

BLUE DART EXPRESS LIMITED

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of Blue Dart Express Limited will be held on Wednesday, July 27, 2022 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, 2022, the Reports of the Board of Directors and Auditors thereon; and
 - b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, together with the Report of the Auditors thereon.
2. To confirm payment of Interim Dividend of ₹ 25/- (Rupees Twenty-Five Only) per Equity Share already paid for the financial year ended March 31, 2022 and to declare a Final Dividend of ₹ 35/- (Rupees Thirty-Five Only) per Equity Share for the financial year ended March 31, 2022.
3. To appoint a Director in place of Ms. Tulsi Nowlakha Mirchandaney (DIN: 01842520) who retires by rotation and being eligible, offers herself for re-appointment.
4. To appoint Statutory Auditors and fix their remuneration.

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

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to recommendation of Audit Committee and the Board of Directors, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration Number: 117366W/ W-100018), who have offered themselves for appointment and have confirmed their eligibility to be appointed as the Statutory Auditors of the Company, be and are hereby appointed as Statutory Auditors of the Company in place of retiring Statutory Auditors, M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration no. 101049W/E300004), to hold office for a term of five consecutive years from conclusion of the thirty first Annual General Meeting till conclusion of the thirty sixth Annual General Meeting of the Company to be held in the year 2027, on such

remuneration to be decided mutually between the said Statutory Auditors and Board of Directors, in addition to reimbursement of out-of-pocket expenses incurred in connection with the audit of the accounts of the Company;

RESOLVED FURTHER THAT any Director or Head (Legal & Compliance) & 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.”

SPECIAL BUSINESS:

5. 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 Thirtieth Annual General Meeting of the Company held on July 30, 2021 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 May 5, 2022, approval of Members of the Company be and is hereby accorded for payment of an additional incentive of ₹ 6 Lakhs aggregating total incentive amount upto ₹ 135 Lakhs (out of which, incentive upto ₹ 129 Lakhs has already been approved by the Members at the last Annual General Meeting held on July 30, 2021), for Mr. Balfour Manuel, Managing Director (DIN: 08416666), for the calendar year ended December 31, 2021;

RESOLVED FURTHER THAT in terms of recommendation of ‘Nomination & Remuneration Committee’ and, as approved by the Board of Directors in its Meeting held on October 29, 2021, Mr. Balfour Manuel, Managing Director (DIN: 08416666), be and is hereby extended ‘Performance Share Plan’ scheme and ‘Share Matching Scheme’ of Deutsche Post AG, Germany, the Company’s ultimate holding company;

RESOLVED FURTHER THAT any Director or Head (Legal & Compliance) & 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.”

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 Thirtieth Annual General Meeting of the Company held on July 30, 2021 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 ‘Nomination & Remuneration Committee’ and as approved by the Board of Directors in its Meeting held on March 15, 2022, approval of Members of the Company be and is hereby accorded to revise remuneration of Mr. Balfour Manuel, Managing Director (DIN: 08416666) for the period viz; April 1, 2022 to May 15, 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 the 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, Managing Director;

RESOLVED FURTHER THAT in the event of, during the 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 or Head (Legal & Compliance) & 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.”

7. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to provisions of Section 196, 197, 198, 203 and any 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 ‘Nomination & Remuneration Committee’ and as approved by the Board of Directors vide its Meeting dated

March 15, 2022, approval of Members of the Company be and is hereby accorded for the re-appointment of Mr. Balfour Manuel (DIN 08416666) as Managing Director of the Company for a further period of 5 (five) years commencing from May 16, 2022 till May 15, 2027 and he is hereby authorized to exercise substantial powers of the management subject to necessary supervision, control and directions of the Board of Directors of the Company and on terms and conditions including remuneration as set out in the Explanatory Statement and in the Agreement to be entered into between the Company and Mr. Balfour Manuel, Managing Director, the draft whereof is placed before the meeting, duly initialed by the Chairman for the purpose of identification, which Agreement is hereby specifically sanctioned with the 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, Managing Director;

RESOLVED FURTHER THAT in the event of, during the tenure of aforesaid office, in any 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 or Head (Legal & Compliance) & 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.”

