Delhivery Limited

CIN: L63090DL2011PLC221234
Registered Office: N24-N34, S24-S34, Air Cargo Logistics Centre-II,
Opposite Gate 6, Cargo Terminal, IGI Airport, New Delhi 110037
Corporate Office: Plot No. 5, Sector-44, Gurugram, Haryana 122002
Web: www.delhivery.com, **Email**: corporateaffairs@delhivery.com, **Contact No**.: +91 124 6225602

NOTICE OF THE 15th ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fifteenth (15th) Annual General Meeting ("**AGM**") of the Members of Delhivery Limited (the "**Company**") will be held on **Tuesday, September 22, 2026 at 2:00 p.m. IST** through Video Conferencing **("VC")**/ Other Audio Video Means ("**OAVM**"), to transact the following business:

ORDINARY BUSINESS:

1. **To adopt financial statement of the Company for the financial year ended March 31, 2026**

   To consider and, if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

   a) **"RESOLVED THAT** the Audited Standalone Financial Statement of the Company for the financial year ended March 31, 2026 and the reports of the Board of Directors and Auditors' thereon, as circulated to the members, be and are hereby considered and adopted."

   b) **"RESOLVED THAT** the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2026 and the report of Auditors' thereon, as circulated to the members, be and are hereby considered and adopted."

2. **To re-appoint Mr. Sahil Barua (DIN: 05131571), who retires by rotation and being eligible, offers himself for re-appointment as a Director**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013, Mr. Sahil Barua (DIN: 05131571), who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

3. **To re-appoint Mr. Sahil Barua (DIN: 05131571) as a Managing Director and Chief Executive Officer of the Company**

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

   "RESOLVED THAT pursuant to the provisions of the Sections 2(51), 2(54), 196, 197, 198 and 203 of the Companies Act, 2013 (the "**Act**") and all other applicable provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee ("**NRC**") and in line with the approval of the Board of Directors ("**Board**"), approval of the members of the Company be and is hereby accorded to re-appoint Mr. Sahil Barua (DIN: 05131571) as the Managing Director and Chief Executive Officer of the Company, liable to retire by rotation, for a further period of five (5) years from the expiry of his present term, i.e. with effect from October 13, 2026, on such terms and conditions as set out in the explanatory statement setting out the material facts annexed to the notice convening this Annual General Meeting;

   RESOLVED FURTHER THAT the terms and conditions of re-appointment as set out in the explanatory statement annexed to the notice convening this Annual General Meeting be and are hereby approved with liberty to the Board (which term shall be deemed to include the NRC) to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Mr. Sahil Barua;

RESOLVED FURTHER THAT the Board and/ or the NRC be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company to give full effect to this resolution."

4. To approve payment of remuneration to Mr. Sahil Barua (DIN: 05131571), Managing Director and Chief Executive Officer of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations"**) and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association of the Company and the Company's Policy on Nomination, Remuneration & Evaluation for Directors and Key Managerial Personnel, based on the recommendation of Nomination and Remuneration Committee ("**NRC**") and in line with the approval of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Sahil Barua (DIN: 05131571), Managing Director and Chief Executive Officer of the Company, for his tenure of five (5) years with effect from October 13, 2026, on the terms and conditions as mentioned in the explanatory statement annexed to the notice convening this Annual General Meeting, and in case of absence or inadequacy of profits in any of the financial year, the said remuneration shall be paid for the period of 3 (three) years from October 13, 2026 upto October 12, 2029, without requiring to obtain any further approval of the members;

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

RESOLVED FURTHER THAT the Board and/ or the NRC be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company to give full effect to this resolution."

5. To approve grant of stock options to Mr. Sahil Barua (DIN: 05131571), Managing Director and Chief Executive Officer of the Company

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

"RESOLVED THAT subject to the provisions of Section 197, Schedule V of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the provisions of the Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee ("**NRC**") and in line with the approval of the Board of Directors ("**Board**") of the Company, the approval of the members of the Company, be and is hereby accorded for grant of 450,000 (Four Lakhs Fifty Thousand) stock options to Mr. Sahil Barua (DIN: 05131571), Managing Director and Chief Executive Officer of the Company, under Employee Stock Option Plan ("**ESOP Plan**") of the Company on the terms and conditions and vesting schedule as mentioned in the explanatory statement annexed to the notice convening this Annual General Meeting;

RESOLVED FURTHER THAT the perquisite value arising from the exercise of aforesaid stock options by Mr. Sahil Barua under the Company's ESOP Plan be and is hereby approved as part of his remuneration for the relevant financial year under the Act;

RESOLVED FURTHER THAT the Board and/ or the NRC be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company to give full effect to this resolution."

