



Date: March 06, 2025

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
India

**National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra (E), Mumbai – 400 051  
India

**Scrip Code: 543529**

**Symbol: DELHIVERY**

**Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) – Postal Ballot Notice**

Dear Ma’am/Sir,

We hereby submit a copy of Postal Ballot Notice ("Notice") dated February 7, 2025, along with the explanatory statement for seeking approval of the members through Postal Ballot **by way of remote electronic voting ("remote e-voting")** in respect of the following items, as set out in the Notice:

Item No.	Type of Resolutions	Particulars
1	Special Resolution	To approve the appointment of Mr. Sameer Ashok Mehta (DIN:02945481) as a Non-Executive Independent Director and payment of remuneration
2	Special Resolution	To approve the appointment of Mrs. Namita Vikas Thapar (DIN: 05318899) as a Non-Executive Independent Director and payment of remuneration

The Notice is also available on the Company’s website at [www.delhivery.com](http://www.delhivery.com), the relevant section of the website of BSE Limited (“BSE”): [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (“NSE”): [www.nseindia.com](http://www.nseindia.com) on which the equity shares of the Company are listed and on the website of National Securities Depository Limited (“NSDL”) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

In accordance with the applicable laws and circulars issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India, the said Notice is being sent by email on Thursday, March 6, 2025 to all the members of the Company whose names appear in the register of members / register of beneficial owners maintained by the depositories as on **Friday, February 28, 2025 (“Cut-off date”)** and whose email IDs are



registered with the Company/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) (“RTA”) / depositories/ depository participants.

The Company has appointed NSDL for facilitating e-voting to enable the members to cast their votes electronically. The remote e-voting shall commence on **Friday, March 7, 2025, at 9.00 A.M. (IST)** and shall end on **Saturday, April 5, 2025, at 5.00 P.M. (IST)** (both days inclusive).

The results of the Postal Ballot will be announced on or before **Tuesday, April 8, 2025**, and the same will be communicated to BSE and NSE along with the Scrutinizer's report. Additionally, the results will also be uploaded on the Company's website viz. [www.delhivery.com](http://www.delhivery.com) and on the website of NSDL viz. <https://www.evoting.nsdl.com> and will also be placed on the Notice Board at the Registered Office of the Company.

You are requested to kindly take the same on your records.

Thank you.

**Yours sincerely,  
For Delhivery Limited**

**Madhulika Rawat  
Company Secretary & Compliance Officer  
Membership No.: F8765**

Encl: As above



## DELHIVERY LIMITED

CIN: L63090DL2011PLC221234

**Registered Office:** N24-N34, S24-S34, Air Cargo Logistics Centre-II, Opposite Gate 6 Cargo Terminal, IGI Airport, New Delhi 110037

**Corporate Office:** Plot No. 5, Sector-44, Gurugram, Haryana 122002

**Website:** [www.delhivery.com](http://www.delhivery.com); **Email:** [corporateaffairs@delhivery.com](mailto:corporateaffairs@delhivery.com); **Tel No.:** +91 124 6225602

E-Voting starts on	E-Voting ends on
Friday, March 7, 2025 at 9:00 a.m. (IST)	Saturday, April 5, 2025 at 5:00 p.m. (IST)

### NOTICE OF POSTAL BALLOT

Dear Members,

**NOTICE** is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”) and other applicable provisions, if any, of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“**SS-2**”), each, as amended from time to time, and any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 (the “**MCA Circulars**”) issued by the Ministry of Corporate Affairs (“**MCA**”), that the Resolutions appended below are proposed to be passed by the equity shareholders (“**Members**”) of Delhivery Limited (the “**Company**”) by way of Postal Ballot only through remote e-Voting process (“**e-Voting**”). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Accordingly, the Company is sending Postal Ballot Notice only by email to its Members who have registered their email address as on **Friday, February 28, 2025** (“**Cut-Off Date**”) with the Company/Registrar and Share Transfer Agent (“**RTA**”)/ Depository Participants (“**DPs**”)/ Depository and the communication of assent /dissent of the shareholders on the resolution proposed in the Notice will only take place through the e-Voting.