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Schedule IV of 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 re-enactment(s) made thereof for the time being in force), Mr. Prakash Apte (DIN: 00196106) 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 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 designated as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five (5) consecutive years with effect from July 28, 2022 till July 27, 2027;

RESOLVED FURTHER THAT any Director or Head (Legal & Compliance) & 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 Section 149, 150, 152, and other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’) read with Schedule IV of 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 re-enactment(s) made thereof for the time being in force), Ms. Padmini Khare Kaicker (DIN: 00296388) who has submitted a declaration that she meets the criteria of independence as provided under Section 149(6) of the Act and who is eligible for 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 designated as an Independent Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five (5) consecutive years with effect from July 28, 2022 till July 27, 2027;

RESOLVED FURTHER THAT any Director or Head (Legal & Compliance) & 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, 2022

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 an 'Ordinary Business' as set out at item no. 4 and 'Special Businesses' as set out from item nos. 5 to 9 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 Standards on General Meetings (SS-2) are annexed hereto. 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. 2/2022 dated May 05, 2022 and other circulars and Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 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 31st AGM of the Company shall be conducted through VC / OAVM. 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., authorizing 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 19, 2022 as 'Record Date' for determining entitlement of members to 'Final Dividend' for the financial year ended March 31, 2022, if approved at the ensuing AGM.

6. 'Interim Dividend' for the financial year 2021- 2022 at the rate of ₹ 25/- (Rupees Twenty-Five Only) per Equity Share was paid to the shareholders on February 24, 2022. If 'Final Dividend' of ₹ 35/- (Rupees Thirty Five Only), 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 July 29, 2022 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 19, 2022;
 - 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 19, 2022.
7. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For prescribed rates in respect of 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 are held in electronic form) and with the Company / RTA (if shares are 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 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 Institutional Investors (FIIs)] 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 15, 2022.

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

8. Notice of the AGM along with the Annual Report 2021-22 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 2021-22 will also be available on the Company's website 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 the website of NSDL <https://www.evoting.nsd.com>.

9. Members holding shares in physical mode and who have not updated their e-mail address with the Company are requested to update their e-mail address 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 (e.g. Driving License, Election Identity Card, Passport) in support of address of the Member. Members holding shares in dematerialized 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 and General Circular No. 2/2022 dated May 05, 2022 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:- NSDL / CDSL

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 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 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 Monday, July 25, 2022 till 5 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 Monday, July 25, 2022 till 5 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 Tuesday, July 19, 2022 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 Thursday, July 21, 2022 and will end at 5.00 p.m. on Tuesday, July 26, 2022. 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.nsdl.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.nsdl.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.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.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.nsdl.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.nsdl.com.
 - b. **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.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 19, 2022, 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 19, 2022 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, Interim Dividend and Final 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 and Final Dividend for the year 2013-2014 were transferred to the IEPF Account in November, 2017, May 2018, May 2019, September 2020, March 2021 and September 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 2014-2015 till the financial year ended March 31, 2021 and Interim Dividend

for the financial year ended March 31, 2022, are requested to write to the Company's Registrar and Share Transfer Agent at the address mentioned below for claiming dividend. Regulations 12 and Schedule I of SEBI Listing Regulations requires all companies to use the facilities of electronic clearing services for payment of dividend. In compliance with these regulations, payment of dividend will be made only by electronic mode directly into the bank account of Members and no dividend warrants or demand drafts will be issued without bank particulars.

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.

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 businesses mentioned under item nos. 4 to 9 of the accompanying Notice dated May 05, 2022.

Item No. 4

M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, (Firm Registration no. 101049W/E300004) were appointed as Statutory Auditors of the Company for a term of five (5) years, to hold office from conclusion of the Twenty Sixth Annual General Meeting of the Company held on July 27, 2017 upto conclusion of the Thirty First Annual General Meeting. Accordingly, the term of the present Auditors, M/s. S. R. Batliboi & Associates LLP expires at the conclusion of the forthcoming Annual General Meeting.

The Audit Committee and the Board of Directors have placed on record their appreciation for the services rendered by M/s. S. R. Batliboi & Associates LLP during their association with the Company as Statutory Auditors.

The Audit Committee and Board of Directors of the Company at their Meetings held on January 28, 2022, have recommended appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Firm Registration Number: 117366W/ W-100018), as Statutory Auditors of the Company for a period of five years from conclusion of the Thirty First Annual General Meeting till conclusion of the Thirty Sixth Annual General Meeting.

