

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

Quarter ended on: March 31, 2020

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 years)	No. of Directorship in listed entities including this listed entity	No of Independent Directors 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*	01739334	Chairperson - Independent-Non - Executive	01/10/1938	Yes	31/07/2018	21/12/2007	23/07/2019	-	5 years	2	2	2	1
Mr.	Balfour Manuel**	08416666	Executive	10/03/1961	N.A.		16/05/2019		-	-	1	0	1	0
Mr.	Malcolm Monteiro	00089757	Non Independent - Non Executive	07/06/1953	N.A.		13/03/2006		17/01/2020	-	1	1	1	0
Ms.	Tulsi N. Mirchandaney***	01842520	Non Independent - Non Executive	24/07/1950	N.A.		17/10/2017		-	-	1	0	0	0
Mr.	Narendra Sarda****	03480129	Independent-Non - Executive	08/11/1945	N.A.		28/03/2015	28/03/2017	-	5 years	2	2	2	0
Mr.	Air Marshal M. McMahon (Retd.)*****	00234293	Independent-Non - Executive	27/09/1944	Yes	31/07/2019	10/02/2017		-	5 years	1	1	1	0
Ms.	Kavita Nair*****	07771200	Independent-Non - Executive	03/05/1973	N.A.		26/03/2019		-	2 years 6 months	1	1	0	0
Mr.	Kenneth Allen*****	08376337	Non Independent - Non Executive	02/08/1955	N.A.		11/03/2019		-	-	1	0	0	0
Mr.	R.S.Subramanian*****	02946608	Non Independent - Non Executive	25/05/1965	N.A.		27/03/2019		-	-	1	0	1	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. McMahan 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.

\*\*\*\*\* Mr. Kenneth Allen who was appointed as an Additional Director with effect from March 11, 2019 was regularised as Director of the Company in the Annual General Meeting of the Company held on July 31, 2019.

\*\*\*\*\* 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.

## 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. Malcolm Monteiro	Member - Non Independent - Non Executive	23/12/2008	17/01/2020
		3. Mr. Narendra Sarda	Member - Independent - Non Executive	25/05/2016	-
		4. Mr. R.S.Subramanian	Member - Non Independent - Non Executive	17/01/2020	-
2. Nomination & Remuneration Committee	Yes	1. Mr. Narendra Sarda	Chairperson - Independent - Non - Executive	25/05/2016	-
		2. Mr. Sharad Upasani	Member - Independent - Non - Executive	21/12/2007	-
		3. Mr. Malcolm Monteiro	Member - Non Independent - Non Executive	23/12/2008	17/01/2020
		4. Ms. Kavita Nair	Member - Independent - Non - Executive	17/01/2020	-
3. Risk Management Committee	Yes	1. Mr. Narendra Sarda	Chairperson - Independent - Non - Executive	28/03/2015	-
		2. Mr. Sharad Upasani	Member - Independent - Non - Executive	28/03/2015	-
		3. Mr. Malcolm Monteiro	Member - Non Independent - Non - Executive	12/10/2016	17/01/2020
		4. Air Marshal M. McMahan (Retd.)	Member - Independent - Non - Executive	30/01/2019	-
		5. Mr. Balfour Manuel	Member (Managing Director)	30/01/2019	-
		6. Mr. Aneel Gambhir	Member (CFO)	28/03/2015	-



		7. Mr. Tushar Gunderia	Member (Company Secretary & Head – Legal & Compliance)	28/03/2015	-
		8. Mr. Savio Mendonca	Member (Vice President – Internal Audit)	31/10/2019	-
		9. Mr. R.S.Subramanian	Member- Non Independent - Non – Executive	17/01/2020	-
4. Stakeholders Relationship Committee	No	1. Mr. Malcolm Monteiro	Chairperson - Non Independent - Non – Executive	25/05/2016	17/01/2020
		2. Mr. Sharad Upasani	Member - Independent- Non – Executive	30/01/2019	-
		3. Air Marshal M. McMahon (Retd.)	Member - Independent- Non – Executive	28/03/2019	-
		4. Mr. Balfour Manuel	Member – Managing Director	17/01/2020	-
5. Corporate Social Responsibility Committee	Yes	1. Sharad Upasani	Chairperson - Independent - Non – Executive	05/02/2014	-
		2. Malcolm Monteiro	Member- Non Independent - Non – Executive	05/02/2014	17/01/2020
		3. Ms. Tulsi Mirchandaney	Member- Non Independent - Non – Executive	30/01/2019	-
		4. 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 31, 2019 December 04, 2019 December 30, 2019	January 17, 2020	Yes	9	4	17

### 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 17, 2020	Yes	3	2	October 31, 2019 December 04, 2019	43
Audit Committee with the Members of the Senior Management – January 17, 2020	Yes	3	2	-	-
Nomination & Remuneration Committee – Nil	Yes	-	-	October 31, 2019 December 04, 2019 December 30, 2019	-
Risk Management Committee – Nil	Yes	-	-	October 31, 2019	-



CSR Committee- January 17, 2020	Yes	3	1	October 31, 2019	-
Stakeholders Relationship Committee – January 17, 2020	Yes	3	2	October 31, 2019	-

<b>V. 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	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
<b>VI. 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, 2020

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.
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

<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>
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)	Yes
Approval for Material Related Party Transactions	23(4)	N.A.
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**

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

