

REPORT ON CORPORATE GOVERNANCE

1. Blue Dart's philosophy on Corporate Governance

Corporate Governance is the mechanism by which the values, principles, policies and procedures of the Organisation are inculcated and manifested. The essence of Corporate Governance lies in promoting and maintaining integrity, transparency and accountability throughout the organisation.

The Board of Directors of the Company continue to lay great emphasis on the broad principles of Corporate Governance. For Blue Dart, Corporate Governance is a continuous journey, seeking to provide an enabling environment to harmonise the goals of maximising stakeholder value and maintaining a customer-centric focus.

The basic philosophy of Corporate Governance at Blue Dart is to achieve business excellence and to create and enhance the value for its Shareholders, Customers, Employees and Business Associates and resultantly make a significant contribution to the economy. Blue Dart's Corporate Governance principles uphold its standing at the forefront of Corporate Governance best practices. The Company adheres to good corporate practices and is constantly striving to better them and adopt emerging best practices. It is believed that adherence to business ethics and commitment to Corporate Social Responsibility would help the Company to achieve its goal of maximising value for all its stakeholders. The Company endeavours to not only match international standards but also strives to set a benchmark for Corporate Governance initiatives.

Blue Dart perceives Corporate Governance as a necessary tool to enhance the economic health of a Company and more importantly that of the society at large. As a responsible corporate citizen, Blue Dart complies with the applicable laws of the land in letter as well as in spirit.

In recognition of the good Corporate Governance Practices adopted by the Company, Blue Dart was honored with the 6th BSE Social and Corporate Governance Award 2010 held at The Bombay Stock Exchange, for the Best CSR Practice and also won Good Corporate Citizen Award 2009-2010 (Medium Corporate Category) organised by the Bombay Chamber of Commerce and Industry.

This validates the high standards of Corporate Governance adopted by us.

2. Board of Directors

In accordance with the provisions of the Companies Act, 1956, and Articles of Association of the Company, Mr. Malcolm Monteiro, Director, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

As on December 31, 2010, composition of the Board of Directors consists of one Executive Director and five Non-Executive Directors. All key decisions are taken only after detailed

deliberations and discussions by the Board. The Board of Directors possess adequate experience, expertise and skills necessary to manage the affairs of the Company in the most efficient manner. The Board acts with autonomy and independence in exercising strategic decision-making process and discharging its fiduciary responsibilities.

The DHL nominee Directors hold the firm belief that DHL's best interests are aligned with the continued growth and success of the Company.

Mr. Roger Crook, CEO of DHL Express, Asia Pacific and the Eastern Europe, Middle East and Africa Regions (EEMEA) and a nominee Director of DHL Express (Singapore) Pte. Ltd. was appointed as an Additional Director with effect from February 1, 2011.

Mr. Crook is also responsible for driving global sales through the Sales Executive Committee and the Global E-committee, overseeing the 129 markets in his purview.

In his previous role as CEO of DHL Express in the Americas, Mr. Roger Crook was instrumental in managing all DHL Express business activities in close to 50 countries and territories in the Americas.

With more than 20 years of experience at DHL, Mr. Roger Crook has been involved in various roles including Country Manager, Commercial Director for Global, Europe, the Middle East and Africa, as well as COO for the Company's Global Customer Logistics Express group and Global Customer Solutions division.

Mr. Crook holds a bachelor's degree in Engineering as well as a master's degree in Business Administration. He is also a member of the Caribbean and Latin American Express Delivery Conference (CLAEDC).

Mr. Christopher Ong, a nominee Director of DHL Express (Singapore) Pte. Ltd. tendered his resignation as a Director with effect from February 1, 2011 and was appointed as an Alternate Director to Mr. Roger Crook with effect from that date.

Mr. Christopher Ong is currently Vice President - Business Development, First Choice and Go Green for DHL Asia Pacific, EEMEA Regions. He is responsible for Mergers and Acquisitions and Partnerships and Planning. In addition, Mr. Ong is the head for First Choice, DHL's Six-Sigma program and Go Green, the group's climate protection program in the region. Prior to joining DHL in 2006, Mr. Ong spent about 10 years with Temasek Holdings, the Singapore Government owned Sovereign Wealth Fund, where he was responsible for originating, evaluating and executing investments as well as managing and restructuring companies around the globe. He brings to the table, his deep domain expertise in the field of Transport, Logistics, Telecom, Media, Technology, and Manufacturing.

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Mr. Christopher Ong is a Graduate in Mechanical Engineering from Tufts University, Boston.

