

BLUE DART EXPRESS LIMITED

NOTICE

NOTICE is hereby given that Twenty Seventh Annual General Meeting of Blue Dart Express Limited will be held on Tuesday, July 31, 2018 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, 2018, 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, 2018, together with the Report of the Auditors thereon
2. To declare Dividend on Equity Shares for the financial year ended March 31, 2018.
3. To appoint a Director in place of Mr. Malcolm Monteiro (DIN: 00089757) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT Mr. Charles Brewer (DIN: 07854413) who has been appointed as an Additional Director of the Company with effect from July 28, 2017 by the Board of Directors of the Company pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 147 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, under the provisions of Section 160 of the Companies Act, 2013 and who being eligible for appointment to the office of Director and on the basis of recommendation of Nomination & Remuneration Committee and approval of the Board, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

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

“RESOLVED THAT Ms. Tulsi Nowlakhia Mirchandaney (DIN: 01842520) who has been appointed as an Additional Director of the Company with effect from October 17, 2017 by the Board of Directors of the Company pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to Article 147 of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, under the provisions of Section 160 of the Companies Act, 2013 and who being eligible for appointment to the office of Director and on the basis of recommendation of Nomination & Remuneration Committee and approval of the Board, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. 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 re-appointment of Mr. Anil Khanna (DIN 01334483) as the Managing Director of the Company for a further period of 3 (three) years commencing from February 21, 2018 and on terms and conditions including remuneration as set out in the Agreement to be entered into between the Company and Mr. Anil Khanna, Managing Director, 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 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 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 (a) 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 (which will be effective from April 01, 2019) 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 Mr. Sharad Upasani (DIN: 01739334), as a Non-Executive Independent Director of the Company beyond the age of 75 years from the period beginning from April 1, 2019 until the expiry of his tenure on July 22, 2024 as per the terms of appointment and renewal 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."

- 7 (b) To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 ('the Rules'), Regulation 16 and 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or any amendment(s) thereto or any substitution(s) or any re-enactment(s) thereof for the time

being in force, Mr. Sharad Upasani (DIN: 01739334), aged 79 years whose term of office expires on July 22, 2019 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and who is eligible for re-appointment and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act, proposing his candidature for the office of a Director and on the basis of approval received by the Nomination & Remuneration Committee and Board of Directors, be and is hereby re-appointed for a second term as an Independent Director of the Company, not liable to retire by rotation, to hold office for further period of 5 (Five) consecutive years commencing from July 23, 2019 till July 22, 2024.

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,
June 18, 2018

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 provisions 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 Tuesday, July 24, 2018 to Tuesday, July 31, 2018 (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 Monday, July 23, 2018 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 after giving effect to valid share transfers in the physical form lodged with the Company on or before Monday, July 23, 2018. Transfer Documents received after Monday, July 23, 2018 will not be considered for the aforesaid purposes.
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 had notified provisions relating to unpaid/ unclaimed dividend under sections 124 and 125 of Companies Act, 2013 and Investor Education and 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 the shares of shareholders whose dividends remain unpaid/ unclaimed for a period of seven consecutive years to the demat account of 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 have been transferred to IEPF in November, 2017 and May 2018 respectively. Details of shares transferred to the IEPF Authority are available on the website of the Company and on Ministry of Corporate Affairs Website. The Members whose dividend/ Shares as transferred to the IEPF Authority can now claim the same from the Authority by following the Procedure as detailed on the website of IEPF Authority <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, 2017 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 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 the name of the Member. In the alternative Members are requested to submit a copy of bank passbook/ statement attested by the bank. Members holding shares in demat form 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 December 5, 2018. In view of the 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 the Companies (Audit and Auditors) Rules, 2014 wherein the requirement for ratifying the appointment of the Statutory Auditors of the Company at every Annual General Meeting has now been dispensed with. Accordingly, the proposal for ratification of the appointment of Statutory Auditors is not forming part of the Notice convening ensuing Annual General Meeting.
16. Electronic copy of the Annual Report for 2017-2018 along with Notice, Attendance Slip and Proxy Form is being sent to all the members whose e-mail Ids are registered with the Company/ Depository Participants(s) for communication purpose unless any member has requested to provide him physical copy of Annual Report. For members who have not registered their e-mail address, physical copies Annual Reports for 2017-2018 is being sent to them in the permitted mode.
17. To support the '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 27th Annual General Meeting and the Annual Report for 2017-2018 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.cdslindia.com and www.bluedart.com.
20. The route map showing directions to reach the venue of the Twenty Seventh AGM 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 Central Depository Services (India) Limited (CDSL), on all resolutions set forth in this Notice.

