

# DELHIVERY

**EXTRACT OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS OF DELHIVERY LIMITED (THE "COMPANY") ON SATURDAY, 30<sup>TH</sup> DAY OF APRIL, 2022 AT GURUGRAM**

**Adoption of the Red Herring Prospectus ("RHP") in relation to the initial public offer by the Company**

**"RESOLVED THAT** in furtherance of the resolution dated November 1, 2021 approving the filing of the draft red herring prospectus, the approvals dated November 22, 2021 and December 9, 2021 received from the BSE Limited and National Stock Exchange of India Limited, respectively (the **"Stock Exchanges"**) and the Securities and Exchange Board of India (**"SEBI"**) letter **SEBI/HO/CFD/DIL1/P/OW/2022/18091/1** dated **April 28, 2022**, read with SEBI observation letter bearing no. **SEBI/HO/CFD/DIL1/P/OW/2022/1886/1** dated **January 13, 2022**, noting changes made to the offer document, the red herring prospectus of the Company, a copy of which is placed before this meeting (**"RHP"**) and the information contained therein as per the requirements of Companies Act, 2013, as amended, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **"SEBI ICDR Regulations"**) and other applicable law, be and is hereby approved and taken on record in connection with the proposed initial public offering of equity shares of face value of ₹1 each of the Company for filing with the Registrar of Companies, the Stock Exchanges, SEBI and such other authorities or persons as may be required under applicable laws.

**RESOLVED FURTHER THAT** subject to and in accordance with the applicable provisions of the Companies Act, 2013, and the rules made thereunder, as amended, the Securities Contracts (Regulation) Act, 1956, as amended, the Securities Contracts (Regulation) Rules, 1957, as amended, the applicable provisions of the Securities and Exchange Board of India Act, 1992, as amended, the SEBI ICDR Regulations and other applicable laws, approvals (if any) by authorities as may be necessary, any Director of the Company, Mr. Amit Agarwal, Chief Financial Officer, Mr. Sunil Kumar Bansal, Company Secretary and Mr. Vivek Kumar, Deputy Company Secretary of the Company be and are hereby severally authorised to make any further or subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and approval be and is hereby granted for filing the RHP and any other related documents with the SEBI, the Registrar of Companies, the Stock Exchanges and with any other regulatory authority as may be necessary with respect to the initial public offering and undertake such other necessary steps to implement the above resolution.

**RESOLVED FURTHER THAT** any Director of the Company, Mr. Amit Agarwal, Chief Financial Officer, Mr. Sunil Kumar Bansal, Company Secretary and Mr. Vivek Kumar, Deputy Company Secretary of the Company be and are hereby severally authorised to make any further or



**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)

For DELHIVERY LIMITED

CIN: U63090DL2011PLC121234  
+91 121 62256000  
**Company Secretary**  
corporate@delhivery.com  
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subsequent alterations, additions, omissions, variations, amendments or corrections to the RHP, if any, and to finalise the RHP and to file the same with the RoC, SEBI, the Stock Exchanges and such other authorities or persons as may be required, issue such certificates and confirmations as may be required and undertake such other necessary steps to implement the above resolution.

**RESOLVED FURTHER THAT** each of the directors of the Company and the Chief Financial Officer of the Company be and are hereby severally authorized to sign the RHP for and on behalf of the Company.

**RESOLVED FURTHER THAT** any Director of the Company, Mr. Amit Agarwal, Chief Financial Officer, Mr. Sunil Kumar Bansal, Company Secretary and Mr. Vivek Kumar, Deputy Company Secretary of the Company be and are hereby severally authorized to execute all such deeds, documents, agreements, forms, instruments and writings, and to do all such acts, deeds and things as may be required, necessary, expedient or incidental to give effect to the above resolutions, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company in accordance with the applicable laws and regulations and in consultation with the legal counsels to the Offer and the Book Running Lead Managers appointed in this respect.

**RESOLVED FURTHER THAT** all monies received out of the Offer (as defined in the Red Herring Prospectus) shall be transferred to a separate bank account maintained with the scheduled bank as per the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** a copy of the above resolutions, certified by any director or the company secretary of the Company, be forwarded to the concerned authorities for necessary action."

**//Certified to be True//**

**For DELHIVERY LIMITED**

For DELHIVERY LIMITED

**Sunil Kumar Bansal**  
Company Secretary  
Company Secretary & Compliance Officer

**M. No. FCS – 4810**

**Date: April 30, 2022**

**Place: Gurugram**



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