

**DTDC COURIER & CARGO LIMITED**

**NOTICE**

To  
All the Shareholders of

**DTDC COURIER & CARGO LIMITED**

**NOTICE** is hereby given that an Extraordinary General Meeting of the Members of the Company will be held at 2.30 P M. on 2<sup>nd</sup> February, 2015 at **the Registered Office of the Company at "DTDC House", No.3, Victoria Road, Bangalore - 560047** to transact the following business:

**AS A SPECIAL BUSINESS:**

1. To consider and if thought fit, to pass with or without modification/s the following resolution as a SPECIAL RESOLUTION:

**Change of name:**

**"RESOLVED THAT** subject to the approval of the Central Government under Section 4(5) and 13 of the Companies Act, 2013 the name of the Company be changed from **"DTDC COURIER & CARGO LIMITED"** to **"DTDC EXPRESS LIMITED"** and the Name **"DTDC COURIER & CARGO LIMITED"** wherever it occurs in the Memorandum and Articles of Association of the Company be substituted by the name **"DTDC EXPRESS LIMITED"**.

**"RESOLVED FURTHER THAT** in Clause I of Memorandum of Association, the name of the Company be changed from **"DTDC COURIER & CARGO LIMITED"** to **"DTDC EXPRESS LIMITED"**.

2. To consider and if thought fit, to pass with or without modifications the following resolution as an Special resolution:

**Alteration of Articles of Association (NAME):**

**“RESOLVED THAT** pursuant to Section 14 and other applicable provisions if any of the Companies Act, 2013, the Articles of Association of the Company be and are hereby altered in the manner following:

In the Articles of Association, the name of the Company be changed from **“DTDC COURIER & CARGO LIMITED”** to **“DTDC EXPRESS LIMITED”**.

3. To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of section 188 and Companies (Meetings of Board and Its Powers) Rules, 2014, the approval of Members be and is hereby given to the Company to enter certain transactions with DCG Tech Limited in which certain Directors of the Company are interested for the year 2014 – 2015 as set out below :


<b>Related Party</b>	<b>Services to be provided</b>	<b>Services to be availed</b>
DCG Tech LTD.	--	30000 (000's)

4. To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary resolution:

**“RESOLVED THAT** pursuant to the provisions of section 188 and Companies (Meetings of Board and Its Powers) Rules, 2014, the approval of Members be and is hereby given to the Company to enter certain transactions with ECFY Consulting Private Limited (Webex) in which certain Directors of the Company are interested for the year 2014 – 2015 as set out below :

<b>Related Party</b>	<b>Services to be provided</b>	<b>Services to be availed</b>
ECFY Consulting Private Limited (Webex).	--	5000 (000's)

**Registered Office:**  
“DTDC HOUSE”.  
No.3, Victoria Road,  
BANGALORE – 560 047  
Date: 28.01.2015

**By Order of the Board**  
  
**(S.Chakraborty)**  
**Chairman & Managing Director**



**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 Meeting is being convened at a shorter notice, after obtaining the consent, in writing, of more than 95% of the Members of the Company, pursuant to the provisions of Section 101 of Companies act 2013.**
3. **The relative Explanatory Statement, pursuant to section 102(2) of the Companies Act, 2013 in respect of the special business set out above is annexed hereto.**

**Item No.1**

The Company has ventured Express business in a big way to bring the name in line to the existing name, consisting to the business considered on name change of the Company, hence it is proposed to change the name to” **DTDC EXPRESS LIMITED**”. The Registrar of Companies (ROC), Karnataka has confirmed the availability of the said name. Since the change in name is to be reflected in the Memorandum of Association, the clause I of the Memorandum of Association is sought to be amended. The change in the name of the Company as aforesaid does not change the legal status or constitution of the Company, nor does it affect any rights or obligations of the Company.

None of the Directors are concerned or interested in this resolution. All the members are requested to pass this item of business by way of **SPECIAL RESOLUTION** with requisite majority.

**Item No.2**

The above resolution for the change in the name of the company needs to be reflected in the name of the company in the Articles of Association of the Company, the same is sought to be amended

None of the Directors are concerned or interested in this resolution. All the members are requested to pass this item of business by way of SPECIAL RESOLUTION with requisite majority.

#### **Item No. 3 to 4**

According to the provisions of Section 188 and other applicable provisions under the Companies Act, 2013 and Rules notified there under, the consent of the Members by Ordinary resolution is to be accorded for entering into various types of transactions with related parties subject to the conditions prescribed under said provisions.

Related party transactions as set out in item no. 3 to 4 for the period for the period of 2014 -15 upto the amount of 3 cr. And 50 Lakhs respectively have been approved by the Board of Directors.

Disclosures as required under Rule 15 of the Companies (Meetings of Board and its powers) Rules, 2014 are given below for perusal of members:

1. Name of related parties:
  - a) DCG Tech Ltd.
  - b) ECFY Consulting Private Limited (Webex)
2. Name of Director or Key Managerial personnel who is related, if any:
  - a) DCG Tech Ltd.
    - Subhasish Chakraborty
    - Tapasi Chakraborty
    - Suresh Kumar Bansal
  - b) ECFY Consulting Private Limited (Webex)
    - Abhishek Chakraborty
    - Suresh Kumar Bansal
3. Nature of relationship: Common Directorship
4. Nature, material terms, monetary value and particulars of the contract or arrangement:

Nature of transactions, period of the transactions and monetary value of the transactions are referred in the resolution set out in Resolution no. 3 to 4. All transactions would be carried out as part of the business requirement of the Company and are ensured to be on arm's length basis.
5. Any advance paid or received: Nil
6. The Manner of determining the pricing & other commercial terms, both as part of Contract and not considered as contract part: At Market Value

7. All factors relevant to the contract have been considered.

8. Any other information relevant or important for the members to take a decision on the proposed resolution: Nil

None of the Directors and Key Managerial Personnel of the Company and their relatives except as above are concerned or interested, in the resolution.

Interested Shareholders would not be eligible to vote on the resolution set out at item no. 3 to 4 of the accompanying notice in term of Section 188 of the Companies Act, 2013.

**Registered Office:**  
"DTDC HOUSE".  
No.3, Victoria Road,  
BANGALORE – 560 047  
**Date: 28.01.2015**

**By Order of the Board**  
*S. Chakraborty*  
**(S.Chakraborty)**  
**Chairman & Managing Director**

*OK*