The instructions for e-voting are as under:

- (i) The voting period begins on Thursday, July 26, 2018 (9.00 a.m. IST) and ends on Monday, July 30, 2018 (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 24, 2018, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and 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 the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily

enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for <BLUE DART EXPRESS LIMITED> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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 24, 2018.
- (ii) Mr. Nilesh Shah, Practicing Company Secretary (Membership No. FCS 4554), 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 CDSL 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 24, 2018 may follow the same procedure as mentioned above for e-Voting. However, if you are already registered with CDSL 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 no. 4 to item no. 7 of the accompanying Notice dated June 18, 2018.

Item No. 4

Mr. Charles Brewer was appointed by the Board of Directors of the Company as an Additional Director with effect from July 28, 2017 and holds office upto the date of this Annual General Meeting, pursuant to provisions of Section 161 of the Companies Act, 2013, and Article 147 of the Articles of Association of the Company. The Notice under Section 160 of the Companies Act, 2013 has been received from a Member proposing name of Mr. Charles Brewer 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. Charles Brewer as a Director of the Company.

Brief resume of Mr. Charles Brewer 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. Charles Brewer, aged 53 years is CEO of DHL eCommerce, a division of Deutsche Post DHL Group, which he joined in 1984. In his role, he leads a global team responsible for developing solutions that enables the e-commerce industry.

Mr. Charles Brewer is a proven expert in supply chain, international shipping and e-commerce with over 32 years of industry experience, covering multiple global regions and disciplines across Europe, Asia Pacific, the Americas and Africa. Prior to joining DHL eCommerce, he was Managing Director for DHL Express, Sub-Saharan Africa where he was responsible for the successful business and operations of 54 countries and territories, encompassing more than 50,000 customers, 4,000 employees, 250 facilities, 5 regional hubs and 20 dedicated DHL aircraft.

Mr. Charles Brewer started his career at DHL in UK before moving to the DHL Express Asia Pacific region where he was appointed Country Manager for Philippines and subsequently Country Manager for Malaysia. After Asia Pacific, Mr. Charles spent 5 years in the Americas region, where he first led the commercial organization and later was General Manager for the North East region. Mr. Charles Brewer was born in 1965 in UK. After completing school at Lord Wandsworth College, he went to Cranfield and Reading University and completed executive program at Henley Management College.

Details of remuneration sought to be paid - NIL

The number of Meetings of the Board attended during the year: 1 (For the period from July 28, 2017 (date of appointment) to March 31, 2018).

Directorship of other Companies; NIL

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

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

Except Mr. Charles Brewer, 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

Ms. Tulsi Nowlakha Mirchandaney was appointed by the Board of Directors of the Company as an Additional Director with effect from October 17, 2017 and holds office upto the date of this Annual General Meeting, pursuant to provisions of Section 161 of the Companies Act, 2013 and Article 147 of the Articles of Association of the Company. The Notice under Section 160 of the Companies Act, 2013 has been received from a Member proposing name of Ms. Tulsi Nowlakha Mirchandaney as a candidate for the office of Director of the Company. The Nomination and Remuneration Committee & the Board of Directors have also recommended and approved appointment of Ms. Tulsi Nowlakha Mirchandaney as a Director of the Company.

Brief resume of Ms. Tulsi Nowlakha Mirchandaney 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.

