DECCAN TRANSCON LEASING LTD.

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

Notice of Board Meeting
Date: Thursday, May 29, 2025
Time: 05:00 PM
Venue: Suite No 507, 5th Floor, Image Capital Park, Image Gardens Road, Madhapur, Shaikpet, Hyderabad, Telangana, 500081, India
Serial No.: BM-02/2025-26

To,
The Board of Directors
Deccan Transcon Leasing Limited

Subject: Notice of Meeting (No. 02/2025-26) of the Board of Directors on Thursday, May 29, 2025 at 05:00 PM.

Sir / Ma'am,

Shorter Notice is hereby given that the meeting of the members of Board of the Company will be held on **Thursday May 29, 2025 at 05:00 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 GAUTAM
Digitally signed by KHUSHBOO GAUTAM
Date: 2025.05.24 07:39:54 +05'30'

Khushboo Gautam
(Company Secretary & Compliance Officer)

Place: Hyderabad
Date: May 24, 2025

AGENDA OF BOARD MEETING

[At Shorter Notice]

Agenda for the (BM - 02/2025-26) Meeting of the Board of Directors of M/S Deccan Transcon Leasing Limited to be held on **Thursday, May 29, 2025, at 05:00 PM**.

S. No.	Items	Action
1	Chairperson of the meeting	Appointment
2	To ascertain the Quorum of the Meeting	Ascertainment
3	To grant leave of absence, if any	Approval
4	To take note of the Minutes of Previous Board Meetings Held on April 19, 2025	Signing & Noting
5	To approve the revised policy for the determination of materiality of events or information	Approval
6	To take note of the CFO certificate in respect of CSR expenditure incurred during the financial year 2024–25	Noting
7	To take note of the compliance of the SEBI regulations for the Quarter ended March 31, 2025.	Noting
8	To approve the revision of remuneration for the chief technology officer (CTO), Mr. Navaneeth Jaidev	Approval
9	To approve and ratify the statement of related party transactions on a standalone and consolidated basis for the quarter ending March 31, 2025, along with the register of contracts maintained under the Companies Act, 2013	Approval
10	To take note of the applicability of regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to SME-listed companies and to approve the corresponding changes to the company's related party transactions policy	Noting and Approval
11	To take note of remuneration to key managerial personnel (KMPs) for FY 2025–2026	Noting
12	To consider and approve remuneration to promoter directors for FY 2025–2026	Approval
13	To ratify and approve remuneration payable to related parties (relatives of directors who form part of the promoter/promoter group) for FY 2024–2025 and FY 2025–2026	Approval
14	To take note of the Compliance Certificates as per Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Noting
15	To consider, discuss, and approve the draft unaudited financial results for the half year ended on March 31, 2025, and to take note of the report of Statutory Auditors thereon	Approval and Noting
16	To consider, discuss, and approve the draft unaudited financial statements for the year ended on March 31, 2025, and to take note of the report of Statutory Auditors thereon	Approval and Noting
17	Any other item with the permission of the Chair.	Approval

AGENDA FOR BOARD MEETING BM 02/2025-26

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. 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.

3. 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.

4. NOTING OF MINUTES OF PREVIOUS BOARD MEETINGS HELD ON SATURDAY, APRIL 19, 2025

The minutes of the previous Board Meeting held on **Saturday, April 19, 2025**, will be presented for consideration, signing and noting by the Board, enclosed herewith as **Annexure 1**.

The Board will be requested to take note of the same.

5. TO APPROVE THE REVISED POLICY FOR DETERMINATION OF MATERIALITY OF EVENTS OR INFORMATION

The Chairman will apprise the Board that the Policy for Determination of Materiality of Events or Information has been revised in accordance with the discussions held during the Board Meeting on **Saturday, April 19, 2025**, and to ensure compliance with the recent amendments to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The draft revised policy is annexed hereto as **Annexure 2** and will be placed before the Board for its consideration and approval.

The Board Members are requested to consider and, if thought fit, to pass the following resolution with or without modification(s):

"RESOLVED THAT the revised Policy for Determination of Materiality of Events or Information, as placed before the Board, be and is hereby approved.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to take all necessary steps to implement the revised policy and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution.

