

Delhivery Limited

(formerly known as Delhivery Private 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

Web: www.delhivery.com, Email: corporateaffairs@delhivery.com, Contact No.: +91 124 6225602

NOTICE OF THE 11TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eleventh (11th) Annual General Meeting (“AGM”) of the Members of Delhivery Limited (the “Company”) will be held on Thursday, the September 29, 2022 at 11:00 AM (IST) through Video Conferencing (“VC”)/ Other Audio Video Means (“OAVM”), to transact the following business(es):

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements (Standalone & Consolidated) of the Company for the financial year ended March 31, 2022 together with the reports of the Board of Directors and Statutory Auditors thereon.
2. To appoint Mr. Suvir Suren Sujan (DIN: 01173669) as Non- Executive Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To consider the appointment of Ms. Aruna Sundararajan (DIN:03523267) as a Non-Executive Independent Director and if thought fit, to pass with or without modifications, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 197, 198 read with Schedule IV and V and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), provisions of Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”) and as recommended by the Nomination and Remuneration Committee (the “NRC”) and approved by the Board of Directors (the “Board”) vide their respective resolution(s) dated July 08, 2022, Ms. Aruna Sundararajan (DIN: 03523267), who was appointed as an additional - Non-Executive Independent Director by the Board with effect from July 08, 2022 and who holds office upto the date of this Annual General Meeting (“AGM”) and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of 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 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 July 08, 2022.

RESOLVED FURTHER THAT subject to applicable provisions of the Act, Ms. Aruna Sundararajan shall be paid a remuneration 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 July 08, 2022 and in case of absence or inadequacy of profits, the above remuneration shall be paid as minimum remuneration for a period not exceeding 3 (three) years with effect from July 08, 2022 without requiring to obtain the approval of Members any further.

RESOLVED FURTHER THAT the Board or any Committee of the Board be and are hereby authorized to do all such acts and deeds and to sign all such documents and writings as may be necessary to give effect to this resolution on behalf of the Company.”

4. To consider the change in terms of appointment of Mr. Sandeep Kumar Barasia (DIN: 01432123), Executive Director and Chief Business Officer and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT in furtherance to the resolution passed by the Members at their meeting held on October 15, 2021 and pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), provisions of Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“SEBI Listing Regulations”) and as recommended by the Nomination and Remuneration Committee (the “NRC”) and approved by the Board of Directors (the “Board”) vide their respective resolution(s) dated July 08, 2022, the consent of the Members of the Company be and is hereby accorded for changing the terms of appointment of Mr. Sandeep Kumar Barasia (DIN: 01432123), Executive Director and Chief Business Officer, from being “**not liable to retire by rotation**” to “**liable to retire by rotation**” with effect from July 08, 2022 and other terms of his appointment including tenure and remuneration shall remain the same as approved by the Members of the Company at their meeting held on October 15, 2021.

RESOLVED FURTHER THAT the Board or any Committee of the Board be and are hereby authorized to do all such acts and deeds and to sign all such documents and writings as may be necessary to give effect to this resolution on behalf of the Company."

5. To consider the change in terms of appointment of Mr. Sahil Barua (DIN:05131571), Managing Director and Chief Executive Officer and if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution**:

"**RESOLVED THAT** in furtherance to the resolution passed by the Members at their meeting held on October 15, 2021 and pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules made thereunder (including any statutory modifications or re-enactment thereof for the time being in force), provisions of Articles of Association of the Company and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time ("SEBI Listing Regulations") and as recommended by the Nomination and Remuneration Committee (the "NRC") vide its resolution dated July 08, 2022 and as approved by the Board of Directors (the "Board") vide its resolution dated July 09, 2022, the consent of the Members of

the Company be and is hereby accorded for changing the terms of appointment of Mr. Sahil Barua (DIN: 05131571), Managing Director and Chief Executive Officer, from being "**not liable to retire by rotation**" to "**liable to retire by rotation**" with effect from July 09, 2022 and other terms of his appointment including tenure and remuneration shall remain the same as approved by the Members of the Company at their meeting held on October 15, 2021.

RESOLVED FURTHER THAT the Board or any Committee of the Board be and are hereby authorized to do all such acts and deeds and to sign all such documents and writings as may be necessary to give effect to this resolution on behalf of the Company."

By order of the Board of Directors
For Delhivery Limited
(formerly known as Delhivery Private Limited)

Sunil Kumar Bansal
Company Secretary and Compliance Officer
M. No. FCS 4810
Place: Plot No.5, Sector-44, Gurugram, Haryana-122002
Date: August 22, 2022

NOTES:

