

Code of Conduct for the Board of Directors and Senior Management

Contents	Page no
Letter from the Managing Director	1
What is a Code of Conduct?	2
Why a Code of Conduct?	2
Introduction	3
Our Ethical Standards :	
Honesty and Integrity.....	4
Compliance of Laws.....	4
Accounting and Reporting Standards.....	4
Our Stakeholder Engagement :	
Customer Satisfaction	5
Transparency	6
Protection of Assets	6
Our Excellence in Behaviour :	
Individual responsibility and involvement	7
Mutual Respect and Openness	7
Diversity and Discrimination	7
Health Management	8
Our Business Integrity:	
Conflict of Interest	9
Fair Competition	11
Bribery and Corruption	11
Gifts and Benefits	12
Juridical Proceedings	12
Confidentiality of Information	12
Insider Trading	13
Political Contributions	14
Our Social Responsibilities:	
Communities	14
Environment	15
Waivers	15
Compliance Officer	15
Acknowledgement of Receipt of code of business conduct and ethics	16

LETTER FROM THE MANAGING DIRECTOR

Dear Colleagues,

Blue Dart has always aspired to the highest standards of quality and ethics in working towards our vision to be a leading player in the air express integrated transportation and distribution industry in the country.

The cornerstone of our success has been our people who have been led by our Guiding Principles. Though our infrastructure, assets and processes support our growth, our people who uphold our standards of excellence and ethics are our primary differentiator responsible for our leadership position.

This Code of Conduct is a comprehensive document that articulates the Company's expectations from our People in practicing, by living example, the ethics and values of our organisation to earn the goodwill of our customers and enhance our reputation.

Yours sincerely,

Anil Khanna
Managing Director

Blue Dart has built a reputation as a successful organisation with high ethical standards and corporate governance. We seek to achieve our vision by rendering valuable services to our customers through the highest principles of integrity, honour and concern for the environment.

Our vision is “To be the best and set the pace in the air express integrated transportation and distribution industry, with a business and human conscience. We commit to develop, reward and recognise our people who, through high quality and professional service and use of sophisticated technology, will meet and exceed customer and stakeholder expectations profitably.”

Blue Dart Express Ltd. (“Blue Dart” or “Company”) is committed to compliance with all laws and regulations that apply to it, with the spirit and intent of high business ethics, honesty and integrity. To this end, the Company requires all Directors and its Senior Management to respect and embrace the principles set forth in this Code of Conduct (“Code”).

What is a Code of Conduct?

A Code of Conduct is a written document that outlines the Company values, principles and guidelines in a variety of areas, and enables the company to publicly state to its suppliers, customers, consumers and stockholders, the way in which it intends to do business.

Why a Code of Conduct?

Pursuant to revised Clause 49 of the Listing Agreement, and in the interest of good governance, the Board of Directors has formulated a code of conduct for its Board Members and Senior Management.

The Relevant sections of the Revised Clause 49 of the Listing Agreement stipulates as under;

- It shall be obligatory for the Board of the Company to lay down the Code of Conduct for all Board Members and Senior Management of the Company. This Code of Conduct will be posted on the website of the Company.
- All Board members and Senior Management personnel shall affirm compliance with the code on an annual basis.
- The Annual report of the Company shall contain a declaration to this effect signed by the CEO.
- Senior Management comprises all members of management one level below Executive Directors, including Functional Heads.

1. Introduction:

Blue Dart has adopted this Code of Conduct to govern the conduct of the members of the Board of Directors and Senior Management and to provide a mechanism for disclosure leading to informed decisions in matters involving business ethics for Blue Dart's Board and its Senior Management.

This Code of Conduct helps to ensure compliance with legal requirements and to set the standards of business conduct.

The Board of Directors and the Senior Management must act within the purview of authority conferred upon them, and with a duty to make informed decisions and policies in the best interest of the Company and its shareholders and stakeholders.

With a view to maintaining high standards, the published Code of Conduct should be observed in all the activities of the Board and the Company.

We are committed to continuously review and update our policies and procedures. This Code of Conduct is, therefore, subject to modification as desired from time to time. This Code of Conduct supersedes all other such codes, policies, procedures, instructions, practices, rules or written and verbal representations, to the extent they are inconsistent.

