

# BLUE DART

## EXPRESS LIMITED

CIN: L61074MH1991PLC061074

Blue Dart Centre, Sahar Airport Road, Andheri (East), Mumbai 400 099

Tel: +91-22-28396444 | Fax: +91-22-2824 4131

Email: [communications@bluedart.com](mailto:communications@bluedart.com) Website: [www.bluedart.com](http://www.bluedart.com)

### POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Members,

**NOTICE** is hereby given that pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force), the Resolution appended hereunder for appointment of Ms. Kavita Nair (DIN 07771200) as Non-Executive Independent Director of the Company in terms of Section 149 of the Companies Act, 2013 ('the Act') read with regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time) is proposed to be passed by means of Postal Ballot and Electronic Voting (e-voting).

The proposed resolution, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

The Board has appointed Mr. Malcolm Monteiro, Director (DIN 00089757) and Mr. Tushar Gunderia, Company Secretary (ICSI Membership No: F5508), of the Company as the persons responsible for the entire Postal ballot process.

The Board of Directors of your Company have appointed 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, Company Secretaries, as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than March 22, 2019.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'voting through electronic means' in this Notice.

Based on the Scrutinizer's Report to the Chairman of the Company, the Results of the Postal Ballot and e-voting will be declared on 23<sup>rd</sup> day of March, 2019 at the Registered office of the Company by placing it along with the Scrutinizer's report, on the website of the Company and will also be communicated to the Stock Exchanges where securities of the Company are listed, Depositories and Registrar and Share Transfer Agent for the information of the Members. Further, the result of

voting along with the Scrutinizer's Report shall be displayed on the Notice Board of the Company at the registered office. The resolution, if passed, shall be deemed to have been passed on Friday, March 22, 2019 i.e., the last day for receipt of duly completed Forms and e-voting.

Members who have not received the Postal Ballot Form and are desirous of seeking a duplicate form or who have been sent this Postal Ballot Notice electronically does not want to avail E-Voting facility organized through CDSL, may send a request on e-mail id: [prabhas@bluedart.com](mailto:prabhas@bluedart.com) or [aartif@bluedart.com](mailto:aartif@bluedart.com) by mentioning his/her Folio / DP ID and Client ID No. for obtaining the Notice and Postal Ballot Form in physical form from the Company. The Member has to send back the Postal Ballot form, duly completed, so as to ensure that it reaches the Scrutinizer on or before Friday, March 22, 2019 by 5.00 p.m. failing which, it will be strictly considered that no reply has been received from the Member.

Accordingly, this Notice is hereby given to the Members of the Company, for seeking approval of the members by way of Postal Ballot, for the following Ordinary Resolution, together with the Explanatory Statement as required under Section 102 of the Companies Act, 2013 setting out the material facts and reasons for the Resolution, along with a Postal Ballot Form for your consideration:

### SPECIAL BUSINESS

**To appoint Ms. Kavita Nair (DIN 07771200) as a Non-Executive Independent Director.**

To consider and, if thought fit, to pass, the following resolution as an **Ordinary 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'), Regulations 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) made thereof for the time being in force, and as recommended by the Nomination & Remuneration Committee and Board of Directors of the Company, Ms. Kavita Nair (DIN 07771200), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as a Non - Executive Independent

Director of the Company, not liable to retire by rotation, to hold office for a period of two years and six months w.e.f March 26, 2019 to September 25, 2021.

**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,  
February 8, 2019

By Order of the Board  
sd/-  
Tushar Gunderia  
Company Secretary  
(ICSI Membership No: F5508)

Regd. Office:  
Blue Dart Centre,  
Sahar Airport Road,  
Andheri (East),  
Mumbai – 400 099  
CIN: L61074MH1991PLC061074  
Tel:+91-22-28396444 | Fax: +91-22-2824 4131  
Email: communications@bluedart.com  
Website:www.bluedart.com

#### NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed herewith.
2. The Board of Directors have appointed 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, Company Secretaries as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice along with the Explanatory Statement is being sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on February 8, 2019.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on February 8, 2019. A member need not use all his/her votes or cast his/ her votes in the same way.
5. The dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (one) English newspaper in English language and at least 1 (one) vernacular newspaper in principle vernacular language and will be published on the Company's website.
6. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rules 18 and 22 of the Companies (Management and Administration) Rules, 2014, the Postal Ballot Notice is being sent by e-mail to those Members who have registered their e-mail addresses with their Depository Participants (in case of shares held in demat form) or with the Company's Registrar and Share Transfer Agent (in case of shares held in physical form). For Members whose e-mail ids are not registered, physical copies of the Postal Ballot Notice and Postal Ballot Form are being sent by permitted mode (i.e.

through registered or speed post or through courier), along with a postage prepaid self addressed Business Reply Envelope.