1. In view of the outbreak of the COVID-19 pandemic, social distancing norms to be followed and the continuing restrictions on movement of persons at several places in the country and pursuant to General Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 08, 2020, April 13, 2020 and May 05, 2020, respectively, and clarification Circular No. 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021 and 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs ("MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 & SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIRP/P/2022/62 dated May 13, 2022 issued by the Securities and Exchange Board of India ("SEBI Circulars") and in compliance with the provisions of the Companies Act, 2013 ("Act") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being conducted through Video Conferencing (VC)/Other Audio Visual Means (OAVM) facility, which does not require physical presence of Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. Since the AGM will be held through VC, the Route Map is not annexed in this Notice.
2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, in respect of the businesses under Item Nos. 2, 3, 4 & 5 set above and the details as required under Regulation 36 of the SEBI Listing Regulations and SS2:- Secretarial Standard on General Meetings in respect of the Directors seeking appointment/re-appointment/change in terms of their appointment at the AGM is annexed hereto.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC/ OAVM facility, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM. Hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Participation of Members through VC/OAVM will be reckoned for the purpose of quorum for the AGM as per Section 103 of the Act.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, the September 22, 2022 to Thursday, the September 29, 2022 (both days inclusive) for the purpose of the AGM.
6. National Securities Depository Limited (hereinafter referred to as "NSDL"), shall be providing facility for e-voting and attending the AGM through VC.
7. The Members can join the AGM through the VC/OAVM mode, 15 minutes before the scheduled time for the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 2,000 Members on a first come first served basis. This will not include large Member (Member holding 2% or more shareholding), Institutional Investors, Directors, Key Managerial Personnel, the Chairperson(s) of each Committee of the Board and Auditors who are allowed to attend the AGM without any restrictions on account of first come first served basis.
8. Institutional/Corporate Members intending to authorise their representatives to participate and vote at the meeting are requested to send a certified copy of the Board Resolution/Authority Letter to the Scrutinizer by e-mail at info@vapn.in with a copy marked to evoting@nsdl.co.in. Further, they can also upload their Board Resolution/ Authority Letter by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
9. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. The Company has appointed Mr. Prabhakar Kumar, Partner of M/s VAPN & Associates, Practicing Company Secretaries (Membership No. 5781, COP No. 10630), to act as the Scrutinizer to scrutinize the e-voting during the AGM and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
11. Voting: All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Registrar and Share Transfer Agent ("RTA") /Depositories Participant/s as on the cut-off date i.e. Thursday, the September 22, 2022 shall only be entitled to vote at the AGM by availing the facility of remote e-voting or by e-voting at the AGM. Eligible Members who have acquired shares after the dispatch of the Notice and holding shares as on the cut-off date i.e. Thursday, the September 22, 2022, may send an email request at evoting@nsdl.co.in or to the Company at corporateaffairs@delhivery.com for issuance of the User ID and Password for exercising their right to vote by electronic means and attend the meeting through VC/OAVM.
12. In compliance with the aforesaid MCA Circulars and SEBI Circulars issued from time to time, the Notice of the AGM and the Annual Report are being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/RTA or Depository Participant/s, unless the Members have registered their request for physical copy of the same. Notice of the AGM and the Annual Report will be sent

to those Members / beneficial owners whose name will appear in the Register of Members / list of beneficiaries received from the RTA/Depositories as on Friday, September 02, 2022.

13. Those Members, whose email addresses are not registered with the Company/RTA or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the FY22 along with all other communication sent by the Company, from time to time, can get their respective email addresses by following the steps as given below:
 - a. For Members holding Shares in physical form, please send a scanned copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the Permanent Account Number (PAN) and any document (such as Driving Licence, Passport, Bank Statement, AADHAR) supporting your registered address of the Member, by email to the Company's email address at: corporateaffairs@delhivery.com.
 - b. For the Members holding shares in demat form, please update your email address through your respective Depository Participant(s).
14. Members may also note that the Notice of the AGM and the Annual Report for the FY22 will also be available on the website of the Company at <https://www.delhivery.com/investor-relations/> for their download. The same shall also be available on the website of NSDL i.e. <https://www.evoting.nsdl.com/>, RTA i.e. Link Intime India Private Limited ("Link Intime") at www.linkintime.co.in and Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.
15. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and the certificate from the secretarial auditors of the company that the ESOP Schemes have been implemented in accordance with Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and in accordance with the resolutions passed by Members of the Company vide Postal Ballot on July 10, 2022 and all documents referred to in this Notice & Explanatory Statement will also be available for electronic inspection without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e., Thursday, September 29, 2022. Members seeking to inspect such documents can send an email to corporateaffairs@delhivery.com.
16. Members desirous of seeking any information with regard to the Annual Report are required to write to the Company at corporateaffairs@delhivery.com at least 7 (seven) days prior to the date of AGM, so as to enable the Investors Relations team to keep the information ready.
17. Green Initiative: To support the Green Initiative, Members who have not registered their e-mail ID are requested to register their e-mail ID with their respective Depositories Participant/s, or RTA/ Company for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.
18. Submission of PAN: Members are requested to note that furnishing of PAN issued by the Income Tax Department, Government of India is now mandatory in the following cases:- a) Legal Heirs'/Nominees' PAN Card for transmission of shares, b) Surviving joint holders' PAN Cards for deletion of name of deceased Shareholder, and c) Joint Holders' PAN Cards for transposition of shares.
19. Share Transfer permitted only in Demat: As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialised form w.e.f. April 01, 2019. In view of the above and to avail the benefits of dematerialisation and for ease of portfolio management Members are requested to consider dematerialisation of the shares held by them in physical form.
20. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company by submitting Form No. SH-13 in terms of Section 72 of the Act to the RTA. Members holding shares in electronic form may submit the same to their respective Depository Participant/s. The nomination form can be downloaded from the Company's website <https://www.delhivery.com/investor-relations/> under the investor relations section. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company at its Registered Office address.
21. Non-Resident Indian Members are requested to inform RTA, immediately of:
 - a. Change in their residential status on return to India for permanent settlement.
 - b. Particulars of their bank account maintained in India with complete name, branch, account number, account type and address of the Bank with pin code number.
22. Members' Communication: Members are requested to send all communications relating to shares, change of address, bank details, email address etc. to the RTA at the following address:

