NILESH G. SHAH B. Com. LLB (G), F.C.S.

Company Secretaries

Ref.: __________

FORM No. MGT-13

Consolidated Report of Scrutinizer

[Pursuant to section 108 read with 109 of the Companies Act, 2013 and rule 20 read with 21 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

of 25th Annual General Meeting of

Blue Dart Express Limited

Held on 28th July, 2016

at Chancellor I,

Hotel Hilton, Mumbai International Airport,

Sahar Airport Road, Andheri (E),

Mumbai- 400 099.

Sir,

I, Nilesh G. Shah, Practicing Company Secretary (Membership No. FCS- 4554) was appointed as a Scrutinizer for the purpose of the poll taken on the resolutions (including remote e-voting) as per the Annexure attached, at the 25th Annual General Meeting of the Equity Shareholders of Blue Dart Express Limited held on 28th July, 2016 at 04.30 p.m. at Chancellor I, Hotel Hilton Mumbai International Airport, Sahar Airport Road, Andheri (E), Mumbai- 400 099. I hereby submit my report as under:

1. After the time fixed for taking of the poll by the Chairman, facility of casting vote through electronic means was provided by the Company in facilitation with the Registrar and Transfer Agent in my presence.

2. The process of voting through electronic means i.e. poll was carried out in my presence along with presence of two witnesses viz. Mr. Rakesh Achhpal and Mr. Ketan Chauhan, both are not in employment of the Company and the summary of voting were reconciled with the records maintained by the Company / Registrars and Transfer Agents of the Company and the authorizations / Proxies lodged with the Company.

3. The poll which were casted incomplete and/or which were otherwise found defective have been treated as invalid.

4. The result of the poll i.e. voting through electronic means at the Annual General Meeting (including voting through remote e-voting) is provided separately as annexure to this report.

5. The list of equity shareholders who voted 'for' or 'against' and those whose votes were declared 'invalid' for each resolution is enclosed.

SHAH NILESH G. FCS No: 4554 C.P. NO: 2631 COMPANY SECRETARY

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6. The relevant records were sealed and handed over to the Representative of the Company for keeping under safe custody.

Note: Shareholders had been provided the facility of remote e-voting also. This report contains the result of consolidated voting (i.e. Remote E-voting and through electronic means at AGM i.e. Poll) cast by the shareholders.

Recommendation:

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

Thanking you,

Yours truly,

28/07/2016

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

SHAH NILESH G.
FCS No.: 4554
C. P. No.: 2631
COMPANY SECRETARY

Place: Mumbai
Dated: 28.07.2016

Annexure to the Scrutinizer's Report

Result of Voting (through remote e-voting and through electronic means at AGM / Poll):

Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
1	1 a) 1 b)	Adoption of Audited Financial Statements of the Company for the year ended March 31, 2016, Report of Board of Directors and Auditors thereon. Adoption of Audited Consolidated Financial Statements of the Company for the year ended March 31, 2016, together with Report of Auditors thereon.	Ordinary	Remote E-Voting	162	3847028	100	0	0	0	11	604832
				Voting at AGM Through Electronic Means / Poll	48	17919086	100	0	0	0	0	0
				Total	**210**	**21766114**	**100**	**0**	**0**	**0**	**11**	**604832**

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Sr. No.	Reso. No. /Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
2	2	Declaration of dividend on Equity Shares for the financial year ended March 31, 2016.	Ordinary	Remote E-Voting	172	4278401	100	0	0	0	1	173459
				Voting at AGM Through Electronic Means / Poll	48	17919086	100	0	0	0	0	0
				Total	**210**	**22197487**	**100**	**0**	**0**	**0**	**1**	**173459**
3	3	Re-appointment of Mr. Malcolm Monteiro (DIN: 00089757), as a Director, liable to retire by rotation.	Ordinary	Remote E-Voting	165	4251087	99.36	7	27314	0.64	1	173459
				Voting at AGM Through Electronic Means / Poll	48	17919086	100	0	0	0	0	0
				Total	**213**	**22170173**	**99.87**	**7**	**27314**	**0.13**	**1**	**173459**

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					Voting in Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
4	4	Appointment of M/s Price Waterhouse, Chartered Accountants as Statutory Auditors of the Company and fixing their remuneration.	Ordinary	Remote E-Voting	158	3788784	88.82	13	476890	11.18	2	186186
				Voting at AGM Through Electronic Means / Poll	48	17919086	100	0	0	0	0	0
				Total	**206**	**21707870**	**97.85**	**13**	**476890**	**2.15**	**2**	**186186**
5	5	Approval for revision in the remuneration terms of Mr. Anil Khanna, Managing Director.	Ordinary	Remote E-Voting	169	4278262	99.99	3	139	0.01	1	173459
				Voting at AGM Through Electronic Means / Poll	48	17919086	100	0	0	0	0	0
				Total	**217**	**22197348**	**99.99**	**3**	**139**	**0.01**	**1**	**173459**

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Sr. No.	Reso. No./Item No.	Heading of Resolution	Type of Resolution	Type of Voting	Valid Votes						Invalid Votes/Abstain	
					Voting in Favour (Assent)			Voted Against (Dissent)				
					No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted	% of valid votes	No. of Members Voting	No. of Votes Casted
6	6	Approval for Material Related Party Transaction.	Ordinary	Remote E-Voting	155	4251525	95.52	16	199402	4.48	2	933
				Voting at AGM Through Electronic Means / Poll	46	123136	100	0	0	0	2	17795950
				Total	**201**	**4374661**	**95.64**	**16**	**199402**	**4.36**	**4**	**17796883**
7	7	Approval for payment of remuneration to the Non-Executive Directors (by way of commission) for a period of 5 years w.e.f. August 1, 2016.	Ordinary	Remote E-Voting	170	4278362	99.99	2	39	0.01	1	173459
				Voting at AGM Through Electronic Means / Poll	48	17919086	100	0	0	0	0	0
				Total	**218**	**22197448**	**99.99**	**2**	**39**	**0.01**	**1**	**173459**

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