Board Procedure

The Board of Directors are presented with all relevant information on vital matters that affect the working of the Company as well as those which require deliberations at the highest level. It is ensured that information, as required under Annexure IA to the provisions of Clause 49 of the Listing Agreement, is made available to the Board of Directors enabling them to discharge their functions effectively.

There is no relationship between the Directors inter-se.

The size and composition of the Board conforms to the requirements of Corporate Governance norms as stipulated under the provisions of the Listing Agreements entered into with the Stock Exchanges.

The meetings of the Board of Directors are scheduled well in advance and generally held at the Company's Registered Office in Mumbai. The Notice of the Board Meeting and the Board Agenda with detailed enclosures are sent in advance to all Directors.

During the year under review, six Board Meetings were held, viz. January 28, 2010, February 23, 2010, April 13, 2010, July 27, 2010, October 26, 2010 and December 13, 2010.

The details of attendance of each Director at the Board Meetings, last Annual General Meeting, and number of other directorship and membership in Committees thereof, are as under:

Name of Director	Position	Designation	Attendance Particulars		Directorship in Other Indian Companies	Committee Membership in Other Indian Companies	
			Board Meetings	Last AGM		Member	Chairman
Mr. Sharad Upasani	Independent & Non-Executive Director	Chairman	6	Yes	1	Nil	Nil
Mr. Anil Khanna	Executive Director	Managing Director	6	Yes	Nil	1	Nil
Mr. Malcolm Monteiro	Non-Independent & Non-Executive Director	Director	6	Yes	Nil	Nil	Nil
Mr. Clyde Cooper	Non-Independent & Non-Executive Director	Director	2	Yes	1	1	Nil
Mr. Suresh G Sheth	Independent & Non-Executive Director	Director	6	Yes	2	Nil	Nil
Mr. Christopher Ong	Non-Independent & Non-Executive Director	Director	4	Yes	Nil	Nil	Nil

Notes:

- 1) Mr. Christopher Ong, a nominee Director of DHL Express (Singapore) Pte. Ltd. tendered his resignation as a Director with effect from February 1, 2011 and was appointed as an Alternate Director to Mr. Roger Crook with effect from the same date.
- 2) Mr. Roger Crook, CEO of DHL Express, Asia Pacific and the Eastern Europe, Middle East and Africa Regions (EEMEA) and a nominee Director of DHL Express (Singapore) Pte. Ltd. was appointed as an Additional Director with effect from February 1, 2011.
- 3) The Directorships held by Directors as mentioned above, includes Directorships in Private Limited Companies and Companies Registered under Section 25 of the Companies Act, 1956, but do not include Directorships in Foreign Companies.

3. Audit Committee

The Audit Committee of the Board deals with all matters relating to financial reporting, internal controls, risk management, etc. and reports to the Board from time to time. The Board of Directors of the Company had constituted an Audit Committee at its Board Meeting held on May 8, 2001. The Audit Committee comprises two Independent Non-Executive Directors, viz. Mr. Sharad Upasani and Mr. Suresh Sheth and one Non-Independent and Non-Executive Director, Mr. Malcolm Monteiro. The Chairman of the Committee is Mr. Sharad Upasani. Mr. Tushar Gunderia, Company Secretary, acts as the Secretary to the Audit Committee.

The permanent invitees to the Audit Committee Meetings are Mr. Anil Khanna, Managing Director; Mr. Yogesh Dhingra, Finance Director & Chief Operating Officer; the Statutory Auditors and the Internal Auditors.

The powers and terms of reference of the Audit Committee are in accordance with the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchanges and Section 292A of the Companies Act, 1956.

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The terms of reference inter-alia include the following:

- (a) Overseeing the financial reporting process and ensuring correct disclosure of financial information.
- (b) Reviewing with the management, annual financial statements that specially emphasise on accounting policies and practices, compliance with the accounting standards, qualifications, if any, in the draft audit report and other legal requirements concerning financial statements.
- (c) Reviewing the Company's financial and risk management policies.
- (d) Reviewing the adequacy of internal audit function including their policies, procedures, techniques and other regulatory requirements and reporting the matter to the Board.
- (e) Recommending appointment and removal of External and Internal Auditors and recommendation of their fees.
- (f) Reviewing the findings of any internal investigation by the Internal Auditors into matters where there is a suspected fraud or irregularities or a failure of internal control systems of a material nature and reporting the matter to the Board.
- (g) Reviewing with the Management the quarterly financial statements before their submission to the Board for its approval.
- (h) Reviewing related - party transactions.
- (i) Approval for payment to statutory auditors for any other services rendered by the statutory auditors.
- (j) Reviewing with the Management, performance of statutory and internal auditors, and adequacy of internal control systems.
- (k) Reviewing the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of the internal audit.
- (l) Discussions with internal auditors on any significant findings and follow-up thereof.
- (m) Discussions with statutory auditors before the audit commences, about the nature and scope of the audit, as well as post-audit discussion, to ascertain any area of concern.

