



## **NOTICE OF THE 50<sup>TH</sup> EXTRA ORDINARY GENERAL MEETING**

**NOTICE** is hereby given that **50<sup>th</sup> Extra Ordinary General Meeting (“EGM”)** of the members of Delhivery Limited (the “**Company**”) will be held at a shorter notice on Wednesday, 29<sup>th</sup> December, 2021 at 5.30 P.M. IST at the Corporate Office of the Company located at First Floor, Plot No 5, Sector 44, Gurugram – 122002 Haryana, to transact the following business:

### **SPECIAL BUSINESS**

#### **ITEM NO. 1: Appointment of Mr. Donald Francis Colleran (DIN: 09431299) as a Director, Nominated by FedEx Express Transportation and Supply Chain Services (India) Private Limited**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the recommendations of the Nomination and Remuneration Committee vide its resolution dated December 20, 2021, the board of directors of the Company (“Board”) vide its resolution dated December 24, 2021, Share Subscription Agreement dated July 15, 2021 (“SSA”) entered into amongst the Founders (as defined in the SSA), the Company and FedEx Express Transportation and Supply Chain Services (India) Private Limited (“Investor”), the Shareholders’ Agreement dated August 09, 2021 executed by and amongst the Company, SVF Doorbell (Cayman) Ltd., Nexus Ventures III Limited, Nexus Opportunities Fund Limited, Times Internet Limited, CA Swift Investments, Internet Fund III Pte. Ltd., Canada Pension Plan Investment Board, FedEx, the Founders (as defined in the SHA), the Retiring Founders (as defined in the SHA) and the Other Shareholders (as defined in the SHA) (“SHA”) and the Supplemental Agreement dated October 26, 2021 (“Supplemental Agreement”) entered into amongst the Founders, the Company FedEx Express Transportation and Supply Chain Services (India) Private Limited (“Investor”), Section 149, 152, 161, 164 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force) and the articles of association of the Company, **Mr. Donald Francis Colleran** (DIN: 09431299) be and is hereby appointed as a director nominated by the Investor (“Investor Director”) on the Board with immediate effect, liable to retire by rotation .



**Delhivery Limited**  
**Corporate Office:** Plot 5, Sector 44, Gurugram - 122 002, Haryana, India  
**Registered Office:** N24-N34, S24-S34, Air Cargo Logistics Centre-II,  
Opposite Gate 6 Cargo Terminal, IGI Airport, New Delhi – 110037  
(Formerly known as “Delhivery Private Limited”)

CIN: U63090DL2011PLC221234  
+91 124 6225600  
corporate@delhivery.com  
www.delhivery.com



**RESOLVED FURTHER THAT** any Director of the Company, Mr. Amit Agarwal, Chief Financial Officer and Mr. Sunil Kumar Bansal, Company Secretary be and are hereby authorized, jointly and severally to sign and file requisite e-Form DIR-12 along with the necessary attachments with the Registrar of the Companies in connection with the appointment of the Investor Director and take all steps and give such directions as may be required, necessary, expedient or desirable in connection with or incidental for giving effect to the above resolutions.”

**By order of the Board of Directors  
for DELHIVERY LIMITED**

**Sd/-  
Sunil Kumar Bansal  
Company Secretary & Compliance Officer  
M. No. F 4810  
Place: Plot No.5, Sector-44, Gurugram, Haryana-122002  
Date: December 24, 2021**



**Delhivery Limited**  
**Corporate Office:** Plot 5, Sector 44, Gurugram - 122 002, Haryana, India  
**Registered Office:** N24-N34, S24-S34, Air Cargo Logistics Centre-II,  
Opposite Gate 6 Cargo Terminal, IGI Airport, New Delhi – 110037  
(Formerly known as “Delhivery Private Limited”)

CIN: U63090DL2011PLC221234  
+91 124 6225600  
corporate@delhivery.com  
www.delhivery.com

# DELHIVERY

## NOTES:

- (i) The Explanatory Statement as required pursuant to the provisions of Section 102(1) of the Companies Act, 2013, in respect of the special business set out above is annexed as **Annexure 1** hereto and forms a part of this notice.
- (ii) ***A member entitled to attend and vote at the general meeting is entitled to appoint a proxy to attend and vote instead of himself. The proxy need not be a member of the Company. The duly completed proxy instruments must be received by the Company, before the commencement of the meeting. The blank proxy form is annexed as Annexure 2 hereto. Pursuant to Section 105 of the Companies Act, 2013 and rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.***
- (iii) As the EGM is being held at a shorter notice than that prescribed under Section 101(1) of the Companies Act, 2013, the members are requested to provide their respective consent to hold the EGM at shorter notice. The form of the consent letter is attached as **Annexure 3** hereto.
- (iv) Pursuant to Section 113 of the Companies Act, 2013 corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the resolution of its Board of Directors authorizing their representative to attend and/or vote on their behalf at the EGM.
- (v) An attendance slip is attached as **Annexure 4** hereto.
- (vi) Route map of the venue of the EGM is contained in **Annexure 5** hereto.
- (vii) All relevant documents referred to in the accompanying Notice are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, upto the date of EGM and will also be kept open at the venue of the EGM till the conclusion of the EGM.