6. To re-appoint Mr. Kapil Bharati (DIN: 02227607) as a Whole-time Director (Executive Director and Chief Technology Officer) of the Company

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

"RESOLVED THAT pursuant to the provisions of the Sections 2(51), 2(94), 196, 197, 198 and 203 of the Companies Act, 2013 (the "**Act**") and all other applicable provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, the Securities and Exchange Board

of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force) and in accordance with Articles of Association of the Company and pursuant to the recommendation of Nomination and Remuneration Committee ("**NRC**") and in line with the approval of the Board of Directors ("**Board**"), approval of the members of the Company be and is hereby accorded to re-appoint Mr. Kapil Bharati (DIN: 02227607) as a Whole-time Director (Executive Director and Chief Technology Officer) of the Company, liable to retire by rotation, for a further period of five (5) years from the expiry of his present term, i.e. with effect from October 13, 2026, on such terms and conditions as set out in the explanatory statement setting out the material facts annexed to the notice convening this Annual General Meeting;

RESOLVED FURTHER THAT the terms and conditions of re-appointment as set out in the explanatory statement annexed to the notice convening this Annual General Meeting be and are hereby approved with liberty to the Board (which term shall be deemed to include the NRC) to alter and vary the terms and conditions of the said re-appointment in such manner as may be agreed to between the Board and Mr. Kapil Bharati;

RESOLVED FURTHER THAT the Board and/ or the NRC be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company to give full effect to this resolution."

7. To approve payment of remuneration to Mr. Kapil Bharati (DIN: 02227607), Whole-time Director (Executive Director and Chief Technology Officer) of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association of the Company and the Company's Policy on Nomination, Remuneration & Evaluation for Directors and Key Managerial Personnel, based on the recommendation of Nomination and Remuneration Committee ("**NRC**") and in line with the approval of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for payment of remuneration to Mr. Kapil Bharati (DIN: 02227607), Whole-time Director (Executive Director and Chief Technology Officer) of the Company, for his tenure of five (5) years with effect from October 13, 2026, on the terms and conditions as mentioned in the explanatory statement annexed to the notice convening this Annual General Meeting, and in case of absence or inadequacy of profits in any of the financial year, the said remuneration shall be paid for the period of 3 (three) years from October 13, 2026 upto October 12, 2029, without requiring to obtain any further approval of the members;

RESOLVED FURTHER THAT the terms and conditions of remuneration of Mr. Kapil Bharati as set out in the explanatory statement annexed to the notice convening this Annual General Meeting be and are hereby approved with liberty to the Board (which term shall be deemed to include the NRC), in accordance with the statutory limits/approvals as may be applicable, to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Board and Mr. Kapil Bharati;

RESOLVED FURTHER THAT the Board and/ or the NRC be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company to give full effect to this resolution."

8. To approve grant of stock options to Mr. Kapil Bharati (DIN: 02227607), Whole-time Director (Executive Director and Chief Technology Officer) of the Company

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

"RESOLVED THAT subject to the provisions of Section 197, Schedule V of the Companies Act, 2013 ("**Act**") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the provisions of the Articles of Association of the Company, based on the

recommendation of Nomination and Remuneration Committee ("**NRC**") and in line with the approval of the Board of Directors ("**Board**") of the Company, the approval of the members of the Company, be and is hereby accorded for grant of 225,000 (Two Lakh Twenty Five Thousand) stock options to Mr. Kapil Bharati (DIN: 02227607), Whole-time Director (Executive Director and Chief Technology Officer) of the Company, under Employee Stock Option Plan ("**ESOP Plan**") of the Company on the terms and conditions and vesting schedule as mentioned in the explanatory statement annexed to the notice convening this Annual General Meeting;

RESOLVED FURTHER THAT the perquisite value arising from the exercise of aforesaid stock options by Mr. Kapil Bharati under the Company's ESOP Plan be and is hereby approved as part of his remuneration for the relevant financial year under the Act;

RESOLVED FURTHER THAT the Board and/ or the NRC be and is hereby authorised to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper in the best interest of the Company to give full effect to this resolution."

9. To approve grant of stock options to Mr. Suraj Saharan (DIN: 03431848), Whole-time Director (Executive Director and Chief People Officer) of the Company

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

"RESOLVED THAT subject to the provisions of Section 197, Schedule V of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and other applicable rules, if any, (including any statutory modification(s) or amendment(s) thereto or re-enactment thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**"), the provisions of the Articles of Association of the Company, based on the recommendation of Nomination and Remuneration Committee ("**NRC**") and in line with the approval of the Board of Directors ("**Board**") of the Company, the approval of the members of the Company, be and is hereby accorded for grant of 225,000 (Two Lakh Twenty Five Thousand) stock options to Mr. Suraj Saharan (DIN: 03431848), Whole-time Director (Executive Director and Chief People Officer) of the Company, under Employee Stock Option Plan ("**ESOP Plan**") of the Company, on the terms and conditions and vesting schedule as mentioned in the explanatory statement annexed to the notice convening this Annual General Meeting;

RESOLVED FURTHER THAT the perquisite value arising from the exercise of aforesaid stock options by Mr. Suraj Saharan under the Company's ESOP Plan be and is hereby approved as part of his remuneration for the relevant financial year under the Act;

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

By Order of the Board of Directors
For Delhivery Limited

Madhulika Rawat
Company Secretary & Compliance Officer
Membership No. F8765

Place: Gurugram
Date: August 08, 2026

Notes:

1. The Ministry of Corporate Affairs ("**MCA**") has, vide its circulars dated April 08, 2020, April 13, 2020, May 05, 2020, September 22, 2025 and other relevant circulars (collectively referred to as "**MCA Circulars**"), permitted convening the Annual General Meeting ("**AGM" / "Meeting**") through Video Conferencing ("**VC**") or Other Audio Visual Means ("**OAVM**"), without physical presence of the members at a common venue. In accordance with the MCA Circulars and applicable provisions of the Companies Act, 2013 ("**the Act**") read with rules made thereunder and the circulars issued from time to time by the Securities and Exchange Board of India ("**SEBI**"), the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.