The Audit Committee of the Company meets and interacts at least twice a year with the Senior Management Personnel, which gives the Audit Committee a deeper insight into the workings of major departments and regions.

During the year under review, seven Audit Committee Meetings were held, viz. January 28, 2010 (two meetings, one of which was

with the Senior Management of the Company), April 13, 2010, July 27, 2010 (two meetings, one of which was with the Senior Management of the Company), October 26, 2010 and December 13, 2010.

The constitution of the Audit Committee and other related information as on December 31, 2010, is as under:

Names of Director	Position	No. of Meetings	
		Held	Attended
Mr. Sharad Upasani	Chairman	7	7
Mr. Suresh G Sheth	Member	7	7
Mr. Malcolm Monteiro	Member	7	7

4. Compensation Committee

The Board of Directors of the Company had constituted Compensation Committee of the Directors at the Board Meeting of the Company held on May 7, 2002. The Compensation Committee comprises two Independent Non-Executive Directors, viz. Mr. Suresh Sheth and Mr. Sharad Upasani, and a Non-Independent and Non-Executive Director, Mr. Malcolm Monteiro. The Committee is chaired by Mr. Suresh Sheth, Director.

The details of attendance of each Member at the Compensation Committee Meetings held during the year 2010, are as under:

Names of Director	Position	No. of Meetings	
		Held	Attended
Mr. Suresh G Sheth	Chairman	2	2
Mr. Sharad Upasani	Member	2	2
Mr. Malcolm Monteiro	Member	2	2

The Executive Director is paid remuneration in terms of a resolution passed by the members at the General Meetings.

The terms of reference of the Compensation Committee inter-alia includes review and recommendation to the Board of Directors on remuneration payable to the Executive Director.

The Ministry of Finance, Department of Company Affairs, had vide its notification dated GSR 580(E) dated July 24, 2003, permitted companies to pay sitting fees up to a maximum of ₹ 20,000/- per meeting. The Board of Directors of the Company at its Meeting held on October 14, 2003, decided to pay sitting fees of ₹ 20,000/- per meeting to Non-Executive Directors for each meeting of the Board, Audit Committee and Compensation Committee attended by them. DHL nominated Directors do not accept any sitting fees as per their internal guidelines.

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In terms of the amended provisions of Clause 49 of the Listing Agreement, the Board is required to have at least one third of the members of the Board as Independent Directors, if the Chairman is Non-Executive. The Company's present Board comprises Mr. Sharad Upasani and Mr. Suresh Sheth, who are Independent Directors on the Board of the Company.

Mr. Sharad Upasani, the Independent Director, has done Masters in Commerce and LLB from Mumbai University and also holds MBA degree from USA. He is now giving Consultancy on Corporate Law matters and acts as an Arbitrator in corporate disputes. Mr. Suresh Sheth, the Independent Director, is a Commerce graduate from Sydenham College, and a Fellow Chartered Accountant (FCA) and a Member of the Institute of Chartered Accountants of India for the past 40 years. Mr. Sheth is a partner in the firm of Chartered Accountants, viz; M/s. Sheth & Company. His areas of specialisation are Audit, Taxation and Financial Consultancy.

In the meeting of the shareholders of the Company held on April 27, 2006, the shareholders had approved the payment of commission to Non-Executive Directors, not exceeding 1% of Net Profit of the Company in accordance with the provisions of Companies Act, 1956. For the valuable contribution by way of advice for various project works, from time to time, the Company pays commission to Mr. Sharad Upasani and Mr. Suresh Sheth, Non-Executive Directors, at such rate as determined by the Board of Directors of the Company and within the ceiling as prescribed under the provisions of the Companies Act, 1956.

During the year, the Company paid commission to Mr. Sharad Upasani and Mr. Suresh Sheth, Non-Executive Directors, aggregating to ₹ 20 lacs for the year ended December 31, 2009.

The Compensation Committee Meetings of the Company were held on January 28, 2010 and February 23, 2010.

In terms of the Agreements executed with the Company, the details of the terms of remuneration payable to the Managing Director is as under:

1. (a) Mr. Anil Khanna – Managing Director

(with effect from April 1, 2009 to March 31, 2010)

Basic Salary - ₹ 4.15 lacs per month

House Rent Allowance - ₹ 0.75 lacs per month

Special Allowance - ₹ 1.90 lacs per month

In addition to the above amount, Mr. Anil Khanna shall be entitled to the following:

- (i) The Company's contribution to Provident Fund, in accordance with the Rules and Regulations of the Company.

