

DELHIVERY

Date: April 7, 2026

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001
India

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051
India

Scrip Code: 543529

Symbol: DELHIVERY

Sub: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") – Postal Ballot Notice

Dear Ma'am/Sir,

We hereby submit a copy of Postal Ballot Notice ("**Notice**") dated March 19, 2026, along with the explanatory statement for seeking approval of the members through Postal Ballot **by way of remote electronic voting (" e-Voting")** in respect of the following items, as set out in the Notice:

Item No.	Type of Resolution(s)	Particulars
1	Special Resolution	To approve the appointment of Ms. Neelam Dhawan (DIN: 00871445) as a Non-Executive Independent Director, and payment of remuneration.
2	Special Resolution	To approve remuneration of Mr. Romesh Sobti (DIN: 00031034), Non-Executive Independent Director.
3	Special Resolution	To approve remuneration of Mr. Sameer Ashok Mehta (DIN: 02945481), Non-Executive Independent Director.
4	Special Resolution	To approve remuneration of Mrs. Namita Vikas Thapar (DIN: 05318899), Non-Executive Independent Director.
5	Special Resolution	To approve remuneration of Dr. Padmini Srinivasan (DIN: 09813415), Non-Executive Independent Director.
6	Special Resolution	To approve remuneration of Mr. Yashish Dahiya (DIN: 00706336), Non-Executive Independent Director.



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: L63090DL2011PLC221234
+91 124 6225600
corporate@delhivery.com
www.delhivery.com



The Notice is also available on the Company's website at www.delhivery.com, the relevant section of the website of BSE Limited ("BSE"): www.bseindia.com and National Stock Exchange of India Limited ("NSE"): www.nseindia.com on which the equity shares of the Company are listed and on the website of National Securities Depository Limited ("NSDL") at www.evoting.nsdl.com

In accordance with the applicable laws and circulars issued by the Ministry of Corporate Affairs, Securities and Exchange Board of India, the said Notice is being sent by email on Tuesday, April 7, 2026 to all the members of the Company whose names appear in the Register of Members / List of Beneficial Owners maintained by the Depositories as on **Friday, April 3, 2026 ("Cut-off date")** and whose email IDs are registered with the Company/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited) ("RTA") / Depositories/ Depository Participants.

The Company has appointed NSDL for facilitating e-Voting to enable the members to cast their votes electronically. The e-Voting shall commence on **Wednesday, April 8, 2026, at 9:00 AM (IST)** and shall end on **Thursday, May 7, 2026, at 5:00 PM (IST)** (both days inclusive).

The results of the Postal Ballot will be announced on or before **Monday, May 11, 2026**, and the same will be communicated to BSE and NSE along with the Scrutinizer's report. Additionally, the results will also be uploaded on the Company's website viz. www.delhivery.com and on the website of NSDL viz. www.evoting.nsdl.com and will also be placed on the notice board at the registered office of the Company.

You are requested to kindly take the same on your records.

Thank you.

**Yours sincerely,
For Delhivery Limited**

**Madhulika Rawat
Company Secretary & Compliance Officer
Membership No.: F8765**

Encl: As above



DELHIVERY LIMITED

CIN: L63090DL2011PLC221234

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

Corporate Office: Plot No. 5, Sector-44, Gurugram, Haryana 122002

Website: www.delhivery.com; **Email:** corporateaffairs@delhivery.com; **Tel No.:** +91 124 6225602

E-Voting starts on	E-Voting ends on
Wednesday, April 8, 2026 at 9:00 a.m. (IST)	Thursday, May 7, 2026 at 5:00 p.m. (IST)

NOTICE OF POSTAL BALLOT

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”) and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”), each, as amended from time to time, and any other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), General Circular No(s). 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 03/2025 dated September 22, 2025 (“**MCA Circulars**”) issued by the Ministry of Corporate Affairs (“**MCA**”), that the resolutions appended below are proposed to be passed by the equity shareholders (“**Members**”) of Delhivery Limited (the “**Company**”) by way of Postal Ballot only through remote e-Voting process (“**e-Voting**”). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

Accordingly, the Company is sending Postal Ballot Notice only by email to its Members who have registered their email address as on **Friday, April 3, 2026** (“**Cut-Off Date**”) with the Company/Registrar and Share Transfer Agent (“**RTA**”)/ Depository Participants (“**DPs**”)/ Depositories and the communication of assent /dissent of the shareholders on the resolutions proposed in the Notice will only take place through the e-Voting.

In respect of those Members who have not registered their email address, the Company has provided the mechanism to register their email address in the Notes and a public notice to that effect will be published in the newspapers.



An explanatory statement pursuant to the provisions of Sections 102, 110 of the Act and other applicable provisions of the Act, pertaining to the resolutions setting out the material facts and the reasons thereof, is appended hereto.

Pursuant to the provisions of Rule 22(5) of the Companies (Management and Administration) Rules, 2014, the Board of Directors of the Company, has appointed Mr. Prabhakar Kumar, Partner of M/s VAPN & Associates, Company Secretary in Practice (Membership No. FCS 5781, COP No. 10630) or failing him Mr. Ashok, Partner of M/s VAPN & Associates, Company Secretary in Practice (Membership No. ACS 55136, COP No. 20599), as the Scrutinizer for conducting the Postal Ballot through remote e-Voting process in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) for the purpose of providing remote e-Voting facility to all its Members. The Members (whether holding shares in demat form or in physical form) are requested to read the related notes to this Postal Ballot Notice and instructions given thereunder carefully and cast their votes through e-Voting. The remote e-Voting period commences on **Wednesday, April 8, 2026 at 9:00 A.M. (IST)** and ends on **Thursday, May 7, 2026, at 5:00 P.M. (IST)**.

