DTDC EXPRESS LIMITED

CIN: U85110KA1990PLC011089
Regd. Office: 'DTDC House', No. 3, Victoria Road, Bengaluru 560047
Tel. No.: 080 25365032 Fax: 080 25514461
Email: company_secretary@dtdc.com

NOTICE

To

The Shareholders of
DTDC EXPRESS LIMITED

NOTICE is hereby given that the Thirty Fifth (35th) Annual General Meeting of the Members of DTDC EXPRESS LIMITED will be held on Friday, the 19th of September 2025 at 4:30 P.M through video conferencing to transact the following business(s):

ORDINARY BUSINESS(S)

1. To receive, consider and adopt:

   a) The audited Standalone Financial Statements of the Company including Balance Sheet as at 31st March, 2025 and the Statement of Profit and Loss for the year ended on that date, together with Independent Auditors' Report and the Board's Report thereon; and

   b) The audited Consolidated Financial Statements of the Company including Consolidated Balance Sheet as at 31st March, 2025 and the consolidated Statement of Profit and Loss for the year ended on that date, together with Independent Auditors' Report and the Board's Report thereon.

2. To declare Dividend of Rs. 0.22/- (4.40%) per share on Equity shares of Rs.5/- each

3. To appoint a Director in place of Mr. Suresh Kumar Bansal (DIN: 00056435), who retires by rotation and being eligible, offers for re-appointment.

4. To appoint a Director in place of Mrs. Tapasi Chakraborty (DIN: 00176209), who retires by rotation and being eligible, offers for re-appointment.

SPECIAL BUSINESS(S)

5. TO APPOINT MR. LOIC BONHOURE (DIN: 10810900) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 read with the Articles of Association of the Company, Mr Loic Bonhoure (DIN: 10810900), who was appointed as an Additional Director of the Company by the Board of Directors and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Non-Executive Director of the Company and that his office shall be liable for retirement by rotation;

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized to do such acts, deeds, things as may be required to give effect to the above resolution also to take necessary steps to file necessary returns with the Registrar of Companies and comply with other formalities if any, as may be required pursuant to the provisions of Companies Act, 2013 or such other regulations."

6. TO CONSIDER AND APPROVE COMMISSION PAYABLE TO INDEPENDENT DIRECTORS.

To consider and, if thought fit, pass, the following Resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, the approval of members be and is hereby accorded for the payment of Commission up to Rs. 20 Lakhs each (Rupees Twenty Lakhs only) to each Independent Director from the financial year 2024-25 to 2026-27. The commission will be paid after adjusting the sitting fees being paid as may be specified under the Companies Act, 2013 from time to time and computed in the manner provided under Section 198 of the Companies Act, 2013, as previously approved by the Nomination and Remuneration Committee and the Board and at their meetings held on 11th June 2025.

RESOLVED FURTHER THAT, the Board of Directors of the Company and/or the Company Secretary of the company be and is hereby severally authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above said resolution."

By Order of the Board
For DTDC Express Limited
Sd/
Prakashayya B Mathapati
Company Secretary
M No. ACS 67856

Date: 26.08.2025
Place: Bengaluru

NOTE:

1. The AGM Notice is being sent to the Members electronically to their email IDs registered with the Company and put up on the website of the Company.

2. Pursuant to General Circular 09/2023 dated 19th September, 2023, General Circular No: 10/2022 and 11/2022 on 28th December, 2022 No. 2/2022 dated May 5, 2022, General Circular No. Circular No. 19/2021 dated December 8, 2021, 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and General Circular No. 20/2020 dated May 5, 2020 (collectively "MCA Circulars"). **Further, MCA vide General Circular 09/2024 dated 19th September 2024, extended the option to conduct the AGM through VC till September 30, 2025.** In compliance with the provisions of the Companies Act 2013, the Thirty Fifth AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Since the meeting is being held via Video Conferencing, pursuant to MCA Circulars, facility of appointment of proxies by members will not be available

4. The Members require an electronic device such as computer or laptop or mobile phone with appropriate audio video facilities to participate in the AGM.

