

December 23, 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: Result of Postal Ballot by Remote E-Voting Process**

Dear Sir/ Madam,

Further to our letter dated November 23, 2022 enclosing Postal Ballot Notice along with Explanatory Statement seeking consent of Shareholders, we are pleased to notify that the below Resolution as stated in the Postal Ballot Notice dated November 22, 2022 has been passed by the Shareholders by requisite majority:

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

Pursuant to provisions of Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith the details regarding Postal Ballot Results in the prescribed format as '**Annexure A**' along with report of the Scrutinizer issued by Mr. Nilesh Shah of M/s. Nilesh Shah & Associates, Company Secretaries as '**Annexure B**'.

The Voting Results and the Report of the Scrutiniser are being made available on the website of the Company at [www.bluedart.com](http://www.bluedart.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Request you to take the same on record.

Thanking You,

Yours faithfully,  
For **Blue Dart Express Ltd.**

**Tushar Gunderia**  
**Head (Legal & Compliance) &**  
**Company Secretary**

Encl: as above

**ANNEXURE A**

**A. DETAILS OF VOTING RESULT BY POSTAL BALLOT PROCESS PURSUANT TO REGULATION 44(3) OF THE LISTING REGULATIONS**

| SR. NO. | PARTICULARS                                                           | DETAILS                                        |
|---------|-----------------------------------------------------------------------|------------------------------------------------|
| 1.      | Date of Postal Ballot Notice                                          | Tuesday, November 22, 2022                     |
| 2.      | Cut-off Date                                                          | Friday, November 18, 2022                      |
| 3.      | Voting Start Date & Time                                              | Thursday, November 24, 2022 at 9:00 a.m. (IST) |
| 4.      | Voting End Date & Time                                                | Friday, December 23, 2022 at 5:00 p.m. (IST)   |
| 5.      | Total Number of Shareholders as on the Cut-off Date                   | 37,899                                         |
| 6.      | <b>No. of Members present in meeting either in person or proxy</b>    |                                                |
|         | Promoter & Promoter Group                                             | NA                                             |
|         | Public                                                                | NA                                             |
| 7.      | <b>No. of Members attended the meeting through Video Conferencing</b> |                                                |
|         | Promoter & Promoter Group                                             | NA                                             |
|         | Public                                                                | NA                                             |

**B. RESULTS OF THE POSTAL BALLOT**

| SR. NO. | AGENDA                                                                                                                 | RESOLUTION REQUIRED | MODE OF VOTING   | RESULT                         |
|---------|------------------------------------------------------------------------------------------------------------------------|---------------------|------------------|--------------------------------|
| 1.      | Approval for Material Related Party Transaction(s) between Blue Dart Aviation Ltd. and DHL Aviation (Netherlands) B.V. | Ordinary Resolution | Remote E- Voting | Passed with requisite majority |



