DECCAN TRANSCON LEASING LTD

(Erstwhile Deccan Transcon Leasing Private Limited)
(CIN: L63090TG2007PLC052599)

NOTICE OF BOARD MEETING

Date: 28 August 2025, Thursday
Time: 03:30 P.M.
Venue: Suite No. 507, 5th Floor, Capital Park, Image Gardens Road, Madhapur, Hi-Tech City, Hyderabad – 500 081. Telangana, India.
Serial No.: B.M. No. 03/2025-26

To,
The Board of Directors
Deccan Transcon Leasing Limited

Subject: Notice of Meeting (B.M. No.03/2025-26) of the Board of Directors on 28 August 2025, Thursday, at 03:30 P.M. through Video Conferencing/Other Audio-Visual Means.

Sir / Ma'am,

Shorter Notice is hereby given that a meeting of the members of the Board of the Company will be held on 28 August 2025**, Thursday, at 03:30 P.M.** through Video Conferencing/Other Audio-Visual Means.

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

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

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

Please submit a 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: 2025.08.25 18:12:58 +05'30'

Khushboo Gautam
(Company Secretary & Compliance Officer)

Place: Hyderabad
Date: 25.08.2024

Roll Call: Roll Call will be taken from every member participating through video conferencing, and the members attending through VC shall state as mentioned below, for the record:

"I, ___________________ sitting at ………………… (exact details of location). I confirm that I have received the agenda and all the relevant material for the Meeting, and no one other than me is or are attending or having access to the proceedings of the meeting at ………………. (exact details of location)."

AGENDA OF BOARD MEETING
[At Shorter Notice]

Agenda for the **BM. No. 03/2025-26** Meeting of the Board of Directors of Deccan Transcon Leasing Limited to be held on **28 August 2025, Thursday, at 03:30 P.M.** through Video Conferencing/ Other Audio-Visual Means.

S. No.	Item(s)	Action/Annexure(s)
1.	Chairman of the meeting	Appointment
2.	To ascertain the requisite quorum.	Ascertainment
3.	To grant leave of absence, if any.	Approval
4.	To consider, confirm, sign and note the Minutes of the previous Board meeting held on May 29th, 2025.	Signing & noting, Annexure - 1
5.	To consider, confirm and note the Minutes of the previous Working /Executive Committee meeting held on May 16th, 2025, May 30th, 2025, June 16th, 2025, June 19th, 2025 & July 28th, 2025.	Noting, Annexure - 2
6.	To re-appoint Ms. Karthika Menon (DIN: 02529774), who retires by rotation at this meeting and is eligible to offer herself a re-appointment.	Approval Annexure - 3
7.	To approve the appointment of Mr. Navaneeth Jaidev (DIN: 10849131) as an Additional Director (Executive Director) of the Company and regularization as Whole-time Director (WTD) along with proposed remuneration	Approval, Annexure - 4
8.	To consider and take note of the resignation of Mr. Shekhar Miriyala (DIN: 07259907) from the position of Director of the Company, with effect from the conclusion of this Board Meeting.	Approval, Annexure - 5
9.	To consider and approve the draft Board's Report for the financial year ended March 31st, 2025, along with the Secretarial Audit Report, the Report on Corporate Social Responsibility (CSR), and the Management Discussion and Analysis Report.	Approval, Annexure - 6
10.	To Fix the Date, Time, Mode and Approve the Draft Notice for the 18th Annual General Meeting of the Company	Approval, Annexure - 7
11.	To fix the cut-off date for determining the eligibility of members for remote e-voting and voting at the 18th Annual General Meeting.	Approval
12.	To appoint a scrutinizer for the purpose of e-voting at the 18th Annual General Meeting	Approval
13.	To consider & approve the proposal for increasing the overall borrowing limits of the Company as per section 180(1)(c) and creation of a charge as per section 180(1)(a) of the Companies Act, 2013	Approval
14.	To reconstitute the Executive Committee and review its functions, quorum, and related matters.	Approval
15.	To review and take note of the details of the material subsidiary, along with the adopted policy.	Approval, Annexure - 8
16.	To take note of the applicability of Regulation 23 of SEBI (LODR) Regulations, 2015, on Related Party transactions of the Material Subsidiary	Approval
17.	To review and approve the Whistle Blower Policy / Vigil Mechanism in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Approval, Annexure - 9
18.	To take note of the compliances under SEBI Regulations for the quarter ended June 30th, 2025	Approval, Annexure - 10

19.	To take note of the non-applicability of IND AS and Segment Reporting to the company	Approval
20.	To Approve the granting of a Loan of USD 1 Million to Deccan Shipping & Logistics SDN BHD	Approval
21.	To consider and approve the extension of a loan facility by Deccan Transcon Leasing Limited to the Dubai entity, amounting to USD 500,000.	Approval
22.	To consider and approve the extension of an SBLC facility to the Malaysian entity, amounting to USD 1.25 million.	Approval
23.	To take note of the internal audit report for the Financial Year ending on March 31st, 2025.	Approval
24.	To take note of the Resolution passed by circulation on 23rd July 2025 under Section 175 of the Companies Act, 2013, approving the reconstitution of the Internal Committee under POSH with effect from July 1st, 2025.	Approval
25.	To consider, review, and take note of the 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 March 31st, 2025, and June 30th, 2025.	Approval
26.	To discuss any other matter with the permission of the Chairman	Approval

NOTES TO AGENDA

NOTES TO AGENDA FOR BOARD MEETING (B.M. No. 03/2025-26) AUGUST 28TH, 2025, THURSDAY.