In respect of those Members who have not registered their email address, the Company has provided the mechanism to register their email address in the Notes and a public notice to that effect has been published in the newspapers.

An explanatory statement pursuant to the provisions of Section 102, 110 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended hereto.



Pursuant to the provisions of Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company, has appointed Mr. Prabhakar Kumar, Partner of M/s VAPN & Associates, Company Secretary in Practice (Membership No. FCS 5781, COP No. 10630) or failing him Mr. Ashok, Partner of M/s VAPN & Associates, Company Secretary in Practice (Membership No. ACS 55136, COP No. 20599), as the Scrutinizer for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the said purpose.

In compliance with the provisions of Sections 108 and 110 and other applicable provisions of the Act, read together with the Companies (Management and Administration) Rules, 2014 and in compliance with Regulation 44 of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the MCA circulars, the Company is pleased to extend e-Voting facility to enable the Members to cast their votes electronically instead of through the Postal Ballot Form(s). The reasons for not enclosing the Postal Ballot form have already been explained in the foregoing paragraphs.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-Voting facility to all its Members. The Members (whether holding shares in demat form or in physical form) are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes through e-Voting. The remote e-Voting period commences on **Friday, March 7, 2025 at 9:00 A.M. (IST)** and ends on **Saturday, April 5, 2025, at 5:00 P.M. (IST)**.

Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman or any person authorized by the Chairman and the results of the Postal Ballot will be announced not later than two working days of conclusion of the voting through Postal Ballot, i.e. on or before **Tuesday, April 8, 2025**. The said results would be displayed on the Notice Board at the Registered Office of the Company, intimated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website at [www.delhivery.com](http://www.delhivery.com) and on the website of NSDL at [www.evoting.nsd.com](http://www.evoting.nsd.com). The last date of e-Voting, i.e. **Saturday, April 5, 2025**, shall be the date on which the resolution(s) would be deemed to have been passed, if approved by the requisite majority.

#### **SPECIAL BUSINESS:**

- 1. To approve the appointment of Mr. Sameer Ashok Mehta (DIN:02945481) as a Non-Executive Independent Director and payment of remuneration**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 197, 198 read with Schedule IV and Schedule V and all other applicable provisions of the Companies Act, 2013 (**“the**



Act”) and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of Nomination and Remuneration Committee (“NRC”), Mr. Sameer Ashok Mehta (DIN:02945481), who was appointed as an Additional Director, designated as Non-Executive Independent Director, by the Board of Directors with effect from February 7, 2025 and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Independent Director and who has submitted a declaration that he meets the criteria for his appointment as an Independent Director under the Act and SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold the office for a period of 5 (five) years with effect from February 7, 2025 to February 6, 2030;

**RESOLVED FURTHER THAT** subject to applicable provisions of the Act, the SEBI Listing Regulations and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association and the remuneration policy of the Company, based on the recommendation of NRC and the Board, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Sameer Ashok Mehta, as a Non-Executive Independent Director of the Company, as detailed in the explanatory statement attached hereto in addition to sitting fee for attending the meetings of the Board and/or Committee(s) thereof, for his tenure with effect from February 7, 2025 and in case of absence or inadequacy of profits in any of the financial year, the said remuneration shall be paid for the period of 3 (three) years from February 7, 2025 upto February 6, 2028, without requiring to obtain any further approval of the members;

**RESOLVED FURTHER THAT** the terms and conditions of remuneration of Mr. Sameer Ashok Mehta as set out in the explanatory statement annexed to this notice be and are hereby approved with liberty to the Board (which term shall be deemed to include the NRC) to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Board and Mr. Sameer Ashok Mehta;

**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board (which term shall be deemed to include NRC) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”



## 2. To approve the appointment of Mrs. Namita Vikas Thapar (DIN: 05318899) as a Non-Executive Independent Director and payment of remuneration

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, 197, 198 read with Schedule IV and Schedule V and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**) (including any statutory modification(s), amendment(s) or re-enactment(s) thereof, for the time being in force), based on the recommendation of Nomination and Remuneration Committee (**“NRC”**), Mrs. Namita Vikas Thapar (DIN: 05318899), who was appointed as an Additional Director, designated as Non-Executive Independent Director, by the Board of Directors with effect from February 17, 2025 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director and who has submitted a declaration that she meets the criteria for her appointment as an Independent Director under the Act and SEBI Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold the office for a period of 5 (five) years with effect from February 17, 2025 to February 16, 2030;

