

BLUE DART

EXPRESS LIMITED

NOTICE

NOTICE is hereby given that the Thirtieth Annual General Meeting of Blue Dart Express Limited will be held on Friday, July 30, 2021 at 4:00 p.m. through Video Conference (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt;
 - a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, the reports of the Board of Directors and Auditors; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended March 31, 2021.
3. To appoint a director in place of Mr. R.S. Subramanian (DIN: 02946608) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), Mr. Florian Ulrich Bumberger (DIN 09045904) who has been appointed as an ‘Additional Director’ of the Company with effect from February 24, 2021 by the Board of Directors of the Company pursuant to the provisions of Section 161(1) of the Act and pursuant to Article 147 of the Articles of Association of the Company and who holds the 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 recommendation of the Nomination & Remuneration Committee and approval of the Board, be and is hereby appointed as Director of the Company, liable to retire by rotation;

RESOLVED FURTHER THAT any Director and / or Company Secretary be and is hereby authorised 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.”

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

“**RESOLVED THAT** in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force), Mr. Sebastian Paeßens (DIN: 09058693) who has been appointed as an ‘Additional Director’ of the Company with effect from February 24, 2021 by the Board of Directors of the Company pursuant to the provisions of Section 161(1) of the Act and pursuant to Article 147 of the Articles of Association of the Company and who holds the 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 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;

RESOLVED FURTHER THAT any Director and / or Company Secretary be and is hereby authorised 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.”

6. To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** in partial modification of earlier resolution passed by the Members at the Twenty Ninth Annual General Meeting of the Company held on July 31, 2020 and pursuant to provisions of Sections 196, 197, 198, 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 amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time

being in force), relevant provisions of the Articles of Association of the Company and in terms of recommendation of the Nomination and Remuneration Committee and as approved by the Board of Directors vide its resolution dated March 23, 2021, approval of Members of the Company be and is hereby accorded for payment of an additional 5% incentive of ₹ 6.86 Lakhs aggregating to a total incentive of 105% amounting to ₹ 144.06 Lakhs as compared to ₹ 137.20 Lakhs (100%) already approved by the Members at the last Annual General Meeting held on July 31, 2020, for Mr. Balfour Manuel, Managing Director (DIN : 08416666) for the calendar year ended December 31, 2020;

RESOLVED FURTHER THAT any Director and / or Company Secretary be and is hereby authorised 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.”

7. To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in partial modification of earlier Resolutions passed at the Twenty Eighth and Twenty Ninth Annual General Meetings of the Company held on July 31, 2019 and July 31, 2020 respectively and pursuant to provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment(s) made thereof for the time being in force), relevant provisions of the Articles of Association of the Company and in terms of recommendation of the Nomination & Remuneration Committee and as approved by the Board of Directors in its Meeting held on May 5, 2021, approval of Members of the Company be and is hereby accorded to revise remuneration of Mr. Balfour Manuel, Managing Director (DIN: 08416666) for the financial year April 1, 2021 to March 31, 2022 as set out in the Explanatory Statement and Supplementary Agreement (“the Agreement”) to be entered into between the Company and Mr. Balfour Manuel, Managing Director, the draft whereof is placed before this meeting and 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 and/or remuneration or any modifications thereto, as may be agreed to between the Board of Directors and Mr. Balfour Manuel;

RESOLVED FURTHER THAT in the event of, during aforesaid financial year, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration as set out in the Explanatory Statement as minimum remuneration;

RESOLVED FURTHER THAT any Director and / or Company Secretary be and is hereby authorised 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.”

8. To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Rules’), Regulation 16, 17 and 17(1A) of Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) made thereof for the time being in force, Air Marshal M. McMahon (Retd.) (DIN 00234293), aged 76 years, whose term of office expires on February 09, 2022 and who has submitted a declaration that he meets the criteria of ‘independence’ as provided in Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director and on the basis of approval and recommendation received from the Nomination & Remuneration Committee and Board of Directors, Air Marshal M. McMahon (Retd.), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term, to hold office for a further period of three (3) consecutive years commencing from February 10, 2022 to February 09, 2025;

RESOLVED FURTHER THAT any Director and/ or the Company Secretary 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.”

9. To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 (‘the Rules’), Regulation 16 and 17 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or an re-enactment(s) made thereof for the time being in force, Ms. Kavita Nair (DIN 07771200), whose term of office expires on September 25, 2021 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and who is

eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of a Director and on the basis of approval and recommendation received from the Nomination & Remuneration Committee and Board of Directors, Ms. Kavita Nair be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term, to hold office for a further period of five (5) consecutive years commencing from September 26, 2021 to September 25, 2026;

RESOLVED FURTHER THAT any Director and/ or the Company Secretary, 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.”

