DECCAN TRANSCON LEASING LIMITED

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

NOTICE OF BOARD MEETING

Date: April 24, 2026(Friday)
Time: 04:30 A.M.(IST)
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. 01/2026-27**

To,
The Board of Directors
Deccan Transcon Leasing Limited

Subject: Notice of Meeting (B.M. No. 01/2026-27) of the Board of Directors on April 24, 2026, Friday, at 04:30 A.M. (IST)

Sir / Ma'am,

Shorter Notice is hereby given that a meeting of the members of the Board of the Company will be held on April 24, 2026, Friday, at 04:30 A.M.(IST)

The Directors who wish to attend the meeting through Video Conferencing / Other Audio-Visual Means are requested to intimate the Company in advance.

The Company shall make necessary arrangements for the smooth conduct of the meeting through Video Conferencing / Other Audio-Visual Means and will share the access link for attending the meeting in due course.

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 GAUTAM
Digitally signed by KHUSHBOO GAUTAM
Date: 2026.04.23 09:04:54 +05'30'

Khushboo Gautam
(Company Secretary & Compliance Officer)

Place: Hyderabad
Date: April 23, 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)."

AGENDA OF BOARD MEETING
[At Shorter Notice]

Agenda for the B.M. No. 01/2026-27 Meeting of the Board of Directors of Deccan Transcon Leasing Limited to be held on April 24, 2026, Friday, at 04:30 A.M.(IST)

S. No.	Item(s)	Action/Annexure(s)
1.	Chairperson of the meeting	Appointment
2.	To ascertain the requisite quorum.	Ascertainment
3.	To grant leave of absence, if any.	Approval
4.	To consider and note the Minutes of the previous Board Meeting held on February 25, 2026 and March 06, 2026	Noting Annexure - 1
5.	To consider and note the Minutes of the previous Audit Committee Meeting held February 25, 2026 and March 06, 2026	Noting Annexure - 2
6.	To consider and note the Minutes of the Previous Nomination and Remuneration Committee Meeting held on March 06, 2026	Noting Annexure - 3
7.	To consider and note the Minutes of the Previous Stakeholder and Relationship Committee Meeting held on March 06, 2026	Noting Annexure - 4
8.	To take note of annual disclosures from Directors, Designated Persons, and other applicable parties under the Companies Act, 2013, SEBI (PIT) Regulations, 2015, and Code of Conduct.	Noting Annexure - 5
9.	To approve the appointment of the Internal Auditor for the financial year 2025-26.	Approval Annexure - 6
10.	To take note of the omnibus approval for entering into related party transactions for the financial year 2026-2027.	Noting Annexure - 7
11.	To take note of remuneration to Key Managerial Personnel (KMPS) for FY 2026-2027	Approval
12.	To consider and approve remuneration to promoter and promoter group working in professional capacity for FY 2026-2027	Approval
13.	To consider and approve the annual increment in remuneration for FY 2026-2027 for senior management personnel (SMPs)	Approval
14.	To consider and approve the designation of Chief Financial Officer (CFO)designate	Approval
15.	To take note of the resignation of Independent Director and approval for consequent reconstitution of the Stakeholders' Relationship Committee.	Noting and Approval Annexure - 8
16.	To consider and approve entering into derivative transactions and execution of ISDA Master Agreement with ICICI Bank Limited	Approval
17.	To take note of the annual return filed under The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) act, 2013	Noting Annexure - 9
18.	To discuss any other matter with the permission of the Chairman	Approval

NOTES TO AGENDA

NOTES TO AGENDA FOR BOARD MEETING
B.M. No. 01/2026-27

1. CHAIRPERSON OF THE MEETING

Mr. Jaidev Menon, being the Chairperson of the Company, will Chair the meeting.