Ms. Tulsi Nowlakha Mirchandaney aged 68 years is the 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. Blue Dart Aviation is the only cargo airline that has sustained its operations in India for the past 22 years. Ms. Mirchandaney's responsibility spans the organization's flight 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 over 45 years and with Blue Dart group for 22 years, having been involved with the launch of Blue Dart Aviation prior to its inception in 1996. Ms. Mirchandaney 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. Mirchandaney 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

Details of remuneration sought to be paid - NIL

The number of Meetings of the Board attended during the year: 4 (For the period from October 17, 2017 (date of appointment) to March 31, 2018).

Directorship of other Companies:

1. Blue Dart Aviation Limited

Ms. Tulsi Nowlakha Mirchandaney, Director, is not a member/ Chairman of any committee and does not hold any shares in the Company.

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

Except Ms. Tulsi Nowlakha Mirchandaney, 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

Based on the recommendation of 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 January 30, 2018, re-appointed Mr. Anil Khanna as Managing Director of the Company for a further period of three years with effect from February 21, 2018 to February 20, 2021.

Mr. Anil Khanna, aged 62 years is a graduate from St. Stephen's College, Delhi and holds an MBA degree in Marketing and Finance from UBS, Chandigarh. Mr. Khanna has 39 years of experience in various industries and has been with Blue Dart for over 25 years.

Mr. Anil Khanna took over as Managing Director of Blue Dart Express Ltd. in the year 2007 and since then has led the organization successfully with clear strategic vision, focus on customers and inclusive execution of customer centric value propositions, thereby consolidating Blue Dart's leadership position in the market place.

Under his leadership, Blue Dart has increased its market share in Air and Ground Express and has broadened its strategic focus from being an air express company since inception to being a company that straddles customer offerings across time definite, priority, deferred as well as focus on industry specific solutions in air and ground express segments. The Company also expanded its e-tailing business under leadership of Mr. Khanna.

Prior to his commencement of tenure as a Managing Director, Mr. Anil Khanna was instrumental in transforming the Western Region by strengthening its sales systems and structure. As Senior Vice

President, he turned around West -1 Region to highly result oriented Region in the Country. In a short span of time, Western Region of Blue Dart under his leadership had become no. 1 Region in the Country. Mr. Khanna also possesses varied experience in the paints and varnishes, consumer durables, auto components and construction chemical industries.

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. Anil Khanna as Managing Director for a period of three years with effect from February 21, 2018 on the remuneration terms and broad terms and conditions detailed hereunder as recommended by Nomination & Remuneration Committee and Board of Directors in their meetings held on January 30, 2018 and May 8, 2018.

TERMS AND CONDITIONS OF RE-APPOINTMENT OF MR. ANIL KHANNA AS MANAGING DIRECTOR:

(for the period from February 21, 2018 to March 31, 2019)

Basic	- ₹ 18.87 Lakhs per month
House Rent Allowance	- ₹ 1.04 Lakhs per month
Special Allowance	- ₹ 2.64 Lakhs per month
Sr. Management Allowance	- ₹ 1.08 Lakhs per month

In addition to the above amount, Mr. Anil Khanna 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) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.
- (iii) Encashment of unavailed leave at the end of each year.
- (iv) Re-imbursment of telephone expenses at residence for official purpose.
- (v) A chauffeur – driven vehicle.
- (vi) Coverage under Company's Group Insurance Cover.
- (vii) Fees of club, subject to a maximum of one club. This will not include admission and life membership fees.
- (viii) Subscription and Annual fees for the Corporate Credit Card.
- (ix) The Managing Director shall be entitled to an incentive payment based on achievement of profitability levels and other parameters as determined by the Board of Directors for the calendar year ended December 31, 2018, upto a maximum of Rs. 177.16 lakhs.

(x) Increment for each year shall be determined by the 'Nomination & 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.

(xi) Entitlement to LTI as per LTI Scheme

In terms of Article 160 of the Articles of Association of the Companies Act 2013, Mr. Anil Khanna shall not be subject to retirement by rotation during his tenure as Managing Director.

During the term of employment of 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 Schedule V of Companies Act, 2013 or such other limits as may be prescribed by the Government from time to time as minimum remuneration. Severance term agreed between the Company and Managing Director is six months notice or payment of six months' salary in lieu thereof.