5. The Members shall click on the following link to join the AGM: **meet.google.com/hwx-yprk-xmi**

6. The Members participating (Participants) in the AGM shall ensure that no person other than the concerned Member is attending or has access to the proceedings of the AGM.

7. All the documents referred to in the accompanying Notice and other statutory registers shall be available for inspection through electronic mode, basis the request being sent to the Company.

8. Facility of Video Conferencing will be available 15 minutes before the time fixed for the meeting and will be closed on expiry of 15 minutes after the meeting.

9. Participants are requested to log in 15 minutes prior to the scheduled time of the meeting to ensure that the meeting can be started on time without any glitches.

10. Participants shall keep their audio muted during the meeting, unless they are speaking. However, they will be required to keep their videos on throughout the meeting.

11. Every Participant shall identify himself before speaking at the AGM.

12. Attendance of members through Video Conferencing will be counted for the purposes of reckoning quorum of the meeting.

13. Participants may vote by show of hands.

14. All the recordings of the proceedings at the said AGM would be made by Mr. Prakashayya B Mathapati, Company Secretary of the Company, as instructed by the Chairman of the Meeting, at the registered office of the Company.

15. In case of any difficulty faced by the members in joining the meetings via video conferencing, or in case any assistance is required by the members in using the technology, then members may reach out to Mr. Prakashayya B Mathapati who will available at 9880108388.

16. The result of the voting shall be declared at the AGM and shall also be put up on the website of the Company.
17. The recorded transcript of the meeting shall be made available on the website of the Company.
18. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.
19. The notice is being sent to all the members whose names appeared in the register of members of the Company as on 26th August 2025.
20. The Record Date for taking record of the members of the Company for the purpose of determining entitlement of the members for payment of dividend for the financial year ended 31st March 2025, if approved by the members at the 35th AGM of the Company, is Wednesday, 10th September 2025.
21. Corporate members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to forward a certified copy of board resolution authorizing their representative to attend and vote at the Annual General Meeting either to the company in advance or send the same via mail before Annual General Meeting starts.

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

ITEM NO.5:

TO APPOINT MR. LOIC BONHOURE (DIN: 10810900) AS NON-EXECUTIVE DIRECTOR OF THE COMPANY

Mr. Loic Bonhoure holds a degree in biology from Ecole Normale Supérieure and an engineering degree from Ponts, Eaux et Forêts. He started his career at the Ministry of Agriculture, first in a decentralised department and then as Head of the Budget Office. In 2007, he joined Caisse des Dépôts et Consignations, where he has held positions in strategy and corporate finance.

Mr. Loic Bonhoure has broad experience in finance gained in different types of organisations, and strong business orientation acquired in a very competitive and challenging market. He is currently the Chief Financial Officer and Executive Vice President of GeoPost.

His knowledge, in domain of Group Financial Processes will be a huge asset and be advisory support to the Board.

Based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on 29th October, 2024 approved the appointment of Mr. Loic Bonhoure as a Non-Executive Director of the Company in terms of the provisions of Sections 149, 152, and 161 of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force).

Except Mr. Loic Bonhoure, being the appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested in the resolution.

ITEM NO.6:

TO APPROVE COMMISSION PAYABLE TO INDEPENDENT DIRECTORS:

The Shareholders may recall that based on your approval, your company has been paying Commission to Independent Directors.

Your Board is of the view that Independent Directors have been contributing significantly to the growth of the Company which is helping it in shaping up its strategic plans and improving its governance standards. Many of its processes are being transformed to build scalability. The proposal of paying the incentive or commission by considering the fairness and keeping in view of the market standard and the Company's benchmark considering the significant contribution made by the Independent Director.

Considering the financial aspects for this proposal, it is proposed to pay up to Rs. 20 Lakhs to each of the Independent Directors from the financial year 2024-25 to 2026-27, after adjusting the sitting fees payable. Nomination and Remuneration Committee and the Board may be authorised to review the commission payable to Independent Director considering the profitability

Your Directors recommend the resolution as exhibited under Item No. 6 in the notice for the approval of members.

The Independent Directors may be deemed to be interested or concerned in the said Resolution.

