

BLUE DART

EXPRESS LIMITED



Blue Dart Center, Sahar Airport Road,
Andheri (East), Mumbai - 400 099, India
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August 09, 2019

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001
Scrip Code - 526612

To,
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra East,
Mumbai – 400 051
NSE Symbol - BLUEDART

Dear Sir,

Further to our letter dated August 01, 2019 intimating you about the proceedings of Annual General Meeting, please find enclosed copy of the Minutes of the Annual General Meeting as required under the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
For **Blue Dart Express Ltd.**



Tushar Gunderia
Company Secretary &
Head-Legal & Compliance

HELD AT Registered Office, Mumbai ON July 31, 2019 TIME 4.30 P.M.

MINUTES OF THE TWENTY EIGHTH ANNUAL GENERAL MEETING OF THE MEMBERS OF BLUE DART EXPRESS LTD. HELD ON WEDNESDAY, JULY 31, 2019, FROM 4.30 P.M. TO 6.00 P.M. AT CHANCELLOR I, HOTEL HILTON MUMBAI INTERNATIONAL AIRPORT, SAHAR AIRPORT ROAD, ANDHERI (E), MUMBAI 400 099

PRESENT:

Mr. Sharad Upasani	:	Chairman
Mr. Balfour Manuel	:	Managing Director
Mr. Malcolm Monteiro	:	Director
Ms. Tulsi N Mirchandaney	:	Director
Mr. Narendra P. Sarda	:	Director
Air Marshal M. McMahon (Retd.)	:	Director
Ms. Kavita Nair	:	Director
Mr. R.S.Subramanian	:	Additional Director

IN ATTENDANCE:

Mr. Aneel Gambhir	:	Chief Financial Officer
Mr. Tushar Gunderia	:	Company Secretary & Head (Legal & Compliance)
Mr. Sunil Gaggar	:	Partner, S.R.Batliboi & Associates LLP, Statutory Auditors
Mr. Aniket Sohani	:	Director, S.R.Batliboi & Associates LLP, Statutory Auditors
Mr. Nilesh Shah	:	Nilesh Shah & Associates, Secretarial Auditor

Mr. Sharad Upasani, the Chairman, welcomed the members attending the Twenty Eighth Annual General Meeting (AGM) of the Company and introduced Directors and other executives on the dais. He also introduced Mr. Balfour Manuel, Mr. R.S.Subramanian and Ms. Kavita Nair who were recently inducted on the Board and informed the Members that;


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- Mr. Balfour Manuel, a Blue Dart veteran of over 35 years, has been instrumental in the success of Blue Dart from the very beginning of the company's inception. A longtime employee of the company, prior to his appointment as Managing Director, he was CEO and also Senior Vice President in charge of Blue Dart's B2B customers.
- Mr. R.S.Subramanian is currently the Senior Vice President and Country Manager for DHL Express India and a member of the DHL Asia Pacific Management Board. With over 25 years of experience, he has extensive knowledge in sales, strategy and marketing.
- In compliance with recent SEBI norms of appointing one Woman Independent Director, your Company has inducted Ms. Kavita Nair, Chief Digital Transformation Officer - Vodafone Idea Limited. Ms. Kavita's areas of expertise include marketing, digital, retail, pricing, product management, channel and customer operation.

The Chairman also informed the Members that Mr. Kenneth Allen, CEO - DHL eCommerce Solutions, could not attend this meeting due to his pre-occupation.

The Members noted the same and welcomed Mr. Balfour Manuel, Mr. R.S. Subramanian and Ms. Kavita Nair on Board of the Company.

The Chairman informed the Members that there were 83 members present (82 'in person' and 1 through 'proxy') and requisite quorum as required under the provisions of Companies Act, 2013, was present and called the meeting to order.

The Chairman further informed the members that the Company had received 3 proxy forms for 1,176 Equity shares constituting 0.0005% of the Equity Share Capital of the Company and Proxy Register and other Statutory Registers as required under the provisions of the Companies Act, 2013, were available for inspection of members.

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Members were also informed that the Company had received requisite resolution pursuant to Section 113 of the Companies Act, 2013 from a Body Corporate viz; DHL Express (Singapore) Pte. Ltd. for 17,795,950 (Seventeen Million Seven hundred and Ninety Five Thousand and Nine Hundred and Fifty only) Equity Shares, constituting 75.00% of the Equity Share Capital of the Company, authorising their representatives to attend and vote at the Annual General Meeting. Members were further informed that Mr. Malcolm Monteiro was present at the meeting as an authorised representative of M/s. DHL Express (Singapore) Pte. Ltd.

Thereafter, the Chairman, with the consent of members, took the Notice convening the Twenty Eighth Annual General Meeting as read.

