

BLUE DART

EXPRESS LIMITED

NOTICE

NOTICE is hereby given that Twenty Second Annual General Meeting of the Company will be held on Tuesday, July 23, 2013 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 the Audited Balance Sheet as at March 31, 2013 and the Statement of Profit & Loss Account for fifteen months period ended on that date together with the Reports of Directors and Auditors thereon.
2. To declare a Dividend on Equity Shares for fifteen months period ended March 31, 2013.
3. To appoint a Director in place of Mr. Sharad Upasani who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration.

SPECIAL BUSINESS:

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

“RESOLVED THAT in partial modification of earlier Resolutions passed at the Twenty First Annual General Meeting of the Company held on April 24, 2012 and pursuant to the provisions of Sections 198, 269, 309, 310, 311 and other applicable provisions, if any, of the Companies Act, 1956, (the Act) read with Schedule XIII of the said Act (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in terms of recommendation of the ‘Compensation Committee’ and as approved by the Board of Directors, approval of Members of the Company be and is hereby accorded to revise remuneration of Mr. Anil Khanna, Managing

Director, for the period from April 1, 2013 to March 31, 2014, as set out in the Supplementary Agreement (the Agreement) to be entered into between the Company and Mr. Anil Khanna, Managing Director, the draft whereof is placed before this meeting and for the purpose of identification, initialled by the Chairman, 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 the Managing Director.

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, 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 Section II of Part II of Schedule XIII to the Companies Act, 1956 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.”

Mumbai,
May 2, 2013

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

By Order of the Board
sd/-
Tushar Gunderia
Company Secretary

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.**
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to the Special Business as set out in item no. 5 and relevant details in respect of item no. 3 pursuant to the provisions of Clause 49 of the Listing Agreement, is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from July 16, 2013 to July 23, 2013 (both days inclusive) for the purpose of determining eligibility of members entitled to dividend.
4. 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 business hours on July 15, 2013 as per the details to be furnished by the National Securities Depository Limited and the 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 after giving effect to valid share transfers in physical form lodged with the Company on or before July 15, 2013. Transfer Documents received after July 15, 2013 will not be considered for the aforesaid purposes.
5. 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 and 2004-2005 to "The Investors Education and Protection Fund" established by the Central Government.
6. All members who have either not received or have not yet encashed their dividend warrant(s) for the financial year December 2005 till the period ended December 31, 2011, 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.
7. Members are requested to furnish their Bank Account details, change of address etc. to the Company's Registrar and Transfer Agents 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.
8. 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 the meeting so that requisite information can be readily made available at the meeting.
9. Members are requested to bring their Annual Reports at the Meeting.
10. 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.

REGISTRAR & SHARE TRANSFER AGENT:

Link Intime India Pvt. Ltd.,
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W),
Mumbai 400 078.

**PROFILE OF MR. SHARAD UPASANI, DIRECTOR RETIRING BY ROTATION AND SEEKING
RE-APPOINTMENT
(Pursuant to Clause 49 of the Listing Agreement)**

Mr. Sharad Upasani has been appointed as the Chairman of the Board of Directors of the Company with effect from December 21, 2007. Mr. Sharad Upasani holds a Masters in Commerce and LLB degree from Mumbai University, besides an MBA degree from USA. He has varied experience in Administration and had the opportunity to work both in the State and Central Government and Public Sector Corporations. He has worked as Secretary of Industry Department, Maharashtra State and as a Managing Director of Maharashtra State Finance Corporation, Chairman of Maharashtra State Textile Corporation and Vice-Chairman of Maharashtra State Road Transport Corporation. He retired as Chief Secretary, Government of Maharashtra.

At the Central level, he has worked in the Finance Ministry, Industry Ministry and Information & Broadcasting Ministry.

He was also Chairman of the Company Law Board and Chairman of the Bureau of Costs and Prices, New Delhi. He was also Chairman of Film Certification Board, Mumbai and Vice-Chancellor of Agricultural University, Akola, Maharashtra.

Mr. Upasani was also on deputation to the International Monetary Fund, Washington from 1974 to 1978. He is a member of the Bar Council of Maharashtra and Goa. After retirement from

the Government Service as a Chief Secretary, Government of Maharashtra, he is now consulting on matters related to Corporate Law and acts as an Arbitrator in corporate disputes.

