



DELHIVERY LIMITED

Remuneration Policy for the Directors, Key Managerial Personnel (KMP), Members of Senior Management and other Employees

1. BACKGROUND

Section 178 of the Companies Act, 2013 requires the Nomination and Remuneration Committee to recommend to the Board a policy for nomination and remuneration of directors, key managerial personnel and other employees.

This remuneration policy (the "**Policy**") harmonises the requirements of the Companies Act, 2013 including any rules made thereunder, each as amended (the "**Act**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "**SEBI Listing Regulations**"). Delhivery Limited ("**Company**") considers its human resources its invaluable assets and this Policy has been formulated so as to align aspirations of the employees with the goals of the Company.

2. OBJECTIVE

The Nomination and Remuneration Committee and this Policy shall be in compliance with Section 178 of the Companies Act, 2013, and SEBI Listing Regulations. The Key objectives of the Nomination and Remuneration Committee would be:

- To guide / recommend to the Board appointment and removal of Directors, KMP and Senior Management of the Company.
- To recommend to the Board the remuneration payable to the Directors, KMP, Senior Management and other Employees of the Company.
- To evaluate the performance of every member of the Board / KMP / member of Senior Management and provide necessary report to the Board for their further performance evaluation by the Board.
- To make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension



or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract.

- To recommend reward(s) payable to the KMP and Senior Management linked directly to their effort, performance, dedication and achievement relating to the Company's operations.
- To attract, retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- To do such other acts / deeds as may be prescribed under applicable laws.

3. DEFINITIONS

"Act" means the Companies Act, 2013 and rules framed thereunder, as amended from time to time.

"Board" means Board of Directors of the Company.

"Committee" means the Nomination and Remuneration Committee of the Board.

"Directors" mean Directors of the Company.

"Key Managerial Personnel" or "KMP" shall have the same meaning ascribed to it in clause (51) of section 2 of the Act.

"Senior Management" shall have the same meaning ascribed to it in Regulation 16(1)(d) of the SEBI Listing Regulations including the Executive Council Members of the Company from time to time.

"SEBI Listing Regulations" means Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time.

Words and expressions not defined in this Policy shall have the same meaning as contained in the Act, the SEBI Listing Regulations or any other applicable laws or regulations. In case of any contradictions in the provisions of the SEBI Listing Regulations, the Act or any other regulation and provisions of the Policy, the provisions of the Act and the SEBI Listing Regulations will prevail over the Policy.



4. ROLE OF COMMITTEE

The Committee shall:

- Identify persons who are qualified to become directors and who may be appointed in Senior Management of the Company including KMP in accordance with the criteria laid down in this policy and recommend to the Board their appointment or removal.
- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to remuneration of the Directors, KMP, Senior Management and other employees of the Company.
- Formulate criteria for evaluation of performance of independent directors and the Board.
- Determine whether to extend or continue the term of appointment of each independent director on the basis of the report on performance evaluation of independent directors.
- Devise a policy on Board diversity.
- Lay down or amend Policy for appointment and removal of Director, KMP and Senior Management Personnel.
- Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel.
- Recommend to the Board, all remuneration, in whatever form, payable to Senior Management.
- Ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully.
- Ensure that the relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Ensure that the remuneration to Directors, KMP and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- Administer, monitor and formulate detailed terms and conditions of the



Company's ESOP plans.

Appointment criteria and qualifications

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment and while doing so, take note of the following: -

- a. The Committee shall identify broad matrix of skill/expertise and competence that the members of the Board of the Company, KMP's and Senior Management Personnel shall possess.
- b. The person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment.
- c. While recommending the appointment of any Director, the Committee shall make sure that diversity guidelines are being adhered to.
- d. The Company shall not appoint or employ at the same time a managing director and a manager.
- e. The Company shall not appoint or continue the employment of any person as Managing Director / Manager / Whole-time Director who is below the age of twenty one years or has attained the age of seventy years. Provided that the appointment of a person who has attained the age of seventy years or term of such person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- f. At the time of appointment of a Director it should be ensured that the number of Boards on which such Director serves as a Director, including an alternate directorship, is restricted to twenty companies (including not more than ten public companies) and other requirements under SEBI Listing Regulations .
- g. An independent director shall possess appropriate skills, experience and knowledge in one or more fields of finance, law, management, sales, marketing, administration, research, corporate governance, technical operations or other disciplines related to the Company's business.

- h. The Committee while recommending the appointment of any independent director evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director.

- a. Any vacancy in the office of independent director shall be filled by appointment of a new independent director within the prescribed period under the Act and/or SEBI Listing Regulations.

