



DELHIVERY

DELHIVERY LIMITED

Our Company was incorporated as "SSN Logistics Private Limited", a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana, at New Delhi ("RoC") on June 22, 2011. Subsequently, the name of our Company was changed to "Delhivery Private Limited", pursuant to a fresh certificate of incorporation issued by the RoC on December 8, 2015. On the conversion of our Company to a public limited company, pursuant to a resolution passed by our Shareholders on September 29, 2021, the name of our Company was changed to "Delhivery Limited" and a fresh certificate of incorporation dated October 12, 2021 was issued by the RoC. For details of the change in registered office of our Company, see "History and Certain Corporate Matters" on page 246 of the Red Herring Prospectus dated April 30, 2022 ("RHP") filed with the RoC.

Corporate Identity Number: U63090DL2011PLC221234

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

Corporate Office: Plot 5, Sector 44, Gurugram 122002 Haryana, India, Contact Person: Sunil Kumar Bansal, Company Secretary and Compliance Officer; Tel: +91 124 6225602; E-mail: corporateaffairs@delhivery.com; Website: www.delhivery.com

OUR COMPANY DOES NOT HAVE AN IDENTIFIABLE PROMOTER

INITIAL PUBLIC OFFERING OF UP TO [] EQUITY SHARES OF FACE VALUE OF ₹ 1 EACH ("EQUITY SHARES") OF DELHIVERY LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹ [] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [] PER EQUITY SHARE) (THE "OFFER PRICE") AGGREGATING UP TO ₹ 52,350 MILLION (THE "OFFER") COMPRISING A FRESH ISSUE OF [] EQUITY SHARES AGGREGATING UP TO ₹ 40,000 MILLION (THE "FRESH ISSUE") AND AN OFFER FOR SALE OF UP TO [] EQUITY SHARES AGGREGATING UP TO ₹ 12,350 MILLION (THE "OFFER FOR SALE"), COMPRISING AN OFFER FOR SALE OF UP TO [] EQUITY SHARES AGGREGATING UP TO ₹ 2,000 MILLION BY DELI CMF PTE. LTD., UP TO [] EQUITY SHARES AGGREGATING UP TO ₹ 4,540 MILLION BY CA SWIFT INVESTMENTS, UP TO [] EQUITY SHARES AGGREGATING UP TO ₹ 3,650 MILLION BY SVF DOORBELL (CAYMAN) LTD, UP TO [] EQUITY SHARES AGGREGATING UP TO ₹ 1,650 MILLION BY TIMES INTERNET LIMITED (COLLECTIVELY, THE "INVESTOR SELLING SHAREHOLDERS"), UP TO [] EQUITY SHARES AGGREGATING UP TO ₹ 50 MILLION BY KAPIL BHARATI, UP TO [] EQUITY SHARES AGGREGATING UP TO ₹ 400 MILLION BY MOHIT TANDON AND UP TO [] EQUITY SHARES AGGREGATING UP TO ₹ 60 MILLION BY SURAJ SAHARAN (COLLECTIVELY, THE "INDIVIDUAL SELLING SHAREHOLDERS") (THE INVESTOR SELLING SHAREHOLDERS AND THE INDIVIDUAL SELLING SHAREHOLDERS, COLLECTIVELY, THE "SELLING SHAREHOLDERS", AND SUCH EQUITY SHARES OFFERED BY THE SELLING SHAREHOLDERS, THE "OFFERED SHARES"). THIS OFFER INCLUDES A RESERVATION OF UP TO [] EQUITY SHARES AGGREGATING UP TO ₹ 200 MILLION (CONSTITUTING UP TO []% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY) FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (THE "EMPLOYEE RESERVATION PORTION"). THE OFFER LESS THE EMPLOYEE RESERVATION PORTION IS HEREINAFTER REFERRED TO AS THE "NET OFFER". THE OFFER AND THE NET OFFER SHALL CONSTITUTE []% AND []%, RESPECTIVELY, OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

It is an Offer under Regulation 6(2) of SEBI ICDR Regulations because Company is not having track record of operating profits in each of the preceding three years

QIB PORTION: NOT LESS THAN 75% OF THE NET OFFER | RETAIL PORTION: NOT MORE THAN 10% OF THE NET OFFER

NON-INSTITUTIONAL PORTION: NOT MORE THAN 15% OF THE NET OFFER

EMPLOYEE RESERVATION PORTION: [] EQUITY SHARES AGGREGATING UP TO ₹ 200 MILLION

PRICE BAND: ₹ 462 PER EQUITY SHARE TO ₹ 487 PER EQUITY SHARE OF FACE VALUE OF ₹ 1 EACH.

EMPLOYEE DISCOUNT: ₹ 25 PER EQUITY SHARE ON THE OFFER PRICE.

THE FLOOR PRICE IS 462 TIMES THE FACE VALUE OF THE EQUITY SHARES AND THE CAP PRICE IS 487 TIMES THE FACE VALUE OF THE EQUITY SHARES.

BIDS CAN BE MADE FOR A MINIMUM OF 30 EQUITY SHARES AND IN MULTIPLES OF 30 EQUITY SHARES THEREAFTER.

Risks to Investors

- Our Company has incurred **restated losses** for the year/period of ₹ 17,833.04 million, ₹ 2,689.26 million, ₹ 4,157.43 million, ₹ 2,974.92 million and ₹ 8,911.39 million in Fiscal 2019, Fiscal 2020 and Fiscal 2021 and the nine months periods ended December 31, 2020 and December 31, 2021, respectively.
- Weighted Average Return on Net Worth for Fiscals 2021, 2020, 2019 is negative 18.93%.
- The average industry Price / Earnings ratio is 112.21 times but the Price / Earnings ratio based on diluted EPS (consolidated) for Fiscal 2021 for our Company is not ascertainable as the EPS is negative.
- Industry composite EV/Annualized FY22 Revenue multiple is 3.68 times while our multiple will be higher at 4.62 times at the Cap Price and 4.37 times at the Floor Price.
- Our acquisition of Spoton Logistics Private Limited was completed on August 24, 2021 at EV/ Revenue multiple of 2.02 times while our multiple will be higher at 4.62 times at the Cap Price and 4.37 times at the Floor Price.
- Average cost of acquisition of Equity Shares held by the Selling Shareholders ranges from ₹ 0.10 per Equity Share to ₹ 196.19 per Equity Share and Offer Price at upper end of the Price Band is ₹ 487 per Equity Share.
- The weighted average cost of acquisition of all shares transacted in last three years and one year preceding the date of the Red Herring Prospectus is as follows:

Period	Weighted Average Cost of Acquisition (in ₹)	Cap Price is 'X' times the Weighted Average Cost of Acquisition	Range of acquisition price: Lowest Price- Highest Price (in ₹)
Last one year	148.38	3.28	Nil** - 400.00
Last three years	162.46	3.00	Nil** - 400.00

**Represents acquisition price of shares pursuant to bonus issue.

- The details of EPS, RoNW and NAV as on and for the period ended March 31, 2021 is as follows:

Particulars	Diluted Earnings / Loss per share (₹)	Return on Net Worth (%)	Net Asset value per Share (₹)
Company (Delhivery)	(8.05)	(14.66)	54.79
Average of the listed peer group companies	24.41	15.08	147.34

- The four Book Running Lead Managers associated with the Offer have handled 29 public issues in the past 3 years out of which 8 issues closed below the issue price on listing date.