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

“**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (‘the Rules’) including any statutory modification(s) or amendment(s) thereto or re-enactment or substitution made thereof for the time being in force and in pursuance of Regulation 17(1)(6)(a) of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, as amended, relevant provisions of the Articles of Association of the Company and pursuant to approval of the Board, approval of Members of the Company be and is hereby accorded that the Non-Executive Directors of the Company, in addition to sitting fees being paid to them for attending the

meetings of the Board and its Committees, be paid every year for a period of five years with effect from August 1, 2021, commission of an amount as may be determined by the Board from time to time and as may be permitted by law, subject to a ceiling of 1% of the net profits of the Company for each financial year (computed in the manner specified in Section 198 of the Act read with the rules made thereunder), to be distributed amongst such Directors in such a manner as the Board of Directors may from time to time determine and deem fit;

RESOLVED FURTHER THAT any Director and/ or Company Secretary, 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.”

Mumbai,
May 05, 2021

By Order of the Board
sd/-
Tushar Gunderia
Head (Legal & Compliance) &
Company Secretary

Regd. Office:
Blue Dart Centre, Sahar Airport Road,
Andheri (East), Mumbai – 400 099.
Tel : 28396444 | Fax : 28244131
CIN: L61074MH1991PLC061074
www.bluedart.com
communications@bluedart.com

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, ('the Act') relating to the Special Business to be transacted at the Annual General Meeting ('AGM') and relevant details in respect of Item no. 3 pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 & Secretarial Standard on General Meeting (SS-2) are annexed hereto. In compliance with the general circular no. 20/2020 issued by the MCA, the Board of Directors have considered and decided to include item nos. 4 to 10 given above as 'Special Business' in the forthcoming AGM, as they are unavoidable in nature. The venue of the Meeting shall be deemed to be the Registered Office of the Company viz; Blue Dart Centre, Sahar Airport Road, Andheri (East), Mumbai 400 099.
2. In view of continuing COVID-19 pandemic, the Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 05, 2020 read with General Circular No. 14/2020 dated April 08, 2020 and General Circular No. 17/2020 dated April 13, 2020, Circular no. 02/2021 dated January 13, 2021 and other applicable circulars issued by the Securities and Exchange Board of India (SEBI), has allowed the Companies to conduct the AGM through Video Conference (VC) or Other Audio Visual Means (OAVM). In accordance with the said circulars of MCA, SEBI and applicable provisions of the Act and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations), the 30th AGM of the Company shall be conducted through VC / OAVM. The National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM facility and e-voting during the AGM. The procedure for participating in the meeting through VC / OAVM is explained below and is also available on website of the Company at www.bluedart.com.
3. Pursuant to provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. Pursuant to Section 113 of the Companies Act, 2013, Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are requested to send a scanned copy (PDF/JPEG format) of the Board Resolution/ authorization etc., authorising their representatives to attend and vote at the AGM through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address to nilesh@ngshah.com with a copy marked to evoting@nsdl.co.in
5. The Company has fixed July 22, 2021 as the 'Record Date' for determining entitlement of members to dividend for the financial year ended March 31, 2021, if approved at the AGM.
6. If dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made on or after August 03, 2021 as under:
 - i. To all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on July 22, 2021;
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the close of business hours on July 22, 2021.
7. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For prescribed rates for various categories, please refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the DP (if shares held in electronic form) and with the Company / RTA (if shares held in physical form).

A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by submitting the documents at its dedicated link - <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or by an e-mail communication at bluedarttaxexemption@linkintime.co.in. Shareholders are requested to note that, in case, their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Portfolio Investors(FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF / JPG Format) to our Registrars & Transfer Agents, Link Intime India Private Limited at its dedicated link - <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> or by sending an email communication on bluedarttaxexemption@linkintime.co.in on or before July 17, 2021.

ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF E-MAIL ID FOR OBTAINING COPY OF ANNUAL REPORT:

8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020-21 is being sent only through electronic mode to

those Members whose e-mail addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website viz; www.bluedart.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on website of NSDL <https://www.evoting.nsdl.com>

9. Members holding shares in physical mode and who have not updated their e-mail addresses with the Company are requested to update their e-mail addresses by writing to the Company's Registrar & Share Transfer Agent, Link Intime India Pvt. Ltd., C-101, 1st Floor, 247 Park, LBS Marg, Vikhroli (West), Mumbai - 400083 along with copy of the signed request letter mentioning the name and address of the Member, self-attested copy of the PAN card and self-attested copy of any document (eg; Driving License, Election Identity Card, Passport) in support of address of the Member. Members holding shares in dematerialised mode are requested to register / update their e-mail addresses with the relevant Depository Participants. Pursuant to general circular no. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs, the Company has also enabled the process for the limited purpose of receiving the Company's Annual Report and notice of Annual General Meeting (including remote e-voting instructions) electronically and members may temporarily update their e-mail address by accessing the link https://linkintime.co.in/emailreg/email_register.html or on their web site www.linkintime.co.in under the Investor Services tab by choosing the e-mail registration heading and follow registration process as guided therein.

PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:

10. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below for an access to NSDL e-Voting system. After successful login, you can see the link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that members who do not have User ID and Password for an e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
11. For convenience of Members and proper conduct of AGM, Members can login and join at least 30 (thirty) minutes prior to the time scheduled for the AGM and facility to join AGM shall be kept open throughout the proceedings of AGM. Members will be allowed to attend the AGM on first come, first served basis.
12. Please note that participants connecting from Mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuations in their respective

network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

13. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

PROCEDURE TO RAISE QUESTIONS / SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

14. As the AGM is being conducted through VC / OAVM, for smooth conduct of proceedings of the AGM, Members are encouraged to express their views / send their queries in advance mentioning their names, demat account no./folio no., email id, mobile no. at Investors@bluedart.com. Questions / queries received by the Company by Wednesday, July 28, 2021 till 5:00 p.m. shall be considered and responded during AGM.
15. Members who would like to express their views or ask questions during the AGM, may register themselves as a speaker by sending an e-mail to the Company at Investors@bluedart.com by Wednesday, July 28, 2021 till 5:00 p.m.
16. The Company reserves its right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM:

17. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations and in terms of SEBI vide circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 in relation to e-Voting Facility Provided by Listed Entities, the Company is pleased to provide the facility to Members to exercise their rights to vote on the resolutions proposed to be passed at AGM by electronic means. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
18. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Thursday, July 22, 2021, i.e. the cut-off date, are entitled to vote on the Resolutions set forth in this Notice.
19. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will commence at 9.00 a.m. on Saturday, July 24, 2021 and will end at 5.00 p.m. on Thursday, July 29, 2021. The remote e-voting module shall be disabled by NSDL for voting thereafter. In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Members attending the AGM who have not cast their votes by remote e-voting shall be eligible to cast

their votes through e-voting during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. Members holding shares in physical form are requested to access the remote e-voting facility provided by the Company through NSDL e-voting system at <https://www.evoting.nsd.com/>.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL viz; https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<ol style="list-style-type: none"> Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after

using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c. How to retrieve your 'initial password'?
 - i. If your email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - ii. If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b. Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 - a. Now, you will have to click on “Login” button.
 - b. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join General Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investors@bluedart.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to investors@bluedart.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively the shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

GENERAL INFORMATION:

20. It is strongly recommended not to share your password with any other person and ensure utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nSDL.com to reset the password.
21. The voting rights of Members shall be in proportion to their shares of the paid – up equity share capital of the Company as on July 22, 2021, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares as on that date.
22. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nSDL.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nSDL.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. July 22, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
23. The Company has appointed Mr. Nilesh Shah, Practicing Company Secretary (Membership No. FCS 4554), failing him, Ms. Hetal Shah (Membership No. FCS – 8063), to act as the 'Scrutinizer', to scrutinize the entire e-voting process in a fair and transparent manner.
24. The results of the electronic voting shall be declared to the Stock Exchanges, within two working days of conclusion of AGM pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements). The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bluedart.com and on website of NSDL and communicated to the BSE Limited (BSE), and National Stock Exchange of India Limited (NSE) where the shares of the Company are listed. The results shall also be displayed on the Notice Board at the Registered Office of the Company.

PROCEDURE FOR INSPECTION OF DOCUMENTS:

25. All documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through an electronic mode, based on the request being sent on Investors@bluedart.com.
26. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode, based on the request being sent on Investors@bluedart.com.

OTHERS:

27. The Company has transferred unclaimed dividend declared for the Financial Years 1995-96, 1996-97, 1998-99, 1999-2000 (interim and final dividend), 2000-2001, 2001-2002, 2002-2003, 2003-2004, 2004-2005 December 2006, December 2007, December 2008, December 2009, December 2010, December 2011, fifteen months period ended March 2013 and Interim Dividend for 2013-2014 to "The Investors Education and Protection Fund" (IEPF) Account established by the Central Government.
28. The Ministry of Corporate Affairs has notified provisions relating to unpaid/ unclaimed dividend under sections 124 and 125 of Companies Act, 2013 and the Investor Education & Protection Fund (IEPF) (Accounting, Audit, Transfer and Refund) Rules, 2016. As per the rules, dividends which are not encashed/ claimed by the shareholders for a period of seven consecutive years shall be transferred to the IEPF Authority. The new IEPF rules mandate the Companies to transfer shares of shareholders whose dividends have remained unpaid/ unclaimed for a period of seven consecutive years to Demat Account of the IEPF Authority.

Accordingly, the shares in respect of which dividend was not claimed for a period of seven years starting from the year ended December 31, 2009, December 31, 2010, December 31, 2011, fifteen months ended March 31, 2013 and Interim Dividend for the year 2013-2014 were transferred to the IEPF Account in November, 2017, May 2018, May 2019, September 2020 and March 2021 respectively. Details of shares transferred to the IEPF Authority are available on website of the Company and on the Ministry of Corporate Affairs (MCA) Website. The Members whose dividend/ Shares have been transferred to the IEPF Authority can now claim the same from the Authority by following the Procedure as detailed on IEPF website <http://iepf.gov.in/IEPFA/refund.html>
29. All members who have either not received or have not yet encashed their dividend warrant(s) for the year 2014 till the financial year ended March 31, 2019, are requested to write

to the Company's Registrar and Share Transfer Agent at the address mentioned below for obtaining duplicate dividend warrant without any further delay.

