



DELHIVERY LIMITED

1. Introduction

Delhivery Limited (the Company) , as a matter of good governance, has a whistle blower policy in place. This Policy sets out the process for handling concerns relating to malpractice or impropriety raised by employees in a confidential manner.

2. Objective and Commitment

The Company endeavors to conduct its relationships with its customers, suppliers, partners employees and competitors in accordance with the highest standards of integrity, honesty, openness and professionalism and is committed to true and fair dealing and to the highest standards of openness and accountability.

Delhivery takes malpractice and impropriety extremely seriously A person may report or raise any concern which he/ she believes is a wrongful act or unethical, which shall be seriously considered and investigated as a “Protected Disclosure” including but not limited to:-

- a. Financial malpractice or impropriety or fraud
- b. Failure to comply with a legal obligation or statutes
- c. Manipulation of company data/record
- d. Pilferage of confidential/proprietary information
- e. Dangers to health and safety or the environment
- f. Any unlawful act whether Criminal/Civil as per Indian Penal Code
- g. Improper conduct or unethical behavior
- h. Attempts to conceal any of these
- i. Leak of unpublished price sensitive information (UPSI)

It is not designed to question financial or business decisions taken by the Company nor should it be used to reconsider any matters, which have already

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been addressed under grievance, harassment, disciplinary or any other Company procedures.

Sections 177(9) and 177(10) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 made thereunder and Regulation 22(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as "**Listing Regulations**") require specified companies to establish a vigil mechanism/ whistle blower policy for Directors and Employees to report genuine concerns or grievances. It has also been prescribed that the vigil mechanism should also provide for adequate safeguards against victimization of Director(s) or Employee(s) or any other person who use such mechanism and should have provisions for direct access to the Chairperson of the Audit Committee

Further, Regulation 4(2)(d)(iv) of the Listing Regulations, inter alia, provides that entities shall devise an effective whistle blower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.

This Whistle Blower Policy (**'Policy'**) is framed in context of these statutory requirements and to put in place an appropriate framework for this purpose.

3. Scope

Various stakeholders of the Company are eligible to make Protected Disclosures under the Policy. These stakeholders may fall into any of the following broad categories:

- a. Directors of the Company and all its associate & subsidiary companies
- b. Employees of the Company and all its associate & subsidiary companies
- c. Employees of other agencies deployed for the Company's activities, whether working from
any of the Company's offices or any other location
- d. Contractors, vendors, suppliers or agencies (or any of their employees) providing any material or service to the Company
- e. Representative bodies of the stakeholders as mentioned above.

4. Principles

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It is a fundamental term of every contract of employment that an employee will faithfully serve his or her employer and not disclose confidential information about the employers' affairs. Nevertheless, where an individual discovers information that they believe shows serious malpractice or wrongdoing anywhere within our organization, then this information should be disclosed internally without fear of reprisal. Employees are required to raise their complaints through the internal procedures set down in this standard.

5. Procedure

5.1 Complaint Handling

The following procedure is to be followed for all reports/concerns relating to the activities of the company or individuals:

5.1.1 Notification

The person raising the concern should notify to the Pan India Complaint Cell via Writing to a secure email id:

whistle_blower@delhivery.com at the earliest to but not later than 30 consecutive days, after becoming aware of the same. However, subject to the seriousness of the issue raised, the Chairman of the Audit Committee can initiate the investigation subject to the complainant giving satisfactory reasons for the delay.

- It is preferable for concerns to be reported in writing, detailing the nature of the concern, when an act or acts took place, who was involved, and other relevant information. It is possible for a complainant to report the concern verbally, but they should be aware that the person receiving it will need to take notes in order to investigate the matters raised.
- A written acknowledgement of the concern/complaint shall be issued to the complainant by the Investigation Officer.

5.1.2 Investigation

- The Investigation Officer as appointed by the Audit Committee will investigate the Complaint under the supervision of the Audit Committee and place all findings of the investigation before the chairman of the Audit Committee for necessary actions. The Investigation officer shall follow the following process:

- Full details and clarifications of the complaint will be obtained.
- The member or members of staff against whom the complaint is made should be informed of the complaint.

A preliminary investigation shall be carried out to ascertain the genuineness of the Protected Disclosure. In case the Investigator is satisfied with the genuineness of the Protected Disclosure, then he/ she will proceed to investigate the same. In case not satisfied with the genuineness of the Protected Disclosure, then with the permission of the Chairman of the Audit Committee, the complaint can be disposed off without any investigation.

- The Investigation Officer will make a judgment concerning the complaint and validity of the complaint.
- If an investigation leads to the conclusion that an improper or unethical act has been committed, the chairperson of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the chairperson of the Audit Committee deems fit.
- If the complainant is not satisfied that their concern is being properly dealt with by the Investigation Officer, they have the right to raise it in confidence with the Chairperson of the Audit Committee at chairpersonac@delhivery.com.
- If there is evidence of criminal activity, then the investigating manager should inform the police.
- The Company will ensure that any internal investigation does not hinder a formal police investigation.
- The time taken to investigate the concern will depend on the complexity of the issues involved.
- A report of the investigation shall be submitted to the Audit Committee. The Audit Committee, if deems fit, may call for further information or particulars from the complainant and at its discretion, consider involving any other/additional Officer of the Company and/or Committee and/ or an external agency for the purpose of investigation.
- Unless there are compelling reasons not to do so, the member or members of staff against whom the complaint is made will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against him/her shall be considered as maintainable unless there is good evidence in support of the allegation.

