

Name of the Company: **Blue Dart Express Limited**
Quarter ended on: December 31, 2019

| 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 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 on 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 | 0 | 0 |
| Mr. | Malcolm Monteiro | 00089757 | Non Independent - Non Executive | 07/06/1953 | N.A. | | 13/03/2006 | | - | - | 2 | 1 | 2 | 1 |
| 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 | 0 | 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 | 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. 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. McMahon 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 | - |
| | | 3. Mr. Narendra Sarda | Member - Independent - Non Executive | 25/05/2016 | - |
| 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 | - |
| 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 | - |
| | | 4. Air Marshal M. McMahon (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. Savio Mendonca | Member (Vice President – Internal Audit) | 31/10/2019 | |
| 4. Stakeholders Relationship Committee | | 1. Mr. Malcolm Monteiro | Chairperson - Non Independent - Non – Executive | 25/05/2016 | - |
| | | 2. Mr. Sharad Upasani | Member - Independent- Non – Executive | 30/01/2019 | - |
| | | 3. Air Marshal M. McMahon (Retd.) | Member - Independent- Non – Executive | 28/03/2019 | - |
| 5. Corporate Social Responsibility Committee | | 1. Sharad Upasani | Chairperson - Independent - Non – Executive | 05/02/2014 | - |
| | | 2. Malcolm Monteiro | Member- Non Independent - Non – Executive | 05/02/2014 | - |
| | | 3. Ms. Tulsi Mirchandaney | Member- Non Independent - Non – Executive | 30/01/2019 | - |
| 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) |
| July 31, 2019 | October 31, 2019 | Yes | 8 | 4 | 91 |
| | December 04, 2019 | Yes | 8 | 4 | 33 |
| | December 30, 2019 | Yes | 6 | 3 | 25 |
| IV. Meetings of Committees | | | | | |
| Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum (details) met | 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 – October 31, 2019 December 04, 2019 | Yes | 3 | 2 | July 31, 2019 | 91 33 |
| Audit Committee with the Members of the Senior Management – Nil | Yes | | | July 31, 2019 | - |
| Nomination & Remuneration Committee – October 31, 2019 December 04, 2019 December 30, 2019 | Yes | 3 3 2 | 2 2 2 | - | - |
| Risk Management Committee – October 31, 2019 | Yes | 4 | 3 | - | - |
| CSR Committee- October 31, 2019 | Yes | 3 | 1 | - | - |
| Stakeholders Relationship Committee – October 31, 2019 | Yes | 3 | 2 | July 31, 2019 | - |



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