2. The Explanatory Statement setting out the material facts pursuant to Section 102 of the Act, in respect of the business under Item Nos. 2 to 9 set above and the details as required under Regulation 36 of the SEBI Listing Regulations and SS-2: Secretarial Standard on General Meetings in respect of the Directors 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 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. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on a first come first served basis. This will not include large shareholders (i.e. shareholders holding 2% or more shareholding), institutional investors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Since the AGM will be held through VC / OAVM, the route map of the venue of the Meeting is not annexed hereto.

7. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI Listing Regulations and MCA Circulars, the Company is providing facility of remote e-Voting to its members in respect of the business to be transacted at the AGM. For this purpose, the Company has availed the services of National Securities Depository Limited ("**NSDL**") for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

8. 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.

9. The Company has appointed Mr. Prabhakar Kumar, Partner of M/s VAPN & Associates, Company Secretary in Practice (Membership No. 5781, COP No. 10630) or failing him Mr. Ashok, Partner of M/s VAPN & Associates, Company Secretary in Practice (Membership No. ACS 55136, COP No. 20599) to act as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same purpose.

10. Voting: All persons whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e., **Tuesday, September 15, 2026** 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**"). Eligible Members who have acquired shares after the dispatch of the Notice and holding shares as on the cut-off date i.e. **Tuesday, September 15, 2026,** may send an email request at evoting@nsdl.com 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.

11. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of AGM and other documents will be sent in electronic mode only to those members who have registered their e-mail addresses with the Company/ Depository Participants (**"DPs"**)/ Depositories/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company's Registrar and Transfer Agent ("**RTA**").

    Electronic/digital copy of the Annual Report for FY 2025-26 and Notice convening the 15th AGM are being sent to all members whose e-mail id are registered with the RTA/ Company/Depositories. Members who have not registered their e-mail

id may get the same registered by following the instructions mentioned in note no. 24 below. In terms of Regulation 36(1)(b) of the SEBI Listing Regulations, a letter containing the web-link, comprising the complete details of Notice convening 15th AGM and Annual Report for the financial year 2025-26, is being physically sent to those members who have not registered their e-mail address with the Company/ RTA/ Depositories. The Company shall provide a hard copy of the Annual Report for FY2025-26 to the members, upon request.

12. Notice is being sent to all the members, whose names appear in the Register of Members/ Register of Beneficial Ownership maintained by the Depositories as on the close of business hours on the cut-off Date. Members receiving the Notice of AGM whose names do not appear in the Register of Members/ Register of Beneficial Ownership as mentioned above, should treat this notice for information purposes only.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013, the certificate from the secretarial auditors of the Company that the Employee Stock Option Schemes have been implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and any other documents referred to in the accompanying Notice and Explanatory Statement, shall be made available for inspection electronically by the members in accordance with the applicable laws. Members seeking to inspect such documents can send an email to corporateaffairs@delhivery.com with the subject line "Inspection of Documents - AGM".

14. 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 seven working days prior to the date of AGM, so as to enable the Company to keep the information ready.

15. Green Initiative: To support the green initiative, members who have not registered their e-mail ID are requested to register their e-mail ID for receiving all communication including Annual Report, Notices, and Circulars etc. from the Company electronically.

16. Submission of PAN: The members are requested to note that furnishing of Permanent Account Number (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.

17. 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 with effect from April 01, 2019. In view of the above and to avail the benefits of dematerialisation and for ease of portfolio management, the members are requested to consider dematerialisation of the shares held by them in physical form.

18. 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. SH13 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/. Members who require communication in physical form in addition to e-communication or have any other queries, may write to the RTA or Company.

19. 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.

20. Members' Communication: Members, holding shares in physical form, are requested to send all communications relating to shares, change of address, bank details, email address etc. to the RTA at the following address:

    MUFG Intime India Private Limited
    (Formerly known as Link Intime India Private Limited)
    Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 P: +91 11 49411000

21. If the shares are held in demat form, then change of address and change in the Bank Accounts etc. should be furnished to their respective Depository Participants (DPs).

22. The said Notice and Annual Report for financial year 2025-26 are also available on the website of the Company at www.delhivery.com, the relevant section of the website of BSE Limited ("**BSE**"): www.bseindia.com and National Stock Exchange of India Limited ("**NSE**"): www.nseindia.com on which the equity shares of the Company are listed and on the website of NSDL: www.evoting.nsdl.com.

23. As per SEBI vide Circular No. SEBI/HO/OIAE/OIAE_IAD1/P/CIR/2023/131 dated July 31, 2023, as updated from time to time, investors have been

provided with an option for dispute resolution under the Stock Exchange arbitration mechanism where they can opt for arbitration with Stock Exchanges in case of any grievance with the Company and/or RTA.