1. CHAIRMAN OF THE MEETING

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

2. TO ASCERTAIN THE REQUISITE QUORUM.

If an adequate quorum is present, then start the meeting.

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

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

4. TO CONSIDER, CONFIRM AND NOTE THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON MAY 29th, 2025.

The minutes of the previous Board Meeting held on **Thursday, May 29th, 2025**, will be presented for consideration, confirmation, signing and noting by the Board, enclosed herewith as **Annexure 1**.

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

5. TO CONSIDER, CONFIRM AND NOTE THE MINUTES OF THE PREVIOUS WORKING /EXECUTIVE COMMITTEE MEETINGS HELD ON MAY 16th, 2025, MAY 30th, 2025, JUNE 16th, 2025, JUNE 19th, 2025, & JULY 28th, 2025

The minutes of the previous Working/Executive Committee Meetings held on **MAY 16th, 2025, MAY 30th, 2025, JUNE 16th, 2025, JUNE 19th, 2025, & JULY 28th, 2025,** will be presented for consideration, confirmation and noting by the Board, enclosed herewith as **Annexure 2**.

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

6. TO RE-APPOINT MS. KARTHIKA MENON (DIN: 02529774), WHO RETIRES BY ROTATION AT THIS MEETING AND IS ELIGIBLE TO OFFER HERSELF RE-APPOINTMENT.

The Board of Members will be apprised that pursuant to the provisions of **Section 152(6) of the Companies Act, 2013**, read with the applicable provisions of the **Articles of Association of the Company**, one-third of the Directors liable to retire by rotation shall retire at the Annual General Meeting.

Accordingly, **Ms. Karthika Menon** (DIN: 02529774), **Director**, is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, has offered herself for re-appointment, as recommended by the Nomination and Remuneration Committee.

The Board is requested to consider and approve the proposal for recommending her re-appointment to the shareholders at the forthcoming Annual General Meeting, by passing the following resolution, with or without modification:

"**RESOLVED THAT** pursuant to the provisions of **Section 152** and other applicable provisions, if any, of the **Companies Act, 2013**, read with the applicable rules made thereunder and the **Articles of Association of the Company**, **Ms. Karthika Menon** (DIN: 02529774), who retires by rotation and being eligible, has offered herself for re-appointment, be and is hereby **re-appointed as a Director of the Company**, liable to retire by rotation."

7. TO APPROVE THE APPOINTMENT OF MR. NAVANEETH JAIDEV (DIN: 10849131) AS AN ADDITIONAL DIRECTOR (EXECUTIVE DIRECTOR) OF THE COMPANY AND REGULARIZATION AS WHOLE-TIME DIRECTOR (WTD) ALONG WITH PROPOSED REMUNERATION

The Board will be informed that it is **proposed** to appoint Mr. **Navaneeth Jaidev (DIN: 10849131)**, currently serving as **Chief Technology Officer (CTO)**, as an **Additional Director in the category of Executive Director** under **Section 161(1) of the Companies Act, 2013**, effective **28 August 2025**, to hold office until the next **Annual General Meeting (AGM)**.

His current **net pay (after deductions)** is Rs. **1,43,802.92 per month** (Rs. **17,25,635 per annum**).

The Board will also **consider regularizing his appointment as Whole-time Director (WTD)**, along with the **proposed increase in remuneration**, which will subsequently be placed for **shareholder approval at the ensuing AGM**.

The proposed remuneration will be in line with the Company's profits as calculated under **Section 198**. In case the Company has **adequate profits**, the remuneration will be paid as per the approved terms. In case of **no or inadequate profits**, the proposed remuneration will be treated as **minimum remuneration**, in accordance with **Schedule V** of the Companies Act, 2013.

The Board will review and approve the proposal for appointment and remuneration and thereafter, place the proposal before the shareholders for approval at the AGM.

The Board members are requested to approve the same by passing the following resolution, with or without modification:

"**RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the rules made thereunder, and as per the Articles of Association of the Company, the Board of Directors hereby **approves the appointment of Mr. Navaneeth Jaidev (DIN: 10849131)** as an **Additional Director in the category of Executive Director** of the Company with effect from **28 August 2025**, to hold office until the next AGM or the date by which it should be held, whichever is earlier."

"**RESOLVED FURTHER THAT,** subject to the provisions of Sections 196, 197, 198, 201 and 203 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification or re-enactment thereof) read with **Schedule V** to the Companies Act, and **subject to approval of the Members**, the Board **approves the payment of remuneration upto Rs. __________ plus other perquisites** to Mr. **Navaneeth Jaidev (DIN: 10849131)**, an Additional Director of the Company, with effect from **28 August 2025**, provided in **Section 197** and **Section II (A) of Part II of Schedule V** of the Companies Act, 2013, as follows:"

Component	Monthly (INR)	Annual (INR)
Basic Salary		
HRA		
Special Allowance		
Special Bonus		
Total Gross Earnings		

Component	Monthly (INR)	Annual (INR)
Less: PF (Employee)		
Net Pay		

"**RESOLVED FURTHER THAT** the Board **approves** that the above remuneration shall be paid as **minimum remuneration** in any financial year during the tenure of Mr. Navaneeth Jaidev, in case the Company has **no or inadequate profits**, provided that such remuneration is in compliance with the limits prescribed under **Schedule V** of the Companies Act."

"**RESOLVED FURTHER THAT** the Board **takes note** of the consent received from Mr. Navaneeth Jaidev to act as a Director (Form DIR-2), and the declaration confirming he is not disqualified under Section 164(2) of the Companies Act, 2013 (Form DIR-8)."