In case he is unable to attend the meeting, then the Chairperson 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

The Chairman is to inform the members of any requests for leave of absence received and record the same

4. TO CONSIDER AND NOTE THE MINUTES OF THE PREVIOUS BOARD MEETING HELD ON FEBRUARY 25, 2026 AND MARCH 06, 2026.

The minutes of the previous Board Meetings held on Wednesday, February 25, 2026 and Friday, March 06, 2026 will be presented before the Board for consideration and noting, enclosed herewith as **Annexure 1.**

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

5. TO CONSIDER AND NOTE THE MINUTES OF THE PREVIOUS AUDIT COMMITTEE MEETING HELD ON FEBRUARY 23, 2026 AND MARCH 06, 2026

The minutes of the previous Audit Committee Meetings held on Monday, February 23, 2026 and Friday, March 06, 2026 will be presented before the Board for consideration and noting, enclosed herewith as **Annexure 2.**

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

6. TO CONSIDER AND NOTE THE MINUTES OF THE PREVIOUS NOMINATION AND REMUNERATION COMMITTEE MEETING HELD ON MARCH 06, 2026.

The minutes of the previous Nomination and Remuneration Committee meeting held on Friday, March 06, 2026, will be presented for consideration and noting by the Board, enclosed herewith as **Annexure 3.**

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

7. TO CONSIDER AND NOTE THE MINUTES OF THE PREVIOUS STAKEHOLDER AND RELATIONSHIP COMMITTEE MEETING HELD ON MARCH 06, 2026.

The minutes of the previous Stakeholder and Relationship Committee Meeting held on Friday, March 06, 2026, will be presented for consideration and noting by the Board, enclosed herewith as **Annexure 4.**

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

8. TO TAKE NOTE OF THE ANNUAL DISCLOSURES RECEIVED FROM DIRECTORS, DESIGNATED PERSONS AND OTHER APPLICABLE PARTIES PURSUANT TO THE

COMPANIES ACT, 2013, SEBI (PROHIBITION OF INSIDER TRADING) REGULATIONS, 2015 AND CODE OF CONDUCT AFFIRMATION

Pursuant to the provisions of Section 164(2) read with Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Section 184(1) of the Companies Act, 2013 read with Rule 9(1) of the Companies (Meetings of Board and its Powers) Rules, 2014, and Section 149(7) of the Companies Act, 2013, the Company has received statutory annual disclosures from the Directors for the financial year 2025–26.

Further, pursuant to Regulation 9 of the SEBI (Prohibition of Insider Trading) Regulations, 2015 read with Schedule B (Code of Conduct for Prevention of Insider Trading) and the Code of Business Conduct and Ethics of the Company, annual disclosures and affirmations have been received from Directors, Designated Persons, Senior Management Personnel and other applicable employees of the Company.
The following annual disclosures have been received and are placed before the Board for noting:

- Form DIR-8 - Intimation of non-disqualification under Section 164(2)
- Form MBP-1 - Disclosure of interest in other entities under Section 184(1)
- Declaration of Independence from Independent Directors under Section 149(7)
- Annual Disclosure under SEBI (Prohibition of Insider Trading) Regulations, 2015 from Designated Persons and applicable employees
- Code of Business Conduct and Ethics - Annual Affirmation of Compliance from Directors, KMPs and SMPs.

The aforesaid disclosures are placed before the Board for noting and are enclosed herewith as **Annexure 5.**

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

9. TO APPROVE THE APPOINTMENT OF THE INTERNAL AUDITOR FOR THE FINANCIAL YEAR 2025-26.

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

The Board will be further apprised that the Audit Committee, at its meeting held on the same day, on being satisfied, recommends the appointment of …………………………….., as the Internal Auditor of the Company for the Financial Year 2025-2026.

The detailed profile of …………………………….., is annexed herewith as **Annexure 6** for the Board's perusal.

The Board, after due consideration of the recommendation, shall approve the appointment of …………………………….., as the Internal Auditor for the said financial year.

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

RESOLVED THAT, pursuant to the provisions of Section 138 of the Companies Act, 2013 and Rule 13 of the Companies (Accounts) Rules, 2014, and based on the recommendation of the Audit Committee at its meeting held earlier on the same day, …………………………….., be and is hereby appointed as the Internal Auditor of the Company for the financial year 2025-2026, to conduct the internal audit of the Company's functions and activities.

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

10. TO TAKE NOTE OF THE OMNIBUS APPROVAL FOR ENTERING INTO RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2026-2027

The Board will be informed that the Audit Committee, at its meeting held prior to this meeting on the same day, has granted omnibus approval for certain Related Party Transactions ("RPTs") proposed to be entered into during the Financial Year 2026-2027, in accordance with Section 177 of the Companies Act, 2013 read with Rule 6A of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Company's Related Party Transactions Policy.

