

DELHIVERY

Date: June 9, 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 May 16, 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 item, as set out in the Notice:

Item No.	Type of Resolution	Particulars
1	Special Resolution	To approve the appointment of Mr. Kabir Ahmed Shakir (DIN: 03584898) as a Non-Executive Independent Director, and payment of remuneration.

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, the Securities and Exchange Board of India, the said Notice has been sent by email on Tuesday, June 9, 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, June 5, 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, June 10, 2026, at 9:00 AM (IST)** and shall end on **Thursday, July 9, 2026, at 5:00 PM (IST)** (both days inclusive).



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 results of the Postal Ballot will be announced on or before **Monday, July 13, 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



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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, June 10, 2026	Thursday, July 9, 2026

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**”), 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 resolution appended below is 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.

In compliance with the MCA Circulars, the Company is sending Postal Ballot Notice only by email to its Members who have registered their email address as on **Friday, June 5, 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 Members on the resolution 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 resolution 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, June 10, 2026 at 9:00 A.M. (IST)** and ends on **Thursday, July 9, 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, July 13, 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, July 9, 2026**, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

SPECIAL BUSINESS:

- 1. To approve the appointment of Mr. Kabir Ahmed Shakir (DIN: 03584898) 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**”), Mr. Kabir Ahmed Shakir (DIN: 03584898), who was appointed as an Additional Director, designated as Non-Executive Independent Director, by the Board of Directors (“**Board**”) with effect from May 16, 2026, and who has submitted a declaration that he meets the criteria for his 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 his 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 May 16, 2026 to May 15, 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 Mr. Kabir Ahmed Shakir, 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 his 5 (five) years tenure with effect from May 16, 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 May 16, 2026 upto May 15, 2029, without requiring to obtain any further approval of the members;

RESOLVED FURTHER THAT the terms and conditions of remuneration of Mr. Kabir Ahmed Shakir 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. Kabir Ahmed Shakir;

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.”

By the order of the Board of Directors
For Delhivery Limited

Madhulika Rawat
Company Secretary & Compliance Officer
Membership No. F8765

Place: Gurugram
Date: May 16, 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, June 10, 2026** (IST) and ends on **Thursday, July 9, 2026** (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, June 5, 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 the NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to the e-Voting website of NSDL for casting your vote during the remote e-Voting period. Existing IDeAS users 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 the e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to the 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, the 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 a 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 the NSDL Depository site wherein you can see the 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 the 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 the company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are 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, the 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, users will be able to see the e-Voting option where the e-Voting is in progress and also be 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 the 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 the 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 the NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open a 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 139636 then user ID is 139636001***

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 the 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 the 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 the "**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 – Deputy 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 May 16, 2026, based on the recommendation of the Nomination and Remuneration Committee ("**NRC**"), approved the appointment and remuneration of Mr. Kabir Ahmed Shakir (DIN: 03584898), as an Additional Director in the capacity of Non-Executive Independent Director with effect from May 16, 2026, subject to approval of Members of the Company.

The Company has received the following disclosures from Mr. Kabir Ahmed Shakir:

- 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 he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 ("**Act**").
- A declaration to the effect that he 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 he 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, Mr. Kabir Ahmed Shakir has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his respective duties as an Independent Director of the Company. He has also confirmed compliance with Rules 6(1) and 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of NRC and the Board, Mr. Kabir Ahmed Shakir is a person of integrity and fulfills the conditions prescribed under the Act and SEBI Listing Regulations for his 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 his candidature as director under Section 160 of the Act.



The proposed remuneration to be paid to Mr. Kabir Ahmed Shakir as a Non-Executive Independent Director is Rs. 7.0 million per annum based on the time and efforts to be spent by him and his 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.

He 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 Mr. Kabir Ahmed Shakir may exceed the limits specified in Section 197 of the Act during his 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 Mr. Kabir Ahmed Shakir along with the terms of remuneration, requires approval of the Members by way of a Special Resolution.

The brief profile of Mr. Kabir Ahmed Shakir 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 Mr. Kabir Ahmed Shakir as Non-Executive Independent Director setting out the terms and conditions are available for inspection by the Members.

Except Mr. Kabir Ahmed Shakir himself and his relatives to the extent of their shareholding, if any, none of the Directors and Key Managerial Personnel of the Company and/or his 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 Mr. Kabir Ahmed Shakir as set out in Item No. 1 for approval of the Members by way of a **Special Resolution**.

