DECCAN TRANSCON LEASING LTD.

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

<u>Notice of Board Meeting</u>
Date: Saturday the 19th Day of April 2025
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-01/2025-26

To,
The Board of Directors
Deccan Transcon Leasing Limited

Subject: Notice of Meeting (No. 01/2025-26) of the Board of Directors on Saturday the 19th Day of April 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 **Saturday the 19th Day of April 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: 2025.04.11 16:28:18 +05'30'

Khushboo Gautam
(Company Secretary & Compliance Officer)

Place: Hyderabad
Date: 11.04.2025

Suite No. 507, 5th Floor, Capital Park, Image Gardens Road, Madhapur, Hi-Tech City, Hyderabad - 500 081. Telangana, India. Phone: 040 - 40044052. Website: www.deccantrans.com, email compliance@deccantrans.com

DECCAN TRANSCON LEASING LTD.

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AGENDA OF BOARD MEETING
[At Shorter Notice]

Agenda for the (BM - 01/2025-26) Meeting of Board of Directors of M/S Deccan Transcon Leasing Limited to be held on **Saturday the 19th Day of April 2025 at 02:00 PM**.

S. No.	Items	Action
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 Minutes of Previous Board Meetings Held on 28th February 2025	Noting
5	To take note of Minutes of Previous Executive Committee Meetings Held on 11th February 2025, 11th March 2025, and 28th March 2025 .	Noting
6	To take note of the Standard Operating Procedure (SOP) for Disclosure of Penalties in terms of SEBI (LODR) Regulations, 2015	Noting
7	To take note of the Presentation on Regulation 30 and the Policy for Determination of Materiality of Events or Information	Noting
8	To take note of the Update on Conditions Imposed by Independent Directors Regarding CSR Expenditure	Noting
9	To Approve and Ratify the Statement of Related Party Transactions for the Quarter Ended 31st December 2024 and Ratification of Remuneration to Mr. Pranav Jaidev	Approval
10	To approve appointment of Secretarial Auditor for FY 2024-2025	Approval
11	To approve appointment of Internal Auditor for FY 2024-2025	Approval
12	To consider and take note of the Standard Operating Procedure (SOP) for ensuring compliance with SEBI's amended disclosure requirements on claims, litigations, and disputes	Noting
13	To consider and take note of the Standard Operating Procedure (SOP) for ensuring compliance with SEBI's amended disclosure requirements on claims, litigations, and disputes	Noting
14	To take note of the annual disclosures received from the Directors pursuant to the Companies Act, 2013	Noting
15	Any other item with the permission of the Chair.	Approval

AGENDA FOR BOARD MEETING BM 01/2025-26

1. Chairperson of the Meeting

Mr. Jaidev Menon, being the Chairman of the Company, shall preside over the meeting. In the event of his inability to attend, Chairperson will be appointed by a majority of the members present at the meeting.

2. Granting of Leave of Absence, If Any

Leave of absence will be granted to the members who are unable to attend the meeting, provided such leave requests are received in advance.

3. Ascertainment of the Requisite Quorum

The Chairperson shall confirm whether the requisite quorum is present and, if so, shall formally call the meeting to order.

4. Noting of Minutes of Previous Board Meetings Held on 28th February 2025

The minutes of the previous Board Meetings held on 28th February 2025 will be presented for noting by the Board.

Members are requested to take note of the same.

5. Noting of Minutes of Previous Executive Committee Meetings Held on 11th February 2025, 11th March 2025, and 28th March 2025

The minutes of the previous Executive Committee Meetings held on 11th February 2025, 11th March 2025, and 28th March 2025 will be presented for noting by the Board.

Members are requested to take note of the same.