"**RESOLVED FURTHER THAT** the Board **approves** placing a resolution before the shareholders at the upcoming AGM for approval of the **appointment and remuneration** of Mr. Navaneeth Jaidev as **Whole-time Director**, liable to retire by rotation."

8. TO CONSIDER AND TAKE NOTE OF THE RESIGNATION OF MR. SHEKHAR MIRIYALA (DIN: 07259907) FROM THE POSITION OF DIRECTOR OF THE COMPANY, WITH EFFECT FROM THE CONCLUSION OF THIS BOARD MEETING.

The Chairman will inform the Board that the Company has received a resignation letter from Mr. Shekhar Miriyala (DIN: 07259907), tendering his resignation from the position of Whole Time Director of the Company with effect from the conclusion of this Board Meeting. The resignation letter will be tabled before the Board for its consideration and records.

The Board members are requested to approve the same by passing the following resolution, with or without modification:

"**RESOLVED THAT** the Board hereby accepts the resignation of Mr. Shekhar Miriyala (DIN: 07259907) from the directorship of the Company with effect from the conclusion of this Board Meeting, and the same be and is hereby taken on record.

RESOLVED FURTHER THAT the Board places on record its sincere appreciation for the valuable contributions, guidance, and support extended by Mr. Shekhar Miriyala during his tenure as a Director of the Company.

RESOLVED FURTHER THAT any Director of the Company or the Company Secretary be and are hereby severally authorised to file the necessary form(s) with the Registrar of Companies and to do all such acts, deeds, and things as may be necessary or incidental to give effect to this resolution."

9. TO CONSIDER AND APPROVE THE DRAFT BOARD'S REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31st, 2025, ALONG WITH THE SECRETARIAL AUDIT REPORT, THE REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR), AND THE MANAGEMENT DISCUSSION AND ANALYSIS REPORT.

The Board will be informed that the **draft Board's Report** for the Financial Year ended **March 31st, 2025**, has been prepared in compliance with the provisions of **Section 134** of the Companies Act, 2013, and relevant rules thereunder.

In addition, as the Company is a **listed entity**, the Board will be apprised that the following documents, which form part of the **Annual Report**, have also been prepared in accordance with applicable legal and regulatory requirements:

- The **Secretarial Audit Report**, in accordance with Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

- The **Report on Corporate Social Responsibility (CSR)**, as per Section 135 of the Act and the Companies (CSR Policy) Rules, 2014;

- The **Management Discussion and Analysis Report**, as required under **Regulation 34** and **Schedule V** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

The Board will be requested to review and approve these reports so they may be finalized and included in the Company's **Annual Report** for FY 2024–25, to be circulated to shareholders in compliance with statutory requirements.

The Board members are requested to approve the same by passing the following resolution, with or without modification:

"RESOLVED THAT pursuant to the provisions of **Section 134, 135, and 204** of the **Companies Act, 2013**, read with relevant rules made thereunder, and in accordance with the applicable provisions of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, including **Regulation 34** and **Schedule V**, the **draft Board's Report** of the Company for the financial year ended **March 31st, 2025**, along with the following annexures, be and are hereby considered and approved:

- **Secretarial Audit Report** as required under Section 204;
- **Report on Corporate Social Responsibility (CSR)** as required under Section 135;
- **Management Discussion and Analysis Report** as required under Regulation 34 and Schedule V of SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT the finalized reports shall form part of the Company's **Annual Report** for the financial year 2024–25 and shall be submitted to the shareholders at the ensuing Annual General Meeting.

RESOLVED FURTHER THAT Mr. Jaidev Menon Parath, Chairman and Whole-time Director of the Company, be and is hereby authorised to sign the Board's Report, including all annexures thereto, on behalf of the Board of Directors.

RESOLVED FURTHER THAT Mr. Jaidev Menon Parath be and is hereby also severally authorized to make any necessary changes or modifications to the said reports as may be required by the auditors, secretarial auditors, or regulatory authorities, and to complete all related formalities including filing with the Registrar of Companies and circulation to the shareholders in accordance with applicable laws."

10. TO FIX THE DATE, TIME, MODE, AND APPROVE THE DRAFT NOTICE FOR THE 18TH ANNUAL GENERAL MEETING OF THE COMPANY

The Chairman will inform the Board that the **18th Annual General Meeting** of the Company, for the financial year ended **March 31st, 2025**, is proposed to be convened on **Wednesday, September 24th, 2025**, at **02:30 P.M.** through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)**, in accordance with the applicable provisions of the **Companies Act, 2013**, **Rules made thereunder**, and relevant circulars issued by the **Ministry of Corporate Affairs (MCA)** and **Securities and Exchange Board of India (SEBI)**.

The **draft notice** of the AGM, including the ordinary and special business to be transacted, will be placed before the Board for its consideration and approval.

The Board will also be requested to authorise the Company Secretary to sign and issue the said notice to shareholders and other entitled recipients, in compliance with the Companies Act and SEBI (LODR) Regulations, 2015.

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

"RESOLVED THAT pursuant to the provisions of **Section 96, 101 and other applicable provisions** of the **Companies Act, 2013**, read with the relevant rules made thereunder, and in accordance with applicable circulars issued by the **Ministry of Corporate Affairs (MCA)** and the provisions of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the **18th Annual General Meeting** of the Company be and is hereby convened to be held on **Wednesday, September 24th, 2025**, at **2:30 P.M.** through **Video Conferencing (VC) / Other Audio Visual Means (OAVM)**, to transact the business as set out in the draft Notice placed before the Board.