(viii) Members may note that the Notice of the 50<sup>th</sup> EGM will also be available on the Company's website <https://www.delhivery.com/investor-relations/>



**Delhivery Limited**  
**Corporate Office:** Plot 5, Sector 44, Gurugram - 122 002, Haryana, India  
**Registered Office:** N24-N34, S24-S34, Air Cargo Logistics Centre-II,  
Opposite Gate 6 Cargo Terminal, IGI Airport, New Delhi – 110037  
(Formerly known as "Delhivery Private Limited")

CIN: U63090DL2011PLC221234  
+91 124 6225600  
corporate@delhivery.com  
www.delhivery.com



## ANNEXURE-1

### **EXPLANATORY STATEMENT UNDER SECTION 102(2) OF THE COMPANIES ACT, 2013:**

The following explanatory statement pursuant to Section 102 of the Companies Act, 2013 sets out all material facts relating to the special business mentioned in the accompanying notice and should be taken as forming part of the notice.

#### **Item No. 1**

The Company has allotted 20,914,500 (Twenty Million Nine Hundred Fourteen Thousand and Five Hundred) equity shares of face value of Re. 1/- (Rupee One Only) each, at a premium of Rs. 355.55/- (Rupees Three Hundred Fifty Five point Five Five Only) each ("**Equity Shares**") to FedEx Express Transportation and Supply Chain Services (India) Private Limited (the "**Investor**") on December 08, 2021, in accordance with the terms of the Share Subscription Agreement ("**SSA**") dated July 15, 2021 entered into amongst the Founders (as defined in the SSA), the Company and FedEx Express Transportation and Supply Chain Services (India) Private Limited ("**Investor**"), the Shareholders' Agreement dated August 09, 2021 executed by and amongst the Company, SVF Doorbell (Cayman) Ltd., Nexus Ventures III Limited, Nexus Opportunities Fund Limited, Times Internet Limited, CA Swift Investments, Internet Fund III Pte. Ltd., Canada Pension Plan Investment Board, FedEx, the Founders (as defined in the SHA), the Retiring Founders (as defined in the SHA) and the Other Shareholders (as defined in the SHA) ("**SHA**") and the Supplemental Agreement to the SSA and SHA dated October 26, 2021 entered into amongst the Founders, the Company and the Investor.

The Investor has a right to appoint a nominee director on the Board of the Company as per aforesaid SSA and SHA.

Accordingly, upon the recommendation of the Nomination and Remuneration Committee ("**Committee**") on December 20, 2021, the Board of Directors at its meeting held on December 24, 2021, pursuant to the provisions of section 149, 152 and 161 and other applicable provisions of the Companies Act, 2013 ("**Act**") (including statutory modification(s) or re-enactments thereof for the time being in force), approved the appointment of Mr. Donald Francis Colleran as Additional Director being the nominee of Investor, w.e.f. December 24, 2021, subject to the approval of members of the Company.





Mr. Donald Francis Colleran has the requisite qualifications, skills, experience and expertise in specific functional areas, which are beneficial to the Company.

A brief profile of Mr. Donald Francis Colleran for the perusal of the members is stated below:

Mr. Donald Francis Colleran holds the position as President & CEO of FedEx Express since March 2019. Prior to that he held the position of EVP, Chief Sales Officer at FedEx Corporation from January 2017 to March 2019. Further, he has received a bachelor's degree in Business Administration from the University of New Hampshire in 1978.

Mr. Donald Francis is not disqualified from being appointed as Director of the Company, in terms of the provisions of Section 164 of the Act and as per all the necessary disclosures required under the Companies Act, 2013.

During his tenure as the Director of the Company, Mr. Donald Francis Colleran shall be liable to retire by rotation, in terms of Section 152 of the Act.

The Board recommends the Ordinary Resolution mentioned in Item No. 1 of the Notice, for approval of the Members.

None of the Directors, except Mr. Donald Francis Colleran himself, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, except to their individual shareholding held in the Company, in the said resolution.

