DECCAN TRANSCON LEASING LIMITED

(Erstwhile Deccan Transcon Leasing Private Limited)

(CIN: L63090TG2007PLC052599)

NOTICE OF BOARD MEETING
Date: 23rd February 2026, Monday
Time: 11:30 A.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. 05/2025-26

To,
The Board of Directors
Deccan Transcon Leasing Limited

Subject: Shorter Notice of Meeting (B.M. No. 05/2025-26) of the Board of Directors on 23rd February 2026, Monday, at 11:30 A.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 23rd February 2026, Monday, at 11:30 A.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: 2026.02.21 13:56:42 +05'30'

Khushboo Gautam
(Company Secretary & Compliance Officer)

Place: Hyderabad
Date: 21.02.2026

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)."

DECCAN TRANSCON LEASING LIMITED

(Erstwhile Deccan Transcon Leasing Private Limited)

(CIN: L63090TG2007PLC052599)

AGENDA OF BOARD MEETING
[At Shorter Notice]

Agenda for the BM. No. 05/2025-26 Meeting of the Board of Directors of Deccan Transcon Leasing Limited to be held on 23rd February 2026, Monday at 11:30 A.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 Approve the Material Related Party Transaction with Deccan Shipping and Logistics s (Subsidiary)	Approval
5	To fix the date, time, mode and to approve the draft notice for the 1st Extraordinary General Meeting of the Company for the financial year 2025–2026.	Approval, Annexure - 1
6	To fix the cut-off date for determining the eligibility of members for remote e-voting and voting at the 1st Extraordinary General Meeting of the Company for the financial year 2025–2026.	Approval
7	To appoint a scrutinizer for the purpose of e-voting at the 1st Extraordinary General Meeting of the Company for the financial year 2025–2026.	Approval
8	To discuss any other matter with the permission of the Chairman	Approval

NOTES TO AGENDA
NOTES TO AGENDA FOR BOARD MEETING (B.M. No. 05/2025-26)
FEBRUARY 23RD, 2026, MONDAY.

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 APPROVE THE MATERIAL RELATED PARTY TRANSACTION WITH DECCAN SHIPPING AND LOGISTICS SDN BHD (SUBSIDIARY)

The Chairperson will inform the Board that pursuant to Section 188 and other applicable provisions of the Companies Act, 2013 read with the applicable Rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of the Board is sought for entering into a Material Related Party Transaction with Deccan Shipping and Logistics SDN BHD, a subsidiary of the Company.

Existing Omnibus Approval

The Board will be informed that the Audit Committee, at its meeting held on May 29, 2025, had granted omnibus approval for related party transactions for the financial year 2025-26, subject to limit of ₹15 crore for transactions with Deccan Shipping and Logistics SDN BHD.

The said approval was granted in accordance with the Company's Policy on Related Party Transactions and applicable regulatory provisions.

Revised Projections and Expected Exceedance

The Chief Financial Officer will apprise the Board that, based on updated operational projections, business requirements and anticipated commercial commitments for the remainder of the financial year, the aggregate value of the proposed transactions with Deccan Shipping and Logistics SDN BHD is expected to exceed the omnibus approval limit of ₹15 crore by the end of March 2026 and is projected to reach approximately ₹21 crore.

Accordingly, the proposed transactions will be exceeding the threshold that was previously approved under the omnibus framework.

Regulatory Position and Materiality

The Board will further note that, based on the projected aggregate value and the materiality thresholds prescribed under Regulation 23 of SEBI LODR, the proposed transactions are expected to qualify as a "Material Related Party Transaction."

In view of the above:

- Approval of the Board is required; and
- Subject to Board approval, prior approval of the shareholders shall also be required in accordance with applicable provisions of law, with related parties abstaining from voting.

Audit Committee Review and Recommendation

The Chairperson will inform the Board that the aforesaid matter was placed before the Audit Committee at its meeting convened prior to the Board Meeting on the same day.

