

CERTIFIED TRUE COPY

BLUE DART EXPRESS LIMITED

For BLUE DART EXPRESS LTD.

TUSHAR GUNDERIA
COMPANY SECRETARY &
COMPLIANCE

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

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POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013]

Dear Members,

NOTICE is hereby given that pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), the Resolution appended hereunder for appointment of an Independent Director of the Company in terms of Section 149 of the Companies Act, 2013 ('the Act') be passed by the Members through Postal Ballot / 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 of Directors of the Company at the meeting held on January 29, 2015 have appointed Mr. Nilesh Shah, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot and e-voting process. Members desiring to exercise their votes 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 25, 2015.

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 March 28, 2015 at the Registered Office of the Company. Such Results, alongwith the Scrutinizer's Report, will be available on the Company's website www.bluedart.com and will be forwarded to the Stock Exchanges, Depository and Registrar and Share Transfer Agent.

Accordingly, this Notice is hereby given to the Members of the Company for seeking the 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 Mr. Narendra P. Sarda as an 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'), including any statutory modification(s) or any amendment or any substitution or any re-enactment thereof for the time being in force and Clause 49 of the Listing Agreement, Mr. Narendra P. Sarda (DIN 03480129), 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 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, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of 2 (two) consecutive years with effect from March 28, 2015.

RESOLVED FURTHER THAT any Director and/ or the Company Secretary of the Company, be and is hereby authorised 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,
January 29, 2015

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

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, Practicing Company Secretary (Membership No. FCS 4554) as the scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.
3. The Postal Ballot Notice along with 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 13, 2015.
4. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on February 13, 2015.
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 and at least 1 (one) Regional news paper and displayed 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 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 Clause 35B of the Listing Agreement 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 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 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.

9. A Member cannot exercise his / her vote by proxy on postal ballot.
10. 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 6.00 p.m. on March 25, 2015. Postal Ballot Forms received after this date will be treated as invalid.
11. 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 March 28, 2015 at the registered office of the Company and will also be displayed on the website of the Company (www.bluedart.com), besides being communicated to the Stock Exchanges, the Depository and the Registrar and Share Transfer Agents on the said date.
12. The resolution, if approved, shall be taken as passed effectively on the date of declaration of results.
13. 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. and 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.

Voting through electronic means

I. The instructions for e-voting are as under:

- (i) The e-voting period begins on February 24, 2015 and ends on March 25, 2015. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of February 13, 2015, may cast their votes electronically. The 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
- (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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 reach directly 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 "RESOLUTION 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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvii) If Demat account holder has forgotten the changed 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) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) 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 should be mailed 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.

Other instructions:

- (xix) Members have the option to request physical copy of the Postal Ballot Form by sending an e-mail to aartif@bluedart.com or prabhas@bluedart.com - by mentioning their Folio/ DP ID and Client ID No.
- (xx) 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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As required by the provisions of Section 102 of the Companies Act, 2013, following Explanatory Statement sets out all material facts relating to the business mentioned under item No. 1 accompanying Notice dated January 29, 2015.

Item No. 1

The Board of Directors of the Company ('the Board') at the meeting held on January 29, 2015, on the recommendation of the Nomination & Remuneration Committee and subject to approval of Members, approved the appointment of **Mr. Narendra P. Sarda as an Independent 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 his appointment.

Mr. Narendra P. Sarda is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as the Independent Director of the Company.

The Company has also received notice in writing from a Member alongwith a deposit of the requisite amount under Section 160 of the Act, proposing the candidature of Mr. Narendra P. Sarda for the office of Director of the Company.

The Company has also received a declaration from Mr. Narendra P. Sarda that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Clause 49 of the Listing Agreement.

In the opinion of the Board, Mr. Narendra P. Sarda fulfils the conditions specified under the Companies Act, 2013 and Rules framed there under for appointment as an Independent Director and he is independent of the management.

Brief resume of Mr. Narendra P. Sarda pursuant to Clause 49 of the Listing Agreement with Stock Exchange is provided below.