RESOLVED FURTHER THAT the **draft Notice** convening the said Annual General Meeting, as tabled before the meeting, be and is hereby **approved**.

RESOLVED FURTHER THAT Ms. Khushboo Gautam, **Company Secretary and Compliance Officer**, be and is hereby **authorized** to:

- **Sign and issue** the Notice of the AGM to all shareholders, directors, auditors, stock exchanges and other entitled parties,
- **Publish necessary advertisements** in newspapers in terms of SEBI (LODR) Regulations and applicable MCA circulars,
- **File necessary intimations** with the Stock Exchanges and Registrar of Companies (ROC), and
- **Do all such acts, deeds, matters, and things** as may be necessary or incidental for convening and holding the 18th Annual General Meeting of the Company in compliance with applicable legal and regulatory requirements."

11. TO FIX THE CUT-OFF DATE FOR DETERMINING THE ELIGIBILITY OF MEMBERS FOR REMOTE E-VOTING AND VOTING AT THE 18TH ANNUAL GENERAL MEETING

The Board is requested to consider and approve fixing the **cut-off date** for the purpose of determining the eligibility of the members of the Company to vote by **remote e-voting** or **voting at the 18th Annual General Meeting** to be held on **September 24th, 2025**, in accordance with the provisions of **Section 108 of the Companies Act, 2013**, read with **Rule 20 of the Companies (Management and Administration) Rules, 2014**, as amended, and **Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**.

It is proposed to fix **Wednesday, September 17th, 2025**, as the cut-off date for this purpose.

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

"RESOLVED THAT, pursuant to the provisions of **Section 108** of the **Companies Act, 2013**, read with **Rule 20 of the Companies (Management and Administration) Rules, 2014**, as amended, and in accordance with **Regulation 44** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the Board of Directors of the Company do hereby fix **Wednesday, September 17th, 2025**, as the **cut-off date** for the purpose of determining the eligibility of the members of the Company to cast their vote by **remote e-voting** or **voting at the 18th Annual General Meeting** scheduled to be held on **September 24th, 2025**.

RESOLVED FURTHER THAT Ms. Khushboo Gautam, **Company Secretary and Compliance Officer,** be and is hereby authorised to take all necessary steps and actions, including filing of required intimations with the stock exchanges and depositories, and to coordinate with the electronic voting service provider for conducting remote e-voting in accordance with applicable laws."

12. TO APPOINT A SCRUTINIZER FOR THE PURPOSE OF E-VOTING AT THE 18TH ANNUAL GENERAL MEETING

The Company Secretary shall inform the Board that, in accordance with the provisions of **Section 108 of the Companies Act, 2013**, read with **Rule 20 of the Companies (Management and Administration) Rules, 2014**, as amended, and **Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, **e-voting** is mandatory for all listed companies.

Accordingly, it is proposed to appoint **M/s ACHS & Co., Practising Company Secretaries**, as the **Scrutinizer** for overseeing the e-voting process in a fair and transparent manner for the 18th Annual General Meeting of the Company to be held on **September 24th, 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 resolution below, with or without modification(s):

"RESOLVED THAT, pursuant to the provisions of **Section 108** of the **Companies Act, 2013**, read with **Rule 20 of the Companies (Management and Administration) Rules, 2014**, as amended, and **Regulation 44** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, the Board hereby appoints **M/s ACHS & Co., Practicing Company Secretaries**, as the **Scrutinizer** for the remote e-voting process and voting at the 18th Annual General Meeting of the Company to be held on **September 24th, 2025**, to ensure the voting process is carried out in a fair and transparent manner.

RESOLVED FURTHER THAT M/s ACHS & Co., Company Secretaries, shall provide their **consolidated Scrutinizer's Report** on the voting results (remote e-voting and voting at the meeting) to the **Chairman or any person authorized by him**, within the prescribed timelines.

RESOLVED FURTHER THAT Ms. Khushboo Gautam, **Company Secretary and Compliance Officer**, be and is hereby authorized to issue the appointment letter to the Scrutinizer and to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

13. TO CONSIDER AND APPROVE THE PROPOSAL FOR INCREASING THE OVERALL BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(C) AND CREATION OF CHARGE AS PER SECTION 180(1)(A) OF THE COMPANIES ACT, 2013

The Board shall be informed about the proposed expansion plans of the Company and the corresponding requirements to enhance the Company's borrowing capacity. In this regard, it is proposed to seek approval for increasing the overall borrowing limits under Section 180(1)(c) of the Companies Act, 2013 and to authorize the creation of charges on the Company's assets under Section 180(1)(a) of the said Act, read with applicable rules and provisions including the Companies (Meetings of Board and its Powers) Rules, 2014 and any other applicable laws or statutory modifications thereto.

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

"RESOLVED THAT in supersession of all earlier resolutions passed in this regard and pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the Articles of Association of the Company, the Board of Directors of the Company do hereby recommend for the approval of the members of the Company, the proposal to authorise the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee thereof), to borrow monies, from time to time, from any bank(s), financial institution(s), body(ies) corporate, foreign lender(s), authority(ies), entity(ies) or other person(s), in India or abroad, whether by way of loans, issue of debentures, bonds or any other instrument or otherwise, in such manner as the Board may deem fit, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, securities premium and free reserves of the Company, provided that the total amount so borrowed by the Company and its subsidiaries, if any, shall not at any time exceed the overall borrowing limit of ₹500 Crore (Rupees Five Hundred Crore only), thereby increasing the existing limit of ₹200 Crore (Rupees Two Hundred Crore only).

