

May 29, 2023

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort  
Mumbai – 400 001  
Scrip Code - 526612

To,  
**National Stock Exchange of India Ltd**  
Exchange Plaza, C-1, Block G  
Bandra Kurla Complex, Bandra East,  
Mumbai – 400 051  
NSE Symbol – BLUEDART

**Sub: Annual Secretarial Compliance Report for the year ended March 31, 2023**

Dear Sir/ Madam,

In terms of Clause 3 (b) (iii) of SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the revised Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, issued by M/s. Nilesh Shah & Associates, Practising Company Secretaries.

Kindly take the same on record.

Thanking You,

Yours faithfully,

For **Blue Dart Express Limited**

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

Encl: As above

# NILESH SHAH & ASSOCIATES

Company Secretaries

## ANNUAL SECRETARIAL COMPLIANCE REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2023:

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To  
The Board of Directors,  
**Blue Dart Express Limited**  
Sahar Airport Road, Andheri (East),  
Mumbai- 400 099

Dear Sir/Madam,

We, Nilesh Shah & Associates, Company Secretaries in Practice have examined:

- (a) all the documents and records made available to us and explanation provided by **Blue Dart Express Limited** (hereinafter called "the listed entity"),
- (b) the filings/submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **31<sup>st</sup> March, 2023** in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars / guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



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Road, Andheri (East), Mumbai- 400 069. Tel.: 2820 7824/ 2820 3582 E-mail : nilesh@ngshah.com :  
Peer Review No. 698/2020

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- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

It may be noted that the following Regulations were not applicable to the Company:

- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable)**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable)**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable)**
- (g) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable)**
- (h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **(Not Applicable)**

and circular / guidelines issued thereunder. and based on the examination of the above referred documents and records, we affirm that:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: **(As per "Annexure - A")**.
- (b) The listed entity has taken the following actions to comply with the observations made in previous reports: **(As per "Annexure - B")**.

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remark by PCS
1.	Compliances with the following conditions while appointing/re-appointing an auditor : (N.A. - Since No Resignation of Auditor during Reporting Period)		



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	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	N.A.	N.A.  There was no Resignation of Auditor during Reporting Period.
2.	Other conditions relating to resignation of statutory auditor : (N.A. – Since No resignation of Auditor during reporting period)		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/ material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p>	N.A.	N.A.  There was no Resignation of Auditor, during Reporting Period.

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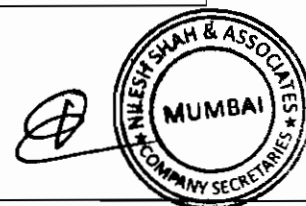
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	<p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>		
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3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/ CFD/ CMD1/ 114/ 2019 dated 18th October, 2019.	N.A.	N.A. There was no Resignation of Auditor, during Reporting Period.
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Pursuant to Circular Ref. No. NSE/CML/ 2023/21 dated March 16, 2023 issued by National Stock Exchange of India Limited and Notice No. 20230316-14 dated March 16, 2023 issued by BSE Limited, we hereby further report / affirm that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remark by PCS
1.	<b><u>Secretarial Standard:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the institute of Company Secretaries of India (ICSI), as notified by the Central Government under Section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	N.A. (Since Secretarial Standard followed by the Company)
2.	<b><u>Adoption and timely updation of the Policies:</u></b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed and timely updated, as per the regulations/ circulars/ guidelines issued by SEBI.</li></ul>	Yes  Yes	N.A. (Since Complied)

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3.	<b><u>Maintenance and disclosures on Website:</u></b> <ul style="list-style-type: none"><li>• The Listed entity is maintaining a functional website.</li><li>• Timely dissemination of the documents/ information under a separate section on the website.</li><li>• Web-links provided in annual corporate governance report under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li></ul>	Yes  Yes  Yes	N.A. (Since Complied)
4.	<b><u>Disqualification of Director:</u></b> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	Yes	N.A. (Since No Directors are disqualified)
5.	<b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b> <ul style="list-style-type: none"><li>a) identification of material subsidiary companies</li><li>b) Disclosure Requirement of material as well as other subsidiaries.</li></ul>	Yes  Yes	N.A. (Since Complied)
6.	<b><u>Preservation of Documents:</u></b> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	N.A. (Since Complied)

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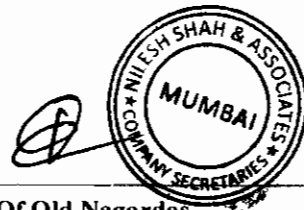
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7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year / during the financial year as prescribed in SEBI Regulations.	Yes	N.A. (Since Complied)
8.	<b><u>Related Party Transactions:</u></b>  a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions, Or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved / ratified/ rejected by the Audit committee, in case no prior approval has been obtained.	Yes	N.A
		NA	Related party transactions are taken with the prior approval
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	N.A. (Since Complied)
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	N.A. (Since Complied)



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11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder, except as provided under separate paragraph herein.	No	As per Note below.
12	<b><u>Additional Non-compliances, if any:</u></b>  No any additional non-compliance observed for any SEBI regulation/ circular /guidance note etc.	No	N.A
<ul style="list-style-type: none"><li>Note: there was an e-mail communication received from BSE for alleged delay in disclosure of statement pertaining to Related Party Transactions under regulation 23(9) of Securities &amp; Exchange Board of India (Listing Obligations and Disclosure Requirements) for the half year ended 30<sup>th</sup> September, 2022. However, based on Company's representations and explanation, the matter was addressed and closed by Stock Exchange in favor of Company.</li></ul>			

Date:- 05.05.2023

Place:- Mumbai

UDIN: F004554E000262207

Signature:-



Name:- **Nilesh Shah**

For:- **Nilesh Shah & Associates**

**FCS: 4554 C.P. : 2631**

**Peer Review No. 698/2020**



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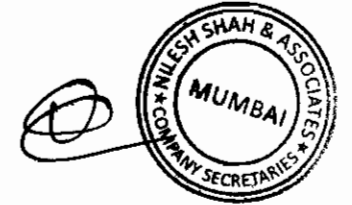
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## “Annexure – A”

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
	N.A.									



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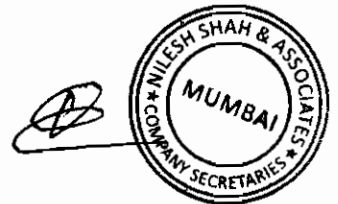
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## “Annexure - B”

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	Clauses 74(5) of SEBI (Depositories and Participants) Regulations, 2018.	Clause 74(5)	The Company missed to file the Certificate under Reg 74 (5) for the Quarter ended 31.12.2021	The Company since filled the same on 13.04.2022	Advisory	Delayed filing of certificate u/r 74(5).	Nil	No further action is required.	Submission made / requisite certificate lodged.	NA



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