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Report of Scrutinizer on E-Voting Process

[Pursuant to section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

19.07.2014

To

The Chairman

Shri Sharad Upasani

Blue Dart Express Limited

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

Sir,

SUB: Scrutinizer's Report on E-Voting Process conducted Pursuant to the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for twenty third Annual General Meeting

The Board of Directors of Blue Dart Express Limited ('the Company') have vide resolution passed on 21st June, 2014, decided to provide to the members of the Company, a facility to exercise their right on the resolutions as set out in the notice of twenty third Annual General Meeting to be held on 23rd July, 2014 by way of electronic means as required under the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

I, Nilesh G. Shah, Company Secretary in Practise having membership no. FCS 4554, has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 21st June, 2014 as required under section 108 of the Companies Act, 2013 read with Rule 20(ix) of the Companies (Management and Administration) Rules, 2014 for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisites majority for passing of resolutions as contained in the notice convening the twenty third Annual General Meeting of the Company to be held on 23rd July, 2014.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the notice for the Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to ensure that the e-voting process is conducted in a fair and transparent manner



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and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the Company.

The notice dated 21st June, 2014 convening the twenty third Annual General Meeting of the Company to be held on 23rd July, 2014 along with the statement setting out material facts under section 102 of the Companies Act, 2013 were sent to the members of the Company.

The members of the Company holding shares on the record date of 20th June, 2014 were entitled to vote on the resolutions proposed as set out in the notice of Annual General Meeting.

In this regard, I submit my report as under:

1. The e-voting period remained open from Tuesday, 15th July, 2014 (9.00 am) to Thursday, 17th July, 2014 (6.00 pm).
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
3. The details containing list of shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the e-voting website of CDSL (www.evotingindia.co.in).
4. Pursuant to clause 35B of the Listing Agreement entered by the Company, the Company has also provided facility of voting through the physical ballot form to those members who do not have access to the e-voting facility. The physical ballot forms received by the Company were kept in my safe custody. Our report includes the result of voting through the physical ballot forms in addition to votes casted through e-voting website of CDSL by the eligible shareholders.
5. We have scrutinized the votes casted through electronic means and also through physical ballot forms for the purpose of this report.
6. The particulars of all the electronic votes casted by the members through e-voting process and votes casted by the members through physical ballot forms have been recorded in a register separately maintained for the purpose.
7. The result of the voting is as per annexure attached herewith.



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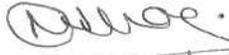
8. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the minutes of aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe custody.

Recommendation:

All the resolutions having secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman of Annual General Meeting may accordingly declare the result of voting.

Thanking you,

Yours truly,


19/07/2014

Nilesh G. Shah
Practicing Company Secretary
Membership No. FCS 4554
CP No. 2631



Place: Mumbai

Dated: 19.07.2014

Annexure to the Scrutinizer's Report

Consolidated Result of Voting Through Electronic Means and Physical Ballot Forms:

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	* Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			Number of Members Voting	No. of Votes Casted
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
1	1	Adoption of Audited Annual Accounts for the financial year ended 31.03.2014	Ordinary	84	1691364	100	0	0	0	2	40
2	2	Confirmation of Payment of Interim Dividend and Declaration of Final Dividend on Equity Shares for the financial year ended 31.03.2014	Ordinary	86	2194464	100	0	0	0	2	40
3	3	Re-appointment of Mr. Malcolm Monteiro as Director who is liable to retire by rotation	Ordinary	79	2131663	99.99	1	1	0.01	2	40



[Signature]
13/03/2014

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			Number of Members Voting	No. of Votes Casted
				No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes		
4	4	Appointment of M/s. Price Waterhouse, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary	81	1678632	76.94	4	503105	23.06	2	40
5	5	Appointment of Mr. Sharad Upasani as an Independent Director	Ordinary	80	2131664	100	0	0	0	2	40
6	6	Appointment of Mr. Suresh Sheth as an Independent Director	Ordinary	74	1615688	76.25	5	503249	23.75	2	40
7	7	Revision in remuneration terms of Mr. Anil Khanna, Managing Director	Ordinary	78	2131662	99.99	2	2	0.01	2	40
8	8	Adoption of new set of Articles of Association	Special	82	2090417	95.81	3	91320	4.19	2	40



