

Name of the Company: **Blue Dart Express Limited**
Quarter ended on: March 31, 2022

I. Composition of Board of Directors														
Title	Name of the Director	DIN	Category	Date of Birth	Whether special resolution passed (Regulation 17(1A) of Listing Regulations)	Date of passing special resolution	Initial Date of Appointment	Date of re-appointment	Date of Cessation	Tenure (in months)	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairpersons in Audit/ Stakeholder Committee held in listed entities including this listed entity
Mr.	Sharad Upasani ¹	01739334	Chairperson - Independent-Non – Executive	01/10/1938	Yes	31/07/2018	21/12/2007	23/07/2019	-	92 months	1	1	2	2
Mr.	Balfour Manuel ²	08416666	Executive	10/03/1961	N.A.		16/05/2019		-	-	1	0	1	0
Ms.	Tulsi N. Mirchandaney ³	01842520	Non Independent - Non Executive	24/07/1950	N.A.		17/10/2017		-	-	1	0	0	0
Mr.	Narendra Sarda ⁴	03480129	Independent-Non – Executive	08/11/1945	Yes	31/07/2020	28/03/2015	28/03/2017	27/03/2022	84 months	1	1	1	0
Mr.	Air Marshal M. McMahon (Retd.) ⁵	00234293	Independent-Non – Executive	27/09/1944	Yes	30/07/2021	10/02/2017	10/02/2022	-	61 months	1	1	2	0
Ms.	Kavita Nair ⁶	07771200	Independent-Non – Executive	03/05/1973	N.A.	30/07/2021	26/03/2019	26/09/2021	-	35 months	1	1	0	0
Mr.	R.S.Subramanian ⁷	02946608	Non Independent - Non Executive	25/05/1965	N.A.		27/03/2019		-	-	1	0	1	0
Mr.	Florian Ulrich Bumberger ⁸	09045904	Non Independent - Non Executive	11/07/1978	N.A.		24/02/2021		-	-	1	0	1	0
Mr.	Sebastian Paeßens ⁹	09058693	Non Independent - Non Executive	12/01/1974	N.A.		24/02/2021		-	-	1	0	0	0



1 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

2 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. The Board of Directors in its meeting held on March 15, 2022, approved re-appointment of Mr. Balfour Manuel, Managing Director for a period of 5 (five) years with effect from May 16, 2022, subject to Shareholders' approval in the ensuing Annual General Meeting.

3 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.

4 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. Further, Mr. Sarda retired as an Independent Director w.e.f. March 27, 2022 due to completion of his second term of Office as an Independent Director and therefore, ceased to be Chairman of NRC, RMC and Member of Audit Committee.

5 Air Marshal M. McMahon (Retd.) was appointed as Independent Director w.e.f February 10, 2017 vide following postal ballot compliance procedure on February 10, 2017. Air Marshal M. McMahon (Retd.) has been re-appointed at the Annual General meeting of the Company held on July 30, 2021 for another term of 3 years commencing from February 10, 2022 till February 09, 2025

6 Ms. Kavita Nair was appointed as Independent Director w.e.f March 26, 2019 vide following postal ballot compliance procedure on March 22, 2019. Ms. Kavita Nair has been re-appointed at the Annual General meeting of the Company held on July 30, 2021 for another term of 5 years commencing from September 26, 2021 till September 25, 2026

7 Mr. R.S.Subramanian who was appointed as an Additional Director with effect from March 27, 2019 was regularised as Director of the Company in the Annual General Meeting of the Company held on July 31, 2019.

8 Mr. Florian Ulrich Bumberger who was appointed as an Additional Director with effect from February 24, 2021 was regularized as Director of the Company in the Annual General Meeting of the Company held on July 30, 2021.

9 Mr. Sebastian Paeßens who was appointed as an Additional Director with effect from February 24, 2021 was regularized as Director of the Company in the Annual General Meeting of the Company held on July 30, 2021.

II. Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	1. Mr. Sharad Upasani	Chairperson - Independent - Non - Executive	21/12/2007	-
		2. Mr. Narendra Sarda	Member - Independent - Non Executive	25/05/2016	27/03/2022
		3. Mr. R.S.Subramanian	Member - Non Independent - Non Executive	17/01/2020	-
		4. Air Marshal M.McMahon	Member - Independent - Non Executive	28/03/2022	-
2. Nomination & Remuneration Committee	Yes Mr. Sarda has retired as an	1. Mr. Narendra Sarda*	Chairperson - Independent - Non - Executive	25/05/2016	27/03/2022
		2. Mr. Sharad Upasani	Member - Independent - Non - Executive	21/12/2007	-
		3. Ms. Kavita Nair	Member - Independent - Non - Executive	17/01/2020	-
		4. Mr. Florian Bumberger	Member - Non Independent - Non Executive	23/03/2021	-



