

# **BLUE DART AVIATION LIMITED**

## **WHISTLEBLOWER POLICY**

(Amended Effective **April 1, 2026**)

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## 1. Purpose of the policy

Blue Dart Aviation Limited (Blue Dart), being an Indian Public entity and a subsidiary of Blue Dart Express Limited, is required to establish a vigil mechanism for Directors and employees to report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct, as per the provisions of section 177 (Clauses 9 and 10) of the Companies Act, 2013.

Blue Dart, as a company is committed to conducting its business with integrity and in compliance with the applicable laws of the land, established Audit Principles and the Company's Code of Conduct, other internal policies and highest standards of ethical behaviour (collectively referred to as "**Code**").

If Company's policies and applicable laws are not recognized and adhered to promptly, both, the Company and those working for or with the Company could face investigation from the authorities, resulting possibly in prosecution proceedings, fines and penalties.

This Whistleblower Policy (the "**Policy**") is formulated to provide a framework to promote responsible and secure whistleblowing within the organisation. It provides guidance and a procedural framework to employees, customers, vendors and/or third-party intermediaries wishing to raise a concern about irregularities and/or frauds and any other wrongful conduct within the Company without fear of reprisal, discrimination or adverse employment consequences.

This policy is also intended to enable the Company to address such disclosures or complaints by taking appropriate action, including, but not limited to, disciplinary action that could include terminating the employment and/or services of those responsible. The Company will not tolerate any retaliation against any employee, customer, vendor and/or thirdparty intermediary for reporting in good faith, any enquiry or concern.

The policy neither releases employees, customers, vendors and/or third-party intermediaries from their duty of confidentiality in the course of their work, nor is it a route for taking up personal grievances.

## 2. Definitions

**"Audit Committee"** means the Audit Committee constituted by the Board of Directors of the Company in accordance with the Section 177 of the Companies Act 2013,

**"Ethics Committee"** refers to a body constituted by the Company as part of its internal governance framework comprising Company Secretary, Chief Quality Manager and Chief Human Resources Officer.

The Audit Committee has designated certain members of Ethics Committee viz. Company Secretary , Chief Quality Manager and Chief Human Resources Manager (collectively referred to as **"Designated Officials"**) to act as the authority responsible for receiving whistleblower complaints, initiating appropriate investigations, and recommending suitable disciplinary and/or corrective actions, based on outcome of such investigations.

**"Frivolous complaints"** shall mean and include those which lack substance, no actionable information, seriousness, false, baseless, malicious, or filed for an improper purpose, rather than to expose genuine wrongdoing. For e.g. Complaints without any factual basis, malicious complaints with personal motive, retaliation after poor performance reviews, repeated unsubstantiated or unidentifiable anonymous complaints on the same issue, interpersonal conflicts, general dissatisfaction with management decisions, anonymous complaints with no actionable information, etc.

**"Protected disclosure"** is defined as any communication made in good faith that discloses or demonstrates evidence of any fraud or unethical activity within the company.

**"Reportable matters" or "Alleged Misconduct"** means violation of law, breach 'Code', Internal Company Policies and Guidelines, or act or omission which are illustrated hereunder as alleged misconduct or any actual or suspected fraud, substantial and specific danger/hazards to public health and safety or abuse of authority, bribery, environmental issues and any other unethical conduct.

**"Subject"** means a person against whom a disclosure of a Reportable Matter has been made.

**"Whistleblower"** is defined as any Personnel or other stakeholders (including internal Blue Dart employees or external persons including third party intermediaries as defined in the following section) who has access to data, events or information about an actual, suspected or anticipated Reportable Matter or Alleged Misconduct, makes or attempts to make a deliberate, voluntary and protected disclosure or complaint thereof. An **Anonymous Whistleblower** refers to a complainant who submits a report / complaint / disclosure without revealing his/her identity, name, address and whose identity is not ascertainable at any stage of reporting or investigation or resolution of the complaint.

### **3. Applicability**

The policy will be applicable to all whistleblowers as mentioned below including all personnel of the Company

Whistleblower includes any employee, director, officer, stakeholders viz. customer, contractor, vendor and/or third-party intermediaries such as agents and consultants whether appointed on permanent, temporary, full time, part-time, contractual, probation or on retainer basis and engaged to conduct business on behalf of the Company and its Subsidiary Companies.

This Policy is an extension of the Blue Dart Code. The Whistleblower's role is that of an impartial reporting party with reliable information. Whistleblowers are neither required nor expected to act and should desist from acting as investigators or finders of facts and they would not determine the appropriate corrective or remedial action which may be warranted in a given case.

## 4. Coverage of Policy

Potential whistleblowers can complain about the following issues under this policy. The list of issues classified under "Alleged Misconduct" is indicative and is not all inclusive.