Such contribution will not be included in the computation of ceiling on perquisites to the extent not taxable under the provisions of Income Tax Act, 1961.

- (ii) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service. Such amount shall not be included in the computation of ceiling on remuneration as specified under Schedule XIII to the Companies Act, 1956.
- (iii) Superannuation at a rate of 15%. Such contribution to the Superannuation Fund will not be included in the computation of ceiling on perquisites to the extent not taxable under the provisions of Income Tax Act, 1961.
- (iv) Encashment of unavailed leave at the end of each year. Such amount shall not be included in the computation of ceiling on remuneration as specified under Schedule XIII to the Companies Act, 1956.
- (v) Re-imbursment of telephone expenses at residence for official purpose.
- (vi) The Company will provide a chauffeur - driven vehicle.
- (vii) Coverage under the Company's Group Insurance Cover.
- (viii) Fees of club, subject to a maximum of one club. This will not include admission and life membership fees.
- (ix) Subscription and Annual Fees for the Corporate Credit Card.
- (x) The Managing Director would be entitled to an incentive payment, based on the achievement of profitability levels for the year ended December 31, 2009, up to a maximum of ₹ 70 lacs.
- (xi) Increment for each year shall be determined by the Compensation Committee and shall be subject to approval of the Board of Directors and members of the Company in the General Meeting of Members.
- (xii) Such other benefits in accordance with the schemes and rules as applicable from time to time and not exceeding the sum of ₹ 3.5 lacs per annum.

During the term of employment of the Managing Director, if in any financial year, the Company does not earn any profits or earns inadequate profits as contemplated under the provisions of Schedule XIII of the Companies Act, 1956, unless otherwise approved by the Central Government, remuneration shall be paid as per the monetary ceiling prescribed in Schedule XIII to the Companies Act, 1956, or any re-enactment thereof. Severance term agreed between the Company and the Managing Director is 6 months notice or payment of 6 months salary in lieu thereof.

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1. (b) Mr. Anil Khanna – Managing Director

(with effect from April 1, 2010 to March 31, 2011)

Basic Salary - ₹ 4.57 lacs per month

House Rent Allowance - ₹ 0.825 lacs per month

Special Allowance - ₹2.09 lacs per month

In addition to the above amount, Mr. Anil Khanna shall be entitled to the following:

Superannuation contribution subject to a maximum ceiling of 15% of basic salary by way of contribution to a fund or an allowance in lieu thereof or a combination of both. Contribution to the superannuation fund will not be included in the computation of ceiling on remuneration as specified under Schedule XIII to the Companies Act, 1956 to the extent it is not taxable as a perquisite under the provisions of the Income Tax Act, 1961.

The Managing Director shall be entitled to incentive payment based on achievement of profitability levels for the year ended December 31, 2010, upto a maximum of ₹ 73 lacs, as may be decided by the Board of Directors from time to time.

Save and except as indicated hereinabove, the other remuneration terms of Mr. Anil Khanna, Managing Director, remain the same as indicated hereinabove in 1 (a).

1. (c) Mr. Anil Khanna – Managing Director

(with effect from April 1, 2011 to March 31, 2012)

Basic Salary - ₹ 5.71 lacs per month

Save and except as indicated hereinabove, the other remuneration terms of Mr. Anil Khanna, Managing Director, remain the same as indicated hereinabove in 1 (a) and 1 (b).

The remuneration policy of the Company is performance-driven and is structured to motivate employees, recognise their merits and achievements and promote excellence in their performance.

The Compensation Committee of Directors and the Board of Directors of the Company are authorised to decide the remuneration of Whole-Time Directors, subject to approval of the Members and the Central Government, if required.

The Non-Executive Directors are paid remuneration by way of sitting fees and commission except DHL-nominated Directors who are not paid any sitting fees and commission, as per their internal guidelines.

None of the Directors held any shares of the Company.

The Company does not have any 'stock options' scheme.

5. Investors' Grievance Committee

The Investors' Grievance Committee of the Company approves and monitors transfers and transmission of shares and split and consolidation of share certificates. The Committee also monitors redressal of complaints received from shareholders relating to transfer / transmission of shares, non-receipt of annual reports, and transfer of credit of shares to demat accounts, dividend and other investor-related matters. The Meetings of Investors' Grievance Committee are held once in a fortnight to consider matters placed before it.