The Board will note that the criteria for omnibus approval has been duly approved by the Board and forms part of the Company's Related Party Transactions Policy, including limits on aggregate value of transactions, value per transaction, disclosure requirements, quarterly review by the Audit Committee, and exclusions for non-routine, non-repetitive and material transactions.

The Board will further be informed that, since the audited financial statements for FY 2025-26 are yet to be finalized, the omnibus approval for FY 2026-27 has been considered based on past trends, existing business requirements and available financial information, and shall be reviewed upon finalization of the audited financial statements.

The Board will be informed that, in terms of Regulation 23 of SEBI (LODR) Regulations, 2015, a Related Party Transaction shall be considered material if it exceeds Rupees fifty crore or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements, whichever is lower.

Accordingly, based on the audited consolidated financial statements for FY 2024-2025:
- Consolidated Turnover: ₹166.31 Crore
- 10% Materiality Threshold: ₹16.631 Crore

The above threshold has been considered while determining the limits of the proposed transactions.

The Board will further note that, in terms of Regulation 23 of SEBI (LODR) Regulations, prior approval of the Audit Committee of the listed entity is required for related party transactions entered into by a subsidiary, where the listed entity is not a party, if such transactions exceed the lower of:
- 10% of the standalone turnover of the subsidiary; or
- the materiality threshold of the listed entity as prescribed under Schedule XII of the SEBI LODR Regulations.

In this regard, the Board noted that for Deccan Shipping and Logistics SDN. BHD., Malaysia (material subsidiary), the standalone turnover as per audited financial statements for FY 2024-25 is ₹110.76 crore, and 10% thereof amounts to ₹11.07 crore, which is lower than the Company-level materiality threshold.

Accordingly, the Board noted that ₹11.07 crore shall be the applicable threshold for prior Audit Committee approval of RPTs entered into by the said material subsidiary, where the Company is not a party to such transactions.

The Board will note that the Related Party Transactions are presented on a consolidated basis, and transactions of the Malaysian subsidiary, Deccan Shipping and Logistics SDN. BHD., along with its associate entities, are also included and placed before the Audit Committee for approval.

The Board noted the omnibus approval granted by the Audit Committee for FY 2026-27 RPTs as detailed below:

Name of Related Party	Relationship	Nature of Transaction	Amount (₹ Crores)	Duration	Maximum Amount per Transaction (₹ Crores)	Indicative Base Price / Current Contracted Price
Kingstar Freight Pvt. Ltd.	Associate	Purchase & Sale	5.00	April 01, 2026 to March 31, 2027	5.00	Based on prevailing arm's length rates
Deccan Transcon Shipping LLP	Entity controlled by Directors	Purchase	2.00	April 01, 2026 to March 31, 2027	2.00	Based on prevailing arm's length rates
Deccan Mohsin LLP	The Director is a Partner	Purchase & Sale	1.00	April 01, 2026 to March 31, 2027	1.00	Based on prevailing arm's length rates
Deccan Orient Line Co. Ltd.	Associate of an overseas group entity	Purchase & Sale	15.00	April 01, 2026 to March 31, 2027	15.00	Based on prevailing arm's length rates
Deccan Shipping & Logistics SDN BHD	Subsidiary	Purchase & Sale	15.00	April 01, 2026 to March 31, 2027	15.00	Based on prevailing arm's length rates

The above details also form part of **Annexure 7**, containing minimum Information, as placed before the Audit Committee for Related Party Transactions, in line with applicable regulatory requirements and industry standards.

The Board will also be informed that, where the need for a related party transaction cannot be foreseen and the required details are not available, the Audit Committee may grant omnibus approval for such transactions not exceeding ₹1 crore per transaction, in accordance with Rule 6A.

Accordingly, since the aforesaid transactions are in the ordinary course of business and on an arm's length basis and have been duly approved by the Audit Committee, the same are placed before the Board for its noting.

11. TO TAKE NOTE OF REMUNERATION TO KEY MANAGERIAL PERSONNEL (KMPs) FOR FY 2026-2027

The Chairman will inform the Board that the Company, in the ordinary course of business, pays remuneration to its Directors and Key Managerial Personnel (KMPs), in accordance with the provisions of the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Company's Nomination and Remuneration Policy.

