

## **Familiarisation Programme for Independent Directors**

### **Preamble:**

Pursuant to Regulation 25(7) and Regulation 46 (2) (i) of The Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 ('Listing Regulations 2015'), which comes into force w.e.f. December 1, 2015 and replaces Listing Agreement, Blue Dart Express Limited (the Company) has amended familiarisation programme for the Independent Directors which was adopted by the Board of Directors pursuant to Regulation 25(7) of the Listing Regulation 2015.

### **Objective:**

The familiarisation programme for the Independent Directors aims to provide insight into the Company to enable Independent Directors to understand their role, duties, responsibilities in the Company, nature of industry in which the Company operates, business model of the Company etc., through various programmes.

### **Familiarisation module:**

Various programmes / presentations are conducted to make Independent Directors familiarize with the Organisation functioning.

The Company Management makes presentations/ plans organizational/ functional presentations/ familiarization programme for Independent Directors when new Independent Director is inducted on the Board of the Company.

The Company circulates news and articles related to the Industry in which the Company operates on a regular basis and provide specific Regulatory Updates from time to time. Quarterly updates on relevant statutory changes and judicial pronouncements encompassing key amendments are circulated and briefed to Directors.

At the time of appointing Independent Director, a formal Letter of Appointment is issued to him/ her which inter - alia explains the role, functions, duties and responsibilities expected from him/ her as an Independent Director of the Company.

At the outset, all Independent Directors are provided an overview of;

- Criteria of independence applicable for Independent Directors;
- Role, functions, Duties, Responsibilities and liabilities of Independent Directors;
- 'Directors Responsibility Statement' forming part of the Boards' Report;
- Vigil Mechanism including Policy formulation, disclosures, Code of Conduct for Independent Directors
- Financial controls, overseeing risk management process, financial management matters, Corporate Social Responsibility (CSR) initiatives adopted by the Company, Stakeholders matters, Board effectiveness, Strategic direction, Competition update, Company's performance update on periodic basis, monthly MIS etc.;
- Fraud response plan, Audit Committee approval, review and approval process;
- Risk Management Systems & Framework
- Board Evaluation Process and Procedures

The above initiatives help Directors to understand the Company, its business and regulatory framework in which the Company operates and equips them to effectively fulfill their role as Directors of the Company.

The Company through its Senior Managerial Personnel conducts programs / presentations to familiarise Independent Directors with the functioning of the Company. Such programs / presentations provide an opportunity to Independent Directors to interact with the Senior Management team of the Company and helps them to understand the Company's strategy, business model, operations, service and service/product offerings, markets, Organisation structure, facilities and risk management and such other areas.

Presentations are periodically made to the Board of Directors / Audit Committees/ Committees of the Board of Directors. Minutes of the Audit Committees and other Board Committees are circulated to the Board to keep them abreast of Organisational developments. The Company at its each Board Meeting allocates considerable amount of time for agenda item viz; "Regulatory updates" wherein, the Head (Legal & Compliance) & Company Secretary presents to the Board, a brief update/ presentation highlighting 'SEBI & Other Regulatory Updates'. Directors are also given opportunity to interact with the Committee members, Functional Heads and Senior Management Team.

The Board of Directors has complete access to information within the Company. The Independent Directors have freedom to interact with the Company Management. Interactions happen during the Board / Committee Meetings when Regional/Functional Heads are requested to update and brief the Board about performance of their respective Regions/Functions. Apart from this, the Directors also

have interaction with the Statutory Auditors and Internal Auditors. Further, Independent Directors meet periodically without the presence of any management personnel and have their separate meetings to enable them to discuss matters pertaining to the Company's affairs and put forth their views to the Board of Directors.

### **Disclosures:**

The document on familiarization programme is uploaded on website and a web link thereto shall be given in the Annual Report of the Company.

Summary of Familiarisation Programmes imparted to Independent Directors as per Regulation 25(7) and Regulation 46(2)(i) of Listing Regulations 2015 after December 1, 2015:

Sr. n	Subject matter of the Programme	No. of programmes attended	No. of hours spent
1.	The Company along with Senior Management familiarized Independent Directors about the Company's strategy, progress and future outlook of the Company	1	3
2.	Delhi visit	1	12
3.	Induction programme for Ms. Kavita Nair, Independent Director Visit to Service Center/ overview of Company affairs etc	1	10
4.	Masterclass for Directors organized by the Institute of Directors (IOD) (attended by Ms. Tulsi Mirchandaney, Ms. Kavita Nair)  <ul style="list-style-type: none"> <li>– Corporate Sustainability: Environmental, Social and Economic Responsibility,</li> <li>– Financial Literacy for Directors</li> <li>– Corporate Governance: Enhancing Stakeholder Value</li> <li>– Strategic Leadership of Corporate Boards: Maximizing Effectiveness and Accountability</li> <li>– Corporate Board Strategy</li> </ul>	1	2 days

5.	Seminar on Diversity in Board Room organized by KMPG (attended by Air Marsal M. Mc Mahon (Retd).)	1	1 day
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Sr. No.	Date of familiarization programme	Duration of programme	Topic of the familiarization programme
1.	December 15, 2016	2 hrs	-Technology at Blue Dart - GST process and readiness of the Government on GST implementation
2.	February 02, 2017	1 hr	Marketing
3.	May 05, 2017	1 hr	Customer Service function
4.	December 06, 2017	1 hr	Legal, Compliance & Company Secretarial Overview
5.	January 30, 2018	1 hr	Procurement, Real Estate, Administration and Maintenance
6.	July 31, 2018	1 hr	Cyber Security
7.	October 31, 2018	1 hr	eCommerce Operations
8.	July 31, 2019	1 hr	Cyber Security
9.	July 31, 2020	1 hr	HR Function and HR processes
10.	October 29, 2020	1 hr	IT-Digital Journey
11.	March 23, 2021	1 hr	Finance, Accounts & Treasury
12.	October 29, 2021	1 hr	Operations function
13.	January 08-09 & 15-16, 2022	4 days	Masterclass for Directors Virtual Training Programme:  Evolving Role of Directors, Companies Act & Corporate Laws, The Boards Legal Environment, Duties, Responsibilities & Liabilities of Directors, Corporate Strategy, Board's Strategic Foresight for Building Sustainability in Business, Financial Literacy for Directors & Driving Financial Performance, Enterprise Risk Management, Enhancing Board Committee, Effectiveness, Strengthening the Role of Independent Directors: A guide for the future, Independent Directors: Improving Corporate Credibility and Governance Standards, Board's Strategy on ESG and Corporate Sustainability, Sensitizing Board of Directors: Organizational and Board Dynamics, Ethics & Communication, Design Thinking for Boards', Mock Test Paper on Independent Directors Proficiency Test
14.	February 12 & 13, 2022	2 days	
15.	February 12-13 & 19-20, 2022	4 days	
16.	September 08, 2022	6 hrs	Induction/ familiarisation programme

17.	February 28, 2023	2 hours	<ul style="list-style-type: none"> <li>- Strategy Meeting</li> <li>- Business Responsibility &amp; Sustainability Reporting Training</li> </ul>
18.	Quarterly Board Meetings	Ongoing basis	<p>B2B &amp; B2C Scenario – Business Update: current competitive landscape and challenges. corporate strategy on B2B and B2C, BCA, Business Update, Corona Virus – Business impact/continuity plan, competitive threats, future plans etc.</p> <p>Circulation of Regulatory Updates, Board Processes, Board Guidance Manual, Global Compliance Manual</p>

**Review:**

The Board of Directors shall review this programme and make revision as may be required from time to time.