Mr. Sharad Upasani is the Vice Chairman and Member of Council of Management of M. Visvesvaraya Industrial Research & Development Centre, World Trade Centre, Mumbai.

Directorship in other Companies:

1. Indoco Remedies Limited.
2. M. Visvesvaraya Industrial Research & Development, Centre, Vice Chairman and Member.

Mr. Sharad Upasani, Chairman is not a member of any other Committees as contemplated under Clause 49 of the Listing Agreement, other than a member of the Audit Committee and the Compensation Committee of Blue Dart Express Ltd. and does not hold any shares in the Company.

Mr. Sharad Upasani and any of the other Directors of the Company do not have any inter-se relationship.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956.

As required under the provisions of Section 173 (2) of the Companies Act, 1956, the following Explanatory Statement sets out all material facts relating to the business mentioned under item No. 5 of accompanying Notice dated May 2, 2013.

Item No. 5

Subject to necessary approval by the Members at the Annual General Meeting and on recommendation of the Compensation Committee in its meeting held on May 2, 2013 and approval of the Board of Directors in its meeting held on May 2, 2013, revised remuneration terms of Mr. Anil Khanna as the Managing Director for the period from April 1, 2013 to March 31, 2014 are as under:

Basic	- ₹ 8.18 lacs per month
House Rent Allowance	- ₹ 0.825 lacs per month
Special Allowance	- ₹ 2.09 lacs per month
Sr. Management Allowance	- ₹ 0.856 lacs per month

The Managing Director shall be entitled to an incentive payment based on the achievement of profitability levels for the calendar year ended December 31, 2013 upto a maximum of ₹ 75 lacs as may be decided by the Board of Directors from time to time.

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

During the term of employment of the Managing Director, if in any financial year, the Company does not earn any profits or earns an inadequate profits as contemplated under the provisions of Schedule XIII of the Companies Act, 1956, unless otherwise approved by any Statutory Authority, the remuneration shall be paid as per the

conditions and monetary ceiling prescribed in Schedule XIII of the Companies Act, 1956 or any re-enactment thereof.

This Explanatory Statement be treated as an abstract under Section 302 of the Companies Act, 1956, of the Supplementary Agreement to be entered into between the Company and Mr. Anil Khanna.

A copy of the draft of the Supplementary 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.

In compliance with the applicable provisions of the Companies Act, 1956, Ordinary Resolution as per the terms set out in Item No. 5 of the accompanying Notice is being placed before the members in the Annual General Meeting.

None of the Directors of the Company except Mr. Anil Khanna are, in any way, concerned or interested in the resolution.

The Directors recommend the resolution for approval by members.

Mumbai,
May 2, 2013

By Order of the Board
sd/-

Tushar Gunderia
Company Secretary

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

BLUE DART EXPRESS LIMITED

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Regd. Office : Blue Dart Centre, Sahar Airport Road, Andheri (E), Mumbai 400 099.

ATTENDANCE SLIP

I certify that I am the member/proxy for the member of the Company. I hereby record my presence at the 22nd Annual General Meeting of the Company to be held at Chancellor I, Hotel Hilton Mumbai International Airport, Sahar Airport Road, Andheri (E), Mumbai 400 099 on Tuesday, July 23, 2013 at 4.30 p.m.

DP ID No. _____ Client ID No. _____

Ledger Folio No. _____ No. of Shares _____

Name _____ Signature _____

BLUE DART EXPRESS LIMITED

BLUE DART EXPRESS LIMITED

Regd. Office : Blue Dart Centre, Sahar Airport Road, Andheri (E), Mumbai 400 099.

PROXY FORM

I / We _____ of
_____ in the district of _____ being a member(s) of the above named Company,
hereby appoint _____ of _____ in the district of _____
or failing him _____ of _____ in the district of _____
as my / our proxy to attend and vote for me / us and on my / our behalf at the 22nd Annual General Meeting of the Company to be held on
Tuesday, July 23, 2013 and at any adjournment thereof.

DP ID No. _____ Client ID No. _____

Ledger Folio No. _____ No. of Shares _____

Signed this _____ day of _____ 2013.

Affix
15 paise
Revenue
Stamp

Signature

Notes:

1. This form duly completed should be deposited at the Registered Office of the Company at Mumbai not later than 48 hours before the time of the meeting.
2. The Company reserves its right to ask for identification of the proxy.
3. A Proxy cannot speak at the meeting and cannot vote on a show of hands.