The Chairman informed the members that since the Auditor's Report on the Financial Statements and Secretarial Audit Report for the year ended March 31, 2019 does not contain any qualifications, reservation or adverse remarks, the same were not required to be read. Accordingly, the Chairman continued with the proceedings of the meeting with the permission of members.

The Chairman gave brief highlights of the Company for the year ended March 31, 2019. The Chairman informed the Members that the Company had done reasonably well in the financial year 2018-19 and continued to be resilient notwithstanding a challenging business environment and varied consumer demands. The Chairman touched upon financial highlights and briefed the Members that the Company had posted Rs. 8,760 Lakhs profit after tax for the year ended March 31, 2019 as compared to Rs. 14,210 Lakhs profit after tax for year ended March 31, 2018. Income from operations for the year ended March 31, 2019 was Rs. 316,546 Lakhs as compared to Rs. 279,085 Lakhs for the year ended March 31, 2018. The Members were also informed that the Board of Directors had recommended a dividend of Rs 12.50 (Rupees Twelve and Fifty Paise Only) per equity share for the year ended March 31, 2019 subject to necessary approval by the Members. The Chairman further briefed the Members that quarterly results for June 30, 2019 were impacted

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due to adoption of the Ind AS 116 new accounting standard, due to which there is an impact on leases for Air infrastructure of Rs. 157.1 million.

The Chairman thanked the Company Management for achieving reasonably well performance for the year ended March 31, 2019 despite an adverse and challenging economic and political scenario. The Chairman also appreciated and thanked employees of the Company for their co-operation and hard work.

The Chairman stated that considering statutory requirements under the Provisions of Companies Act, 2013 and the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, the Company had decided to follow a process that ensured larger participation and also provided equal opportunity to all the Members in the voting process at the Annual General Meeting. Members were also informed that Company had provided remote e-voting facility to its members to enable them to cast their votes electronically.

The Members were further informed that Shareholders who had already voted through remote e-voting process should not participate in the e-voting process at the Annual General Meeting.

The Chairman, thereafter, proceeded with the items of business to be transacted.

1. a) ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS

The Audited Financial Statements of the Company for the financial year ended March 31, 2019, Reports of the Board of Directors and Auditors were placed before the shareholders.

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b) ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019, TOGETHER WITH THE REPORT OF THE AUDITORS THEREON

The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with Report of the Auditors thereon were placed before the shareholders.

The Chairman invited members to ask their queries, if any, on Accounts. Thereafter, several members viz; Mr. Zahur Maniar, Ms. Huma Behruj, Mr. Yusuf Rangawala, Mr. Vinod Agarwal, Mr. Chandiramani, Mr. Rajesh Chainani, Mr. Prakash Vijaykar and Ms. Neerali Gopani put forth their queries and sought clarifications on Accounts, Dividend Distribution Policy, attrition rate, impact of Ind AS 116, CSR Activities, strategies and management efforts to improve financials, impact of recent budget etc. The Shareholders present appreciated excellent contents and disclosures made by the Company in the Annual Report. The Members present also complimented the Board of Directors and Company Management for excellent Annual Report. The Chairman thanked shareholders for their keen interest in the Company's working and replied appropriately, clarifying each question they had made.

The Chairman, thereafter, moved to the first item on the Agenda pertaining to the adoption of Audited Financial Statements and Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018.

The following 'Ordinary Resolutions' was proposed by Ms. Huma Behruj and seconded by Mr. Zahur Maniar.

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- a) "RESOLVED THAT the Audited Financial Statements of the Company for the year ended March 31, 2019 along with annexures, schedules and notes forming part thereof together with the Reports of Directors and Auditors be and are hereby approved and adopted."
- b) "RESOLVED THAT Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, along with annexures, schedules and notes forming part thereof together with the Report of the Auditors thereon be and are hereby approved and adopted."

2. DECLARATION OF DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

The Chairman, thereafter, moved to the next item on the Agenda pertaining to declaration of Dividend on the Equity Shares for approval by members.

The following 'Ordinary Resolution' was proposed by Mr. Prakash Vijaykar and seconded by Mr. Vinod Agarwal.

"RESOLVED THAT Dividend of Rs. 12.50/- (Rupees Twelve and Fifty Paise) per share on the equity share of Rs. 10/- each as recommended by the Board be and is hereby approved and be paid to those members whose names appear on the Register of Members as on July 23, 2019."

3. RE-APPOINTMENT OF MS. TULSI N. MIRCHANDANEY (DIN : 01842520) AS A DIRECTOR OF THE COMPANY

The Chairman, thereafter, moved to the next item on the Agenda pertaining to re-appointment of Ms. Tulsi N. Mirchandaney as a Director of the Company.

The following 'Ordinary Resolution' was proposed by Mr. Chandiramani Mukesh Mohan and seconded by Mr. Yusuf Rangawala.