The Audit Committee reviewed:

- The nature and scope of the proposed transactions;
- The projected aggregate value;
- The pricing mechanism and commercial terms; and
- The confirmation that the transactions are in the ordinary course of business and at arm's length basis,
- The regulatory implications under the Companies Act, 2013 and SEBI LODR.

After due deliberations, the Audit Committee has recommended the proposal for consideration and approval of the Board, subject to obtaining shareholder approval.

The minimum industry-standard information for Related Party Transactions, as required under Regulation 23 of SEBI LODR was placed before the Audit Committee for its approval and the same has been approved.

DISCLOSURES UNDER RULE 15 OF THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) RULES, 2014

In compliance with Rule 15(1) of the Companies (Meetings of Board and its Powers) Rules, 2014 framed under the Companies Act, 2013, the following particulars in respect of the proposed contract or arrangement with Deccan Shipping and Logistics SDN BHD are placed before the Board:

(a) Name of the Related Party and Nature of Relationship
Deccan Shipping and Logistics SDN BHD is a subsidiary company in which Deccan Transcon Leasing Limited holds 55.14% of the shareholding.

(b) Nature, Duration and Particulars of the Contract or Arrangement
The Company proposes to enter into transactions in the nature of purchase and sale of services and related operational arrangements during the financial year 2025-26, in the ordinary course of business.

(c) Material Terms of the Contract Including Value

The proposed transaction value placed for approval is ₹6 crore. The aggregate value of transactions during FY 2025–2026 is projected not to exceed the overall limit of ₹21 crore.
However, when aggregated with the transactions already undertaken during the current financial year, the total transaction value is expected to reach approximately ₹21 crore by March 2026 and will exceed the existing omnibus approval limit of ₹15 crore. Accordingly, the transaction will qualify as a material related party transaction.

(d) Details of Previous Transactions
During the previous financial year, Lease Rental Income amounted to ₹5,39,92,800.

During the current financial year up to the quarter preceding this approval:
Purchase of Services: ₹6,68,76,119.31
Sale of Services: ₹7,92,49,980.88
There has been no default by the related party in respect of any obligation under prior transactions.

(e) Manner of Determining Pricing and Commercial Terms
The pricing of the proposed transactions shall be determined on an arm's length basis, consistent with prevailing market conditions and industry benchmarks, and in the ordinary course of business.

(f) Consideration of Relevant Factors
The Board is informed that all relevant financial, commercial and operational factors have been considered while evaluating the proposed transaction. The proposed transaction value represents approximately 3.70 % of the annual consolidated turnover of the Company for the immediately preceding financial year.

INFROMATION PURSUANT TO INDUSTRY STANDARDS ON "MINIMUM INFORMATION TO BE PROVIDED TO THE AUDIT COMMITTEE

BASIC DETAILS OF THE RELATED PARTY

S. No.	Particulars of the information	Information provided by the management
1.	Name of the related party	Deccan Shipping and Logistics SDN BHD
2.	Country of incorporation of the related party	Malaysia
3.	Nature of business of the related party	Shipping & Logistics

RELATIONSHIP AND OWNERSHIP OF THE RELATED PARTY

S. No.	Particulars of the information	Information provided by the management

1.	Relationship between the listed entity/subsidiary[1] (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following: Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party. Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary). Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary (in case of transaction involving the subsidiary). Explanation: Indirect shareholding shall mean shareholding held through any person, over which the listed entity/Subsidiary/ related party has control[2]. While calculating indirect shareholding, shareholding held by relatives shall also be considered.	Subsidiary - Wherein Deccan Transcon Leasing Limited holds 55.14%.