Link Intime India Pvt. Ltd ("LIPL"),
Address – C 101, 247 Park, L.B.S. Marg
Vikhroli (West) Mumbai 400083
Maharashtra, India
23. If the shares are held in electronic form, then change of address and change in the Bank Accounts etc. should be furnished by the Members to their respective Depository Participants (DPs).

Procedure for registering the e-mail addresses for obtaining the AGM 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 LIPL (in case of Members holding shares in physical form)

Those persons who are Members of the Company as on Cut-off date i.e. Thursday, September 22, 2022 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 for Demat Member:

The Members of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with LIPL by clicking at their web site www.linkintime.co.in at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to LIPL at rnt.helpdesk@linkintime.co.in. On submission of the Member details an OTP will be received by the shareholder which needs to be entered in the link for verification.

ii. For Permanent Registration for Demat Member:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective DP by following the procedure prescribed by the Depository Participant/s.

iii. Registration of e-mail address for Member holding physical shares:

The Members of the Company holding equity shares of the Company in physical form and who have not registered their e-mail addresses may get their e-mail addresses registered with LIPL, by clicking: www.linkintime.co.in in their web site www.linkintime.co.in

at the Investor Services tab by choosing the e-mail Registration heading and follow the registration process as guided therein. The Members are requested to provide details such as Name, Folio Number, Certificate number, PAN, Mobile number and e-mail id and also upload the image of share certificate in PDF or JPEG format (upto 1 MB). In case of any query, a Member may send an e-mail to LIPL at rnt.helpdesk@linkintime.co.in. On submission of the Member details an OTP will be received by the Members which needs to be entered in the link for verification.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING AGM ARE AS UNDER:-

The remote e-voting period begins on Monday, the September 26, 2022 at 10:00 A.M. (IST) and ends on Wednesday, the September 28, 2022 at 05:00 P.M. (IST) The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Thursday, the September 22, 2022 may cast their vote electronically. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Thursday, the September 22, 2022.

How do I vote electronically using NSDL e-Voting system?




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 and joining virtual meeting for Individual Member holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual Member holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members 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 Member holding securities in demat mode is given below:

Type of Member	Login Method
Individual Member holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' 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 "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on 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 or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat 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 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 or joining virtual meeting & voting during the meeting. Member/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </div>
Individual Member holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Member (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 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 or joining virtual meeting & voting during the meeting.

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

Login type	Helpdesk details
Individual Member holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Member holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for Member other than Individual Member holding securities in demat mode and Member 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 8 Character DP ID followed by 8 Digit Client ID in a demat account with NSDL. 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 16 Digit Beneficiary ID in demat account with CDSL. For example if your Beneficiary ID is 12***** then your user ID is 12*****.	
c) For Members holding shares in EVEN Number followed by Folio Number registered with the company Physical Form. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.	

5. Password details for Members other than Individual Member 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 Member 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.
 - b) Physical User Reset Password? (If you are holding shares in physical mode) option available on 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.co.in 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-Voting period and cast your vote during the General Meeting. For joining a virtual meeting, you need to click on the "VC/OAVM" link placed under "Join Meeting".
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.

General Guidelines for Member

1. Institutional Member (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 an e-mail at info@vapn.in with a copy marked to evoting@nsdl.co.in. Institutional Member (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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members is available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Sarita Mote, Assistant Manager at evoting@nsdl.co.in

Process for those Members 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.
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. If you are an Individual shareholder 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 and joining virtual meeting for Individual Member holding securities in demat mode.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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, Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Member are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Member, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same as mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Members who would like to express their views or ask questions during the AGM may register themselves at least seven days prior to the date of Meeting by sending an email to corporateaffairs@delhivery.com mentioning view/question alongwith their name, demat account number/folio number, email id, mobile number. Only those Members who are registered will be allowed to express their views or ask questions. The Company

reserves the right to restrict the number of questions and number of speakers, depending upon availability of time as appropriate for smooth conduct of the AGM. The Company will coordinate with the selected speaker Members to guide them on the further process for smooth interaction.

6. Members who need assistance before or during the AGM, can contact NSDL at 1800 1020 990 / 1800 224 430 or contact Ms. Sarita Mote, Assistant Manager, NSDL at evoting@nsdl.co.in.