The number of Meetings of the Board attended during the year: 7 (For the period from April 01, 2017 to March 31, 2018).

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. Anil Khanna.

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 of the accompanying Notice is being placed before the members in the Annual General Meeting.

Except Mr. Anil Khanna 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.

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

Item No. 7(a) and 7(b)

As per the provisions of Section 149, 152, Schedule IV of the Act read with rules made thereunder, the Company had appointed Mr. Sharad Upasani as an Independent Director as per the requirement of the Companies Act, 2013 for a period 5 (Five) consecutive years commencing from July 23, 2014 till July 22, 2019.

Since Mr. Sharad Upasani, would be completing his term on July 22, 2019 and is eligible for re-appointment for another term under the applicable provisions of Companies Act, 2013, consent of the members by way of Special Resolution is sought for re-appointment of Mr. Sharad Upasani as Independent Director for a period 5 (Five) consecutive years commencing from July 23, 2019 till July 22, 2024

SEBI vide its circular dated May 09, 2018 has amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has now mandated all 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 Mr. Sharad Upasani is 79 years old, 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/ re-appointment as an Independent Director of the Company beyond the age of 75 years for the period with effect from April 01, 2019 till the expiry of his renewed tenure i.e. July 22, 2024.

Mr. Sharad Upasani is a Chairman of the Audit Committee and CSR Committee and Member of the Nomination & Remuneration and Risk Management Committees. Mr. Upasani has been rendering valuable advice and guidance to the Board of Directors and Management from time to time. Mr. Upasani 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; effectiveness of leadership, efficiency of meetings, time and focus given to particular areas, information issues, corporate governance standards etc., it was concluded that Mr. Upasani's contribution to the performance of the Board was effective and valuable.

Accordingly, based on performance evaluation of Mr. Upasani, the Board of Directors of the Company ('the Board') at its Meetings held on May 08, 2018 and June 18, 2018, on recommendation of the Nomination & Remuneration Committee and subject to approval of the Members, approved and recommended re-appointment of Mr. Upasani, aged 79 years as an Independent Director, for a second term of five years and continue his appointment beyond 75 years of age as on April 1, 2019 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 Mr. Upasani (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 and Disclosure Requirements) Regulations, 2015 as amended.

The Company has also received a notice in writing from a Member proposing the candidature of Mr. Upasani for the office of the Director of the Company.

In the opinion of the Board, Mr. Upasani 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 Mr. Upasani 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.

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 was originally appointed as Independent Director w.e.f December 21, 2007. He was appointed as Independent Director at the Annual General Meeting held on July 23, 2014 under the new provisions of Companies Act, 2013 and SEBI Circular dated April 17, 2014.

Mr. Upasani has done Masters in Commerce and LLB from Mumbai University and also holds 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 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 International Monetary Fund, Washington from 1974 to 1978. He is a member of Bar Council of Maharashtra and Goa. After retirement from Government Service as Chief Secretary, Government of Maharashtra, He is now giving

Consultancy on Corporate Law matters and acts as Arbitrator in corporate disputes. He is also Trustee of Bhartiya Agro Industries Foundation (BAIF), Pune which works for rural upliftment in about 16 States in India.

Mr. Upasani 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:

Mr. Sharad Upasani shall be entitled to receive sitting fees and commission.

The remuneration last drawn by Mr. Upasani:

₹ 8,40,000/- (Sitting fees for the period from April 01, 2017 upto March 31, 2018).

₹ 18,00,000/- (Commission for the financial year 2016-2017)

The number of Meetings of the Board attended during the year: 7 (For the period April 01, 2017 to March 31, 2018).