### 4.1 Alleged misconduct may include but is not limited to the following:

- Forgery, falsification or alteration of documents
- Unauthorized alteration or manipulation of computer files /data
- Fraudulent reporting, willful material misrepresentation
- Pursuit of benefit or advantage in violation of the Company's policies
- Misappropriation/misuse of Company's resources viz; funds, supplies, vehicles or other assets
- Authorizing/receiving compensation for goods not received/services not performed
- Authorizing or receiving compensation for hours not worked
- Improper use of authority
- Unauthorized Release of Proprietary Information
- Financial irregularities, including fraud, or suspected fraud
- Breach of contract
- Theft of Cash
- Theft of Goods/Services
- Unauthorized Discounts
- Solicitation of, or accepting, Kickbacks, bribes, expensive gifts, directly or indirectly from business connections including vendors/Suppliers and Contractors. For this purpose, gifts / complimentary etc., which are customarily made in alignment with the limitations stipulated in the internal Policies shall not be construed as a violation of this condition
- Falsification, Destruction of Company Records
- Fraudulent Insurance Claims
- Breach of 'Code' and other internal Policies
- Deliberate violation of law/regulation
- Any other unethical, biased, favoured, imprudent action

#### **4.2 Concerns not covered under this policy:**

- Personal grievances
- Dissatisfaction with appraisals and rewards
- Customer Complaints relating to service conditions, improving operational efficiencies, etc.
- Sexual harassment (for which separate policy is in place)

### **5. Reporting Responsibility**

Whistleblowers are often the first to witness or discover instances of impropriety and facts related to any wrongdoing. All whistleblowers have an obligation to report any alleged misconduct that is covered under this policy without fear of reprisal, discrimination or adverse employment.

This policy intends to encourage and enable whistleblowers to raise serious concerns of 'Reportable Matters' within the Company. It is a prerogative and discretion of the Company to take appropriate action based on Company's investigation and facts reported.

This Policy is not, however, intended to question financial or business decisions taken by the Company nor should it be used as a means to reconsider any matter which has already been addressed pursuant to disciplinary or other internal procedures of the Company, unless new or additional facts are discovered related to the matter. Further, this Policy is not intended to cover career-related or other personal grievances.

## **5.1 Protection for Whistleblowers**

The Company is committed to protecting the whistleblowers from any form of retaliation, or adverse action due to any disclosure by them. Among the steps taken to provide the whistleblower protection is to enable potential complainants to report anonymously.

- Potential complainants are cautioned that their identity may get identified during the course of the investigation. In this case, the company will make all attempts to keep the identity of the complainant confidential.
- A Whistleblower who provides their communication details will receive an acknowledgment of receipt of Protected Disclosure.
- The identity of the complainant may be disclosed if required by law, or in criminal or legal proceedings resulting from the complaint made by the whistleblower.

## **5.2 Exceptions to Whistleblower Protection**

While the company is committed to protecting legitimate whistleblowers, under certain circumstances such protection may be waived or disregarded or may not be in the company's control.

- Whistleblowers are cautioned that their role is limited to reporting the issue and that they should not attempt to independently investigate any alleged misconduct on their own or interfere with an investigation. The company would not be responsible for any adversity faced by the complainant as a result of such unilateral actions.
- If a whistleblower is the subject of a complaint made prior to the protected disclosure made by him/her or is the subject of an unrelated complaint, the company may waive the protection provided to the whistleblower under this policy.
- While this Policy is intended to protect genuine Whistleblowers from any unfair treatment as a result of their disclosure, misuse of this protection by making frivolous and bogus complaints with mala fide intentions is strictly prohibited. Any whistleblower who makes a complaint with malafide intentions, which are subsequently found to be false, will be subject to strict disciplinary action.

## 6. Reporting mechanism

Whistleblower may raise Reportable Matters within 60 days after becoming aware of the same. The matters can be reported/disclosed in English, Hindi or any other official language of the place of employment / business of the Whistleblower. All suspected violations and Reportable Matters shall be reported to **Blue Dart Ethics Helpline** via its designated Reporting Channels as given herein below. The Reporting Channels are operated via an independent Third Party (M/s. KPMG) and all reports would be shared with the Designated Officials of the Ethics Committee within **two business days** of a complaint being made. The details for Blue Dart Ethics Helpline / Reporting Channels are as follows:

Reporting channel	Contact information	Availability
Phone	1800 200 7894	24/7 365 days
Email	<a href="mailto:bluedart@ethicshelpline.in">bluedart@ethicshelpline.in</a>	24/7 365 days
Web Portal	<a href="http://www.bluedart.ethicshelpline.in">www.bluedart.ethicshelpline.in</a>	24/7 365 days
Chatbot	<a href="http://www.bluedart.ethicshelpline.in">www.bluedart.ethicshelpline.in</a>	24/7 365 days

Any suspected violations reported to or received by the Recipients, whether or not submitted through the aforesaid prescribed channels, and classified as **"Reportable Matters"** would be processed in accordance with the Whistleblower Policy.