GENERAL INSTRUCTION FOR MEMBERS

- a. The Chairman shall formally propose to the Members participating through VC/ OAVM facility to vote on the resolutions as set out in this Notice of AGM and shall also announce the start of the casting of the vote at AGM through the e-voting platform of NSDL and thereafter the e-voting at AGM will commence.
- b. The Scrutiniser shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the meeting, thereafter unlock the votes cast through remote e-voting and make a consolidated Scrutiniser's report of the total votes cast in favour or against, if any, and submit the report to the Chairman of the Company or any person authorised in that respect, who shall countersign the same and thereafter announce the results of the e-voting within 2 (two) working days from the conclusion of AGM. The results declared along with the scrutiniser's report shall be placed on the Company's website at <https://www.delhivery.com/investor-relations/> and the website of RTA at <https://www.linkintime.co.in> and shall also be communicated to the stock exchanges viz. BSE Limited & National Stock Exchange of India Ltd. where the shares of the Company are listed. The resolutions shall be deemed to be passed at the AGM of the Company subject to obtaining requisite votes thereto.

EXPLANATORY STATEMENT

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

The following statement sets out all material facts relating to certain ordinary and special businesses mentioned in the accompanying Notice of AGM:

Item No. 2:

As per the provisions of Section 152 of the Act read with Rules made thereunder of the Act and the provisions of Articles of Association of the Company, unless the Articles provide for the retirement of all Directors at every AGM, not less than two-thirds of the total number of Directors (other than Independent Directors) of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation and save as otherwise expressly provided in this Act, be appointed by the Company in General Meeting. One-third of such Directors shall retire from office at each AGM and are eligible for re-appointment. Mr. Suvir Suren Sujana is liable to retire by rotation at the AGM and being eligible, has offered himself for re-appointment.

Considering that Mr. Suvir Suren Sujana has requisite skills, competencies, expertise and experience, on the recommendations of the NRC, the Board is of the opinion that it would be in the interest of the Company to re-appoint him as a Non – Executive Director of the Company. Additional information in respect of Mr. Suvir Suren Sujana, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2: Secretarial Standard on General Meetings, is provided in **Annexure A** to this Notice. A brief profile of Mr. Suvir Suren Sujana is also provided in **Annexure B** to this Notice.

Except Mr. Suvir Suren Sujana himself and his 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 resolution as set out in Item No. 2.

The Board recommends the resolution proposing the re-appointment of Mr. Suvir Suren Sujana as set out in Item No. 2 for approval of the Members by way of an Ordinary Resolution.

Item No. 3:

Pursuant to the provisions of the Act and SEBI Listing Regulations and based on the recommendations of the NRC, the Board vide its resolution dated July 08, 2022, had appointed Ms. Aruna Sundararajan (DIN: 03523267) as an additional – Non -Executive Independent Director for a period of 5 (five) years with effect from July 08, 2022, subject to approvals of the Members of the Company. She has also been appointed as member of Audit Committee and CSR & Sustainability Committee w.e.f. August 22, 2022.

It is proposed to seek the approval of the Members of the Company for the appointment of Ms. Sundararajan as a Non-Executive Independent Director (not liable to retire by rotation) for a period of 5 (five) years with effect from July 08, 2022.

The Company has received a notice in writing from a Member proposing the candidature of Ms. Sundararajan for the office of Director of the Company.

The Company has also received necessary consent from Ms. Sundararajan to act as Director and a declaration that she meets the criteria of Independence as prescribed under the Act and SEBI Listing Regulations. In the opinion of NRC and the Board, Ms. Sundararajan is a person of integrity and fulfils the conditions prescribed under the Act and SEBI Listing Regulations for her appointment as an Independent Director of the Company and is Independent of the Management.

Additional information in respect of Ms. Sundararajan, pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2: Secretarial Standard on General Meetings, is provided in **Annexure A** to this Notice. A brief profile of Ms. Sundararajan is also provided in **Annexure B** to this Notice.

The details of remuneration payable to Ms. Sundararajan and terms & conditions of her appointment are given below:

Tenure: 5(five) years w.e.f. July 08, 2022.

Details of Remuneration:

Fixed remuneration: ₹60 (sixty) Lakhs per annum based on the time and efforts to be spent by Ms. Sundararajan and her valuable guidance for decision making by the Board / Committees along with an additional payment of ₹5 (five) Lakh for chairing any Committee of the Board, if appointed and ₹1 (one) Lakh sitting fees per Board / Committee meeting attended by her, as per the remuneration policy of the Company for Independent Directors.

The overall managerial remuneration to Ms. Aruna Sundararajan may exceed the limits specified in section 197 of the Act during the term of her tenure. The Company has not incurred any default in respect of any debt or interest payable thereon in the preceding and current Financial Year. Pursuant to 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 Ms. Aruna Sundararajan along with the terms of remuneration, requires approval of the Members by way of Special Resolution.

The additional details as required under Schedule V (Part II) (Section II) of the Act, and as per the Secretarial Standards, are stated in **Annexure -C** to the Notice.

Except Ms. Sundararajan herself and her 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 Resolution as set out in Item No. 3 of the accompanying Notice.

Copy of the draft letter for appointment of Ms. Sundararajan as a Non-Executive Independent Director setting out the terms and conditions is available for inspection by the Members and shall remain open for inspection at the AGM.

The Board recommends the resolution proposing the appointment of Ms. Sundararajan as set out in Item No. 3 for approval of the Members by way of a Special Resolution.