**By order of the Board of Directors  
for DELHIVERY LIMITED**

**Sd/-  
Sunil Kumar Bansal  
Company Secretary & Compliance Officer  
M.No. FCS –4810  
Place: Plot No.5, Sector-44, Gurugram, Haryana-122002  
Date: December 24, 2021**





**ANNEXURE 2**

**FORM NO. MGT-11**

**PROXY FORM**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]**

**CIN:** U63090DL2011PLC221234

**Name of the Company:** Delhivery Limited

**Registered office:** N24-N34, S24-S34, Air Cargo Logistics Centre-II, Opposite Gate 6 Cargo Terminal, IGI Airport, New Delhi 110037

|                       |  |                        |  |
|-----------------------|--|------------------------|--|
| Name of the member(s) |  | e-mail Id              |  |
| Registered Address    |  | Folio No/<br>Client Id |  |
|                       |  | DP ID                  |  |

I/We, being the member(s) of Delhivery Limited holding ..... shares of the abovenamed Company, hereby appoint:



**Delhivery Limited**  
**Corporate Office:** Plot 5, Sector 44, Gurugram - 122 002, Haryana, India  
**Registered Office:** N24-N34, S24-S34, Air Cargo Logistics Centre-II, Opposite Gate 6 Cargo Terminal, IGI Airport, New Delhi - 110037  
(Formerly known as "Delhivery Private Limited")

CIN: U63090DL2011PLC221234  
+91 124 6225600  
corporate@delhivery.com  
www.delhivery.com

# DELHIVERY

1

|                                |            |
|--------------------------------|------------|
| Name :                         | E-mail Id: |
| Address:                       |            |
| Signature_____, or failing him |            |

2.

|                                |            |
|--------------------------------|------------|
| Name :                         | E-mail Id: |
| Address:                       |            |
| Signature_____, or failing him |            |

3.

|        |            |
|--------|------------|
| Name : | E-mail Id: |
|--------|------------|



**Delhivery Limited**  
**Corporate Office:** Plot 5, Sector 44, Gurugram - 122 002, Haryana, India  
**Registered Office:** N24-N34, S24-S34, Air Cargo Logistics Centre-II,  
Opposite Gate 6 Cargo Terminal, IGI Airport, New Delhi – 110037  
(Formerly known as "Delhivery Private Limited")

CIN: U63090DL2011PLC221234  
+91 124 6225600  
corporate@delhivery.com  
www.delhivery.com



# DELHIVERY

|                                 |  |
|---------------------------------|--|
| Address:                        |  |
| Signature _____, or failing him |  |

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 50<sup>th</sup> Extra Ordinary General Meeting of the Company, to be held on Wednesday, December 29, 2021 at 5.30 P.M. at Corporate Office of the Company located at First Floor, Plot No 5, Sector 44, Gurugram – 122002 Haryana and at any adjournment thereof in respect of such resolutions as are indicated below:

| No.                     | Resolutions  | For | Against |
|-------------------------|--|-----|---------|
| <b>Special Business</b> |  |     |         |
| 1.                      | <b>Appointment of Mr. Donald Francis Colleran (DIN: 09431299) as a Director, Nominated by FedEx Express Transportation and Supply Chain Services (India) Private Limited</b> |     |         |

Signed this ..... day of ..... 2021

Signature of shareholder \_\_\_\_\_

\_\_\_\_\_  
Signature of 1<sup>st</sup> proxy holder      Signature of 2<sup>nd</sup> proxy holder      Signature of 3<sup>rd</sup> proxy holder

**Note: This form of proxy in order to be effective should be duly completed and deposited at the Corporate Office of the Company.**



**Delhivery Limited**  
Corporate Office: Plot 5, Sector 44, Gurugram - 122 002, Haryana, India  
Registered Office: N24-N34, S24-S34, Air Cargo Logistics Centre-II,  
Opposite Gate 6 Cargo Terminal, IGI Airport, New Delhi – 110037  
(Formerly known as "Delhivery Private Limited")

CIN: U63090DL2011PLC221234  
+91 124 6225600  
corporate@delhivery.com  
www.delhivery.com



**ANNEXURE 3**

**[FORM OF SHAREHOLDER'S CONSENT FOR HOLDING 50<sup>th</sup> EXTRA ORDINARY GENERAL MEETING AT SHORTER NOTICE]**

Date:

From:

\_\_\_\_\_ (Name),

\_\_\_\_\_ (Address)

To,

The Board of Directors,

Delhivery Limited (the "**Company**"),

N24-N34, S24-S34, Air Cargo Logistics Centre-II,

Opposite Gate 6 Cargo Terminal, IGI Airport,

New Delhi-110037

**ATTN: THE BOARD OF DIRECTORS**

Dear Sir(s)/Madam,

Sub: Consent for holding 50<sup>th</sup> extra ordinary general meeting at a shorter notice pursuant to Section 101(1) of the Companies Act, 2013.