6. TO TAKE NOTE OF THE CFO CERTIFICATE IN RESPECT OF CSR EXPENDITURE INCURRED DURING THE FINANCIAL YEAR 2024–25

The Chairman will apprise the Board that the Board of Directors in their meeting held on February 28, 2025, had earlier approved a total Corporate Social Responsibility (CSR) expenditure of ₹13,00,000/- for the Financial Year 2024–25, in accordance with Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014.

Pursuant to the said approval and the guidance provided by the Independent Directors, the CSR amount has been disbursed in compliance with the applicable laws.

A certificate from the Chief Financial Officer (CFO), confirming that the funds so disbursed have been utilised for the purposes and in the manner as approved by Board of Directors, during the Financial Year 2024–25, is enclosed herewith as **Annexure 3**.

The Board Members will be requested to take note of the same.

7. TO TAKE NOTE OF THE COMPLIANCES OF THE SEBI REGULATIONS FOR QUARTER ENDED MARCH 31, 2025.

The Chairman will present to the Board the status of statutory and regulatory compliances undertaken by the Company under various applicable **SEBI Regulations** for the **quarter ended March 31, 2025**.

The compliance summary includes adherence to the applicable provisions under:
- SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- SEBI (Prohibition of Insider Trading) Regulations, 2015
- SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- SEBI (Depositories and Participants) Regulations, 2018
- Other relevant SEBI circulars and guidelines

A tabulated statement highlighting the regulatory references and the status of compliance has been prepared and is as follows

Sr. No.	Compliance Item	Regulatory Reference	Compliance Status
1	Freezing of PAN on NSDL Portal	Clause 4 of Schedule B read with Regulation 9 of SEBI (Prohibition of Insider Trading) Regulations, 2015	Complied
2	Closure of Trading Window (XBRL & PDF filing)	SEBI (PIT) Regulations, 2015	Complied
3	Email Notification – Trading Window Closure	SEBI (PIT) Regulations, 2015	Complied
4	Regulation 31(4) Disclosure	SEBI (SAST) Regulations, 2011	Complied
5	First Disclosure: DIR-8, MBP-1, Independence Declaration	Companies Act, 2013 (Sections 149, 184); SEBI LODR	Complied

6	Certificate under Regulation 74(5)	SEBI (Depositories and Participants) Regulations, 2018	Complied
7	Annual Listing Fees	SEBI LODR Regulations, 2015	Complied
8	Shareholding Pattern (SHP)	Regulation 31 of SEBI LODR	Complied
9	Reconciliation of Share Capital Audit Report (RSCAR)	Regulation 76 of SEBI (D&P) Regulations, 2018	Complied
10	Confirmation by Large Corporate	SEBI Circular SEBI/HO/DDHS/CIR/P/2018/144	NA
11	Annual Disclosure under PIT Regulations	Regulation 7(2) of SEBI (PIT) Regulations, 2015	Complied
12	Integrated Filing Governance	SEBI Circular dated 14.07.2023	Complied
13	Structured Digital Database (SDD) Certificate	SEBI (PIT) Regulations, 2015	Complied

The compliance statement has been provided, and the details of each item are annexed herewith as **Annexure 4** for your reference.

The Board Members will be requested to take note of the same.

8. TO APPROVE THE REVISION OF REMUNERATION FOR CHIEF TECHNOLOGY OFFICER (CTO), MR. NAVANEETH JAIDEV

The Chairman will apprise the Board that the **Nomination and Remuneration Committee (NRC)** of the Company, in accordance with the provisions of the **Nomination and Remuneration Policy**, has duly evaluated the increased scope of responsibilities, elevated performance expectations, and the significant contributions made by **Mr. Navaneeth Jaidev**, Chief Technology Officer (CTO).

In light of the above, it is proposed to revise his remuneration, with effective from **April 01, 2025,** as below:

Current Remuneration: ₹ 17.25 Lakhs per annum (Rupees Seventeen Lakhs Twenty Five Thousand Only)
Revised Remuneration: ₹ 19.27 Lakhs per annum (Rupees Nineteen Lakhs Twenty Seven Thousand Only)

This matter will also be placed before the NRC meeting, held on same day prior to this Board meeting, for approval and recommendation to the Board.