Allotments were made to certain pre-IPO shareholders in September, 2021 at ₹ 380 per share, whereas the IPO Price Band is ₹ 462 to ₹ 487 per Equity Share. Investors are cautioned and are advised to read the RHP including the risk factors and make their own examination of our Company's business, financial performance, competitive position and future prospects as well as of market conditions before making an investment decision regarding the Offer.

Based on the valuation criteria including the recent acquisition of Spoton and the strategic investment by FedEx, and based on the recommendations of the BRLMs, the board of directors of the Company at their meeting approved the Price Band. **The independent directors at a meeting also concurred with the Price Band approved by the board of directors of the Company.** The Series I institutional and strategic investors undertook their independent evaluation of the Company based on their own investment mandates and potentially valued the prospects using various methodologies based on their estimated expected trajectory of our Company's business. The Price Band is higher than the issue price for the Series I Preference Shares due to some of the following factors:

- (i) We were the largest, fully integrated logistics services player in India by revenue as of Fiscal 2021, according to the RedSeer Report, which has been exclusively commissioned and paid for by us in connection with the Offer. Our revenue from contracts with customers was Rs. 36,465.27 million in Fiscal 2021 and Rs. 48,105.30 million for the nine months period ended December 31, 2021.
- (ii) We were the fastest growing fully-integrated logistics services player in India by revenue as of Fiscal 2021, according to the RedSeer Report, which has been exclusively commissioned and paid for by us in connection with the Offer. Our revenue from contracts with customers has grown from Rs.16,538.97 million in Fiscal 2019 to Rs. 36,465.27 million in Fiscal 2021, or a CAGR of 48.49%. Our revenue (includes revenue from Spoton Acquisition) from contracts with customers for the nine months ended December 30, 2021 grew by 81.95% to Rs. 48,105.30 million from Rs. 26,438.66 million for the nine months ended December 31, 2020. As of three months ended December 31, 2021, our Company's share of the overall e-commerce volume (including captive players) increased to 24%-25% from 16% in Fiscal 2021.
- (iii) We have significant operating leverage in our operations, and as the scale of our business grows further, we expect to improve our profitability. Our Adjusted EBITDA margin has been improving consistently from (6.95)% in Fiscal 2021 to (0.72)% for the nine months period ended December 31, 2021, primarily due to (i) an increase in revenue from contracts with customers due to higher operating volumes and (ii) lower operating expenses as a percentage of revenue from contracts with customers, including employee benefit expenses and other expenses."
- (iv) We acquired Spoton in August 2021 to further scale our PTL freight services business. Spoton had a revenue of Rs. 8,035.88 million in Fiscal 2021, delivered 758,730 tonnes of freight in Fiscal 2021. As per the RedSeer Report, which has been exclusively commissioned and paid for by us in connection with the Offer, following our acquisition of Spoton, we became the third largest PTL freight player in India in terms of revenue as of Fiscal 2021, with a market share of approximately 8.3% of the organized PTL market in India. Our Company also operated the fastest growing PTL freight service amongst the top 10 PTL service providers in India as of Fiscal 2021, as per the RedSeer Report, which has been exclusively commissioned and paid for by us in connection with the Offer.
- (v) On November 23, 2021, we received approval from the Competition Commission of India to effect the strategic alliance with FedEx, targeted principally at expanding our coverage in the North American, European, Australian and Asian markets as well as raising strategic investment from FedEx.
- (vi) On December 31, 2021, we acquired 34.55% strategic stake in Falcon Autotech Private Limited, a logistics automation solution provider, which will strengthen our capabilities in automation technology.

BASIS FOR OFFER PRICE

The Price Band will be determined by our Company and the Selling Shareholders, in consultation with the BRLMs, and the Offer Price will be determined by our Company, in consultation with the BRLMs, on the basis of the Book Building Process and the quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹1 each and the Offer Price is 462 times the face value at the lower end of the Price Band and 487 times the face value at the higher end of the Price Band. Investors should refer to "Risk Factors", "Our Business", "Restated Financial Statements" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 34, 212, 278 and 520 of the RHP, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors which form the basis for the Offer Price are mentioned below:

Our competitive strengths are mentioned below:

1. Rapid growth and extensive scale;
2. Our proprietary logistics operating system;
3. Vast data intelligence capabilities;
4. Our network design and engineering;
5. Our integrated portfolio of logistics services;
6. Strong relationships with a diverse customer base;
7. Extensive ecosystem of partners, enabling an asset-light business model and extended reach; and
8. Highly qualified professional team.

Some important factors that could impact our business, results include, but are not limited to the following:

1. History of losses and negative cash flows from operating, investing and financing activities and may continue to experience losses and negative cash flows in the future;
2. Reliance on a scaled, automated and unified network infrastructure, largely comprising our logistics and transportation facilities, for our business operations;
3. Disruptions to our logistics and transportation facilities;
4. Our funding requirements and the proposed deployment of net proceeds have not been appraised by any bank or financial institution or any other independent agency and our management will deploy the Net Proceeds as per its operational and business requirements;
5. Failure to attract and retain suitably qualified and skilled employees, or any labour unrest, labour union activities or increases in the cost of labour or failure to comply with applicable labour laws;
6. Reliance on network partners and other third parties for certain aspects of our business;
7. Our ability to control costs and pass on any increase in operating expenses to customers, for our long-term growth and competitiveness;
8. We have certain contingent liabilities which, if they materialize, may affect our results of operations, financial condition and cash flows; and
9. High correlation of our business and growth with the growth of the e-commerce industry and more generally, commerce in India

For further details, see "Risk Factors" and "Our Business" on pages 34 and 212 of the RHP, respectively.

