

BLUE DART

EXPRESS LIMITED

NOTICE

NOTICE is hereby given that Twenty Eighth Annual General Meeting of Blue Dart Express Limited will be held on Wednesday, July 31, 2019 at 4:30 p.m. at Chancellor I, Hotel Hilton Mumbai International Airport, Sahar Airport Road, Andheri (E), Mumbai 400 099, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt;
 - a) the Audited Financial Statements of the Company for the financial year ended March 31, 2019, 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, 2019, together with the Report of the Auditors thereon.
2. To declare Dividend on Equity Shares for the financial year ended March 31, 2019.
3. To appoint a Director in place of Ms. Tulsi N. Mirchandaney (DIN: 01842520) who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Kenneth Allen (DIN 08376337) who has been appointed as an Additional Director of the Company with effect from March 11, 2019 by the Board of Directors of the Company pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 147 of the Articles of Association of the Company and who holds 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 the basis of recommendation of the Nomination & Remuneration Committee and approval of the Board, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

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

- 6 (a) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Balfour Manuel (DIN: 08416666) who has been appointed as an Additional Director of the Company with effect from May 16, 2019 by the Board of Directors of the Company pursuant to the provisions of Sections 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 147 of the Articles of Association of the Company and who holds 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 the basis of recommendation of the Nomination & Remuneration Committee and approval of the Board, be and is hereby appointed as a Director of the Company not liable to retire by rotation.”

- 6 (b) To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

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

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

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

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

“RESOLVED THAT pursuant to the provisions of Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued vide SEBI Notification dated May 09, 2018, (including any statutory amendment(s) or modification(s) thereto or re-enactment(s) thereof for the time being in force) and subject to such other applicable laws, rules, regulations etc. as may be applicable in this regard, and pursuant to the recommendation and approval of the Nomination & Remuneration Committee and the Board of Directors, consent of the members be and is hereby accorded to continue the appointment of Air Marshal

M. McMahon (Retd.) (DIN: 00234293), as a Non-Executive Independent Director of the Company on his attaining the age of 75 years from the period beginning from September 27, 2019 until the expiry of his tenure on February 9, 2022 as per the terms of appointment thereof.

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

Mumbai,
May 16, 2019

By Order of the Board
sd/-

Tushar Gunderia
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. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF /HERSELF AND PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to submit to the Company, a certified true copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business as set out in Item Nos. 4 to 7 and relevant details in respect of Item no. 3 pursuant to the Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standard on General Meeting (SS-2) are annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, July 24, 2019 to Wednesday, July 31, 2019 (both days inclusive) for the purpose of determining eligibility of members entitled to dividend.
5. Dividend as may be declared shall be payable to Members of the Company whose names appear:
 - (a) as Beneficial Owners as at the close of the business hours on Tuesday, July 23, 2019 as per the details to be furnished by the National Securities Depository Limited and Central Depository Services (India) Limited in respect of shares held in electronic form; and
 - (b) as members in the Register of Members of the Company as on Tuesday, July 23, 2019.
6. 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 and December 2010 to "The Investors

Education and Protection Fund" (IEPF) established by the Central Government.

7. 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 shareholder for a period of seven consecutive years shall be transferred to 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, and December 31, 2010 were transferred to the IEPF Account in November, 2017 and May 2018 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>.

8. All members who have either not received or have not yet encashed their dividend warrant(s) for the financial year December 2011 till the period ended March 31, 2018 and Interim Dividend for the financial year ended March 31, 2014, 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.
9. 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.
10. Members desirous of getting any information about accounts of the Company are requested to send their queries at the Registered Office 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.
11. Members are requested to bring their copy of the Annual Report at the Meeting.
12. The members/proxies should bring attendance slips duly filled in and signed for attending the meeting and handover the same at the entrance of the Hall.