Item No. 4:

As per the provisions of Section 152 read with the Rules made thereunder of the Act and the provisions of Articles of Association of the Company, unless the Articles provide for the retirement of all Directors at every "AGM, not less than two-thirds of the total number of Directors (other than Independent Directors) of a public company shall be persons whose period of office is liable to determination by retirement of Directors by rotation and save as otherwise expressly provided in this Act, be appointed by the company in General Meeting.

Mr. Sandeep Kumar Barasia (DIN: 01432123) was appointed as a Wholetime Director (designated as "Executive Director and Chief Business Officer") of Delhivery Limited ("Company") for a period of 5 (five) years with effect from October 13, 2021, not liable to retire by rotation, by the Members at their meeting held on October 15, 2021 on following terms:

Tenure: 5(five) years w.e.f. October 13, 2021

Details of Remuneration:

- Fixed Salary with merit based annual increments as may be recommended and approved by the Nomination and Remuneration Committee ("NRC") and the Board in the range of ₹4 crores (Four Crores) P.A. to ₹12 Crores (Twelve Crores) P.A.
- Performance related pay and annual bonus: Performance incentive / annual bonus, based on performance parameters as may be recommended and approved by the NRC and the Board.
- Additional Benefits: Gratuity, Medical Insurance & other perquisites/benefits as per Company Policy.
- The overall managerial remuneration payable to Mr. Barasia may exceed the limits specified in section 197 of the Act and if during his tenure, the Company has no profit or its profits are inadequate, the Company may pay him the above remuneration, as minimum remuneration for a period not exceeding 3 (three) years from the date of appointment, as may be recommended and approved by the NRC and the Board.

In order to strengthen the Corporate Governance Practice and as per the provisions of Section 152 of the Act read with Rules made thereunder, on the recommendations of NRC, the Board vide resolution dated July 08, 2022 has changed the terms of appointment of Mr. Barasia from "**not liable to retire by rotation**" to "**liable to retire by rotation**" subject to approval of Members of the Company and the other terms and conditions of his appointment including tenure and remuneration remains same as approved by the Members in their meeting held on October 15, 2021.

Additional Information regarding Mr. Barasia pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2: Secretarial Standard on General Meetings is given in **Annexure A** to this Notice and brief profile of Mr. Barasia is also provided in **Annexure B** to this Notice.

Except Mr. Sandeep Kumar Barasia himself and his relatives to the extent of their shareholding, if any, none of the Directors and Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution as set out in Item No. 4 of the accompanying Notice.

The Board recommends the resolution for change in terms of appointment of Mr. Sandeep Kumar Barasia as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.

Item No. 5:

As per the provisions of Section 152 read with Rules made thereunder of the Act and the provisions of Articles of Association of the Company, unless the Articles provide for the retirement of all Directors (other than Independent Directors) at every AGM, not less than two-thirds of the total number of Directors of a public company shall be persons whose period of office is liable to determination by retirement of directors by rotation and save as otherwise expressly provided in this Act, be appointed by the Company in General Meeting.

Mr. Sahil Barua (DIN: 05131571) was appointed as a Managing Director and Chief Executive Officer of Delhivery Limited ("Company") for a period of 5 (five) years with effect from October 13, 2021, not liable to retire by rotation, by the Members at their meeting held on October 15, 2021 on following terms:

Tenure: 5(five) years w.e.f. October 13, 2021

Details of Remuneration:

- Fixed Salary with merit based annual increments as may be recommended and approved by the NRC and the Board in the range of ₹2.50 Crores (Two Crores Fifty Lacs) P.A. to ₹10 Crores (Ten Crores) P.A.
- Performance related pay and annual bonus: Performance incentive / annual bonus, based on performance parameters as may be recommended and approved by the NRC and the Board.
- Additional Benefits: Gratuity, Medical Insurance & other perquisites/benefits as per Company Policy
- The overall managerial remuneration payable to Mr. Barua may exceed the limits specified in section 197 of the Act and if during his tenure, the Company has no profit or its profits are inadequate, the Company may pay him the above remuneration, as minimum remuneration for a period not exceeding 3 (three) years from the date of appointment, as may be recommended and approved by the NRC and the Board.

In order to strengthen the Corporate Governance Practice and as per provisions of Section 152 of the Act read with Rules made thereunder, on the recommendations of NRC vide resolution dated July 08, 2022, the Board vide its resolution dated July 09, 2022 has changed the terms of appointment of Mr. Barua from "**not liable to retire by rotation**" to "**liable**

to retire by rotation” subject to approval of Members of the Company and the other terms and conditions of his appointment including tenure and remuneration remains the same as approved by the Members of the Company in their meeting held on October 15, 2021.

Additional Information regarding Mr. Barua pursuant to Regulation 36(3) of the SEBI Listing Regulations and SS-2 Secretarial Standard on General Meetings is given in **Annexure A** to this Notice and brief profile of Mr. Barua is also provided in **Annexure B** to this Notice.

Except Mr. Sahil Barua himself and his relatives to the extent of their shareholding, if any, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution as set out in Item No. 5 of the accompanying Notice.