7. In compliance with Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. Please note that e-voting is an alternate mode to cast votes and is optional.
8. Members may also note that the Notice of the Postal Ballot will also be available on the Company's website www.bluedart.com and CDSL website, www.evotingindia.com.
9. Members can opt for only one mode of voting i.e. either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are annexed to this Notice.
10. Voting by Postal Ballot Form or E-Voting, can be exercised only by the shareholders or his/her duly constituted attorney or, in case of bodies corporate, the duly authorized person. The voting rights in the Postal Ballot cannot be exercised by a Proxy and any recipient of the Notice who has no voting right should treat the Notice as intimation only.
11. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours i.e 5.00 p.m. on Friday, March 22, 2019. Postal Ballot Forms received after this date will be treated as invalid.
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized, on Saturday, March 23, 2019 at the registered office of the Company by placing it along with the Scrutinizer's report, on the website of the Company and will also be communicated to the Stock Exchanges, where securities of the Company are listed, Depositories and Registrar and Share Transfer Agent for the information of the Members. Further, the result of voting along with the Scrutinizer's Report shall be displayed on the Notice Board of the Company at the registered office.
13. The resolution, if passed, shall be taken as passed effectively on Friday, March 22, 2019 i.e., the last day for receipt of duly completed Forms and e-voting.
14. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company during business hours

between 11.00 a.m. to 1.00 p.m. on all working days, excluding Saturdays, Sundays and Public Holidays up to the date of announcement of results of Postal Ballot.

15. In case of physical voting, you are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed (no other form or photocopy thereof is permitted), in the enclosed postage prepaid self addressed business reply envelope (if posted in India) so as to reach the Scrutinizer or cast the votes by electronic mode, as applicable, not later than 5.00 p.m. on Friday, March 22, 2019. Upon completion of the scrutiny of the forms/E-Voting, the Scrutinizer shall submit his report to the Company.

### Voting through electronic means

In accordance with Regulation 44(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations" or "SEBI LODR") and Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to offer facility of voting by electronic means ("remote e-voting") to its Members to enable them to cast their votes through e-voting instead of returning duly filled-up Postal Ballot forms. The Company has engaged services of Central Depository Services (India) Limited ("CDSL") as its agency for providing e-voting facility to Members of the Company. It may be noted that e-voting is optional.

- (i) The voting period begins on Thursday, February 21, 2019 (9.00 a.m. IST) and ends on Friday, March 22, 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 February 8, 2019, 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](http://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](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

	<b>For members holding shares in Demat Form and Physical Form</b>
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"> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> <li>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.)</li> </ul>

- (vii) If you are a first time user follow the steps given below:
- (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 of **<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 changed 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](http://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](mailto: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](mailto: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.

#### **Other instructions:**

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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact CDSL at the toll free no.: 1800225533 or contact Mr. Rakesh Dalvi, Manager, Central Depository Services (India) Limited, 25th Floor, A Wing, Marathon Futurex, Mafatlal Mills Compound, NM Joshi Marg, Lower Parel (E), Mumbai - 400 013 at the designated email ids: [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) who will also address the grievances connected with the voting by electronics means. In case of any queries or issues regarding Postal Ballot process including voting by Postal Ballot Form, please contact Ms. Rima Shah, Associate - Client Relations, M/s. Link Intime India Private Limited at the designated email id: [rima.shah@linkintime.co.in](mailto:rima.shah@linkintime.co.in) or at telephone no. (022) 49186000.

#### **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 in the accompanying Notice dated February 8, 2019.

As per the recent amendments to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the top 500 Listed Companies by market capitalisation are required to have atleast one Independent Woman Director by April 1, 2019.

The Board of Directors of the Company ('the Board') based on the recommendation of the Nomination & Remuneration Committee, has recommended for the approval of the members, the appointment of Ms. Kavita Nair (DIN 07771200) as a Non- Executive Independent Woman Director of the Company in terms of Section 149, 152 read with Schedule IV of the Companies Act, 2013 ('the Act'), or any amendment thereto or modification thereof, as set out in the Resolution relating to her appointment, subject to approval by Members.

The Company has received from Ms. Kavita Nair, (i) consent in writing to act as a Director in Form DIR- 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR- 8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under the provisions of sub-section (2) of Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has also received notice in writing from a Member under Section 160 of the Act, proposing candidature of Ms. Kavita Nair for the office of Director of the Company.

In the opinion of the Board, Ms. Kavita Nair fulfills the conditions specified under the Companies Act, 2013 and Rules framed there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and she is independent of the management.

Brief resume of Ms. Kavita Nair 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. Kavita Nair, aged 45 years is the Chief Digital Transformation Officer of Vodafone Idea Limited, India's largest telecom service provider.