Pursuant to above Circular, a member shall first take up his/ her grievance with the Company by lodging a complaint directly with the Company/ RTA and if the grievance is not redressed satisfactorily, the member may escalate the same through existing SCORES Portal. Post exhausting all available options for resolution of the grievance, if the member is still not satisfied with the outcome, he/ she can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

24. Those persons who are members of the Company as on cut-off date i.e., **Tuesday, September 15, 2026** and who have not yet registered their e-mail id are requested to get their e-mail id registered by following the procedure given below:

i. For Temporary Registration:

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

a) Visit the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html

b) Select the Name of the Company from the dropdown: Delhivery Limited.

c) Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in the physical form need to additionally enter one of the share certificate(s) numbers.

d) Enter your mobile number and email id and click on the Continue button.

e) The system will send OTP on mobile and email ids.

f) Upload a self-attested copy of your PAN card and Address proof viz. Aadhar Card, passport or front and back side of share certificate in case of Physical folio.

g) Enter the OTP received on your mobile and email id.

ii. For Permanent Registration:

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

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

The remote e-voting period begins on **Friday, September 18, 2026 at 09:00 A.M. IST.** and ends on **Monday, September 21, 2026 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. **Tuesday, September 15, 2026,** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Tuesday, September 15, 2026.**

How do I vote electronically using the 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 shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by listed companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.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 the e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to the e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsdl.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 held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the 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. 5. Shareholders/Members can also download the NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on 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, users will be able to see the e-Voting option where the e-Voting is in progress and also be able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see the 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 the 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 Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

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

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

1. Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12********** then your user ID is 12**********
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 141363 then user ID is 141363001***

5. Password details for shareholders other than Individual shareholders are given below:

   a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b. If you are using the NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c. How to retrieve your 'initial password'?

      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

   a. Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   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.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   d. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join the Meeting on NSDL e-Voting system.

How to cast your vote electronically and join the 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 casting your vote during the General Meeting. For joining virtual meeting, you need to click on "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 shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@vapn.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Deputy Vice President, NSDL at evoting@nsdl.com.

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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to corporateaffairs@delhivery.com.

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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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, 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 system 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 person mentioned for Remote e-voting.

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

1. Member 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" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join 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 the 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 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 co-ordinate with the selected speaker members to guide them on the further process for smooth interaction.

GENERAL INSTRUCTION FOR MEMBERS

1. The Chairperson 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.

2. 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 Chairperson of the Company or any person authorised in that respect, who shall countersign the same and thereafter announce the results of the e-voting. The results will be announced within the time stipulated under the applicable laws. The results declared along with the scrutiniser's report shall be placed on the Company's website at www.delhivery.com and on the website of NSDL at www.evoting.nsdl.com 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 business and the special business mentioned in the accompanying notice of Annual General Meeting:

Item Nos. 2, 3, 4 and 5:

In terms of the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("**Act**"), not less than two-thirds of the total number of Directors (other than Independent Directors) shall be liable to retire by rotation. One-third of these Directors shall retire from office at each Annual General Meeting ("**AGM**") and are eligible for re-appointment. Consequently, Mr. Sahil Barua (DIN: 05131571), having served the longest period since his last appointment, is liable to retire by rotation at this AGM, and being eligible, has offered himself for re-appointment.

Further, Mr. Sahil Barua was appointed as the Managing Director and Chief Executive Officer of the Company for a period of 5 (Five) years with effect from October 13, 2021 till October 12, 2026, by the members at their meeting held on October 15, 2021. Also, pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013 (**'the Act'**) and the rules made thereunder (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), read with Schedule V to the Act, the members at its 13th AGM held on September 02, 2024, approved remuneration payable to Mr. Sahil Barua for his tenure up to October 12, 2026.

Pursuant to the recommendation of the Nomination and Remuneration Committee ("**NRC**"), the Board of Directors at its meeting held on August 08, 2026, approved re-appointment of Mr. Sahil Barua (DIN: 05131571) as the Managing Director and Chief Executive Officer of the Company, with effect from October 13, 2026 for a term of 5(Five) years i.e. up to October 12, 2031, subject to approval of the shareholders of the Company.

The Company has received notice in writing from a member under Section 160 of the Act proposing candidature of Mr. Sahil Barua for the office of Director of the Company.

The brief profile of Mr. Sahil Barua and other relevant information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI Listing Regulations**") and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided under "**Annexure A**" and details as required under Schedule V (Part II) (Section II) of the Act are given under "**Annexure B**" to this Notice.

The proposed remuneration to be paid to Mr. Sahil Barua is as under:

Fixed Salary	Upto ₹75 million per annum with merit based annual increments as may be recommended and approved by the NRC and the Board, as the case may be, from time to time.
Variable pay	As per the Annual Performance Linked Incentive Policy of the Company and upto a maximum of 50% of the fixed remuneration as determined and approved by the NRC and the Board from time to time.
Additional Benefits	Gratuity, Medical Insurance & other perquisites/benefits as per Company Policy.
Employee Stock Options	The Board of Directors based on the recommendation of NRC approved grant of 450,000 stock options (convertible in the equivalent number of equity shares of face value of ₹ 1) to Mr. Sahil Barua at its meeting held on August 08, 2026, subject to approval of shareholders. The vesting schedule of such stock options is as under: 20% upon the completion of 12 months, 30% upon the completion of 24 months and remaining 50% upon the completion of 36 months from the date of grant. Date of grant : Date of approval of shareholders will be considered as the date of grant. The perquisite value of the options on exercise in any financial year shall become part of his remuneration for that year.