Upon completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairperson or any person authorized by the Chairperson and the results of the Postal Ballot will be announced not later than two working days of conclusion of the voting through Postal Ballot, i.e. on or before **Monday, May 11, 2026**. The said results would be displayed on the notice board at the registered office of the Company and intimated to National Stock Exchange of India Limited and BSE Limited, where the equity shares of the Company are listed. Additionally, the results will also be uploaded on the Company’s website at www.delhivery.com and on the website of NSDL at www.evoting.nsdl.com. The last date of e-Voting, i.e. **Thursday, May 7, 2026**, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

- 1. To approve the appointment of Ms. Neelam Dhawan (DIN: 00871445) as a Non-Executive Independent Director, and payment of remuneration**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 197, 198 read with Schedule IV and Schedule V and all other applicable provisions of the Companies Act, 2013 (“Act”) and rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), based on the



recommendation of the Nomination and Remuneration Committee (“NRC”), Ms. Neelam Dhawan (DIN: 00871445), who was appointed as an Additional Director, designated as Non-Executive Independent Director, by the Board of Directors (“Board”) with effect from March 20, 2026, and who has submitted a declaration that she meets the criteria for her appointment as an Independent Director under the Act and SEBI Listing Regulations and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Independent Director, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, to hold the office for a period of 5 (five) years with effect from March 20, 2026 to March 19, 2031;

RESOLVED FURTHER THAT subject to the applicable provisions of the Act, the SEBI Listing Regulations and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association and based on the recommendation of the NRC and the Board, approval of the members of the Company be and is hereby accorded for payment of remuneration to Ms. Neelam Dhawan, as Non-Executive Independent Director of the Company, as detailed in the explanatory statement attached hereto in addition to sitting fee for attending the meetings of the Board and/or Committee(s) thereof, for her tenure with effect from March 20, 2026 and in case of absence or inadequacy of profits in any of the financial year, the said remuneration shall be paid for the period of 3 (three) years from March 20, 2026 upto March 19, 2029, without requiring to obtain any further approval of the members;

RESOLVED FURTHER THAT the terms and conditions of remuneration of Ms. Neelam Dhawan as set out in the explanatory statement annexed to this notice be and are hereby approved with liberty to the Board (which term shall be deemed to include the NRC) to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Board and Ms. Neelam Dhawan;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall be deemed to include NRC) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

2. To approve remuneration of Mr. Romesh Sobti (DIN: 00031034), Non-Executive Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:



“RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 read with the Schedule IV and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee (**“NRC”**) and the Board of Directors (**“Board”**), the approval of the members be and is hereby accorded for revision in the remuneration to be paid to Mr. Romesh Sobti (DIN: 00031034) as Non-Executive Independent Director, as detailed in the explanatory statement attached hereto (in addition to sitting fee for attending the meetings of the Board and/or Committee(s) thereof), for the period beginning from April 1, 2026 to September 30, 2026 and in case of absence or inadequacy of profits, the said remuneration shall be paid for the above period, without requiring to obtain any further approval of the members;

RESOLVED FURTHER THAT the terms and conditions of remuneration of Mr. Romesh Sobti as set out in the explanatory statement annexed to this notice be and are hereby approved with liberty to the Board (which term shall be deemed to include the NRC) to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Board and Mr. Romesh Sobti;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall be deemed to include NRC of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

3. To approve remuneration of Mr. Sameer Ashok Mehta (DIN: 02945481), Non-Executive Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 read with the Schedule IV and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association of the Company, and based on the



recommendation of the Nomination & Remuneration Committee (“NRC”) and the Board of Directors (“Board”), the approval of the members be and is hereby accorded for the revision in the remuneration to be paid to Mr. Sameer Ashok Mehta (DIN: 02945481) as Non-Executive Independent Director, as detailed in the explanatory statement attached hereto (in addition to sitting fee for attending the meetings of the Board and/or Committee(s) thereof), for the period beginning from April 1, 2026 to February 6, 2028 and in case of absence or inadequacy of profits, the said remuneration shall be paid for the above period, without requiring to obtain any further approval of the members;

RESOLVED FURTHER THAT the terms and conditions of remuneration of Mr. Sameer Ashok Mehta as set out in the explanatory statement annexed to this notice be and are hereby approved with liberty to the Board (which term shall be deemed to include the NRC) to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Board and Mr. Sameer Ashok Mehta;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall be deemed to include NRC of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

4. To approve remuneration of Mrs. Namita Vikas Thapar (DIN: 05318899), Non-Executive Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 read with the Schedule IV and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee (“NRC”) and the Board of Directors (“Board”), the approval of the members be and is hereby accorded for the revision in the remuneration to be paid to Mrs. Namita Vikas Thapar (DIN: 05318899) as Non-Executive Independent Director, as detailed in the explanatory statement attached hereto (in addition to sitting fee for attending the meetings of the Board and/or Committee(s) thereof), for the period beginning from



April 1, 2026 to February 16, 2028 and in case of absence or inadequacy of profits, the said remuneration shall be paid for the above period, without requiring to obtain any further approval of the members;

RESOLVED FURTHER THAT the terms and conditions of remuneration of Mrs. Namita Vikas Thapar as set out in the explanatory statement annexed to this notice be and are hereby approved with liberty to the Board (which term shall be deemed to include the NRC) to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Board and Mrs. Namita Vikas Thapar;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall be deemed to include NRC of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. To approve remuneration of Dr. Padmini Srinivasan (DIN: 09813415), Non-Executive Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 read with the Schedule IV and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee (“**NRC**”) and the Board of Directors (“**Board**”), the approval of the members be and is hereby accorded for the revision in the remuneration to be paid to Dr. Padmini Srinivasan (DIN: 09813415) as Non-Executive Independent Director, as detailed in the explanatory statement attached hereto (in addition to sitting fee for attending the meetings of the Board and/or Committee(s) thereof), for the period beginning from April 1, 2026 to July 31, 2028 and in case of absence or inadequacy of profits, the said remuneration shall be paid for the above period, without requiring to obtain any further approval of the members;