RESOLVED FURTHER THAT in supersession of all earlier resolutions passed in this regard and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, read with the relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, consents and permissions as may be required, the Board of Directors do hereby recommend for the approval of the members of the Company, the proposal to authorise the Board to create such charges, mortgages, hypothecations and/or any other security interest, in addition to the existing charges, on all or any of the movable and/or immovable properties and assets of the Company, both present and future, and the whole or substantially the whole of the undertaking of the Company and its subsidiaries taken together, in such form and manner as the Board may deem fit, in favour of banks, financial institutions, investors and/or any other lending institutions or agencies, for securing any borrowing, working capital limits, loans, debentures, bonds or other instruments, together with interest, cost, charges, expenses and all other monies payable in connection therewith, provided that the total amount of indebtedness so secured by the assets of the Company and its subsidiaries shall not exceed ₹500 Crore (Rupees Five Hundred Crore only), thereby increasing the existing limit of ₹200 Crore (Rupees Two Hundred Crore only).

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to finalise the notice convening the General Meeting of the members of the Company along with the explanatory statement and to place the aforesaid special resolutions before the members for their approval, and to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this resolution."

14. TO RECONSTITUTE THE EXECUTIVE COMMITTEE AND REVIEW ITS FUNCTIONS, QUORUM AND RELATED MATTERS.

The Chairman shall inform the Board that, in light of the recent resignation of Mr. Shekhar Miriyala, Whole-time Director, and member of the Executive Committee, and the appointment of Mr. Navaneeth Jaidev as an Additional Director of the Company, it is proposed to reconstitute the Executive Committee. The reconstitution aims to maintain continuity in decision-making and enhance efficiency of governance between the meetings of the full Board. The Board shall also consider and review the updated scope, functions, quorum, and related procedural matters of the Committee.

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

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013, applicable Rules, and Articles of Association of the Company, the Executive Committee of the Board be and is hereby reconstituted with effect from August 28th, 2025, and shall comprise the following members:

Mr. Rajeev Menon – Chief Executive Officer
Mr. Jaidev Menon Parath – Chairman & Whole-Time Director
Mr. Navaneeth Jaidev – Additional Director

RESOLVED FURTHER THAT the revised Scope and Functions of the Executive Committee be and is hereby approved as follows:

Scope and Functions of the Executive Committee:

- Accept loans or credit facilities from any bank, financial institution, body corporate, NBFCs, or lenders (domestic or international), within the borrowing limits approved by members under Sections 180(1)(c) and 180(1)(a) of the Companies Act, 2013.
- Raise funds through Commercial Papers or other permissible instruments.
- Invest surplus funds of the Company under applicable laws.
- Open/close fixed deposit accounts with banks/FIs/NBFCs.
- Grant loans, provide guarantees, or offer securities to the extent permitted under Section 186 of the Companies Act, 2013.
- Open Demat/Trading accounts and carry out related formalities.
- Create security on movable/immovable assets of the Company, including pledge, mortgage, hypothecation, and charge for borrowings.
- Allot securities as permitted under applicable laws.
- Open/close current accounts in India or abroad.

- Modify authorised signatories and net banking rights for operating bank accounts.
- Approve changes in signatories and their authority.
- Address any operational or administrative matters related to finance, legal, or general administration of the Company.
- To approve and recommend interim matters not requiring full Board approval, including business continuity actions.
- To constitute sub-committees or delegate specific powers to officers or employees of the Company for execution or compliance-related activities.
- To review any policy implementation status or compliance observations, or internal audit findings.
- Meetings of the Executive Committee may be held physically or through video conferencing/other audio-visual means as per applicable provisions of the Companies Act, 2013 and Secretarial Standard-1.
- **Quorum** for the meetings of the Executive Committee shall be **two members personally present** or through VC/OAVM, and decisions shall be taken by a majority of members present.
- Detailed **minutes of each Executive Committee meeting shall be recorded** and presented before the Board of Directors in the subsequent Board Meeting for noting and confirmation.

RESOLVED FURTHER THAT the Executive Committee be and is hereby authorised to:

- Borrow for the Company's growing business needs, in one or more tranches, within the overall borrowing limits authorised by shareholders under Section 180(1)(c) of the Companies Act, 2013.
- Pledge, mortgage, hypothecate, or charge any part of the Company's movable or immovable properties in favour of lenders to secure borrowings under Section 180(1)(a).
- Delegate authority to any Director, officer, or employee of the Company to execute deeds, agreements, documents or returns required under law or with authorities in respect of matters delegated to the Company

RESOLVED FURTHER THAT any one of the Directors, Chief Financial Officer, Chief Executive Officer, or the Company Secretary be and are hereby **severally authorised** to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution, including furnishing certified true copies to any authority or person as may be required."

15. TO REVIEW AND TAKE NOTE OF THE DETAILS OF THE MATERIAL SUBSIDIARY, ALONG WITH THE ADOPTED POLICY.

The Board will be apprised of the status of **Deccan Shipping & Logistics SDN BHD**, a subsidiary of the Company, which qualifies as a **Material Subsidiary** for the financial year ended March 31st, 2025.

As per the provisions of Regulation 16(1)(c) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), a subsidiary shall be considered a material subsidiary if its income or net worth exceeds 10% of the consolidated income or net worth, respectively, of the Company and its subsidiaries in the immediately preceding accounting year.