M/s. Deloitte Haskins & Sells, Mumbai, has been converted to a Limited Liability Partnership (LLP), with the name viz; Deloitte Haskins & Sells LLP, ('Deloitte') w.e.f. November 20, 2013. Deloitte is registered with the Institute of Chartered Accountants of India (Registration No. 117366W/W-100018) and has around 2,500 professionals and staff. Deloitte has offices in Mumbai, Delhi, Kolkata, Chennai, Bangalore, Ahmedabad, Hyderabad, Coimbatore, Kochi, Pune, Jamshedpur and Goa. The Registered Office of Deloitte is One International Center, Tower 3, 27th to 32nd Floor, Senapati Bapat Marg, Elphinstone Road (West), Mumbai - 400013, Maharashtra, India.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, have confirmed that, their appointment, if made, would be within the limits specified under the provisions of Section 141(3)(g) of the Act and that they are not disqualified to be appointed as Statutory Auditor in terms of the provisions of the proviso to Section 139(1), Section 141(2) and Section 141(3) of the Act and the provisions of the Companies (Audit and Auditors) Rules, 2014.

The proposed remuneration to be paid to Deloitte for audit services for the financial year ending March 31, 2023, is ₹ 70,00,000/- (Rupees Seventy Lakhs Only) plus applicable taxes and out-of-pocket expenses. Besides the audit services, the Company would also obtain certifications from the statutory auditors under various statutory regulations and certifications required by clients, banks, statutory authorities, audit related services and other permissible non-audit services as required from time to time, for which they will be remunerated separately on a mutually agreed terms, as approved by the Board of Directors in consultation with the Audit Committee. Further, the Board of Directors, in consultation with the Audit Committee, may alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be

mutually agreed with the statutory auditors.

The Board of Directors recommend the Resolution as set out at Item No. 4 of the accompanying Notice for approval by members as an Ordinary resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 4 of the Notice.

Item No. 5 & 6

5) 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 3 (three) years with effect from May 16, 2019 to May 15, 2022. The Members at the AGM of the Company held on July 30, 2021 by Special Resolution, approved remuneration payable to Mr. Balfour Manuel, Managing Director, for the year April 1, 2021 to March 31, 2022.

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, 2021, upto a maximum of ₹ 129 lakhs.

The Members are requested to note that, based on excellent performance reported by the Company for the Financial Year ended March 31, 2022, the Nomination & Remuneration Committee and Board of Directors in their meetings held on May 5, 2022 decided to recommend an additional incentive of ₹ 6 lakhs aggregating to a total incentive upto ₹ 135 lakhs for the calendar year ended December 31, 2021.

The Incentive payment upto ₹ 129 lakhs has already been approved by the Members at the last Annual General Meeting held on July 30, 2021 and approval of Members is now being sought for payment of an additional incentive of ₹ 6 lakhs i.e payment upto ₹ 135 lakhs to Mr. Balfour Manuel, Managing Director, for the calendar year ended December, 2021.

Further, the Ultimate Holding Company viz; Deutsche Post AG, Germany has covered certain eligible employees of the Company including Managing Director under 'Performance Share Plan', 'Share Matching Scheme' and 'Employee Share Plan' ('the Schemes') established and governed by the Ultimate Holding Company.

Subject to necessary approval by the Members at the Annual General Meeting, on recommendation of the Nomination & Remuneration Committee, the Board of Directors in its meeting held on October 29, 2021 approved variation in remuneration terms of Mr. Balfour Manuel, Managing Director, effective September 1, 2021 to include his eligibility for Deutsche Post DHL (DPDHL) LTI schemes viz; Performance Share Plan (PSP) and Share Matching Scheme (SMS) as per details given below:

- Performance Share Plan (PSP); To reward contribution to DPDHL's success, Executives are given rights that entitle them to receive DPDHL shares after 4 years subject to fulfilment of certain conditions.
- Share Matching Scheme (SMS); 'Share Matching Scheme' is a

long term incentive program for executives providing them with one share for each purchased share after 4 years holding period.