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19/09/2014

Annexure to the Scrutinizer's Report

Result of Voting Through Physical Ballot Forms:

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			Number of Members Voting (in person or by proxy)	No. of Votes Casted
				No. of Members Voting (in person or by proxy)	No. of Votes Casted	% of valid votes	No. of Members Voting (in person or by proxy)	No. of Votes Casted	% of valid votes		
1	1	Adoption of Audited Annual Accounts for the financial year ended 31.03.2014	Ordinary	24	7617	100	0	0	0	2	40
2	2	Confirmation of Payment of Interim Dividend and Declaration of Final Dividend on Equity Shares for the financial year ended 31.03.2014	Ordinary	24	7617	100	0	0	0	2	40
3	3	Re-appointment of Mr. Malcolm Monteiro as Director who is liable to retire by rotation	Ordinary	24	7617	100	0	0	0	2	40



[Signature]
15/07/2014

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			Number of Members Voting (in person or by proxy)	No. of Votes Casted
				No. of Members Voting (in person or by proxy)	No. of Votes Casted	% of valid votes	No. of Members Voting (in person or by proxy)	No. of Votes Casted	% of valid votes		
4	4	Appointment of M/s. Price Waterhouse, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary	22	7612	99.93	2	5	0.07	2	40
5	5	Appointment of Mr. Sharad Upasani as an Independent Director	Ordinary	24	7617	100	0	0	0	2	40
6	6	Appointment of Mr. Suresh Sheth as an Independent Director	Ordinary	23	7616	99.99	1	1	0.01	2	40
7	7	Revision in remuneration terms of Mr. Anil Khanna, Managing Director	Ordinary	23	7616	99.99	1	1	0.01	2	40
8	8	Adoption of new set of Articles of Association	Special	24	7617	100	0	0	0	2	40



[Signature]
19/07/2014

Annexure to the Scrutinizer's Report

Result of Voting Through Electronic Means:

Sr. No.	Res o. No. /Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			Number of Members	No. of Votes Casted
				No. of Members Present and Voting	No. of Votes Casted	% of valid votes	No. of Members Present and Voting	No. of Votes Casted	% of valid votes		
1	1	Adoption of Audited Annual Accounts for the financial year ended 31.03.2014	Ordinary	60	1683747	100	0	0	0	0	0
2	2	Confirmation of Payment of Interim Dividend and Declaration of Final Dividend on Equity Shares for the financial year ended 31.03.2014	Ordinary	62	2186847	100	0	0	0	0	0
3	3	Re-appointment of Mr. Malcolm Monteiro as Director who is liable to retire by rotation	Ordinary	55	2124046	99.99	1	1	0.01	0	0



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15/07/2014

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Valid Votes						Invalid Votes	
				Voting in Favour (Assent)			Voted Against (Dissent)			Number of Members	No. of Votes Casted
				No. of Members Present and Voting	No. of Votes Casted	% of valid votes	No. of Members Present and Voting	No. of Votes Casted	% of valid votes		
4	4	Appointment of M/s. Price Waterhouse, Chartered Accountants as Statutory Auditors and fixing their remuneration	Ordinary	59	1671020	76.86	2	503100	23.14	0	0
5	5	Appointment of Mr. Sharad Upasani as an Independent Director	Ordinary	56	2124047	100	0	0	0	0	0
6	6	Appointment of Mr. Suresh Sheth as an Independent Director	Ordinary	51	1608072	76.16	4	503248	23.84	0	0
7	7	Revision in remuneration terms of Mr. Anil Khanna, Managing Director	Ordinary	55	2124046	99.99	1	1	0.01	0	0
8	8	Adoption of new set of Articles of Association	Special	58	2082800	95.80	3	91320	4.20	0	0



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6/10/2014