Directorship/ Membership/ Chairmanship of Committees of Other Boards:

Sr. No.	Names of the Companies	Designation
1.	Indoco remedies Limited	Director
2.	M.Visvesvaraya Industrial Research & Development Centre	Director
3.	World Trade Centre Bhubaneswar (Odisha) Association	Director
4.	World Trade Centre Jaipur (Rajasthan) Association	Director
5.	World Trade Centre (Goa) Association	Director
6.	Blue Dart Aviation Limited	Director
7.	M.Visvesvaraya Industrial Research & Development Centre	Vice Chairman and Member, Management Council and Management Committee
8.	Indoco Remedies Limited	Member, Nomination & Remuneration Committee
9.	Indoco Remedies Limited	Member, Audit Committee

A copy of the draft letter of appointment and terms and conditions of re-appointment of Mr. Upasani shall be 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 and will also be posted on Company's website viz; www.bluedart.com.

Given his expertise, knowledge and experience, the Board considers that the continued association of Mr. Upasani would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Upasani as an Independent Director. Accordingly, the Board considers the re-appointment of Mr. Upasani who has attained 79 years of age, as an Independent Director for second term to be in the best interest of the Company and accordingly, recommends the resolutions at nos. 7(a) and 7(b) 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 Mr. Upasani for his re-appointment are, in any manner concerned or interested financial or otherwise in the resolution as set out at Item nos. 7(a) and 7(b) in the accompanying Notice of Annual General Meeting.

Mumbai,
June 18, 2018

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 MR. MALCOLM MONTEIRO, 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)]**

Mr. Malcolm Monteiro is CEO India, DHL eCommerce with effect from February 2018. Prior to his present role, he acted as a CEO DHL eCommerce, Asia Pacific with effect from April 1, 2014, CEO DHL Express South Asia since 2007 and was responsible for reinforcing the vision of DHL, aggressively growing the international and domestic businesses and market share, enhancing customer experience at every customer touch point, encouraging a high level of employee engagement through active leadership for India, Sri Lanka, Pakistan, Nepal, Maldives, Bangladesh and Bhutan.

He was Managing Director of Blue Dart Express Ltd. between the periods from March 13, 2006 to February 21, 2007 and led the organisation's commendable performance during the same period. He has over 18 years of experience in various functions in Blue Dart Express Limited. Mr. Malcolm Monteiro holds a post-graduate degree in Management from IIM, Ahmedabad, and is a graduate in Electrical Engineering from IIT, Bombay, both of which are world-renowned top ranking institutions in their respective fields.

Details of remuneration sought to be paid: NIL

Last remuneration paid : NIL

The number of Meetings of the Board attended during the year: 7 (For the period April 01, 2017 to March 31, 2018).

Directorship/ Membership/ Chairmanship of Committees of Other Boards:

Sr. No.	Names of the Companies	Designation
1.	Just Dial Limited	Director
2.	Just Dial Limited	Chairman, Nomination & Remuneration Committee
3.	Just Dial Limited	Member, Audit Committee

Mr. Malcolm Monteiro does not hold any shares in the Company.