**RESOLVED FURTHER THAT** subject to applicable provisions of the Act, the SEBI Listing Regulations and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association and remuneration policy of the Company, based on the recommendation of NRC and the Board, approval of the members of the Company be and is hereby accorded for payment of remuneration to Mrs. Namita Vikas Thapar, as a Non-Executive Independent Director of the Company, as detailed in the explanatory statement attached hereto in addition to sitting fee for attending the meetings of the Board and/or Committee(s) thereof, during her tenure with effect from February 17, 2025 and in case of absence or inadequacy of profits in any of the financial year, the said remuneration shall be paid for the period of 3 (three) years from February 17, 2025 upto February 16, 2028, without requiring to obtain any further approval of the members;

**RESOLVED FURTHER THAT** the terms and conditions of remuneration of Mrs. Namita Vikas Thapar as set out in the explanatory statement annexed to this notice be and are hereby approved with liberty to the Board (which term shall be deemed to include the NRC) to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Board and Mrs. Namita Vikas Thapar;



**RESOLVED FURTHER THAT** for the purpose of giving effect to the foregoing resolutions, the Board (which term shall be deemed to include NRC) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By the order of the Board of Directors  
**For Delhivery Limited**

**Madhulika Rawat**  
Company Secretary & Compliance Officer  
Membership No. F8765

Place: Goa  
Date: February 7, 2025



## NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 (“the Act”) setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
2. Kindly note that as per the circular and guidelines issued by the MCA vide its Circulars, the Notice of Postal Ballot would be sent in electronic mode only to those Members who have registered their e-mail addresses with the Company/ Depository Participants/ Depository/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company’s Registrar and Transfer Agent (“RTA”).
3. The Members will have the option to vote only through remote e-Voting and voting through physical ballot papers will not be provided.
4. Pursuant to the provisions of Section 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted through Postal Ballot. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. Instructions for the process to be followed for remote e-Voting are annexed to this Postal Ballot Notice.
5. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members/ Statements of Beneficial Ownership maintained by the Depositories as on the close of business hours on the Cut-off Date. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ Statement of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.
6. The said Notice is also available on the website of the Company at [www.delhivery.com](http://www.delhivery.com), the relevant section of the website of BSE Limited (“BSE”): [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (“NSE”): [www.nseindia.com](http://www.nseindia.com) on which the equity shares of the Company are listed and on the website of NSDL: [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Cut-off date.
8. The e-voting period commences on **Friday, March 7, 2025 at 9.00 A.M.** (IST) and ends on **Saturday, April 5, 2025 at 5.00 P.M.** (IST). During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the Cut-off date, i.e., **Friday, February 28, 2025** may cast their vote electronically. The e-Voting module shall be disabled by NSDL thereafter. Once the vote





on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

9. All documents referred to in the accompanying Postal Ballot Notice shall be available for inspection electronically. Members seeking to inspect such documents can send an email on or before the last date of remote e-voting of this Postal Ballot to [corporateaffairs@delhivery.com](mailto:corporateaffairs@delhivery.com) with subject line “Inspection of Documents – Postal Ballot”.

**10. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail address. Procedure for registering the e-mail addresses for obtaining the Postal Ballot Notice and remote e- Voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with RTA (in case of Members holding shares in physical form)**

Those persons who are Members of the Company as on Cut-off date i.e., **Friday, February 28, 2025** and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

**i. For Temporary Registration:**

The process to be followed for temporary registration of an e-mail address is as follows:

- a. Visit the link: [https://web.in.mpms.mufg.com/EmailReg/Email\\_Register.html](https://web.in.mpms.mufg.com/EmailReg/Email_Register.html)
- b. Select the Name of the Company from the dropdown: Delhivery Limited.
- c. Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in the physical form need to additionally enter one of the share certificate(s) numbers.
- d. Enter your Mobile No and email id and click on the Continue button.
- e. The system will send OTP on Mobile and Email IDs.
- f. Upload a self-attested copy of your PAN card and Address proof viz Aadhar Card, passport or front and back side of share certificate in case of Physical folio.
- g. Enter the OTP received on your Mobile and Email Address.