13. 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.
14. SEBI has decided that securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019. In view of above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
15. Members of the Company had approved the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, as the Statutory Auditors at the Twenty Sixth Annual General Meeting of the Company 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 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.
16. Electronic copy of the Annual Report for 2018-2019 along with the Notice, Attendance Slip and Proxy Form are being sent to all the members whose e-mail Ids are registered with the Company/ Depository Participant(s) for communication purpose, unless any member has requested to provide him physical copy of the Annual Report. For members who have not registered their e-mail address, physical copies Annual Reports for 2018-2019 are being sent to them in the permitted mode.
17. To support 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with the Registrar & Transfer Agent viz; Link Intime India Pvt. Ltd.
18. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2018-2019 will also be available on the Company's website viz; www.bluedart.com. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mumbai for inspection during normal business hours on working days excluding Sunday(s) and Public Holiday(s) upto and at the Annual General Meeting.
- Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same.
19. The Notice of AGM of the Company can be downloaded from www.bluedart.com.
20. The route map showing directions to reach the venue of the 28th Annual General Meeting is annexed.
21. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rules framed thereunder and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Members are provided with the facility to cast their votes electronically, through remote e-voting services provided by the Link Intime India Private Limited (LI IPL) on all resolutions set forth in this Notice.
- The Instructions for shareholders to vote electronically are as under :
- i. The voting period begins on Thursday, July 25, 2019 (9.00 a.m. IST) and ends on Tuesday, July 30, 2019 (5.00 p.m. IST). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 23, 2019, may cast their votes electronically. The remote e-voting module shall be disabled by LI IPL for voting thereafter.
 - ii. Log-in to e-Voting website of Link Intime India Private Limited (LI IPL).
 - iii. Visit the e-voting system of LI IPL. Open web browser by typing the following URL: <https://instavote.linkintime.co.in>.
 - iv. Click on "Login" tab, available under 'Shareholders' section.
 - v. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT".
 - vi. Your User ID details are given below:
 - a. Shareholders holding shares in demat account with NSDL: Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. Shareholders holding shares in demat account with CDSL: Your User ID is 16 Digit Beneficiary ID
 - c. Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company
 - vii. Your Password details are given below:
If you are using e-Voting system of LI IPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:
Click on "Sign Up" tab available under 'Shareholders' section register your details and set the password of your choice and

confirm (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

	For Shareholders holding shares in Demat Form or Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (applicable for both demat shareholders as well as physical shareholders). <ul style="list-style-type: none"> Members who have not updated their PAN with depository Participant or in the company record are requested to use the sequence number which is printed on Ballot Form / Attendance Slip indicated in the PAN Field.
DOB/ DOI	Enter the DOB (Date of Birth)/ DOI (Date of Incorporation) as recorded with depository participant or in the company record for the said demat account or folio number in dd/mm/yyyy format.
Bank Account Number	Enter the Bank Account number as recorded in your demat account or in the company records for the said demat account or folio number. <ul style="list-style-type: none"> Please enter the DOB/ DOI or Bank Account number in order to register. If the above mentioned details are not recorded with the depository participants or company, please enter Folio number in the Bank Account number field as mentioned in instruction (vi-c).

viii. If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

ix. If Shareholders holding shares in Demat Form or Physical Form have forgotten password: Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

x. In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

xi. For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

xii. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

xiii. Cast your vote electronically

xiv. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View "Event No" of the company, you choose to vote.

xv. On the voting page, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting. Cast your vote by selecting appropriate option i.e. Favour/Against as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'. You may also choose the option 'Abstain' and the shares held will not be counted under 'Favour/Against'.

xvi. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

xvii. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "YES", else to change your vote, click on "NO" and accordingly modify your vote.

xviii. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

xix. You can also take the printout of the votes cast by you by clicking on "Print" option on the Voting page.

xx. General Guidelines for shareholders:

a) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

b) During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular "Event".

c) Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

d) In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions ("FAQs") and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : 022 - 49186000.