Please sign the acknowledgement form at the end of this Code and return the form to the Company Secretary indicating that you have received, read, understood and have agreed to comply with the Code of Conduct.

2. Our Ethical Standards

Honesty and Integrity

All Directors and Senior Management shall conduct their activities, on behalf of the Company and on their personal behalf, with honesty, integrity and fairness. All Directors will act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated. Directors and Senior Management will act in the best interest of the Company and shall always endeavour to fulfil their obligations towards the Company and to fulfil their fiduciary duties.

Compliance of Laws:

Directors and Senior Management are required to comply with all applicable laws, rules and regulations, both in letter and in spirit. In order to assist the Company in promoting lawful and ethical behaviour, Directors and Senior Management must report any possible violation of law, rules, regulations or the Code of Conduct to the Company Secretary.

Accounting and Reporting Standards:

Blue Dart relies on the authenticity and accuracy of information recorded in its accounting records for proper decision making.

It is of the utmost importance that records dealing with security and personnel, as well as booking and financial data, are protected. All business transactions must be reflected accurately in our accounts in accordance with established procedures and auditing standards.

Accounting records will reflect and describe the nature of the underlying transactions.

3. Our Stakeholder Engagement

Customer Satisfaction

We place the highest priority on making our customers successful, knowing that customer success guarantees our own success. Our activities are governed by our knowledge of the requirements of our customers and the markets. We include and prioritise a customer focus in all our business processes, projects and dealings.

We know that we will be measured by our ethical, social and environmental performance as much as by the quality of our service. We therefore strive for best practice in all these areas to secure customer trust and goodwill, and to enhance our reputation.

Transparency

We are committed to openness in our dealings with our stakeholders. Transparency and honesty shall be the guiding principles in all our communication activities internally and externally.

The public is entitled to have access to company information that is required or recommended by recognised standards of corporate governance and SEBI guidelines.

Protection of Assets :

Protecting Company assets is a key fiduciary responsibility of Directors and Senior Management. Care should be taken that assets are not misappropriated, loaned to others, sold or donated without appropriate authorization. Directors and Senior Management are responsible for proper use of Company assets, and must safeguard such assets against loss, damage, misuse or theft. Directors and Senior Management shall not employ Company assets for personal use, nor shall they allow any other person to misuse Company assets.

The Company has in place a policy for e-mail and for use of computer facilities.

4. Our Excellence in Behaviour

Individual responsibility and involvement

The skills and the commitment of our people are our greatest assets. We expect our employees to conduct their business in an entrepreneurial way and accept their individual responsibility for ethical conduct. We strive to involve our colleagues into decision-making processes in order to achieve our common goals with reliability and commitment.

Mutual Respect and Openness

All relations between directors, managers and employees of all levels shall be guided by mutual respect, openness, honesty and a spirit of trust and co-operation.

We give and look for feedback. We are committed to fair and open debate and seek varying opinions. We motivate our colleagues to speak up promptly, and to address their ideas and concerns.

Team spirit is triggered by open-mindedness. We therefore support an open door policy and initiatives to share and exchange knowledge.

Diversity and Discrimination

We see employee diversity as a guiding principle in our employment policy. This means promoting diversity and heterogeneity of individuals in the company, in order to attain the highest possible productivity, creativity and efficiency.

Skills, performance and ethical conduct are our only indicators for employee qualification. We do not discriminate or tolerate discrimination with respect to gender, race, religion, age, disability, sexual orientation, national origin or any other characteristic.

Each employee is required to contribute to an environment of mutual respect that precludes any kind of harassment, including workplace bullying, unwelcome sexual advances, unwanted physical contact, propositions or a working environment poisoned with harassing jokes, words and demeaning comments.

Health Management

Our employees deserve to work in a safe and healthy environment. We are therefore committed to a healthy and congenial work environment for our people.

We promote health care as a key element of our sustained productivity and the quality of our services.

The following are the Guiding Principles adopted by the Company.