**ii. For Permanent Registration:**

Members are requested to register the email address with their concerned DPs, in respect of Demat holding and with RTA, in respect of physical holding, by submitting the Form ISR-1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / RTA to enable servicing of notices/documents / Annual Reports and other communications electronically to their e-mail address in the future.



## 11. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

### Step 1: Access to NSDL e-Voting system





#### A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e- Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li data-bbox="716 1010 1391 1509">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li data-bbox="716 1541 1391 1720">2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li data-bbox="716 1751 1391 2031">3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” which is available under ‘<b>Shareholder/Member</b>’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat</li> </ol>



Type of shareholders	Login Method
	<p>account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p>  App Store                Google Play         </p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> </ol>



Type of shareholders	Login Method
	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911.

**B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL:



<https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c. How to retrieve your ‘initial password’?
    - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten



your password:

- a. Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c. If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to **“Terms and Conditions”** by selecting on the check box.
  8. Now, you will have to click on **“Login”** button.
  9. After you click on the **“Login”** button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies **“EVEN”** in which you are holding shares and whose voting cycle is active.
2. Select **“EVEN”** of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **“Submit”** and also **“Confirm”** when prompted.
5. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [corporateaffairs@delhivery.com](mailto:corporateaffairs@delhivery.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN



(self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [corporateaffairs@delhivery.com](mailto:corporateaffairs@delhivery.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@vapn.in](mailto:info@vapn.in) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Senior Manager at [evoting@nsdl.com](mailto:evoting@nsdl.com)



## EXPLANATORY STATEMENT

(Annexed to the Notice pursuant to Section 102 and 110 of the Companies Act, 2013)

The following statement sets out all material facts relating to special business mentioned in the accompanying notice of Postal Ballot:

### Item No. 1 and 2:

The Board of Directors (“**Board**”) at its meeting held on February 7, 2025, based on the recommendation of the Nomination and Remuneration Committee (“**NRC**”), approved the following matters subject to approval of Members of the Company:

- Appointment and remuneration of Mr. Sameer Ashok Mehta (DIN: 02945481), as an Additional Director in the capacity of Non-Executive Independent Director with effect from February 7, 2025.
- Appointment and remuneration of Mrs. Namita Vikas Thapar (DIN: 05318899), as an Additional Director in the capacity of Non-Executive Independent Director with effect from February 17, 2025.

The Company has received the following disclosures from Mr. Sameer Ashok Mehta and Mrs. Namita Vikas Thapar:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“**the Appointment Rules**”).
- Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that they are not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (“**the Act**”).
- A declaration to the effect that they meet the criteria of independence as provided under Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**the SEBI Listing Regulations**”).
- Notice of Disclosure of Interest in Form MBP-1 as per the provisions of Section 184(1) of the Act.
- Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that they have not been debarred or disqualified from holding office of a director of the Company by virtue of any order passed by SEBI or such other Statutory Authorities.

Further, Mr. Sameer Mehta and Mrs. Namita Thapar have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their respective duties as an Independent Director of the Company. They have also confirmed compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to their registration with the data bank of Independent Directors maintained by the Indian Institute of





Corporate Affairs.

In the opinion of NRC and the Board, Mr. Sameer Mehta and Mrs. Namita Thapar are persons of integrity and fulfills the conditions prescribed under the Act and SEBI Listing Regulations for their appointment as Independent Director(s) of the Company and are Independent of the Management.

The Company has received a notice in writing by a member proposing their respective candidature as director under Section 160 of the Act.

The proposed remuneration to be paid to Mr. Sameer Mehta as a Non-Executive Independent Directors is as under:

**Fixed remuneration:** ₹6.0 Million per annum based on the time and efforts to be spent by him and his valuable guidance for decision making by the Board / Committees along with an additional payment of ₹0.5 Million for chairing any Committee of the Board, if appointed.

**Sitting fees:** For attending the meetings of the Board / Committee(s) of the Company, as may be recommended and approved by the NRC and the Board.