| Blue Dart Express Limited                                                 |                |                                                     |                            |                                                              |                                 |                               |                                                           |                                                         |  |
|---------------------------------------------------------------------------|----------------|-----------------------------------------------------|----------------------------|--------------------------------------------------------------|---------------------------------|-------------------------------|-----------------------------------------------------------|---------------------------------------------------------|--|
| Resolution Required : (Ordinary)                                          |                | 1 - Approval for Material Related Party Transaction |                            |                                                              |                                 |                               |                                                           |                                                         |  |
| Whether promoter/ promoter group are interested in the agenda/resolution? |                | Yes                                                 |                            |                                                              |                                 |                               |                                                           |                                                         |  |
| Category                                                                  | Mode of Voting | No. of shares held<br>[1]                           | No. of votes polled<br>[2] | % of Votes Polled on outstanding shares<br>[3]={[2]/[1]}*100 | No. of Votes – in favour<br>[4] | No. of Votes – Against<br>[5] | % of Votes in favour on votes polled<br>[6]={[4]/[2]}*100 | % of Votes against on votes polled<br>[7]={[5]/[2]}*100 |  |
| Promoter and Promoter Group                                               | E-Voting       |                                                     | 0                          | 0.0000                                                       | 0                               | 0                             | 0.0000                                                    | 0.0000                                                  |  |
|                                                                           | Poll           |                                                     | 0                          | 0.0000                                                       | 0                               | 0                             | 0.0000                                                    | 0.0000                                                  |  |
|                                                                           | Postal Ballot  | 17795950                                            | 0                          | 0.0000                                                       | 0                               | 0                             | 0.0000                                                    | 0.0000                                                  |  |
|                                                                           | Total          |                                                     | 0                          | 0.0000                                                       | 0                               | 0                             | 0.0000                                                    | 0.0000                                                  |  |
| Public Institutions                                                       | E-Voting       |                                                     | 2790920                    | 88.7709                                                      | 2203525                         | 587395                        | 78.9534                                                   | 21.0466                                                 |  |
|                                                                           | Poll           |                                                     | 0                          | 0.0000                                                       | 0                               | 0                             | 0.0000                                                    | 0.0000                                                  |  |
|                                                                           | Postal Ballot  | 3143959                                             | 0                          | 0.0000                                                       | 0                               | 0                             | 0.0000                                                    | 0.0000                                                  |  |
|                                                                           | Total          |                                                     | 2790920                    | 88.7709                                                      | 2203525                         | 587395                        | 78.9534                                                   | 21.0466                                                 |  |
| Public Non Institutions                                                   | E-Voting       |                                                     | 1164151                    | 41.7554                                                      | 1163298                         | 853                           | 99.9267                                                   | 0.0733                                                  |  |
|                                                                           | Poll           |                                                     | 0                          | 0.0000                                                       | 0                               | 0                             | 0.0000                                                    | 0.0000                                                  |  |
|                                                                           | Postal Ballot  | 2788025                                             | 0                          | 0.0000                                                       | 0                               | 0                             | 0.0000                                                    | 0.0000                                                  |  |
|                                                                           | Total          |                                                     | 1164151                    | 41.7554                                                      | 1163298                         | 853                           | 99.9267                                                   | 0.0733                                                  |  |
| Total                                                                     |                | 23727934                                            | 3955071                    | 16.6684                                                      | 3366823                         | 588248                        | 85.1267                                                   | 14.8733                                                 |  |



# NILESH SHAH & ASSOCIATES

Company Secretaries

## Report of Scrutinizer in Respect of Postal Ballot Voting Process

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
**Blue Dart Express Limited**  
Blue Dart Centre, Sahar Airport Road,  
Andheri (East), Mumbai - 400 099.

Dear Sir,

### **SUBJECT: Scrutinizer's Report on Postal Ballot Voting Process**

The Board of Directors of **Blue Dart Express Limited** ('the Company') vide its resolution passed on Tuesday, 22<sup>nd</sup> November, 2022, decided to conduct the process of voting through postal ballot for obtaining approval of Shareholders of the Company for the following Ordinary Resolution as set out in the notice dated Tuesday, 22<sup>nd</sup> November, 2022:

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

The Company has provided the facility of voting through electronic means only (i.e. remote e-voting) as required under the provisions of Section 108, 110 and other applicable provisions of the Companies Act, 2013, as amended, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, MCA General Circular No. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and 3/2022 dated May 5, 2022 (collectively referred as 'MCA Circulars') read along with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We, M/s. Nilesh Shah and Associates, represented by its partner, Mr. Nilesh G. Shah, Practicing Company Secretary (Membership No. FCS 4554) were appointed as a Scrutinizer by the Company for the purpose of the conducting the postal ballot voting process via remote e-voting only in a fair and transparent manner in respect of



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Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com  
Peer Review No: 698/2020

1011, C Wing, Shivam Centrium, Next to D'Mart, Sahar Road, Andheri (East), Mumbai - 400069.  
Tel.: 9820180091 Email: [nilesh@ngshah.com](mailto:nilesh@ngshah.com); [ngshah.cs@gmail.com](mailto:ngshah.cs@gmail.com)