DETAILS OF PREVIOUS TRANSACTIONS WITH THE RELATED PARTY

S. No.	**Particulars of the information**	**Information provided by the management**
1.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year. Explanation: Details need to be disclosed separately for listed entity and its subsidiary.	<table><tr><th>S. No.</th><th>Nature of Transactions</th><th>FY 2024-2025 (INR)</th></tr><tr><td>1</td><td>Supply of Service</td><td>Rs. 10,30,42,804.71</td></tr><tr><td>2</td><td>Purchase of Service</td><td>Rs.13,05,82,329.87</td></tr><tr><td>3</td><td>Lease Rental Income</td><td>Rs. 5,39,92,800.00</td></tr></table>
2.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Purchase of Service - 6,68,76,119.31 Sale of Service - 7,92,49,980.88

3.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	-NA-

AMOUNT OF THE PROPOSED TRANSACTION(S)

S. No.	Particulars of the information	Information provided by the management
1.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	The proposed transaction value being placed for approval before the Audit Committee / Shareholders is ₹6 crore. The aggregate value of transactions during FY 2025–2026 is projected not to exceed the overall limit of ₹21 crore. However, when aggregated with the transactions already undertaken during the current financial year, the total transaction value is expected to reach approximately ₹21 crore by March 2026 and will exceed the existing omnibus approval limit of ₹15 crore.
2.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
3.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	3.70%
4.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	NA
5.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	NA

6.	Financial performance of the related party for the immediately preceding financial year: Explanations: The above information is to be given on standalone basis. If standalone is not available, provide on consolidated basis.	Particulars / FY 2024-2025 (INR) Turnover: Rs.1,09,36,64,228.25 Profit After Tax: Rs. 3,39,71,528.22 Net worth: Rs. 15,52,54,247.34

BASIC DETAILS OF THE PROPOSED TRANSACTION

S. No.	Particulars of the information	Information provided by the management
1.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Note : Listed Company is acting as an agent for its Malaysian subsidiary. As part of agency agreement following services are availed/provided : Logistics & Clearing Services related to import & import shipment. Logistics & Clearing Services related to export & export shipment. Commission & Other Charges. Late Payment Interest (If any).
2.	Details of each type of the proposed transaction	Note : Listed Company is acting as an agent for its Malaysian subsidiary. As part of agency agreement following services are availed/provided : Logistics & Clearing Services related to import & import shipment. Logistics & Clearing Services related to export & export shipment. Commission & Other Charges. Late Payment Interest (If any).
3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	3 Months
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Up to ₹6 crore during FY 2025–2026. Upon aggregation with the transactions already undertaken and proposed to be

		undertaken during FY 2025–2026, the total transaction value is expected to reach approximately ₹21 crore by March 2026, thereby exceeding the existing omnibus approval limit of ₹15 crore. Accordingly, the transaction will qualify as a material related party transaction and shall require prior approval of the shareholders.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	The proposed transactions form part of the principal business activities of the Company. The Company acts as an authorised agent for its subsidiary, Deccan Shipping and Logistics SDN BHD, pursuant to an existing Agency Agreement, for handling logistics, clearing, commission and related operational services. These transactions are integral to the Company's core logistics operations, facilitate cross-border trade activities, and contribute to revenue generation and operational continuity. The arrangements enable efficient execution of import and export shipments, strengthen group synergies and ensure seamless service delivery to customers. The transactions are proposed to be undertaken in the ordinary course of business and on an arm's length basis, aligned with prevailing market practices and internal benchmarking mechanisms. Accordingly, the Board is of the view that the proposed RPT(s) are commercially justified and in the best interest of the Company.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly. Explanation: Indirect interest shall mean interest held through any person over which an individual has control.	NA
	a. Name of the director / KMP	-

	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	-
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	NA
9.	Other information relevant for decision making.	NA

DISCLOSURE ONLY IN CASE OF TRANSACTIONS RELATING TO SALE, PURCHASE OR SUPPLY OF GOODS OR SERVICES OR ANY OTHER SIMILAR BUSINESS TRANSACTION AND TRADE ADVANCES

S. No.	**Particulars of the information**	**Information provided by the management**
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Transactions are part of Agency Agreement.
2.	Basis of determination of price.	CUP Method (Arm's Length)
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice) , if any, proposed to be extended to the related party in relation to the transaction, specify the following:	- NA -
	a. Amount of Trade advance	
	b. Tenure	
	c. Whether same is self-liquidating?	