Based on the latest audited consolidated financials of the Company as on 31st March 2025, the following thresholds are applicable:

- Consolidated Net Worth: ₹89,34,98,000 → 10% = ₹8,93,49,800
- Consolidated Turnover: ₹1,66,31,26,465 → 10% = ₹16,63,12,646.50

As per the audited financials of Deccan Shipping & Logistics SDN BHD for the year ended 31st March 2025:

- Net Worth: USD 18,37,411 × ₹85.58 = ₹15,72,45,633.38
- Turnover: USD 1,29,43,354 × ₹85.58 = ₹110,76,92,235.32

Since the turnover of the said subsidiary exceeds 10% of the consolidated turnover, it qualifies as a Material Subsidiary under Regulation 16(1)(c) of SEBI LODR Regulations, as recommended by the Audit Committee.

The Audit Committee, at its meeting held earlier, has reviewed the matter and recommended to the Board that the Company adopt the "Policy for Determining Material Subsidiary(ies)" in compliance with Regulation 16(1)(c) of SEBI LODR Regulations, and take note of the material subsidiary identified as above.

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

"RESOLVED THAT the Board does note that Deccan Shipping & Logistics SDN BHD, a subsidiary of the Company, will qualify as a material subsidiary as per the audited financials for the financial year ended 31st March 2025, in terms of Regulation 16(1)(c) of SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT the Board does approve and adopt the 'Policy for Determining Material Subsidiary(ies)' placed before it, in compliance with applicable provisions of SEBI LODR Regulations.

RESOLVED FURTHER THAT the said Policy will be reviewed periodically to ensure continued compliance with applicable regulatory requirements.

RESOLVED FURTHER THAT the Company do place a copy of the Policy along with details of the material subsidiary(ies) on its website and ensure compliance with all obligations relating to material subsidiaries as prescribed under SEBI LODR Regulations.

RESOLVED FURTHER THAT the Managing Director, Company Secretary and such other officers of the Company as may be authorised be and are hereby empowered to take such steps as may be necessary to give effect to this resolution."

16. TO TAKE NOTE OF THE APPLICABILITY OF REGULATION 23 OF SEBI (LODR) REGULATIONS, 2015, ON RELATED PARTY OF THE MATERIAL SUBSIDIARY.

The Board will be apprised of the applicability of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1st, 2025, in respect of Related Party Transactions (RPTs) involving the Company's subsidiary, Deccan Shipping and Logistics SDN. BHD., Malaysia.

As per Regulation 23(2) of SEBI LODR:

- All Related Party Transactions and any subsequent material modifications shall require prior approval of the Audit Committee of the listed entity.
- Only Independent Directors on the Audit Committee shall approve such transactions.

Further, in accordance with Regulation 23(2)(c), in case of RPTs entered into by a subsidiary, where the listed company is not a party, the prior approval of the Audit Committee of the listed company shall be required if the value of such transaction exceeds 10% of the annual standalone turnover of the subsidiary, as per the latest audited financial statements.

Details with Respect to the Subsidiary:

- Name of Subsidiary: Deccan Shipping and Logistics SDN. BHD., Malaysia
- Standalone Turnover (**as per audited financials as on March 31st, 2025**):
  - INR: 110,76,92,235.32
  - USD 1,29,43,354.00

Threshold for Audit Committee approval (10%):

- INR: 11,07,69,223.53
- USD: 12,94,335.40

Accordingly, any Related Party Transaction undertaken by the said subsidiary, where the Company is not a direct party, and which exceeds the above threshold (individually or when aggregated with previous transactions during the financial year), shall require prior approval of the Audit Committee of the listed entity.

The Audit Committee, at its meeting held earlier, has reviewed the matter and recommended to the Board to take note of the above statutory provisions, turnover thresholds, and compliance requirements to ensure preparedness in line with the applicability of Regulation 23 from April 1st, 2025.

Therefore, the Board is requested to take note of the same.

17. TO REVIEW AND APPROVE THE WHISTLE BLOWER POLICY / VIGIL MECHANISM IN COMPLIANCE WITH THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Chairman will apprise the Board that in accordance with the provisions of **Section 177(9) and Section 177(10) of the Companies Act, 2013**, the Company is required to establish a vigil mechanism for Directors and employees to report genuine concerns.

Further, as per **Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, and **Regulation 9A(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015**, every listed entity is mandated to formulate and periodically review a Whistle Blower Policy / Vigil Mechanism to provide a framework for reporting concerns, ensure safeguards against victimisation, and ensure direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

In view of the above, and upon the **recommendation of the Audit Committee**, the draft Whistle Blower Policy / Vigil Mechanism Policy is placed before the Board for its **re-adoption and approval**.

Accordingly, the Board will be requested to **consider, take note of and approve the matter, and to pass the following resolution with or without modification:**

"RESOLVED THAT, pursuant to the provisions of Section 177(9) and Section 177(10) of the Companies Act, 2013, read with applicable rules made thereunder, Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the draft Whistle Blower Policy / Vigil Mechanism Policy, as recommended by the Audit Committee and placed before the Board, be and is hereby **approved and re-adopted**.

RESOLVED FURTHER THAT the Audit Committee shall oversee the implementation of the Whistle Blower Policy / Vigil Mechanism and may carry out modifications thereto from time to time, as may be deemed necessary in the interest of compliance and governance.

RESOLVED FURTHER THAT the Company Secretary be and is hereby authorised to place the approved policy on the website of the Company and circulate the same among the Directors and employees, in accordance with the SEBI LODR Regulations.

RESOLVED FURTHER THAT any Director of the Company be and is hereby authorised to sign, execute and deliver all documents, forms and communications, and to do all such acts, deeds and things as may be necessary, proper or desirable to give effect to this resolution.