ANNEXURE TO THE AGM NOTICE

i. The payment of remuneration was approved by the Nomination and Remuneration Committee and by the Board of Directors at their meetings held on 11th June 2025.

ii. The Company has not made any default in repayment of any of its debts (including public deposits) or debentures or interest payable thereon or preference shares and dividend on preference shares for continuous period of thirty days in the preceding financial year before the date of his appointment.

iii. Other particulars:

I. GENERAL INFORMATION

1.Nature of Industry	Courier Services
2.Date or expected date of commencement of commercial production	Existing Company in operation since 1990.
3.In case of new companies, expected date of commencement of activities as per project approved by the financial institute appearing in the prospectus	-Not applicable-
4.Financial performance based on given indicators	In the Financial Year 2024-25, the Company made a turnover of ₹. 2,26,517/- lakhs and Profit after tax of ₹131/- lakhs.
5.Foreign investments or collaborators, if any	42.52 %

II. INFORMATION ABOUT THE DIRECTORS

PARTICULARS	MR. NATRAJAN RAMKRISHNA, INDEPENDENT DIRECTOR	MR. THIRUVENGADAM PARTHASARATHI, INDEPENDENT DIRECTOR	DR. SUJITHA KARNAD, INDEPENDENT DIRECTOR
1.Background details	Mr. Natrajan Ramkrishna is a certified Chartered Accountant. Areas of Core Competencies include Financial Reporting under Ind AS and IFRS, Consulting on Risk Management, Board Governance and Regulatory Compliances.	Mr. P Thiruvengadam is a B.TECH (IIT Madras) PGDIE, FCMA, having 40 years of experience in management consulting all over India, Middle east, Southeast 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.	Dr. Sujitha Karnad is an accomplished Professional with a rare combination of business acumen, technology, and a deep understanding of driving cultural and operational transformation.
2.Past Remuneration	Rs. 20 Lakhs in 2023-24	Rs. 20 Lakhs in 2023-24	Rs. 20 Lakhs in 2023-24
3.Recognition or awards	NA	NA	NA
4.Job profile and his Suitability	Independent Director, acted as Independent Director & Member of Audit Committees, Enterprise Risk Management, Ethics & Governance and NRC, IPO Advisory &	Independent Director, having 40 years of experience in management consulting all over India, Middle east, Southeast Asia, Europe and Africa	Independent Director, more than three decades of experience in high-tech and IT firms, she has proven track record of building and leading world-

	Borrowings & Investment Committee and also as Private Equity Portfolio company governance advisor. Areas of Core Competencies include Financial Reporting under Ind AS and IFRS, Consulting on Risk Management, Board Governance and Regulatory Compliances		class organizations, running successful businesses, mergers, and playing several strategic leadership roles.
5.Remuneration proposed	Rs. 20 Lakhs (including the sitting fees)	Rs. 20 Lakhs (including the sitting fees)	Rs. 20 Lakhs (including the sitting fees)
6.Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin)	Taking into consideration the size of the Company, the profile, knowledge, skills and responsibilities shouldered by the above-mentioned Directors, the Commission proposed to be paid is commensurate with the remuneration packages paid to their similar counterparts in other companies.		
7.Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No Pecuniary relationship exists.	No Pecuniary relationship exists.	No Pecuniary relationship exists.

III. OTHER INFORMATION

1.Reason for loss or inadequate Profits	The Company has obtained YoY growth in Turnover in FY 25, however profit after tax is ₹ 131 lakhs due to expenditure made towards business transformation activities required for business growth.
2.Steps taken or proposed to be taken for improvements	The Company is looking to invest in its facilities, network and automation for the purpose of immediate and medium-term growth.
3.Expected increase in productivity and profits in measurable terms	The Company is focusing on growth. There will be judicious investments for building capability. However, investments for growth are required ahead of time, hence the projected growth is expected to result in margin improvement.

By Order of the Board
For DTDC Express Limited
Sd/-
Prakashayya B Mathapati
Company Secretary
M No. ACS 67856

Date: 26.08.2025
Place: Bengaluru