The Board will note that such remuneration is determined in the ordinary course of business, on an arm's length basis, and in line with the Company's policy framework and applicable regulatory provisions.

The Board shall further note that, in terms of Regulation 23(2)(e) of the SEBI (LODR) Regulations, 2015, remuneration paid to KMPs (other than those forming part of the promoter or promoter group), where not material, does not require prior approval of the Audit Committee.

The Board of Directors shall be further informed that the Nomination and Remuneration Committee ("NRC"), at its meeting to be held earlier on the same day, shall review and recommend the annual increment in remuneration for the financial year 2026-2027 for Key Managerial Personnel (KMPs), in accordance with the provisions of the Companies Act, 2013, Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the Nomination and Remuneration Policy of the Company.

The proposed increments are based on individual performance, overall Company performance, industry benchmarks and internal parity, ensuring that the remuneration remains reasonable, performance-linked and aligned with the principles of the Nomination and Remuneration Policy, including an appropriate balance between fixed and variable pay.

The Board will also be informed that the proposed remuneration has been placed before the Audit Committee at its meeting held prior to this meeting.

In this regard, the details of remuneration proposed to be paid to Key Managerial Personnel for the Financial Year 2026-2027 are as under:

Name	**Designation**	**Proposed Remuneration (FY 2026–2027)**
Rajeev Kothanath Menon	Chief Executive Officer	₹ 65,80,008.00
Khushboo Gautam	Company Secretary & Compliance Officer	₹ 14,16,936.00
Raghul SR	Proposed Chief Financial Officer (Recommended by the NRC)	₹59,00,000 per annum plus performance-based incentives, as may be approved by the Board

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

RESOLVED THAT, based on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of the Company, the Board of Directors hereby approves the annual increment in remuneration for the financial year 2026-2027 for Key Managerial Personnel (KMPs) as placed before the Board.

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

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 AND PROMOTER GROUP WORKING IN PROFESSIONAL CAPACITY FOR FY 2026-2027

The Board will be informed that the Company proposes to pay remuneration to certain individuals belonging to the promoter and promoter group, who are engaged in a professional capacity, in accordance with the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

The Board of Directors shall be further informed that the Nomination and Remuneration Committee ("NRC"), at its meeting to be held earlier on the same day, shall review and recommend the annual increment in remuneration for the financial year 2026-2027 for certain individuals belonging to the promoter and promoter group, in accordance with the provisions of the Companies Act, 2013, Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the Nomination and Remuneration Policy of the Company.

The Board will note that the said individuals qualify as related parties under Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zc) of SEBI LODR Regulations.

The Board will further note that, while transactions in the ordinary course of business and on an arm's length basis are exempt under Section 188 of the Companies Act, 2013, such exemption is not applicable under Regulation 23(2)(e) of SEBI LODR Regulations in respect of remuneration paid to promoter or promoter group entities/individuals, and accordingly, approval of the Audit Committee and the Board is required.

The Board will also be informed that the Audit Committee, at its meeting held prior to this meeting, will consider and approve the proposed remuneration in terms of Regulation 23(2)(e) of the SEBI LODR Regulations and will recommend the same to the Board for its approval.

Accordingly, the details of the proposed remuneration payable for the financial year 2026-2027 are set out below:

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
Navaneeth Jaidev	Chief Technology Officer Son of Director (Mr. Jaidev Menon and Karthika Menon)	₹18,26,315
Pranav Jaidev	Chief Operating Officer Son of Director (Mr. Jaidev Menon and Karthika Menon)	USD 1,00,200 (₹94,84,361.86)

The Board will note that the aforesaid remuneration is based on roles, responsibilities, and industry benchmarks and is in the ordinary course of business and at arm's length basis.

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 applicable rules made thereunder and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Audit Committee, approval of the Board of Directors be and is hereby accorded for payment of remuneration to the following promoter and promoter group individuals for the financial year 2026-2027:

- Mr. Jaidev Menon
- Ms. Karthika Menon
- Mr. Navaneeth Jaidev
- Mr. Pranav Jaidev

on the terms as placed before the Board.

RESOLVED FURTHER THAT the interested Directors shall abstain from participation and voting on this item of business.