The Board will be requested to consider the proposal in light of:

- The operational and commercial rationale;
- The projected financial exposure;
- The recommendation of the Audit Committee; and
- The regulatory requirements under applicable laws

After discussion, the Board will be requested to consider and, if thought fit, approve the proposed Material Related Party Transaction and authorise seeking shareholder approval in accordance with applicable provisions of law.

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013 read with the Rules made thereunder, including 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 in accordance with the Company's Policy on Related Party Transactions and the Industry Standards on Minimum Information to be placed before the Audit Committee and Shareholders for approval of Related Party Transactions, the Board be and is hereby informed that the Audit Committee, at its meeting held on May 29, 2025, had granted omnibus approval for related party transactions with Deccan Shipping and Logistics SDN BHD for FY 2025–26, subject to a limit of ₹15 crore.

RESOLVED FURTHER THAT based on updated operational projections, business requirements and anticipated commercial commitments, the aggregate value of transactions with Deccan Shipping and Logistics SDN BHD during FY 2025–26 is expected to reach approximately ₹21 crore, thereby exceeding the aforesaid omnibus approval limit of ₹15 crore and qualifying as a material related party transaction under Regulation 23 of the SEBI LODR Regulations.

RESOLVED FURTHER THAT the proposal for entering into the aforesaid Material Related Party Transactions was placed before the Audit Committee in terms of the applicable provisions and the Industry Standards and the Audit Committee, after due review, has recommended the same to the Board for its consideration and for seeking approval of the shareholders.

RESOLVED FURTHER THAT approval of the Board be and is hereby accorded for entering into such Material Related Party Transactions with Deccan Shipping and Logistics SDN BHD, which shall be in the ordinary course of business and on an arm's length basis, subject to the approval of the shareholders, as may be required under applicable laws.

RESOLVED FURTHER THAT the Company Secretary and the Chief Financial Officer be and are hereby authorised, jointly and severally, to take all necessary steps and actions to give effect to this resolution, including issuance of notice to the shareholders and making requisite regulatory filings."

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

5. TO FIX THE DATE, TIME, MODE, AND APPROVE THE DRAFT NOTICE FOR THE (01/2025-26) EXTRA ORDINARY GENERAL MEETING OF THE COMPANY

The Chairman will inform the Board that the the (01/2025-26) Extra Ordinary General Meeting of the Company, is proposed to be convened on Tuesday, March 24th, 2026, 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 (01/2025-26) Extra General Meeting (EGM), will be placed before the Board for its consideration and approval and the same is enclosed in Annexure-1.

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, and pass the resolution below, with or without modification(s):

"**RESOLVED THAT** pursuant to the provisions of Section 100, 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, an (01/2025-26) Extraordinary General Meeting of the Company be and is hereby convened to be held on Tuesday, March 24, 2026, 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 Extraordinary 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 EGM 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 Extra Ordinary General Meeting of the Company in compliance with applicable legal and regulatory requirements."

6. TO FIX THE CUT-OFF DATE FOR DETERMINING THE ELIGIBILITY OF MEMBERS FOR REMOTE E-VOTING AND VOTING AT THE EXTRA ORDINARY 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 (01/2025-26) Extra Ordinary General Meeting to be held on March 24th, 2026, 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 the cutoff date on Tuesday, March 17th, 2026, for this purpose.

The Board Members are requested to consider, discuss and approve the same, 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 Tuesday, March 17th., 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 (01/2025-26) Extra Ordinary General Meeting scheduled to be held on March 24th, 2026.

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."

7. TO APPOINT A SCRUTINIZER FOR THE PURPOSE OF E-VOTING AT THE EXTRA ORDINARY 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 (01/2025-26) Extra Ordinary General Meeting of the Company to be held on March 24th, 2026.

The Board Members are requested to consider, discuss and approve the same 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 (01/2025-26) Extra Ordinary General Meeting of the Company to be held on March 24th, 2026, 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."

8. 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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