



**Date: May 24, 2023**

**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, 2023**

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/CMDI/27 /2019 dated February 08, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2023, issued by M/s. VAPN & Associates, Practising Company Secretaries (Firm Registration No.: P2015DE045500).

The above disclosure is also being uploaded on website of the Company at [www.delhivery.com](http://www.delhivery.com)

You are requested to take the above on records.

**Thanking you,**

**Yours sincerely,**

**For Delhivery Limited**

**Sunil Kumar Bansal  
Company Secretary & Compliance Officer  
Membership No: F4810**

**Place: Gurugram**

**Encl: As above**



**Annual Secretarial Compliance Report of Delhivery Limited  
For the Financial Year Ended March 31, 2023**

[Pursuant to SEBI 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: 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, Gurgaon, Haryana-122002

We, **M/s. VAPN & Associates, Practicing Company Secretaries**, have conducted the Secretarial Compliance Audit for the financial year ended March 31, 2023, pursuant to the provisions of Securities and Exchange Board of India (“**SEBI**”) Regulations and the circulars/guidelines issued thereunder, from time to time, as applicable to the Delhivery Limited (“**Company**”).

The Equity Shares of the Company were listed on National Stock Exchange of India Limited and BSE Limited (“**Stock Exchanges**”) w.e.f. **May 24, 2022\***. 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 the Company,
- (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 period starting from May 24, 2022 to March 31, 2023 (“**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**”);

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

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**Office:**

Plot No.1, Shiva Enclave, 03<sup>rd</sup> Floor, Pitampura, New Delhi-110034

Tel: 011 49058932/45040789, 98100 11532

Email: [info@vapn.in](mailto:info@vapn.in)



- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018- **(Not applicable on the Company, during the review period);**
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- **(Not applicable on 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 on the Company, during the review period) ;**
- (h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (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; 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 that are given to us by the management of the Company, we hereby report that during the Review Period:

1. The Company has complied with the provisions of Circulars issued by National Stock Exchange of India (“NSE”) vide Circular No. NSE/CML/ 2023/21 dated March 16, 2023 and NSE/CML/ 2023/30 dated April 10, 2023 and Notices issued by BSE Limited (“BSE”) vide Notice No. 230316-14 dated March 16, 2023 and 20230410-41 dated April 10, 2023, in respect of matters specified below: -

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Sr. No.	Particulars	Compliance Status (Yes/No/NA) Observations/Remarks by PCS*	Observations/Remarks by PCS*
1.	<b><u>Secretarial Standards:</u></b>  The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Nil
2.	<b><u>Adoption and timely updation of the Policies:</u></b>  •All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities  • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	Nil
3.	<b><u>Maintenance and disclosures on Website:</u></b>  •The Listed entity is maintaining a functional website  • Timely dissemination of the documents/information under a separate section on the website  • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	Nil
4.	<b><u>Disqualification of Director:</u></b>  None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013	Yes	Nil

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5.	<b><u>To examine details related to Subsidiaries of listed entities:</u></b>  (a) Identification of material subsidiary companies; and (b) Requirements with respect to disclosure of material as well as other subsidiaries	Yes	Nil
6.	<b><u>Preservation of Documents:</u></b>  The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations	Yes	Nil
8.	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.  (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	Yes  NA	Nil  NA
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil

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11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various Circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Nil	Nil
12.	<b><u>Additional Non-compliances, if any:</u></b>  No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Nil	Nil

2 (a) The listed entity 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	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
Nil									

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

Sr. No.	Compliance Requirement (Regulations / circulars/	Regulation / Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations /Remarks of the Practicing Company Secretary	Management Response	Remarks
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guidelines including specific clause)									
Nil									

We further report that there was no event of appointment/re-appointment/resignation of statutory auditor of the Company during the review period. The reporting of clause 6(A) and 6(B) of the SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 issued by the Securities and Exchange Board of India on “Resignation of statutory auditors from listed entities and their material subsidiaries” is not applicable on the Company during the Review Period.

**For VAPN & Associates**  
Practicing Company Secretaries  
Firm Registration No.: P2015DE045500  
Peer Review No. 975/2020  
**Prabhakar Kumar**  
Digitally signed by Prabhakar Kumar  
Date: 2023.05.22 10:29:15 +05'30'  
**Prabhakar Kumar**  
Partner  
Membership No.: F5781  
COP. No.: 10630  
ICSI UDIN: F005781E000345736

Place: New Delhi  
Date: 22-05-2023

*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 on BSE Limited and National Stock Exchange of India Limited (“Stock Exchanges”) w.e.f. May 24, 2022.*

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Annexure-A

To,  
**The Delhivery Limited**  
(Formerly Known as “Delhivery Private Limited”)  
CIN: L63090DL2011PLC221234  
**Reg. Off:** N24-N34, S24-S34,  
Air Cargo Logistics Centre-II, Opposite Gate 6,  
Cargo Terminal, IGI Airport, New Delhi-110037  
**Corp. Off:** 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**

Digitally signed by Prabhakar  
Kumar  
Date: 2023.05.22 10:29:43  
+05'30'

**Prabhakar Kumar**  
Partner  
Membership No.: F5781  
COP. No.: 10630  
ICSI UDIN: F005781E000345736

**Place: New Delhi**  
**Date: 22-05-2023**

**Office:**

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