RESOLVED FURTHER THAT certified true copies of this resolution be provided to those concerned, under the signature of any Director or the Company Secretary."

18. TO TAKE NOTE OF THE COMPLIANCES UNDER SEBI REGULATIONS FOR THE QUARTER ENDED JUNE 30th, 2025

The Board will be apprised that the following statutory and regulatory compliances under applicable SEBI Regulations were duly undertaken and completed by the Company for the quarter ended June 30th, 2025:

- Submission of the **Certificate under Regulation 74(5) of the SEBI (Depositories and Participants) Regulations, 2018,** confirming that securities received for dematerialization have been cancelled and the name of the depository has been substituted as the registered owner.
- Filing of the **Reconciliation of Share Capital Audit Report (RSCAR)** in compliance with Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018.
- Compliance with the **Integrated Filing of Governance Disclosures** in the prescribed format, as per the SEBI Circular dated July 14, 2023, under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Copies of the relevant certificates and filings have been annexed herewith for the information and records of the Board.
The Board is requested to take note of the same.

19. TO TAKE NOTE OF THE NON-APPLICABILITY OF IND AS AND SEGMENT REPORTING ON THE COMPANY

The Board will be apprised that, in view of the financial position and activities of the Company, the provisions of Indian Accounting Standards (IND AS) and the requirements of Segment Reporting under the applicable Accounting Standards are not applicable to the Company for the Financial Year 2024-25.

It will be presented that the Company is a Small and Medium Enterprise (SME) listed entity and is operating in only one business segment; hence, the applicability of IND AS and Segment Reporting does not arise.

This matter is being placed before the Board, as guided by the Chief Financial Officer (CFO) of the Company, for taking note**.**

20. TO APPROVE THE GRANTING OF A LOAN OF USD 5,00,000 TO DECCAN SHIPPING & LOGISTICS SDN BHD

The Board will be informed that the Company proposes to grant a loan of USD 500,000 (United States Dollars Five Lakhs only) to its foreign subsidiary, Deccan Shipping & Logistics Sdn. Bhd., Malaysia, in order to support its working capital and business expansion requirements.

The Board will also be apprised that this proposed loan will be in addition to the loan of USD 500,000 (United States Dollars Five Lakhs only) already approved by the Board of Directors at its meeting held on 24th October, 2024, vide Resolution No. 5, and accordingly, the aggregate loan exposure of the Company to the said foreign subsidiary will stand at USD 1,000,000 (United States Dollars Ten Lakhs only).

The proposed loan will be extended on an arm's length basis and in the ordinary course of business, and the Company will ensure compliance with the provisions of:
- Section 186 of the Companies Act, 2013 and the rules framed thereunder,
- The Foreign Exchange Management Act, 1999,
- The Foreign Exchange Management (Overseas Investment) Rules, 2022, and
- Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to Related Party Transactions.

The following resolution will be placed before the Board for its consideration and approval, with or without modification:

"**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 read with applicable rules made thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Overseas Investment) Rules, 2022, and other applicable provisions, the consent of the Board be and is hereby accorded for granting a loan of USD 500,000 (United States Dollars Five Lakhs only), equivalent to approximately Rs. 4,35,87,800.00 (Rupees Four Crore Thirty-Five Lakh Eighty-Seven Thousand Eight Hundred only, calculated at ₹87.1756 per USD), to the Company's foreign subsidiary, Deccan Shipping & Logistics Sdn. Bhd., Malaysia, for meeting its working capital and business expansion requirements, on an arm's length basis and in the ordinary course of business."

"**RESOLVED FURTHER THAT** it is recorded that the aforesaid loan will be in addition to the loan of USD 500,000 (United States Dollars Five Lakhs only) already approved by the Board of Directors at its meeting held on 24th October, 2024, and that the aggregate loan exposure of the Company to the said foreign subsidiary will stand at USD 1,000,000 (United States Dollars Ten Lakhs only)."

"**RESOLVED FURTHER THAT** Mr. Jaidev Menon [Chairperson and Whole Time Director] and Ms. Karthika Menon [Whole Time Director] of the Company be and are hereby **severally authorised** to do all such acts, deeds and things, execute necessary agreements, undertakings, documents, forms, returns and make requisite filings with statutory authorities, including the Registrar of Companies, RBI and Stock Exchanges, as may be required to give effect to this resolution."

21. TO CONSIDER AND APPROVE THE EXTENSION OF A LOAN FACILITY TO THE DUBAI SUBSIDIARY AMOUNTING TO USD 500,000.

The Board will be informed that the Company proposes to extend a loan facility amounting to USD 500,000 (United States Dollars Five Hundred Thousand only) to its foreign subsidiary in Dubai, in order to support its working capital and business requirements.

The said transaction, being in the nature of a loan, will fall within the ambit of Section 186 of the Companies Act, 2013. Further, since the Dubai subsidiary qualifies as a related party of the Company, the transaction will also fall within the purview of Section 188 of the Companies Act, 2013, read with the relevant rules, and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as well as the Company's Policy on Related Party Transactions.

In addition, since the proposed loan is being extended to an overseas entity, the transaction will also be subject to compliance with the provisions of the Foreign Exchange Management Act, 1999 (FEMA), the Foreign Exchange Management (Overseas Investment) Rules, 2022, the Foreign Exchange Management (Overseas Investment) Regulations, 2022, and the relevant directions/guidelines issued by the Reserve Bank of India (RBI) from time to time.

The Audit Committee, at its meeting held earlier, has reviewed and recommended the said transaction for the approval of the Board.

