



SCRUTINIZER'S REPORT ON POSTAL BALLOT PROCESS
(THROUGH REMOTE E-VOTING)

[Pursuant to Section 108 and 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time]

To,

The Chairman

DELHIVERY LIMITED

(CIN: L63090DL2011PLC221234)

Reg. Off: N24-N34, S24-S34, Air Cargo Logistics Centre-II,

Opposite Gate 6 Cargo Terminal, Indira Gandhi International Airport,

New Delhi, Delhi, 110037

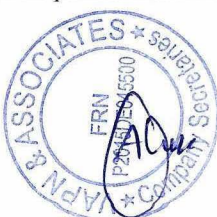
Sub: Scrutinizer's Report on postal ballot through remote e-voting in respect of passing of resolutions set-out in the notice dated February 7, 2025

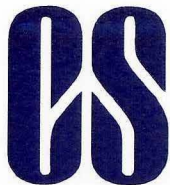
Dear Sir,

I, Ashok, Partner of M/s VAPN & Associates, Practicing Company Secretaries (FRN: P2015DE045500), was appointed as a Scrutinizer by the Board of Directors of **Delhivery Limited ("the Company")** on February 07, 2025 for the purpose of scrutinizing the postal ballot through e-voting process in a fair and transparent manner in respect of the resolutions mentioned in the Postal Ballot Notice dated February 07, 2025 ("**Notice**") issued under the provisions of Section 108 and 110 of the Companies Act, 2013 ("**Act**") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time).

1. Management Responsibility

The management of the Company is responsible for ensuring compliance under the provisions of Section 110, and other applicable provisions of the Act, as amended, read together with the Rule 20 and 22 Companies (Management and Administration) Rules, 2014, as amended, General Circular No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 9/2024 dated September 19, 2024 (**collectively referred to as the "MCA Circulars"**), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) in respect of postal ballot through remote e-voting.





VAPN & ASSOCIATES

COMPANY SECRETARIES

The Postal Ballot Notice dated February 07, 2025, along with explanatory statement setting out material facts under Section 102 of the Act was sent only through electronic mode to those Members whose e-mail addresses were registered with the Company/Registrar and Share Transfer Agent ("RTA")/ Depository Participants ("DPs")/ Depository as on the Cut-Off Date, i.e., February 28, 2025.

2. Scrutiniser's Responsibility

My responsibility as the Scrutinizer of the voting process, is restricted to scrutinize the e-voting process, in a fair and transparent manner and to prepare a Scrutinizer's Report of the votes cast in favour and against the resolution stated in the Postal Ballot Notice, based on the reports generated from the E-voting system provided by National Securities Depository Limited ("NSDL"), being an agency authorized under the Act and the Rules made thereunder and engaged by the Company to provide an e-voting facility.

3. Cut-off Date

The Members of the Company as on the "Cut-off Date" i.e., Friday, February 28, 2025, were entitled to vote on the resolutions set out in the Notice and their voting rights were in proportion to their shareholding in the paid-up equity share capital of the Company as on the Cut-off Date.

4. Postal Ballot Process

- (i) In accordance with the Postal Ballot Notice and the Advertisement published pursuant to Rule 22(3) of the Companies (Management and Administration) Rules, 2014, the Postal ballot through e-voting commenced on Friday, March 7, 2025 at 9:00 A.M. (IST), and closed on Saturday, April 5, 2025, at 5:00 P.M. (IST), and the e-voting module was blocked by NSDL thereafter.
- (ii) The Votes cast under e-voting were thereafter unblocked and downloaded on Monday, April 7, 2025, at 10: 32 A.M. (IST) from the portal of NSDL, and was witnessed by two witnesses, Mr. Rohit Saini, and Mr. Ujjawal Thakur, who are not in the employment of the Company and / or the NSDL. They have signed below in confirmation of the same.

Rohit Saini

Rohit Saini

Ujjawal

Ujjawal Thakur





- (iii) All the data of remote e-voting i.e. the results of e-voting along with the list of shareholders who voted "For" and "Against" on the resolutions were derived from report generated from the e-voting platform provided by the Authorised Agency in respect of voting through remote e-voting.
- (iv) I have scrutinized and reviewed the remote e-voting based on the data downloaded from the NSDL e-voting system, at <https://www.evoting.nsdl.com>.
- (v) All votes cast through remote e-voting upto Saturday, April 5, 2025, at 5:00 P.M. (IST) i.e., the last date and time fixed by the Company for the postal ballot process has been considered for the purpose of this report.

5. Postal Ballot Result

I now submit my report on the results of the remote e-voting in respect of the Special Resolution as under:

Resolution No. 1 - Special Resolution

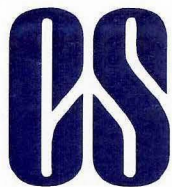
Appointment of Mr. Sameer Ashok Mehta (DIN:02945481) as a Non-Executive Independent Director and payment of remuneration

Result for Resolution of Item No.1 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who voted	Number of votes caste	% of Votes Caste
Postal Ballot (E-Voting)	Votes cast in favour of Resolution	798	56,26,06,339	99.37
	Votes against the resolution	109	35,74,535	0.63
	Invalid Votes	Nil	Nil	Nil
Total		907	56,61,80,874	100

RESULT

Based on the aforesaid results, I report that the **Special Resolution** as contained in item No. 1 of the Postal Ballot Notice dated February 7, 2025, **has been passed with requisite majority.**





Resolution No. 2 - Special Resolution

Appointment of Mrs. Namita Vikas Thapar (DIN: 05318899) as a Non-Executive Independent Director and payment of remuneration

Result for Resolution of Item No.2 contained in the Postal Ballot Notice				
Mode of Voting	Particulars	Number of Members who voted	Number of votes caste	% of Votes Caste
Postal Ballot (E-Voting)	Votes cast in favour of Resolution	794	56,26,05,375	99.37
	Votes against the resolution	109	35,74,203	0.63
	Invalid Votes	Nil	Nil	Nil
Total		903	56,61,79,578	100

RESULT

Based on the aforesaid results, I report that the **Special Resolution** as contained in item No. 2 of the Postal Ballot Notice dated February 7, 2025, **has been passed with requisite majority.**

Notes:

- Aforesaid resolutions contained in the Postal Ballot Notice are passed with the requisite majority by the Members of the Company as specified under the Companies Act, 2013.
- The figures in percentage have been rounded off to 2 decimal points.
- The electronic data and all other relevant records relating to remote e-voting are under my safe custody and will be handed over to Ms. Madhulika Rawat, Company Secretary and Compliance Officer, for preserving safely after the Chairman considers, approves, and signs the minutes of the Postal Ballot.





VAPN & ASSOCIATES

COMPANY SECRETARIES

Restriction on Use

This report has been issued at the request of the Company for (i) submission to Stock Exchanges, (ii) placing on website of the Company and (iii) placing on website of NSDL (iv) Any other Statutory Authorities. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,
Yours faithfully,

Ashok

Practicing Company Secretary
ACS No: 55136 | COP No: 20599

Partner

VAPN & Associates

Practicing Company Secretaries

ICSI Unique Code: P2015DE045500

Peer Review Certificate No.975/2020

ICSI UDIN: A055136G000043399



Countersigned by:
For Delhivery Limited



Madhulika Rawat

Company Secretary and Compliance
Officer

Membership No.: F8765

(Under Authority by the Chairman)

Date: April 07, 2025

Place: New Delhi