The proposed remuneration to be paid to Mrs. Namita Thapar as a Non-Executive Independent Director is as under:

**Fixed remuneration:** ₹6.0 Million per annum based on the time and efforts to be spent by her and her valuable guidance for decision making by the Board / Committees along with an additional payment of ₹0.5 Million for chairing any Committee of the Board, if appointed.

**Sitting fees:** For attending the meetings of the Board / Committee(s) of the Company, as may be recommended and approved by the NRC and the Board.

They are also eligible for reimbursement of expenses incurred, if any, to attend and participate in the Board Meeting(s) or Committee Meeting(s) or separate meeting(s) of Independent Directors, as permissible under the Act and/ or SEBI Listing Regulations.

The respective remuneration to Mr. Sameer Mehta and Mrs. Namita Thapar may exceed the limits specified in Section 197 of the Act during their tenure. The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors, therefore their prior approval is not required to be obtained. Pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act, the appointment of Mr. Sameer Mehta and Mrs. Namita Thapar along with the terms of remuneration, requires approval of the Members by way of a Special Resolution.

The brief profile of Mr. Sameer Mehta and Mrs. Namita Thapar and other relevant information as



required under SEBI Listing Regulations and Secretarial Standards are provided under **Annexure A** and details as required under Schedule V (Part II) (Section II) of the Act are given under **Annexure B** to this Notice.

The copies of the letter for the appointment of Mr. Sameer Mehta and Mrs. Namita Thapar as Non-Executive Independent Directors setting out the terms and conditions are available for inspection by the Members.

Except Mr. Sameer Mehta and Mrs. Namita Thapar for their respective resolutions and their relatives to the extent of their shareholding, if any, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the Special Resolutions as set out in Item No. 1 and Item No. 2 of the accompanying Notice.

The Board recommends the resolutions for approving the appointment and remuneration of Mr. Sameer Mehta and Mrs. Namita Thapar as set out in Item No. 1 and 2 for approval of the Members by way of **Special Resolution**.

By the order of the Board of Directors  
For **Delhivery Limited**

**Madhulika Rawat**  
Company Secretary & Compliance Officer  
Membership No. F8765

Place: Goa  
Date: February 7, 2025

## ANNEXURE A

### DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AND MATTER RELATED TO APPROVAL OF THEIR REMUNERATION

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India)

Sr. No.	Name of Director	Mr. Sameer Ashok Mehta	Mrs. Namita Vikas Thapar
1.	Director Identification Number (DIN)	02945481	05318899
2.	Date of Birth / Age	November 29, 1976/ 48 years	March 21, 1977/ 47 years
3.	Brief Resume covering qualifications, experience, expertise in specific functional area including details of recognition or awards, if any	<p>Mr. Sameer Ashok Mehta is one of the founding members and promoters of Imagine Marketing Limited ('boAt') and currently serves as the Whole-time Director and Chief Executive Officer of boAt.</p> <p>He holds a Bachelor of Commerce (B.Com.) degree from Narsee Monjee College of Commerce and Economics, Mumbai, and has extensive experience in technology, product research, and development. He also co-founded Redwood Interactive, which owned 'RedGear,' a prominent gaming brand in India.</p> <p>His achievements as a leader in the consumer technology space have been widely recognized. He has been featured on the covers of Business Today and Forbes India, highlighting his influence and success in building a globally recognized brand. He is recognized as one of Forbes India's "Tycoons of Tomorrow," reflecting their shared vision and innovation in establishing boAt as a global brand.</p> <p>Additionally, he has been recognized</p>	<p>Mrs. Namita Vikas Thapar is a Whole-time Director of Emcure Pharmaceuticals Limited ('Emcure'), a global pharmaceutical company headquartered in Pune. It has a presence in 70+ countries and an employee strength of over 10,000. Prior to joining Emcure, she worked for 6 years at Guidant Corporation, USA.</p> <p>She is an MBA graduate from the Fuqua School of Business at Duke University and a Chartered Accountant from The Institute of Chartered Accountants of India. She is one of the Sharks in the popular TV show "Shark Tank India". She is a recipient of various prestigious corporate awards such as The Economic Times '40 under Forty' award, Barclays Hurun Next Gen Leader recognition, Economic Times 2017 Women Ahead List, World Women Leadership Congress Super Achiever award.</p>