Other instructions:

- (i) 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 23, 2019.
- (ii) Mr. Nilesh Shah, Practicing Company Secretary (Membership No. FCS - 4554), failing him Ms. Hetal Shah (FCS - 8063) has been appointed as the scrutinizer to scrutinize the voting at the Annual General Meeting and remote e-voting process in a fair and transparent manner.
- (iii) The facility for voting, either through electronic voting system or ballot or polling paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the meeting.
- (iv) Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

(v) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bluedart.com and on the website of Link Intime India Private Limited (<https://instavote.linkintime.co.in>) and communicated to the BSE Limited (BSE), and the 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.

(vi) Any person who acquires shares of the Company and becomes member of the Company after dispatch of the Notice and holding shares as on the cut -off date i.e. July 23, 2019 may follow the same procedure as mentioned above for e-Voting. However, if you are already registered with Link Intime India Private Limited (<https://instavote.linkintime.co.in>) for remote e-voting then you can use your exiting password for casting your vote.

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Pvt. Ltd.,
C- 101, First Floor, 247 Park,
LBS Marg, Vikhroli West,
Mumbai - 400 083

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 item no. 7 of the accompanying Notice dated May 16, 2019.

Item No. 4

Mr. Kenneth Allen was appointed by the Board of Directors of the Company as an Additional Director with effect from March 11, 2019 and holds the 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. Kenneth Allen as a candidate for the office of Director of the Company. The Nomination & Remuneration Committee and the Board of Directors have also recommended and approved appointment of Mr. Kenneth Allen as a Director of the Company.

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

Mr. Kenneth Allen, aged 63 years, is the CEO of DHL eCommerce Solutions. He has been a Corporate Board Member of the Deutsche Post DHL Group since 2009. He became Board Member for DHL eCommerce Solutions with effect from January 1, 2019, and his new assignment includes the 'Parcel Europe and Ecommerce' businesses. Apart from keeping the responsibility for Customer Solutions & Innovation (CSI), Mr. Allen leads the further development of the overall e-commerce strategy for the Group.

Mr. Kenneth Allen successfully shaped the Express strategy and led the division to an unparalleled growth trajectory by unlocking its revenue and profit potential. With relentless focus on the core principles of the customer centricity, employee engagement and profitable growth, Mr. Allen established truly world-class processes within the Express division.

Details of remuneration sought to be paid - NIL

The number of Meetings of the Board attended during the year: Not Applicable.

Directorship of other Companies; NIL

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

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

Except Mr. Kenneth Allen, 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. R.S. Subramanian was appointed by the Board of Directors of the Company as an Additional Director with effect from March 27, 2019 and holds the 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. R.S. Subramanian as a candidate for the office of Director of the Company. The Nomination & Remuneration Committee & the Board of Directors have recommended and approved appointment of Mr. R.S. Subramanian as a Director of the Company.

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

Mr. R. S. Subramanian is currently the Senior Vice President and Country Manager for DHL Express India, and a member of the DHL Asia Pacific Management Board.

With over 25 years of experience, he has extensive knowledge in sales, strategy and marketing. His vast experience has led him to manage several key responsibilities within DHL Express. Mr. Subramanian joined DHL Express as the Head of Sales and subsequently moving on to the position of the Vice President, RoSA wherein he was handling DHL Express operations in Pakistan, Bangladesh, Sri Lanka, Nepal, Maldives and Bhutan. He assumed role of the Country Manager in 2010 for the business in India and successfully led several key projects.

Mr. Subramanian's strong business acumen has led him to building successful teams, adoption of best in class initiatives and building cost efficiencies which have resulted in the India business growing significantly in the region. He has been driving force behind DHL Express India being recognized as an industry leader, having both the best in class industry and people practices.

Mr. Subramanian holds a Bachelor's degree in Engineering and a Masters in Management from IIM – Bangalore. Prior to DHL, he spent 14 years with Hindustan Unilever Ltd in a variety of sales and marketing roles. He is Gold Certified in First Choice which is Deutsche Post DHL's internal quality programme based on the Six-Sigma DMAIC methodology.