RESOLVED FURTHER THAT the terms and conditions of remuneration of Dr. Padmini Srinivasan as set out in the explanatory statement annexed to this notice be and are hereby approved with liberty to the Board (which term shall be deemed to include the NRC) to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Board and Dr. Padmini Srinivasan;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall be deemed to include NRC of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

6. To approve remuneration of Mr. Yashish Dahiya (DIN: 00706336), Non-Executive Independent Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 197, 198 read with the Schedule IV and Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (**“Act”**), the Companies (Appointment and Remuneration of Managerial Personnel) Rules, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and all other rules, regulations, guidelines, statutory notifications made by any statutory authorities (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force), relevant provisions of the Articles of Association of the Company, and based on the recommendation of the Nomination & Remuneration Committee (**“NRC”**) and the Board of Directors (**“Board”**), the approval of the members be and is hereby accorded for the revision in the remuneration to be paid Mr. Yashish Dahiya (DIN: 00706336) as Non-Executive Independent Director, as detailed in the explanatory statement attached hereto (in addition to sitting fee for attending the meetings of the Board and/or Committee(s) thereof), for the period beginning from April 1, 2026 to July 31, 2028 and in case of absence or inadequacy of profits, the said remuneration shall be paid for the above period, without requiring to obtain any further approval of the members;

RESOLVED FURTHER THAT the terms and conditions of remuneration of Mr. Yashish Dahiya as set out in the explanatory statement annexed to this notice be and are hereby approved with liberty to the Board (which term shall be deemed to include the NRC) to alter and vary the terms and conditions of the remuneration in such manner as may be agreed to between the Board and Mr. Yashish Dahiya;



RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall be deemed to include NRC of the Board authorized in the said behalf) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By the order of the Board of Directors
For Delhivery Limited

Madhulika Rawat
Company Secretary & Compliance Officer
Membership No. F8765

Place: Mumbai
Date: March 19, 2026



NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act and SS-2 setting out all material facts and reasons for the proposed resolutions is annexed hereto and forms part of this notice.
2. As per the MCA Circulars and any other guidelines issued by the MCA, the Notice of Postal Ballot is being sent in electronic mode only to those Members who have registered their e-mail addresses as on Cut-Off Date with the Company/ DPs/ Depositories/ MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), the Company's RTA.
3. The Members will have the option to vote only through remote e-Voting and voting through physical ballot papers will not be provided.
4. Pursuant to the provisions of Sections 108 and 110 of the Act read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted through Postal Ballot. The Company has engaged the services of NSDL for the purpose of providing e-Voting facility to all its members. Instructions for the process to be followed for e-Voting are annexed to this Postal Ballot Notice.
5. The Members whose names are appearing in the Register of Members/ List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by e-Voting. Members receiving the Notice of Postal Ballot whose names do not appear in the Register of Members/ List of Beneficial Owners as mentioned above, should treat this notice for information purposes only.

It is however clarified that, all Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses) shall be entitled to vote in accordance with the process specified in this Notice.
6. The said Notice is also available on the website of the Company at www.delhivery.com, the relevant section of the website of BSE Limited ("BSE"): www.bseindia.com and National Stock Exchange of India Limited ("NSE"): www.nseindia.com on which the equity shares of the Company are listed and on the website of NSDL: www.evoting.nsdl.com.
7. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members as on Cut-off date.
8. The e-voting period commences on **Wednesday, April 8, 2026 at 9.00 A.M.** (IST) and ends on **Thursday, May 7, 2026 at 5.00 P.M.** (IST). During this period, Members of the Company, holding



shares either in physical or dematerialised form, as on the Cut-off date, i.e., **Friday, April 3, 2026** may cast their vote electronically. The e-Voting module shall be disabled by NSDL thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

9. All documents referred to in the accompanying Postal Ballot Notice shall be available for inspection electronically. Members seeking to inspect such documents can send an email on or before the last date of e-Voting of this Postal Ballot to corporateaffairs@delhivery.com with subject line "Inspection of Documents – Postal Ballot".

10. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address.

Procedure for registering the e-mail addresses for obtaining the Postal Ballot Notice and remote e-Voting instructions by the Members whose e-mail addresses are not registered with the DPs (in case of Members holding shares in demat form) or with RTA (in case of Members holding shares in physical form)

Those persons who are Members of the Company as on Cut-off date and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

i. For Temporary Registration:

The process to be followed for temporary registration of an e-mail address is as follows:

- a. Visit the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html
- b. Select the Name of the Company from the dropdown: Delhivery Limited.
- c. Enter the DP ID & Client ID / Physical Folio Number, Name of the Member and PAN details. Members holding shares in the physical form need to additionally enter one of the share certificate(s) numbers.
- d. Enter your Mobile No. and email id and click on the "Continue" button.
- e. The system will send OTP on Mobile and Email IDs.
- f. Upload a self-attested copy of your PAN card and Address proof viz Aadhar Card, passport or front and back side of share certificate in case of Physical folio.
- g. Enter the OTP received on your Mobile and Email Address.

ii. For Permanent Registration:

Members are requested to register the email address with their concerned DPs, in respect of Demat holding and with RTA, in respect of physical holding, by submitting the Form ISR-1 duly filled and signed by the holders. Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated with their DPs / RTA to enable servicing of notices/documents/ Annual Reports and other communications electronically to their e-mail address in the future.



11. INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system





A. Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN , Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.



Type of shareholders	Login Method
	<p>3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>



Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B. Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.