Now, therefore, the Board of Directors of the Company, after due deliberation, proposes the following resolution for your approval, with or without modification:

"RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration Committee (NRC) and in line with the Nomination and Remuneration Policy of the Company, the Board of Directors hereby approves the revision in remuneration payable to Mr. Navaneeth Jaidev, Chief Technology Officer (CTO), with effect from **April 01, 2025**, as under:

Current Remuneration: ₹ 17.25 Lakhs per annum (Rupees Seventeen Lakhs Twenty Five Thousand Only)
Revised Remuneration: ₹ 19.27 Lakhs per annum (Rupees Nineteen Lakhs Twenty Seven Thousand Only)

RESOLVED FURTHER THAT all other terms and conditions of his engagement shall remain unchanged unless modified by the Board from time to time.

RESOLVED FURTHER THAT any one of the Directors, Chief Executive Officer (CEO), Chief Financial Officer (CFO), or the Company Secretary & Compliance Officer of the Company be and is hereby severally authorized to take such steps and execute all such acts, deeds, documents, and filings as may be necessary or expedient to give effect to this resolution."

***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.*

9. TO APPROVE AND RATIFY THE STATEMENT OF RELATED PARTY TRANSACTIONS ON STANDALONE AND CONSOLIDATED BASIS FOR THE QUARTER ENDED MARCH 31, 2025, ALONG WITH THE REGISTER OF CONTRACTS MAINTAINED UNDER THE COMPANIES ACT, 2013

The Chairman will apprise the Board regarding the Related Party Transactions (RPTs) entered into during the **quarter ended March 31, 2025**, on both **Standalone and Consolidated** basis, along with the Register of Contracts and Arrangements maintained under Section 189 of the Companies Act, 2013.

The Board will be requested to approve and ratify the said transactions and take note of the Register maintained as required under the Companies Act.

The statement of Related Party Transactions for the quarter ended March 31, 2025 is enclosed as **Annexure-5.**

These transactions will also be placed before the Audit Committee meeting, held on same day prior to this Board meeting, for approval and recommendation to the Board.

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

"RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 177, 188 of the Companies Act, 2013 read with the rules made thereunder, the **Related Party Transactions entered into by the Company during the quarter ended March 31, 2025 (i.e., from 01/01/2025 to 31/03/2025)**, as detailed in the statement placed before the Board on both **Standalone and Consolidated basis**, and as duly reviewed and recommended by the Audit Committee, be and are hereby **approved and ratified**.

RESOLVED FURTHER THAT the Board hereby takes note of the **Register of Contracts and Arrangements** maintained under **Section 189 of the Companies Act, 2013**, containing details of the related party transactions for the said period.

RESOLVED FURTHER THAT any Director, Chief Executive Officer (CEO), Chief Financial Officer (CFO), or Company Secretary & Compliance Officer of the Company be and is hereby severally authorized to do all such acts, deeds, matters, and things as may be necessary, desirable, or incidental to give effect to this resolution, including filing of necessary forms with regulatory authorities, maintaining statutory records, and communicating with concerned parties as may be required."

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.*

10. TO TAKE NOTE OF THE APPLICABILITY OF REGULATION 23 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 TO SME-LISTED COMPANIES AND APPROVE THE CORRESPONDING CHANGES TO THE COMPANY'S RELATED PARTY TRANSACTIONS POLICY

The Board will be informed that, pursuant to recent amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the exemption previously available to SME-listed companies under **Regulation 15(2)** which excluded them from the applicability of **Regulation 23** will no longer be available.

As a result, **Regulation 23 of SEBI LODR**, which deals with **Related Party Transactions (RPTs)**, will now become applicable to the Company with full effect.

This regulation prescribes, inter alia:

- **Prior approval of the Audit Committee** is required for all related party transactions (RPTs) and subsequent modification;
- **Approval of shareholders** is required for material RPTs;
- **Disclosure of RPTs** in the Board's Report;
- **Framing a revised Related Party Transactions Policy** in line with updated regulatory requirements;
- **Quarterly review of omnibus approvals** by the Audit Committee.