RESOLVED FURTHER THAT any Director or Key Managerial Personnel be and is hereby authorised to do all such acts, deeds and things as may be necessary 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 CONSIDER AND APPROVE THE ANNUAL INCREMENT IN REMUNERATION FOR FY 2026–2027 FOR SENIOR MANAGEMENT PERSONNEL (SMPs)

The Board of Directors shall be informed that the Nomination and Remuneration Committee ("NRC"), at its meeting to be held earlier on the same day, shall review and recommend the annual increment in remuneration for the financial year 2026-2027 for Senior Management Personnel (SMPs), in accordance with the provisions of the Companies Act, 2013, Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), and the Nomination and Remuneration Policy of the Company.

The proposed increments are based on individual performance, overall Company performance, industry benchmarks and internal parity, ensuring that the remuneration remains reasonable, performance-linked and aligned with the principles of the Nomination and Remuneration Policy, including an appropriate balance between fixed and variable pay.

The details of the proposed increments for the respective categories of personnel shall be placed before the Board for its consideration.

The Board is requested to consider and, if thought fit, approve the annual increment in remuneration for FY 2026-2027 for Senior Management Personnel (SMPs), as recommended by the NRC.

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

RESOLVED THAT, based on the recommendation of the Nomination and Remuneration Committee and in accordance with the provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Nomination and Remuneration Policy of the Company, the Board of

Directors hereby approves the annual increment in remuneration for the financial year 2026-2027 for Senior Management Personnel (SMPs), as placed before the Board.

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

14. TO CONSIDER AND APPROVE THE DESIGNATION OF CHIEF FINANCIAL OFFICER (CFO) DESIGNATE

The Board of Directors shall be informed that Mr. Raghul SR has joined the Company with effect from April 22, 2026.

The Nomination and Remuneration Committee ("NRC"), at its meeting held on April 24, 2026, have reviewed the profile, qualifications, experience and suitability of Mr. Raghul SR and recommended his designation as CFO Designate of the Company.

The existing Chief Financial Officer (CFO) shall continue in office till May 15, 2026. Accordingly, Mr. Raghul SR shall be designated as CFO Designate with effect from April 22, 2026, pending his formal appointment as Chief Financial Officer upon cessation of the existing CFO.

The profile of Mr. Raghul SR shall be placed before the Board as **Annexure 7.** The proposed terms and conditions, including remuneration, shall also be placed before the Board for its consideration.

The Board is requested to take note of the aforesaid and, if thought fit, approve the designation of Mr. Raghul SR as CFO Designate of the Company with effect from April 22, 2026.

The Board members are hereby requested to pass the following resolution with or without modification(s):

"RESOLVED THAT, the Board of Directors hereby takes note of the joining of Mr. Raghul SR with effect from April 22, 2026 and, based on the recommendation of the Nomination and Remuneration Committee, approves his designation as CFO Designate of the Company with effect from the said date, on such terms and conditions including remuneration as placed before the Board**.**

RESOLVED FURTHER THAT Mr. Raghul SR shall be considered for appointment as Chief Financial Officer (CFO) of the Company upon cessation of the existing CFO, i.e., with effect from May 16, 2026 or such other date as may be decided by the Board, in accordance with the provisions of Section 203 of the Companies Act, 2013 and other applicable laws."

15. TO TAKE NOTE OF THE RESIGNATION OF AN INDEPENDENT DIRECTOR AND TO APPROVE THE CONSEQUENT RECONSTITUTION OF THE STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Board shall be informed that the Company has received a resignation letter from Ms. Samavedam Venkata Naga Lavanya, Independent Director, tendering her resignation from the Board of the Company due to restructuring of her professional priorities and commitments, with effect from the close of business hours on April 20, 2026 .

The said resignation letter is placed before the Board for its noting and is annexed herewith as **Annexure 8.**

The Board shall be further informed that Ms. Lavanya has confirmed that there are no other material reasons for her resignation other than those stated in her resignation letter.

The Board shall further note that, pursuant to the aforesaid resignation, reconstitution of the Stakeholders' Relationship Committee is required to ensure compliance with Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which inter alia provides that the Committee shall consist of at least three directors, with at least one being an Independent Director, and the Chairperson shall be a Non-Executive Director.