4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a. For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b. For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c. For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 139041 then user ID is 139041001***

5. Password details for shareholders other than Individual shareholders are given below:
- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password
 - How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is active.
2. Select “EVEN” of the company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the Depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to corporateaffairs@delhivery.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to corporateaffairs@delhivery.com. If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.



General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@vapn.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre – Assistant Vice President, at evoting@nsdl.com.



EXPLANATORY STATEMENT

(Annexed to the Notice pursuant to Sections 102 and 110 of the Companies Act, 2013)

The following statement sets out all material facts relating to special business mentioned in the accompanying notice of Postal Ballot:

Item No. 1:

The Board of Directors (“**Board**”) on March 19, 2026, based on the recommendation of the Nomination and Remuneration Committee (“**NRC**”), approved the appointment and remuneration of Ms. Neelam Dhawan (DIN: 00871445), as an Additional Director in the capacity of Non-Executive Independent Director with effect from March 20, 2026, subject to approval of Members of the Company. The Board has also approved the appointment of Ms. Neelam Dhawan as Chairperson of the Board with effect from April 1, 2026.

The Company has received the following disclosures from Ms. Neelam Dhawan:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 (“**Appointment Rules**”).
- Intimation in Form DIR-8 in terms of the Appointment Rules to the effect that she is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (“**Act**”).
- A declaration to the effect that she meets the criteria of independence as provided under Section 149(6) of the Act and rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).
- Notice of Disclosure of Interest in Form MBP-1 as per the provisions of Section 184(1) of the Act.
- Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018, that she has not been debarred or disqualified from holding office of a director of the Company by virtue of any order passed by SEBI or such other Statutory Authorities.

Further, Ms. Neelam Dhawan has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her respective duties as an Independent Director of the Company. She has also confirmed compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.



In the opinion of NRC and the Board, Ms. Neelam Dhawan is a person of integrity and fulfills the conditions prescribed under the Act and SEBI Listing Regulations for her appointment as Independent Director of the Company and is Independent of the Management.

The Company has received a notice in writing by a member proposing her candidature as director under Section 160 of the Act.

The proposed remuneration to be paid to Ms. Neelam Dhawan as a Non-Executive Independent Director is up to ₹9.0 Million per annum based on the time and efforts to be spent by her and her valuable guidance for decision making by the Board / Committees in addition to the sitting fees for attending the meetings of the Board / Committee(s) of the Company, as may be recommended and approved by the NRC and the Board.

She is also eligible for reimbursement of expenses incurred, if any, to attend and participate in the Board Meeting(s) or Committee Meeting(s) or separate meeting(s) of Independent Directors, as permissible under the Act and/or SEBI Listing Regulations.

The remuneration to Ms. Neelam Dhawan may exceed the limits specified in Section 197 of the Act during her tenure. The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors, therefore their prior approval is not required to be obtained. Pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act, the appointment of Ms. Neelam Dhawan along with the terms of remuneration, requires approval of the Members by way of a Special Resolution.

The brief profile of Ms. Neelam Dhawan and other relevant information as required under SEBI Listing Regulations and Secretarial Standards are provided under **Annexure A** and details as required under Schedule V (Part II) (Section II) of the Act are given under **Annexure B** to this Notice.

The copy of the letter for the appointment of Ms. Neelam Dhawan as Non-Executive Independent Director setting out the terms and conditions are available for inspection by the Members.

Except Ms. Neelam Dhawan herself and her relatives to the extent of their shareholding, if any, none of the Directors and Key Managerial Personnel of the Company and/or her relatives are concerned or interested, financially or otherwise, in the Special Resolution as set out in Item No. 1 of the accompanying Notice.

The Board recommends the resolution for approving the appointment and remuneration of Ms. Neelam Dhawan as set out in Item No. 1 for approval of the Members by way of a **Special Resolution**.



Item No. 2 to 6

Mr. Romesh Sobti, Mr. Sameer Mehta, Mrs. Namita Thapar, Dr. Padmini Srinivasan and Mr. Yashish Dahiya were appointed as Non-Executive Independent Directors of the Company for 5 (Five) years and the Members of the Company had approved their remuneration as mentioned below:

Particulars	Mr. Romesh Sobti	Mr. Sameer Mehta	Mrs. Namita Thapar	Dr. Padmini Srinivasan	Mr. Yashish Dahiya
Remuneration approved till	September 30, 2026	February 6, 2028	February 16, 2028	July 31, 2028	July 31, 2028
Approved remuneration	₹6.0 million per annum ₹0.5 million per annum for chairing any Committee of the Board				
Sitting fees	For attending the meetings of the Board of Directors/ Committee(s) of the Company, as may be recommended and approved by the Nomination & Remuneration Committee ("NRC") and the Board.				

Based on the recommendation of the NRC and the Board, the approval of Members is being sought on remuneration to be paid to the Independent Directors for the respective period as mentioned below:

Particulars	Mr. Romesh Sobti	Mr. Sameer Mehta	Mrs. Namita Thapar	Dr. Padmini Srinivasan	Mr. Yashish Dahiya
Period for remuneration	From April 1, 2026 to September 30, 2026	From April 1, 2026 to February 6, 2028	From April 1, 2026 to February 16, 2028	From April 1, 2026 to July 31, 2028	From April 1, 2026 to July 31, 2028
Proposed remuneration	₹7.0 million per annum ₹0.5 million per annum for chairing any Committee of the Board				
Sitting fees	For attending the meetings of the Board of Directors/ Committee(s) of the Company, as may be recommended and approved by the NRC and the Board.				

They are also eligible for reimbursement of expenses incurred, if any, to attend and participate in the board meeting(s) or committee meeting(s) or separate meeting(s) of independent directors, as permissible under the Companies Act, 2013 and/ or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Non-Executive Independent Directors of the Company are highly experienced professionals having specialized knowledge on finance, corporate governance, technology, marketing, financial and risk management, sustainability and other relevant areas that help in shaping and steering the long-term strategy of the Company while safeguarding the interest of various stakeholders.