Materiality Threshold for Related Party Transactions

Effective April 01, 2025, as per Regulation 23 of SEBI LODR (applicable to SME-listed entities), a related party transaction shall be deemed **material** if it exceeds **₹50 crore** or **10% of the annual consolidated turnover**, whichever is **lower**.

In this context, the consolidated turnover referred to is as per Regulation 23 of SEBI LODR and is based on the latest audited financial statements of the listed entity.

Based on the audited financials for the Financial Year 2023–2024, the relevant figures are:

- Consolidated Turnover: ₹153.64 crore
- 10% of Turnover: ₹15.364 crore
- Applicable Threshold (lower of the two): **₹15.364 crore**

Conclusion:

Any related party transaction or a series of transactions aggregating to ₹15.364 crore or more during a financial year will be treated as material and will require shareholders' approval. This materiality threshold shall be reviewed and updated annually based on the latest audited financial statements.

In view of this development, the Company's Related Party Transactions Policy will be revised to reflect the updated regulatory requirements.

The draft revised RPT policy is annexed hereto as **Annexure-6** for the perusal of the Board.

The Board Members are requested to take note of the same and approve the revised RPT Policy to pass the following resolution with or without modification(s):

"RESOLVED THAT the revised related transaction Policy, as placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to take all necessary steps to implement the revised policy and to do all such acts, deeds, matters, and things as may be necessary to give effect to this resolution.

11. TO TAKE NOTE OF REMUNERATION TO KEY MANAGERIAL PERSONNEL (KMPs) FOR FY 2025–2026

The Chairman will inform the Board that in the ordinary course of business, the Company pays remuneration and compensation to its Directors, Key Managerial Personnel (KMPs), and their relatives, who qualify as Related Parties under Section 2(76) of the Companies Act, 2013 and Regulation 2(zc) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Further, as per the provisions of **Section 188(1)** of the Companies Act, 2013, approval of the Board, Audit Committee or shareholders is **not required** for transactions with related parties if such transactions are:
- in the **ordinary course of business**, and
- on an **arm's length basis**.

Further, under **Regulation 23(2)(e)** of the SEBI LODR Regulations, remuneration and sitting fees paid by the listed entity or its subsidiaries to its directors, KMPs, or senior management—**except those who are part of the promoter or promoter group—shall not require prior approval of the Audit Committee**, provided that the transaction is **not material** as defined under Regulation 23(1).

In line with the Company's commitment to sound corporate governance and transparency, the remuneration proposed to be paid to Key Managerial Personnel for the financial year 2025–2026 are as follows:

Name	Designation	Remuneration (FY 2025–2026)
Rajeev Kothanath Menon	Chief Executive Officer	₹ 66,15,008.00
Sumit Kothari	Chief Financial Officer	₹ 40,71,060.00
Khushboo Gautam	Company Secretary & Compliance Officer	₹ 17,50,000.00

This matter will also be placed before the Audit Committee meeting, held on same day prior to this Board meeting, for noting and recommendation to the Board.

The Board Members are requested to take note of the remuneration payable to the above Key Managerial Personnel.

Note: *Pursuant to the provisions of Section 188 of the Companies Act, 2013, the interested Directors shall not participate in or vote on the agenda item relating to the proposed related party transactions.*

12: TO CONSIDER AND APPROVE REMUNERATION TO PROMOTER DIRECTORS FOR FY 2025–2026

The Chairman will inform the Board that the Company proposes to pay remuneration to certain Directors who are part of the **promoter and promoter group**, in accordance with applicable legal and regulatory provisions. These individuals qualify as **Related Parties** under **Section 2(76)** of the Companies Act, 2013 and **Regulation 2(zc)** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations").

Further, **Section 188** of the Companies Act, 2013 exempts related party transactions from requiring Board or shareholder approval when such transactions are in the **ordinary course of business** and on **arm's length basis**, the exemption **does not apply under Regulation 23(2)(e)** of SEBI LODR in cases where remuneration is paid to individuals **forming part of the promoter or promoter group**.