Mr. Subramanian is Vice Chairman of the Express Industry Council of India and a Member of the Management Committee of the Indo-German Chamber of Commerce.

Details of remuneration sought to be paid - NIL

The number of Meetings of the Board attended during the year: Not Applicable

Directorship of other Companies:

1. DHL Express (India) Pvt. Ltd.
2. Indo German Chamber of Commerce
3. Express Industry Council of India (EICI)

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

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

Except Mr. R.S. Subramanian, 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 (a) & (b)

Based on the recommendation of the Nomination & Remuneration Committee and subject to necessary approval by the Members in the General Meeting, the Board of Directors of the Company in its Meeting held on May 16, 2019, appointed Mr. Balfour Manuel as Managing Director of the Company for a period of 3 (three) years with effect from May 16, 2019 to May 15, 2022.

Brief Profile of Mr. Balfour Manuel stated hereunder:

Mr. Balfour Manuel was appointed as Chief Executive Officer (CEO) of the Company with effect from January 23, 2019.

Mr. Balfour Manuel, a Blue Dart veteran of over 35 years, has been instrumental in the success of Blue Dart from the very beginning of the company's inception. A longtime employee of the company, Mr. Balfour Manuel prior to his appointment as CEO, was Senior Vice President in charge of Blue Dart's business-to-business customers, a cornerstone of Blue Dart's customer base.

Prior to this, he also held a key general management position where he was responsible for the growth and development of Blue Dart's business in the Western region in India.

Mr. Balfour Manuel holds a Masters in Business Management in Marketing from University of Mumbai.

The Board of Directors of the Company has subject to provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, appointed Mr. Balfour Manuel as Managing Director for a period of 3(three) years

with effect from May 16, 2019 on remuneration terms and broad terms and conditions detailed hereunder as recommended by Nomination & Remuneration Committee and Board of Directors in their meetings held on May 16, 2019.

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

(for the period from May 16, 2019 to March 31, 2020)

Basic	- ₹ 6.00 Lakhs per month
House Rent Allowance	- ₹ 0.40 Lakhs per month
Special Allowance	- ₹ 2.82 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 a combination of both.
- (iii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (iv) Encashment of an unavailed leave at the end of each year as per Company Policy.
- (v) Telephone expenses.
- (vi) A chauffeur – driven vehicle or transport allowance as per Company Policy.
- (vii) Coverage under Company's Group Insurance Cover.
- (viii) The Managing Director shall be entitled to an 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, 2019, upto a maximum of Rs. 84.00 lakhs.
- (ix) Increment for each year shall be determined by the 'Nomination and Remuneration Committee' and which shall be subject to approval of the Board of Directors and members of the Company at the General Meeting of members.
- (x) Entitlement to LTI as per LTI scheme.

During the term of employment of the Managing Director, if in any financial year, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule V of the Companies Act, 2013 unless otherwise approved by such Statutory Authority, if any, as may be required remuneration shall be paid as per the conditions and monetary ceiling provided under Section 197 and Schedule V to the Companies Act, 2013 or any re-enactment thereof. Severance term agreed between the Company and Managing Director is six months notice or payment of six months' salary in lieu thereof.

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.

The number of Meetings of the Board attended during the year: Not Applicable

Directorship Membership/ Chairmanship of Committees of Other Boards:

Sr. No.	Names of the Companies	Designation
1.	Express Industry Council of India	Director

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.

A copy of the draft of the Agreement referred to in the said resolution is available for inspection by the members at the Registered Office of the Company on any working day excluding public holidays and Sundays, between 11.00 A.M. to 1.00 P.M. upto and including the date of Annual General Meeting and the same is also available for inspection by the members at the Annual General Meeting.