The contribution of non-executive and independent directors in the business of the Company is immense in view of their indepth knowledge, independent judgement, highly developed skills, expertise and rich experience in various functional areas etc. Considering the rapid changes in the business environment, enhanced level of corporate governance, constant need of building and reviewing the business strategies etc. the duties and responsibilities of non-executive and independent directors has become onerous. In view of the



aforesaid, the non-executive and independent directors are expected to enhance level of decision making ability, ensure greater time commitments with high level of oversight, raise the corporate governance standards, maintain integrity etc. It is also informed that there has been no change in remuneration since 2021 and considering the evolving roles and responsibilities of the Independent Directors and Board transition, the Board of Directors (based on the recommendation of the NRC) on March 19, 2026, approved and recommended to the Members for their approval, the revision of the remuneration as mentioned above to the Non-Executive and Independent Directors.

The respective remuneration to said Non-Executive and Independent Directors may exceed the limits specified in Section 197 of the Act. The Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditors, therefore their prior approval is not required to be obtained. Pursuant to the provisions of Sections 196, 197 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act, the remuneration payable to said Non-Executive and Independent Directors, requires approval of the Members by way of a Special Resolution.

Relevant details as required under the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India and Schedule V of the Act, have been provided in **Annexure A** and **Annexure B**, respectively to this Notice.

Except respective Independent Director himself / herself and their relatives to the extent of their shareholding, if any, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolutions as set out in Item No. 2 to 6 of the accompanying Notice.

The Board recommends the resolutions for approving remuneration as set out in Item No. 2 to 6 for approval of the Members by way of **Special Resolutions**.

By the order of the Board of Directors
For **Delhivery Limited**

Madhulika Rawat
Company Secretary & Compliance Officer
Membership No. F8765

Place: Mumbai
Date: March 19, 2026

ANNEXURE A

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT AND/OR APPROVAL OF REMUNERATION

(Pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the provisions of the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India)

Sr. No.	Name of Director	Ms. Neelam Dhawan	Mr. Romesh Sobti	Mr. Sameer Mehta
1.	Director Identification Number (DIN)	00871445	00031034	02945481
2.	Date of Birth / Age	October 22, 1959/ 66 years	March 24, 1950 / 75 years	November 29, 1976 / 49 years
3.	Brief Resume covering qualifications, experience, expertise in specific functional area including details of recognition or awards, if any	<p>Ms. Neelam Dhawan is an Economics graduate from St Stephen's College and an MBA from Faculty of Management Studies, University of Delhi, India. She was previously associated with Hewlett-Packard Enterprise India Private Limited as Vice President, solutions sales and with HP India Sales Private Limited, HewlettPackard Enterprise India Private Limited, Microsoft Corporation(India) Private Limited as Managing Director. She currently serves as an Independent Director on the Boards of Hindustan Unilever Limited, Tech Mahindra Limited, Ather Energy Limited, Fractal Analytics Limited, Capillary Technologies India Limited and Capita PLC. She is also on the Board of</p>	<p>Mr. Romesh Sobti is Non-Executive Independent Director of the Company. He holds a bachelor's degree in electrical engineering from Jabalpur University and a diploma in corporate laws and secretarial practice from the Indian Law Institute. He was previously associated with IndusInd Bank Limited as Managing Director and Chief Executive Officer.</p>	<p>Mr. Sameer Mehta is one of the founding members and promoters of Imagine Marketing Limited ('boAt') and currently serves as the Whole-time Director of boAt.</p> <p>He holds a Bachelor of Commerce (B.Com.) degree from Narsee Monjee College of Commerce and Economics, Mumbai, and has extensive experience in technology, product research, and development. He also co-founded Redwood Interactive, which owned 'RedGear,' a prominent gaming brand in India.</p> <p>His achievements as a leader in the consumer technology space have</p>



Sr. No.	Name of Director	Ms. Neelam Dhawan	Mr. Romesh Sobti	Mr. Sameer Mehta
		<p>Nudge Lifeskills Foundation. Over several years, leading business journals such as Fortune, Forbes and Business Today have recognized her as one of the Most Powerful Women in Business. Her main area of expertise is managing complex technology businesses in highly matrixed organizations. She has experience of IT transformation across multiple industries: banking and finance, telecommunications, manufacturing, healthcare, and government. She was on the NASSCOM Executive Council from 2009 to 2017 and made significant contributions to the industry strategy and public policy frameworks. She is passionate about encouraging diversity at work and women in technology. She has been working on various initiatives to encourage STEM education for girls</p>		<p>been widely recognized. He has been featured on the covers of Business Today and Forbes India, highlighting his influence and success in building a globally recognized brand. He is recognized as one of Forbes India's "Tycoons of Tomorrow," reflecting their shared vision and innovation in establishing boAt as a global brand.</p> <p>Additionally, he has been recognized among 'IDFC FIRST Private & Hurun India's Top 200 Self-made Entrepreneurs of the Millennia 2024,' further solidifying his stature as a leading entrepreneur in India.</p>