Provided that where the company fulfils the requirement of independent directors in its Board even without filling the vacancy, the requirement of replacement by / appointment of a new independent director shall not apply.

Term / Tenure

a) Managing Director / Whole-time Director / Manager:

Subject to the provisions of the Act, the Company shall appoint or re-appoint any person as its Managing Director or Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry his/her term.

b) Independent Director:

Subject to the provisions of the Act, an independent director may hold office for a term up to five consecutive years and will be eligible for re-appointment

Further no independent director shall hold office for more than two consecutive terms. , but such independent director shall be eligible for appointment after expiry of three years of ceasing to become an independent director. Provided that an independent director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and



Senior Management Personnel at regular intervals (annually).

Removal

Due to reasons for any disqualification mentioned in the Act or under any other applicable law, the Committee may recommend to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Act and the rules made thereunder.

Retirement

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

Policy relating to the Remuneration for the Whole-time Director, KMP and Senior Management Personnel

General:

- a. The remuneration / compensation / commission etc. to the Managing Director, Whole-time Director, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval. Subject to the provisions of the Act, the remuneration / compensation / commission etc. shall be subject to the requisite approval of the shareholders of the Company.
- b. The limits of remuneration and commission to be paid to the Managing Director / Whole-time Director / / Key Managerial Personnel shall be in accordance with the provisions of the the Act and/or SEBI Listing Regulations.
- c. Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board. In the case of Managing Director / Whole-time Director / / Manager, the same should be within the limits approved by the shareholders.
- d. Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Manager, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying



them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

Remuneration to Whole-time / Executive / Managing Director, KMP and Senior Management Personnel:

a) Fixed pay:

The Managing Director /Whole-time Director / / KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakdown of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees, etc. shall be decided and approved by the Board / the person's authorized by the Board on the recommendation of the Committee and approved by the shareholders, wherever required.

b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director /Whole-time Director / Manager in accordance with the provisions of Schedule V of the Act.

c) Variable Pay:

The Managing Director /Whole-time Director / KMP and Senior Management Personnel may be paid performance-linked incentives and other variable payments, subject to their performance evaluation and compliance with the applicable laws.

Remuneration to Non- Executive / Independent Directors:

a) Commission / fixed pay:

Commission / fixed pay may be paid within the monetary limit as may be approved by the Board & shareholders on the recommendation of the Committee, subject to the limit prescribed and computed as per the applicable provisions under Schedule V of the Act and/or SEBI Listing Regulations.



b) Sitting Fees:

The non- executive and/or independent directors may receive remuneration by way of fees for attending the meetings of Board or committee thereof, as fixed by the Board, from time to time. Provided that the amount of such fees shall not exceed Rs.1,00,000 per meeting of the Board or committee of the Board or such amount as may be prescribed by the Central Government from time to time. Provided further that for Independent Directors and Women Directors, the sitting fee shall not be less than the sitting fee payable to other directors.

c) Stock Options:

An Independent Director shall not be entitled to any stock option of the Company.

d) Reimbursement of expenses:

An Independent Director may receive reimbursement of expenses for participation in the Board and other meetings of the Company.

Policy relating to remuneration and loans / advances to employees of the Company

- Employees to be assigned grades according to their qualifications, work experience, competencies and their roles & responsibilities in the organization. Individual remuneration shall be determined within the appropriate grade and based on various factors such as job profile, skill sets, seniority, experience and prevailing remuneration levels for equivalent jobs, as per the prevailing policy of the Company.
- Loans / advances to the employees shall be granted in accordance with their conditions of service and shall be as per the prevailing policy of the Company.

5. CHAIRPERSON

The members of the Committee present at the meeting shall choose one amongst them to act as Chairperson, who shall be an independent director.

Chairperson of the Company may be appointed as a member of the Committee but shall not Chair the Committee.

Chairperson of the Nomination and Remuneration Committee meeting or, in his



absence, any other member of the committee authorized by him in this behalf shall attend the general meetings of the Company.

6. FREQUENCY OF MEETINGS

The meeting of the Committee shall be held at such regular intervals as may be required and/or as per the applicable provisions of the Act and/or SEBI Listing Regulations.

7. COMMITTEE MEMBERS' INTERESTS

A member of the Committee shall not be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.

The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

8. VOTING

Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.

In the case of equality of votes, the Chairman of the meeting will have a casting vote.

9. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be minuted, tabled at the subsequent Board and Committee meeting and shall be entered in the minutes book within 30 days from the date of conclusion of such meeting.

10 ADOPTION & AMENDMENTS

The Policy has been adopted by the Board on 13th October 2021 and may be amended or modified by the Board from time to time.