30. Members are requested to furnish their Bank Account details, change of address, e-mail address etc. to the Company's Registrar and Transfer Agent viz; Link Intime India Pvt. Ltd. at the address mentioned below, in respect of shares held in the physical form and to their respective Depository Participants, if shares are held in electronic form.
31. Members desirous of getting any information about accounts of the Company are requested to send their queries at Investors@bluedart.com of the Company at least 10 days prior to the date of meeting so that the requisite information can be readily made available at the meeting.
32. In case of any queries, you may refer the 'Frequently Asked Questions' (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Ms Soni Singh) at evoting@nsdl.co.in
33. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in the physical form are therefore, requested to submit their PAN and Bank Account Details to Link Intime India Pvt. Ltd. / Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque. The original cancelled cheque should bear name of the Member. In the alternative, Members are requested to submit a copy of the bank passbook/ statement attested by the bank. Members holding shares in Demat mode are requested to submit the aforesaid information to their respective Depository Participant.

34. As per Regulation 40 of SEBI Listing Regulations as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. in view of this and to eliminate all risks associated with physical shares and ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialised form.
35. Members of the Company had approved the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as Statutory Auditors at the Twenty Sixth Annual General Meeting of the Company held on July 27, 2017, for a term of five years subject to ratification by the members at every Annual General Meeting. The Ministry of Corporate Affairs vide its Notification dated May 7, 2018 has enforced Section 40 of the Companies (Amendment) Act, 2017 and Companies (Audit and Auditors) Rules, 2014 wherein the requirement for ratifying the appointment of the Statutory Auditors of the Company at every Annual General Meeting has now been dispensed with. Accordingly, the proposal for ratification of the appointment of Statutory Auditors is not forming part of the Notice convening ensuing Annual General Meeting.

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Pvt. Ltd.,
C- 101, First Floor, 247 Park,
LBS Marg, Vikhroli West,
Mumbai - 400083.

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

As required by the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business mentioned under item nos. 4 to 10 of the accompanying Notice dated May 05, 2021.

Item No. 4

Mr. Florian Ulrich Bumberger was appointed by the Board of Directors of the Company as an 'Additional Director' with effect from February 24, 2021 and holds office upto the date of this Annual General Meeting, pursuant to provisions of Section 161 of the Companies Act, 2013, and Article 147 of the Articles of Association of the Company. The Notice under Section 160 of the Companies Act, 2013 has been received from the Member proposing name of Mr. Florian Ulrich Bumberger as a candidate for the office of Director of the Company. The Nomination & Remuneration Committee and Board of Directors have recommended and approved appointment of Mr. Florian Ulrich Bumberger as a Director of the Company.

Brief resume of Mr. Florian Ulrich Bumberger pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting is provided below.

Mr. Florian Ulrich Bumberger, aged 42 years, is currently the divisional CHRO, Chief of Staff & Programs of DHL eCommerce Solutions and member of the DPDHL Group HR Board. Furthermore, he is responsible for divisional strategic initiatives & programs, M&A and Compliance. Mr. Florian holds a Diploma in Business Administration and is a Certified Institutional Investment Analyst (CIIA).

Mr. Bumberger commenced his career as an 'Investor Relations Professional' with numerous awards like Institutional Investor & Thomson Extel IR Survey. Thereafter, he transitioned into Strategic, business development and Financial positions. He led numerous strategic programs from the greenfield market entries, cost optimization programs, working capital management initiatives in a €16bn turnover and 200k employees division to several M&A transactions. Mr. Bumberger had a leading role in the carve-out and creation of a new business division, within DPDHL Group, including necessary change management and communication initiatives.

Details of remuneration sought to be paid - NIL

The number of Meetings of the Board attended during the year -1 (one)

Directorship of other Companies - NIL

Mr. Bumberger, Director, is a member of the Nomination & Remuneration Committee and does not hold any shares in the Company.

Mr. Bumberger and any of the other Directors / Key Managerial Personnel of the Company do not have any inter-se relationship.

Except Mr. Bumberger, being an appointee, none of the other Directors

and Key Managerial Personnel of the Company and their respective relatives, is concerned or interested, financial or otherwise, in the resolution set out in item no. 4.

The Board of Directors recommends the resolution for your approval.

Item No. 5

Mr. Sebastian Paeßens was appointed by the Board of Directors of the Company as an Additional Director with effect from February 24, 2021 and holds office upto the date of this Annual General Meeting, pursuant to provisions of Section 161 of the Companies Act, 2013 and Article 147 of the Articles of Association of the Company. The Notice under Section 160 of the Companies Act, 2013 has been received from a Member proposing name of Mr. Sebastian Paeßens as a candidate for the office of Director of the Company. The Nomination & Remuneration Committee and Board of Directors have recommended and approved appointment of Mr. Sebastian Paeßens as a Director of the Company.

