



Date: July 11, 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: Intimation of results of Postal Ballot in terms of Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”)

Dear Sir/Madam,

This is in furtherance to our earlier communication dated June 10, 2022 regarding Notice of Postal Ballot dated May 30, 2022 along with explanatory statement (“Notice”) seeking approval of the members of the Company by way of special resolutions on the following matters as set out in the notice:

Item No.	Description of Special Resolution
1	Ratification of Delhivery Employees Stock Option Plan, 2012
2	Ratification to extend benefits of Delhivery Employees Stock Option Plan, 2012 to the employees of the Group Companies including the Subsidiary Companies, of the Company
3	Ratification of Delhivery Employees Stock Option Plan II, 2020
4	Ratification to extend benefits of Delhivery Employees Stock Option Plan II, 2020 to the employees of the Group Companies including the Subsidiary Companies, of the Company
5	Ratification of Delhivery Employees Stock Option Plan III, 2020
6	Ratification to extend benefits of Delhivery Employees Stock Option Plan III, 2020 to the employees of the Group Companies including the Subsidiary Companies, of the Company
7	Ratification of Delhivery Employees Stock Option Plan IV, 2021
8	Ratification to extend benefits of Delhivery Employees Stock Option Plan IV, 2021 to the employees of the Group Companies including the Subsidiary Companies, of the Company
9	Approval of Article 97 (ii) of the Articles of Association (“AOA”) of the Company

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



The remote e-voting period as stated in the Notice commenced on Saturday, June 11, 2022 at 10:00 A.M. (IST) and ended on Sunday, July 10, 2022 at 05:00 P.M. (IST) and Mr. Prabhakar Kumar, Partner of M/s VAPN & Associates, Company Secretaries, has submitted the report to Mr. Sunil Kumar Bansal, Company Secretary and Compliance Officer, as authorised by the Chairman, on remote e-voting and on the basis of the report all resolutions as specified in the notice have been duly passed by the members with requisite majority effectively on the last date specified for remote e-voting i.e. Sunday, July 10, 2022. Further, in compliance of the Regulation 44(3) of the LODR please find enclosed herewith the following disclosures:

- a) Details of voting results in the format specified under Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 - Annexure I
- b) Report of the Scrutinizer - Annexure II

The voting results along with scrutinizer's report will also be hosted on the website of the Company at www.delhivery.com and on the website of the National Securities Depository Limited (NSDL) (hereinafter referred to as "NSDL") at www.evoting.nsdl.com.

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

Thanking you,

Yours sincerely,

For Delhivery Limited

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

Place: Gurugram

Encl: As above





Annexure I

General information about Company	
BSE Scrip code	543529
NSE Symbol	DELHIVERY
MSEI Symbol	NOT LISTED
ISIN	INE148001028
Name of the company	Delhivery Limited
Type of meeting	Postal Ballot
Last day of e-voting on postal ballot items	July 10, 2022
Start time of the E-voting on postal ballot items	Saturday, June 11, 2022 at 10:00 A.M.(IST)
End time of the E-voting on postal ballot items	Sunday, July 10, 2022 at 05:00 P.M.(IST)

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Scrutinizer Details	
Name of the Scrutinizer	Mr. Prabhakar Kumar
Total number of shareholders on record date	52,601
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	N.A.
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.
No. of resolution passed in the meeting	9
Disclosure of notes on voting results	



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Voting Results	
Record Date	June 03, 2022
Firms Name	VAPN & Associates
Qualification	CS
Membership Number	Membership No: F5781, COP No: 10630
Date of Board Meeting in which appointed	May 30, 2022
Date of issuance of Report to the company	July 11, 2022