In compliance with the applicable provisions of the Companies Act, 2013, an Ordinary Resolution as per the terms set out in Item No. 6(a) and 6(b) of the accompanying Notice is being placed before the members in the Annual General Meeting.

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. 6(a) and 6(b).

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

Item No. 7

As per the provisions of Sections 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 5 (Five) consecutive years commencing from February 10, 2017 to February 9, 2022.

SEBI vide its circular dated May 09, 2018 has amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has now mandated all the Listed Companies vide regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) (Amendment) Regulations, 2018 to obtain shareholders' approval vide special resolution for appointment/ continuance of appointment of any non-Executive Director who has attained the age of 75 years, w.e.f. April 01, 2019.

Since Air Marshal M. McMahon (Retd.) would be attaining the age of 75 years on September 27, 2019, consent of the Members by way of Special Resolution is 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 continuance of his appointment as an Independent Director of the Company on his attaining age of 75 years for the period with effect from September 27, 2019 till the expiry of his tenure i.e. February 9, 2022.

Air Marshal M. McMahon (Retd.) is a member of the Risk Management Committee and Stakeholders Relationship Committee and has been rendering valuable advice and guidance to the Board of Directors and Management from time to time. Air Marshal M. McMahon (Retd.) also constructively debated with other Independent Directors, leveraging range of their skills and experience to drive the Board's performance. Based on performance appraisal criteria viz; efficiency of meetings, time and focus given to particular areas, information issues, corporate governance standards etc., it was concluded that Air Marshal M. McMahon's (Retd.) contribution to the performance of the Board was effective and valuable.

Accordingly, based on performance evaluation of Air Marshal M. McMahon (Retd.), the Board of Directors of the Company ('the Board') at its Meeting held on May 16, 2019 and on recommendation of the Nomination & Remuneration Committee and subject to approval of the Members, approved and recommended continuation of appointment of Air Marshal M. McMahon (Retd.) on his attaining the age of 75 years as on September 27, 2019 till February 9, 2022 as set out in the respective Resolutions 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 Regulations 16 and 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In the opinion of the Board, Air Marshal M. McMahon (Retd.) fulfils the conditions specified under the Companies Act, 2013 and Companies (Amendment) Act, 2017 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 and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meeting are provided below.

Air Marshal M. McMahon (Retd.) 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.

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.):

₹ 2,40,000/- (Sitting fees for the period from April 01, 2018 upto March 31, 2019).

₹ 18,00,000/- (Commission for the financial year 2017-2018)

The number of Meetings of the Board attended during the year: 6 (For the period April 01, 2018 to March 31, 2019).

Directorship/ Membership/ Chairmanship of Committees of Other Boards:

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

Given his expertise, knowledge and experience, the Board considers that the 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 continuation of Air Marshal M. McMahon (Retd.) on his attaining 75 years of age, as an Independent Director to be in the best interest of the Company and accordingly, recommends the resolutions at no. 7 as set out in the accompanying Notice for approval of the Members as a special resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives, other than Air Marshal M. McMahon (Retd.) for his continuation is, in any manner concerned or interested financial or otherwise in the resolution as set out at Item no. 7 in the accompanying Notice of Annual General Meeting.

Mumbai,

May 16, 2019

By Order of the Board

sd/-

Tushar Gunderia

Company Secretary

Membership No. F5508

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

Ms. Tulsi Nowlakha Mirchandaney is Managing Director and Accountable Manager of Blue Dart Aviation, India's only domestic cargo airline and South Asia's largest, with a fleet of six Boeing 757 freighters. Ms. Tulsi has been actively associated with the airline and express industry in India for over 46 years and with Blue Dart for 23 years, having been involved with the launch of Blue Dart Aviation prior to its inception in 1996. Ms. Tulsi was responsible for setting up the air cargo products, interline arrangements and major contracts including Postmail and initiating charter operations. Ms. Tulsi spearheaded First Choice, the Group's continuous improvement programme and was the first Senior Advisor for First Choice in Blue Dart. 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.