Sr. No.	Name of Director	Ms. Neelam Dhawan	Mr. Romesh Sobti	Mr. Sameer Mehta
4.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	In view of the above profile as specified in point 3 above, the Nomination and Remuneration Committee and the Board are of the view that Ms. Neelam Dhawan possesses the requisite skills and capabilities, which would be of immense benefit to the Company.	Not Applicable	Not Applicable
5.	Date of original Appointment	March 20, 2026	October 1, 2021	February 7, 2025
6.	Shareholding including shareholding as a beneficial owner in the Company	Nil	Nil	Nil
7.	Direct/indirect relationship with the Company and/or other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
8.	Details of other directorships (as on March 19, 2026)	<ul style="list-style-type: none"> ● Capillary Technologies India Limited ● Fractal Analytics Limited ● Ather Energy Limited ● Hindustan Unilever Limited ● Nudge Lifeskills Foundation ● Tech Mahindra Limited ● Data Security Council of India 	<ul style="list-style-type: none"> ● Dabur India Limited ● Adani Green Energy Limited ● Kogta Financial (India) Limited ● Olive Bar & Kitchen Private Limited ● Helios Capital Asset Management (India) Private Limited 	<ul style="list-style-type: none"> ● Imagine Marketing Limited ● Ecom Express Limited ● Cash Tech Private Limited ● Casttech Allied Private Limited ● Triocast Technologies Private Limited ● KAHA Pte. Ltd., Singapore
	Membership/ chairmanship of committees of the boards of other Company (as on March 19, 2026)	Capillary Technologies India Limited <ul style="list-style-type: none"> ● Audit Committee – Member ● Stakeholders Relationship Committee - Chairperson ● Nomination and Remuneration Committee – Member 	Adani Green Energy Ltd. <ul style="list-style-type: none"> ● Risk Management Committee - Chairperson ● Audit Committee - Member ● Corporate Social Responsibility Committee-Member 	Ecom Express Limited <ul style="list-style-type: none"> ● Audit Committee – Chairperson ● Nomination & Remuneration Committee- Chairperson Imagine Marketing Limited <ul style="list-style-type: none"> ● Risk Management Committee - Member



Sr. No.	Name of Director	Ms. Neelam Dhawan	Mr. Romesh Sobti	Mr. Sameer Mehta
		<ul style="list-style-type: none"> ● Risk Management Committee – Chairperson <p>Fractal Analytics Limited</p> <ul style="list-style-type: none"> ● Audit Committee – Chairperson ● Corporate Social Responsibility Committee – Member <p>Ather Energy Limited</p> <ul style="list-style-type: none"> ● Audit Committee - Member ● Nomination and Remuneration Committee - Member ● Stakeholders Relationship Committee – Chairperson <p>Hindustan Unilever Limited</p> <ul style="list-style-type: none"> ● Audit Committee - Member ● Nomination and Remuneration Committee - Chairperson ● Risk Management Committee - Member ● Corporate Social Responsibility Committee – Member <p>Tech Mahindra Limited</p> <ul style="list-style-type: none"> ● Risk Management Committee - Member ● CSR Committee - Member ● Share Allotment Committee - Member 	<p>Dabur India Limited</p> <ul style="list-style-type: none"> ● Audit Committee – Member <p>Kogta Financial (India) Limited</p> <ul style="list-style-type: none"> ● Audit Committee-Chairman ● Nomination and Remuneration Committee-Member 	



Sr. No.	Name of Director	Ms. Neelam Dhawan	Mr. Romesh Sobti	Mr. Sameer Mehta
	Name of listed entities from which the person has resigned in the past three years	ICICI Bank Limited Yatra Online Limited	Aditya Birla Capital Ltd.	Nil
9.	Committee Membership/ Chairmanships of the Company (as on March 19, 2026)	Nil	Chairperson of Audit Committee, Member of Risk Management Committee, Stakeholders Relationship Committee and Merger and Acquisition Committee	Chairperson of Risk Management Committee
10.	No. of Meetings of Board of Directors attended during the financial year 2025-26	Not applicable as no board meeting has been held so far post approval of her appointment as Director.	During the financial year 2025-26, 5 (five) meetings of the Board were held and 2 (two) meetings were attended by him.	During the financial year 2025-26, 5 (five) meetings of the Board were held and 4 (four) meetings were attended by him.
11.	Remuneration sought to be paid	As mentioned in the explanatory statements of this Notice		
12.	Remuneration last drawn	Not applicable	<ul style="list-style-type: none"> During the financial year 2024-25 - ₹6.5 million (excluding sitting fees) From April 01, 2025 upto the date of this notice - ₹4.88 million (excluding sitting fees) 	<ul style="list-style-type: none"> During the financial year 2024-25 - ₹0.89 million (excluding sitting fees) From April 01, 2025 upto the date of this notice - ₹4.63 million (excluding sitting fees)
13.	Terms and conditions of appointment/re-appointment/ remuneration	As mentioned in the explanatory statement of this Notice		



Sr. No.	Name of Director	Mrs. Namita Thapar	Dr. Padmini Srinivasan	Mr. Yashish Dahiya
1.	Director Identification Number (DIN)	05318899	09813415	00706336
2.	Date of Birth / Age	March 21, 1977/ 48 years	January 9, 1962 / 64 years	September 16, 1972/ 53 years
3.	Brief Resume covering qualifications, experience, expertise in specific functional area including details of recognition or awards, if any	<p>Mrs. Namita Thapar is a Whole-time Director of Emcure Pharmaceuticals Limited ('Emcure'), a global pharmaceutical company headquartered in Pune. Prior to joining Emcure, she worked for 6 years at Guidant Corporation, USA.</p> <p>She is an MBA graduate from the Fuqua School of Business at Duke University and a Chartered Accountant from The Institute of Chartered Accountants of India. She is one of the Sharks in the popular TV show "Shark Tank India". She is a recipient of various prestigious corporate awards such as The Economic Times '40 under Forty' award, Barclays Hurun Next Gen Leader recognition, Economic Times 2017 Women Ahead List, World Women Leadership Congress Super Achiever award.</p>	<p>Dr. Padmini Srinivasan, PhD, is a senior member of the faculty and serves as the Chairperson of the Centre for Corporate Governance and Sustainability and of Executive Education at IIM Bangalore. She conducts research and teaches courses across Financial Reporting and Analysis, Corporate Governance and Ethics and Management Accounting. She holds a PhD from the National Law School of India University, Bangalore. She is a Fellow Member of the Institute of Chartered Accountants of India (ICAI) and an Associate Member of the Institute of Company Secretaries of India (ICSI). Dr. Srinivasan also serves as a Board Member and Public Interest Director at BSE Ltd. Her contributions include serving in the past as a Member of the Oversight body of the International Integrated</p>	<p>Mr. Yashish Dahiya is the Chairman, CEO & Director of PB Fintech Limited. He started Policybazaar.com in 2008, which leads Indian digital insurance sales with over 2Bn USD of premiums, and over a million customers per month. Before starting his entrepreneurial journey with PolicyBazaar.com, Yashish was the Managing Director of ebookers.com, a leading pan-European online travel distributor, which was also an FTSE 250 company listed on Nasdaq. Yashish was also a management consultant with Bain & Co. in their London office. He holds a Bachelor's Degree in Engineering from IIT Delhi, a Post Graduate Diploma in Management from IIM Ahmedabad, and an MBA from INSEAD.</p>