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DELHIVERY

Resolution 1									
Date of the Postal Ballot					July 10, 2022				
Total number of shareholders on record date					52,601				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:					N.A.				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public					N.A.				
Resolution required: (Ordinary/ Special)					Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution					Not Applicable				
Description of resolution considered					Ratification of Delhivery Employees Stock Option Plan, 2012				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled	
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000	
Public - Institutions	E-voting	105227589	99534508	94.5897449	27892912	71641596	28.02335849	71.97664151	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	105227589	99534508	94.5897449	27892912	71641596	28.02335849	71.97664151	
Public – Non Institutions	E-voting	619275566	523764788	84.57701494	460261194	63503594	87.87555111	12.12444889	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	619275566	523764788	84.57701494	460261194	63503594	87.87555111	12.12444889	
Grand Total		724503155	623299296	86.03127422	488154106	135145190	78.31776951	21.68223049	

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Resolution 2								
Date of the Postal Ballot				July 10, 2022				
Total number of shareholders on record date				52,601				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:				N.A.				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public				N.A.				
Resolution required: (Ordinary/ Special)				Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution				Not Applicable				
Description of resolution considered				Ratification to extend benefits of Delhivery Employees Stock Option Plan, 2012 to the employees of the Group Companies including the Subsidiary Companies, of the Company				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	105227589	99534508	94.5897449	27892912	71641596	28.02335849	71.97664151
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	105227589	99534508	94.5897449	27892912	71641596	28.02335849	71.97664151
Public – Non Institutions	E-voting	619275566	523764748	84.57700848	460260796	63503952	87.87548184	12.12451816
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	619275566	523764748	84.57700848	460260796	63503952	87.87548184	12.12451816
Grand Total		724503155	623299256	86.0312687	488153708	135145548	78.31771068	21.68228932

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Resolution 3									
Date of the Postal Ballot					July 10, 2022				
Total number of shareholders on record date					52,601				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:					N.A.				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public					N.A.				
Resolution required: (Ordinary/ Special)					Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution					Not Applicable				
Description of resolution considered					Ratification of Delhivery Employees Stock Option Plan II, 2020				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled	
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000	
Public - Institutions	E-voting	105227589	99534508	94.5897449	78726604	20807904	79.09478389	20.90521611	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	105227589	99534508	94.5897449	78726604	20807904	79.09478389	20.90521611	
Public – Non Institutions	E-voting	619275566	523764718	84.57700364	498154744	25609974	95.1104049	4.889595103	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	619275566	523764718	84.57700364	498154744	25609974	95.1104049	4.889595103	
Grand Total		724503155	623299226	86.03126456	576881348	46417878	92.55287412	7.447125885	

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Resolution 4								
Date of the Postal Ballot				July 10, 2022				
Total number of shareholders on record date				52,601				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:				N.A.				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public				N.A.				
Resolution required: (Ordinary/ Special)				Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution				Not Applicable				
Description of resolution considered				Ratification to extend benefits of Delhivery Employees Stock Option Plan II, 2020 to the employees of the Group Companies including the Subsidiary Companies, of the Company				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	105227589	99534508	94.5897449	78726604	20807904	79.09478389	20.90521611
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	105227589	99534508	94.5897449	78726604	20807904	79.09478389	20.90521611
Public – Non Institutions	E-voting	619275566	523764688	84.5769988	498154196	25610492	95.11030572	4.889694282
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	619275566	523764688	84.5769988	498154196	25610492	95.11030572	4.889694282
Grand Total		724503155	623299196	86.03126042	576880800	46418396	92.55279065	7.44720935

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Resolution 5									
Date of the Postal Ballot					July 10, 2022				
Total number of shareholders on record date					52,601				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:					N.A.				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public					N.A.				
Resolution required: (Ordinary/ Special)					Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution					Not Applicable				
Description of resolution considered					Ratification of Delhivery Employees Stock Option Plan III, 2020				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled	
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000	
Public - Institutions	E-voting	105227589	99534508	94.5897449	78726604	20807904	79.09478389	20.90521611	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	105227589	99534508	94.5897449	78726604	20807904	79.09478389	20.90521611	
Public – Non Institutions	E-voting	619275566	523764688	84.5769988	498154545	25610143	95.11037235	4.889627649	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	619275566	523764688	84.5769988	498154545	25610143	95.11037235	4.889627649	
Grand Total		724503155	623299196	86.03126042	576881149	46418047	92.55284664	7.447153357	