Sr. No.	Name of Director	Mr. Sameer Ashok Mehta	Mrs. Namita Vikas Thapar
		among 'IDFC FIRST Private & Hurun India's Top 200 Self-made Entrepreneurs of the Millennia 2024,' further solidifying his stature as a leading entrepreneur in India.	
4.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	In view of the above profile as specified in point 3 above, the Nomination and Remuneration Committee and the Board are of the view that Mr. Sameer Mehta possesses the requisite skills and capabilities, which would be of immense benefit to the Company.	In view of the above profile as specified in point 3 above, the Nomination and Remuneration Committee and the Board are of the view that Mrs. Namita Thapar possesses the requisite skills and capabilities, which would be of immense benefit to the Company.
5.	Date of original Appointment	February 7, 2025	February 17, 2025
6.	Shareholding including shareholding as a beneficial owner in the Company	Nil	Nil
7.	Direct/indirect relationship with the Company and/or other Directors, Manager and other Key Managerial Personnel of the Company	None	None
8.	Details of other directorships	<b>Other directorships:</b> <ul style="list-style-type: none"> <li>• Imagine Marketing Limited</li> <li>• Cash Tech Private Limited</li> <li>• Casttech Allied Private Limited</li> <li>• Triocast Technologies Private Limited</li> <li>• KAHA Pte. Ltd., Singapore</li> </ul>	<b>Other directorships / designated partnerships:</b> <ul style="list-style-type: none"> <li>• Emcure Pharmaceuticals Limited</li> <li>• Thapar Ventures Private Limited</li> <li>• Incredible Ventures Private Limited</li> <li>• Zuventus Healthcare Limited</li> <li>• Incredible Ideas Private Limited</li> <li>• Thapar Vision LLP</li> </ul>
	Membership/ chairmanship of committees of the boards of other Company	<b>Imagine Marketing Limited</b> <ul style="list-style-type: none"> <li>• Risk Management Committee - Member</li> </ul>	<b>Emcure Pharmaceuticals Limited</b> <ul style="list-style-type: none"> <li>• Corporate Social Responsibility Committee - Member</li> </ul>



Sr. No.	Name of Director	Mr. Sameer Ashok Mehta	Mrs. Namita Vikas Thapar
	Name of listed entities from which the person has resigned in the past three years	Nil	Nil
9.	Committee Membership/ Chairmanships of the Company	Nil	Nil
10.	No. of Meetings of Board of Directors attended during the financial year 2024-25	Not applicable as no board meeting has been held so far post approval of his appointment as Director	Not applicable as no board meeting has been held so far post approval of her appointment as Director
11.	Remuneration sought to be paid	As mentioned in the explanatory statements of this Notice	
12.	Remuneration last drawn (For the financial year 2023 2024)	Not applicable	
13.	Terms and conditions of appointment/re-appointment/ remuneration	As mentioned in the explanatory statement of this Notice	