Quantitative Factors

For further information, see "Financial Information" and "Other Financial Information" on page 278 and 510 of the RHP, respectively.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. **Basic and Diluted Loss per Share of face value of ₹1 each**

Fiscal / period ended	Basic (₹)	Diluted (₹)	Weight
March 31, 2021	(8.05)	(8.05)	3
March 31, 2020	(5.22)	(5.22)	2
March 31, 2019	(47.22)	(47.22)	1
Weighted Average*	(13.64)	(13.64)	
For the nine months period ended December 31, 2021*	(15.36)	(15.36)	

*Not annualised

*Weighted average = Aggregate of year-wise weighted loss per share divided by the aggregate of weights, i.e. ((loss per share X weight) for each year) / (Total weights)

Notes:

1. Basic and diluted earnings / loss per share: Basic and diluted earnings / loss per share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).
2. Subsequent to the nine months period ended December 31, 2021, 680,927 Equity Shares were allotted to employees pursuant to exercise of stock options granted under the ESOP Schemes. For details, see "Capital Structure – Notes to Capital Structure – History of Equity Share capital of our Company" on page 117 of the RHP. The impact of such allotments has not been considered in calculation of the Basic and Diluted Loss per share for the nine months period ended December 31, 2021.

For further details and reconciliation, please see "Other Financial Information" on page 510 of the RHP.

2. **Price/Earning ("P/E") Ratio in relation to the Price Band of ₹ 462 to ₹ 487 per Equity Share:**

Particulars	P/E at Floor Price (no. of times)	P/E at Cap Price (no. of times)
Based on basic EPS	NA	NA
Based on diluted EPS	NA	NA

NA: Not applicable since EPS is negative

Industry P/E ratio

Based on the peer group information (excluding our Company) given below in this section:

Particulars	Industry P/E*
Highest	150.37
Lowest	66.88
Average	112.21

*The industry high, low and average has been considered from the listed logistic players provided later in this section.

3. **Return on Net Worth ("RoNW")**

Fiscal / Period ended	RoNW (%)	Weight
March 31, 2021	(14.66)	3
March 31, 2020	(8.48)	2
March 31, 2019	(52.63)	1
Weighted Average (Refer Note 2)	(18.93)	
Nine months period ended December 31, 2021*	(14.90)	

*Not annualised

Notes:

1. Return on net worth (%) is calculated as Restated loss for the year/period divided by net worth as at the end of year/period.
2. "Net worth" means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the restated balance sheet, but does not include reserves created out of revaluation of assets, capital reserve, write-back of depreciation and amalgamation as on December 31, 2021, December 31, 2020, March 31, 2021, March 31, 2020 and March 31, 2019.
3. Weighted Average = Aggregate of product of year-wise Return on Net worth and respective assigned weight divided by the aggregate weights, i.e., ((Return on Net Worth x Weight) for each year)/(Total Weights)
4. For further details and reconciliation, please see "Other Financial Information" on page 510 of the RHP.
5. **Revenue from Sale of Services**

We derive revenue from sale of services through various integrated logistics service offerings to our customers, such as express parcel services, part truck load services, truck load services, supply chain services and cross-border services as mentioned in the following table:

Particulars	For the nine months period ended December 31, 2021	For the nine months period ended December 31, 2020	For the year ended		
			March 31, 2021	March 31, 2020	March 31, 2019
Revenue from Express Parcel services	29,587.59	18,830.38	25,505.15	19,288.56	13,730.73
Revenue from Part Truck Load services	8,639.64	2,770.08	3,841.61	2,306.50	1,402.21
Revenue from Truck Load services	1,853.34	1,327.44	2,141.29	3,659.33	-
Revenue from Supply chain services#	3,505.92	2,702.04	3,900.58	2,149.22	1,320.09
Revenue from Cross Border services	2,637.85	719.57	963.63	344.30	85.94
Others	6.22	1.01	2.12	0.34	-
Total	46,230.56	26,350.52	36,354.38	27,748.25	16,538.97

#Revenue from supply chain services includes revenue from warehousing services and revenue from end-to-end services.

Following table provides express parcel shipments and PTL Freight tonnage volume details:

Particulars	Unit	For the nine months period ended December 31, 2021	For the nine months period ended December 31, 2020	For the year ended		
				March 31, 2021	March 31, 2020	March 31, 2019
Express shipments	Million shipments	406.51	207.27	289.20	224.55	148.49
PTL Tonnage	Tonnes	438,795	235,585	373,854	243,400	121,626

Further, Spoton delivered 758,730 tonnes and 683,999 tonnes of freight in Fiscal 2021 and nine months period ended December 31, 2021, respectively.

Our Company operates in one business segment, i.e., logistics services.

Explanation for Growth in Revenue

Nine months period ended December 31, 2021 compared to nine months period ended December 31, 2020

Our revenue from express parcel services increased by 57.13% to ₹29,587.59 million for the nine months period ended December 31, 2021 from ₹18,830.38 million for the nine months period ended December 31, 2020 due to an increase in express parcel shipment volume by 96.13% to 406.51 million parcels for the nine months period ended December 31, 2021 from 207.27 million parcels for the nine months period ended December 31, 2020.

Our revenue from PTL services increased by 211.89% to ₹8,639.64 million for the nine months period ended December 31, 2021 from ₹2,770.08 million for the nine months period ended December 31, 2020 due to an increase in freight volume by 86.26% to 438,795 tonnes for the nine months period ended December 31, 2021 from 235,585 tonnes for the nine months period ended December 31, 2020, and the consolidation of Spoton's financials with ours beginning on August 24, 2021.

Our revenue from TL services increased by 39.62% to ₹1,853.34 million for the nine months period ended December 31, 2021 from ₹1,327.44 million for the nine months period ended December 31, 2020 due to a decrease in TL trips for the nine months period ended December 31, 2021 on account of the COVID-19 pandemic and related lockdown measures during the three months ended June 30, 2021 and changes in our customer targeting strategy during that period.

Our revenue from supply chain services increased by 29.75% to ₹3,505.92 million for the nine months period ended December 31, 2021 from ₹2,702.04 million for the nine months period ended December 31, 2020 due to an increase in the number of customers and volumes handled.

Our revenue from cross-border services increased by 266.59% to ₹2,637.85 million for the nine months period ended December 31, 2021 from ₹719.57 million for the nine months period ended December 31, 2020 due to increase in volumes handled.

Fiscal 2021 compared to Fiscal 2020

Our revenue from express parcel services increased by 32.23% to ₹25,505.15 million in Fiscal 2021 from ₹19,288.56 million in Fiscal 2020 due to an increase in express parcel shipment volume by 28.79% to 289.20 million parcels in Fiscal 2021 from 224.55 million parcels in Fiscal 2020.

Our revenue from PTL services increased by 66.56% to ₹3,841.61 million in Fiscal 2021 from ₹2,306.50 million in Fiscal 2020 due to an increase in freight volume by 53.60% to 373,854 tonnes in Fiscal 2021 from 243,400 tonnes in Fiscal 2020.

Our revenue from TL services decreased by 41.48% to ₹2,141.29 million in Fiscal 2021 from ₹3,659.33 million in Fiscal 2020 due to a decrease in TL trips in Fiscal 2021 on account of the COVID-19 pandemic and related lockdown measures in Fiscal 2021 during the three months ended June 30, 2020 and the three months ended March 31, 2021 and changes in our customer targeting strategy during that period.