Note: He will not be entitled to any fee for attending the meetings of the Board of Directors or any Committee thereof.

The remuneration set out above represents the maximum remuneration for which the approval of the shareholders is being sought. The actual remuneration payable to the Managing Director and Chief Executive Officer shall be determined and approved by the NRC and the Board on an annual basis, taking into consideration the performance of the Company and the Managing Director and Chief Executive Officer. In no event shall the remuneration payable exceed the maximum remuneration approved by the shareholders.

The NRC and the Board, at their respective meetings held in May 2026, approved the estimated proposed remuneration for Mr. Sahil Barua for FY27. The total proposed payout is approximately ₹40.8 million, comprising fixed salary and variable pay, alongside other benefits as per the Company's policy. The final disbursement of the variable component remains subject to the evaluation of the Managing Director and Chief Executive Officer and the Company's performance during the year, to be assessed and approved by the NRC and the Board.

As on the date of this Notice, Mr. Sahil Barua holds 2,500,000 vested stock options pending exercise, and 5,100,000 unvested stock options subject to performance criteria linked to the market value of the shares, as approved by the NRC. Such 5,100,000 stock options were granted to him pre-IPO. If the performance targets are not achieved within the defined timeline, such ESOP grant will lapse and will not vest. The shareholders may note that the last ESOP grant to Mr. Sahil Barua was made on November 01, 2021.

The perquisite value of vested options to be exercised by him in any financial year becomes part of his remuneration of that year.

Mr. Sahil Barua possesses the necessary skills, competencies, expertise, and extensive experience required for his role as Managing Director and Chief Executive Officer of the Company. Since the incorporation of the Company, Mr. Sahil has played a crucial role in shaping the long-term vision and strategy of the Company. His contributions have been invaluable in steering the Company towards its goals. Over the past more than a decade, he has been a key figure in the Company's growth journey, consistently driving progress and innovation. His leadership has significantly impacted the Company's success and development. Under his leadership, the Company achieved net profitability in the financial year 2025-26, validating its long-term business model. Moving forward, the Company continues its upward path, consistently expanding its market share while maintaining strict cost discipline and operational excellence.

Considering the remuneration of executive directors at companies of comparable size, general industry benchmarks, and Mr. Sahil Barua's profile and responsibilities within the Company, the Members may please note that his actual remuneration as Managing Director and Chief Executive Officer of the Company is commensurate with that of Chief Executive Officers at peer companies.

The remuneration to be paid to Mr. Sahil Barua may exceed the limits specified in Section 197 of the Act during his tenure and in case of absence or inadequacy of profits in any of the financial year, the said remuneration shall be paid for the period of 3 (three) years from October 13, 2026 up to October 12, 2029, without requiring to obtain any further approval of the members. The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors, therefore their prior approval is not required to be obtained.

The Company has received all statutory disclosures/ declarations from Mr. Sahil Barua, including (i) consent in writing to act as Managing Director and Chief Executive Officer (ii) intimation to the effect that he is not disqualified from being a Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies. Mr. Sahil Barua satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V of the Act, for being eligible for re-appointment.

Considering the aforesaid, based on the recommendations of NRC, the Board of Directors at its meeting held on August 08, 2026 approved and recommended to the members of the Company:

a. the re-appointment of Mr. Sahil Barua who retires by rotation and being eligible, offers himself for re-appointment as a Director;

b. the re-appointment of Mr. Sahil Barua as a Managing Director and Chief Executive Officer of the Company with effect from October 13, 2026 for a term of 5(Five) years i.e. up to October 12, 2031;

c. the payment of remuneration to Mr. Sahil Barua as Managing Director and Chief Executive Officer of the Company; and

d. the grant of stock options to Mr. Sahil Barua.

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 are concerned or interested, financially or otherwise, in the Ordinary Resolutions as set out in Item Nos. 2 and 3 and Special Resolutions as set out in Item Nos. 4 and 5 of the accompanying Notice.

The Board recommends the resolutions for approving the re-appointment, remuneration and grant of ESOPs as respectively set out in Item Nos. 2, 3, 4 and 5 for requisite approval of the members.

Item Nos. 6, 7 and 8:

Mr. Kapil Bharati was appointed as a Whole-time Director (Executive Director and Chief Technology Officer) of the Company for a period of 5 (five) years with effect from October 13, 2021 till October 12, 2026, by the members at their meeting held on October 15, 2021.

Pursuant to the recommendation of the Nomination and Remuneration Committee ("**NRC**"), the Board of Directors at its meeting held on August 08, 2026, approved re-appointment of Mr. Kapil Bharati (DIN: 02227607) as a Whole-time Director (Executive Director and Chief Technology Officer) of the Company, with effect from October 13, 2026 for a term of 5(Five) years i.e. up to October 12, 2031, subject to approval of the shareholders of the Company.