Mr. Narendra P. Sarda was President of The Institute of

Chartered Accountants of India (ICAI) in 1993-1994. He was Chairman of Deloitte Haskins Sells & Affiliates, India during 2007 to 2011. Mr. Sarda was a Public Representative Director on the Board of The Stock Exchange, Mumbai, (BSE) during 1999 to 2001. He was a member on the Board of the erstwhile International Accounting Standards Committee, London during 1993 to 1995.

Mr. Sarda was a member of the IFRS Advisory Council, London (Advisory body to International Accounting Standards Board -IASB) during 2009 to 2011. He was a partner in P. C. Hansotia & Co., Chartered Accountants for 41 years during 1970 to 2011.

Mr. Sarda has delivered lectures for 22 years (1968 to 1990) for CA exams conducted by the ICAI and he was Chairman of the Western India Regional Council of ICAI during 1978-1979. He has also delivered lectures on professional subjects at several seminars and conferences of ICAI, Bombay Chartered Accountants Society, other Professional Institutes and various Chambers of Commerce.

Mr. Sarda currently is Non - Executive Director on the Board of Kotak Mahindra Bank.

Mr. Narendra P. Sarda holds Nil Equity Shares in the Company.

A copy of the draft letter of appointment and terms and conditions of appointment of Mr. Narendra P. Sarda shall be open for inspection by the Members at the Registered Office of the Company during business hours between 11.00 a.m. and 1.00 p.m. on all working days, excluding Saturdays, Sundays and Public Holidays up to the date of announcement of Postal Ballot results.

Given his expertise, knowledge and experience, the Board of Directors considers appointment of Mr. Narendra P. Sarda as an Independent Director in the interest of the Company and recommends resolution as set out in the accompanying Notice for approval of Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested in the aforesaid Resolution.

Mumbai,
January 29, 2015

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
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BLUE DART
BLUE DART EXPRESS LIMITED

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

POSTAL BALLOT FORM

Serial No:

1. Name and Registered Address of the sole / first named Member	
2. Name(s) of Joint-Holder(s), if any	
3. Registered Folio No. /DP ID No.* /Client ID No.* (*Applicable to Members holding shares in dematerialized form)	
4. Number of equity shares held	

I/We hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through Postal Ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said resolution by placing a tick (✓) mark in the appropriate box. (Tick in both boxes will render the ballot invalid)

Sr. No.	Description of Resolution	No. of Shares	I/We assent to the Special Resolution (FOR)	I/We dissent to the Special Resolution (AGAINST)
1	Ordinary Resolution to appoint Mr. Narendra P Sarda as an Independent Director.			

Place:

Date:

(Signature of the Member/ Beneficial owner/Power of Attorney holder/Authorised representative)

ELECTRONIC VOTING PARTICULARS

EVS (Electronic Voting Sequence Number)	*Default PAN/ Sequence number

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

Commencement of e-voting	End of E-voting
February 24, 2015	March 25, 2015

Notes:

- Please read the instructions printed overleaf 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 March 25, 2015.

** Only Members who have not updated their PAN with the Company / Depository Participant shall use default PAN in the PAN field.*

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. Please complete and sign the Postal Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, Mr. Nilesh Shah, Practicing Company Secretary, (Membership No. FCS 4554), at the Office of Company's Registrar & Transfer Agent.
2. The Form should be signed by the Member as per the specimen signature registered with the Company/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.
3. 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.
4. 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.
5. Votes should be cast, either in favour or against the resolution by putting the tick (✓) mark in the column provided in the Postal Ballot Form.
6. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the company as on February 13, 2015 and as per the Register of Members of the Company.
7. Duly completed Ballot Form should reach the Scrutinizer not later than March 25, 2015. Postal Ballot Form received after March 25, 2015 will be strictly treated as if the reply from the Members has not been received.
8. A Member may request for a duplicate Postal Ballot Form, if so required. However, duly filled in signed duplicate Form should reach the Scrutinizer not later than the date and time specified in serial no. 7 above.
9. 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.
10. The results declared along with Scrutinizer's Report, shall be placed on the Company's website www.bluedart.com and on the website of the Central Depository Services Limited within two days of the passing of the Resolution through Postal Ballot on March 28, 2015 and communicated to the BSE Limited, and National Stock Exchange of India Limited, where the shares of the Company are listed.
11. The scrutinizer's decision on the validity of the Postal Ballot shall be final.