Our revenue from supply chain services increased by 81.49% to ₹3,900.58 million in Fiscal 2021 from ₹2,149.22 million in Fiscal 2020 due to an increase in the number of customers and volumes handled. Our revenue from cross-border services increased by 179.88% to ₹963.63 million in Fiscal 2021 from ₹344.30 million in Fiscal 2020 due to an increase in volumes handled.

Fiscal 2020 compared to Fiscal 2019

Our revenue from express parcel services increased by 40.48% to ₹19,288.56 million in Fiscal 2020 from ₹13,730.73 million in Fiscal 2019 due to an increase in express parcel shipment volume by 51.22% to 224.55 million parcels in Fiscal 2020 from 148.49 million parcels in Fiscal 2019. The shipment volumes were impacted by the COVID-19 pandemic and related lockdown measures in Fiscal 2020 during the three months ended March 31, 2020.

Our revenue from PTL services increased by 64.49% to ₹2,306.50 million in Fiscal 2020 from ₹1,402.21 million in Fiscal 2019 due to an increase in shipment volume by 100.12% to 243,400 tonnes in Fiscal 2020 from 121,626 tonnes in Fiscal 2019.

Our revenue from TL services was ₹3,659.33 million in Fiscal 2020. We launched TL services for third-party customers in Fiscal 2020.

Our revenue from supply chain services increased by 62.81% to ₹2,149.22 million in Fiscal 2020 from ₹1,320.09 million in Fiscal 2019 due to an increase in the number of customers and volumes handled.

Our revenue from cross-border services increased by 300.63% to ₹344.30 million in Fiscal 2020 from ₹85.94 million in Fiscal 2019 due to an increase in volumes handled.

For further details, please see "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 520 of the RHP.

Summary of Total Income, Total Expenses, Restated Loss, Profit/(Loss) After Tax Margin, EBITDA, EBITDA Margin, Adjusted EBITDA, Adjusted EBITDA Margin and ESOPs granted and share based payment expense

(in ₹ million, unless stated otherwise)

Particulars	For the nine months period ended December 31, 2021	For the nine months period ended December 31, 2020	For the year ended		
			March 31, 2021	March 31, 2020	March 31, 2019
Total income	49,114.06	28,065.29	38,382.91	29,886.29	16,948.74
Total expenses	58,101.51	30,626.92	42,127.04	32,574.31	34,781.78
Restated Loss for the period / year*	-8,911.39	-2,974.92	-4,157.43	-2,689.26	-17,833.04
Profit/(loss) after tax margin	-18.14%	-10.60%	-10.83%	-9.00%	-105.22%
EBITDA	-2,317.92	-889.99	-1,003.79	-1,720.47	-1,370.71
EBITDA margin	-4.82%	-3.37%	-2.75%	-6.19%	-8.29%
Adjusted EBITDA	-348.01	-2,130.73	-2,532.83	-2531.93	-1,876.44
Adjusted EBITDA Margin	-0.72%	-8.06%	-6.95%	-9.11%	-11.35%

ESOPs granted which are not part of Adjusted EBITDA margins calculation

	2021	2020	2021	2020	2019
Number of ESOPs granted	22,220,370	1,702,000	11,742,700	5,212,400	7,032,500
Share based payment expense	2,168.41	420.72	723.12	488.05	379.44

*Note: We had a non-cash fair value loss on financial liabilities at fair value through profit or loss of ₹14,806.64 million in Fiscal 2019; Nil in Fiscal 2020; ₹91.95 million in Fiscal 2021; Nil for the nine months period ended December 31, 2020; and ₹ 2,997.39 million for the nine months period ended December 31, 2021.

Our Company aims to foster a culture of ownership in our employees through its employee stock option plans. Further, ESOPs are important for employee incentivisation and rewarding performance. The aggregate number of options granted was 7,032,500 in Fiscal 2019, 5,212,400 in Fiscal 2020, 11,742,700 in Fiscal 2021 and 22,220,370 for the nine months period ended December 31, 2021, and 805,879 options thereafter until the date of this Red Herring Prospectus. The increase in number of options granted during the respective fiscals was on account of an increase in the number of employees from 7,683 as of March 31, 2019 to 9,975 as of March 31, 2020, 11,791 as of March 31, 2021 and 15,392 as of December 31, 2021, and on account of increase in our revenue from contracts with customers from ₹16,538.97 million in Fiscal 2019 to ₹27,805.75 million in Fiscal 2020, ₹36,465.27 million in Fiscal 2021 and ₹48,105.30 million for the nine months period ended December 31, 2021.

Following table provides information relating to Revenue from contracts with customers and certain expenses heads.

(in ₹ million, except figures in percentage)

Particulars	Fiscal 2019	% of Revenue from contracts with customers	Fiscal 2020	% of Revenue from contracts with customers	Fiscal 2021	% of Revenue from contracts with customers	For the nine months period ended December 31, 2020	% of Revenue from contracts with customers	For the nine months period ended December 31, 2021	% of Revenue from contracts with customers
Sale of Goods Revenue from sale of traded goods (b)	-	-	57.50	0.21%	110.89	0.30%	88.14	0.33%	1,874.74	3.90%
Revenue from Contract with Customers (a+b)	16,538.97	100%	27,805.75	100%	36,465.27	100%	26,438.66	100.00%	48,105.30	100.00%
Freight Handling and Servicing Costs	12506.83	75.62%	21,837.96	78.54%	27,780.82	76.18%	20,257.07	76.62%	34,786.36	72.31%
Purchase of traded goods	-	-	57.69	0.21%	102.08	0.28%	79.73	0.30%	1,750.22	3.64%
Employee Benefit Expense (Including Share based payment expenses)	3,446.39	20.84%	4,908.94	17.65%	6,109.23	16.75%	4,387.89	16.60%	9,726.30	20.22%
Share based payment expense	379.44	2.29%	488.05	1.76%	723.12	1.98%	420.72	1.59%	2,168.41	4.51%
Employee Benefit Expense excluding Share Based Payment Expense	3,066.95	18.54%	4,420.89	15.90%	5,386.11	14.77%	3,967.17	15.01%	7,557.89	15.71%
Other Expenses	1,963.74	11.87%	2,721.63	9.79%	3,610.49	9.90%	2,717.03	10.28%	4,225.95	8.78%