Whistleblowers are encouraged to provide as much information as possible to enable the Ethics Committee to evaluate the merits of the complaint and initiate appropriate investigation/ action on the complaint. While whistleblowers are permitted to make anonymous complaints, it is recommended that they provide their information to the third-party providing whistleblower channels. The third party will not share complainants' details with the company, should the complainants choose to remain anonymous.

The company will make no attempts to discover the identity of the complainants and will communicate with the complainants through the third party. This would permit the company to seek any additional information that may be required to effectively investigate an issue.

The complaint or disclosure must include the following;

- Name of the employee, and/or outside party or parties involved
- Details of Function/ Department/ Region/ Division/ Location of the Company where it has happened
- Brief summary of facts including where and when it occurred
- Type of misconduct (What happened?)
- Financial implications, if any
- Submit proof, if available or to identify where proof /evidence can be found, if possible

In the absence of adequate information, the company may not proceed with investigating the disclosure further.

In exceptional circumstances, complainants may directly report their concerns to the Chairperson of the Audit Committee via e-mail . It is necessary for the complainant to disclose their identity to the Chairperson of the Audit Committee of Blue Dart Aviation Ltd's Board of Directors, in addition to providing the required information as stated above. The Chairman of the Audit Committee will be responsible for maintaining the anonymity of the complainant.

The Chairperson of the Audit Committee can engage the Designated Officials of Ethics Committee or other senior personnel of the company to investigate the complaint as may be deemed appropriate.

The Audit Committee will oversee the vigil mechanism and implementation of this Policy. If any of the members of the Audit Committee or Ethics Committee have a conflict of interest in a given case, such member(s) will recuse themselves and the Audit Committee Chairperson shall determine any other company official to deal with the matter on hand.

## **7. Responsibilities of the Ethics Committee/ Designated Officials**

- The Designated Officials of Ethics Committee viz. Company Secretary, Chief Quality Manager and Chief Human Resources Manager shall jointly determine whether a reported grievance is frivolous/without merit and may be closed OR whether it warrants further inquiry and investigation and would agree on next steps of investigation in alignment with the Managing Director.
- Designated Officials would be responsible to act on the incident reports received from the Ethics Helpline/Reporting Channels in an unbiased manner.
- Necessary action would be initiated within 2 days of receipt of a complaint. The complainant shall be acknowledged, periodic updates may be provided (where deemed appropriate), and strict confidentiality shall be maintained within the organization on issues reported.
- The Designated Officials will identify the team for conducting the investigation, including other relevant Functional Heads viz. CFO / CHRO on a case-to-case basis, and may seek assistance from external specialists, where needed.
- The Designated Officials shall review the investigation findings and place their recommendations in alignment with the Managing Director.
- Ethics Committee would be responsible for ensuring that the recommended disciplinary or corrective actions are executed in a structured manner.
- Designated officials would update the Audit Committee against the subject, if investigation validates the allegations raised by the whistleblower.
- The Designated Officials shall keep the Chairperson of the Audit committee informed about serious issues reported on the Whistleblower Reporting Channels and periodically update the Audit Committee on the progress of the investigation.

## 8. Process of Enquiry/ Investigation

All incidents reported via designated Whistleblowing Platform / Reporting Channels will be assessed for merit.

The Company Secretary, Chief Quality Manager and Chief Human Resources Manager shall carry out necessary enquiry/ investigation as deemed appropriate. Where necessary, support may be taken from other Functions (HR, Finance etc.) or an external specialized agency or other resources as may be necessary to aid the investigation process.

The decision to conduct an investigation will not be construed as an accusation and may only be considered as a fact-finding process.

The identity of the Subject will be kept confidential given the legitimate needs of law and investigation.

- The Designated Officials of Ethics Committee in alignment with the Managing Director may also decide to engage independent Investigators. The authority and access rights of the Investigators for acting within the scope and course of the investigation will be determined by the Designated Officials / Audit Committee.
- The Designated Officials may obtain inputs from other relevant persons and review evidence wherever necessary. While doing so, sufficient care and precautions would be taken to avoid any retaliation against the witnesses.
- The Subject is expected to co-operate with the investigation process.
- The Subject and the Whistleblower shall neither interfere with the investigation nor should they influence, coach, threaten or intimidate witnesses.
- The Subject should ensure that evidence is not withheld, destroyed or tampered with.
- The investigation process shall be completed **within 60 days** from the receipt of the Reportable Matter or Alleged Misconduct (except in complex cases) and an enquiry report along with the findings should be issued. In such cases, Audit Committee Chairperson shall be informed, and periodic updates will be provided to the Audit Committee.

