

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

Quarter ended on: September 30, 2022

I. Composition of Board of Directors																
Title	Name of the Director	DIN	Category	Date of Birth	Whether the Director or is disqualified	Current Status	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 months)	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 Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Sharad Upasani ¹	01739334	Chairperson - Independent-Non – Executive	01/10/1938	No	Active	Yes	31/07/2018	21/12/2007	23/07/2019	-	98 months	1	1	3	3
Mr.	Balfour Manuel ²	08416666	Executive	10/03/1961	No	Active	N.A.	-	16/05/2019	16/05/2022	-	-	1	0	1	0
Ms.	Tulsi N. Mirchandaney ³	01842520	Non Independent - Non Executive	24/07/1950	No	Active	N.A.	-	17/10/2017	-	-	-	1	0	0	0
Mr.	Air Marshal M. McMahan (Retd.) ⁴	00234293	Independent-Non – Executive	27/09/1944	No	Active	Yes	30/07/2021	10/02/2017	10/02/2022	-	67 months	1	1	3	1
Ms.	Kavita Nair ⁵	07771200	Independent-Non – Executive	03/05/1973	No	Active	N.A.	30/07/2021	26/03/2019	26/09/2021	-	41 months	1	1	1	0
Mr.	R.S.Subramanian ⁶	02946608	Non Independent - Non Executive	25/05/1965	No	Active	N.A.	-	27/03/2019	-	-	-	1	0	1	0



Mr.	Florian Ulrich Bumberger ⁷		09045904	Non Independent - Non Executive	11/07/1978	No	Active	N.A.	-	24/02/2021	-	-	-	1	0	0	0
Mr.	Sebastian Paeßens ⁸		09058693	Non Independent - Non Executive	12/01/1974	No	Active	N.A.	-	24/02/2021	-	-	-	1	0	0	0
Mr.	Prakash Apte ⁹		00196106	Independent-Non – Executive	06/05/1954	No	Active	N.A.	-	28/07/2022	-	-	2 months	5	5	5	1
Ms.	Padmini Khare Kaicker ¹⁰		00296388	Independent-Non – Executive	15/04/1965	No	Active	N.A.	-	28/07/2022	-	-	2 months	5	5	7	5

1 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

2 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. The Board of Directors in its meeting held on March 15, 2022, approved re-appointment of Mr. Balfour Manuel, Managing Director for a period of 5 (five) years with effect from May 16, 2022, which has been approved at the Annual General Meeting of the Company held on July 27, 2022.

3 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.

4 Air Marshal M. McMahon (Retd.) was appointed as Independent Director w.e.f February 10, 2017 vide following postal ballot compliance procedure on February 10, 2017. Air Marshal M. McMahon (Retd.) has been re-appointed at the Annual General meeting of the Company held on July 30, 2021 for another term of 3 years commencing from February 10, 2022 till February 09, 2025

5 Ms. Kavita Nair was appointed as Independent Director w.e.f March 26, 2019 vide following postal ballot compliance procedure on March 22, 2019. Ms. Kavita Nair has been re-appointed at the Annual General meeting of the Company held on July 30, 2021 for another term of 5 years commencing from September 26, 2021 till September 25, 2026

6 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.

7 Mr. Florian Ulrich Bumberger who was appointed as an Additional Director with effect from February 24, 2021 was regularized as Director of the Company in the Annual General Meeting of the Company held on July 30, 2021.

8 Mr. Sebastian Paeßens who was appointed as an Additional Director with effect from February 24, 2021 was regularized as Director of the Company in the Annual General Meeting of the Company held on July 30, 2021.

9. The Board of Directors of the Company at its meeting held on May 5, 2022 recommended appointment of Mr. Prakash Apte as Independent Director of the Company for a period of 5 years with effect from July 28, 2022, which has been approved at the Annual General Meeting of the Company held on July 27, 2022.

10. The Board of Directors of the Company at its meeting held on May 5, 2022 recommended appointment of Ms. Padmini Khare Kaicker as Independent Director of the Company for a period of 5 years with effect from July 28, 2022, which has been approved at the Annual General Meeting of the Company held on July 27, 2022.



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. R.S.Subramanian	Member - Non Independent - Non Executive	17/01/2020	-
		3. Air Marshal M.McMahon	Member - Independent - Non Executive	28/03/2022	-
		4. Ms. Kavita Nair	Member - Independent - Non Executive	16/06/2022	-
2. Nomination & Remuneration Committee	Yes	1. Ms. Kavita Nair	Chairperson - Independent - Non - Executive	17/01/2020	-
		2. Mr. Sharad Upasani	Member - Independent - Non - Executive	21/12/2007	-
		3. Mr. Florian Bumberger	Member - Non Independent - Non Executive	23/03/2021	-
3. Risk Management Committee	Yes	1. Mr. Sharad Upasani	Chairperson - Independent- Non – Executive	28/03/2015	-
		2. Air Marshal M. McMahon (Retd.)	Member - Independent - Non – Executive	30/01/2019	-
		3. Mr. Balfour Manuel	Member (Managing Director)	30/01/2019	-
		4. Mr. R.S.Subramanian	Member- Non Independent - Non – Executive	17/01/2020	-
		5. Mr. Aneel Gambhir	Member (CFO)	28/03/2015	-
		6. Mr. Tushar Gunderia	Member (Head (Legal & Compliance) & Company Secretary)	28/03/2015	-
		7. Mr. Savio Mendonca	Member (Vice President – Internal Audit)	31/10/2019	-
4. Stakeholders Relationship Committee	Yes	1. Mr. Sharad Upasani	Chairperson - Independent- Non – Executive	30/01/2019	-
		2. Air Marshal M. McMahon (Retd.)	Member - Independent- Non – Executive	28/03/2019	-
		3. Mr. Balfour Manuel	Member – Managing Director	17/01/2020	-
5. Corporate Social Responsibility Committee	Yes	1. Mr. Sharad Upasani	Chairperson - Independent - Non – Executive	05/02/2014	-
		2. Ms. Tulsi Mirchandaney	Member- Non Independent - Non – Executive	30/01/2019	-
		3. 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	Maximum gap between any two consecutive meetings (in number of days)	Whether requirement of Quorum met	Total Number of Directors as on date of Meeting	Number of Directors present	Number of Independent Directors attending the Meeting
April 27, 2022 May 05, 2022	July 27, 2022	7 82	Yes Yes Yes	8 8 8	8 8 6	3 3 3

IV. Meetings of Committees							
Date(s) of meeting of the committee in the relevant quarter	Maximum gap between any two consecutive meetings in number of days	Whether requirement of Quorum (details) met	Total Number of Directors as on date of Meeting	Number of Directors present	Number of independent directors present	Number of Members attending the Meeting	Date(s) of meeting of the committee in the previous quarter
Audit Committee – July 27, 2022	82	Yes Yes	4 3	4 3	3 2	0 0	May 05, 2022
Nomination & Remuneration Committee – July 27, 2022 August 09, 2022	-	Yes Yes Yes Yes Yes	3 3 3 3 3	2 3 3 3 3	2 2 2 2 2	0 0 0 0 0	April 13, 2022 April 26, 2022 May 05, 2022
Risk Management Committee – Nil	-	- Yes Yes	4 4	- 4 4	- 2 2	- 3 3	April 13, 2022 May 05, 2022
CSR Committee- July 27, 2022		Yes Yes	3 3	3 3	1 1	0 0	May 05, 2022
Stakeholders Relationship Committee – July 27, 2022		Yes Yes	3 3	3 3	2 2	0 0	May 05, 2022
Audit Committee Meeting with Senior Management – Nil		- Yes	- 3	- 3	- 2	- 0	May 05, 2022



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 a. Audit Committee b. Nomination & Remuneration committee c. Stakeholders Relationship Committee d. 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

Sd/-

**Tushar Gunderia
Head (Legal & Compliance) &
Company Secretary**



ANNEXURE III**Affirmations**

<i>Broad Heading</i>	<i>Regulation Number</i>	<i>Compliance Status</i>	<i>Remarks</i>
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**Sd/-****Tushar Gunderia
Head (Legal & Compliance) &
Company Secretary**

Half year ending – September 30, 2022

I. Disclosure of Loans / guarantees / comfort letters / securities etc. - **Applicable**
refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six Months
Promoter or any other entity controlled by them	0	0
Promoter Group or any other entity controlled by them	0	0
Directors (including relatives) or any other entity controlled by them	0	0
KMPs or any other entity controlled by them	0	0

B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	0	0
Promoter Group or any other entity controlled by them	Nil	0	0
Directors (including relatives) or any other entity controlled by them	Nil	0	0
KMPs or any other entity controlled by them	Nil	0	0

II. Affirmations:



All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.

For Blue Dart Express Limited

Sd/-

Aneel Gambhir
Chief Financial Officer