We have significant operating leverage in our operations, and as the scale of our business grows further, we expect to improve our profitability. For example, as our revenue from contracts with customers improved from ₹16,538.97 million in Fiscal 2019 to ₹36,465.27 million in Fiscal 2021 and ₹48,105.30 million for the nine months period ended December 31, 2021, while during the same periods (i) our other expenses as a percentage of our revenue from contracts with customers reduced from 11.87% in Fiscal 2019 to 9.90% in Fiscal 2021 and 8.78% for the nine months period ended December 31, 2021, and (ii) our employee benefit expense as a percentage of our revenue from contracts with customers reduced from 20.84% in Fiscal 2019 to 16.75% in Fiscal 2021 but increased to 20.22% for the nine months period ended December 31, 2021, and (iii) our fair value loss on financial liabilities at fair value through profit or loss decreased from 89.53% in Fiscal 2019 to 0.25% in Fiscal 2021 and increased to 6.23% for the nine months period ended December 31, 2021. As a result, as a percentage of our revenue from contracts with customers, our restated losses improved from 107.82% in Fiscal 2019 to 11.40% in Fiscal 2021 and 18.52% for the nine months period ended December 31, 2021. Our total income increased from ₹16,948.75 million in Fiscal 2019 to ₹29,886.29 million in Fiscal 2020 and to ₹38,382.91 million in Fiscal 2021, and to ₹49,114.06 million for the nine months period ended December 31, 2021. Our fair value loss on financial liabilities at fair value through profit or loss as a percentage of revenue from contract with customers was 89.53%, nil, 0.25%, nil, and 6.23% in Fiscal 2019, Fiscal 2020, Fiscal 2021 and the nine months period ended December 31, 2020, and December 31, 2021, respectively. Our profit/(loss) after tax margin improved from (105.22)% in Fiscal 2019 to (9.00)% in Fiscal

2020 and decreased slightly to (10.83)% in Fiscal 2021 and to (18.14)% in the nine months period ended December 31, 2021. Our EBITDA margin improved from (8.29)% in Fiscal 2019 to (6.19)% in Fiscal 2020 and to (2.75)% in Fiscal 2021, while declining to (4.82)% in the nine months period ended December 31, 2021. Our Adjusted EBITDA Margin has improved from (11.35)% in Fiscal 2019 to (6.95)% in Fiscal 2021 and (0.72)% for the nine months period ended December 31, 2021. This was partially offset by continued investments in our platform due to the rapidly increasing demand for our services and disruptions caused by COVID-19 for the nine months period ended December 31, 2021. For computation of Adjusted EBITDA, please see "Other Financial Information" on page 510 of the RHP.

We have incurred restated loss in the period mentioned in the above table.

For further details, please see "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 520 of the RHP.

6. Comparison with Listed Industry Players

The integration of our proprietary technology platform with our physical network and its operations enables us to provide comprehensive supply chain solutions to a wide range of customers. We provide a full range of logistics services, including express parcel delivery, heavy goods delivery, PTL freight, TL freight, warehousing, supply chain solutions, cross-border express and freight services and supply chain software, along with value added services such as e-commerce return services, payment collection and processing, installation and assembly services and fraud detection. This differentiates us from other listed logistics companies in India whose business may be considered to be similar to some of our service offerings. Following is the comparison with certain logistics players listed in India:

Name of the company	Total income for FY 2020-21 (₹ in million)	Face value (₹)	P/E	EPS (Diluted) (₹)	Return on net worth (%)	NAV per share (₹)
Company*	38,382.91	1	[•]	(8.05)	(14.66)	54.79
<i>Listed logistics players</i>						
Blue Dart Express Ltd	32,923.60	10	150.37	42.91	17.08	249.48
TCI Express Ltd	8,516.40	2	66.88	26.15	23.12	112.89
Mahindra Logistics Ltd	32,811.90	10	119.39	4.16	5.05	79.65

* Financial information of the Company has been derived from Restated Financial Statements

Notes for the data for listed logistics players:

- All the financial information for the listed logistics players mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports for the year ended March 31, 2021.
- P/E Ratio for the listed logistics players has been computed based on the closing market price of equity shares on NSE as on April 18, 2022, divided by the Diluted EPS
- Return on Net Worth (%) = Net Profit after Tax divided by Net worth as of March 31, 2021. Net worth represents the equity share capital, other equity and non-controlling interest (if any)
- Net Assets Value per share (in ₹): Represents Net Asset Value per equity and preference share. It is calculated as Net Worth as of the end of relevant year/period divided by the number of equity and preference shares outstanding at the end of the year/period
- Certain domestic listed players mentioned in the RedSeer Report and mentioned in point 1 below i.e. VRL Logistics, Gati and TCI are not included in the table above. This is primarily due to differences in our business profile which is asset light with a focus on express transportation of parcels and freight. Further, one of the companies had a recent change in ownership and associated corporate restructuring.

The trading price of the Equity Shares could decline due to the factors mentioned in the section titled "Risk Factors" on page 34 of the RHP, and any other factors that may arise in the future and you may lose all or part of your investments.

The Offer Price of ₹ [•] has been determined by our Company, in consultation with the BRLMs, on the basis of the demand from investors for the Equity Shares through the Book Building process and was justified in view of the above qualitative and quantitative parameters. Investors should read the above mentioned information along with "Risk Factors", "Our Business", "Financial Information" and "Other Financial Information" on pages 34, 212, 278 and 510 of the RHP, respectively, to have a more informed view.

The following provides a comparison of our Company with certain listed players in the logistics sector in India:

- As per the RedSeer Report, which has been exclusively commissioned and paid for by us in connection with the Offer, the following table includes a comparison of the logistics services provided by us and an indicative list of listed players.