Accordingly, the following resolution will be placed before the Board for its consideration and approval, with or without modification:

"**RESOLVED THAT** pursuant to the provisions of Sections 179(3)(f), 186 and 188 of the Companies Act, 2013, read with the applicable rules made thereunder, the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Policy on Related Party Transactions, and based on the recommendation of the Audit Committee, the consent of the Board of Directors be and is hereby accorded for extending a loan facility of USD 500,000 (United States Dollars Five Hundred Thousand only) to the Company's Dubai subsidiary, which qualifies as a related party.

RESOLVED FURTHER THAT the said loan shall be extended on such terms and conditions, including interest rate payable in USD, as may be mutually agreed upon, subject to compliance with all applicable statutory and regulatory requirements, including those prescribed under FEMA and RBI guidelines.

RESOLVED FURTHER THAT the loan may be disbursed as and when required by the subsidiary, in one or more tranches, and the Director and Chief Financial Officer be and are hereby severally authorised to take such steps and execute such documents as may be necessary to give effect to this resolution."

22. TO CONSIDER AND APPROVE THE EXTENSION OF AN SBLC FACILITY TO THE MALAYSIAN ENTITY, AMOUNTING TO USD 1.25 MILLION.

The Board will be apprised that the Audit Committee, at its meeting held earlier, has **reviewed and recommended** the proposal for extending financial support to the Company's foreign subsidiary, Deccan Shipping & Logistics Sdn. Bhd., Malaysia, through the issuance of a Standby Letter of Credit (SBLC).

Under this arrangement, the Malaysian bank will extend a loan facility of USD 1.25 million (equivalent to approx. INR 10.89 Crores at the exchange rate of ₹87.1756 per USD) to the subsidiary, with the SBLC being issued in its favour by an Indian bank. For this purpose, the Company will provide a matching deposit with the Indian bank as security.

The Board will note that issuance of SBLC falls within the definition of "financial commitment" under Rule 2(f) of the Foreign Exchange Management (Overseas Investment) Rules, 2022, and that Regulation 5(1)(iv) permits guarantees (including SBLCs backed by collateral) by an Indian bank on behalf of a foreign entity.

Accordingly, the following resolution will be placed before the Board for its consideration and approval, with or without modification:

"RESOLVED THAT, pursuant to the provisions of Sections 179, 186 and other applicable provisions of the Companies Act, 2013, read with the rules made thereunder, the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Overseas Investment) Rules, 2022 and applicable regulations thereunder, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Audit Committee, the consent of the Board of Directors be and is hereby accorded for issuance of a Standby Letter of Credit (SBLC) by the Company, in favour of the Malaysian bank, to secure the loan facility being availed by Deccan Shipping & Logistics Sdn. Bhd., Malaysia, backed by a deposit of USD 1.25 million (approx. INR 10.89 Crores) with the Indian bank.

RESOLVED FURTHER THAT the Company shall ensure compliance with all applicable provisions under the Companies Act, 2013, SEBI (LODR) Regulations, 2015, and FEMA, including timely reporting of such financial commitment in Form FC on the FIRMS portal through the designated AD bank.

RESOLVED FURTHER THAT Mr. Jaidev Menon Parath, Managing Director, and Ms. Karthika Menon, Whole-time Director, be and are hereby severally authorised to take all necessary steps, execute documents, and do all such acts, deeds, and things as may be required to give effect to this resolution."

23. TO TAKE NOTE OF INTERNAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDING ON 31st MARCH 2025

The Board will be informed that the Internal Audit for the financial year ending on 31st March 2025 is being conducted by **Mr. Satarla Kishor Kumar Reddy**, the appointed Internal Auditor of the Company, in accordance with the provisions of Section 138 of the Companies Act, 2013. The scope of the Internal Audit includes a review of key financial transactions, operational processes, internal control systems and compliance with statutory requirements. The audit exercise is expected to identify strengths in the existing systems and highlight potential risk areas requiring attention and improvement.

The Internal Audit Report will provide detailed observations along with recommendations to strengthen internal processes, improve efficiency, and ensure adherence to regulatory requirements. The Board will be apprised of the findings and recommendations of the Internal Auditor and will oversee that the concerned departments take appropriate corrective actions in a timely manner.

The Board is requested to take note of the same.

24. TO TAKE NOTE OF THE RESOLUTION PASSED BY CIRCULATION ON JULY 23rd, 2025, UNDER SECTION 175 OF THE COMPANIES ACT, 2013, APPROVING THE RECONSTITUTION OF THE INTERNAL COMMITTEE UNDER POSH WITH EFFECT FROM 1ST JULY 2025.

The Board will be informed that, in compliance with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder, the Company has reconstituted its Internal Committee ("IC") with effect from **July 1st, 2025**.

The reconstitution of the Committee was approved by the Directors by way of a **Resolution passed through circulation on July 23rd, 2025, under Section 175 of the Companies Act, 2013**.

The said Resolution will be placed before the Board for its **perusal and noting**. A copy of the Resolution passed by circulation is attached for reference.

25. TO CONSIDER, REVIEW, AND TAKE NOTE OF THE 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 MARCH 31st, 2025, AND JUNE 30th, 2025.

The Board was 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.

Accordingly, the Compliance Officer submitted the compliance reports for the quarters ended March 31st, 2025, and June 30th, 2025. It was noted that no Designated Person has dealt in the securities of the Company during these quarters, and a "Nil" report was placed before the Board for perusal. Additionally, 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 took note of the same.

26. TO DISCUSS ANY OTHER MATTER WITH THE PERMISSION OF THE CHAIRMAN.

The Board of Directors can discuss any other matter with the permission of the Chairman.

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