	Independent Director w.e.f. March 27, 2022						
3. Risk Management Committee	Yes	1. Mr. Narendra Sarda	Chairperson - Independent - Non - Executive	28/03/2015	27/03/2022		
	Mr. Sarda has retired as an Independent Director w.e.f. March 27, 2022	2. Mr. Sharad Upasani	Member - Independent- Non – Executive	28/03/2015	-		
		3. Air Marshal M. McMahon (Retd.)	Member - Independent - Non – Executive	30/01/2019	-		
		4. Mr. Balfour Manuel	Member (Managing Director)	30/01/2019	-		
		5. Mr. R.S.Subramanian	Member- Non Independent - Non – Executive	17/01/2020			
		6. Mr. Aneel Gambhir	Member (CFO)	28/03/2015	-		
		7. Mr. Tushar Gunderia	Member (Head (Legal & Compliance) & Company Secretary)	28/03/2015	-		
		8. Mr. Savio Mendonca	Member (Vice President – Internal Audit)	31/10/2019	-		
4. Stakeholders Relationship Committee	Yes	1. Mr. Sharad Upasani	Chairperson - Independent- Non – Executive	30/01/2019	-		
		2. Air Marshal M. McMahon (Retd.)	Member - Independent- Non – Executive	28/03/2019	-		
		3. Mr. Balfour Manuel	Member – Managing Director	17/01/2020	-		
5. Corporate Social Responsibility Committee	Yes	1. Mr. Sharad Upasani	Chairperson - Independent - Non – Executive	05/02/2014	-		
		2. Ms. Tulsi Mirchandaney	Member- Non Independent - Non – Executive	30/01/2019	-		
		3. Mr. Balfour Manuel	Member – Managing Director	17/01/2020	-		
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		Whether requirement of Quorum met	Number of Directors present	Number of independent directors present	Maximum gap between any two consecutive meetings (in number of days)
October 29, 2021		January 28, 2022 March 15, 2022		Yes Yes	9 9	4 4	90 45
IV. Meetings of Committees							
Date(s) of meeting of the committee in the relevant quarter		Whether requirement of Quorum (details)	Number of Directors present	Number of independent directors present	Date(s) of meeting of the committee in the previous quarter		Maximum gap between any two consecutive meetings in number of days
Audit Committee – January 28, 2022 March 15, 2022		Yes Yes	3 3	2 2	October 29, 2021		90 45
Nomination & Remuneration Committee – January 28, 2022 February 25, 2022 March 15, 2022		Yes Yes Yes	4 4 4	3 3 3	October 29, 2021		-



Risk Management Committee – Nil	Yes	5	3	October 29, 2021	-
CSR Committee- January 28, 2022	Yes	3	1	October 29, 2021	-
Stakeholders Relationship Committee – January 28, 2022	Yes	3	2	October 29, 2021	-
Audit Committee Meeting with Senior Management – Nil	Yes	3	2	October 29, 2021	-

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 a. Audit Committee b. Nomination & Remuneration committee c. Stakeholders Relationship Committee d. Risk Management Committee	Yes
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

Sd/-

Tushar Gunderia
Head (Legal & Compliance) &
Company Secretary



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

Year ended on: March 31, 2022

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.
Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes
New name and the old name of the listed entity	N.A.
Advertisements as per regulation 47 (1)	Yes



Credit rating or revision in credit rating obtained	Yes
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes
Materiality Policy as per Regulation 30	Yes
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes
It is certified that these contents on the website of the listed entity are correct	Yes

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), 17(1A) & 17(1B)	Yes
Meeting of Board of Directors	17(2)	Yes
Quorum of Board Meeting	17(2A)	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
Recommendation of Board	17(11)	Yes
Maximum number of Directorships	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes



Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination and Remuneration Committee	19(3A)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2) & 20(2A)	Yes
Meeting of Stakeholders Relationship Committee	20(3A)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	Yes
Meeting of Risk Management Committee	21(3A)	
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)	N.A.
Approval for Material Related Party Transactions	23(4)	Yes
Disclosure of related Party Transactions on consolidated basis	23(9)	Yes
Composition of Board of Directors of unlisted Material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Annual Secretarial Compliance Report	24(A)	Yes
Alternate Director to Independent Director	25(1)	N.A.
Maximum Tenure	25 (2)	N.A.
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Declaration from Independent Director	25(8) & (9)	Yes
D & O Insurance for Independent Director	25(10)	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. - Yes

For Blue Dart Express Limited
Sd/-

Tushar Gunderia
Head (Legal & Compliance) &
Company Secretary



Additional Half yearly disclosure

Half year ending – March 31, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. - **Applicable**
refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six Months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0



II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Blue Dart Express Limited

Sd/-

Aneel Gambhir
Chief Financial Officer