The Committee consists of Mr. Suresh Sheth, Non-Executive Director, acting as Chairman of the Committee and Mr. Anil Khanna, Managing Director. Mr. Tushar Gunderia, Company Secretary, has been designated as the Compliance Officer under the provisions of the Listing Agreements entered into with the Stock Exchanges.

During the year under review, 130 correspondences were received from investors. These include 10 complaints received and disposed off during the year ended December 31, 2010. All Investor correspondences have been attended to expeditiously.

All valid share transfers / transmissions and other requests received during the year were approved and attended to by the Committee. There were no pending requests for transfer of Equity Shares as on December 31, 2010.

The details of Investors' Correspondence received during the year were as under:

Nature of Correspondence	No. of Correspondence received	No. of Correspondence resolved/attended
Revalidation / Duplicate / Non-Receipt of Dividend Warrants	44	44
Non-Receipt of Share certificates / Transfers / Transmissions	17	17
Change of Address	8	8
Request for loss / duplicate/ replacement of Share Certificates	15	15
Others *	46	46
Total	130	130

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* Others include correspondence pertaining to updating new signatures, non-receipt of rejected dematerialisation request forms, registration of Power of Attorneys, procedure for transmission of shares, dividend mandate instructions, request for Annual Reports, letters from SEBI and Stock Exchanges and such other administrative matters.

The Company and the Registrar & Transfer Agent have attended to most of the investors' correspondence within a period of 8 days from the date of receipt of correspondence during the year ended December 31, 2010.

M/s. Link Intime India Pvt. Limited act as Registrars and Share Transfer Agent of the Company.

In accordance with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company has formulated, adopted and implemented the 'Blue Dart Code of Conduct for Prevention of Insider Trading and' the 'Code for Corporate Disclosure Practices' and it is strictly adhered to by all the designated personnel notified for the purpose of application of the aforesaid Code.

The Investors' Grievance Committee monitors compliance of the provisions of 'Blue Dart Code of Conduct for prevention of Insider Trading and the 'Code for Corporate Disclosure Practices'.

Pursuant to Clause 5A of the Listing Agreements, the Company has initiated the process by sending reminder letters to those shareholders who have not yet claimed their shares.

6. General Body Meetings

- a) The details of Annual General Meetings held during the last three years are as under:

AGM for Financial Year ended	Date	Time	Location
December 31, 2007	22.04.08	4:30 p.m.	Hotel Le Royal Meridien, Sahar Airport Road, Andheri (East), Mumbai – 400 099
December 31, 2008	15.04.09	4:30 p.m.	Hotel Le Royal Meridien, Sahar Airport Road, Andheri (East), Mumbai – 400 099
December 31, 2009	13.04.10	4:30 p.m.	Hotel Le Royal Meridien, Sahar Airport Road, Andheri (East), Mumbai – 400 099

- b) All resolutions set out in the respective Notices were passed by the Members. No Postal Ballot was conducted during the year. None of the resolutions are proposed to be passed by the postal ballot method.
- c) No Special Resolutions were passed by the Members during the previous three Annual General Meetings.

7. Subsidiary Company

The Company does not have any material non-listed Indian subsidiary Company whose turnover or net worth (i.e. paid-up Capital and Free Reserves) exceeds 20% of the consolidated turnover or Net Worth of the Company and its subsidiary in the immediately preceding accounting year.

The Company monitors performance of its subsidiary, inter-alia, by the following means:

- The Financial Highlights of the unlisted subsidiary company are reviewed by the Audit Committee of the Company.
- The Minutes of the Board Meetings of the subsidiary company are placed before the Board Meeting of the Company.
- The details of any significant transactions and arrangements entered into by the unlisted subsidiary company are placed before the Board of the Company.
- The Company has its Senior Management personnel on the Board of its subsidiary company.

8. Disclosures

Transactions with related parties, as per requirements of Accounting Standard 18, Related Party Disclosures are disclosed elsewhere in this Annual Report.

The Company has not entered into any other transaction of a material nature with the Promoters, Directors or the Management, their subsidiaries or relatives, etc. that may have a potential conflict with the interests of the Company at large.

No penalties or strictures were imposed on the Company by any of the Stock Exchanges, SEBI, or any other statutory authorities on any matters related to capital markets during the last three years.

The Company has in place a mechanism to inform the Board about risk assessment and minimisation procedures and a periodic review is conducted to ensure that management controls risk through a properly defined framework.

9. Code of Conduct

Blue Dart has always aspired to the highest standards of quality and ethics in working towards its vision to be a leading player in the express air and integrated transportation and distribution industry in the country. The cornerstone of our success has been our people who are led by our "Guiding Principles".

