

DELHIVERY

Date: May 30, 2022

BSE Limited
Floor 25, P J 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: Annual Secretarial Compliance Report for the year ended March 31, 2022

Dear Sir/ Madam,

Pursuant to the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2022, issued by M/s. VAPN & Associates, Practising Company Secretaries (Firm Registration No.: P2015DE045500).

The above report is available on the Company's website www.delhivery.com

Kindly take the same on records.

Thanking you,

Yours faithfully,

For Delhivery Limited



Sunil Kumar Bansal
Company Secretary & Compliance Officer
Membership No: F 4810

Encl: As above

Delhivery Limited
Corporate Office: Plot 5, Sector 44, Gurugram - 122 002, Haryana, India
Registered Office: N24-N34, S24-S34, Air Cargo Logistics Centre-II,
Opposite Gate 6 Cargo Terminal, IGI Airport, New Delhi – 110037
(Formerly known as Delhivery Private Limited)

CIN: U63090DL2011PLC221234
+91 124 6225600
corporate@delhivery.com
www.delhivery.com



VAPN & ASSOCIATES.

COMPANY SECRETARIES

Secretarial Compliance Report of Delhivery Limited For the Financial Year Ended on 31st March 2022

[Pursuant to Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, for the purpose of compliance with Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Delhivery Limited

(Formerly Known as "Delhivery Private Limited")

CIN: U63090DL2011PLC221234

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 Gurgaon, Haryana 122002

We M/s. VAPN & Associates, Practicing Company Secretaries, have conducted the Secretarial Compliance Audit for the financial year ended March 31, 2022, pursuant to the provisions of Securities and Exchange Board of India (the "SEBI") Regulations and the circulars/guidelines issued thereunder, as applicable to the Delhivery Limited (the "Company/Listed Entity w.e.f May 24, 2022").

The Equity Shares of the Company have been listed on the National Stock Exchange of India Limited and BSE Limited ("Stock Exchanges") w.e.f *May 24, 2022. Thus, during the review period, Company was an unlisted entity. The audit was conducted in a manner that provided us a reasonable basis for evaluating the statutory compliances and expressing our opinion thereon. We have examined:

- (a) all the documents and records made available to us and the explanation provided by Listed Entity
- (b) the filings/ submissions made by the Company to stock exchanges, as applicable,
- (c) website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2022 ("Review Period") in respect of compliance with the provisions of:

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



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Office : No.1 Shiva Enclave ,3rd floor , Pitampura, New Delhi -110034

Contact us on +91 11 49058932 , 45040789

e-mail : info@vapn.in : website: www.vapn.in



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

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- (Applicable with effect from November 03, 2021, to the extent of filing of Draft Red Herring Prospectus with SEBI in connection with the initial public offer);
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- (Applicable with effect from November 03, 2021, to the extent of filing of Draft Red Herring Prospectus with SEBI in connection with the initial public offer);
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011- (Not applicable to the Company during the review period);
- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018-(Not applicable to the Company during the review period);
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021- (Applicable with effect from November 03, 2021, to the extent of filing of Draft Red Herring Prospectus with SEBI in connection with the initial public offer);
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008-(Not applicable to the Company during the review period);
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013- (Not applicable to the Company during the review period) ;
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; (hereinafter as "Insider Trading Regulation)-(Not applicable to the Company during the review period);
- (i) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018-(Applicable with effect from November 03, 2021, to the extent of filing of Draft Red Herring Prospectus with SEBI in connection with the initial public offer);





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- (j) The Securities and Exchange Board of India (Debenture Trustee) Regulations, 1993- (Not applicable to the Company during the review period);
- (k) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with the client- (Applicable with effect from November 03, 2021, to the extent of filing of Draft Red Herring Prospectus with SEBI in connection with the initial public offer); and circulars/ guidelines issued thereunder;

Based on our examination and verification of the documents and records produced to us and according to the information and explanations are given to us by the management of the Company, we hereby report that during the Review Period:

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

Sr. No.	Compliance Requirement (Regulations / circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
Nil			

- (b) The Company has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.
- (c) The following are the details of actions taken against the Company/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
Nil				





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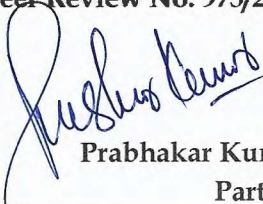
- (d) The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended March 31, 2021	Actions taken by the Company, if any	Comments of the Practicing Company Secretary on the actions taken by the Company
Not Applicable				

- (e) We further report that there was no event of appointment/re-appointment/resignation of statutory auditor of the Company during the review period. In this regard, we report that the Company has complied with Circular No. CIR/CFD/CMDI/114/2019 dated October 18, 2019, as applicable to the Company during the period under review.

For VAPN & Associates
Practicing Company Secretaries
Firm Registration No.: P2015DE045500
Peer Review No. 975/2020




Prabhakar Kumar
Partner

Membership No.: F5781
COP. No.: 10630

ICSI UDIN: F005781D000423583

Place: New Delhi
Date: May 30, 2022

Note: This report is to be read with our letter of even date which is annexed as Annexure-A and forms an integral part of this report.

**Note: The equity shares of the Company were listed with the BSE Limited and National Stock Exchange of India Limited ("Stock Exchanges") on 24th May 2022.*



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COMPANY SECRETARIES

To,

The Delhivery Limited
(Formerly Known as "Delhivery Private Limited")

CIN: U63090DL2011PLC221234

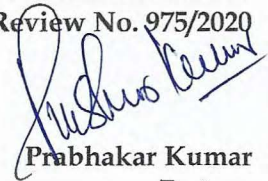
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Corporate Office: Plot No.-5 Sector-44 Gurgaon, Haryana 122002

Our report of even date is to be read along with this letter.

1. It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.
2. Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/ guidelines issued there under from time to time and issue a report thereon.
3. We have conducted our Audit remotely based on the records and information made available to us through electronic platform by the Company.
4. Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose.
5. The Secretarial Compliance report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For VAPN & Associates
Practicing Company Secretaries
Firm Registration No.: P2015DE045500
Peer Review No. 975/2020




Prabhakar Kumar
Partner

Membership No.: F5781
COP. No.: 10630
ICSI UDIN: F005781D000423583

Place: New Delhi
Date: May 30, 2022

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