

**MORRISON | FOERSTER**

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MORRISON & FOERSTER (UK) LLP

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LOS ANGELES, NEW YORK, PALO ALTO,  
SAN DIEGO, SAN FRANCISCO, SHANGHAI,  
SINGAPORE, TOKYO, WASHINGTON, D.C.

January 24, 2022

To,

**The Board of Directors**

**Delhivery Limited**

N24-N34, S24-S34, Air Cargo Logistics Centre-II, Opposite Gate 6,  
Cargo Terminal, Indira Gandhi International Airport,  
New Delhi 110 037, Delhi, India

Ladies and Gentlemen:

**Re: Proposed initial public offering of equity shares of face value of ₹ 1 each (the "Equity Shares") of Delhivery Limited (the "Company" and such offering, the "Offer")**

We, the undersigned, hereby consent to act as the International Legal Adviser to SVF Doorbell (Cayman) Ltd (the "Investor Selling Shareholder") and consent to our name being inserted as the International Legal Adviser to the Investor Selling Shareholder in the updated-draft red herring prospectus ("UDRHP"), red herring prospectus ("RHP") and prospectus ("Prospectus") in relation to the Offer to be filed with the Securities and Exchange Board of India ("SEBI"), the Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi ("RoC") and the stock exchanges where the Equity Shares are proposed to be listed (the "Stock Exchanges") and the following details with respect to us may be disclosed in the UDRHP, RHP and Prospectus:

***International Legal Adviser to SVF Doorbell (Cayman) Ltd***

**Morrison & Foerster LLP**

The Scalpel, 52 Lime Street,  
London, United Kingdom EC3M 7AF  
Tel: +44 (0) 20 7920 4000

We also authorise you to deliver a copy of this letter of consent to the RoC, SEBI, the Stock Exchanges or any other regulatory or statutory authority as may be required by law.

Yours faithfully,

**For Morrison & Foerster LLP**

*Morrison & Foerster LLP*

**Amit Kataria  
Partner**

CERTIFIED TRUE COPY

**For DELHIVERY LIMITED**

*[Signature]*  
Company Secretary

Authorised and regulated by the Solicitors Regulation Authority

A list of Partners of Morrison & Foerster (UK) LLP, a Delaware Limited Liability Partnership, (registered number 4569482 8100 080747141) is available at our offices.



**KHAITAN  
& CO LLP**

*Advocates since 1911*

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27 January 2022

To

The Board of Directors  
**Delhivery Limited**  
Plot 5, Sector 44  
Gurugram 122002

Dear Sir/Madam:

**Proposed initial public offering of equity shares of INR 1 each (the "Equity Shares") of Delhivery Limited ("Company") consisting of a fresh issue of Equity Shares by the Company ("Fresh Issue") and an offer for sale of the Equity Shares by certain existing shareholders ("Offer for Sale" and together with the Fresh Issue, the "Offer")**

We hereby consent to act as the legal counsel to CA Swift Investments, Deli CMF Pte. Ltd., SVF Doorbell (Cayman) Ltd and Times Internet Limited (collectively, the "Investor Selling Shareholders") as to Indian law, and consent to our name being inserted as the 'Legal Counsel to the Investor Selling Shareholders as to Indian Law' in the red herring prospectus and the prospectus, which the Company intends to file with the Securities and Exchange Board of India, the Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi ("RoC") and the stock exchanges on which the Equity Shares are proposed to be listed (the "Stock Exchanges").

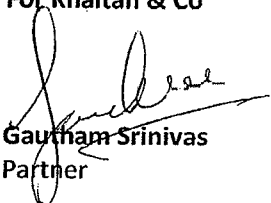
We hereby authorise you to deliver this letter of consent to the RoC, the Stock Exchanges or any other regulatory authority, as may be required, pursuant to the applicable provisions of the Companies Act, 2013.

The following details with respect to us may be disclosed:

**Khaitan & Co**  
Max Towers  
7th & 8th Floors  
Sector 16B Noida  
Gautam Buddh Nagar 201301  
Uttar Pradesh, India  
Telephone: +91 120 479 1000

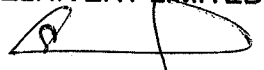
Yours faithfully

For Khaitan & Co

  
**Gautham Srinivas**  
Partner

**CERTIFIED TRUE COPY**

For DELHIVERY LIMITED

  
Secretary