Parameters	Blue Dart Express Ltd.				TCI Express Ltd				Mahindra Logistics Ltd				Delhiivery			
	FY19	FY20	FY21	6M, FY22	FY19	FY20	FY21	9M, FY22	FY19	FY20	FY21	9M, FY22	FY19	FY20	FY21	9M, FY22
Pincode reach	14,000+ pincodes	14,000+ pincodes	14,000+ pincodes	14,000+ pincodes	~40,000 pickup and delivery points ~95% pincodes	40,000 pickup and delivery points 95% pincodes	40,000 pickup and delivery points 95%+ pincodes	40,000 locations	-	17,000	21,000+	-	13,485	15,875	16,677	17,488
Manpower	13,000+	12,000+	12,000+	12,000+	3,000+	3,000+	~3,000	3,000+	17,840	17,067	18,649	-	28,830	40,416	53,086	86,184
Area under management	-	-	-	-	-	-	-	-	15+ million (mn) square feet (sq. ft) of warehousing space	16 million (mn) square feet (sq. ft) of warehousing space spread across our pan-India network of multi-user built-to-suit warehouses, stockyards, network hubs and cross-docks	17+ mn sqft of warehousing space spanning the pan-India network of multiuser warehouses, built-to-suit warehouses, stockyards, network hubs, and cross-docks.	Additional 4Mn + sqft of warehousing space contracted	5.96 million (Mn) aquare feet (sq ft)	9.85 million (Mn) square feet (sq ft)	12.23 million (Mn) square feet (sq ft)	14.27 million (Mn) square feet (sq ft)
Number of Customers	-	-	-	-	-	-	-	-	300+ customers	300+ customers	300+ customers	300+ customers	4,867 Active Customers	7,957 Active Customers	16,741 Active Customers	23,113 Active Customers
Fleet	11,122+ vehicles 13,000+ drivers 6 Boeing 757-200 freighter aircraft	22,336 vehicles 12,000+ drivers 6 Boeing 757-200 freighter aircraft	11,122 vehicles 6 Boeing 757-200 freighter aircraft	11,100+ vehicles 6 Boeing 757-200 freighter aircraft	5,000 containerised vehicles	5,000 containerised vehicles	5,000 containerised vehicles	5,000 containerised vehicles	-	10,000+ Vehicles deployed every month	10,000+ Vehicles deployed every month	5,500+ vehicles deployed per day	-	-	-	50,000+ registered vehicles
Number of facilities (include warehouses, sorting centers etc)	1,665 facilities and hubs	2,173 facilities and hubs	2,113 facilities and hubs	2,100+ facilities	28 sorting centers 700 branch offices	28 sorting centers 800+ branch setups pan India	28 sorting centers 800+ branch setups pan India	28 sorting centers 850+ branches	75+ Stockyards In-factory stores and line-feed at over 50 manufacturing locations	In-factory stores and line-feed at over 50 manufacturing locations 35 hub locations 50+ stockyards 200+ warehouses	In-factory stores and line-feed at over 50+ manufacturing locations 50+ hubs 50+stockyards 250+ warehouses	50+ hubs	73 gateways	83 gateways	88 gateways	82 gateways

- Since data pertaining to Blue Dart Express Ltd has not been disclosed in the filings for 9MFY22 / as of December 2021, we have provided the latest data
- Includes permanent employees and contractual workers (excluding daily wage manpower and security guards and Spoton) as of the last day of the period, as well as last mile delivery agents in the last month of the period.

The information above in respect of third parties has been included based on their respective annual reports and investor presentations available in the public domain. Accordingly, while due care and caution has been undertaken in replicating information from such annual reports and investor presentations, the reliability, accuracy and completeness thereof, and underlying assumptions thereto and methodology of calculation, cannot be verified. These companies may disclose additional operational information from time to time as appropriate in respect of their business and operations. The comparison is not a recommendation to invest/ disinvest in any entity, including our Company, and should not be construed as investment advice within the meaning of any law or regulation, or used as a basis for any investment decision.

3. Industry EV/FY22 Annualized Revenue ratio

Based on the peer group information (excluding our Company), the Industry EV/FY22 Annualized Revenue ratio is given below:

Particulars	Industry EV/FY22 Annualized Revenue*
Highest	6.37
Lowest	0.91
Average	3.68

*The industry high, low and average has been considered from the listed logistic players provided above in this section.

4. Justification for Basis of Offer price

- We were the largest, fully integrated logistics services player in India by revenue as of Fiscal 2021, according to the RedSeer Report, which has been exclusively commissioned and paid for by us in connection with the Offer. In Fiscal 2021, our revenue from contracts with customers was ₹36,465.27 million.
- We were the fastest growing fully-integrated logistics services player in India by revenue as of Fiscal 2021, according to the RedSeer Report, which has been exclusively commissioned and paid for by us in connection with the Offer. Our revenue from contracts with customers has grown from ₹16,538.97 million in Fiscal 2019 to ₹36,465.27 million in Fiscal 2021, or a CAGR of 48.49%. Our revenue from contracts with customers for the nine months period ended December 31, 2021 was ₹48,105.30 million.
- We operate a pan-India network and provide our services in 17,488 PIN codes, as of December 31, 2021. We have built an asset-light business model that has enabled us to scale up volumes rapidly, with lower fixed costs and greater flexibility. In Fiscal 2021, we fulfilled over 289,200 million express parcel orders, carried 373,854 tonnes of PTL freight, processed 47.37 million orders through our fulfillment centers and completed more than 46,878 truckload movements. We have achieved this substantial scale in just 10 years since we began operations.
- We provide a full-range of logistics services, including express parcel delivery, heavy goods delivery, PTL freight, TL freight, warehousing, supply chain solutions, cross border express and freight services and supply chain software, along with value added services such as e-commerce return services, payment collection and processing, installation and assembly services and fraud detection. Our network structure, quality of engineering and technology and data intelligence capabilities have helped us establish scale in all of our business lines and ensure synergies across them.
- Our team of 505 engineering, data sciences and product professionals (excluding Spoton), as on December 31, 2021, has built proprietary technology and data intelligence systems that enable us to offer integrated logistics services to a wide variety of customers. Our technology stack consists of more than 80 applications that encompass

Indicative Set of Listed Players ⁽¹⁾	US	China	India
Express Parcel Delivery	FedEx, UPS, USPS, Amazon	ZTO Express, Best Logistics, JD Logistics, SF Holdings, YTO Express, STO Express, Yunda	Delhiivery, Blue Dart
Part Truck Load	FedEx, UPS, XPO Logistics, Old Dominion, SAIA	ZTO Express, Best Logistics, Deppon Logistics	Delhiivery, VRL Logistics, TCI Express, Gati
Truckload	FedEx, UPS, Knight Swift Logistics, J.B. Hunt, Werner Enterprises	Best Logistics, SF Holdings, Full Truck Alliance	Delhiivery, TCI, VRL Logistics
Supply Chain Services	UPS, GXO Logistics, FedEx	JD Logistics, Best Logistics	Delhiivery, Mahindra Logistics, DHL Supply Chain

Notes: (1) All players mentioned in the table above, other than Delhiivery, are either listed or are unlisted subsidiaries of listed MNCs

- Source(s): RedSeer Research
- We believe that we are differentiated from other listed logistics players in India as we provide a full range of integrated logistics services (as in the table above) including express parcel delivery, heavy goods delivery, part truck load freight, truckload freight, warehousing, supply chain services, cross border express and freight services and supply chain software, along with value added services such as e-commerce return services, payment collection and processing, installation and assembly services and fraud detection. Further, our network structure, quality of engineering and technology and data intelligence capabilities have helped us establish scale in all of our business lines and ensure synergies across them. Following is the comparison of our Company with certain listed logistics players in India:

Name of company	Market capitalization (₹ in million)	Enterprise value (EV) (₹ in million)	Revenues for Fiscal 2021 (₹ in million)	Revenue CAGR (FY19-21)	PAT for Fiscal 2021 (₹ in million)	Profit/(loss) after tax margin	PAT (CAGR) (FY19-21)	Return on Net Worth for Fiscal 2021	Annualized Revenues for Fiscal 2022	EV/FY22 Annualized Revenues
Blue Dart Express Limited	1,53,097.38	1,62,391.68	32,881.30	1.78	1,018.10	3.09	6.50	17.08	43,261.07	3.75x
TCI Express Limited	67,326.05	66,511.65	8,439.90	(9.20)	1,006.00	11.81	17.52	23.12	10,443.87	6.37x
Mahindra Logistics Limited	35,695.04	36,619.64	32,637.20	(7.94)	287.90	0.88	(42.27)	5.05	40,138.00	0.91x
Delhiivery Limited (Consolidated)	-	-	36,465.27	48.49	(4,155.37)	(10.83)	NM	(14.66)	64,140.40	-

- NM = Negative margins
Notes to the table:
Source: All the financial information for listed industry players mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from their respective annual reports.

