₹3,05,11,420 (based on FY 2023-24 turnover of ₹1,52,55,71,000).
- 2% of Net Worth: ₹64,42,620 (based on FY 2023-24 net worth of ₹32,21,31,000).
- 5% of Average PAT: ₹42,61,152.32 (based on the last three audited years).
- Board Discretion: Any event deemed material by the Board, irrespective of thresholds.

FURTHER RESOLVED THAT the reporting of litigations and disputes to SEBI shall be as follows:

- **Tax disputes and litigations**: If material, to be disclosed within 24 hours; otherwise, in the quarterly filings.
- **Non-tax litigations**:
  - If recorded in the Structured Digital Database (SDD), to be disclosed within 72 hours of notice.
  - If not recorded in the SDD, to be disclosed within 24 hours.

FURTHER RESOLVED THAT all non-tax litigations shall be recorded in a structured digital database as per SEBI (PIT) Regulations, 2015, and disclosed as per the timelines mentioned above.

FURTHER RESOLVED THAT the management is directed to:

- Monitor, document, and update material litigations regularly.
- Maintain a digital database for non-tax litigations.

Ensure compliance with SEBI's disclosure requirements, including updates and quarterly filings.."

27. To take note of the change in SEBI (LODR) Regulations, 2015 on Additional Disclosure Requirements i.r.t. mandating disclosure of defaults on loans and debt securities.

The Board will be apprised of SEBI updates per the Circular dated January 2, 2025, mandating disclosure of defaults on loans and debt securities and releted compliance measures will be discussed.

The Board will consider the same and may pass the following resolution with or without modification:

"**RESOLVED THAT** the Board notes the SEBI (LODR) updates requiring disclosures for defaults on loans, debt securities, and revolving facilities, and approves the following measures:

1. **Disclosure of Defaults**:

- Report defaults on debt securities, loans, and revolving facilities exceeding limits for over 30 days.

2. **Timelines:**

- Disclose defaults within 24 hours from the 30th day of default.
- Provide quarterly updates on continuing defaults and outstanding debt securities.

3. **Details in Disclosures**:

- Include entity name, obligation nature, lender details, default date, amounts (principal/interest), loan terms, and total financial debt.

4. **Compliance Mechanism:**

- Establish systems to monitor and record defaults, ensuring timely and accurate disclosures.

RESOLVED FURTHER THAT the Board of Directors are severally authorized to ensure compliance as required."

28. To consider, review, and take note of quarterly compliance report in terms of the code of conduct for regulating, monitoring, and reporting of trading by designated persons & their immediate relatives for the quarters ended December 31, 2024

The Board will be informed that pursuant to Sub-regulation (1) of **Regulation 9 read with Schedule B** of the **SEBI (Prohibition of Insider Trading) Regulations, 2015**, and the **Code of Conduct for Regulating, Monitoring, and Reporting of Trading by Designated Persons & Their Immediate Relatives**, the Compliance Officer is required to submit a quarterly compliance report to the Chairman of the Audit Committee concerning trading in the securities of the Company by Designated Persons and their immediate relatives.

Accordingly, the Compliance Officer will submitted the compliance reports for the quarters ended September 30, 2024, and December 31, 2024. It is noted that no Designated Person has dealt in the securities of the Company during these quarters, and a "Nil" report will be placed before the Board for its perusal. Further, no trading plan, pre-clearance, or request for a waiver of the holding period was received from any Designated Person during these periods.

The Board is requested to take note of the same.

29. Any other item with the permission of the Chair.

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