## ANNEXURE - B

### STATEMENT OF INFORMATION REQUIRED TO BE DISCLOSED UNDER SCHEDULE V (PART II) (SECTION II) OF THE COMPANIES ACT, 2013

I. General Information:										
Nature of Industry	The Company is in the logistics industry, which includes transportation and supply chain services. The industry is largely fragmented and is dominated by a large number of unorganised players. The major segments of industry are domestic transportation which is divided into road, rail and air transportation, cross border transportation which is divided into air & shipping transportation and warehousing & supply chain services.									
Date or expected date of commencement of commercial production	June 22, 2011 (Date of Incorporation)									
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable									
Financial performance based on given indicators	(₹ in Million)									
	<table border="1"> <thead> <tr> <th>Particular</th> <th>As on March 31, 2024 (Standalone Audited Annual Financial Statements)</th> <th>As on December 31, 2024 (Standalone Unaudited 9 months ended Financial Results)</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td style="text-align: right;">74,540.82</td> <td style="text-align: right;">62,303.97</td> </tr> <tr> <td>(Loss)/Profit</td> <td style="text-align: right;">(1,679.68)</td> <td style="text-align: right;">1,290.70</td> </tr> </tbody> </table>	Particular	As on March 31, 2024 (Standalone Audited Annual Financial Statements)	As on December 31, 2024 (Standalone Unaudited 9 months ended Financial Results)	Revenue from Operations	74,540.82	62,303.97	(Loss)/Profit	(1,679.68)	1,290.70
Particular	As on March 31, 2024 (Standalone Audited Annual Financial Statements)	As on December 31, 2024 (Standalone Unaudited 9 months ended Financial Results)								
Revenue from Operations	74,540.82	62,303.97								
(Loss)/Profit	(1,679.68)	1,290.70								
Foreign investments or collaborations, if any	<p><b><u>Foreign Investments in the Company</u></b></p> <p>Foreign equity shareholding in the Company is 53.75% of its total equity shares of the face value of ₹ 1 each as on December 31, 2024.</p> <p><b><u>Foreign Investments by the Company</u></b></p> <p>Delhivery Limited has the following wholly owned direct foreign subsidiary (100% equity):</p> <ol style="list-style-type: none"> <li>1. Delhivery USA LLC- Investment of USD 11,631,060/-</li> <li>2. Delhivery Corp Limited (Under liquidation)- Investment of GBP 2,269,165/-</li> <li>3. Delhivery HK Pte Ltd- Investment of HKD 2,209,446/-</li> <li>4. Delhivery Singapore Pte Ltd- Investment of USD 8,499,974 /-</li> </ol>									



<b>II. Information about Mr. Sameer Mehta and Mrs. Namita Thapar</b>	
Background Details and Recognition or awards:	For background details of the Directors, please refer to point no. 3 of Annexure A.
Past Remuneration	Not applicable
Job Profile and his / her suitability	Please refer to point no. 3 of Annexure A.
Remuneration Proposed	As mentioned in the explanatory statement forming part of this notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of non-executive independent director(s) and considered the remuneration of non-executive independent directors of other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Sameer Mehta and Mrs. Namita Thapar. Basis of above, the Committee and the Board is recommending the remuneration as proposed hereinabove for approval of the Members, which is as per the Nomination and Remuneration Policy of the Company.</p> <p>The Company believes that the remuneration proposed to be paid is appropriate and commensurate with the level of their expertise and profile.</p>
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Besides the remuneration proposed to be paid, they do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

<b>III. Other information</b>	
Reason for loss or inadequate profits	<p>The profit after tax for the 9 month period ended December 31, 2024 stood at ₹1,290.70 Million as against a loss after tax of ₹716.83 Million for the corresponding period ended December 31, 2023 based on the Standalone Financial Results of the Company, increasing by ₹ 2,007.53 Million.</p> <p>The Earnings Before Interest, Tax, Depreciation &amp; Amortisation (EBITDA) in the 9 month period ended December 31, 2024 increased by 111.18% on a year-on-year basis to ₹2,671.18 Million from ₹1,264.87 Million in the 9 month period ended December 31, 2023.</p> <p>The significant improvement in the profit after tax and EBITDA has been achieved on account of growth in the business, better absorption of the fixed cost, increase in utilization of plant, machinery and manpower and change in the depreciation method adopted by the Company from April 1, 2024.</p> <p>The Company is in a high growth phase and is making investments in technology, infrastructure and people.</p>



<b>III. Other information</b>	
Steps taken or proposed to be taken for improvement	The Company continues to invest in technology, infrastructure and people to achieve rapid growth. The Company has significant operating leverage in its business operations, and as the scale of its business grows further, the Company would have a higher ability to absorb fixed expenses, increase resource utilisation, enhance employee efficiency and improve profitability.
Expected increase in productivity and profits in measurable terms	The Company has significant operating leverage in its business operations, and as the scale of its business grows further, the Company would have a higher ability to absorb fixed expenses, increase resource utilisation, enhance employee efficiency and improve profitability.

#### **IV. Disclosure**

The required information/details shall be disclosed under the Report of Corporate Governance in the Annual Report for the Financial Year 2024-25 of the Company.