The Company has received notice in writing from a member under Section 160 of the Act proposing candidature of Mr. Kapil Bharati for the office of Director of the Company.

The brief profile of Mr. Kapil Bharati and other relevant information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the SEBI Listing Regulations**") and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India are provided under "**Annexure A**" and details as required under Schedule V (Part II) (Section II) of the Act are given under "**Annexure B**" to this Notice.

The proposed remuneration to be paid to Mr. Kapil Bharati is as under:

Fixed Salary	Upto ₹50 million per annum with merit based annual increments as may be recommended and approved by the NRC and the Board, as the case may be, from time to time.
Variable pay	As per Annual Performance Linked Incentive Policy of the Company upto a maximum of 50% of the fixed remuneration as determined and approved by the NRC and the Board from time to time.
Additional Benefits	Gratuity, Medical Insurance & other perquisites/benefits as per Company Policy.
Employee Stock Options	The Board of Directors based on the recommendation of NRC approved grant of 225,000 stock options (convertible in the equivalent number of equity shares of face value of ₹ 1) to Mr. Kapil Bharati at its meeting held on August 08, 2026, subject to approval of Shareholders. The vesting schedule of such stock options is as under: 20% upon the completion of 12 months, 30% upon the completion of 24 months and remaining 50% upon the completion of 36 months from the date of grant. Date of grant : Date of approval of shareholders will be considered as the date of grant. The perquisite value of the options on exercise in any financial year shall become part of his remuneration for that year.

Note: He will not be entitled to any fee for attending the meetings of the Board of Directors or any Committee thereof.

The remuneration set out above represents the maximum remuneration for which the approval of the shareholders is being sought. The actual remuneration payable to the Whole-time Director shall be determined and approved by the NRC and the Board on an annual basis, taking into consideration the performance of the Company and the Whole-time Director. In no event shall the remuneration payable exceed the maximum remuneration approved by the shareholders.

The NRC and the Board, at their respective meetings held in May 2026, approved the estimated proposed remuneration for Mr. Kapil Bharati for FY27. The total proposed payout is approximately ₹39.9 million, comprising fixed salary and variable pay, alongside other benefits as per the Company's policy. The final disbursement of the variable component remains subject to the evaluation of the Whole-time Director and the Company's performance during the year, to be assessed and approved by the NRC and the Board.

As on the date of this Notice, Mr. Kapil Bharati holds 412,750 vested stock options pending exercise, and 1,676,250 unvested stock options. Out of 1,676,250 unvested stock options, 1,575,000 stock options are subject to performance criteria linked to the market value of the shares, as approved by the NRC. Such 1,575,000 stock options were granted to him pre-IPO. If the performance targets are not achieved within the defined timeline, such ESOP grant will lapse and will not vest. The shareholders may note that the last ESOP grant to Mr. Kapil Bharati was made on November 20, 2022.

The perquisite value of vested options to be exercised by him in any financial year becomes part of his remuneration of that year.

Mr. Kapil Bharati possesses the necessary skills, competencies, expertise, and extensive experience required for his role as a Whole-time Director (Executive Director and Chief Technology Officer) of the Company. He leads the Technology and Data Science divisions, providing overall technical direction to the organisation and building a global technology and data platform to provide real-time insights for businesses and decision support systems for logistics and supply chain players around the world. His leadership has significantly impacted the Company's success and development.

The remuneration to be paid to Mr. Kapil Bharati may exceed the limits specified in Section 197 of the Act during his tenure and in case of absence or inadequacy of profits in any of the financial year, the said remuneration shall be paid for the period of 3 (Three) years from October 13,

2026 upto October 12, 2029, without requiring to obtain any further approval of the members. The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors, therefore their prior approval is not required to be obtained.

The Company has received all statutory disclosures/ declarations from Mr. Kapil Bharati, including (i) consent in writing to act as a Whole-time Director (ii) intimation to the effect that he is not disqualified from being a Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated June 20, 2018, issued by the BSE Limited and the National Stock Exchange of India Limited pertaining to the enforcement of SEBI Orders regarding the appointment of Directors by the listed companies. Mr. Kapil Bharati satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V of the Act, for being eligible for re-appointment.

Considering the aforesaid, based on the recommendations of NRC, the Board of Directors at its meeting held on August 08, 2026 approved and recommended to the members of the Company:

a. the re-appointment of Mr. Kapil Bharati as a Whole-time Director (Executive Director and Chief Technology Officer) of the Company with effect from October 13, 2026 for a term of 5(Five) years i.e. up to October 12, 2031;

b. the payment of remuneration to Mr. Kapil Bharati as a Whole-time Director (Executive Director and Chief Technology Officer) of the Company with effect from October 13, 2026 for the period of 3 (Three) years i.e. up to October 12, 2029; and

c. the grant of stock options to Mr. Kapil Bharati.

Except Mr. Kapil Bharati 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 are concerned or interested, financially or otherwise, in the Ordinary Resolution as set out in Item No. 6 and Special Resolutions as set out in Item Nos. 7 and 8 of the accompanying Notice.

The Board recommends the resolutions for approving re-appointment, remuneration and grant of ESOPs as respectively set out in Item Nos. 6, 7 and 8 for requisite approval of the members.