A member of the National Leadership Team, Ms. Kavita leads Digital Transformation across all functions for the organization.

Prior to her present role, Ms. Kavita Nair was Associate Director for Commercial Operations at Vodafone India across Customer Operations, Retail, Digital, Customer Experience and Business Transformation. Her primary focus was to deliver a superior experience to customers across all touch points and helping Vodafone to become the Most Loved Telecom Brand in the country. A career telecom professional, Ms. Kavita's career mirrors the evolution of mobile telephony in India. As the industry matured from basic voice and text to the multifaceted world of data, Ms. Kavita played a key role in driving this transformation with a multitude of roles focused on driving innovation and bringing delightful experiences to customers, while creating value for the business. She has held leadership roles in diverse functions across both consumer and enterprise domains. Ms. Kavita's areas of

expertise include marketing, digital, retail, pricing, product management, channel and customer operations. She has a strong track record of building some of the most admired telecom brands of the country and Vodafone's iconic Zoozoos were born during her tenure as the Brand Head at Vodafone India.

Her talent and success has been acknowledged at several prestigious forums - Economic Times included her in its 25 Rising Women Leaders of India Inc. in 2015; Business Today voted her as one of the Hottest Young Executives to watch out for in 2011 and Brand Equity named her amongst the 8 Marketing Premier League Icons in 2009.

Ms. Kavita is an alumna of the Faculty of Management Studies (FMS), M S University, Baroda where she did her MBA in Marketing and has also completed Senior Leadership Programs from London Business School and IIM Ahmedabad.

Details of remuneration sought to be paid:

Ms. Kavita Nair shall be entitled to receive sitting fees and commission.

The remuneration last drawn by Ms. Kavita Nair: Nil

Shareholding in the Company: Nil

Directorship in Other Companies

1. Vodafone Technology Solutions Limited.
2. Vodafone India Digital Limited

Membership/ Chairmanship of Committees of other Boards:  
NIL

Ms. Kavita Nair does not have any relationship with any Director or Key Managerial Personnel of the Company.

A copy of the draft letter of appointment, other relevant documents referred to in the accompanying Notice and other terms and conditions of appointment of Ms. Kavita Nair, shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. to 1.00 p.m. on all working days, excluding Saturdays, Sundays and Public Holidays up to the date of announcement of result of Postal Ballot and also posted on Company's website viz; [www.bluedart.com](http://www.bluedart.com).

Given her expertise, knowledge and experience, the Board considers the appointment of Ms. Kavita Nair as a Non-Executive Independent Director to be in the interest of the Company and accordingly, recommends the resolution as set out in the accompanying Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives, other than Ms. Kavita Nair being the appointee in respect of her appointment, are in any way concerned or interested, financially or otherwise in the resolution mentioned in the accompanying Postal Ballot Notice.

Mumbai,  
February 8, 2019

By Order of the Board  
sd/-  
Tushar Gunderia  
Company Secretary  
(ICSI Membership No: F5508)

Regd. Office:  
Blue Dart Centre,  
Sahar Airport Road,  
Andheri (East),  
Mumbai – 400 099  
CIN: L61074MH1991PLC061074  
Tel: +91-22-28396444 | Fax: +91-22-2824 4131  
Email: [communications@bluedart.com](mailto:communications@bluedart.com)  
Website: [www.bluedart.com](http://www.bluedart.com)

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**BLUE DART EXPRESS LIMITED**

CIN: L61074MH1991PLC061074

Blue Dart Centre, Sahar Airport Road, Andheri (East), Mumbai 400 099

Tel:+91-22-28396444 ; Fax: +91-22-2824 4131

Email: communications@bluedart.com; Website:www.bluedart.com

**Postal Ballot Form**

Sr. No.:

1.	Name and registered address of the sole/ first named member/ Shareholder/ Beneficial Owner	
2.	Name(s) of the joint holders(s), if any	
3.	Registered Folio No. / DP ID no. / Client ID No.* (*Applicable to Investors holding shares in dematerialized form)	
4.	Number of equity shares (s) held	

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot as set out in the Postal Ballot Notice dt. February 8, 2019 by convening my/our assent or dissent to the said Resolutions by placing a tick (√) mark in the appropriate box. (Tick in both boxes will render the ballot invalid)

Item no.	Resolution Summary	No. of shares held by me/us	I assent to the resolution Please tick (√) (FOR)	I dissent to the Resolution Please tick (√) (AGAINST)
1.	Ordinary Resolution to appoint Ms. Kavita Nair (DIN 07771200) as a Non-Executive Independent Director			

Place:

Date:

(Signature of the Member/ Beneficial owner/

Power of Attorney holder/Authorised representative)

**(must be as per specimen signature registered with the Company/RTA/Depository)**

LAST DATE FOR RECEIPT OF POSTAL BALLOT FORM: FRIDAY, MARCH 22, 2019

**Electronic Voting particulars**

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com). The electronic voting particulars are set out as follows:

EVSN (E-voting Sequence Number)	User ID	Password
190213005		

The e-voting facility will be available during the following voting period:

Commencement of e-voting	End of e-voting
February 21, 2019 (09.00 a.m.)	March 22, 2019 (upto 5.00 p.m.)