The Board recommends the resolution for change in terms of appointment of Mr. Sahil Barua as set out in Item No. 5 for approval of the Members by way of an Ordinary Resolution.

Annexure A

Sr. No.	Name of Director	Mr. Suvir Suren Sujan	Ms. Aruna Sundararajan	Mr. Sandeep Kumar Barasia	Mr. Sahil Barua
1.	Director Identification Number (DIN)	01173669	03523267	01432123	05131571
2.	Date of Birth / Age	September 20, 1971 / 50 years	July 12, 1959 / 63 years	September 22, 1972/ 49 years	December 25, 1984/ 37 Years
3.	Qualification	He holds a bachelor’s degree of science in electrical engineering from the University of Maryland, U.S.A. and a master’s degree in business administration from the Harvard University, U.S.A	She holds a bachelor’s degree in Economics and Master degree Philosophy from Madras University and Diploma Public Administration (International Institute of Public Administration, Paris)	He holds a bachelor’s degree in commerce from Bond University and a master’s degree in business administration from the London Business School, University of London.	He holds a bachelor’s degree in Mechanical Engineering from the National Institute of Technology Karnataka, Surathkal and a Post-Graduate Diploma in Management from the Indian Institute of Management Bangalore.
4.	Date of original Appointment	September 09, 2014	July 08, 2022	July 01, 2015	December 19, 2011
5.	Experience	He was previously associated with the Boston Consulting Group as Consultant and with Baazee.com India Private Limited as its Co-CEO and Director.	She has over 37 years of experience in establishing/ promoting a number of iconic initiatives, which were not only hailed as global best practices but which were also called up nationally, including the Akshaya e-literacy project in Kerala which became the model for the Common Service Centre Initiative, the Technopark and Infopark, Kochi, the Kerala Start-up Mission and the launch of one of the country’s very first mobile banking initiatives as early as in 2008-09.	He was previously associated with Bain & Company India Private Limited as a Vice-President (Partner).	He was previously associated with Bain & Company India Private Limited as Consultant.
6.	Relationship with the Directors/ Managerial Personnel inter-se, if any	Nil	Nil	Nil	Nil
7.	Directorship/ Partnership in other Indian Companies/ LLPs	1. Nexus India Capital Advisors Private Limited 2. Crossborder Venture Advisors LLP	1. Larsen & Toubro Infotech Limited 2. Bharat FIH Ltd 3. Cochin International Airport Ltd. 4. Digvridhhi Technologies Pvt Ltd 5. NabFid (National Bank of Infrastructure Financing and Development)	1. Creative Hortifarms Private Limited 2. Mumtaz Hotels Limited 3. The Barasia Company Private Limited 4. DMT Strategists LLP	1. DMT Strategists LLP

Sr. No.	Name of Director	Mr. Suvir Suren Sujan	Ms. Aruna Sundararajan	Mr. Sandeep Kumar Barasia	Mr. Sahil Barua
8.	No. of Meetings of Board of Directors attended during the Financial year 2021-22	During the financial year 2021-22, 20 (Twenty) meetings of the Board of Directors were held and all the meetings were attended by him.	NA	During the financial year 2021-22, 20 (Twenty) meetings of the Board of Directors were held and all the meetings were attended by him.	During the financial year 2021-22, 20 (Twenty) meetings of the Board of Directors were held and all the meetings were attended by him.
9.	Committee Membership/ Chairmanships of the Company	<ol style="list-style-type: none"> Nomination & Remuneration Committee (Member) Audit Committee (Member)* IPO Committee (Member)** M&A Committee (Member) 	<ol style="list-style-type: none"> Audit Committee (Member)# CSR & Sustainability Committee (Member)# 	CSR & Sustainability Committee (Member)	<ol style="list-style-type: none"> IPO Committee (Member)** M&A Committee (Member) CSR & Sustainability Committee (Member)
10	Shareholding in the Company	Nil.	Nil	As on March 31, 2022, he is holding 4,762,700 equity shares of ₹1/- each.	As on March 31, 2022, he is holding 13,407,798 equity shares of ₹1/- each.
11.	Remuneration sought to be paid	Nil	Payment of remuneration of ₹60 (Sixty) Lakhs per annum with an additional payment of ₹5 (Five) Lakhs for chairing any Committee of the Board, if appointed and ₹1 (One) Lakhs sitting fees per Board / Committee meeting(s) attended by her	Remuneration is being paid as per the approval of the Members of the Company vide their resolution dated October 15, 2021.	Remuneration is being paid as per the approval of the Members of the Company vide their resolution dated October 15, 2021.
12.	Remuneration last drawn (For FY 2021-2022)	Nil	Nil	₹290.93 million (including one time performance incentive and excluding perquisite value on exercise of ESOPs as detailed in the Corporate Governance Report)	₹278.43 million (including one time performance incentive as detailed in the Corporate Governance Report)
13.	Resignation from listed entities in past three years	Nil	Resigned from HT Media Ltd on June 15, 2020.	Nil	Nil
14.	Terms and conditions of appointment/ re-appointment	As stated in the resolution and explanatory statement	As stated in the resolution and explanatory statement	As stated in the resolution and explanatory statement	As stated in the resolution and explanatory statement

* Appointed as member of Audit Committee w.e.f. April 19, 2022.