- We treat each other fairly and with respect and dignity.
- We encourage freedom in communication of thoughts and ideas in all our interactions.
- We value integrity and are uncompromising in upholding it at all times.
- We give due importance to the health, safety and well being of our people.
- We ensure that our People First philosophy serves as a driving force behind the success of our organization.
- We encourage and inculcate in all a winning attitude.
- We encourage learning, self-development and building effective leadership.
- We expect our people to be accountable for all their actions related to the Company.
- We provide a work place where each and every employee is nurtured and, in turn, will nurture the organization, thereby creating wealth for stakeholders.
- We drive the First Time Right concept to achieve 100% Quality and Customer satisfaction.
- We encourage passion and enthusiasm for work, service quality and customer care.
- We project a positive, caring and professional image of our services and ourselves at all times.

- We avoid waste by being conscious of the impact of all our actions on the environment.
- We continue to be a law abiding, apolitical and secular company.

5. Our Business Integrity

Conflict of Interest :

Each of us has a responsibility towards the Company, Stockholders and each other. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that situations where a conflict of interest might occur, or appear to occur, must be avoided.

Directors on the Board of the Company and the Senior Management shall not engage in any business, relationship or activity, which may be in conflict with the interest of the Company or the group. A conflict of interest exists where the interest or benefits of one person or entity conflict with the interest or potential benefits of the Company.

Conflict can arise in many situations. It is not possible to cover every possible conflict situation and, at times, it will not be easy to distinguish between proper and improper activity. The following are some instances of common circumstances that may lead to conflict of interest, actual or potential –

- Employment / Outside Employment:** Directors and Senior Management must not engage in any activity that interferes with their performance or responsibility towards the company or is otherwise in conflict with or prejudicial to the interests of the company.

Executive Directors and Senior Management must not take up any outside employment.

- ii. **Business Interest:** Directors and Senior Management, and their immediate families and nominees must refrain from investments that compromise their responsibility towards the Company. In the event a Director or member of the Senior Management has any doubt or concern regarding this, they must bring the matter to the attention of the Board for review.

- iii. **Related Parties:** Directors and Senior Management shall avoid conducting Company business with a relative or with a firm/ company in which a relative / related party is associated in any significant manner, provided that the above shall not prevent Directors who are employed by, or are representatives of, shareholders of the Company (or entities affiliated with such shareholders), from exercising their duties as voting Board members.

If such related party transaction is unavoidable, the nature of 'related party transaction' must be disclosed to the Board. If the said transaction is determined to be material to the Company, the Company's Audit Committee must review and approve in writing in advance of such related party transactions. The most significant related party transactions, particularly those involving the Company's Directors or Senior Management, must be reviewed and approved in writing in advance by the Company's Board of Directors. The Company must report all such material related party transactions under applicable accounting rules, Indian Company law etc. Any dealings with a related party must be conducted in such a way that no preferential treatment is given.

The Company discourages the employment of relatives in positions or assignments within the same department, and prohibits the employment of such individuals in positions that have a financial dependence or influence.

The purpose of this policy is to prevent organizational impairment and conflicts that are likely outcomes of the employment of relatives.

- iv. **Other Directorship:** The Company feels that serving on the Board of Directors of other Companies may raise substantial concerns about potential conflict of interest. Therefore, all Directors must report/ disclose such relationship to the Board on an annual basis. Serving on the Board of a direct competitor is not in the interest of the Company, and shall not be permitted.
- v. **Other Situations:** Numerous other conflicts of interest may arise, and it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts, the person involved should consult the Legal Department for clarification.

Fair Competition

We are committed to free enterprise and fair competition, respecting social responsibilities. Company business must be conducted solely on the basis of merit and open competition. We hire suppliers, agents or other intermediaries only by fair assessment.

We are legally bound to make business decisions in the best interest of the Company, and do not engage in anti-competitive activities such as developing understandings or agreements with a competitor which may have a negative impact in a competitive market.

Bribery and Corruption

We deal with all our customers, suppliers and government agencies in a straightforward manner and in strict compliance with law.

This includes any transaction that might appear to be arranged for granting concessions or benefits, such as 'kickbacks', subcontracts, purchase orders, or consultancy agreements.