Brief resume of Mr. Sebastian Paeßens pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting is provided below.

Mr. Sebastian Paeßens, aged 47 years, is CFO of DHL eCommerce Solutions, a business division of Germany based Deutsche Post DHL Group. Mr. Sebastian Paeßens started his professional career as Management Consultant for Finance and Controlling related projects. He joined Deutsche Post DHL Group in 2008 and held various management positions in the DHL Express division, the German Post and Parcel division and in the Corporate Controlling department. In October 2017, he assumed the role of CFO DHL eCommerce. In October 2018, Mr. Sebastian Paeßens was appointed CFO DHL eCommerce and DHL Parcel Europe, before moving on to his current role January 2019. He is member of Deutsche Post DHL Group's Finance Board. Mr. Sebastian holds a Master of Science degree in Business Administration and Mechanical Engineering.

Details of remuneration sought to be paid - NIL

The number of Meetings of the Board attended during the year -1(one)

Directorship of other Companies - Deutsche Post AG

Mr. Sebastian Paeßens, Director, is not a member/ Chairman of any committee and does not hold any shares in the Company.

Mr. Sebastian Paeßens and any of the other Directors/ Key Managerial Personnel of the Company do not have any inter-se relationship.

Except Mr. Sebastian Paeßens, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives, is concerned or interested, financial or otherwise, in the resolution set out in item no. 5.

The Board of Directors recommends the resolution for your approval.

Item No. 6

Mr. Balfour Manuel was appointed as Managing Director of the Company by an ordinary resolution passed by the Members at the Twenty Eighth Annual General Meeting (“AGM”) of the Company held on July 31, 2019 for a period of (three) years with effect from May 16, 2019 to May 15, 2022. Further, Members at the AGM of the Company held on July 31, 2020 by way of a Special Resolution, approved remuneration payable to Mr. Balfour Manuel, Managing Director, for the year April 1, 2020 to March 31, 2021.

The Members had approved incentive payment based on achievement of profitability levels and other performance parameters as determined by the Board of Directors for the calendar year ended December 31, 2020, upto a maximum of ₹ 137.20 lakhs.

The Members are requested to note that, based on Company's excellent turn-around of performance reported for the Financial Year ended March 31, 2021, despite being a pandemic year (discounting the months of complete lock down), the Nomination & Remuneration Committee and Board of Directors decided to recommend an additional incentive of 5% aggregating to a total incentive upto 105% for the calendar year ended December, 2020.

The Incentive payment upto 100% has already been approved by the Members at the last Annual General Meeting held on July 31, 2020. The Members approval is now being sought for payment of an additional incentive of 5% i.e. ₹ 6.86 lakhs to Mr. Balfour Manuel, Managing Director, for the calendar year ended December, 2020 since it would exceed approval of incentive upto 100% accorded by the Member at the last Annual General Meeting.

Mr. Balfour Manuel a Company veteran of over 37 years, has been instrumental in success of the organisation since inception. He is one of the key managerial personnel who uses his wide business experience and network in expanding business opportunities for the Company and has taken overall responsibility towards operations, business, financial performance and subsidiaries. The year 2020 was extremely challenging year for the Company, but the Company had successfully sailed through the global pandemic under the able leadership of Mr. Balfour Manuel, Managing Director. The Company maintained its position as the market leader and became ‘Trade Facilitator’ for the Nation. During pandemic which impacted entire nation and subsequent lockdown, Mr. Balfour Manuel, Managing Director ensured that the Company continuously operated, our Pilots flew aircrafts every night, hubs operated 24/7 and logistics deliveries were done each day, ensuring deliveries within ‘time window’ to businesses /homes and Company re-emphasized its role as the Nation's Trade Facilitator. The Company earned immense respect from its customers across the sectors, from channel/vendor partners, the Government and the media alike. The Company delivered COVID testing Kits to hospitals, PPE to doctors and nurses, life-saving medical equipments and pharmaceutical products, respirators and ventilators and stepped up as an ‘essential service provider’ to the nation in its battle against pandemic.

The Company's few achievements during pandemic inter-alia included viz; adopting innovative initiatives, introducing ‘Contact- Less Delivery’ (CLD) to ensure government prescribed social distancing norms and customers safety, closely working with the Government on ‘Lifeline Udan’ Initiative, bringing colleagues together on ‘Blue Connect’ Platform, nurturing and creating strong brand with the advertising on television channels and winning prestigious accolades viz; Super Brand Award, Readers Digest Trusted Brand Award and ‘The Great Places to Work For’ Award.

This Explanatory Statement be treated as written memorandum under the provisions of Section 190 of the Companies Act, 2013, for the Agreement to be entered into between the Company and Mr. Balfour Manuel.

In compliance of applicable provisions of Companies Act, 2013, the ‘Special Resolution’ as per the terms set out in Item No. 6 of the accompanying Notice is being placed before the members in the Annual General Meeting.