**Notes:**

- Please read the instructions printed below carefully before filling this form and for e-voting. Please refer to the instructions for voting through electronics means provided in the Postal Ballot notice.
- The last date for the receipt of Postal Ballot Forms by Scrutinizer is Friday, March 22, 2019 up to 05.00 p.m.

## Instructions

1. The Postal Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.
2. A Member can opt for only one mode of voting i.e. either through e-voting or by Postal Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and Postal Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the Postal Ballot.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Postal Ballot forms to declare the final result the Resolution forming part of the Notice of the Postal Ballot.

## Process and manner for Members opting to vote by using the Postal Ballot Form

1. A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed business reply envelope. However, envelopes containing Postal Ballot Form, if sent by courier at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this postal ballot form only and no other form or photo copy thereof is permitted. The assent or dissent received in any other form or manner shall be considered as invalid.
2. The self-addressed business reply envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. The Form should be signed by the Member as per the specimen signature registered with the Company/ Registrar and Share Transfer Agent/ Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the registration number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Postal Ballots not permitted through proxy. Any recipient of the Notice who has no voting right should treat the Notice as intimation only.
4. In case the shares are held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
5. Shareholders are requested not to send any paper (other than the resolution/authority as mentioned under instructions no. 3 and 4 above) along with the Postal Ballot Form in the enclosed self-addressed business reply envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope the same would not be considered and would be destroyed by the Scrutinizer.
6. There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of Joint Member(s). On receipt of the duplicate Postal Ballot Form, the original will be rejected.
7. Votes should be cast in case resolution, either in favour or against by putting the tick (√) mark in the column provided in the Postal Ballot Form. The number of shares in respect of which votes are cast should be mentioned in the column, in the absence of which, all the votes shall be deemed to have been cast as per the tick mark placed by the shareholder in the respective column.
8. The voting rights of shareholders shall be in proportion of the share held by them in the paid up equity share capital of the company as on February 8, 2019 and as per the Register of Members of the Company.
9. Duly completed Ballot Form should reach the Scrutinizer not later than 05.00 p.m. on Friday, March 22, 2019. Postal Ballot Form received after 05.00 p.m. on Friday, March 22, 2019 will be strictly treated as if the reply from the Members has not been received.
10. Shareholders can opt for only one mode of voting i.e. either by Postal Ballot or E-Voting. In case the member has exercised the vote in Postal Ballot Form as well as E-Voting, the valid vote through E-Voting only will be considered.
11. Members who have not received the Form, are desirous of seeking a duplicate form, may send a request to the Company at its e-mail id: [aartif@bluedart.com](mailto:aartif@bluedart.com) or [prabhas@bluedart.com](mailto:prabhas@bluedart.com) by mentioning his/ her Folio / DP ID and Client ID No for obtaining the Notice and Postal Ballot Form in physical form from the Company. However, duly filled in signed duplicate Form should reach the Scrutinizer on or before Friday, March 22, 2019 by 5.00 p.m. failing which, it will be strictly considered that no reply has been received from the Member.
12. Unsigned, incomplete, improperly or incorrectly tick marked Postal Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified. A Postal Ballot Form which is otherwise complete in all respects and is received by the Scrutinizer within the prescribed time limit but is undated shall be considered valid.
13. The scrutinizer's decision on the validity of the Postal Ballot shall be final. In the following instances, the Postal Ballot Form shall be considered as invalid:
  - a. A form other than one issued by the company has been used;
  - b. It has not been signed by or on behalf of the Member;
  - c. Signature on the postal ballot form doesn't match the specimen signatures with the company;
  - d. It is not possible to determine without any doubt the assent or dissent of the Member;
  - e. Neither assent nor dissent is mentioned;
  - f. Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
  - g. The envelope containing the postal ballot form is received after the last date prescribed;
  - h. The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
  - i. It is received from a Member who is in arrears of payment or calls;
  - j. It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
  - k. Member has made any amendment to the Resolution or imposed any condition while exercising his vote;
14. The results declared along with Scrutinizer's Report, shall be placed on the Company's website [www.bluedart.com](http://www.bluedart.com) and on the website of the Central Depository Services Limited on Saturday, March 23, 2019 and communicated to the BSE Limited and The National Stock Exchange of India Limited, where the securities of the Company are listed.