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Resolution 6								
Date of the Postal Ballot				July 10, 2022				
Total number of shareholders on record date				52,601				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:				N.A.				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public				N.A.				
Resolution required: (Ordinary/ Special)				Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution				Not Applicable				
Description of resolution considered				Ratification to extend benefits of Delhivery Employees Stock Option Plan III, 2020 to the employees of the Group Companies including the Subsidiary Companies, of the Company				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	105227589	99534508	94.5897449	78726604	20807904	79.09478389	20.90521611
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	105227589	99534508	94.5897449	78726604	20807904	79.09478389	20.90521611
Public – Non Institutions	E-voting	619275566	523764658	84.57699395	498154236	25610422	95.1103188	4.889681197
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	619275566	523764658	84.57699395	498154236	25610422	95.1103188	4.889681197
	Grand Total	724503155	623299166	86.03125628	576880840	46418326	92.55280152	7.447198477

DELHIVERY

Resolution 7									
Date of the Postal Ballot					July 10, 2022				
Total number of shareholders on record date					52,601				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:					N.A.				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public					N.A.				
Resolution required: (Ordinary/ Special)					Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution					Not Applicable				
Description of resolution considered					Ratification of Delhivery Employees Stock Option Plan IV, 2021				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled	
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	0	0	0.0000	0	0	0.0000	0.0000	
Public - Institutions	E-voting	105227589	99534508	94.5897449	27892912	71641596	28.02335849	71.97664151	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	105227589	99534508	94.5897449	27892912	71641596	28.02335849	71.97664151	
Public – Non Institutions	E-voting	619275566	523764688	84.5769988	460260996	63503692	87.87553009	12.12446991	
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total	619275566	523764688	84.5769988	460260996	63503692	87.87553009	12.12446991	
Grand Total		724503155	623299196	86.03126042	488153908	135145288	78.31775031	21.68224969	

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Resolution 8								
Date of the Postal Ballot				July 10, 2022				
Total number of shareholders on record date				52,601				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:				N.A.				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public				N.A.				
Resolution required: (Ordinary/ Special)				Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution				Not Applicable				
Description of resolution considered				Ratification to extend benefits of Delhivery Employees Stock Option Plan IV, 2021 to the employees of the Group Companies including the Subsidiary Companies, of the Company				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	105227589	99534508	94.5897449	27892912	71641596	28.02335849	71.97664151
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	105227589	99534508	94.5897449	27892912	71641596	28.02335849	71.97664151
Public – Non Institutions	E-voting	619275566	523761098	84.57641909	460256982	63504116	87.87536603	12.12463397
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	619275566	523761098	84.57641909	460256982	63504116	87.87536603	12.12463397
Grand Total		724503155	623295606	86.0307649	488149894	135145712	78.3175574	21.6824426

DELHIVERY

Resolution 9								
Date of the Postal Ballot				July 10, 2022				
Total number of shareholders on record date				52,601				
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:				N.A.				
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public				N.A.				
Resolution required: (Ordinary/ Special)				Special				
Whether Promoter/ promoter group is interested in the agenda/ resolution				Not Applicable				
Description of resolution considered				Approval of Article 97 (ii) of the Articles of Association ("AOA") of the Company				
Category	Mode of Voting	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-voting	0	0	0.0000	0	0	0.0000	0.0000
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	0	0	0.0000	0	0	0.0000	0.0000
Public - Institutions	E-voting	105227589	99534508	94.5897449	66255222	33279286	66.56507711	33.43492289
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	105227589	99534508	94.5897449	66255222	33279286	66.56507711	33.43492289
Public – Non-Institutions	E-voting	619275566	523764688	84.5769988	416380165	107384523	79.49756342	20.50243658
	Poll (N.A.)		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	619275566	523764688	84.5769988	416380165	107384523	79.49756342	20.50243658
Grand Total		724503155	623299196	86.03126042	482635387	140663809	77.4323776	22.5676224



