



Code of Conduct for Board Members, Key Managerial Personnel & Senior Management

Version Control

Sl. No.	Approving Authority	Date of Approval / Amendment / Effect
1	Board of Directors	13 th October, 2021
2	Board of Directors	25 th March, 2022



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)

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1. INTRODUCTION

1.1 The Board of Directors of Delhivery Limited has adopted this code of conduct for Board Members, Key Managerial Personnel and Senior Management (Directors and Employees), as per Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”) read with provisions of Companies Act, 2013.

2. OBJECTIVE

2.1 The objective of the Code is to set standards for business conduct so that concerned officer(s) act in accordance with the highest standards of personal and professional integrity, honesty and ethical conduct, while working for and on behalf of the Company.

3. DEFINITIONS

The code is applicable to the following persons (Directors and Employees):

3.1. “Directors” mean Directors of the Company.

3.2. “Key Managerial Personnel or KMP” means

3.2.1. Chief Executive Officer or the Managing Director (MD) of the Company.

3.2.2. Executive Directors (EDs);

3.2.3. Chief Financial Officer;

3.2.4. Chief Operations Officer;

3.2.5. Head – New Ventures;

3.2.6. Managing Director and Chief Executive Officer of Material Subsidiary of the Company;

3.2.7. Chief People Officer;

3.2.8. Company Secretary; and

3.2.9. such other officer as may be prescribed under the applicable laws or nominated by the Board.

3.3. “Senior Management Personnel” or “SMP” means personnel of the Company as defined under Listing Regulations read with provisions of Companies Act, 2013 and is included in the group of KMP of the Company.

4. STANDARDS OF CONDUCT

4.1 The Directors and Employees shall conduct the business of the Company in a transparent, professional, and fiduciary manner on the following parameters:

- a. Honest and ethical behaviour;
- b. Compliance with all applicable laws;
- c. Avoid competing with the business of the Company without proper disclosures of the same to the Board of Directors;
- d. Protect the confidentiality of the Company’s information;

- e. Adherence to anti-bribery / gifting & other policies of the Company;
- f. Protection and usage of the Company's assets for the legitimate business purposes;
- g. Adherence to corporate governance norms, policies, systems and processes defined by the Company; and
- h. Avoid discrimination of employees based on colour, race, religion, caste, creed or sex and provide equal opportunity to all

5. OTHER RESPONSIBILITIES

5.1 The Directors and Employees shall:

5.1.1 undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the Company.

5.1.2 ensure that adequate disclosures are made before entering into related party transactions.

5.1.3 report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct in accordance with the Vigil mechanism of the Company.

5.1.4 act in utmost good faith and exercise due care, diligence and personal and professional integrity in the performance of their official duties and responsibilities and shall in no event compromise with their independence of judgement.

6. DUTIES OF DIRECTORS

6.1 All Directors shall discharge their duties as per the applicable provisions of the Listing Regulations and the Companies Act, 2013.

7. VIOLATION

7.1 It shall be the duty of the Directors and Employees to help the enforcement of this Code.

7.2 A violation of this Code may result in disciplinary action such as termination from the association / employment with the Company/ suspension, demotion, as may be deemed necessary.

8. AMENDMENTS AND WAIVERS

8.1 The Code may be amended or modified by the Board as may be required and shall be published on the website of the Company.

9. ACKNOWLEDGMENT AND ANNUAL AFFIRMATION

9.1 The Directors and Employees shall acknowledge the receipt of this Code indicating that they have received, read and understood, and agreed to comply with the Code and send the same to the Compliance Officer.

9.2 It is obligatory on the part of every person covered under this Code to make an annual disclosure under this Code affirming their adherence to the Code on an annual basis. This disclosure shall be made to the Compliance Officer in the format annexed as Appendix I.

Appendix I

To
The Company Secretary and Compliance Officer
Delhivery Limited

ANNUAL COMPLIANCE REPORT

Dear Sir,

I do hereby solemnly affirm that to the best of my knowledge and belief, I have fully complied with the provisions of the Company's Code of Conduct for Board Members and Other Key Managerial Personnel during the financial year ended 31st March, _____.

Signature:

Name:

Designation:

Address:

DIN:

Date:

Place: