



Strategic Partner: dpdgroup

DTDC EXPRESS LIMITED

NOTICE

To

**All the Shareholders of
DTDC EXPRESS LTD.**

NOTICE is hereby given that the Twenty Sixth 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 Friday, the 23rd day of September, 2016 at 11:00 A.M to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt :
 - a) The audited financial statements of the Company for the financial year ended 31st March, 2016 and the Report of the Board of Directors and Auditors thereon; and
 - b) The audited consolidated financial statements of the Company for the financial year ended 31st March, 2016.
2. To declare Dividend on Equity Shares.
3. To appoint a Director in place of Mr. Pranab Shah (DIN: 06622734), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Francois Guillaume Paul Copigneaux (DIN: 06791796), who retires by rotation and being eligible, offers himself for re-appointment.
5. To ratify the appointment of statutory 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. 101248WW-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 Schedule IV to the Act, Mr. Atul Jain, who was appointed as an Additional Director of the

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



Strategic Partner : 

Company by the Board of Directors w.e.f. 3rd March, 2016 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. Atul Jain 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 not be liable to determination by retirement by rotation.”

Registered Office:
"DTDC House".
No.3, Victoria Road,
BANGALORE – 560 047
Date: 25th August, 2016

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.
3. Dividend, if declared at the Annual General Meeting (AGM), shall be paid to those members whose name appears in the Register of Members as on the date of AGM.

**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. Atul Jain as an Additional Director w.e.f 03.03.2016 pursuant to Section 161 of the Companies Act, 2013. He holds office till the conclusion of this Annual General Meeting. His term of office shall not be liable to determination by retirement of directors by rotation.

Mr. Atul Jain is a Chartered Accountant, senior partner of GMJ & Co. firm of Chartered Accountants. Currently he is in overall in charge of central Statutory Audit of leading public sector banks and listed companies and possesses acumen for investigation, audits, management and operational audit. He has experience in developing accounting systems for units in the Small Scale Sector and is well versed with the procedures in respect of Exports, Foreign Collaboration and procedures of Export Promotion Councils & Export Procedures. Also has experience in Public Issues, Corporate Planning, Structuring and Re-structuring of units. He was on the various Committees of WIRC of ICAI, Mumbai/New Delhi. The Board considers

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




Strategic Partner:  dpdgroup

that his continued association would be of immense benefit to the Company and is desirable to continuously avail the services of Mr. Atul Jain 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. 6 of the Notice.

Except Mr. Atul Jain, 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. 6 in the notice for the approval of members.

Registered Office:
"DTDC House".
No.3, Victoria Road,
BANGALORE – 560 047
Date: 25th August, 2016

By Order of the Board

Subhasish Chakraborty
Chairman & Managing Director
DIN: 00175976



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

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U85110KA1990PLC011089
Name of the company:	DTDC Express Limited
Registered office:	No. 3, DTDC House, Victoria Road, Bangalore – 560047

Name of the member(s):
Registered address:
Email Id:
Folio No./Client Id:
DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

2.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

3.	Name:	
	Address:	
	E-mail Id:	
	Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Twenty Sixth Annual general meeting of the company, to be held on the Friday 23rd day of Sept, 2016 At 11: 00 A M at No. 3, DTDC House, Victoria Rd, Bangalore and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Particulars
1.	To receive, consider and adopt Financials as at 31.03.2016.
2.	To declare Dividend on Equity Shares
3.	To appoint a Director in place of Mr. Pranab Shah, who retires by rotation and being eligible, offers himself for re-appointment.
4.	To appoint a Director in place of Mr. Francois Guillaume Paul Copigneaux, who retires by rotation and being eligible, offers himself for re-appointment.
5.	To appoint Auditors and to fix their remuneration.
6.	To appoint Mr. Atul Jain as an Independent Director.

Signed this..... day of..... 20....

Signature of shareholder.....

Signature of Proxy holder(s).....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting of the Company to be held at DTDC House, No. 3, Victoria Road, Bangalore – 560047 on Friday 23rd Day of Sept 2016 at 11:00 A M

Full Name of the Shareholders (in Block Letters)

.....

Signature

Folio No. DP ID and Client ID.....

No. of Shares held

Full Name of the Proxy (in Block Letters)

.....

Signature

(To be filled if the Proxy attends instead of the member(s))

Note. Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip in all respects and hand it over at the entrance of the meeting hall.

Route Map for AGM Venue.