As such, **approval of the Board is required**, for taking note and approving the remuneration proposed to be paid to the following Promoter Directors for the financial year 2025–2026.

Details of Proposed Remuneration to Promoter Directors (FY 2025–2026):

Name	**Designation**	**Proposed Remuneration (FY 2025–2026)**
Jaidev Menon	Chairman and Whole-Time Director	₹ 97,32,990.00 (Consolidated)
Karthika Menon	Whole-Time Director	₹ 38,04,000.00
Shekhar Miriyala	Whole-Time Director	₹ 35,75,760.00

This matter will also be placed before the Audit Committee meeting, held on same day prior to this Board meeting, for approval and recommendation to the Board.

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

"RESOLVED THAT, pursuant to the provisions of Sections 2(76), 177, and 188 of the Companies Act, 2013, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Audit Committee, the Board of Directors of the Company will consider and approve the remuneration proposed to be paid to the following Directors, who form part of the promoter/promoter group, for the financial year 2025–2026:

Name	Designation	Proposed Remuneration (FY 2025–2026)
Jaidev Menon	Chairman and Whole-Time Director	₹ 97,32,990.00 (Consolidated)
Karthika Menon	Whole-Time Director	₹ 38,04,000.00
Shekhar Miriyala	Whole-Time Director	₹ 35,75,760.00

RESOLVED FURTHER THAT the aforesaid remuneration is deemed to be in the **ordinary course of business** and on an **arm's length basis** but requires Board approval in accordance with Regulation 23(2)(e) of SEBI LODR Regulations due to the recipients being part of the **promoter/promoter group**.

RESOLVED FURTHER THAT the concerned interested Directors shall **not participate or vote** in the discussion or resolution pertaining to their respective remuneration, in accordance with Section 188 of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

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.*

13. TO RATIFY AND APPROVE REMUNERATION PAYABLE TO RELATED PARTIES (RELATIVES OF DIRECTORS WHO FORM PART OF PROMOTER/PROMOTER GROUP) FOR FY 2024–2025 AND FY 2025–2026

The Chairman will inform the Board that, in the ordinary course of business, the Company has paid and proposes to pay remuneration to certain employees who are relatives of Directors forming part of the promoter and promoter group. These individuals qualify as **Related Parties** under **Section 2(76)** of the Companies Act, 2013 and **Regulation 2(zc)** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR").

Further, Regulation 23(2)(e) of SEBI LODR, remuneration paid to relatives of Directors who are part of the **promoter or promoter group** does **not qualify for exemption** and hence requires **prior approval of the Audit Committee.**

In accordance with **Section 188(1)(f)** of the Companies Act, 2013, read with **Rule 15** of the Companies (Meetings of Board and its Powers) Rules, 2014, if the remuneration paid to a relative of a director (who holds an office or place of profit in the company) **exceeds ₹2,50,000 per month**, such transaction requires **prior approval of the Board and Shareholders**.

Accordingly, the following remuneration transactions for FY 2024–2025 (ratification) and FY 2025–2026 (approval) are placed before the Board:

Name	Designation	Relationship	Annual Remuneration
Navaneeth Jaidev	Chief Technology Officer	Son of Director (Mr. Jaidev Menon)	₹19,27,000
Pranav Jaidev	Chief Operating Officer	Son of Director (Mr. Jaidev Menon)	USD 1,00,200 (₹ 85,77,360.48)

This matter will also be placed before the Audit Committee meeting, held on same day prior to this Board meeting, for approval and recommendation to the Board.

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

"RESOLVED THAT pursuant to the provisions of **Sections 2(76), 177, and 188(1)(f)** of the Companies Act, 2013, read with **Rule 15** of the Companies (Meetings of Board and its Powers) Rules, 2014, and **Regulation 23** of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Audit Committee, the Board hereby ratifies the remuneration paid for FY 2024–2025 and approves the remuneration payable for FY 2025–2026 to the following Related Parties, being in the ordinary course of business and at arm's length basis:

- **Mr. Navaneeth Jaidev** – ₹19,27,000 per annum (within prescribed monetary limit; no shareholder approval required)
- **Mr. Pranav Jaidev** – USD 1,00,200 per annum which is equivalent to ₹ 85,77,360.48 (exceeds limit under Rule 15; shareholder approval required)

RESOLVED FURTHER THAT the Board recommends the remuneration payable to Mr. Pranav Jaidev for approval of the shareholders at the ensuing General Meeting.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and are hereby **severally authorized** to do all such acts, deeds, matters and things as may be necessary, including filing of forms with the Registrar of Companies and facilitating the process for obtaining shareholders' approval to give effect to this resolution."