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COMPANY SECRETARIES

REPORT OF SCRUTINIZER FOR VOTING THROUGH E-VOTING ON POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules 2014]

To,
The Chairman
Delhivery Limited
[Formerly known as "Delhivery Private Limited"]
CIN: U63090DL2011PLC221234

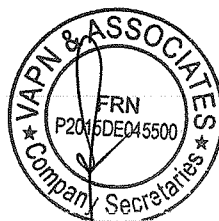
Reg. Off: N24-N34, S24-S34, Air Cargo Logistics Centre-II,
Opposite Gate 6 Cargo Terminal,
Indira Gandhi International Airport,
New Delhi-110037.

Corp. Off: Plot 5, Sector 44,
Gurugram-122002, Haryana.

Subject: Scrutinizer 's Report on voting through e-voting for Postal Ballot in terms of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014.

Dear Sir,

I, Prabhakar Kumar, having ICSI Membership No. FCS-5781 and CoP No. 10630, Partner of M/s VAPN & Associates, Practicing Company Secretaries (FRN: P2015DE045500), have been appointed as the Scrutinizer by the Board of Directors of Delhivery Limited [Formerly known as " Delhivery Private Limited"] ("**the Company**") vide Resolution passed at the Board Meeting held on May 30, 2022, for the purpose of scrutinizing the e-voting/postal ballot process in a fair and transparent manner in respect of the resolutions mentioned in the notice of Postal Ballot dated May 30, 2022 ("**Notice**") pursuant to the provisions of Section 108, 110 and all other applicable provisions of the Companies Act, 2013, as amended ("**the Act**") read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("**the Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), as amended, Secretarial Standard-2 ("**SS-2**") issued by the Institute of



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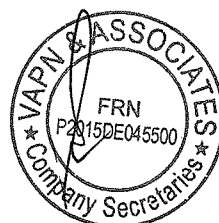
COMPANY SECRETARIES

Company Secretaries of India, General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021, 02/2022 and 03/2022 dated May 5, 2022 and other relevant circulars and notifications issued by Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as "MCA Circulars") and pursuant to other applicable laws and regulations for the time being force, and to submit a report thereon to the Company on the following resolutions forming part of the Notice:-

Sr. No.	Type of Resolution	Particulars
1.	Special Resolution	Ratification of Delhivery Employees Stock Option Plan, 2012
2.	Special Resolution	Ratification to extend benefits of Delhivery Employees Stock Option Plan, 2012 to the employees of the Group Companies including the Subsidiary Companies of the Company
3.	Special Resolution	Ratification of Delhivery Employees Stock Option Plan II, 2020
4.	Special Resolution	Ratification to extend benefits of Delhivery Employees Stock Option Plan II, 2020 to the employees of the Group Companies including the Subsidiary Companies of the Company
5.	Special Resolution	Ratification of Delhivery Employees Stock Option Plan III, 2020
6.	Special Resolution	Ratification to extend benefits of Delhivery Employees Stock Option Plan III, 2020 to the employees of the Group Companies including the Subsidiary Companies of the Company
7.	Special Resolution	Ratification of Delhivery Employees Stock Option Plan IV, 2021
8.	Special Resolution	Ratification to extend benefits of Delhivery Employees Stock Option Plan IV, 2021 to the employees of the Group Companies including the Subsidiary Companies, of the Company
9.	Special Resolution	Approval of Article 97 (ii) of the Articles of Association ("AOA") of the Company

In connection with the above referred matter, I submit my report as under:

1. In compliance with above referred MCA Circulars, the Postal Ballot Notice along with Explanatory Statement under Section 102 of the Act setting out all material facts in respect of the resolutions mentioned therein was sent only by electronic mode ("Email") to all its



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Members who have registered their email addresses with the Depository Participants (DPs)/ Link Intime India Private Limited (Company's Registrar and Share Transfer Agents or RTA) ("LIPL") and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on Cut-off date. A copy of the Postal Ballot Notice in pdf format was also uploaded on the website of the Company (<https://www.delhivery.com/wp-content/uploads/2022/06/Postal-Ballot-Notice-1.pdf>), and the website of LIPL i.e. (<https://www.linkintime.co.in>) and NSDL e-voting website i.e. (www.evoting.nsdl.com) for download and at the relevant sections of the websites of the stock exchanges on which the shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).