The Board of Directors of the Company has laid down a Code of Conduct for all Board Members and Senior Management Team of the Company. The Code of Conduct is also posted on the website of the Company.

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The Code of Conduct is a comprehensive document that articulates the Company's expectations from its people in practising, by living example, the ethics and values of the organisation to earn the goodwill of its customers and enhance its reputation.

All the Board Members and members of Senior Management have affirmed compliance with the provisions of the Code of Conduct for the year ended December 31, 2010. A certificate from Mr. Anil Khanna, Managing Director, to this effect has been attached to this Report.

Pursuant to the requirements of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992, as amended, the Company has adopted the Blue Dart Code of Conduct for Prevention of Insider Trading in the Equity Shares of the Company. Mr. Tushar Gunderia, the Company Secretary, is the Compliance Officer. This Code of Conduct is applicable to all Directors and designated employees of the Company who are expected to have access to unpublished price-sensitive information relating to the Company.

10. Auditor's Certificate on Corporate Governance

As required by the provisions of Clause 49 of the Listing Agreement, the Auditor's Certificate is given as an Annexure to the Directors' Report.

11. CEO and CFO Certification

As required by Clause 49 V of the Listing Agreement, the CEO and CFO certification on the Financial Statements, Cash Flow Statement and Internal Control Systems for financial reporting for the year ended December 31, 2010, has been obtained from Mr. Anil Khanna, Managing Director and Mr. Yogesh Dhingra, Finance Director and Chief Operating Officer and is incorporated in the Annual Report.

12. Means of Communication

The Quarterly, Half-yearly and Yearly results are published in The Economic Times and a regional language newspaper viz; Maharashtra Times. The financial results and press releases are also immediately posted on the Company's website, viz. www.bluedart.com.

For information of investors, the Company also publishes in the national newspaper, at least seven days in advance, notice of the Board Meeting at which financial results are proposed to be approved by the Board.

The Quarterly, Half-yearly and Yearly results are published in the newspapers with adequate disclosures for the knowledge of shareholders. The Company does not have a system of intimating shareholders individually about the financial results, but the queries, if any, are replied to, immediately.

Management Discussion and Analysis Report forms an integral part of the Directors' Report.

13. Details of compliance with mandatory requirements and adoption of non-mandatory requirements

The Company has complied with all mandatory requirements of Clause 49 of the Listing Agreement with the Stock Exchanges and compliance with the non-mandatory requirements of this clause has been detailed hereunder.

The status of compliance with the non-mandatory requirements of Clause 49 of the Listing Agreement is provided below:

1. The Company has a Compensation Committee, the details of which are provided in this Report under the section "Compensation Committee".
2. It is always the Company's endeavour to present unqualified financial statements. There are no audit qualifications in the Company's financial statements for the year under review.
3. Directors attend training programmes/ conferences on relevant subject matters and keep themselves abreast of corporate and industry developments.
4. Directors are fully briefed on all business - related matters, risk assessment and new initiatives proposed by the Company.
5. The Company is committed to maintain the highest standards of honesty, openness and accountability and recognise that each person in Blue Dart has an important role to play in achieving the organisational goals. It is the policy of the Company to encourage employees, when they have reasons to suspect questionable practices, to report those concerns to the Company's management.
6. The Company has in place a Grievance Redressal Program (GRP). The GRP can be used by all the employees. The GRP affirms an employee's right to appeal on any eligible issue through a process of a systematic review by progressively higher levels of Management. The process guarantees that the issue raised by the employee is reviewed and addressed, resulting in a decision within the guidelines defined. Since GRP is working very effectively, a Whistle Blower Policy is not yet envisaged. No personnel of the Company were denied access to the Audit Committee.

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14. General Shareholders Information

Annual General Meeting : Tuesday, April 26, 2011 at 4:30 p.m. at Hotel Hilton Mumbai International Airport, Chancellor I, Sahar Airport Road, Andheri (East), Mumbai – 400099

Financial Year **January 1 to December 31**

Financial Calendar (tentative and subject to change)	Schedule of Board Meetings	Date
	First Quarter ending March 31, 2011	April 26, 2011
	Second Quarter & Half-Year ending June 30, 2011	July 19, 2011
	Third Quarter ending September 30, 2011	October 18, 2011
	Last Quarter & Year ending December 31, 2011	January 24, 2012

Financial Calendar : (tentative and subject to change)	Schedule of Audit Committee Meetings	Date
	First Quarter ending March 31, 2011	April 26, 2011
	Second Quarter & Half-Year ending June 30, 2011	July 19, 2011
	Third Quarter ending September 30, 2011	October 18, 2011
	Last Quarter & Year ending December 31, 2011	January 24, 2012