- Market Capitalization has been computed by multiplying number of shares as per latest shareholding pattern uploaded on BSE with closing market price as of April 18, 2022 from NSE.
- Enterprise Value (EV) has been computed based on the closing market capitalization of equity shares on April 18, 2022 and post adding Net Debt. Net Debt for listed players has been taken from financials as of September 30, 2021 uploaded on BSE website. It is computed as (i) an addition of short term borrowings, long term borrowings, short term lease liabilities and long term lease liabilities and (ii) reduced by cash and cash equivalents, bank balances other than above and current investments. In addition to (i) above, for our Company (on a consolidated basis) we have also reduced non-current investments, margin money deposits and deposits with original maturity for more than 12 months. To compute EV for our Company, Net Debt as of December 31, 2021 will be considered.
- Profit/(loss) after tax margin is computed as Profit/(loss) After Tax (PAT) divided by Total Income.
- Revenues for Fiscal 2022 have been computed by annualizing revenues for nine months ended December 31, 2021 as uploaded on BSE.
- Enterprise Value (EV)/ FY22 Annualized Revenues has been computed based on the closing market capitalization of equity shares on April 18, 2022 and post adding Net Debt and the whole number is divided by the Fiscal 2022 Annualized Revenues.
- Certain domestic listed players mentioned in the RedSeer Report and mentioned in point 2 above i.e. VRL Logistics Limited, Gati Limited and TCI are not included in the table above. This is primarily due to differences in our business profile which is asset light with a focus on express transportation of parcels and freight. Further, one of such listed companies had a recent change in ownership and associated corporate restructuring.

Further, as per the RedSeer Report, which has been exclusively commissioned and paid for by us in connection with the Offer, the following table provides a summary of certain key performance indicators of certain listed logistics companies, during Fiscal 2019, Fiscal 2020 and Fiscal 2021:

- We have made the highest investments in technology and automation and have built the largest technology team of engineers, developers and data scientists, amongst independent e-commerce focused logistics players, as per the RedSeer Report, which has been exclusively commissioned and paid for by us in connection with the Offer.
- We served a diverse base of 23,113 Active Customers (excluding those serviced by Spoton) across e-commerce, consumer durables, electronics, lifestyle, FMCG, industrial goods, automobiles, healthcare and retail, for the nine months period ended December 31, 2021. Our service quality, reach and efficiency, coupled with deep integration with customers' ERP systems and business processes have led to customer stickiness.
- Our experienced team has driven service excellence and industry-first innovations that have enabled us to gain market leadership in a short span of time.

Investors should read the above mentioned information along with "Risk Factors", "Our Business", "Financial Information" and "Other Financial Information" on pages 34, 212, 278 and 510 of the RHP, respectively, to have a more informed view.

- Further, investors should note the following:
- Industry composite EV/FY22 Annualized Revenue multiple is 3.68 times while our multiple will be higher at 4.62 times at the Cap Price and 4.37 times at the Floor Price.
 - Last allotment was done at ₹380 on September 2, 2021 at an EV/FY2021 Revenue multiple of 6.20 times. Based on the Price Band, the EV/Annualized FY22 Revenue multiple was 4.62 times at the Cap Price and 4.37 times at the Floor Price.
 - The acquisition of Spoton Logistics Private Limited was done at EV/ Revenue multiple of 2.02 times while our EV/Annualized FY22 Revenue multiple will be higher at 4.62 times at the Cap Price and 4.37 times at the Floor Price.

5. Our recent equity issuances

On September 2, 2021, we allotted 146,961 compulsorily convertible preference shares at issue price of ₹38,000 per share of face value ₹100 ("Series I Preference Shares"), for further details, see "Capital Structure - Notes to Capital Structure - Preference share capital history of our Company" on page 131 of the RHP. As a result of the bonus issuance on September 27, 2021 and split of the face value of the equity shares on September 29, 2021, 146,961 Series I preference shares of face value ₹100 were converted into 14,696,100 Equity Shares. For further details, see "Capital Structure - Notes to Capital Structure - Equity share capital history of our Company" on page 117 of the RHP. The effective issue price per preference share for this issuance translates to ₹380 per share. For further details, please see "Capital Structure - Notes to Capital Structure - Share capital History - History of Equity Share Capital of our Company" on page 131 of the RHP.

We have raised capital in the past from time to time through issuance of equity shares as well as preference shares to global and domestic institutional and strategic investors. For further details, see "Capital Structure - Notes to Capital Structure - Equity share capital history of our Company" and "Capital Structure - Notes to Capital Structure - Preference share capital history of our Company" on pages 117 and 131 of the RHP, respectively. At the time of investment, the institutional and strategic investors undertook their independent evaluation of the Company based on their own investment mandates and potentially valued the prospects using various methodologies based on their estimated expected trajectory of our business.

The Price Band is ₹ 462 per Equity Share to ₹ 487 per Equity Share. The Price Band is 1.22 times to 1.28 times to the effective issue price of ₹380 per share for Series I Preference Shares.

BID/OFFER PROGRAMME | **OPENS ON WEDNESDAY, MAY 11, 2022*** | **CLOSES ON FRIDAY, MAY 13, 2022****

*Our Company, in consultation with the BRLMs, shall consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid Offer Period shall be one Working Day prior to the Bid Offer Opening Date. | ** UPI mandate end time and date shall be 12:00 p.m. on May 17, 2022.

In case of any revision in the Price Band, the Bid Offer Period will be extended by at least three additional Working Days after revision of the Price Band, subject to the Bid Offer Period not exceeding 10 Working Days. In cases of force majeure, strike or similar circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of three Working Days, subject to the Bid Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the members of the Syndicate and by an intimation to Designated Intermediaries and the Sponsor Bank, as applicable.