** Consequent upon the completion of IPO and listing of the shares of the Company w.e.f. May 24, 2022, the IPO committee stand dissolved.

Appointed as member of Audit Committee and CSR & Sustainability Committee w.e.f. August 22, 2022.

Annexure B

Brief Profile of Directors seeking appointment/ re-appointment/ change in terms of their appointment at the AGM

Mr. Suvir Suren Sujan, holds a bachelor's degree of science in electrical engineering from the University of Maryland, U.S.A. and a master's degree in business administration from the Harvard University, U.S.A. He was previously associated with the Boston Consulting Group as Consultant and with Baazee.com India Private Limited as its Co-CEO and Director.

Ms. Aruna Sundararajan is a 1982 batch Kerala Cadre officer of the Indian Administrative Service ('IAS'). She superannuated on July 31, 2019 as Chairperson of the Digital Communications Commission, and the Secretary (Telecom), Government of India. As Secretary DOT, she was the chief architect of the National Digital Communications Policy 2018 which aims to propel India as a global leader in Digital Communications. Key achievements during her tenure were the launch of the country's 5G roadmap, establishment of indigenous Test Bed, launch of the National Frequency Allocation Plan- 2018, and completion of the first phase of BharatNet. Additionally, her tenure saw the biggest wave of consolidations and mergers in the telecom industry including the largest M&A in India, a virtual tripling of telecom infrastructure, massive expansion in the activities of the USOF to cover the uncovered areas and promotional initiatives for start-ups in the telecom sector. Prior to this, she served as the Secretary, Ministry of Electronics and Information Technology (MeitY), where she drove the Digital India initiatives, particularly during the post-demonetization phase. During her tenure, she was instrumental in establishing India as a major hub for electronics, particularly mobile manufacturing; launch of the BHIM app and the campaign for digital payments, use of Aadhaar for DBT, enhancing India's role in internet governance and establishing the National Cyber Control Centre i.e. NCCC for cyber security.

She was a key member of the Governments High level Committee under Justice Srikrishna on Data Protection and Chair of the Committee to evolve a policy framework for addressing Digital Investment and Content issues.

In her over 37 years in Government, she has been a pioneer in establishing/ promoting a number of iconic initiatives, which

were not only hailed as global best practices but which were also called up nationally, including the Akshaya e-literacy project in Kerala which became the model for the Common Service Centre Initiative, the Technopark and Infopark, Kochi, the Kerala Start-up Mission and the launch of one of the country's very first mobile banking initiatives as early as in 2008-09.

Some of the honors bestowed in the past include the Top Professional Women Achievers by India Today in 2009, Top Professional Women Achievers by Forbes Business Magazine in Aug 2012, The USIBC Transformative Leadership Award 2017 and Business Today's 10 Most Powerful Women for 2018. In November 2018, Intel felicitated her with the Technology Visionary Award. In January 2019, she was bestowed the Digital Woman of the Year by IAMAI, at the 9th India Digital Awards, and was unanimously selected as the Telecom Person of the Year by Voice and Data in Feb 2019.

Mr. Sandeep Kumar Barasia is an Executive Director and Chief Business Officer at Delhivery, and is responsible for overall revenue, strategy, business development and corporate development. He also works closely with the Founder/CEO of Delhivery on investor engagements.

Sandeep has over 27 years of experience across consulting, industry, and entrepreneurship in India and abroad. He holds a MBA from London Business School and a B Com degree from Bond University, Australia. He was previously associated with Bain & Company as a Vice-President (Partner), focused on the consumer sector, and also founded the Bain Capability Centre. Sandeep serves as an Independent Director on the Board of Mumtaz Hotels (the holding company of Oberoi Amarvillas). He was the co-Chair of the CII National Committee on Logistics for 2018-2020.

Mr. Sahil Barua is the Managing Director and Chief Executive Officer at Delhivery.

He holds a bachelor's degree in Mechanical Engineering from the National Institute of Technology Karnataka, Surathkal and a Post-Graduate Diploma in Management from the Indian Institute of Management Bangalore. He worked previously at Bain & Company as Management Consultant.

Annexure - C

STATEMENT OF INFORMATION REQUIRED TO BE DISCLOSED UNDER SCHEDULE V (PART II) (SECTION II) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

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 the 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	Not Applicable						
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	<table border="1"> <thead> <tr> <th>Particular</th> <th>For the financial year ended March 31, 2022 Amount (₹ in Million) (Standalone)</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td>59,109.96</td> </tr> <tr> <td>Loss</td> <td>(8,625.17)</td> </tr> </tbody> </table>	Particular	For the financial year ended March 31, 2022 Amount (₹ in Million) (Standalone)	Revenue from Operations	59,109.96	Loss	(8,625.17)
Particular	For the financial year ended March 31, 2022 Amount (₹ in Million) (Standalone)						
Revenue from Operations	59,109.96						
Loss	(8,625.17)						
Foreign investments or collaborations, if any	<p>Foreign Investments in Delhivery</p> <p>Foreign Equity Shareholding is 67.18%* i.e. 539,995,909 equity shares of the face value of ₹1 each.</p> <p>*% calculated on a fully diluted basis including ESOP pending for grant and/or exercise.</p> <p>Foreign Investments by Delhivery</p> <p>Delhivery Limited has the following wholly owned foreign subsidiary (100% equity):</p> <ol style="list-style-type: none"> 1) Delhivery USA LLC- Investment of 6,631,060 USD 2) Delhivery Corp Limited- Investment of 2,269,165 GBP 3) Delhivery HK Pte Ltd- Investment of 2,209,446 HKD 4) Delhivery Singapore Pte Ltd- Investment of 2,000,000 USD 						