Except Mr. Balfour Manuel, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in Item no. 6.

The Board of Directors recommends the resolution for approval by the members.

Item No. 7

Subject to necessary approval by the Members at the Annual General Meeting and on recommendation of Nomination & Remuneration Committee in its meeting held on May 5, 2021, the Board of Directors in its meeting held on May 5, 2021, approved revision in remuneration terms of Mr. Balfour Manuel as Managing Director, for the financial year April 1, 2021 to March 31, 2022 as under :

Basic	-	₹ 13.90 lakhs per month
House Rent Allowance	-	₹ 0.54 lakhs per month

In addition to above amount, Mr. Balfour Manuel shall be entitled to the following;

- (i) The Company's contribution to Provident Fund, in accordance with Rules and Regulations of the Company.
- (ii) Superannuation contribution subject to a maximum ceiling of 15% of basic salary by way of contribution to a fund or an allowance in lieu thereof or combination of both.
- (iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (iv) Car as per Company's Car scheme along with chauffeur.
- (v) Group Insurance Coverages and reimbursement of telephone expenses.

- (vi) The Managing Director shall be entitled to an incentive payment based on achievement of profitability level and other performance parameters determined by the Board of Directors for the calendar year ended December 31, 2021, upto a maximum of ₹ 129 lakhs.
- (vii) Increment for each year shall be determined by NRC and subject to approval of Board and members at the General Meeting of members.
- (viii) LTI as per the scheme.

Save and except as indicated hereinabove, other terms of appointment of Mr. Balfour Manuel, Managing Director, remains the same.

This Explanatory Statement be treated as a written memorandum under Section 190 of the Companies Act, 2013, for the Agreement to be entered into between the Company and Mr. Balfour Manuel.

A copy of draft of the Supplementary Agreement referred to in the said resolution is available for inspection in the electronic mode. Members can inspect the same by sending an e-mail to Investors@bluedart.com.

In compliance with applicable provisions of the Companies Act, 2013, 'Special Resolution' as per the terms set out in Item No. 7 of the accompanying Notice is being placed before the members in the Annual General Meeting.

Except Mr. Balfour Manuel, none of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in Item no. 7.

The Board of Directors recommends the resolution for approval by the members.

Item no. 8

As per provisions of Section 149, 152, Schedule IV of the Act read with rules made thereunder, the Company has appointed Air Marshal M. McMahon (Retd.) as an Independent Director as per the requirement of the Companies Act, 2013 for a period of 5 (Five) years commencing from February 10, 2017 to February 09, 2022. He would be completing his term on February 09, 2022 and being eligible for re-appointment for another term under the applicable provisions of Companies Act, 2013 offers himself to be appointed as Independent Director of the Company for a second term.

Since Air Marshal M. McMahon (Retd.) attained the age of 75 years on September 27, 2019, consent of Members by way of Special Resolution is also sought by the Company in compliance with Regulation 17 (1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, for his appointment as an Independent Director of the Company, beyond the age of 75 years, for the period of three years with effect from February 10, 2022 to February 09, 2025.

Air Marshal M. McMahon (Retd.) is a Member of Risk Management and Stakeholders Relationship Committees of the Board and

rendering valuable advice and guidance to the Board of Directors and Management from time to time and had debated constructively with other Independent Directors, leveraging range of their skills and experience to drive the Board's performance. Based on a comprehensive appraisal of the performance against a range of criteria including effectiveness of leadership, efficiency of meetings, time and focus given to particular areas, information issues, corporate governance standards, it was concluded that Air Marshal M. McMahon (Retd.)'s contribution to the performance of the Board has been effective and valuable.

Accordingly, based on performance evaluation of Air Marshal M. McMahon (Retd.), the Board of Directors of the Company ('the Board') at the meeting held on May 05, 2021 on recommendation of Nomination & Remuneration Committee and subject to approval of Members, approved and recommended re-appointment of Air Marshal M. McMahon (Retd.) as an Independent Director, for a second term as set out in the Resolution and he shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

The Company has received from Air Marshal M. McMahon (Retd.), (i) consent in writing to act as a Director in Form DIR- 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR- 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Air Marshal M. McMahon (Retd.) fulfils the conditions specified under Companies Act, 2013 and Rules framed there under for appointment as an Independent Director and he is independent of the management.

Brief resume of Air Marshal M. McMahon (Retd.) pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting are provided below.

Air Marshal M. McMahon (Retd.) aged 76 years, has wide experience in the Aviation Industry. He was commissioned as a fighter pilot and served in the IAF for 42 years. On graduating, he stood first in Flying. He underwent the T - 33 / F- 86 Advanced Gunnery Course in the USA and was awarded certificates for standing first in Low Level Strafe and Low Angle Bombing. He was an A2 Qualified Flying Instructor and was winner of the Chief's of Air Staff trophy for standing first in flying during the QFI course. His important staff appointments were Director, Air Staff Requirements, Asst. Chief of Air Staff (Operations), Inspector General of the IAF and Vice Chief of Air Staff. He is a recipient of the Param Vishist Seva Medal, Ati Vishist Seva Medal and Vishist Seva Medal.