5.2 Overseeing the functioning of Policy

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The Audit Committee shall oversee the functioning of the whistle blower mechanism and if any of the member(s) of the Audit Committee have a conflict of interest in a given case, such member(s) would recuse themselves and the other member(s) on the Audit Committee would deal with the matter on hand.

5.3 Safeguards

- **Protection**- The Company will protect the Complainant who discloses concerns provided any such disclosure is made in good faith. There should be some genuine basis for the concern raised in that the employee should have real reason to believe that the malpractice or impropriety has taken place or is likely to take place.
- Direct or indirect victimization/unfair treatment of any person using this standard in good faith will be regarded as a serious disciplinary offence.
- Adequate safeguards to the complainant(s) shall be provided against:
 - Unfair employment practices like retaliation, threat or intimidation of termination, suspension of services or contracts, etc.
 - Direct or indirect abuse of authority to obstruct the Complainant 's right to continue performance of his/ her duties/functions during routine daily operations, including making further Protected Disclosures under this Policy.
- Complainants shall have direct access to the Chairperson of the Audit Committee, be, in exceptional cases at chairpersonac@delhivery.com
- **Confidentiality**- The Company will treat all such disclosures in a confidential and sensitive manner. The identity of the individual making the allegation may be kept confidential so long as it does not hinder or frustrate any investigation. However, the investigation process may reveal the source of the information, with their consent, particularly if a statement, as part of the evidence, is required.
- **Anonymous Allegations**- The Company encourages individuals to put their name to any disclosures they make. Whilst anonymous allegations will be considered, an investigation and follow up will only be entertained depending on:
 - the seriousness of the issues raised
 - credibility of the concern

- o level of sufficient detail provided and whether an investigation can be started.
- o likelihood of confirming the allegation from attributable sources.
- **Untrue Allegations**- If an individual makes an allegation in good faith, which is not confirmed by subsequent investigation, no action will be taken against that individual. In making a disclosure the individual should exercise due care to ensure the accuracy of the information. If, however, an individual makes malicious or vexatious allegations, and particularly if he or she persists with making them, disciplinary action may be taken against that individual as per the disciplinary policy.
- **Repeated Frivolous Complaints**- in case repeated frivolous complaints are filed by a director or an employee, the Audit Committee may take suitable action against the concerned director or employee including reprimand.

6. Responsibility and Authority

6.1 Rights and Responsibilities

All employees (on roll & off roll) have:

- a responsibility to inform the company of instances of malpractice or inappropriate behavior.
- a responsibility to assist in any process to resolve concerns.
- the right to be protected from victimization by others arising from concerns being raised.

Employees raising concerns have:

- the right to have their concern treated seriously and with confidentiality if required.
- the right to be protected from victimization arising from the concern.

Managers notified of a concern have:

- a responsibility to ensure concerns raised are taken seriously, properly investigated and an objective assessment made.
- a responsibility to keep the complainant advised on progress and timescales.
- a responsibility for ensuring that all necessary actions to resolve valid concerns are taken.



- a responsibility to provide feedback to the complainant on the outcome and any action taken.

6.2. Authority

This Policy is issued under the authority of the Board of Directors of the Company (the Board) .

6.3. Communication & Implementation

A copy of the policy will be uploaded on the website of the Company and will also be made available on Darwinbox for all the employees. The policy will be explained to the new joiners at the time of induction & continuous communication will ensure that awareness of code of conduct & whistle blower policy is cascaded to all in the organization. The corporate governance report of the Company shall disclose about Whistleblower Policy & affirm that no personnel have been denied access to the Audit Committee.

Responsibility for its implementation is set out below:

- Divisional/ BU Heads are responsible for implementing the policy standard, monitoring its implementation in the everyday activities of their division and report to their divisional board.
- Managers are responsible for implementing the policy standard, monitoring its implementation in the everyday activities of their operations and report to their board.
- All staff are responsible for the reporting concerns relating to malpractice or impropriety in accordance with this Policy Standard and for its implementation within the framework of Delhivery's procedures and directives.

7. Evidence of Compliance

To demonstrate compliance with this Policy Standard, the following documentation is to be retained by the Company for minimum 3 years and available for audit:

- Whistle-blowing Policy Standard (This document)
- Related policy statements and procedures
- Complaints and Investigation reports
- Staff familiarization with reporting procedures

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8. Adoption and amendments

The Policy has been adopted by the Board of Directors on 13th October 2021 and may be reviewed / amended / modified by the Board as may be required on the recommendations of Audit Committee.