II Information about the appointee:

Background Details:	<p>Ms. Sundararajan is a 1982 batch Kerala Cadre officer of the Indian Administrative Service ('IAS'). She superannuated on July 31, 2019 as Chairperson of the Digital Communications Commission, and the Secretary (Telecom), Government of India.</p> <p>As Secretary DOT, she was the chief architect of the National Digital Communications Policy 2018 which aims to propel India as a global leader in Digital Communications. Key achievements during her tenure were the launch of the country's 5G roadmap, establishment of indigenous Test Bed, launch of the National Frequency Allocation Plan- 2018, and completion of the first phase of BharatNet. Additionally, her tenure saw the biggest wave of consolidations and mergers in the telecom industry including the largest M&A in India, a virtual tripling of telecom infrastructure, massive expansion in the activities of the USOF to cover the uncovered areas and promotional initiatives for start-ups in the telecom sector.</p> <p>Prior to this, she served as the Secretary, Ministry of Electronics and Information Technology (MeitY), where she drove the Digital India initiatives, particularly during the post-demonetization phase. During her tenure, she was instrumental in establishing India as a major hub for electronics, particularly mobile manufacturing; launch of the BHIM app and the campaign for digital payments, use of Aadhaar for DBT, enhancing India's role in internet governance and establishing the National Cyber Control Centre i.e. NCCC for cyber security.</p> <p>She was a key member of the Governments High level Committee under Justice Srikrishna on Data Protection and Chair of the Committee to evolve a policy framework for addressing Digital Investment and Content issues. She served as the Secretary to the Ministry of Steel, Government of India, where she was responsible for the introduction of a Minimum Import Price to counter cheap imports; thus ensuring the turnaround of the domestic steel industry. Much earlier, in 1988, she established and headed the Kerala government's IT Department, amongst the first states to do so in the country.</p> <p>In her over 37 years in Government, she has been a pioneer in establishing/ promoting a number of iconic initiatives, which were not only hailed as global best practices but which were also called up nationally, including the Akshaya e-literacy project in Kerala which became the model for the Common Service Centre Initiative, the Technopark and Infopark, Kochi, the Kerala Start-up Mission and the launch of one of the country's very first mobile banking initiatives as early as in 2008-09.</p>
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Past Remuneration	Not Applicable
Recognition or awards	Some of the honors bestowed in the past include the Top Professional Women Achievers by India Today in 2009, Top Professional Women Achievers by Forbes Business Magazine in Aug 2012, The USIBC Transformative Leadership Award 2017 and Business Today's 10 Most Powerful Women for 2018. In November 2018, Intel felicitated her with the Technology Visionary Award. In January 2019, she was bestowed the Digital Woman of the Year by IAMAI, at the 9 th India Digital Awards, and was unanimously selected as the Telecom Person of the Year by Voice and Data in Feb 2019.
Job Profile and his suitability	Non-Executive Independent Director
Remuneration Proposed	As mentioned in the resolution and 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)	The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of Independent Directors in other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Ms. Sundararajan before recommending the remuneration as proposed hereinabove as per the Nomination and Remuneration Policy of the Company. The Company believes that the remuneration proposed to be paid is appropriate and commensurate with the level of her expertise and profile
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Besides the proposed remuneration, Ms. Sundararajan does not have any pecuniary relationship with the Company or managerial personnel either Directly or Indirectly.

II. Other Information:

Reason for loss or inadequate profits	FY22 financial performance was impacted due to Covid-19. The increase in losses is on account of increase in: (i) certain non-cash, non-recurring costs such as fair value loss on financial liabilities through profit or loss, (ii) non-cash share based payment expense and (iii) one-time payment to employees.
Steps taken or proposed to be taken for improvement	The Company continues to invest in technology, infrastructure and people to further enhance the scale of its operations. There is significant operating leverage in the Company's business and therefore an increase in scale of operations is expected to improve the profitability of the Company. The Company also continuously undertakes cost optimisation measures to achieve improved productivity of key operating resources.
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. The same can be seen in the improving Adjusted EBITDA margin over the years.

III. Disclosures

There are other disclosures as per **Annexure A** and **Annexure B** in addition to information forming part of the explanatory statement of the AGM notice.

By order of the Board of Directors
For Delhivery Limited
(formerly known as Delhivery Private Limited)

Sunil Kumar Bansal
Company Secretary and Compliance Officer
M. No. FCS 4810
Place: Plot No.5, Sector-44, Gurugram, Haryana-122002
Date: August 22, 2022