# NILESH SHAH & ASSOCIATES

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obtaining approval of Shareholders of the Company for the aforesaid matter as required under the above stated provisions of the Companies Act, 2013.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, Rules made thereunder and provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting through postal ballot via remote e-voting means on the resolution contained in the notice of postal ballot. Our responsibility as a scrutinizer for the remote e-voting process is restricted to ensure that the voting process is conducted in a fair and transparent manner and make a Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by the National Securities Depository Limited ('NSDL'), the authorized agency to provide e-voting facilities, engaged by the Company.

The Postal Ballot Notice dated Tuesday, 22<sup>nd</sup> November, 2022 along with the statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 was sent to the Shareholders of the Company.

The Shareholders of the Company holding shares on the cut-off date of Friday, 18<sup>th</sup> November, 2022 were entitled to vote on the resolution as set out in the notice.

In this regard, I submit my report as under:

1. The Company had provided facility of casting vote to the Shareholders of the Company through postal ballot voting process by remote e-voting only on the platform provided by NSDL.
2. The Company had followed the process as required under Section 108 read with 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of providing voting facility through postal ballot via electronic means.
3. The Postal Ballot voting (remote e-voting) period was from Thursday, 24<sup>th</sup> November, 2022 at 09.00 a.m. up to Friday, 23<sup>rd</sup> December, 2022 till 5.00 p.m. and the e-voting module was disabled for voting thereafter.



211-(Back Side) 2<sup>nd</sup> Floor, Building No.1, Sona Udyog, Parsi Panchayat Road, Extn. Of Old Nagardas Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : [nilesh@ngshah.com](mailto:nilesh@ngshah.com)  
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# NILESH SHAH & ASSOCIATES

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4. At the end of the e-voting period, we have unblocked the electronic votes in the presence of two witnesses not in the employment of the Company.
5. The details containing list of Shareholders who voted 'for' or 'against' the resolution was downloaded from the e-voting website of NSDL.
6. We have scrutinized the votes cast through electronic means for the purpose of this report.
7. The particulars of all the electronic votes cast by the shareholders through e-voting process have been recorded in a register separately maintained for the purpose.
8. A summary of the votes cast through remote e-voting by Shareholders of the Company is as under:

## **ORDINARY RESOLUTION:**

**TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) BETWEEN BLUE DART AVIATION LTD. AND DHL AVIATION (NETHERLANDS) B.V.**

### **(i) Voted in favour of the resolution:**

| Type of Voting                  | Number of members voting | Number of votes cast by them | % of total number of valid votes cast |
|---------------------------------|--------------------------|------------------------------|---------------------------------------|
| Voting Through Electronic Means | 303                      | 3366823                      | 85.13%                                |

### **(ii) Voted against the resolution:**

| Type of Voting                  | Number of members voting | Number of votes cast by them | % of total number of valid votes cast |
|---------------------------------|--------------------------|------------------------------|---------------------------------------|
| Voting Through Electronic Means | 93                       | 588248                       | 14.87%                                |



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(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                               |

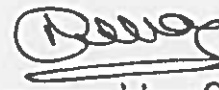
**Recommendation:**

The Ordinary Resolution should be considered as passed having secured the requisite majority of votes and therefore be accepted. You may accordingly declare the result of the voting.

Thanking You,

Yours truly,

**For Nilesh Shah & Associates  
Practicing Company Secretaries**

  
23/12/2022  
**Nilesh Shah**  
**Partner**  
**Membership No.: FCS 4554**  
**CP No. 2631**  
**Peer Review No. 698 / 2020**



**UDIN: F004554D002791481**

**Place: Mumbai**

**Date: 23<sup>rd</sup> December, 2022**

**Encl: A/a**

**For BLUE DART EXPRESS LTD.**

  
**TUSHAR GUNDERIA**  
**COMPANY SECRETARY &**  
**HEAD - LEGAL & COMPLIANCE**

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