Sr. No.	Name of Director	Mrs. Namita Thapar	Dr. Padmini Srinivasan	Mr. Yashish Dahiya
			Reporting Council (IIRC) Academic Network and as a Special Invitee to the Accounting Standards Board and Auditing and Assurance Standards Boards of ICAI.	
4.	Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Not Applicable	Not Applicable	Not Applicable
5.	Date of original Appointment	February 17, 2025	August 1, 2025	August 1, 2025
6.	Shareholding including shareholding as a beneficial owner in the Company	Nil	Nil	Nil
7.	Direct/indirect relationship with the Company and/or other Directors, Manager and other Key Managerial Personnel of the Company	None	None	None
8.	Details of other directorships (as on March 19, 2026)	<ul style="list-style-type: none"> ● Emcure Pharmaceuticals Limited ● Thapar Ventures Private Limited ● Incredible Ventures Private Limited ● Zuventus Healthcare Limited ● Incredible Ideas Private Limited ● Emcure Wellness Private Limited 	<ul style="list-style-type: none"> ● BSE Limited ● Ecom Express Limited 	<ul style="list-style-type: none"> ● PB Fintech Limited ● Paisabazaar Marketing and Consulting Private Limited ● PB Healthcare Services Private Limited ● PB Pay Private Limited ● Policybazaar Insurance Brokers Private Limited ● ICALL Support Services Private Limited ● PB Marketing and Consulting Private Limited ● Accurex Marketing and Consulting Private Limited



Sr. No.	Name of Director	Mrs. Namita Thapar	Dr. Padmini Srinivasan	Mr. Yashish Dahiya
	<p>Membership/ chairmanship of committees of the boards of other Company (as on March 19, 2026)</p>	<p>Emcure Pharmaceuticals Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee - Member 	<p>BSE Limited</p> <ul style="list-style-type: none"> Audit Committee- Chairperson Nomination & Remuneration Committee- Chairperson Risk Management Committee- Member Regulatory Oversight Committee- Member Investment Committee- Chairperson Corporate Social Responsibility Committee & Environment, Social, Governance Committee- Member Committee of PIDs for review of claims of clients against defaulter members - Member <p>Ecom Express Limited</p> <ul style="list-style-type: none"> Audit Committee- Member Nomination and Remuneration Committee - Member 	<p>PB Fintech Limited</p> <ul style="list-style-type: none"> Corporate Social Responsibility Committee – Chairperson Risk Management Committee – Chairperson Business Responsibility Committee – Chairperson <p>Policybazaar Insurance Brokers Private Limited</p> <ul style="list-style-type: none"> Audit Committee- Member Corporate Social Responsibility Committee-Chairperson Nomination & Remuneration Committee-Chairperson <p>Paisabazaar Marketing and Consulting Private Limited</p> <ul style="list-style-type: none"> Audit Committee- Member Corporate Social Responsibility Committee-Chairperson Nomination & Remuneration Committee-Chairperson
	<p>Name of listed entities from which the person has resigned in the past three years</p>	<p>Nil</p>	<p>Nil</p>	<p>Nil</p>



Sr. No.	Name of Director	Mrs. Namita Thapar	Dr. Padmini Srinivasan	Mr. Yashish Dahiya
9.	Committee Membership/ Chairmanships of the Company (as on March 19, 2026)	Member of Audit Committee, Chairperson of CSR & Sustainability Committee	Member of Audit Committee	Member of Nomination and Remuneration Committee
10.	No. of Meetings of Board of Directors attended during the financial year 2025-26	During the financial year 2025-26, 5 (five) meetings of the Board were held and all the meetings were attended by her.	During the financial year 2025-26, 2 (two) meetings of the Board were held during her tenure and all the meetings were attended by her.	During the financial year 2025-26, 2 (two) meetings of the Board were held during his tenure and all the meetings were attended by him.
11.	Remuneration sought to be paid	As mentioned in the explanatory statement		
12.	Remuneration last drawn	<ul style="list-style-type: none"> During the financial year 2024-25 - ₹0.71 million (excluding sitting fees) From April 01, 2025 upto the date of this notice - ₹4.50 million (excluding sitting fees) 	<ul style="list-style-type: none"> During the financial year 2024-25 - Not applicable From April 01, 2025 upto the date of this notice - ₹2.50 million (excluding sitting fees) 	<ul style="list-style-type: none"> During the financial year 2024-25 - Not applicable From April 01, 2025 upto the date of this notice - ₹2.50 million (excluding sitting fees)
13.	Terms and conditions of appointment/ re-appointment/ remuneration	As mentioned in the explanatory statement of this Notice		

