

December 30, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort
Mumbai – 400 001
Scrip Code - 526612

To,
National Stock Exchange of India Ltd
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra East,
Mumbai – 400 051
NSE Symbol - BLUEDART

Sub: Minutes of Postal Ballot

Dear Sir / Madam,

Further to our letter dated December 23, 2022 w.r.t. Voting Results and Scrutinizer's Report on Postal Ballot, we hereby enclose herewith the Minutes of the announcement of results of Postal Ballot conducted through remote e-voting process.

The Resolution as stated in the Postal Ballot Notice dated November 22, 2022 has been passed by the Shareholders with requisite majority.

Kindly take the same on record.

Thanking you,

Yours Faithfully,

For **Blue Dart Express Limited**

Tushar Gunderia
Head (Legal & Compliance) &
Company Secretary

HELD AT _____ ON _____ TIME _____

MINUTES OF THE PROCEEDINGS RELATING TO DECLARATION OF RESULTS ON DECEMBER 23, 2022 OF VOTING CONDUCTED THROUGH POSTAL BALLOT THROUGH ELECTRONIC VOTING VIDE NOTICE DATED NOVEMBER 22, 2022

The Board of Directors of the Company had, at its Meeting held on November 22, 2022 approved the proposal to seek consent of the Members of the Company through the Postal Ballot remote e-voting process pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, read with the General Circular No. 14/ 2020 dated April 8, 2020, No. 17/ 2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020, No. 39/2020 dated December 31, 2020, No. 10/2021 dated June 23, 2021 and No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (collectively referred to as "MCA Circulars") to seek approval of the Members on the following Ordinary Resolution:

Material Related Party Transaction(s) between Blue Dart Aviation Ltd. and DHL Aviation (Netherlands) B.V.

The following actions were conducted pursuant to the approval of the Board and in compliance with the provisions of the Act and MCA Circulars:

- i. Mr. Nilesh Shah (ICSI Membership No: F4554 C.P. No. 2631), failing him Ms. Hetal Shah (ICSI Membership No: F8063 C.P. No. 8964) of M/s. Nilesh Shah & Associates, Practicing Company Secretaries, Mumbai, were appointed as the 'Scrutinizer' for conducting the Postal Ballot only through Remote E-voting in a fair and transparent manner;
- ii. The Company availed the services of National Securities Depository Limited (NSDL) for providing Remote E-voting facility to the Members;
- iii. A Newspaper Advertisement as required under the Act and the MCA Circulars was published on November 24, 2022 in Economic Times and Maharashtra Times respectively;


CHAIRMAN'S INITIALS

HELD AT _____ ON _____ TIME _____

iv. The Remote E-voting period commenced on Thursday, November 24, 2022 (09.00 a.m.) (IST) and ended on Friday, December 23, 2022 (05.00 p.m.) (IST).

Summary of the Scrutinizer's report:

Mr. Sharad Upasani, Chairman of the Board, duly authorized Mr. Tushar Gunderia, Head (Legal & Compliance) & Company Secretary to receive and countersign the Scrutinizer's Report ("Report") and further declare the voting results of the Postal Ballot on behalf of the Company.

Based on analysis of the votes received, the Scrutinizer submitted his Report dated December 23, 2022. Based on the Report, the Ordinary Resolution as set out in the Notice of the Postal Ballot dated November 22, 2022 ("Postal Ballot Notice") was passed with the requisite majority. A summary of the Report is as under:

i. Pursuant to the MCA Circulars, the Postal Ballot Notice along with the Explanatory Statement was sent on Wednesday, November 23, 2022 to those Members whose name(s) appeared on the Register of Members/list of Beneficial Owners as on the Cut-off Date i.e. Friday, November 18, 2022.

ii. The Members were required to communicate their assent or dissent only through Remote E-Voting system in terms of the MCA Circulars.

iii. The Remote E-Voting period commenced on Thursday, November 24, 2022 (09.00 a.m.) (IST) and ended on Friday, December 23, 2022 (05.00 p.m.) (IST).

iv. The Remote E-Voting was blocked at 5:00 P.M. (IST) on Friday, December 23, 2022 and the e-voting summary statement was downloaded from e-voting website of NSDL.

v. The Members holding shares as on the Cut-off Date i.e. Friday, November 18, 2022 were only entitled to vote on the Ordinary Resolution.

vi. The register in accordance with the Act was maintained electronically to record the assent or dissent received. There were no shares with differential voting rights in the Company and hence, maintaining the list of shares with differential voting rights was not required.

HELD AT _____ ON _____ TIME _____

Postal Ballot Results as per the Report:**Ordinary Resolution:****Material Related Party Transaction(s) between Blue Dart Aviation Ltd. and DHL Aviation (Netherlands) B.V.**

"RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zc), 23(1), 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the applicable provisions of the Companies Act, 2013 and the Rules made thereunder and other applicable laws including any amendments, modifications, variations, re-enactments or substitutions made thereof, and based on recommendation of Audit Committee and Board of Directors, consent of the Members be and is hereby accorded to the related party contract(s)/arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as detailed in the explanatory statement, to be entered into and / or carried out and /or continued between the related parties of Blue Dart Express Ltd. (the Company) viz; Blue Dart Aviation Ltd. (BDAL) - Wholly Owned Subsidiary of the Company and DHL Aviation (Netherlands) B.V. (DHL NL) - Fellow Subsidiary Company, for an estimated amount of Rs. 488.82 crores (considering rate of exchange as 1 USD = Rs. 82.85 and 1 Euro = Rs. 82.12 based on the rate of exchange applicable for November, 2022, however, the said amount would be subject to fluctuations in the exchange rates prevailing on the date of payment and amount in rupees shall be adjusted accordingly), during the Financial Year 2022-23, on such terms and conditions as may be agreed between BDAL and DHL NL and subject to such contract(s) / arrangement(s) / transaction(s) being carried out at arm's length and in the ordinary course of business of BDAL.

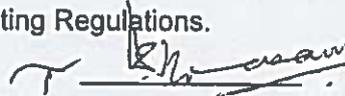
RESOLVED FURTHER THAT Board of Directors of the Company (hereinafter referred to as 'Board'), which term shall be deemed to include Audit Committee of the Board and any Committee constituted/ empowered/ to be constituted by the Board from time to time to exercise its powers conferred by this resolution,

HELD AT _____ ON _____ TIME _____

(iii) Invalid / Abstain Votes:

Type of Voting	Total number of members whose votes were declared invalid	Total Number of votes cast by them
Voting Through Electronic Means	4	1189

The Voting Result along with the Scrutinizer's Report were displayed on the Company's Notice Board and also on websites of the Company and NSDL. The results were also communicated to the Stock Exchanges viz; BSE Ltd. and National Stock Exchange of India Limited where shares of the Company are listed, in compliance with the provisions of the Listing Regulations.



CHAIRMAN

Place: Mumbai

Date: December 23, 2022