

Name of the Company: **Blue Dart Express Limited**
 Quarter ended on: March 31, 2024

I. Composition of Board of Directors																
Title	Name of the Director	DIN	Category	Date of Birth	Whether the Director 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 Chairpersons in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Sharad Pandurang Upasani ¹	01739334	Chairperson - Independent-Non –Executive	01/10/1938	No	Active	Yes	31/07/2018	21/12/2007	23/07/2019	-	116.9	1	1	3	3
Mr.	Balfour John Manuel ²	08416666	Executive	10/03/1961	No	Active	N.A.	-	16/05/2019	16/05/2022	-	-	1	0	1	0
Mr.	Michael McMahon ³	00234293	Independent-Non –Executive	27/09/1944	No	Active	Yes	30/07/2021	10/02/2017	10/02/2022	-	85.22	1	1	3	1
Ms.	Kavita Nair ⁴	07771200	Independent-Non –Executive	03/05/1973	No	Active	N.A.	-	26/03/2019	26/09/2021	-	60.6	1	1	1	0
Mr.	Subramanian Sivarama Ramchandran ⁵	02946608	Non Independent - Non Executive	25/05/1965	No	Active	N.A.	-	27/03/2019	-	-	-	1	0	1	0



Mr.	Florian Ulrich Bumberger ⁶	09045904	Non Independent - Non Executive	11/07/1978	No	Active	N.A.	-	24/02/2021	-	-	-	1	0	0	0
Mr.	Sebastian Paeßens ⁷	09058693	Non Independent - Non Executive	12/01/1974	No	Active	N.A.	-	24/02/2021	-	-	-	1	0	0	0
Mr.	Prakash Krishnaji Apte ⁸	00196106	Independent-Non –Executive	06/05/1954	No	Active	N.A.	-	28/07/2022	-	-	20.4	3	3	7	3

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 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

4 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

5 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.

6 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.

7 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.

8 Mr. Prakash Apte was appointed as an Independent Director of the Company approved at the Annual General Meeting of the Company held on July 27, 2022, for a term of 5 years commencing from July 28, 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. Mr. Prakash Apte	Member - Independent - Non Executive	28/10/2022	-
2. Nomination & Remuneration Committee	Yes	1. Mr. Prakash Apte	Chairperson - Independent - Non Executive	28/10/2022	-
		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. Ms. Kavita Nair	Member - Independent - Non – Executive	27/10/2023	-
		6. Mr. Vaidhyanathan Iyer	Member (Group CFO)	25/01/2023	-
		7. Mr. Tushar Gunderia	Member--(Head (Legal & Compliance) & Company Secretary)	28/03/2015	-
		8. 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. Mr. Balfour Manuel	Member – Managing Director	17/01/2020	-
		3. Ms. Kavita Nair	Member - Independent- Non – Executive	28/10/2022	-
		4. Air Marshal M. McMahon (Retd.)	Member - Independent- Non – Executive	27/10/2023	-
		5. Mr. R.S.Subramanian	Member- Non Independent - Non – Executive	27/10/2023	-



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
October 27, 2023	January 24, 2024	88	Yes	9	8	4
	February 28, 2024	34	Yes	8	8	4
	March 21, 2024	21	Yes	8	7	4
				Yes	8	7

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) of 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 – January 24, 2024 February 28, 2024 March 21, 2024	88 34 21	Yes Yes Yes Yes	4 4 4 4	4 3 4 4	3 3 3 3	0 0 0 0	October 27, 2023
Nomination & Remuneration Committee – January 24, 2024 March 21, 2024	88 56	Yes Yes Yes	3 3 3	3 3 2	2 2 2	0 0 0	October 27, 2023
Risk Management Committee – March 21, 2024	145	Yes Yes	5 4	5 4	3 3	3 3	October 27, 2023
CSR Committee- January 24, 2024	88	Yes Yes	5 4	4 4	3 2	0 0	October 27, 2023
Stakeholders Relationship Committee – January 24, 2024	88	Yes Yes	3 3	3 3	2 2	0 0	October 27, 2023



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 <ul style="list-style-type: none"> 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
Details of Cyber Security Incidence	
Whether as per Regulation 27(2)(ba) of SEBI(LODR)Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	No
Date of the event:	
Brief details of the event:	

For Blue Dart Express Limited

Tushar Gunderia
Head (Legal & Compliance) &
Company Secretary



ANNEXURE II

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

Year ended on: March 31, 2024

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
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



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



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

ANNEX IV

Half year ending – March 31, 2024

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

Sudha Pai
Chief Financial Officer