Book Closure period April 19, 2011 to April 26, 2011

Dividend Payment Date : April 28, 2011

Listing on Stock Exchanges : 1. The Bombay Stock Exchange Limited
2. The National Stock Exchange of India Limited

(The Company has paid its Annual Listing fees to the above Stock Exchanges for the Financial Year 2010–2011)

Stock market Performance

Stock Code/Symbol	: BSE	: 526612
	NSE	: Symbol – BLUEDART
		Series – EQ

ISIN : INE233B01017

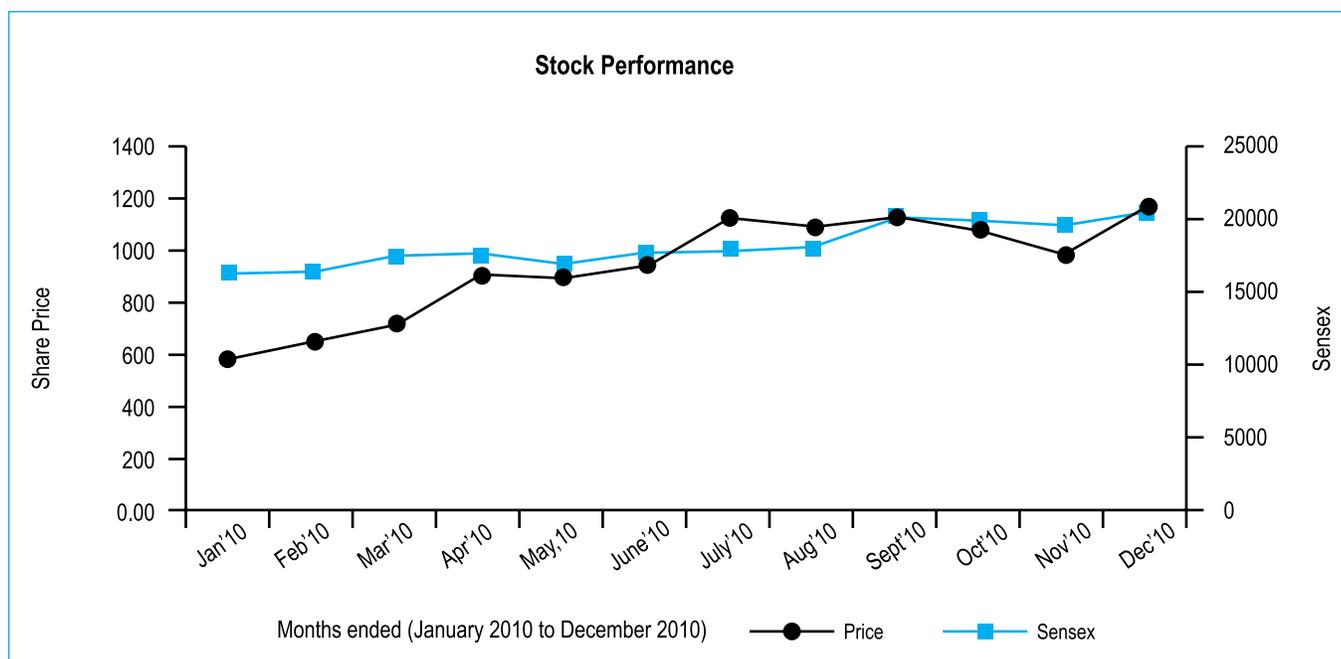
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Stock Market Data:

High and Low quotations of shares at Bombay & National Stock Exchange

Year - 2010		BSE		NSE	
		High	Low	High	Low
January	- 2010	750.00	570.00	787.00	560.10
February	- 2010	684.00	577.00	698.00	580.00
March	- 2010	774.00	652.25	793.60	645.00
April	- 2010	1,044.70	669.00	1,027.90	703.10
May	- 2010	929.00	830.00	933.00	825.00
June	- 2010	974.85	837.50	975.00	860.00
July	- 2010	1,165.00	887.70	1,200.00	930.00
August	- 2010	1,159.95	1,021.00	1,176.00	1,002.50
September	- 2010	1,250.00	1,050.25	1,238.00	1,070.00
October	- 2010	1,132.00	1,040.00	1,220.00	1,030.25
November	- 2010	1,179.00	970.00	1,147.00	963.00
December	- 2010	1,323.00	890.00	1,303.10	880.00

Stock Price Performance in comparison to the BSE Sensex :



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Registrar & Share Transfer Agent : M/s. Link Intime India Pvt.Ltd.
C-13, Pannalal Silk Mill Compound, L.B.S. Marg, Bhandup (W),
Mumbai 400 078.