Gifts and Benefits:

Directors or Members of the Senior Management of the company should not solicit services, gifts, or benefits from customers or suppliers that influence or appear to influence the employee's conduct in representing the Company. Gifts and entertainment may be exchanged at a level that does not exceed customary local courtesies extended in accordance with ethical business practices and applicable law.

Juridical Proceedings

Employees must avoid activities that could involve or lead to involvement of Blue Dart or its personnel in any unlawful practice, including the employment of personnel or use of company assets for illegal gain.

Lawsuits, legal proceedings and investigations concerning Blue Dart must be handled quickly and properly in order to protect and defend the company.

Confidentiality of Information :

The Company's confidential information is a valuable asset. The Company's confidential information includes all trade related information, trade secrets, confidential and privileged information, customer information, employee related information, strategies, administration and commercial, legal, scientific and /or technical data that are either provided to or made available to the Directors and Senior Management by the Company to facilitate work, or that Directors and Senior Management are appraised of or have access to by virtue of their

position or employment with the Company. This information is the property of the Company and may be protected by patent, trademark, copyright and trade secret laws, and must be considered as confidential and held in confidence, unless otherwise authorised to do so, and when disclosure is required as a matter of law. No Director or Member of the Senior Management shall provide any information, either formally or informally, to the press or any other publicity media, unless specially authorised.

Directors and Senior Management must co-operate with appropriate government inquiries and investigations. In this context, however, it is important to protect the legal rights of the Company with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to the Company's Legal Department. No material financial information may be disclosed without the prior approval of the Company's Chief Financial Officer.

Specific policies have been established regarding personnel authorised to communicate information to the press and the financial analyst community. All inquiries or calls from the press and financial analysts should be referred to the Company's Senior Vice President - Marketing and Projects or Chief Financial Officer.

Insider Trading :

No Director or member of the Senior Management of the Company shall derive benefit or assist others to derive benefit by giving investment advice through access to Company information not in the public domain, whereby such information constitutes 'insider information'. All Directors and Senior Management shall comply with insider trading guidelines issued by SEBI and the Blue Dart Code of Conduct for Prevention of Insider Trading in the Equity Shares of the Company.

Such 'inside information' inter- alia includes the following:

- a) Periodic financial results
- b) Intended declaration of dividends (interim / final) / Bonus issue;
- c) Issue of securities, buyback, sub-division or consolidation of securities;
- d) Any major expansion plans or execution of new projects;
- e) Amalgamation, mergers, take over or reconstruction;
- f) Disposal of the whole or substantial part of the undertaking;
- g) Any significant change in policies, plans or operations;
- h) Such other information as may be specified by the Compliance Officer in consultation with the Managing Director / Investor Grievance Committee.

To use non-public information for personal financial benefit, or to 'tip' others who might make an investment decision on the basis of this information, is not only unethical but also illegal.

6. Political Contributions:

The Company shall not support, directly or indirectly any specific political party or candidate for political office. It is the Company's policy to comply fully with all central, local, state, foreign and other applicable legislations, rules and regulations regarding political contributions.

7. Our Social Responsibilities

Communities

We are committed to support the communities in which we work and recognize the need to contribute to their well being with our know-how and professional skills.

Environment

We acknowledge the impact of our business activities on the environment and are committed to improving our environmental track record through precautionary measures and the use of environmental friendly technology.

We want to measure our processes and services against the highest quality standards. National and international standards – such as ISO 9001: 2000 standard series – shall be our guiding principles.

8. Waivers:

Any waiver of any of the provisions of this Code of Conduct for a member of the Board of Directors or Senior Management must be approved in writing by the Company's Board of Directors and promptly disclosed.

9. Compliance Officer:

The Company Secretary shall act as a 'Compliance Officer' and shall monitor compliances in consultation with the Managing Director.

Acknowledgement of Receipt of code of business conduct and ethics:

I have received and read the Blue Dart Code of Conduct. I understand the norms, standards and the policies contained in the Blue Dart Code of Conduct, and understand that there may be additional policies or laws specific to my job.

I further agree to comply with the Blue Dart Code of Conduct.

Name of the Director/Member of Senior Management

Signature

Date

Please sign and return this form to the Legal Department.