- 6) Subject to necessary approval by the Members at the Annual General Meeting and on recommendation of Nomination and Remuneration Committee and the Board of Directors in their meetings held on March 15, 2022, revised remuneration terms of Mr. Balfour Manuel as Managing Director for the period from April 1, 2022 to May 15, 2022 are as under:

TERMS AND CONDITIONS OF REMUNERATION OF MR. BALFOUR MANUEL AS MANAGING DIRECTOR:

(for period from April 1, 2022 to May 15, 2022)

Basic - ₹ 14.26 Lakhs per month

HRA - ₹ 0.54 Lakhs per month

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

- (i) The Company's contribution to Provident Fund, in accordance with the 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 the Company's Car scheme along with chauffeur.
- (v) Group Insurance Coverage 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, 2022, upto a maximum of ₹ 147 lakhs.
- (vii) Increment for each year shall be determined by the Nomination & Remuneration Committee and subject to approval of the Board and Members at the General Meeting of Members.
- (viii) Entitlement to DPDHL LTI schemes viz; Performance Share Plan (PSP) and Share Matching Scheme (SMS).

Save and except variation in the terms of Remuneration of the Managing Director as set out vide item Nos. 5 & 6 and mentioned above, all other terms and conditions of appointment remains unchanged.

Since Mr. Balfour Manuel, Managing Director's re-appointment is effective from May 16, 2022 but revised remuneration is effective from April 1, 2022, hence approval of Members is also being sought for the interim period viz; April 1, 2022 to May 15, 2022.

This Explanatory Statement be treated as a written memorandum under Section 190 of the Companies Act, 2013, of 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 nos. 5 and 6 of the accompanying Notice are being placed before the members at the Annual General Meeting

The copies of relevant documents referred to in the said resolutions are available for inspection by the members electronically. The Members

can send their request at Investors@bluedart.com.

The Board of Directors recommends the resolutions set out at item nos. 5 & 6 for approval by the members.

Except Mr. Balfour Manuel, none of the other Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financial or otherwise, in the resolutions set out at item nos. 5 & 6 of the accompanying Notice.

Item No. 7

Based on recommendation of Nomination & Remuneration Committee and subject to necessary approval by the Members in the Annual General Meeting, the Board of Directors of the Company in its Meeting held on March 15, 2022, re-appointed Mr. Balfour Manuel as Managing Director of the Company for a further period of 5 (five) years with effect from May 16, 2022 to May 15, 2027.

Mr. Balfour Manuel, aged 61 years, a Blue Dart veteran of over 39 years, has been instrumental in the success of Blue Dart from the very beginning of the Company's inception. Prior to his appointment as Managing Director, Balfour was Chief Executive Officer of the Company since January 2019.

Mr. Balfour Manuel holds Master's degree in 'Business Management in Marketing' from the University of Mumbai.

Mr. Balfour Manuel took charge as Managing Director in May 2019 and since then has led the organization successfully with clear strategic vision, focus on customers with inclusive execution of customer centric value propositions, thereby consolidating Blue Dart's leadership position in the market-place. As Managing Director, Mr. Balfour oversees the organization's market-differentiating capabilities which includes an extensive ground network as well as robust air network supported by the organization's own fleet of aircraft which allows access to 35,000+ locations across the nation.

Mr. Balfour Manuel is a passionate believer that people create differentiated experiences; he has constantly propagated 'People-First' philosophy in the organization through encouraging creativity, innovation, entrepreneurship and empowerment.

Under his leadership, Blue Dart remains one of the India's Most Innovative and Awarded Express Logistics Company.

The Board of Directors of the Company has subject to the provisions of Section 196, 197, 198 and 203 and any other applicable provisions if any, of the Companies Act, 2013 (Companies Act) and the rules, circulars, orders and notification issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, re-appointed Mr. Balfour Manuel (DIN 08416666) as the Managing Director of the Company for a further period of 5 (five) years with effect from May 16, 2022 and he is hereby authorized to exercise substantial powers of the management subject to necessary supervision, control and directions of the Board of Directors of the Company and on terms and conditions including remuneration as set out in the Agreement to be entered into between the Company and Mr. Balfour Manuel, Managing Director.

TERMS AND CONDITIONS OF REMUNERATION OF MR. BALFOUR MANUEL AS MANAGING DIRECTOR:

(For the period from May 16, 2022 to March 31, 2023)

Basic - ₹ 14.26 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 the 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 the 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, 2022, upto a maximum of ₹ 147 lakhs.
- (vii) Increment for each year shall be determined by the NRC and subject to approval of Board and members at the General Meeting of members.
- (viii) Entitlement to DPDHL LTI schemes viz; Performance Share Plan (PSP) and Share Matching Scheme (SMS).

