



Whistle Blower Policy

Version Control

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1. INTRODUCTION

1.1. The Board of Directors (“**Board**”) of Delhivery Limited (“**Company**”) has adopted the following whistle blower policy (“**Policy**”) in accordance with Sections 177(9) and 177(10) of the Companies Act, 2013 (“**Act**”) 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 (“**Listing Regulations**”), which require specified companies to establish a vigil mechanism/ whistle blower policy for directors and employees to report genuine concerns or grievances. The vigil mechanism is also required to provide for adequate safeguards against victimization of director(s) or employee(s) or any other person(s) who use such mechanism and should have provisions for direct access to the chairperson of the audit committee (“**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.

2. OBJECTIVE

2.1 This Policy sets out the process for handling concerns relating to malpractice or impropriety raised by members of the Board and/or any employee/s in a confidential manner without the victimization of the said Board member or employee who brings such concerns to light.

3. DEFINITIONS

3.1. “**Complainant**” means a Director or employee of the Company, or its subsidiaries or any other Person including vendors, contractors, subcontractors, consultants, trainees, shareholders, former employees and any other third parties (collectively referred hereinafter as “**Person(s)**”) must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation, making a Protected Disclosure under this Policy.

3.2. “**Investigation Officer(s)**” means persons authorized by the Audit Committee to investigate the complaints from Whistle Blowers and to place the same before the Audit Committee for its disposal and informing the Whistle Blower the result thereof.

3.3. “**Protected Disclosure**” means any written or anonymous communication (including email) made in good faith that discloses or demonstrates information that may evidence suspected or actual unethical or improper activity

3.4. Other capitalized terms not defined herein shall have the same meaning as ascribed to them under the Act, the rules thereunder and the Listing Regulations.

4. SCOPE

4.1 Complainant may report or raise any factual / suspected violation (and not speculative) /concerns about wrongful or unethical acts which may have a significant adverse impact on the Company as a “**Protected Disclosure**”, including but not limited to the following:

- a. Financial malpractice or impropriety or fraud;
- b. Failure to comply with a legal obligation or compliance of applicable Laws/

- statutes;
- c. Manipulation of company data/records;
- d. Accounting or financial reporting violations,
- e. Breach of confidential/proprietary information;
- f. Dangers to health and safety or the environment;
- g. Any unlawful act whether criminal/civil;
- h. Leak of unpublished price sensitive information (“**UPSI**”);
- i. Violation of the Company’s Code of Conduct and Ethics / Insider Trading/ Anti Bribery Policy

Exclusions:

- a. Complaints regarding sexual harassment will be handled by the internal complaints committee in compliance with laws on workplace sexual harassment.
- b. Personal grievances regarding increment, promotion, appraisal rating etc. or general personnel/ administration issues.
- c. Financial business decisions taken by the Company or any matters, which have already been addressed under grievance, harassment, disciplinary or any other Company procedures.

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 within the Company:

a. Reporting:

- i. All Protected Disclosures should be reported in writing by the Complainant as soon as possible, not later than 30 days after the Complainant becomes aware of the same and should include as much information about the suspected violation as you can provide. Wherever possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where not reported anonymously, the complainant may be contacted for further information.
- ii. The Protected Disclosure should be submitted by the Complainant either to their respective reporting manager, or their Human Resources Business Partner. The complainant need not report to someone they believe may be involved in the suspected violation.
- iii. If the Complainant has any complaint against any of the above persons or any issue in reaching out to them then they may raise the complaint to the Compliance Officer at whistle_blower@delhivery.com and / or to the Chairman of the Audit Committee at chairpersonac@delhivery.com
- iv. Protected Disclosures received by any executive of the Company should be forwarded to the Investigation Officer for further appropriate action.

- v. Anonymous disclosure may not be entertained by the Investigation Officer. However, it shall be the duty and responsibility of every person receiving the protected disclosure to protect the identity of the Complainant, where not anonymous.

b. Investigation:

The Investigation Officer 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:

- i. Full details and clarifications of the complaint will be obtained.
- ii. The member or members of staff against whom the complaint is made should be informed of the complaint, while maintaining confidentiality of the complainant.
- iii. A preliminary investigation shall be carried out to ascertain the genuineness and significance of the Protected Disclosure. In case the Investigation Officer is satisfied with the genuineness and significance of the Protected Disclosure, then he/ she will proceed to investigate the same. In case he/she is not satisfied with the genuineness and significance of the Protected Disclosure, then, with the permission of the Chairman of the Audit Committee, the complaint can be disposed off without any investigation.
- iv. 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.
- v. 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
- vi. If there is evidence of criminal activity, then the Investigation Officer should inform the police. The Company will ensure that any internal investigation does not hinder a formal police investigation.
- vii. The time taken to investigate the concern will depend on the complexity of the issues involved.
- viii. A report of the investigation shall be submitted to the Audit Committee. The Audit Committee, if it 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 the investigation.
- ix. 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 evidence in support of the allegation.

5.2 Safeguards:

- a. Protection: The Company will protect the Complainant who discloses concerns provided any such disclosure is made in good faith. There should be some genuine and significant 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.
- b. Direct or indirect victimization/unfair treatment of any person using this Policy in good faith will be regarded as a serious disciplinary offence.
- c. Adequate safeguards to the complainant(s) shall be provided against:
 - i. Unfair employment practices like retaliation, threat or intimidation of termination, suspension of services or contracts, etc.
 - ii. 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.
- d. Complainants shall have direct access to the chairperson of the Audit Committee, in exceptional cases at chairpersonac@delhivery.com
- e. 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.
- f. 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.
- g. 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.

6. AUTHORITY

6.1. This Policy is issued under the authority of the Board. A copy of this Policy will be uploaded on the website of the Company and will also be made available to new joiners at the time of induction & to all employees through continuous communication.

7. RETENTION OF DOCUMENTS

7.1. All Protected Disclosures in writing or documented along with the results of investigation relating thereto, shall be retained as per applicable laws.

8. AMENDMENT AND CONFLICT

8.1. Any subsequent amendment/modification in the applicable laws shall automatically apply to this Policy. The Board has the right to amend or modify this Policy in whole or in part, at any time without assigning any reason, whatsoever. In the event of conflict between this Policy and any applicable laws, applicable laws shall prevail.