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.*

14. 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, a compliance certificate is enclosed as **Annexure-7** for the perusal of Board.

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

15. TO CONSIDER, DISCUSS, AND APPROVE THE DRAFT UNAUDITED FINANCIAL RESULTS FOR THE HALF YEAR ENDED ON MARCH 31, 2025, AND TO TAKE NOTE OF THE REPORT OF STATUTORY AUDITORS THEREON

The Chairman will inform the Board that the draft Unaudited Financial Results of the Company for the half year ended March 31, 2025, comprising the Balance Sheet as at March 31, 2025, the Statement of Profit and Loss, and the Cash Flow Statement for the quarter ended on that date, will be presented to the Board during the meeting for their perusal.

The draft Unaudited Financial Results for the half year ended March 31, 2025, is enclosed as **Annexure-8.**

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 half year ended March 31, 2025, will also be 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 half year ended March 31, 2025.

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

"RESOLVED THAT pursuant to the recommendation of the Audit Committee, the draft unaudited financial results half year ended March 31, 2025, 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 half year ended March 31, 2025.

RESOLVED FURTHER THAT the signed unaudited financial results for the half year ended March 31, 2025, be forwarded to the Auditor for their report thereon."

Additional Resolution:

"RESOLVED THAT the report on the unaudited financial results for the half year ended March 31, 2025, as placed before the Board, be and is hereby taken on record.

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."

16. TO CONSIDER, DISCUSS, AND APPROVE THE DRAFT UNAUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED ON MARCH 31, 2025, AND TO TAKE NOTE OF THE REPORT OF STATUTORY AUDITORS THEREON

The Chairman will inform the Board that pursuant to Section 177, Section 134 and Section 137 of the Companies Act, 2013, the Company is required to submit annual financial statements to the Registrar of Companies within 30 days from the date of the Annual General Meeting. The draft Audited Financial Statements (Consolidated & Standalone) of the Company for the year ended on March 31, 2025, comprising the Balance Sheet as of March 31, 2025, the Statement of Profit and Loss, and the Cash Flow Statement for the quarter ended on that date, will be presented to the Board during the meeting for their perusal.

It will further be informed that the draft Audited Financial Statements (Consolidated & Standalone) for the year ended on March 31, 2025, will also be placed before the Audit Committee in their meeting that will held on the same day, prior to this meeting. Mr. Satyamurthi Ramasundar, Chairman of the Audit Committee, will brief the Board about the Audit Committee's recommendation for approval of the Audited Financial Statements for the year ended March 31, 2025.

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

"RESOLVED THAT pursuant to the recommendation of the Audit Committee, the draft Audited financial Statements (Consolidated & Standalone) for the year ended on March 31, 2025, as placed before the Board, be and are hereby approved.

RESOLVED FURTHER THAT Mr. Jaidev Menon Parath, Chairman & Whole Time Director, Ms. Karthika Menon, Whole Time Director Mr. Rajeev Menon Kothanath, Chief Executive Officer, Mr. Sumit Kothari, Chief Financial Officer and Ms. Khushboo Gautam, Company Secretary and Compliance Officer of the Company be and are hereby authorized to sign the Audited financial statements (Consolidated & Standalone) for the year ended March 31, 2025.

RESOLVED FURTHER THAT the signed Audited financial Statements (Consolidated & Standalone) for the year ended on March 31, 2025, be forwarded to the Auditor for their report thereon."

Additional Resolution:

"RESOLVED THAT the auditor's report on the Audited financial Statements (Consolidated & Standalone) for the year ended March 31, 2025, as placed before the Board, be and is hereby taken on record.

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."

17. **ANY OTHER BUSINESS WITH THE PERMISSION OF THE CHAIR**

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