In terms of Article 160 of the Articles of Association of the Company, Mr. Balfour Manuel shall not be subject to retirement by rotation during his tenure as Managing Director.

During term of employment of the Managing Director, if in any financial year, the Company has no profits or its profits are inadequate, the remuneration as set out herein above will be paid as minimum remuneration.

The number of Meetings of the Board attended during the financial year 2021-2022: 5 out of 5

Mr. Balfour holds 800 Equity Shares in the Company. He has no relationship with other Directors and 'Key Managerial Personnel' of the Company.

Directorship Membership/ Chairmanship of the Committees of Other Boards:

Sr. No.	Names of the Companies	Designation
1.	Express Industry Council of India	Director
2.	IMC Chamber of Commerce and Industries	Member of Managing Committee

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

A copy of the Agreement referred to in the said resolution is available for inspection by the members through an electronic mode, based on the request being sent on Investors@bluedart.com.

Given his expertise, knowledge and experience and robust performance of the Company amidst pandemic under leadership of Mr. Balfour Manuel, the Board recommends the resolution as set out in item no. 7 of this Notice for approval by members.

Except Mr. Balfour Manuel being the 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. 7.

Item no. 8

As per provisions of Section 149, 150, 152, Schedule IV of the Act read with Rules made thereunder and Regulation 16 and 17 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 [SEBI LODR Regulations] (including any statutory modification(s) or re-enactment(s) made thereof for the time being in force) and pursuant receipt of written notice under Section 160 of the Companies Act, 2013 from a member proposing candidature of office of a Director designated as an Independent Director, the Nomination & Remuneration Committee and the Board of Directors in their meetings held on May 5, 2022 approved and recommended to the Members, the appointment of Mr. Prakash Apte (DIN: 00196106) as an Independent Director, not liable to retire by rotation, for a term of five (5) years commencing from July 28, 2022 to July 27, 2027.

Mr. Prakash Apte has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company. Mr. Apte has also confirmed that he is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority., Mr. Apte has further confirmed that he is in compliance with the Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has received from Mr. Prakash Apte (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, Mr. Prakash Apte is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI LODR Regulations for his appointment as an Independent (Non-Executive) Director of the Company and is Independent of the Management. Mr. Apte would bring with him immense experience to the Company in the areas of Global Business & Strategy, Finance, Governance, Leadership and Personal Values.

Brief resume of Prakash Apte 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. Prakash Apte, aged 67 years, has a B.E. (Mechanical) degree from the University of Pune and holds Diploma in the Business Management from The University of Mumbai. He has attended various executive & leadership development programs at Harvard Business School, INSEAD and IMD. Mr. Apte's professional career spans over 40 years, most of which has been with global multinationals viz; Ciba Geigy, Novartis and Syngenta in various positions related to Specialty Chemicals, Pharma & Agribusiness industries respectively. He was the Country Head & Managing Director of

Syngenta India for over a decade from 2000 to 2011 & thereafter its Non-Executive Chairman till September 2021.

Mr. Apte takes keen interest in developmental initiatives. He was instrumental in setting up Syngenta Foundation India focusing on providing resources to poor farmers & rural entrepreneurship in 2005. In 2016, he catalyzed setting up of the Indo Swiss Centre of Excellence which aims to provide world-class training in advanced vocational skills. Mr. Apte has served on the Boards of both these not-for-profit entities till mid 2021.

Presently, Mr. Apte is Chairman of the Kotak Mahindra Bank Limited. He also serves on the Boards of Kotak Mahindra Life Insurance Company Limited and Fine Organic Industries Limited.

Mr. Apte holds Nil Equity Shares in the Company. He has no relationship with other Directors and 'Key Managerial Personnel' of the Company.

Details of remuneration sought to be paid: Mr. Prakash Apte shall be entitled to receive sitting fees and commission.