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"RESOLVED THAT Ms. Tusli N. Mirchandaney (DIN : 01842520), who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

4. APPROVAL FOR APPOINTMENT OF MR. KENNETH ALLEN (DIN: 08376337) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

The Chairman moved to the next item on the Agenda pertaining to appointment of Mr. Kenneth Allen (DIN 08376337) as a Director, liable to retire by rotation

The following 'Ordinary Resolution' was proposed by Ms. Huma Behruj and seconded by Mr. Prakash Vijaykar.

"RESOLVED THAT Mr. Kenneth Allen (DIN 08376337) who has been appointed as an Additional Director of the Company with effect from March 11, 2019 by the Board of Directors of the Company pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 147 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, under the provisions of Section 160 of the Companies Act, 2013 and who being eligible for appointment to the office of Director and on the basis of recommendation of Nomination & Remuneration Committee and approval of the Board, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

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5. APPROVAL FOR APPOINTMENT OF MR. R.S.SUBRAMANIAN (DIN: 02946608) AS A DIRECTOR, LIABLE TO RETIRE BY ROTATION

The Chairman, thereafter, moved to the next item on the Agenda pertaining to Appointment of Mr. R. S. Subramanian (DIN: 02946608) as a Director, liable to retire by rotation

The following 'Ordinary Resolution' was proposed by Mr. Rajesh Chainani and seconded by Mr. Bharat Sheth.

"RESOLVED THAT Mr. R. S. Subramanian (DIN: 02946608) who has been appointed as an Additional Director of the Company with effect from March 27, 2019 by the Board of Directors of the Company pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 147 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, under the provisions of Section 160 of the Companies Act, 2013 and who being eligible for appointment to the office of Director and on the basis of recommendation of the Nomination & Remuneration Committee and approval of the Board, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

6. a) APPROVAL FOR APPOINTMENT OF MR. BALFOUR MANUEL (DIN: 08416666) AS A DIRECTOR NOT LIABLE TO RETIRE BY ROTATION

The Chairman, thereafter, moved to the next item on the Agenda pertaining to appointment of Mr. Balfour Manuel (DIN: 08416666) as a Director, not liable to retire by rotation.

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The following 'Ordinary Resolution' was proposed by Ms. Manorama Agnihotri and seconded by Mr. Chandiramani Mohan.

"RESOLVED THAT Mr. Balfour Manuel (DIN: 08416666) who has been appointed as an Additional Director of the Company with effect from May 16, 2019 by the Board of Directors of the Company pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 147 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, under the provisions of Section 160 of the Companies Act, 2013 and who being eligible for appointment to the office of Director and on the basis of recommendation of Nomination & Remuneration Committee and approval of the Board, be and is hereby appointed as a Director of the Company not liable to retire by rotation."

6. b) APPROVAL FOR APPOINTMENT OF MR. BALFOUR MANUEL (DIN: 08416666) AS A MANAGING DIRECTOR FOR A PERIOD OF 3 YEARS WITH EFFECT FROM MAY 16, 2019

The Chairman, thereafter, moved to the next item on the Agenda pertaining to appointment of Mr. Balfour Manuel (DIN: 08416666) as a Managing Director for a period of 3 years with effect from May 16, 2019.

The following 'Ordinary Resolution' was proposed by Mr. Chandiramani Mohan and seconded by Mr. Dinesh Bhatia.


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"RESOLVED THAT pursuant to provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of recommendation of the Nomination & Remuneration Committee and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded for the appointment of Mr. Balfour Manuel (DIN: 08416666) as the Managing Director of the Company for a period of 3 (three) years commencing from May 16, 2019 and on terms and conditions including remuneration as set out in the Agreement to be entered into between the Company and Mr. Balfour Manuel, a draft whereof is placed before the meeting duly initialed by the Chairman for the purpose of identification, which Agreement is hereby specifically sanctioned with liberty to the Board of Directors to alter and vary the terms and conditions of the said Agreement as may be agreed to between the Board of Directors and Mr. Balfour Manuel.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where, during the term of employment of the Managing Director, if in any financial year, the Company has no profits or its profits are inadequate, unless otherwise approved by any Statutory Authority, if any, as may be required, the remuneration payable to the Managing Director including salary, perquisites and any other allowances shall be governed and be subject to the conditions and ceiling provided under the provisions of Schedule V of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all necessary steps for the aforesaid purpose and matters incidental thereto."

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7. APPROVAL FOR CONTINUANCE OF APPOINTMENT OF AIR MARSHAL M. MCMAHON (RETD.) (DIN: 00234293) AS AN INDEPENDENT DIRECTOR BEYOND THE AGE OF 75 YEARS

The Chairman, thereafter, moved to the next item on the Agenda pertaining to continuance of appointment of Air Marshal M. McMahon (DIN: 00234293) as an Independent Director beyond the age of 75 years.