Ms. Tulsi has an MBA degree in International Aviation from Concordia University, Montreal and has been felicitated by the Ministry of Civil Aviation for her contribution to Civil Aviation in the country.

Ms. Tulsi Nowlakha Mirchandaney is not a member of any other committee, as contemplated under Regulation 26 of, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and does not hold any shares in the Company.

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

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

Directorship/ Membership/ Chairmanship of Committees of Other Boards:

Sr. No.	Names of the Companies	Designation
1.	Blue Dart Aviation Limited	Director

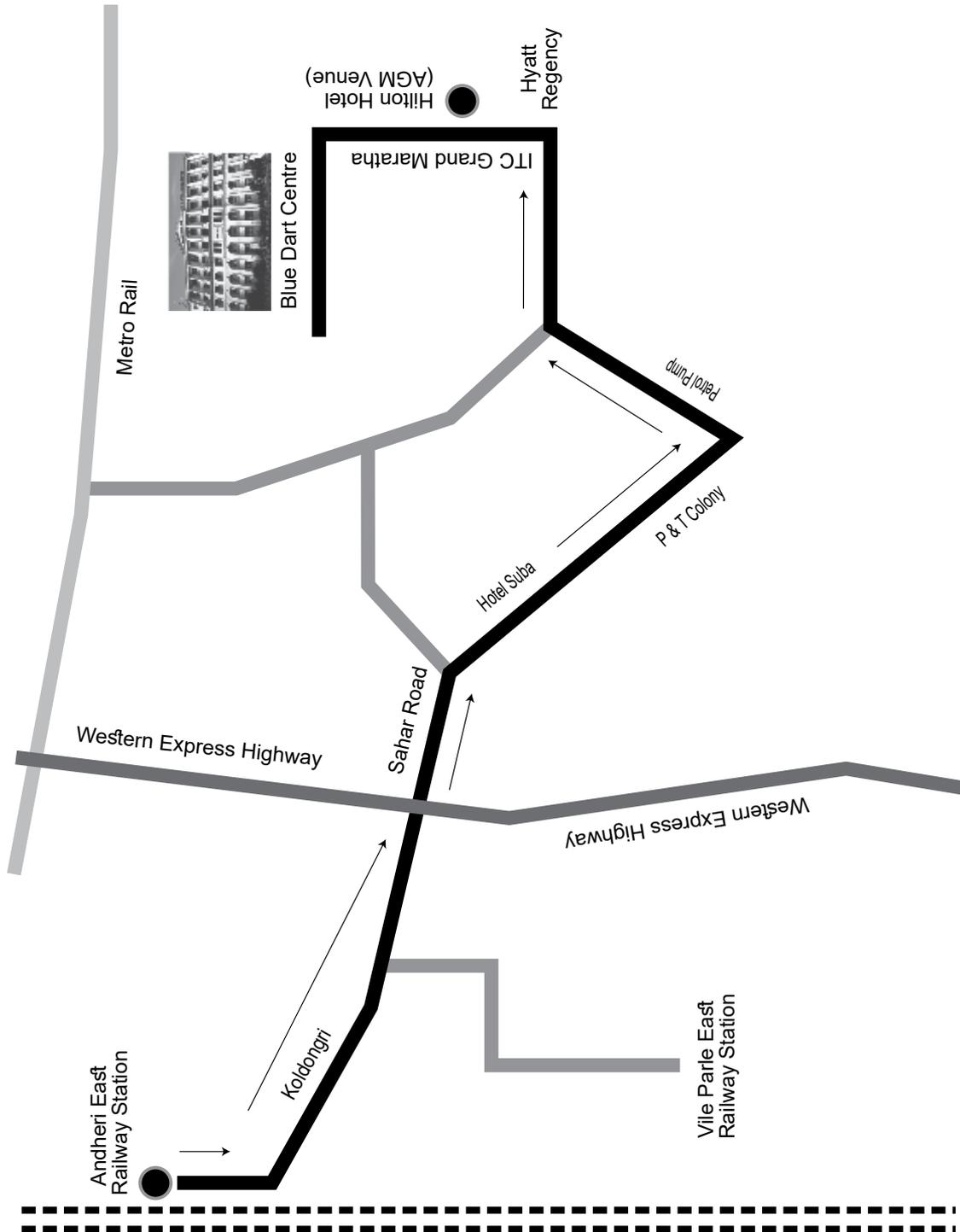
Ms. Tulsi N. Mirchandaney and any of the other Directors, Manager or Key Managerial Personnel of the Company do not have any inter-se relationship.