6. Noting of the Standard Operating Procedure (SOP) for Disclosure of Penalties in terms of SEBI (LODR) Regulations, 2015

The Board had, vide **Resolution No. 10 passed at its meeting held on February 28, 2025**, taken note of the amendments introduced by the Securities and Exchange Board of India (SEBI) to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, through its **notification dated December 31, 2024**, and **circular dated January 2, 2024**. These amendments mandate listed entities to disclose penalties, actions, or orders passed by **regulatory, statutory, or judicial authorities**, based on revised thresholds and timelines as under:

- **Penalties by Sectoral Regulators** (e.g., SEBI, RBI, IRDAI, TRAI): Disclosure required within **24 hours** if the amount is **₹1 lakh or more**.
- **Penalties by Other Authorities** (e.g., Income Tax, GST, NCLT, Courts): Disclosure required within **24 hours** if the amount is **₹10 lakhs or more**.
- **Penalties below the above thresholds**: To be disclosed on a **quarterly basis**.

During the meeting, the Independent Director suggested devising a **formal mechanism** for proper and timely disclosures and for keeping the Board consistently informed of all such developments. The Chairperson acknowledged the suggestion and assured transparency and timely compliance.

Accordingly, the following **Standard Operating Procedure (SOP)** has been formulated to streamline and implement the above regulatory requirements:

Step	**Action**	**Responsibility**
1	Track all penalties	Accounts Team
2	Share penalty details	Accounts → Compliance
3	Classify the authority type	Compliance Team
3.1	If Sectoral Regulator & ≥ ₹1 lakh	Immediate disclosure
3.2	If Other Authority & ≥ ₹10 lakhs	Immediate disclosure
3.3	If below threshold	Report quarterly
4	File disclosure to Stock Exchange	Compliance Team
5	Update company website	Compliance Team
6	Compile quarterly report	Compliance Team
7	Present summary in every Board Meeting	Compliance Team

The Board is requested to take note of the above.

7. Presentation on Regulation 30 and the Policy for Determination of Materiality of Events or Information

The Board had, vide **Resolution No. 11 passed in its meeting held on February 28, 2025**, taken note of the Company's **Materiality Policy** adopted on **February 1, 2024**, in accordance with **Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

As requested by an Independent Director during the previous meeting, a detailed **presentation** encapsulating the key aspects of **Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the **Materiality Policy** and the **relevant SEBI circular** i.r.t Regulation 30 of SEBI LODR has been prepared for the Board's review. The same is enclosed as **Annexure No. 05** for reference.

The Board is requested to **take note** of the same.

8. Update on Conditions Imposed by Independent Directors Regarding CSR Expenditure

With reference to **Agenda Item No. 21 approved in the Board Meeting held on 28th February 2025**, wherein the Board had approved a CSR expenditure of ₹13,00,000/- for the Financial Year 2024-25, subject to the following **conditions recommended by the Independent Directors**:

i. Opening of a separate bank account for the unspent CSR amount from the previous year, with submission of the bank statement;

ii. Finalization of a Not-for-Profit Organisation (NPO) for employee contributions, execution of an engagement letter, and a site visit by employees to verify the NPO's credibility;

iii. No CSR expenditure to be incurred until the NPO is finalized and the engagement letter is duly executed;

iv. Submission of Utilization Certificates (UCs) on a monthly basis for the amounts disbursed.

Status Update:

i. The CSR obligation for FY 2023-24 has been fully discharged therefore a new Bank account is not required.

ii. An eligible NPO has been finalized in consultation with the Board and Independent Directors. A receipt acknowledging the same is enclosed;

iii. The condition regarding non-expenditure prior to NPO finalization has been duly complied with;

iv. The identified NPO will submit Utilization Certificates (UCs) in accordance with the prescribed guidelines.

The Board is requested to take note of the above.

The relevant documents are placed before the Board for its information and perusal as **Annexure No. 08.**

9. Approval and Ratification of the Statement of Related Party Transactions for the Quarter Ended 31st December 2024 and Ratification of Remuneration to Mr. Pranav Jaidev

Note : Pursuant to the provisions of Section 188 of the Companies Act, 2013, the interested Directors are not allowed to participate or vote on the item of business relating to the proposed related party transaction.

In continuation of the discussion held in the **Board Meeting on 28th February 2025, the Board had, vide Resolution No. 22, reviewed the Statement of Related Party Transactions (RPTs) for the quarter ended 31st December 2024,** as recommended by the Audit Committee, along with the Register of Contracts.