Directorship/ Membership/ Chairmanship of Committees of Other Boards:

Sr. No.	Names of the Companies	Designation
1.	Kotak Mahindra Bank Ltd.	Chairman, CSR Committee
		Member, Wilful Defaulters Determination
		Member, Frauds Committee
		Member, Group Risk Management
		Member, Nomination & Remuneration Committee
2.	Kotak Mahindra Life Insurance Limited	Member, Risk Management Committee
		Chairman, Audit Committee
		Chairman, Nomination & Remuneration Committee
		Member, CSR Committee
3.	Fine Organics Limited	Member, With profits policy (asset share /bonus)
		Member, Audit Committee
		Chairman, Risk Management Committee
		Member, CSR Committee
		Member, Stakeholders Relationship Committee

A copy of the draft letter of appointment, setting out terms and conditions of appointment of Mr. Prakash Apte, 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 the association of Mr. Prakash Apte would be of immense benefit to the Company and it is desirable to avail the services of Mr. Prakash Apte as an Independent Director. Accordingly, the Board considers the appointment of Mr. Prakash Apte as an Independent Director for a five (5) years from July 28, 2022 to July 27, 2027 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 Mr. Prakash Apte (proposed appointee) for his appointment are, in any manner, concerned or interested in the resolution as set out in item no. 8 in the accompanying Notice of Annual General Meeting.

Item no. 9

As per provisions of Section 149, 150, 152, Schedule IV of the Act read with Rules made thereunder and Regulation 16 and 17 of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) made thereof for the time being in force) and pursuant to receipt of written notice under Section 160 of the Companies Act, 2013 from a member proposing candidature of office of a Director designated as an Independent Director, the Nomination & Remuneration Committee and the Board of Directors in their meetings held on May 5, 2022, approved and recommended to the Members, the appointment of Ms. Padmini Khare Kaicker (DIN: 00296388) as an Independent Director, not liable to retire by rotation, for a term of five (5) years commencing from July 28, 2022 to July 27, 2027.

Ms. Padmini Khare Kaicker has confirmed that she is not aware of any circumstances or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Ms. Padmini Khare Kaicker has also confirmed that she is not debarred from holding the office of a Director by virtue of any Order passed by SEBI or any such authority. Ms. Padmini Khare Kaicker has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ('IICA').

The Company has received from Ms. Padmini Khare Kaicker (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. Padmini Khare Kaicker is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the SEBI LODR Regulations for her appointment as an Independent (Non-Executive) Director of the Company and is Independent of the Management. Ms. Padmini would bring with her immense experience to the Company in the areas of Strategy, Finance, Risk & Governance.

Brief resume of Ms. Padmini Khare Kaicker 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:

Ms. Padmini Khare Kaicker, aged 57 years, has been in the accountancy profession since 1990 after completing her BSc in Mathematics. Apart

from being a qualified Chartered Accountant from ICAI, she is also a Certified Public Accountant (USA) and a Diploma in Business Finance from Institute of Chartered Financial Analysts of India. Ms. Padmini is well recognised in the profession and has over 24 years of wide and varied experience in serving large and mid-sized clients in a variety of businesses - Manufacturing, Oil and Gas, Banking and Financial services, Insurance, IT, Hospitality, Real estate and Retail sectors. Ms. Padmini is the Managing Partner of B. K. Khare & Co. (the Firm)- one of the leading and reputed Indian Accounting Firms in the profession for more than six decades. Ms. Padmini's experience as an accountant for a cross section of reputed companies enables her to have a wholistic view of an organisation and render appropriate advice not only on Risk and Governance but also on business/organisational matters.

Ms. Padmini has been on Boards, as an Independent Director, in reputed companies such as IndusInd Bank, Gabriel India, etc. Currently, she is an Independent Director on the Boards of Tata Chemicals Ltd., Tata Cleantech Capital Ltd., Rallis India Ltd., Kotak Mahindra Investment Ltd. and J.B. Chemicals and Pharmaceuticals Ltd.

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

Details of remuneration sought to be paid: Ms. Padmini Khare Kaicker shall be entitled to receive sitting fees and commission.

Directorship/ Membership/ Chairmanship of Committees of Other Boards:

Sr. No.	Names of the Companies	Designation
1.	Tata Chemicals Ltd	Chairperson, Audit Committee
		Member, Risk Management Committee
2.	Rallis India Ltd.	Chairperson, Audit Committee
		Member, Nomination & Remuneration Committee
		Member, Risk Management Committee
3.	Tata Cleantech Capital	Chairperson, Audit Committee
		Member, Nomination & Remuneration Committee
		Member, CSR Committee
		Chairperson, IT Strategy Committee
		Member, Asset Purchase Committee
4.	Kotak Mahindra Investments Ltd.	Chairperson, Audit Committee
		Chairperson, IT Strategy Committee
		Member, Nomination & Remuneration Committee
5.	J.B.Chemicals & Pharmaceuticals Ltd.	Chairperson, Audit Committee
		Chairperson, Risk Management Committee
		Member, Compensation Committee (ESOS)
		Member, Share Transfer Committee