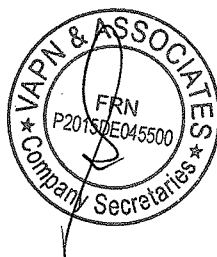
2. The Company had completed the dispatch of Notice by e-mail on **Friday, June 10, 2022**. In accordance with the MCA Circulars, the physical copies of the Postal Ballot Notice, along with postal ballot forms and pre-paid business envelope, were not sent to any Member. Accordingly, the communication of the assent or dissent of the members had taken place through the remote e-voting only in view of present situation of COVID-19. Therefore, the Company was not required to provide the facility of voting through physical Postal Ballot.
3. The Company had published advertisement in **Financial Express** (English -All India Edition) and **Jansatta** (Hindi-Delhi Edition), newspapers on June 11, 2022 regarding completion of dispatch of Notice and also specifying therein the matters prescribed in the Rules with regard to remote e-voting.

4. Management's Responsibility

The management of the Company is responsible to ensure compliance with the requirements of (i) the Act and the Rules made thereunder; (ii) the MCA Circulars; and (iii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice. The management of the Company is responsible for ensuring a secured framework and robustness of the electronic voting systems.

5. Scrutinizer's Responsibility

My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report of the votes cast "For" or "Against" by the members in respect of the resolution contained in the Notice. My report is based on verification of data and reports generated from the e-voting system provided by NSDL, the Registrar and Transfer Agent of the Company and the Agency authorized under the Rules and engaged by the Company to provide e-voting facility and attendant papers/ documents furnished to me electronically till the time fixed for closing of the e-voting process i.e. till 5 p.m. on 10, July 2022.



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6. Cut -off date

The Members of the Company as on the "cut-off" date as set out in the Notice i.e. **Friday, June 03, 2022** were entitled to vote on the resolutions set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, subject to the provisions of Articles of Association of the Company.

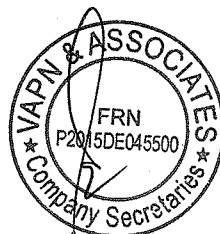
7. Remote e-voting process

- (i) The Company had availed the e-voting facility offered by the NSDL to provide remote e-voting facility viz.: www.evoting.nsdl.com.
- (ii) The members of the Company holding shares as on the cut-off date were entitled to vote on the resolutions as contained in the Notice and have voted through e-voting facility only as per the MCA circulars. Members have casted their votes on the designated platform viz.: www.evoting.nsdl.com.
- (iii) The voting period for e-voting commenced on **Saturday, June 11, 2022 at 10:00 A.M. (IST)** and ended on **Sunday, July 10, 2022 at 05:00 P.M. (IST)** both days inclusive for the purpose of postal ballot.
- (iv) All the data of remote e-voting i.e. the results of e-voting along with the list of shareholders who voted "For" and "Against" on the resolutions were derived from report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
- (v) The results of remote e-voting were unblocked by me by accessing the data downloaded by me from the website www.evoting.nsdl.com of NSDL. The votes were unblocked by me at 5:04 p.m. on Sunday, 10th July, 2022, in the presence of two witnesses, Ms. Meenu Sharma R/o. B-1 / 31, Vishnu Garden, Street Number-4, Delhi -110018 and Mr. Bharat, residing at RZ-C3, 208A, Mahavir Enclave, Palam, New Delhi - 110045, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Meenu Sharma

Bharat

- (vi) All votes casted through remote e-voting up to **Sunday, July 10, 2022 at 5:00 p.m. IST** i.e. the last date and time fixed by the Company for postal ballot process has been considered for the purpose of this report.