Air Marshal M. McMahon (Retd.) holds 'Nil' Equity Shares in the Company. He has no relationship with other Directors and other 'Key Managerial Personnel' of the Company.

Date of first appointment on the Board : February 10, 2017

Details of remuneration sought to be paid: Air Marshal M. McMahon (Retd.) shall be entitled to receive sitting fees and commission.

The remuneration last drawn by Air Marshal M. McMahon (Retd.)

₹ 9,00,000 (Sitting fees for the period from April 01, 2020 to March 31, 2021).

The number of Meetings of the Board attended during the year: 6

Directorship/ Membership/ Chairmanship of Committees of Other Boards:

Sr. No.	Names of the Companies	Designation
1.	Blue Dart Aviation Ltd.	Director
2.	Blue Dart Aviation Ltd.	Chairman, Audit Committee
3.	Blue Dart Aviation Ltd.	Chairman, Nomination and Remuneration Committee
4.	Blue Dart Aviation Ltd.	Chairman, CSR Committee

A copy of the draft letter of appointment and terms and conditions of re-appointment of Air Marshal M. McMahon (Retd.), is available for inspection in the electronic mode. Members can inspect the same by sending an e-mail to Investors@bluedart.com.

Given his expertise, knowledge and experience, the Board considers that, continued association of Air Marshal M. McMahon (Retd.) would be of immense benefit to the Company and it is desirable to continue to avail the services of Air Marshal M. McMahon (Retd.) as an Independent Director. Accordingly, the Board considers the re-appointment of Air Marshal M. McMahon (Retd.) as an Independent Director for a second term of three years with effect from February 10, 2022 to February 09, 2025, in the best interest of the Company and recommends the resolution as set out in the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, other than Air Marshal M. McMahon (Retd.) for his re-appointment are in any manner concerned or interested in the resolution as set out at Item no. 8 in the accompanying Notice of Annual General Meeting.

Item no. 9

As per provisions of Section 149, 152, Schedule IV of the Act read with rules made thereunder, the Company has appointed Ms. Kavita Nair as an Independent Director as per requirement of Companies Act, 2013 for a period of 2 years and 6 months commencing from March 26, 2019 to September 25, 2021. Ms. Kavita would be completing her term on September 25, 2021 and being eligible for re-appointment for

another term under the applicable provisions of Companies Act, 2013 offers herself to be appointed as Independent Director of the Company for a second term.

Ms. Kavita Nair is a Member of the Nomination & Remuneration Committee and rendering valuable advice and guidance to the Board of Directors and Management from time to time and actively contributing to the Board deliberations. Based on comprehensive appraisal of the performance against a range of criteria including expertise in the areas of digital, Technology and operations, efficiency of meetings, time and focus given to particular areas, information issues, corporate governance standards, it was concluded that Ms. Kavita Nair's contribution to the performance of the Board was effective and valuable.

Accordingly, based on performance evaluation of Ms. Kavita Nair, the Board of Directors of the Company ('the Board') at the meeting held on May 05, 2021, on recommendation of the Nomination & Remuneration Committee and subject to approval of Members, approved and recommended re-appointment of Ms. Kavita Nair as an Independent Director, for a second term as set out in the Resolution, and she shall not be liable to retire by rotation at the Annual General Meeting as provided under Section 152(6) of the Companies Act, 2013.

The Company has received from Ms. Kavita Nair (i) consent in writing to act as a Director in Form DIR- 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR- 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Ms. Kavita Nair fulfils the conditions specified under the Companies Act, 2013 and Rules framed thereunder for appointment as an Independent Director and she is independent of the management.

Brief resume of Ms. Kavita Nair pursuant to Regulation 36 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting are provided below.

Ms. Kavita Nair is an alumnus of the Faculty of Management Studies (FMS), M. S. University, Baroda, where she did her MBA in Marketing and has also completed Senior Leadership Programs from London Business School and IIM Ahmedabad.

An award winning and dynamic leader, Ms. Kavita Nair aged 48 years, has proven success in managing a wide range of leadership roles. She has spent majority of her working years with Vodafone Idea. Her career spanned 22 years here where she held leadership roles

in diverse functions across both consumer and enterprise domains. In her last assignment, Ms. Nair was 'Chief Digital Transformation & Brand Officer' of Vodafone Idea Limited, India's leading telecom service provider. Her areas of expertise include marketing, digital, retail, pricing, product management, channel and customer operations.

Her talent and success has been acknowledged at several prestigious forums - Economic Times included her in its 25 Rising Women Leaders of India Inc. in 2015; Business Today voted her as one of the Young Executives to watch out for in 2011 and Brand Equity named her amongst the 8 Marketing Premier League Icons in 2009.

Ms. Kavita Nair holds 'Nil' Equity Shares in the Company. She has no relationship with other Directors and other 'Key Managerial Personnel' of the Company.

