

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

Quarter ended on: June 30, 2016

III. Composition of Board of Directors										
I.	II.	DIN		Category	Appointment/Cessation		Tenure (in years)	No. of 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
Title	Name of the Director	DIN			Date of Appointment	Date of Cessation				
Mr.	Sharad Upasani	01739334		Chairperson -Independent-Non - Executive	July 23, 2014*	-	5 years	2	2	1
Mr.	Anil Khanna	01334483		Executive	February 21,2007**	-	-	1	1	0
Mr.	Malcolm Monteiro	00089757		Non Independent - Non Executive	March 13, 2006	-	-	2	2	1
Mr.	Narendra Sarda	03480129		Independent-Non -Executive	March 28, 2015	-	2 years	3	3	0
Mr.	Thomas Kipp	06921955		Non Independent - Non Executive	October 14, 2014***	-	-	1	0	0
Ms.	Bettina Staffa	06963668		Non Independent -Non Executive	March 28, 2015****	-	-	1	0	0
Mr.	Surendra Sheth	00089981		Independent-Non -Executive	July 23, 2014	May 12, 2016	-	0	0	0



\* Mr. Sharad Upasani has been originally appointed as Independent Director w.e.f December 21, 2007. He is 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. Anil Khanna was re-appointed as a Managing Director for a period of three years with effect from February 21, 2015 February 20, 2018

\*\*\* Mr. Thomas Kipp, who was appointed as an Additional Director with effect from October 14, 2014 was regularised as Director of the Company in the Annual General Meeting of the Company held on July 29, 2015.

\*\*\*\* Ms. Bettina Staffa, who was appointed as an Additional Director with effect from March 28, 2015 was regularised as Director of the Company in the Annual General Meeting of the Company held on July 29, 2015.

#### IV. Composition of Committees

Name of Committee	Name of Committee members	Category
1. Audit Committee	1. Mr. Sharad Upasani 2. Mr. Malcolm Monteiro 3. Mr. Narendra Sarda	Chairperson - Independent - Non - Executive  Member - Non Independent - Non Executive  Member - Independent - Non Executive



2. Nomination & Remuneration Committee	<ol style="list-style-type: none"> <li>1. Mr. Narendra Sarda</li> <li>2. Mr. Sharad Upasani</li> <li>3. Mr. Malcolm Monteiro</li> </ol>	<p>Chairperson - Independent - Non - Executive</p> <p>Member - Independent - Non - Executive</p> <p>Member - Non Independent - Non Executive</p>
3. Risk Management Committee	<ol style="list-style-type: none"> <li>1. Mr. Narendra Sarda</li> <li>2. Mr. Sharad Upasani</li> <li>3. Mr. Anil Khanna</li> <li>4. Mr. Yogesh Dhingra</li> <li>5. Mr. Aneel Gambhir</li> <li>6. Mr. Tushar Gunderia</li> </ol>	<p>Chairperson - Independent - Non - Executive</p> <p>Member - Independent- Non - Executive</p> <p>Member (Managing Director)</p> <p>Member (CFO &amp; COO)</p> <p>Member (Head - Internal Audit)</p> <p>Member (Company Secretary)</p>
4. Stakeholders Relationship Committee	<ol style="list-style-type: none"> <li>1. Mr. Malcolm Monteiro</li> <li>2. Mr. Anil Khanna</li> </ol>	<p>Chairperson - Non Independent - Non - Executive</p> <p>Member (Managing Director)</p>
5. Corporate Social Responsibility Committee	<ol style="list-style-type: none"> <li>1. Sharad Upasani</li> <li>2. Anil Khanna</li> <li>3. Malcolm Monteiro</li> </ol>	<p>Chairperson - Independent - Non – Executive</p> <p>Member (Managing Director)</p> <p>Member- Non Independent - Non – Executive</p>



<b>V. Meetings of Board of Directors</b>			
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 (in number of days)	
February 10, 2016	April 15, 2016	64	
<b>VI. Meetings of Committees</b>			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee – April 15, 2016	Yes (All the members were present)	February 10, 2016	64
Nomination & Remuneration Committee – April 15, 2016	Yes (All the members were present)	February 10, 2016	-
Risk Management Committee – April 15, 2016	Yes (All the members were present)	February 10, 2016	-
CSR Committee – April 15, 2016	Yes (All the members were present)	-	-
Stakeholders Relationship Committee April 6, 2016 April 20, 2016 May 4, 2016 May 11, 2016 May 25, 2016 June 8, 2016 June 15, 2016 June 29, 2016	Yes (All the members were present for all the Meetings)	January 6, 2016 January 20, 2016 February 3, 2016 February 17, 2016 February 24, 2016 March 9, 2016 March 16, 2016 March 23, 2016 March 30, 2016	-



<b>VII. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholders approval obtained for material RPT	Yes
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

<b>VIII. Affirmations</b>
<p>1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.</p> <p>2. The composition of the following Committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015</p> <ul style="list-style-type: none"><li>a. Audit Committee</li><li>b. Nomination &amp; Remuneration committee</li><li>c. Stakeholders Relationship Committee</li><li>d. Risk Management Committee</li></ul> <p>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.</p> <p>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.</p> <p>5. This Report shall be placed before Board of Directors at its ensuing Board Meeting.</p>

**For Blue Dart Express Limited**

**Tushar Gunderia**  
**Company Secretary &**  
**Head – Legal & Compliance**