I/We, Mr. /Mrs./Ms. \_\_\_\_\_, son/daughter/wife of \_\_\_\_\_, residing at \_\_\_\_\_, having our registered office/principal office at \_\_\_\_\_ holding \_\_\_\_\_ [equity shares] of the Company, having a face value of Rs. \_\_\_\_\_ (Rupees \_\_\_\_\_) each, in [my/our] own name, hereby give



[my/our] consent, pursuant to Section 101(1) of the Companies Act, 2013, for holding the 50<sup>th</sup> Extra Ordinary General Meeting on Wednesday, December 29, 2021 at 5.30 P.M. at the Corporate Office of the Company located at First Floor, Plot No 5, Sector 44, Gurugram – 122002 Haryana, at a shorter notice.

Yours truly,

**[Insert Name]**



**Delhivery Limited**  
**Corporate Office:** Plot 5, Sector 44, Gurugram - 122 002, Haryana, India  
**Registered Office:** N24-N34, S24-S34, Air Cargo Logistics Centre-II,  
Opposite Gate 6 Cargo Terminal, IGI Airport, New Delhi – 110037  
(Formerly known as "Delhivery Private Limited")

CIN: U63090DL2011PLC221234  
+91 124 6225600  
corporate@delhivery.com  
www.delhivery.com



**ANNEXURE 4**

**ATTENDANCE SLIP**

|   |  |
|---|--|
| Regd. Folio No./DP Id No.*/Client Id No.*                     |  |
| No. of Shares held  |  |
| Name and Address of the Shareholder<br><br>(IN BLOCK LETTERS) |  |
| Name of the Joint holder (if any)                             |  |

I/we hereby record my/our presence at the 50<sup>th</sup> Extra Ordinary General Meeting of the Company to be held on Wednesday, December 29, 2021 at 5.30 P.M. at the Corporate Office of the Company located at First Floor, Plot No 5, Sector 44, Gurugram – 122002 Haryana.

.....

.....

Member's/Proxy's Name in Block Letters

Member's/Proxy's Signature

**Notes:**

A Member/Proxy holder wishing to attend the meeting must bring the Attendance Slip to the Meeting and handover at the entrance duly signed.

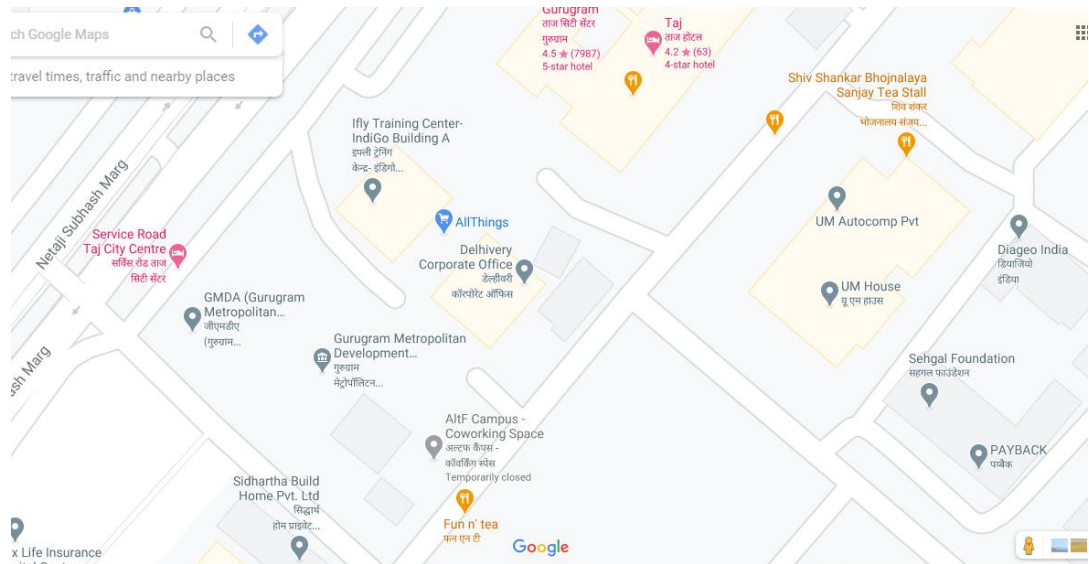
\*Applicable for investor holding shares in electronic form.



# DELHIVERY

## ANNEXURE 5

### ROUTE MAP OF THE VENUE OF THE 50<sup>th</sup> EXTRA ORDINARY GENERAL MEETING



**Delhivery Limited**  
**Corporate Office:** Plot 5, Sector 44, Gurugram - 122 002, Haryana, India  
**Registered Office:** N24-N34, S24-S34, Air Cargo Logistics Centre-II,  
Opposite Gate 6 Cargo Terminal, IGI Airport, New Delhi - 110037  
(Formerly known as "Delhivery Private Limited")

CIN: U63090DL2011PLC221234  
+91 124 6225600  
corporate@delhivery.com  
www.delhivery.com