



Strategic Partner: dpdgroup

## DTDC EXPRESS LIMITED

### NOTICE

To

All the Shareholders of  
DTDC EXPRESS LTD.

**NOTICE** is hereby given that the Twenty Fifth Annual General Meeting of the Members of **DTDC EXPRESS LIMITED** will be held at the Registered Office of the Company at "DTDC House", No.3, Victoria Road, Bangalore – 560 047 on Tuesday, the 29<sup>th</sup> day of September, 2015 at 11:00 A.M to transact the following business:

#### ORDINARY BUSINESS

1. To receive, consider and adopt the Balance Sheet as at 31<sup>st</sup> March, 2015 and the Profit & Loss Account for the year ended on that date and the Report of the Board of Directors and Auditors thereon.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Suresh Kumar Bansal (DIN: 00056435), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mrs. Arpita C Mitra (DIN: 00176337), who retires by rotation and being eligible, offers herself for re-appointment.
5. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** Consent of the Company be and is hereby accorded to re-appoint M/S. BSR & Co LLP, Chartered Accountants (Firm No. 1101248W/W-100022) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting.

#### SPECIAL BUSINESS

6. To consider and if thought fit, to pass with or without modification/s the following resolution as a Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152, 161 and any other applicable provisions of the Companies Act, 2013 and any rules made thereunder read with

### DTDC Express Limited

(Formerly known as DTDC Courier & Cargo Limited)

DTDC House, No. 3, Victoria Road, Bengaluru-560 047.

Tel.: 080-25365032 / 39 | Fax: 080-25514461

CIN No.: U85110KA1990PLC011089



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Schedule IV to the Act, Mr. P Thiruvengadam, who was appointed as an Additional Director of the Company by the Board of Directors w.e.f. 20<sup>th</sup> April, 2015 and who holds office up to the date of this Annual General meeting and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing the candidature of Mr. P Thiruvengadam for the office of the Director of the Company, be and is hereby elected and appointed as an Independent Director, whose period of office shall be liable to determination by retirement of directors by rotation."

Registered Office:  
"DTDC House".  
No.3, Victoria Road,  
BANGALORE – 560 047  
Date: 16<sup>th</sup> July, 2015

By Order of the Board  
  
( Subhasish Chakraborty )  
Chairman & Managing Director  
DIN: 00175976

**NOTE:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies in order to be effective must be deposited with the Company not less than 48 hours before the meeting.
2. The relative Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 in respect of the special business set out above is annexed hereto.

**ANNEXURE TO THE NOTICE  
EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT,  
2013**

**Item No.6**

The Board of Directors has appointed Mr. P Thiruvengadam as an Additional Director w.e.f 20.04.2015 pursuant to Section 161 of the Companies Act, 2013. He holds office till conclusion of this Annual General Meeting. His term of office shall be liable to determination by retirement of directors by rotation.

Mr. P Thiruvengadam is a B.TECH (IIT Madras) PGDIE, FCMA, having 40 years of experience in management consulting all over India, Middle east, South east Asia, Europe and Africa. Retired in April 2015 from Deloitte India as a senior director(Partner) having held senior leadership roles in consulting and the Firm. He is on the board of reputed Indian companies. member of many professional associations, have presented papers and talks in many national and international conferences on management topic. The Board considers that his continued association would be of immense benefit to the Company and is desirable to continuously avail

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the services of Mr. P Thiruvengadam as an independent Director and also that he fulfills the conditions specified in the Companies Act, 2013 for appointment as an Independent Director. Accordingly the Board recommends the passing of the Ordinary Resolution as set out in the Item no. 7 of the Notice.

Except Mr. P Thiruvengadam, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

Your Directors commend the resolution as given under Item No. 7 in the notice for the approval of members.

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By Order of the Board

*S. Chakraborty*

( Subhasish Chakraborty )  
Chairman & Managing Director  
DIN: 00175976

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