

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

Quarter ended on: March 31, 2016

III. Composition of Board of Directors										
I.	II.	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
Title	Name of the Director	DIN	PAN		Date of Appointment	Date of Cessation				
Mr.	Sharad Upasani	01739334		Chairperson -Independent-Non -Executive	July 23, 2014*	-	5 years	2	1	1
Mr.	Anil Khanna	01334483		Executive	February 21,2007**	-	-	1	1	-
Mr.	Malcolm Monteiro	00089757		Non Independent - Non Executive	March 13, 2006	-	-	2	2	-
Mr.	Surendra Sheth	00089981		Independent-Non -Executive	July 23, 2014***	-	5 years	1	1	1
Mr.	Narendra Sarda	03480129		Independent-Non -Executive	March 28, 2015	-	2 years	3	2	0
Mr.	Thomas Kipp	06921955		Non Independent - Non Executive	October 14, 2014****	-	-	1	Nil	Nil
Ms.	Bettina Staffa	06963668		Non Independent -Non Executive	March 28, 2015*****	-	-	1	Nil	Nil



* Mr. Sharad Upasani has been originally appointed as Independent Director w.e.f December 21, 2007. He is appointed as Independent Director at the 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. Anil Khanna was re-appointed as a Managing Director for a period of three years with effect from February 21, 2015 to February 20, 2018

**Mr. Surendra Sheth has been originally appointed as Independent Director w.e.f September 16, 1992. He is appointed as Independent Director at the 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. Thomas Kipp, who was appointed as an Additional Director with effect from October 14, 2014 was regularised as Director of the Company in the Annual General Meeting of the Company held on July 29, 2015.

***** Ms. Bettina Staffa, who was appointed as an Additional Director with effect from March 28, 2015 was regularised as Director of the Company in the Annual General Meeting of the Company held on July 29, 2015.



IV. Composition of Committees		
Name of Committee	Name of Committee members	Category
1. Audit Committee	1. Mr. Sharad Upasani 2. Mr. Surendra Sheth 3. Mr. Malcolm Monteiro	Chairperson - Independent - Non - Executive Member - Independent - Non - Executive Member - Non Independent - Non Executive
2. Nomination & Remuneration Committee	1. Mr. Surendra Sheth 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. Surendra Sheth 4. Mr. Anil Khanna 5. Mr. Yogesh Dhingra 6. Mr. Aneel Gambhir 7. Mr. Tushar Gunderia	Chairperson - Independent - Non - Executive Member - Independent - Non - Executive Member - Independent - Non - Executive Member (Managing Director) Member (CFO & COO) Member (Head - Internal Audit) Member (Company Secretary)
4. Stakeholders Relationship Committee	1. Mr. Surendra Sheth 2. Mr. Anil Khanna	Chairperson - Independent - Non - Executive Member (Managing Director)



V. 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 (in number of days)	
October 21, 2015 December 14, 2015	February 10, 2016	58	
VI. 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 - February 10, 2016	Yes (All the members were present)	October 21, 2015 December 14, 2015	58
Nomination & Remuneration Committee - February 10, 2016	Yes (All the members were present)	October 21, 2015 December 14, 2015	-
Risk Management Committee - February 10, 2016	Yes (All the members were present)	Nil	-
Stakeholders Relationship Committee January 6, 2016 January 20, 2016 February 3, 2016 February 17, 2016 February 24, 2016 March 9, 2016 March 16, 2016	Yes (All the members were present for all the Meetings)	October 7, 2015 October 14, 2015 October 21, 2015 November 4, 2015 November 18, 2015 November 23, 2015 December 2, 2015 December 4, 2015 December 9, 2015	-



		December 16, 2015	
		December 30, 2015	

VII. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	Yes
Whether shareholders approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA



VIII. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - 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.
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.
5. This Report shall be placed before Board of Directors at its ensuing Board Meeting.

For Blue Dart Express Limited



Tushar Gunderia
Company Secretary &
Head – Legal & Compliance



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

Quarter ended on: March 31, 2016

I. Disclosure on website in terms of Listing Regulations	Compliance status
Details of business	Yes
Terms and conditions of appointment of Independent Directors	Yes
Composition of various committees of Board of Directors	Yes
Code of conduct of Board of Directors and Senior Management Personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower Policy	Yes
Criteria of making payments to Non-Executive Directors	Yes - The same has been disclosed in the Annual Report and is posted on the website viz; www.bluedart.com
Policy on dealing with Related Party Transactions	Yes
Policy for determining 'Material Subsidiaries'	Yes
Details of familiarization programmes imparted to Independent Directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
E-mail address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding Pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.



New name and the old name of the listed entity	N.A.
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II. Annual Affirmations		
Particulars	Regulation Number	Compliance status
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes



Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all Related Party Transactions	23(2), (3)	Yes
Approval for Material Related Party Transactions	23(4)	Yes
Composition of Board of Directors of unlisted Material Subsidiary	24(1)	Yes Blue Dart Aviation Limited (BDAL), Company's Unlisted Material Subsidiary has made an application on March 14, 2016 to Ministry of Civil Aviation for induction of Mr. Surendra Sheth, Independent Director of Blue Dart Express Limited, Holding Company on the Board of BDAL.
	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes



Affirmation with compliance to Code of Conduct from members of Board of Directors and Senior Management Personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

III. Affirmations

The Listed Entity has approved Material Subsidiary Policy and complied with the Corporate Governance requirements with respect to subsidiary of Listed Entity.

For Blue Dart Express Limited



Tushar Gunderia

Company Secretary &
Head – Legal & Compliance