## **9. Investigations Outcome**

All reports/complaints under this Policy will be promptly and appropriately investigated and all information disclosed during the course of investigation will be kept strictly confidential except as necessary to conduct the investigation and take any remedial action in accordance with applicable law. Everyone working for or with the Company has a duty to co-operate in the investigation of reports on violations. Failure to co-operate during investigation or deliberately providing false information during an investigation could be the basis for disciplinary action, including termination of employment.

If, at the conclusion of the investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offence. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of the Company's Policy. Principles of natural justice/opportunity of being heard would be provided to the Accused/Subject and any remedial action would be taken only after due process of law after fair and independent enquiry proceedings. In some matters, the Company may be under a legal obligation to refer matters to the appropriate external regulatory authorities. The decision of the Company shall be final and binding.

The Designated Officials of Ethics Committee would table a Report before the Chairperson of the Audit Committee on a quarterly basis, stating investigation carried out, Disclosures received, the findings and recommended decision.

## **10. Non-Retaliation**

No whistleblower who, in good faith, makes a disclosure or lodges a complaint in accordance with this Policy shall be made to suffer reprisal, discrimination or adverse employment or any business consequences.

Accordingly, the Company strictly prohibits discrimination, retaliation or harassment of any kind against the Whistleblower, who based on his/her reasonable belief that one or more Reportable Matters has occurred / are occurring, reports that information. Any Personnel who retaliate against the Whistleblower who has raised a Reportable Matter in good faith, will be subject to strict disciplinary action up to and including termination of employment or business association as may be applicable.

If any Whistleblower who makes a disclosure or complaint in good faith, believes that he/she is being subjected to discrimination, retaliation or harassment for having made a report under this Policy, he/she must immediately report those facts to his/her supervisor, manager or the Ethics Committee. If, for any reason, he/she does not feel comfortable discussing the matter with these Officials, he/she should bring the matter to the attention of the Audit Committee. It is imperative that such Whistleblower brings the matter to the Company's attention promptly so that any concerns of reprisal, discrimination or adverse employment consequences can be investigated and addressed promptly and appropriately.

## **11. Document retention**

The Company shall maintain documentation of all complaints or reports, subject to this Policy. The documentation shall inter-alia include; any written submissions provided by the complainant, any other Company documents identified in the complaint or by the Company as relevant to the complaint, a summary of the date and manner in which the complaint was received by the Company and any response by the Company to the complainant, etc.

All documentation shall be retained by the Company in accordance with the applicable data protection and privacy laws.

## **12. Confidentiality:**

The Company's internal reporting process is secure and confidential and will be conducted in accordance with the applicable laws. Confidentiality will be maintained to an extent reasonably practicable depending on the requirements and nature of the investigation, as indicated above. Confidential data may only be disclosed on a need-to-know basis as permitted by law. The confidentiality of the reporting party (whistleblower), Subject and other concerned parties shall not be disclosed to anyone beyond the Audit Committee / Board Members, authorized company officials, BDEL/ Compliance Office and third parties handling the matter. For any other disclosures, a specific consent with reasons for the disclosure of the confidential data concerned shall be obtained.

### **13. Notification**

The Company Secretary is required to notify and communicate existence and contents of this policy to the employees of the Company. The new employees shall be notified about this Policy by the HR Department. Further, the Whistleblower Policy is also accessible on the Company's website for external stakeholders to facilitate the reporting of concerns.

### **14. Annual Affirmation - Protection**

The Company shall annually affirm that it has not denied any whistleblower access to the Audit Committee and that it has provided protection to the Whistleblower from any adverse action. Further, adequate protection procedures for the processing of reports and for the protection of the personal data including the identity of every reporting person, person concerned, and third persons of the persons referred to in the report shall be taken care of at all stages of the procedure.

Above affirmation shall form part of the Corporate Governance report attached to the Annual report of the Company.

### **15. Modification**

The Company may modify this Policy unilaterally at any time without prior notice. Modification may be necessary, among other reasons, to maintain compliance with the Companies Act / Local, State, and Central regulations and/or to accommodate organizational changes within the Company.

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**GST Details for Blue Dart Aviation Limited**

State	GST Reg No
Tamil Nadu (MAA & HO)	33AAACB0482A1ZI
Maharashtra	27AAACB0482A1ZB
Delhi	07AAACB0482A1ZD
Karnataka	29AAACB0482A1Z7
Telangana	36AAACB0482A1ZC
West Bengal	19AAACB0482A1Z8
Assam	18AAACB0482A1ZA
Gujarat	24AAACB0482A1ZH

**CIN for Blue Dart Aviation Limited : U35303MH1994PLC078691**