Accordingly, to maintain the required composition, it is proposed to induct Mr. Jaidev Menon Parath, Whole-Time Director, as a Member of the Stakeholders' Relationship Committee in place of Ms. Samavedam Venkata Naga Lavanya.

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

RESOLVED THAT the resignation of Ms. Samavedam Venkata Naga Lavanya (DIN: 07891405), Independent Director of the Company, with effect from April 20, 2026, be and is hereby noted by the Board.

RESOLVED FURTHER THAT, pursuant to the provisions of Section 178(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and Regulation 20 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Stakeholders' Relationship Committee of the Board be and is hereby reconstituted with effect from April 24, 2026, as under:

Sr. No.	**Name of the Member**	**Category**	**Position in Committee**
1	Mr. Karat Roger Vijayan Parameshwar	Independent Director	Chairperson
2	Mr. Satyamurti Ramasundar	Independent Director	Member
3	Mr. Jaidev Menon Parath	Whole-Time Director	Member

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things, including filing necessary intimations and disclosures under Regulation 30 of SEBI (LODR) Regulations with the Stock Exchange(s) and other authorities, as may be required, to give effect to this resolution.

16. TO CONSIDER AND APPROVE ENTERING INTO DERIVATIVE TRANSACTIONS AND EXECUTION OF ISDA MASTER AGREEMENT WITH ICICI BANK LIMITED

The Chairman shall inform the Board that the Company proposes to enter into generic and structured derivative products, including interest rate and foreign exchange derivative transactions, in accordance with the Reserve Bank of India (Market-makers in OTC Derivatives) Directions, 2021 ("Directions"), and other applicable guidelines issued by the Reserve Bank of India from time to time.

The Board shall be further informed that such derivative transactions are proposed to be undertaken with ICICI Bank Limited for the purpose of hedging the Company's exposure to interest rate and foreign exchange risks.

The Chairman shall further inform the Board that, for this purpose, the Company shall be required to enter into an ISDA Master Agreement (along with schedules thereto) with ICICI Bank Limited and comply with the applicable regulatory requirements, including having in place a Board-approved Risk Management Policy governing such transactions.

The Board shall be requested to consider and approve entering into such derivative transactions, execution of the ISDA Master Agreement, and authorization of officials for execution and operational purposes.

The Board members are hereby requested to pass the following resolution with or without modification(s):

"**RESOLVED THAT** pursuant to the provisions of Section 179(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and in accordance with the Reserve Bank of India (Market-makers in OTC Derivatives) Directions, 2021 and other applicable guidelines, the consent of the Board be and is hereby accorded to DECCAN TRANSCON LEASING LIMITED (CIN: L63090TG2007PLC052599) to enter into derivative transactions, including interest rate and foreign exchange derivative products, with ICICI Bank Limited for the purpose of hedging its exposures.

RESOLVED FURTHER THAT the Company be and is hereby authorized to enter into the ISDA Master Agreement, together with schedules and any other related documents ("Agreement"), with ICICI Bank Limited and to accept such terms and conditions as may be agreed between the parties.

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things and to file necessary intimations with the Stock Exchange(s) and other authorities, as may be required, to give effect to this resolution."

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to nominate employees of the Company as authorized users/signatories and to intimate the same to ICICI Bank Limited as may be required.

RESOLVED FURTHER THAT ICICI Bank Limited be and is hereby authorized to act upon instructions received from the authorized signatories/users of the Company and the Company agrees to ratify and confirm all such actions taken by ICICI Bank Limited in good faith.

RESOLVED FURTHER THAT any Director or Company Secretary of the Company be and is hereby authorized to certify a true copy of this resolution and provide the same to ICICI Bank Limited or any other authority as may be required."

17. **TO TAKE NOTE OF THE ANNUAL RETURN FILED UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Chairman will inform the Board that, pursuant to the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("POSH Act") read with the applicable rules thereunder, the Company is required to file an annual return with the appropriate authority in respect of complaints received and disposed of during the year.

The Board will be informed that the Annual Return under the POSH Act for the relevant period has been duly filed with the prescribed authority within the stipulated timeline.

A copy of the said return is placed before the Board for its noting and is annexed herewith as **Annexure 9**.

The Board is requested to take note of the same.

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

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