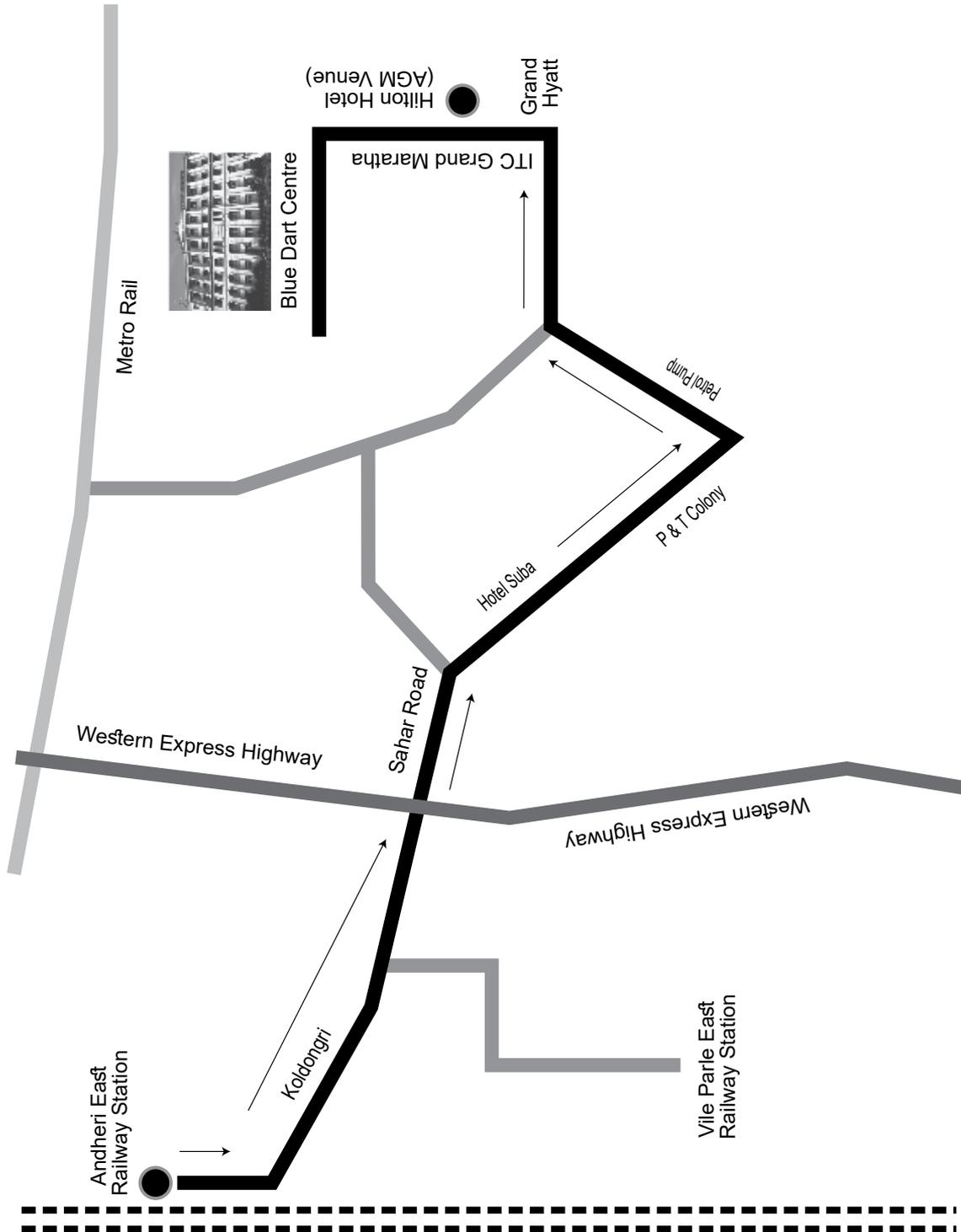
Mr. Monteiro and any of the other Directors, Manager or Key Managerial Personnel of the Company do not have any inter-se relationship.

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 : Tuesday, July 31, 2018 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 Seventh Annual General Meeting of the Company, to be held on Tuesday, July 31, 2018 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, 2018, Report of Board of Directors and Auditors thereon. b) Adoption of Audited Consolidated Financial Statements of the Company for the year ended March 31, 2018, together with Report of Auditors thereon.		
2	Declaration of Dividend on Equity shares for the Financial year ended March 31, 2018.		
3	Re-appointment of Mr. Malcolm Monteiro (DIN: 00089757) as a Director, liable to retire by rotation.		
	SPECIAL BUSINESS		
4	Approval for Appointment of Mr. Charles Brewer (DIN: 07854413) as a Director, liable to retire by rotation		
5	Approval for Appointment of Ms. Tulsi Nowlakha Mirchandaney (DIN: 01842520) as a Director, liable to retire by rotation		
6	Approval for re-appointment of Mr. Anil Khanna (DIN: 01334483) as a Managing Director for a period of 3 years with effect from February 21, 2018		
7	a) Approval for continuance of appointment of Mr. Sharad Upasani (DIN: 01739334) as Independent Director beyond the age of 75 years b) Approval for re-appointment of Mr. Sharad Upasani (DIN: 01739334) for a second term of 5 (five) consecutive years commencing from July 23, 2019 till July 22, 2024		

Signed this day of 2018

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 27th 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.