Item No. 9:

Mr. Suraj Saharan one of the co-founders and currently holds the position of a Whole-time Director (Executive Director and Chief People Officer) of the Company. Prior to becoming Chief People Officer, he was the head of New Ventures of the Company. He holds a bachelor's degree in technology from the Indian Institute of Technology, Bombay. He was previously associated with Bain & Company India Private Limited, ICICI Lombard Insurance Company Limited and the Unique Identification Authority of India. He possesses the necessary skills, competencies, expertise, and extensive experience required for his role as Whole-time Director (Executive Director and Chief People Officer) of the Company. His leadership has significantly impacted the Company's success and development.

Pursuant to recommendation of the Nomination and Remuneration Committee ("**NRC**"), the Board of Directors at its meeting held on August 08, 2026 approved the grant of 225,000 stock options (convertible in the equivalent number of equity shares of face value of ₹ 1) to Mr. Suraj Saharan (DIN: 03431848), Whole-time Director (Executive Director and Chief People Officer) of the Company, under the ESOP Plan, subject to the approval of the members.

Vesting schedule : 20% upon the completion of 12 months, 30% upon the completion of 24 months and remaining 50% upon the completion of 36 months from the date of grant.

Date of grant : Date of approval of shareholders will be considered as the date of grant.

The perquisite value of the options on exercise in any financial year shall become part of his remuneration for that year.

As of the date of this Notice, no stock options are held by Mr. Suraj Saharan.

Except Mr. Suraj Saharan 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 are concerned or interested, financially or otherwise, in the Special Resolution as set out in Item No. 9.

The Board recommends the resolution for grant of ESOPs as set out in Item No. 9 for requisite approval of the members.

By Order of the Board of Directors
For Delhivery Limited

Madhulika Rawat
Company Secretary & Compliance Officer
Membership No. F8765

Place: Gurugram
Date: August 08, 2026

ANNEXURE A

DETAILS OF THE DIRECTORS SEEKING RE-APPOINTMENT AND APPROVAL OF REMUNERATION

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

Sr. No.	Particulars			
1.	**Name of Director**	**Mr. Sahil Barua**	**Mr. Kapil Bharati**	**Mr. Suraj Saharan**
2.	Director Identification Number (DIN)	05131571	02227607	03431848
3.	Date of Birth/Age	December 25, 1984/ 41 Years	May 11, 1978 / 48 years	April 04, 1983/ 43 years
4.	Brief Resume covering qualifications experience, expertise in specific functional area including details of recognition or awards, if any	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 has played a crucial role in shaping the long-term vision and strategy of the Company. His contributions have been invaluable in steering the Company towards its goals. Over the past more than a decade, he has been a key figure in the Company's growth journey, consistently driving progress and innovation. His leadership has significantly impacted the Company's success and development. He was previously associated with Bain & Company India Private Limited as Consultant.	He holds a bachelor's degree in technology (Mechanical Engineering) from the Indian Institute of Technology, Delhi. He leads the Technology and Data Science divisions, providing overall technical direction to the organisation and building a global technology and data platform to provide real-time insights for businesses and decision support systems for logistics and supply chain players around the world. His leadership has significantly impacted the Company's success and development. He was Founder and Chief Technology Officer of Athena Information Solutions Private Limited and Senior Manager, Technology at Sapient and Publicis Sapient.	He is one of the co-founders and currently holds the position of the Chief People Officer of the Company. Prior to becoming Chief People Officer, he was the head of New Ventures of the Company. He holds a bachelor's degree in technology from the Indian Institute of Technology, Bombay. He was previously associated with Bain & Company India Private Limited, ICICI Lombard Insurance Company Limited and the Unique Identification Authority of India. He possesses the necessary skills, competencies, expertise, and extensive experience required for his role as Whole-time Director (Executive Director and Chief People Officer) of the Company. His leadership has significantly impacted the Company's success and development.
5.	Date of original Appointment	December 19, 2011	August 19, 2021	May 16, 2025
6.	Shareholding including shareholding as a beneficial owner in the Company	12,664,056 equity shares	6,860,622 equity shares	9,186,199 equity shares

Sr. No.	Particulars			
7.	Direct/indirect relationship with the Company and/ or other Directors, Manager and other Key Managerial Personnel of the Company	None, except to the extent of holding shares in the Company as mentioned above		
8.	Details of other directorships	New Leaf Retail Technologies Private Limited	Nil	1. Algorhythm Tech Private Limited 2. Sirsi Heights Private Limited 3. Express Industry Council of India 4. Nirmit Bharat
	Membership/ Chairmanship of committees of the boards of other Company	Nil	Nil	Nil
	Name of listed entities from which the person has resigned in the past three years	Swiggy Limited	Nil	Nil
9.	Committee Membership/ Chairmanships of the Company	• Member of Corporate Social Responsibility & Sustainability Committee	• Member of Stakeholders Relationship Committee • Member of Risk Management Committee	• Member of Corporate Social Responsibility & Sustainability Committee
10.	No. of Meetings of Board of Directors attended during the financial year 2025-26	During the financial year 2025-26, 5 (Five) meetings of the Board were held and all the meetings were attended by him.	During the financial year 2025-26, 5 (Five) meetings of the Board were held and all the meetings were attended by him.	During the financial year 2025-26, 3 (Three) meetings of the Board were held subsequent to his appointment, all of which were attended by him.
11.	Remuneration sought to be paid	As mentioned in the explanatory statements of this Notice		
12.	Remuneration last drawn (For the financial year 2025-2026)	₹ 37.65 million (excluding perquisite value of stock options)	₹ 36.65 million (excluding perquisite value of stock options)	₹ 27.67 million (excluding perquisite value of stock options)
13.	Terms and conditions of appointment/ re-appointment/ remuneration	As mentioned in the explanatory statement of this Notice		