Phone: +91 22 2596 3838
Fax : +91 22 2594 6969
e-mail: rnt.helpdesk@linkintime.co.in

Share Transfer System : The Share Transfers which are received in the physical form are processed well within the statutory prescribed period from the date of receipt, subject to the documents being valid and complete. All share transfers are approved in the Investors' Grievance Committee Meeting which is held once in a fortnight.

Distribution of Shareholding as on December 31, 2010

No of Shares	No. of Shareholders	% of Share Holders	Shares held	% of shares
1 - 500	4,401	94.18	439,211	1.85
501 - 1000	120	2.57	93,092	0.39
1001 - 2000	66	1.41	97,564	0.41
2001 - 3000	13	0.28	32,912	0.14
3001 - 4000	14	0.30	48,110	0.20
4001 - 5000	7	0.15	32,612	0.14
5001 - 10000	22	0.47	162,087	0.68
10001 - above	29	0.64	22,822,346	96.19
	4,672	100.00	23,727,934	100.00

Categories of shareholders as on December 31, 2010

Category	No. of Shareholders	No of Shares held	Voting Strength %
Promoter	*1	19,227,887	81.035
Foreign Body Corporate	1	200	0.001
Banks, Financial Institutions and Mutual Funds	14	1,816,179	7.654
Individuals	4,333	1,087,419	4.583
Companies	164	1,340,416	5.649
NRIs and FII's	82	226,151	0.953
Clearing Member	76	29,560	0.125
Insurance Companies	1	122	0.000
Total	4,672	23,727,934	100.000

* Under two demat accounts.

REPORT ON CORPORATE GOVERNANCE

Dematerialisation of Shares and Liquidity:

Trading in the Company's equity shares is compulsory in the dematerialised mode for all investors with effect from August 28, 2000. As on December 31, 2010, 23,564,161 Equity Shares of the Company representing 99.31% of Paid-up Equity Share Capital of the Company are in dematerialised mode.

As Shareholders may be aware, dematerialisation of shares offers various advantages which inter-alia includes the following:

1. No scope for any risk of loss, theft, or fraud with regard to share certificates.
2. Bad deliveries are almost eliminated.

3. Shorter settlements thereby enhancing liquidity.
4. No stamp duty on transfer of securities held in demat mode.
5. No concept of Market Lots.
6. No requirement for lodging of transfer deeds and lodging/dispatching transfer documents with the Company, thus avoiding a lot of paperwork.

In view of above various advantages of dematerialisation of shares, shareholders who still hold their equity shares in the physical form are kindly requested to get their shares dematerialised as soon as possible.

Outstanding GDR / ADR

: NIL

Plant Location

: The Company does not carry any manufacturing activities. The Company offers its existing range of integrated transportation and distribution of shipments through its network of 309 offices spread across India.

Address for communication

: Investors should address their correspondence to the Registrar & Share Transfer Agents: M/s. Link Intime India Pvt. Ltd. at the address mentioned hereinabove.

Contact Persons:

Mr. N. Mahadevan Iyer, Vice President – Corporate Registry.
Mr. Dnyanesh Gharote, Assistant Vice President – Corporate Registry.
Mr. Joy Varghese, Officer – Corporate Registry
Mr. Tushar Ghodke, Supervisor – Corporate Registry

Investors may also contact Ms. Prabha Singh, Sr. Manager - Secretarial, or Ms. Aarti Falorh, Manager - Secretarial, at the Registered Office of the Company for any assistance and guidance in connection with investors' matters.

Telephone : +91 22 2839 6444

Ext. Nos. : 33422 or 33451

Email : PrabhaS@bluedart.com

AartiF@bluedart.com

Analyst Contact

: Mr. Yogesh Dhingra – Finance Director & Chief Operating Officer

General Information Contact

: Mr. Ketan Kulkarni, Head – Marketing, Corp. Communication & Sustainability.

AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To the Members of Blue Dart Express Limited

We have examined the compliance of conditions of Corporate Governance by Blue Dart Express Limited, for the year ended December 31, 2010, as stipulated in Clause 49 of the Listing Agreements of the said Company with stock exchanges in India.

The compliance of conditions of Corporate Governance is the responsibility of the Company's management. Our examination was carried out in accordance with the Guidance Note on Certification of Corporate Governance (as stipulated in Clause 49 of the Listing Agreement), issued by the Institute of Chartered Accountants of India and was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreements.

We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Price Waterhouse
Firm Registration Number: 007568S
Chartered Accountants

Lalit Punjabi
Partner
Membership No. F-48102

Place: Mumbai
Date : February 1, 2011