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8. The summary of the results of the postal ballot in respect of all the resolutions proposed in the notice dated May 30, 2022 conducted through remote e-voting is, as under:

Resolution at Item No.1: Ratification of Delhivery Employees Stock Option Plan, 2012.
Type of Resolution: Special Resolution.

Result for Resolution of Item No.1 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who voted	Number of votes cast	% of Votes Caste
Postal Ballot (E-Voting)	Votes caste in favour of Resolution	578	488154106	78.3178
	Votes against the resolution	152	135145190	21.6822
	Invalid Votes	Nil	Nil	Nil
Total		730	623299296	100

RESULT

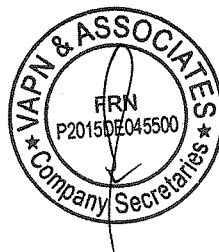
Based on the aforesaid results, I report that the Special Resolution as contained in item No. 1 of the Postal Ballot Notice dated May 30, 2022, has been passed with requisite majority.

Resolution at Item No.2: Ratification of Delhivery Employees Stock Option Plan, 2012.
Type of Resolution: Special Resolution.

Result for Resolution of Item No.2 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who voted	Number of votes cast	% of Votes Cast
Postal Ballot (E-Voting)	Votes cast in favour of Resolution	570	488153708	78.3177
	Votes against the resolution	159	135145548	21.6823
	Invalid Votes	Nil	Nil	Nil
Total		729	623299256	100

RESULT

Based on the aforesaid results, I report that the Special Resolution as contained in item No. 2 of the Postal Ballot Notice dated May 30, 2022, has been passed with requisite majority.



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Resolution at Item No.3: Ratification of Delhivery Employees Stock Option Plan, 2012.
Type of Resolution: Special Resolution.

Result for Resolution of Item No.3 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who Voted	Number of Votes cast	% of Votes Cast
Postal Ballot (E-Voting)	Votes cast in favour of Resolution	616	576881348	92.5529
	Votes against the resolution	112	46417878	7.4471
	Invalid Votes	Nil	Nil	Nil
Total		728	623299226	100

RESULT

Based on the aforesaid results, I report that the Special Resolution as contained in item No. 3 of the Postal Ballot Notice dated May 30, 2022, has been passed with requisite majority.

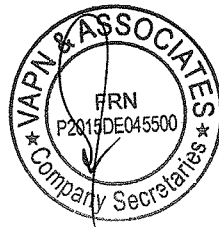
Resolution at Item No.4: Ratification to extend benefits of Delhivery Employees Stock Option Plan II, 2020 to the employees of the Group Companies including the Subsidiary Companies of the Company.

Type of Resolution: Special Resolution.

Result for Resolution of Item No.4 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who Voted	Number of Votes cast	% of Votes Cast
Postal Ballot (E-Voting)	Votes cast in favour of Resolution	603	576880800	92.5528
	Votes against the resolution	124	46418396	7.4472
	Invalid Votes	Nil	Nil	Nil
Total		727	623299196	100

RESULT

Based on the aforesaid results, I report that the Special Resolution as contained in item No. 4 of the Postal Ballot Notice dated May 30, 2022, has been passed with requisite majority.



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Resolution at Item No.5: Ratification of Delhivery Employees Stock Option Plan III, 2020.
Type of Resolution: Special Resolution.

Result for Resolution of Item No.5 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who Voted	Number of Votes cast	% of Votes Cast
Postal Ballot (E-Voting)	Votes cast in favour of Resolution	613	576881149	92.5528
	Votes against the resolution	114	46418047	7.4472
	Invalid Votes	Nil	Nil	Nil
Total		727	623299196	100

RESULT

Based on the aforesaid results, I report that the Special Resolution as contained in item No. 5 of the Postal Ballot Notice dated May 30, 2022, has been passed with requisite majority.