ANNEXURE - B

STATEMENT OF INFORMATION REQUIRED TO BE DISCLOSED UNDER SCHEDULE V (PART II) (SECTION II) OF THE COMPANIES ACT, 2013

I. General Information:										
Nature of Industry	The Company is in the logistics industry, which includes transportation and supply chain services. The industry is largely fragmented and is dominated by a large number of unorganised players. The major segments of industry are domestic transportation which is divided into road, rail and air transportation, cross border transportation which is divided into air & shipping transportation and warehousing & supply chain services.									
Date or expected date of commencement of commercial production	June 22, 2011 (Date of Incorporation)									
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable									
Financial performance based on given indicators	(₹ in Million)									
	<table border="1"> <thead> <tr> <th>Particular</th> <th>As on March 31, 2025 (Standalone Audited Annual Financial Statements)</th> <th>As on December 31, 2025 (Standalone Unaudited 9 months ended Financial Results)</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td style="text-align: right;">82,524.47</td> <td style="text-align: right;">71,247.75</td> </tr> <tr> <td>Profit/(Loss)</td> <td style="text-align: right;">1,125.27</td> <td style="text-align: right;">2,504.96</td> </tr> </tbody> </table>	Particular	As on March 31, 2025 (Standalone Audited Annual Financial Statements)	As on December 31, 2025 (Standalone Unaudited 9 months ended Financial Results)	Revenue from Operations	82,524.47	71,247.75	Profit/(Loss)	1,125.27	2,504.96
Particular	As on March 31, 2025 (Standalone Audited Annual Financial Statements)	As on December 31, 2025 (Standalone Unaudited 9 months ended Financial Results)								
Revenue from Operations	82,524.47	71,247.75								
Profit/(Loss)	1,125.27	2,504.96								
Foreign investments or collaborations, if any	<p><u>Foreign Investments in the Company</u> Foreign equity shareholding in the Company is 51.87% of its total equity shares of the face value of ₹ 1 each as on December 31, 2025.</p> <p><u>Foreign Investments by the Company</u> Delhivery Limited has the following wholly owned direct foreign subsidiary (100% equity) as on December 31, 2025:</p> <ol style="list-style-type: none"> 1. Delhivery USA LLC- Investment of USD 11,631,060/- 2. Delhivery HK Pte Ltd- Investment of HKD 2,209,446/- 3. Delhivery Singapore Pte Ltd- Investment of USD 8,499,974 /- 									



Ila. Information about Ms. Neelam Dhawan	
Background Details and Recognition or awards	Please refer to point no. 3 of Annexure A.
Past Remuneration	Not applicable
Job Profile and his / her suitability	Please refer to point no. 3 of Annexure A.
Remuneration Proposed	As mentioned in the explanatory statement forming part of this notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of non-executive independent director(s) and considered the remuneration of non-executive independent directors of other companies comparable with the size of the Company, industry benchmarks in general, profile and responsibilities of Ms. Neelam Dhawan. Basis of above, the Committee and the Board is recommending remuneration as proposed hereinabove for approval of the Members, which is as per the Nomination and Remuneration Policy of the Company.</p> <p>The Company believes that the remuneration proposed to be paid is appropriate and commensurate with the level of her expertise and profile.</p>
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Besides the remuneration proposed to be paid, she does not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

Ilb. Information about Mr. Romesh Sobti, Mr. Sameer Mehta, Mrs. Namita Thapar, Dr. Padmini Srinivasan and Mr. Yashish Dahiya	
Background Details and Recognition or awards	Please refer to point no. 3 of Annexure A.
Past Remuneration	Please refer to point no. 12 of Annexure A.
Job Profile and his / her suitability	Please refer to point no. 3 of Annexure A.
Remuneration Proposed	As mentioned in the explanatory statement forming part of this notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The Nomination and Remuneration Committee constituted by the Board, perused the remuneration of above non-executive independent directors and considered the remuneration of non-executive independent directors of other companies comparable with the size of the Company, industry benchmarks in general. Basis of above, the Committee and the Board is recommending the revision in remuneration to be paid as proposed hereinabove for approval of the Members, which is as per the Nomination and Remuneration Policy of the Company.</p>



	The Company believes that the proposed change in remuneration is appropriate and commensurate with the level of their expertise and profile.
Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.	Besides the remuneration, they do not have any other pecuniary relationship with the Company or relationships with any other managerial personnel and Directors.

III. Other information	
Reason for loss or inadequate profits	The profit after tax for nine months ended December 31, 2025 stood at ₹2,504.96 million as against a profit after tax of ₹1,290.70 million for the corresponding period ended December 31, 2024 based on the Standalone Financial Results of the Company, increased by ₹ 1,214.26 Million. The Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA) for nine months ended December 31, 2025 increased by 104.07% on a year-on-year basis to ₹5,451.04 million from ₹2,671.18 million in the corresponding period. The significant improvement in the profit after tax and EBITDA has been achieved on account of growth in the business, better absorption of the fixed cost, and increase in utilization of plant, machinery and manpower. The Company is in a high growth phase and is making investments in technology, infrastructure and people.
Steps taken or proposed to be taken for improvement	The Company continues to invest in technology, infrastructure and people to achieve rapid growth. The Company has significant operating leverage in its business operations, and as the scale of its business grows further, the Company would have a higher ability to absorb fixed expenses, increase resource utilisation, enhance employee efficiency and improve profitability.
Expected increase in productivity and profits in measurable terms	The Company has significant operating leverage in its business operations, and as the scale of its business grows further, the Company would have a higher ability to absorb fixed expenses, increase resource utilisation, enhance employee efficiency and improve profitability.

IV. Disclosure

The required information/details shall be disclosed under the Report of Corporate Governance in the Annual Report for the financial year 2025-26 of the Company.