

Name of the Company: **Blue Dart Express Limited**
 Quarter ended on: March 31, 2023

I. Composition of Board of Directors																	
Title	Name of the Director	PAN	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 Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr.	Sharad Upasani ¹	AAAPU0001H	01739334	Chairperson - Independent-Non –Executive	01/10/1938	No	Active	Yes	31/07/2018	21/12/2007	23/07/2019	-	104 months	1	1	3	3
Mr.	Balfour Manuel ²	ABGPM7219L	08416666	Executive	10/03/1961	No	Active	N.A.	-	16/05/2019	16/05/2022	-	-	1	0	1	0
Ms.	Tulsi N. Mirchandaney ³	ACJPM3862B	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	AEBPM5365B	00234293	Independent-Non –Executive	27/09/1944	No	Active	Yes	30/07/2021	10/02/2017	10/02/2022	-	73 months	1	1	3	1
Ms.	Kavita Nair ⁵	ABVPM9980C	07771200	Independent-Non –Executive	03/05/1973	No	Active	N.A.	30/07/2021	26/03/2019	26/09/2021	-	47 months	1	1	1	0



Mr.	R.S.Subramanian ⁶	AAZPS3129D	02946608	Non Independent - Non Executive	25/05/1965	No	Active	N.A.	-	27/03/2019	-	-	-	1	0	1	0
Mr.	Florian Ulrich Bumberger ⁷	N.A.	09045904	Non Independent - Non Executive	11/07/1978	No	Active	N.A.	-	24/02/2021	-	-	-	1	0	0	0
Mr.	Sebastian Paeßens ⁸	N.A.	09058693	Non Independent - Non Executive	12/01/1974	No	Active	N.A.	-	24/02/2021	-	-	-	1	0	0	0
Mr.	Prakash Apte ⁹	AABPA3173H	00196106	Independent-Non –Executive	06/05/1954	No	Active	N.A.	-	28/07/2022	-	-	8 months	5	5	6	3
Ms.	Padmini Khare Kaicker ¹⁰	AAKPK3147J	00296388	Independent-Non –Executive	15/04/1965	No	Active	N.A.	-	28/07/2022	-	-	8 months	5	5	6	4

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. 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.

10. Ms. Padmini Khare Kaicker 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. Padmini Khare Kaicker	Member - Independent - Non – Executive	28/10/2022	-
		6. Mr. Aneel Gambhir	Member (CFO)	28/03/2015	28/02/2023
		7. Mr. Vaidhyanathan Iyer	Member (Acting Interim CFO)	28/02/2023	-
		8. Mr. Tushar Gunderia	Member (Head (Legal & Compliance) & Company Secretary)	28/03/2015	-
		9. 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	-
		4. Ms. Kavita Nair	Member - Independent- Non – Executive	28/10/2022	-



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 28, 2022		92	Yes	10	10	5
November 22, 2022		24	Yes	10	10	5
	January 20, 2023	58	Yes	10	10	5
	January 25, 2023	4	Yes	10	10	5
	February 28, 2023	33	Yes	10	10	5
	March 15, 2023	14	Yes	10	9	5

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)	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 20, 2023 January 25, 2023 February 28, 2023 March 15, 2023	58 4 33 14 92 24	Yes Yes Yes Yes Yes Yes	4 4 4 4 4 4	4 4 4 4 4 4	3 3 3 3 3 3	0 0 0 0 0 0	October 28, 2022 November 22, 2022
Nomination & Remuneration Committee – January 25, 2023 March 15, 2023	-	Yes Yes -	3 3 -	3 3 -	2 2 -	0 0 -	Nil
Risk Management Committee – March 15, 2023	- -	Yes Yes	5 4	5 4	3 2	3 3	October 28, 2022



CSR Committee- January 25, 2023	-	Yes Yes	4 3	4 3	2 1	0 0	October 28, 2022
Stakeholders Relationship Committee – January 25, 2023	-	Yes Yes	3 3	3 3	2 2	0 0	October 28, 2022
Audit Committee Meeting with Senior Management – January 25, 2023		Yes Yes	4 4	4 4	3 3	0 0	October 28, 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

Tushar Gunderia
Head (Legal & Compliance) &
Company Secretary



ANNEXURE IIName of the Company: **Blue Dart Express Limited**

Year ended on: March 31, 2023

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**

Broad Heading	Regulation Number	Compliance Status	Remarks
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, 2023

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

Aneel Gambhir
Chief Financial Officer