Date of first appointment on the Board : March 26, 2019

Details of remuneration sought to be paid: Ms. Kavita Nair shall be entitled to receive sitting fees and commission.

The remuneration last drawn by Ms. Kavita Nair

₹ 7,00,000 (Sitting fees for the period from April 01, 2020 to March 31, 2021).

The number of Meetings of the Board attended during the year: 6

Directorship/ Membership/ Chairmanship of Committees of Other Boards:

NIL

A copy of the draft letter of appointment and terms and conditions of re-appointment of Ms. Kavita Nair, is available for inspection in the electronic mode. Members can inspect the same by sending an e-mail to Investors@bluedart.com.

Given her expertise, knowledge and experience, the Board considers that the continued association of Ms. Kavita Nair would be of immense benefit to the Company and it is desirable to continue to avail the services of Ms. Kavita Nair as an Independent Director. Accordingly, the Board considers re-appointment of Ms. Kavita Nair as an Independent Director for a second term of 5 (five) years from September 26, 2021 to September 25, 2026 in the best interest of the Company and recommends the resolution as set out in the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, other than Ms. Kavita Nair for her re-appointment are in any manner concerned or interested in the resolution as set out at Item no. 9 in the accompanying Notice of Annual General Meeting.

Item No. 10

The Members of the Company at the Annual General Meeting held on July 28, 2016 had approved payment of commission to Non - Executive Directors of the Company at a rate not exceeding one percent of net profit of the Company for a period of 5 (five) years from August 1, 2016. Accordingly, the validity of the said resolution shall expire on July 31, 2021.

Pursuant to Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing regulations') under the provisions of Regulation 17(1)(6)(a) of the Listing Regulations and Section 197 of the Companies Act, 2013, compensation payable to Non-Executive Directors, including the independent Directors, shall require previous approval of the Members in the General Meeting.

On recommendation and approval by Board of Directors in its Meeting held on May 05, 2021, approval of the Members is being sought by way of an Ordinary Resolution for payment of commission for a further period of five years to Non-Executive Directors as set out in the resolution at Item no. 10 of this notice.

All Directors of the Company except Mr. Balfour Manuel, Managing Director and Key Managerial Personnel of the Company and their respective relatives may be considered to be concerned or interested, financial or otherwise, in the resolution set out in Item no. 10.

Mumbai,

May 05, 2021

By Order of the Board

sd/-

Tushar Gunderia

Head (Legal & Compliance) &
Company Secretary

Regd. Office:

Blue Dart Centre, Sahar Airport Road,
Andheri (East), Mumbai – 400 099.

Tel : 28396444 | Fax : 28244131

CIN: L61074MH1991PLC061074

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communications@bluedart.com

**PROFILE OF MR. R.S. SUBRAMANIAN, DIRECTOR RETIRING BY ROTATION AND SEEKING
RE-APPOINTMENT
(Pursuant to Regulation 36 of Securities and Exchange Board of India)
[(Listing Obligations & Disclosure Requirements) Regulations, 2015
and Secretarial Standard (SS - 2)]**

Mr. R. S. Subramanian, aged 55 years is the SVP & Managing Director, DHL Express India Pvt. Ltd. and member of the DHL Express Asia Pacific Management Board.

With over 30 years of experience in Product-led as well as Service Industry, Mr. Subramanian has extensive knowledge across areas of business strategy, Marketing, Team development and Customer Management. Mr. Subramanian joined DHL Express India as the Head of Sales, subsequently moving up to the position of Vice President for South Asia Cluster (RoSA) wherein he was managing DHL Express operations in Pakistan, Bangladesh, Sri Lanka, Nepal, Maldives and Bhutan. He was instrumental in restructuring and developing DHL operations in these markets.

Mr. Subramanian assumed the role of Managing Director, DHL Express India in 2010. India business grew manifold to a leadership position in the last decade with investments in best in class infrastructure, state of the art technology and strong people processes.

Mr. Subramanian is a Graduate in Industrial Engineering and a Masters in Management from IIM – Bangalore. He is Gold Certified in First Choice which is Deutsche Post DHL's internal quality program based on the Six-Sigma DMAIC methodology.

Details of remuneration sought to be paid: No remuneration is drawn by Mr. R. S. Subramanian.

Date of first appointment on the Board : March 27, 2019

The number of Meetings of the Board attended during the year: 6 (six)

Directorship/ Membership/ Chairmanship of Committees of Other Boards:

Sr. No	DHL Express (India) Pvt. Ltd	Designation
1.	DHL Express (India) Pvt. Ltd	SVP & Managing Director
2.	Indo German Chamber of Commerce	Director
3.	Express Industry Council of India (EICI)	Director
4.	Governing body of Logistics Sector Skill Council (LSC)	Member
5.	DHL Express Asia Pacific Management Board	Member

Shareholding of the Company as on March 31, 2021 - Nil

Mr. R. S. Subramanian and any of the other Directors, Manager or Key Managerial Personnel of the Company do not have any inter-se relationship.