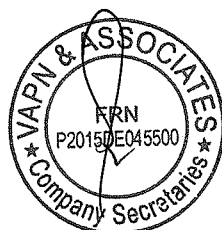
Resolution at Item No.6: Ratification to extend benefits of Delhivery Employees Stock Option Plan III, 2020 to the employees of the Group Companies including the Subsidiary Companies of the Company.

Type of Resolution: Special Resolution.

Result for Resolution of Item No.6 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who Voted	Number of Votes cast	% of Votes Cast
Postal Ballot (E-Voting)	Votes cast in favour of Resolution	603	576880840	92.5528
	Votes against the resolution	123	46418326	7.4472
	Invalid Votes	Nil	Nil	Nil
Total		726	623299166	100

RESULT

Based on the aforesaid results, I report that the Special Resolution as contained in item No. 6 of the Postal Ballot Notice dated May 30, 2022, has been passed with requisite majority.



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Resolution at Item No.7: Ratification of Delhivery Employees Stock Option Plan IV, 2021.
Type of Resolution: Special Resolution.

Result for Resolution of Item No.7 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who Voted	Number of Votes cast	% of Votes Cast
Postal Ballot (E-Voting)	Votes cast in favour of Resolution	571	488153908	78.3178
	Votes against the resolution	156	135145288	21.6822
	Invalid Votes	Nil	Nil	Nil
Total		727	623299196	100

RESULT

Based on the aforesaid results, I report that the Special Resolution as contained in item No. 7 of the Postal Ballot Notice dated May 30, 2022, has been passed with requisite majority.

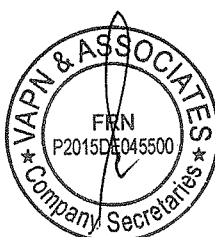
Resolution at Item No.8: Ratification to extend benefits of Delhivery Employees Stock Option Plan IV, 2021 to the employees of the Group Companies including the Subsidiary Companies, of the Company.

Type of Resolution: Special Resolution.

Result for Resolution of Item No.8 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who Voted	Number of Votes cast	% of Votes Cast
Postal Ballot (E-Voting)	Votes cast in favour of Resolution	561	488149894	78.3176
	Votes against the resolution	163	135145712	21.6824
	Invalid Votes	Nil	Nil	Nil
Total		724	623295606	100

RESULT

Based on the aforesaid results, I report that the Special Resolution as contained in item No. 8 of the Postal Ballot Notice dated May 30, 2022, has been passed with requisite majority.



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Resolution at Item No.9: Approval of Article 97 (ii) of the Articles of Association ("AOA") of the Company.

Type of Resolution: Special Resolution.

Result for Resolution of Item No.9 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who Voted	Number of Votes cast	% of Votes Cast
Postal Ballot (E-Voting)	Votes cast in favour of Resolution	599	482635387	77.4324
	Votes against the resolution	128	140663809	22.5676
	Invalid Votes	Nil	Nil	Nil
Total		727	623299196	100

RESULT

Based on the aforesaid results, I report that the Special Resolution as contained in item No. 9 of the Postal Ballot Notice dated May 30, 2022, has been passed with the requisite majority

Notes:

- (i) Aforesaid resolutions contained in the Notice are passed with the requisite majority by the Members of the Company as specified under the Companies Act, 2013.
- (ii) The figures in percentage have been rounded off to 4 decimal points.
- (iii) The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Mr. Sunil Kumar Bansal, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves and signs the minutes of the Postal Ballot.



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9. Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of NSDL. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

Prabhakar Kumar
Practicing Company Secretary
FCS No: 5781 | COP No: 10630



Partner
VAPN & Associates
Practicing Company Secretaries
ICSI Unique Code: P2015DE045500
Peer Review Certificate No.975/2020
ICSI UDIN: F005781D000596351

Date: 11-07-2022
Place: New Delhi

Countersigned by:
For Delhivery Limited

Sunil Kumar Bansal
Company Secretary and Compliance Officer
Membership No.: F-4810

11/7/2022