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

Madhulika Rawat
Company Secretary & Compliance Officer
Membership No. F8765

Place: Gurugram
Date: May 16, 2026

ANNEXURE A

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT AND 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	Mr. Kabir Ahmed Shakir
1.	Director Identification Number (DIN)	03584898
2.	Date of Birth / Age	June 24, 1971/ 54 years
3.	Brief Resume covering qualifications, experience, expertise in specific functional area including details of recognition or awards, if any	Mr. Kabir Ahmed Shakir is a global finance and business leader with over 35 years of experience across the consumer, technology, and telecommunications industries. Most recently he was the Global CFO of Tata Communications. Under his leadership, Tata Communications was awarded the Turnaround Company of the Year by Forbes in March 2023. He has previously served as CFO of Microsoft India and spent 23 years at Unilever in senior finance roles across India and the UK. A multiple award-winning CFO, he has been recognised as CFO of the year by Businessworld in both 2023 and 2024, as well as by the CII in 2023 and the Economic Times in 2024, and is ranked among the top CFOs in the telecommunications sector in Asia by Institutional Investor Research. He is also the proud recipient of the 'Distinguished Alumni of the year' award by the India Management Conclave presented by Former President Shri Ram Nath Gobind. He is an alumnus of BIM Trichy and an avid speaker at various management and finance events.
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 Mr. Kabir Ahmed Shakir possesses the requisite skills and capabilities, which would be of immense benefit to the Company.
5.	Date of original Appointment	May 16, 2026
6.	Shareholding including shareholding as a beneficial owner in the Company	Nil
7.	Direct/indirect relationship with the Company and/or other Directors, Manager and other Key Managerial Personnel of the Company	None



Sr. No.	Name of Director	Mr. Kabir Ahmed Shakir
8.	Details of other directorships Membership/ chairmanship of committees of the boards of other Company Name of listed entities from which the person has resigned in the past three years	Nil Nil Nil
9.	Committee Membership/ Chairmanships of the Company	Member of the Audit Committee with effect from May 16, 2026.
10.	No. of Meetings of Board of Directors attended during the financial year 2026-27	Not applicable as no board meeting has been held so far post approval of his appointment as Director.
11.	Remuneration sought to be paid	As mentioned in the explanatory statement of this Notice.
12.	Remuneration last drawn	Not applicable.
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 March 31, 2026 (Standalone Audited Annual Financial Statements)</th> </tr> </thead> <tbody> <tr> <td>Revenue from Operations</td> <td style="text-align: right;">83,252.84</td> <td style="text-align: right;">98,474.87</td> </tr> <tr> <td>Profit/(Loss)</td> <td style="text-align: right;">976.55</td> <td style="text-align: right;">3,254.27</td> </tr> </tbody> </table>	Particular	As on March 31, 2025 (Standalone Audited Annual Financial Statements)*	As on March 31, 2026 (Standalone Audited Annual Financial Statements)	Revenue from Operations	83,252.84	98,474.87	Profit/(Loss)	976.55	3,254.27
Particular	As on March 31, 2025 (Standalone Audited Annual Financial Statements)*	As on March 31, 2026 (Standalone Audited Annual Financial Statements)								
Revenue from Operations	83,252.84	98,474.87								
Profit/(Loss)	976.55	3,254.27								
	<p><i>*Due to merger of Spoton Logistics Private Limited, Spoton Supply Chain Solutions Private Limited with the Company with appointed date April 1, 2025, as approved by Hon'ble NCLT ("Spoton Merger"), the comparative financial information of the Company for the financial year ended March 31, 2025 has been restated.</i></p>									
Foreign investments or collaborations, if any	<p>Foreign Investments in the Company</p> <p>Foreign equity shareholding in the Company is 51.54% of its total equity shares of the face value of ₹ 1 each as on March 31, 2026.</p> <p>Foreign Investments by the Company</p> <p>Delhivery Limited has the following wholly owned direct foreign subsidiary (100% equity) as on March 31, 2026:</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 /-
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II. Information about Mr. Kabir Ahmed Shakir	
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 Mr. Kabir Ahmed Shakir. 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 his 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, he does 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	<p>The profit after tax for the year ended March 31, 2026 stood at ₹3,254.27 million as against a profit after tax of ₹976.55 million (restated comparative number due to Spoton Merger) for the corresponding year ended March 31, 2025 based on the Standalone Financial Results of the Company, increased by ₹2,277.72 million. The Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA) for the year ended March 31, 2026 increased by approximately 100% year-on-year to ₹7,919.61 million from ₹3,959.69 million in the corresponding period (restated comparative number due to Spoton Merger). 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 fleet. The Company is in a high growth phase and is making investments in technology, infrastructure and people.</p>



III. Other information	
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 achieve higher EBITDA. Besides this, the Company is also focussed on improving revenue quality and ensuring profitable growth.

IV. Disclosure

The required information/details shall be disclosed under the Report of Corporate Governance in the Annual Report of the Company.