During the said meeting, the Independent Directors had suggested that:

- **The RPT Statement should reflect both standalone and consolidated data.**
- **Justifications should be provided for any delays in ratifying certain transactions.**

Accordingly, the updated Statement of Related Party Transactions, incorporating the above requirements, is presented to the Board for ratification and approval.

A chart reflecting both standalone and consolidated RPT data has been included for your perusal in **annexure 9**.

Additionally, the Board is revisiting the remuneration of USD 8,350 per month payable to Mr. Pranav Jaidev, which exceeds the limits under Section 188(1)(f) of the Companies Act, 2013 and now proposes ratification for FY 2024–25 and approval of the same for FY 2025–26, subject to shareholder approval as recommended by the audit committee.

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

Name of the Entity (Related Party)	Particulars of Transactions with Deccan Transcon Leasing Limited	Standalone Amount (₹)	Consolidated Amount (₹)
Kingstar Freight Private Limited	Purchase	42,70,371.10	42,70,371.10
	Sale	1,11,74,890.42	1,11,74,890.42
Deccan Transcon Shipping LLP	Purchase	71,87,059.94	71,87,059.94
	Sale	-	-
Deccan Mohsin LLP	Purchase	2,92,549.00	2,92,549.00
	Sale	-	-
Deccan Orient Line Co Ltd	Purchase	66,67,030.64	66,67,030.64
	Sale	-	-
Deccan Shipping & Logistics SDN BHD	Purchase	5,66,98,313.67	-
	Sale	4,14,13,915.79	-
Jaidev Parath Menon	Whole Time Directors & Chairman	10,50,000.00	24,35,474.83
Karthika Menon	Whole Time Directors	9,51,000.00	9,51,000.00
Shekhar Miriyala	Whole Time Directors	8,93,940.00	8,93,940.00
Rajeev Kothanath Menon	Chief Executive Officer	16,45,002.00	16,45,002.00
Sumit Kothari	Chief Financial Officer	10,12,380.00	10,12,380.00
Khushboo Gautam	Company Secretary & Compliance Officer	2,44,602.00	2,44,602.00
Kedar Jaidev Menon	Relative of Director	3,00,000.00	3,00,000.00
Pranav Jaidev	Chief Operating Officer		
Navneeth Jaidev	Chief Operating Officer	4,29,309.00	4,29,309.00
Total		**13,42,30,363.56**	**3,75,03,608.93**

Proposed Resolution:

"RESOLVED THAT, pursuant to the **provisions of Section 188** and other applicable provisions of the Companies Act, 2013, the Board of Directors hereby approves and ratifies the Statement of Related Party Transactions (RPTs) for the quarter ended 31st December 2024, on both a standalone and consolidated basis, along with the Register of Contracts maintained under Section 189 of the Companies Act, 2013, as recommended by the Audit Committee and presented before the Board.

RESOLVED FURTHER THAT the Board hereby ratifies the remuneration of Mr. Pranav Jaidev, amounting to USD 8,350 per month for FY 2024-25, and approves the continuation of the same remuneration for FY 2025-26, subject to shareholder approval, as recommended by the Audit Committee and presented before the Board.

RESOLVED FURTHER THAT the Board acknowledges that the RPT Statement reflects the segregation of data on a standalone and consolidated basis and includes appropriate justifications for the delayed ratification of certain transactions, in line with the observations of the Independent Directors."

10. Appointment of Secretarial Auditor for FY 2024-2025

In the Board Meeting held on 28th February 2025 vide resolution no 23 , the Board considered the proposal for the appointment of a Secretarial Auditor and recommended the evaluation of profiles of 3-4 practicing Company Secretaries. Following the evaluation, the Audit Committee recommends the appointment of M/s. ACHS & CO. as the Secretarial Auditor for FY 2024-2025.

Proposed Resolution:

"RESOLVED THAT, pursuant to **Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**, and **based on the recommendation of the Audit Committee,** M/s. ACHS & CO., Company Secretary (CP No. 22602), be and is hereby appointed as the Secretarial Auditor of the Company for the financial year 2024-2025, at a remuneration mutually agreed upon with the Board.

RESOLVED FURTHER THAT the Board is hereby authorized to take all necessary steps to give effect to this resolution."

