

Name of the Company: **Blue Dart Express Limited**

Quarter ended on: June 30, 2019

| I. Composition of Board of Directors | | | | | | | | | |
|--------------------------------------|--------------------------------|-----------|---|------------------------|-------------------|-------------------|---|---|--|
| Title | Name of the Director | DIN & PAN | Category | Appointment/Cessation | | Tenure (in years) | No. of Directorship in listed entities including this listed entity | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity |
| | | DIN | | Date of Appointment | Date of Cessation | | | | |
| Mr. | Sharad Upasani | 01739334 | Chairperson -Independent-Non -Executive | July 23, 2014* | - | 5 years | 2 | 2 | 1 |
| Mr. | Balfour Manuel | 08416666 | Executive | May 16, 2019** | - | - | 1 | 0 | 0 |
| Mr. | Malcolm Monteiro | 00089757 | Non Independent - Non Executive | March 13, 2006 | - | - | 2 | 2 | 1 |
| Ms. | Tulsi N. Mirchandaney | 01842520 | Non Independent - Non Executive | October 17, 2017*** | - | - | 1 | 0 | 0 |
| Mr. | Narendra Sarda | 03480129 | Independent-Non -Executive | March 28, 2017**** | - | 5 years | 2 | 2 | 0 |
| Mr. | Air Marshal M. McMahon (Retd.) | 00234293 | Independent-Non -Executive | February 10, 2017***** | - | 5 years | 1 | 1 | 0 |
| Ms. | Kavita Nair | 07771200 | Independent-Non -Executive | March 26, 2019***** | - | 2 years 6 months | 1 | 0 | 0 |
| Mr. | Kenneth Allen | 08376337 | Additional Director | March 11, 2019 | - | - | 1 | 0 | 0 |
| Mr. | R.S.Subramanian | 02946608 | Additional Director | March 27, 2019 | - | - | 1 | 0 | 0 |



* Mr. Sharad Upasani has been originally appointed as Independent Director w.e.f December 21, 2007. He was appointed as Independent Director at the Annual General Meeting held on July 23, 2014 under new provisions of Companies Act, 2013 and SEBI Circular dated April 17, 2014. Mr. Upasani has been re-appointed at the Annual General meeting of the Company held on July 31, 2018 for another term of 5 years commencing from July 23, 2019 till July 22, 2024

** Mr. Balfour Manuel was appointed as a Managing Director for a period of three years with effect from May 16, 2019 to May 15, 2022.

*** Mrs. Tulsi N. Mirchandaney who was appointed as an Additional Director with effect from October 17, 2017 has been regularised as Director of the Company in the Annual General Meeting of the Company held on July 31, 2018.

**** Mr. Narendra Sarda, who was originally appointed as Independent Director w.e.f March 28, 2015 was re-appointed as Independent Director w.e.f March 28, 2017 following postal ballot compliance procedure on February 10, 2017.

***** Air Marshal M. McMahon was appointed as Independent Director w.e.f February 10, 2017 vide following postal ballot compliance procedure on February 10, 2017.

***** Ms. Kavita Nair has been appointed as Independent Director w.e.f March 26, 2019 vide following postal ballot compliance procedure on March 22, 2019.

II. Composition of Committees

| Name of Committee | Name of Committee members | Category |
|--|--|---|
| 1. Audit Committee | 1. Mr. Sharad Upasani 2. Mr. Malcolm Monteiro 3. Mr. Narendra Sarda | Chairperson - Independent - Non - Executive Member - Non Independent - Non Executive Member - Independent - Non Executive |
| 2. Nomination & Remuneration Committee | 1. Mr. Narendra Sarda 2. Mr. Sharad Upasani 3. Mr. Malcolm Monteiro | Chairperson - Independent - Non - Executive Member - Independent - Non - Executive Member - Non Independent - Non Executive |
| 3. Risk Management Committee | 1. Mr. Narendra Sarda 2. Mr. Sharad Upasani 3. Mr. Malcolm Monteiro 4. Air Marshal M. McMahon (Retd.) | Chairperson - Independent - Non - Executive Member - Independent- Non – Executive Member- Non Independent - Non – Executive Member - Independent - Non – Executive |



| | | | |
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| | 5. Mr. Balfour Manuel 6. Mr. Aneel Gambhir 7. Mr. Tushar Gunderia | Member (Managing Director) Member (CFO) Member (Company Secretary & Head – Legal & Compliance) | |
| 4. Stakeholders Relationship Committee | 1. Mr. Malcolm Monteiro 2. Mr. Sharad Upasani 3. Air Marshal M. McMahon (Retd.) | Chairperson - Non Independent - Non – Executive Member - Independent- Non – Executive Member - Independent- Non – Executive | |
| 5. Corporate Social Responsibility Committee | 1. Sharad Upasani 2. Malcolm Monteiro 3. Ms. Tulsi Mirchandaney** | Chairperson - Independent - Non – Executive Member- Non Independent - Non – Executive Member- Non Independent - Non – Executive | |
| III. Meetings of Board of Directors | | | |
| Date (s) of Meeting (if any) in the previous quarter | Date (s) of Meeting (if any) in the relevant quarter | Maximum gap between any two consecutive meetings (in number of days) | |
| January 23, 2019 January 30, 2019 | May 16, 2019 | 105 | |
| IV. Meetings of Committees | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days |
| Audit Committee – May 16, 2019 | Yes (All the members were present) | January 30, 2019 | 105 |
| Audit Committee with the Members of the Senior Management – Nil | Yes (All the members were present) | January 30, 2019 | - |
| Nomination & Remuneration Committee – May 16, 2019 | Yes (All the members were present) | January 14, 2019 January 18, 2019 January 23, 2019 January 30, 2019 | - |
| Risk Management Committee – May 16, 2019 | Yes (All the members were present) | January 30, 2019 | - |



| | | | |
|--|---|---|---|
| CSR Committee- May 16, 2019 | Yes (All the members were present) | January 30, 2019 | - |
| Stakeholders Relationship Committee – May 16, 2019 | Yes (All the members were present for all the Meetings) | January 09, 2019 January 22, 2019 February 06, 2019 February 20, 2019 February 27, 2019 March 06, 2019 March 20, 2019 March 27, 2019 | - |
| V. Related Party Transactions | | | |
| Subject | | Compliance status (Yes/No/NA) | |
| Whether prior approval of audit committee obtained | | Yes | |
| Whether shareholders approval obtained for material RPT | | NA | |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | | NA | |



| VI. Affirmations | |
|---|-----|
| 1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| a. Audit Committee | |
| b. Nomination & Remuneration committee | |
| c. Stakeholders Relationship Committee | |
| d. Risk Management Committee | |
| 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 4. The meetings of the Board of Directors and above Committees were conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 5. This Report shall be placed before Board of Directors at its ensuing Board Meeting. | Yes |

For Blue Dart Express Limited

Tushar Gunderia
Company Secretary &
Head – Legal & Compliance