ANNEXURE – B

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

I. General Information:

Nature of Industry	The Company is in the logistics industry, which includes transportation and supply chain services. The industry is largely fragmented and is dominated by a large number of unorganised players. The major segments of industry are domestic transportation which is divided into road, rail and air transportation, cross border transportation which is divided into air & shipping transportation and warehousing & supply chain services.
Date or expected date of commencement of commercial production	June 22, 2011 (Date of Incorporation)
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
Financial performance based on given indicators	(₹ in million)

Particular	As on March 31, 2025 (Standalone Audited Annual Financial Statements)*	As on March 31, 2026 (Standalone Audited Annual Financial Statements)
Revenue from Operations	83,252.84	98,474.87
Profit/(Loss)	976.55	3,254.27

**Due to merger of Spoton Logistics Private Limited, Spoton Supply Chain Solutions Private Limited with the Company with appointed date April 01, 2025, as approved by Hon'ble NCLT ("Spoton Merger"), the comparative financial information of the Company for the financial year ended March 31, 2025 has been restated.*

Foreign investments or collaborations, if any	**Foreign Investments in the Company** Foreign equity shareholding in the Company is 51.54% of its total equity shares of the face value of ₹ 1 each as on March 31, 2026. **Foreign Investments by the Company** Delhivery Limited has the following wholly owned direct foreign subsidiary (100% equity) as on March 31, 2026: Delhivery USA LLC- Investment of USD 11,631,060/- Delhivery HK Pte Ltd- Investment of HKD 2,209,446/- Delhivery Singapore Pte Ltd- Investment of USD 8,499,974 /-

II. Information about Mr. Sahil Barua, Mr. Kapil Bharati and Mr. Suraj Saharan

Name of Director	Mr. Sahil Barua	Mr. Kapil Bharati	Mr. Suraj Saharan
Background Details and Recognition or awards	Please refer to point no. 4 of Annexure A.		
Past Remuneration	Remuneration of ₹ 37.65 million (excluding perquisite value of stock options) was paid for the financial year 2025-26	Remuneration of ₹ 36.65 million (excluding perquisite value of stock options) was paid for the financial year 2025-26	Remuneration of ₹ 27.67 million (excluding perquisite value of stock options) was paid for the financial year 2025-26
Job Profile and suitability	Please refer to point no. 4 of Annexure A.		
Remuneration Proposed	As mentioned in the explanatory statement forming part of this notice.		

II. Information about Mr. Sahil Barua, Mr. Kapil Bharati and Mr. Suraj Saharan	
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 above executive directors and considered the remuneration of executive directors of other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Mr. Sahil Barua, Mr. Kapil Bharati and Mr. Suraj Saharan. Basis of above, the Committee and the Board is recommending the remuneration as proposed hereinabove for approval of the members, which is as per the Nomination and Remuneration Policy of the Company. The Company believes that the remuneration proposed to be paid is appropriate and commensurate with the level of their expertise and profile.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Apart from the remuneration received as disclosed in point 12 of Annexure A, there is no other pecuniary relationship with the Company or with the managerial personnel.

III. Other information	
Reason for loss or inadequate profits	The profit after tax for the year ended March 31, 2026 stood at ₹3,254.27 million as against a profit after tax of ₹976.55 million (restated comparative number due to Spoton Merger) for the corresponding year ended March 31, 2025 based on the Standalone Financial Results of the Company, increased by ₹2,277.72 million. The Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA) for the year ended March 31, 2026 increased by approximately 100% year-on-year to ₹7,919.61 million from ₹3,959.69 million in the corresponding period (restated comparative number due to Spoton Merger). The significant improvement in the profit after tax and EBITDA has been achieved on account of growth in the business, better absorption of the fixed cost, and increase in utilization of plant, machinery and fleet. The Company is in a high growth phase and is making investments in technology, infrastructure and people.
Steps taken or proposed to be taken for improvement	The Company continues to invest in technology, infrastructure and people to achieve rapid growth. The Company has significant operating leverage in its business operations, and as the scale of its business grows further, the Company would have a higher ability to absorb fixed expenses, increase resource utilisation, enhance employee efficiency and improve profitability.
Expected increase in productivity and profits in measurable terms	The Company has significant operating leverage in its business operations, and as the scale of its business grows further, the Company would achieve higher EBITDA. Besides this, the Company is also focussed on improving revenue quality and ensuring profitable growth.

IV. Disclosure

The required information/details shall be disclosed under the Report of Corporate Governance in the Annual Report of the Company.