

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

Quarter ended on: March 31, 2017

I.	II.	III. Composition of Board of Directors							
		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		Date of Appointment	Date of Cessation				
Mr.	Sharad Upasani	01739334	Chairperson -Independent-Non -Executive	July 23, 2014*	-	5 years	2	2	1
Mr.	Anil Khanna	01334483	Executive	February 21,2007**	-	-	1	1	0
Mr.	Malcolm Monteiro	00089757	Non Independent - Non Executive	March 13, 2006	-	-	2	3	1
Mr.	Narendra Sarda	03480129	Independent-Non -Executive	March 28, 2017***	-	5 years	2	2	0
Mr.	Thomas Kipp	06921955	Non Independent - Non Executive	October 14, 2014****	-	-	1	0	0
Ms.	Bettina Staffa	06963668	Non Independent -Non Executive	March 28, 2015*****	-	-	1	0	0
Mr.	Air Marshal M. McMahon (Retd.)	00234293	Independent-Non -Executive	February 10, 2017*****	-	5 years	1	0	0



\* Mr. Sharad Upasani has been originally appointed as Independent Director w.e.f December 21, 2007. He is 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. 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. 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.

\*\*\*\* 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.

\*\*\*\*\* 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.

#### IV. 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. Anil Khanna 4. Mr. Malcolm Monteiro 5. Mr. Yogesh Dhingra 6. Mr. Aneel Gambhir 7. Mr. Tushar Gunderia	Chairperson - Independent - Non - Executive Member - Independent- Non - Executive Member (Managing Director) Member- Non Independent - Non – Executive Member (CFO & COO) Member (Head - Internal Audit) Member (Company Secretary)
4. Stakeholders Relationship Committee	1. Mr. Malcolm Monteiro 2. Mr. Anil Khanna	Chairperson - Non Independent - Non – Executive Member (Managing Director)
5. Corporate Social Responsibility Committee	1. Sharad Upasani 2. Anil Khanna 3. Malcolm Monteiro	Chairperson - Independent - Non – Executive Member (Managing Director) Member- Non Independent - Non – Executive
<b>V. Meetings of Board of Directors</b>		
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)
October 12 , 2016  November 16, 2016  December 15, 2016	February 07, 2017	53



<b>VI. Meetings of Committees</b>			
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 07, 2017	Yes (All the members were present)	October 12, 2016 November 16, 2016 December 15, 2016	53
Audit Committee with the Members of the Senior Management –	Yes (All the members were present)	December 15, 2016	-
Nomination & Remuneration Committee – February 07, 2017	Yes (All the members were present)	December 15, 2016	-
Risk Management Committee –	Yes (All the members were present)	October 12, 2016	-
CSR Committee- February 07, 2017	Yes (All the members were present)	-	-
Stakeholders Relationship Committee	Yes (All the members were present for all the Meetings)		-
January 04, 2017		October 12, 2016	
January 11, 2017		October 26, 2016	
January 25, 2017		November 9, 2016	
February 08, 2017		November 23, 2016	
February 22, 2017		December 7, 2016	
March 08, 2017		December 14, 2016	
March 22, 2017		December 28, 2016	
March 29, 2017			
<b>VII. Related Party Transactions</b>			
<b>Subject</b>		<b>Compliance status (Yes/No/NA)</b>	
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	



<b>VIII. Affirmations</b>	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	<b>Yes</b>
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	<b>Yes</b>
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.	<b>Yes</b>
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.	<b>Yes</b>
5. This Report shall be placed before Board of Directors at its ensuing Board Meeting.	<b>Yes</b>

**For Blue Dart Express Limited**

**Tushar Gunderia  
Company Secretary &  
Head – Legal & Compliance**



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

Year ended on: March 31, 2017

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; <a href="http://www.bluedart.com">www.bluedart.com</a>
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.



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
Other Corporate Governance requirements with respect to subsidiary of listed entity	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**