11. Appointment of Internal Auditor for FY 2024-2025

In compliance **with Section 138 of the Companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules, 2014,** the Company is required to appoint an Internal Auditor to conduct an internal audit of its operations and activities.

Based on the recommendation of the Audit Committee, it is proposed to appoint **Mr. Kishore Reddy, Finance Manager, as the Internal Auditor of the Company for the Financial Year 2024-25.**

Proposed Resolution:

"**RESOLVED THAT,** pursuant to the provisions of **Section 138 of the Companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules, 2014**, Mr. Kishore Reddy, Finance Manager, be and is hereby appointed as the Internal Auditor of the Company for the financial year 2024-2025, to conduct the internal audit of the Company's functions and activities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take all necessary steps and do all such acts, deeds, matters, and things as may be required to give effect to this resolution."

12. To consider and take note of the Standard Operating Procedure (SOP) for ensuring compliance with SEBI's amended disclosure requirements on claims, litigations, and disputes:

The Board, under **Agenda Item No. 26** of its meeting held on **28th February 2025**, had taken note of SEBI Circular dated **2nd January 2025** regarding amendments to the SEBI (LODR) Regulations, 2015, introducing additional disclosure requirements in respect of claims, litigations, and disputes. The Independent Directors had emphasized the importance of transparency and suggested framing a Standard Operating Procedure (SOP) for systematic compliance.

Accordingly, the following SOP is placed before the Board for its information and perusal:

Step	Area	Process Description
1	Information Flow	Accounts Department to inform Compliance Officer (CO) immediately on receipt of any litigation-related information.
2	Classification & Timeline	- Tax Litigations: Disclose within 24 hours if material. - Non-Tax Litigations: • If in SDD – disclose within 72 hours • If not in SDD – within 24 hours
3	SDD Maintenance	Maintain secure, updated database of litigations with access control to avoid unauthorized changes.
4	Disclosure & Approval	CO to verify disclosures; financial impact to be assessed with Finance; Board to be periodically updated.
5	Compliance Monitoring	-Report non-compliances to Board -Quarterly audits for adherence - Periodic review to align with SEBI norms

The Board is requested to take note and approve the implementation of the above SOP with immediate effect.

13. To take note of the implementation of SOP for compliance with SEBI (LODR) Regulations, 2015 regarding disclosure of defaults on loans, debt securities, and revolving credit facilities

The Board, in its meeting held on **28th February 2025** under **Agenda Item No. 27**, was apprised of SEBI's amendments to the SEBI (LODR) Regulations, 2015, pursuant to the Circular dated 2nd January 2025, mandating timely disclosures of defaults on loans, debt securities, and revolving facilities. The Board had noted the suggestions of the Independent Directors regarding enhanced disclosure standards, financial impact reporting, and sign-off protocols.

In light of the above, a Standard Operating Procedure (SOP) has been formulated to ensure timely, transparent, and accountable compliance with the said regulatory requirements. The same is placed before the Board for its information and perusal.

S. No.	Compliance Area	Action Points
1	Financial Impact Disclosure	Detailed assessment and disclosure of default impact on profit and cash flows
2	Standardized Reporting Format	Adopt uniform templates specifying default amount, date, lender, and resolution plan
3	Chairman's Sign-Off	All disclosures to be reviewed and signed by the Chairman before submission
4	Internal Review & Training	Regular review mechanism, employee sensitization, and Audit Committee oversight
5	Ongoing Monitoring	Quarterly Board updates with summary of defaults and corrective actions taken

The Board is requested to take note of the same

14. To take note of the annual disclosures received from the Directors pursuant to the Companies Act, 2013

Pursuant to the provisions of Section 164(2) read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Section 184(1) of the Companies Act, 2013 read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, and Section 149(7) of the Companies Act, 2013, the Company has received the following annual disclosures from the Directors for the financial year **2024-2025**:

- Form DIR-8 – Intimation of non-disqualification under Section 164(2)
- Form MBP-1 – Disclosure of interest in other entities
- Declaration of Independence from Independent Directors under Section 149(7)

The Board is requested to take note of the same.

15. Any Other Business with the Permission of the Chair

The Board may consider any other matters with the permission of the Chair.