Sr. No.	Names of the Companies	Designation
6.	Mumbai Mobile Creches	-

A copy of draft of the letter of appointment setting out terms and conditions of appointment of Ms. Padmini Khare Kaicker 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 association of Ms. Padmini Khare Kaicker would be of immense benefit to the Company and it is desirable to avail her services as an Independent Director. Accordingly, the Board considers the appointment of Ms. Padmini Khare Kaicker as an Independent Director for a term of five (5) years from July 28, 2022 to July 27, 2027 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. Padmini Khare Kaicker (proposed appointee) for her appointment are, in any manner, concerned or interested in the resolution as set out in item no. 9 in the accompanying Notice of Annual General Meeting.

Mumbai,
May 05, 2022

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

**PROFILE OF MS. TULSI NOWLAKHA MIRCHANDANEY, 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)]**

Ms. Tulsi Nowlakha Mirchandaney, aged 71 years is the Managing Director and Accountable Manager of Blue Dart Aviation Ltd., India's only scheduled domestic cargo airline and longest serving private carrier, with a fleet of six Boeing 757 freighters. Blue Dart Aviation is the only cargo airline that has sustained its operations in India for the past 26 years. Ms. Mirchandaney's responsibility spans the organization's flight, security and ground operations, inhouse airframe line and heavy maintenance and ground handling activities with a workforce of over 1100 committed professionals.

Ms. Tulsi Nowlakha Mirchandaney has been actively associated with the airline and express industry in India for 52 years and with Blue Dart group for 26 years, having been involved in the launch of Blue Dart Aviation prior to its inception in 1996. Ms. Mirchandaney launched the airport to airport products, including interline, postmail and charters, which continue to contribute to the company's revenues. She spearheaded First Choice, the Group's continuous improvement programme and was the first Senior Advisor for First Choice in Blue Dart, and initiated the CSR Blue Edge programme. In Blue Dart Aviation, she has been instrumental in bringing about policy changes in civil aviation to acknowledge the contribution of air express and support the distinctive requirements of the cargo airline industry in the country. She has also been responsible for phasing out the classic B737-200 freighters and replacing them with enhanced capacity and the more fuel efficient fleet of B757 freighters, and expanding the company's dedicated infrastructure across its 7 operating airports. During the entire Covid-19 pandemic and lockdown, in collaboration with the Ministry of Civil Aviation, she led Blue Dart Aviation's active participation in the Lifeline Udaan programme, ensuring the air infrastructure lifeline with uninterrupted scheduled operations, and initiating international charter operations to bring in emergency supplies in the service of the nation during its most critical period. The international charter operations continue to augment the reduced international air cargo capacity to the present day, providing Blue Dart Aviation with an international presence in non-scheduled operations. Ms. Mirchandaney has an MBA degree in International Aviation from Concordia University, Montreal. She

was the Co-Chair of the CII National Committee on Civil Aviation for the years 2019-20 and 2020-21, is currently the Co-Chair of the CII National Committee on Logistics for the year 2021-22, and is a member of the Governing Council of the BITS School of Management. She has been felicitated by the Ministry of Civil Aviation and Women in Aviation for her Contribution to Civil Aviation in the country.

Details of remuneration sought to be paid – No remuneration is drawn by Ms. Tulsi Nowlakha Mirchandaney.

Date of first appointment on the Board: October 17, 2017

The number of Meetings of the Board attended during the year: 5 (Five)

Directorship/ Membership/ Chairmanship of Committees of Other Boards:

Sr. No	Names of the Companies	Designation
1.	Blue Dart Aviation Limited	Managing Director
2.	Blue Dart Aviation Limited	Member, CSR Committee
3.	Confederation of Indian Industry	Co- Chairperson on CII National Committee of Civil Aviation
4.	Rajiv Gandhi National Aviation University	Member of Board of Affiliation and Recognition (BAR)
5.	BITS School of Management (BITSOM)	Governing Council Member
6.	Confederation of Indian Industry	Co- Chairperson on CII National Committee on Logistics

Shareholding in the Company as on March 31, 2022: Nil

Ms. Tulsi Nowlakha Mirchandaney and any of the other Directors, Manager or Key Managerial Personnel of the Company do not have any inter-se relationship.