The following 'Special Resolution' was proposed by Mr. Prakash Vijay and seconded by Mr. Zahur Maniar.

"RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued vide SEBI Notification dated May 09, 2018, (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to such other applicable laws, rules, regulations etc. as may be applicable in this regard, and pursuant to the recommendation and approval of the Nomination & Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded to continue the appointment of Air Marshal M. McMahon (DIN: 00234293), as a Non-Executive Independent Director of the Company on his attaining the age of 75 years from the period beginning from September 27, 2019 until the expiry of his tenure on February 9, 2022 as per the terms of appointment thereof.

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company, be and is hereby authorized severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto."

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The Chairman briefed the Members present that, Company had appointed Mr. Nilesh Shah, Practicing Company Secretary, from M/s. Nilesh Shah & Associates as 'Scrutinizer'.

Thereafter, Resolutions as proposed in the Notice were put to vote and the Chairman requested Members to cast their votes through gadget voting.

The Chairman thanked the shareholders for their participation in the meeting and announced that, consolidated results viz; of remote e-voting and e-voting at the AGM venue would be announced and displayed on websites of the Company and Stock Exchanges and on Notice Board of the Company.

Members present noted the same.

The meeting concluded with a vote of thanks to the Chair.

The consolidated results of e-voting (attached as Annexure 1) were declared on August 01, 2019 based on the report of the Scrutinizers' dated July 31, 2019.

Place: Mumbai

Date : _____


SHARAD UPASANI
CHAIRMAN

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Annexure I

Sr. No.	Reso. No. / Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
1	1 a)	Adoption of Audited Financial Statements of the Company for the year ended March 31, 2019, Report of Board of Directors and Auditors.	Ordinary	Remote E-Voting	65	2141631	99.99%	5	6	0.01%	1	867513
	1 b)	Adoption of Audited Consolidated Financial Statements of the Company for the year ended March 31, 2019, together with Report of Auditors thereon.		Voting at AGM Through Electronic Means / Poll	54	17803906	100%	0	0	0	2	3
				Total	119	19945537	99.99%	5	6	0.01%	3	867516

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Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
2	2	Declaration of Dividend on Equity shares for the Financial year ended March 31, 2019.	Ordinary	Remote E-Voting	66	3009144	99.99%	5	6	0.01%	0	0
				Voting at AGM Through Electronic Means / Poll	54	17803906	100%	0	0	0	2	3
				Total	120	20813050	99.99%	5	6	0.01%	2	3
3	3	Re-appointment of Ms. Tulsi N. Mirchandaney (DIN: 01842520) as a Director, liable to retire by rotation.	Ordinary	Remote E-Voting	62	3002233	99.77%	9	6917	0.23%	0	0
				Voting at AGM Through Electronic Means / Poll	54	17803906	100%	0	0	0	2	3
				Total	116	20806139	99.97%	9	6917	0.03%	2	3

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Sr. No.	Reso. No. / Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
4	4	Approval for Appointment of Mr. Kenneth Allen (DIN: 08376337) as a Director, liable to retire by rotation	Ordinary	Remote E-Voting	65	3002382	99.78%	6	6768	0.22%	0	0
				Voting at AGM Through Electronic Means / Poll	54	17803906	100%	0	0	0	2	3
				Total	119	20806288	99.97%	6	6768	0.03%	2	3
5	5	Approval for Appointment of Mr. R. S. Subramanian (DIN: 02946608) as a Director, liable to retire by rotation	Ordinary	Remote E-Voting	62	3002233	99.77%	9	6917	0.23%	0	0
				Voting at AGM Through Electronic Means / Poll	54	17803906	100%	0	0	0	2	3
				Total	116	20806139	99.97%	9	6917	0.03%	2	3

Sr. No.	Reso. No. / Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)			No. of Members Voting	No. of Votes Casted
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
6	6 a)	Approval for Appointment of Mr. Balfour Manuel (DIN: 08416666) as a Director, not liable to retire by rotation	Ordinary	Remote E-Voting	66	3009144	99.99%	5	6	0.01%	0	0
				Voting at AGM Through Electronic Means / Poll	54	17803906	100%	0	0	0	2	3
	6b)	Approval for appointment of Mr. Balfour Manuel (DIN: 08416666) as a Managing Director for a period of 3 years		Total	120	20813050	99.99%	5	6	0.01%	2	3
7	7	Approval for continuance of appointment of Air Marshal M. McMahon (DIN: 00234293) as Independent Director on his attaining the age of 75 years	Ordinary	Remote E-Voting	62	2040150	95.26%	8	101487	4.74%	1	867513
				Voting at AGM Through Electronic Means / Poll	54	17803906	100%	0	0	0	2	3
				Total	116	199844056	99.49%	8	101487	0.51%	3	867516