Route Map to the AGM Venue

Venue : Chancellor I, Hotel Hilton Mumbai International Airport, Sahar Airport Road, Andheri (E), Mumbai 400 099

Landmark : Opposite ITC Grand Maratha

Date & Time : Wednesday, July 31, 2019 at 4.30 p.m.



BLUE DART EXPRESS LIMITED

Registered Office: Blue Dart Centre, Sahar Airport Road, Andheri (East), Mumbai 400 099
 Phone: +91-22-2839 6444 | Fax: +91-22-2824 4131 | CIN: L61074MH1991PLC061074
 www.bluedart.com | Email: communications@bluedart.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
 (Management and Administration) Rules, 2014 - Form No. MGT-11]

Name of the member(s) :

Registered Address :

E-mail ID :

Folio No. / Client ID No. :

I/We, being the member(s) of Blue Dart Express Ltd. holding shares of the above named company, hereby appoint

1. Name : Email ID :
 Address :
 Signature :, or failing him/her
2. Name : Email ID :
 Address :
 Signature :, or failing him/her
3. Name : Email ID :
 Address :
 Signature :

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/our behalf at the Twenty Eighth Annual General Meeting of the Company, to be held on Wednesday, July 31, 2019 at 4.30 p.m at Chancellor I, Hotel Hilton Mumbai International Airport, Sahar Airport Road, Andheri (East), Mumbai 400 099 and at any adjournment thereof in respect of such resolutions as is indicated below:

Sr. No.	RESOLUTIONS	Optional*	
		For	Against
	ORDINARY BUSINESS		
1	a) Adoption of Audited Financial Statements of the Company for the year ended March 31, 2019, Report of Board of Directors and Auditors. b) Adoption of Audited Consolidated Financial Statements of the Company for the year ended March 31, 2019, together with Report of Auditors.		
2	Declaration of Dividend on Equity shares for the Financial year ended March 31, 2019.		
3	Re-appointment of Ms. Tulsi N. Mirchandaney (DIN: 01842520) as a Director, liable to retire by rotation.		
	SPECIAL BUSINESS		
4	Approval for Appointment of Mr. Kenneth Allen (DIN: 08376337) as a Director, liable to retire by rotation		
5	Approval for Appointment of Mr. R. S. Subramanian (DIN: 02946608) as a Director, liable to retire by rotation		
6	a) Approval for Appointment of Mr. Balfour Manuel (DIN: 08416666) as a Director, not liable to retire by rotation b) Approval for appointment of Mr. Balfour Manuel (DIN: 08416666) as a Managing Director for a period of 3 years with effect from May 16, 2019		
7	Approval for continuance of appointment of Air Marshal M. McMahon (DIN: 00234293) as Independent Director on his attaining the age of 75 years		

Signed this day of 2019

Signature of shareholder : Signature of Proxy holder(s) :

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. *It is optional to put (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. For the Resolutions, Explanatory Statements and Notes, please refer to the Notice of 28th Annual General Meeting.
5. The Company reserves its right to ask for identification of the Proxy.
6. The proxy form should be signed across the Revenue Stamp as per specimen signature(s) registered with the Company /depository participant.

Affix
Revenue
Stamp