

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

Quarter ended on: September 30, 2018

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.	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.	Air Marshal M. McMahon (Retd.)	00234293	Independent-Non -Executive	February 10, 2017****	-	5 years	1	0	0
Mr.	Charles Brewer	07854413	Non Independent - Non Executive	July 28, 2017*****	-	-	1	0	0
Mrs.	Tulsi N. Mirchandaney	01842520	Non Independent - Non Executive	October 17, 2017*****	-	-	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. Anil Khanna was re-appointed as a Managing Director for a period of three years with effect from February 21, 2018 to February 20, 2021.

***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.

***** Mr. Charles Brewer who was appointed as an Additional Director with effect from July 28, 2017 was regularised as Director of the Company in the Annual General Meeting of the Company held on July 31, 2018.

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

II. Composition of Committees		
Name of Committee	Name of Committee members	Category
1. Audit Committee	1. Mr. Sharad Upasani	Chairperson - Independent - Non - Executive
	2. Mr. Malcolm Monteiro	Member - Non Independent - Non Executive
	3. Mr. Narendra Sarda	Member - Independent - Non Executive
2. Nomination & Remuneration Committee	1. Mr. Narendra Sarda	Chairperson - Independent - Non - Executive
	2. Mr. Sharad Upasani	Member - Independent - Non - Executive
	3. Mr. Malcolm Monteiro	Member - Non Independent - Non Executive
3. Risk Management Committee	1. Mr. Narendra Sarda	Chairperson - Independent - Non - Executive
	2. Mr. Sharad Upasani	Member - Independent- Non - Executive



	3. Mr. Anil Khanna 4. Mr. Malcolm Monteiro 5. Mr. Aneel Gambhir 6. Mr. Tushar Gunderia 7. Ms. Sonali Raut	Member (Managing Director) Member- Non Independent - Non – Executive Member (CFO) Member (Company Secretary) Member (Head – Internal Audit)	
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	
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)	
May 08, 2018 June 18, 2018	July 31, 2018	42	
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 – July 31, 2018	Yes (All the members were present)	May 08, 2018	83
Audit Committee with the Members of the Senior Management – July 31, 2018	Yes (All the members were present)	Nil	-
Nomination & Remuneration Committee – Nil	Yes (All the members were present)	May 08, 2018 June 18, 2018	-



Risk Management Committee – Nil	Yes (All the members were present)	May 08, 2018	-
CSR Committee- Nil	Yes (All the members were present)	May 08, 2018	-
Stakeholders Relationship Committee - July 11, 2018 July 18, 2018 August 01, 2018 August 16, 2018 August 29, 2018 September 05, 2018 September 19, 2018	Yes (All the members were present for all the Meetings)	 April 04, 2018 April 11, 2018 April 25, 2018 May 02, 2018 May 08, 2018 May 16, 2018 May 30, 2018 June 13, 2018 June 27, 2018	-
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 <ul style="list-style-type: none">a. Audit Committeeb. Nomination & Remuneration committeec. Stakeholders Relationship Committeed. 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

Tushar Gunderia
Company Secretary &
Head – Legal & Compliance



ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Remarks
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

For Blue Dart Express Limited

Tushar Gunderia
Company Secretary &
Head – Legal & Compliance