The Offer is being made in terms of Rule 19(2)(b) of the Securities Contracts (Regulation) Rules, 1957, as amended (the "SCRR") read with Regulation 31 of the SEBI ICDR Regulations. This Offer is being made through the Book Building Process and in compliance with Regulation 6(2) of the SEBI ICDR Regulations, wherein at least 75% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIBs", the "QIB Portion"), provided that our Company may, in consultation with the BRLMs, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis (the "Anchor Investor Portion"), out of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations. In the event of under-subscription or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion. Further, 5% of the QIB Portion (excluding the Anchor Investor Portion) shall be available for allocation on a proportionate basis to Mutual Funds only, and the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. If at least 75% of the Net Offer cannot be Allotted to QIBs, then the entire application money will be refunded forthwith. Further, not more than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders of which (a) one-third portion shall be reserved for applicants with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds portion shall be reserved for applicants with application size of more than ₹1,000,000, provided that the unsubscribed portion in either of such sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price and not more than 10% of the Net Offer shall be available for allocation to Retail Individual Bidders ("RIBs") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at

or above the Offer Price. All Bidders, other than Anchor Investors, are required to mandatorily utilise the Application Supported by Blocked Amount ("ASBA") process, providing details of their respective bank accounts (including UPI ID (defined in the RHP) in case of the UPI Bidders (defined in the RHP)) in which case, the Bid Amount will be blocked by the SCSBs, to participate in the Offer. Anchor Investors are not permitted to participate in the Offer through the ASBA process. Further, Equity Shares will be allocated on a proportionate basis to Eligible Employees applying under the Employee Reservation Portion, subject to valid Bids received from them at or above the Offer Price. For details, see "Offer Procedure" on page 592 of the RHP.

Bidders/Applicants should note that on the basis of PAN, DP ID and Client ID as provided in the Bid cum Application Form, the Bidders/Applicants may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidders/Applicants as available on the records of the Depositories. These Demographic Details may be used, among other things, for unblocking of ASBA account or for any correspondence(s) related to the Offer. Bidders/Applicants are advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants' sole risk. Bidders/Applicants should ensure that PAN, DP ID and Client ID and the UPI ID, as applicable, are correctly filled in the Bid cum Application Form. The PAN, DP ID and Client ID provided in the Bid cum Application Form should match with the PAN, DP ID and Client ID available in the depository database, otherwise, the Bid cum Application Form is liable to be rejected. Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form is active.

Contents of the Memorandum of the Company as regards its objects: For information on the main objects and other objects of our Company, see "History and Certain Corporate Matters" on page 246 of the RHP and Clause III of the Memorandum of Association of our Company. The Memorandum of Association of our Company is a material document for inspection in relation to the Offer. For further details, see the section "Material Contracts and Documents for Inspection" on page 623 of the RHP.

Liability of the members of the Company: Limited by shares.

Amount of share capital of the Company and Capital Structure: The authorised share capital of our Company is ₹ 1,342,535,980 divided into (a) 873,502,280 Equity Shares of face value of ₹ 1 each, and (b) 300,000 preference shares of ₹ 10 each, and (c) 4,660,337 preference shares of ₹ 100 each. The issued, subscribed and paid up share capital of our Company is 642,365,827, divided into 642,365,827 Equity Shares of face value of ₹ 1 each.

Names of initial signatories to the Memorandum of Association of our Company and the number of Equity Shares subscribed by them: The initial signatories of the Memorandum of Association were Suraj Saharan and Nitin Dhangra who subscribed to 5,000 equity shares each of face value of ₹ 10 each and of our Company.

Listing: The Equity Shares offered through the Red Herring Prospectus are proposed to be listed on the Stock Exchange. Our Company has received "in-principle" approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters dated November 22, 2021 and December 9, 2021, respectively. For the purposes of the Offer, NSE is the Designated Stock Exchange. A signed copy of this Red Herring Prospectus and the Prospectus shall be delivered to the RoC in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and material documents available for inspection from the date of this Red Herring Prospectus up to the Bid Offer Closing Date, see "Material Contracts and Documents for Inspection" on page 623 of the RHP.

Disclaimer Clause of SEBI: SEBI only gives its observations on the draft offer documents and this does not constitute approval of either the offer stated in the specified securities or the offer document. The investors are advised to refer to page 563 of the RHP for the full text of the disclaimer clause of SEBI.

Disclaimer Clause of NSE (the Designated Stock Exchange): "It is to be distinctly understood that the permission given by NSE should not in any way be deemed or construed that the RHP has been cleared or approved by NSE nor does it certify the correctness or completeness of any of the contents of the RHP". The investors are advised to refer to page 573 of the RHP for the full text of the disclaimer clause of NSE.

Disclaimer Clause of BSE: "It is to be distinctly understood that the permission given by BSE should not in any way be deemed or construed that the RHP has been cleared or approved by BSE nor does it certify the correctness or completeness of any of the contents of the RHP". The investors are advised to refer to page 573 of the RHP for the full text of the disclaimer clause of BSE.

General Risks: Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("SEBI"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "Risk Factors" on page 34 of the RHP.

	Simple, Safe, Smart way of Application!!!	Mandatory in public issue. No cheque will be accepted.	*Application supported by blocked amount (ASBA) is a better way of applying to issues by simply blocking the fund in the bank account. For further details, check section on ASBA below.
	UPI-Now available in ASBA for individual investors.** Bidders are required to ensure that the bank account used for Bidding is linked to their PAN#.		

**UPI-Now available in ASBA for all individual investors applying in public issues where the application amount is up to ₹ 500,000, applying through Registered Brokers, Syndicate, DPs & RTAs. Retail Individual Bidders, Non-Institutional Bidders and Eligible Employees also have the option to submit the application directly to the ASBA Bank (SCSBs) or to use the facility of linked online trading, demat and bank account. #Investors must ensure that their PAN is linked with Aadhaar and are in compliance with CBDT notification dated February 13, 2020 and press release dated June 25, 2021, read with press release dated September 17, 2021.

ASBA has to be availed by all the investors except anchor investors. UPI may be availed by (i) Retail Individual Bidders Bidding in the Retail Portion, and (ii) Eligible Employees Bidding under the Employee Reservation Portion, and (iii) Individual Non-Institutional Bidders Bidding with an application size of up to ₹ 500,000 in the Non-Institutional Portion. For details on the ASBA and UPI process, please refer to the details given in ASBA form and approved prospectus and also please refer to the section "Offer Procedure" beginning on page 592 of the RHP. The process is also available on the website of Association of Investment Bankers of India ("AIBI"), the websites of BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), and together with BSE, the "Stock Exchanges" and Stock Exchanges in the General Information Document. ASBA bid cum application forms can be downloaded from the websites of the Stock Exchanges and can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in. List of banks supporting UPI is also available on the website of SEBI at www.sebi.gov.in. Axis Bank Limited, Kotak Mahindra Bank Limited, ICICI Bank Limited and HDFC Bank Limited have been appointed as Sponsor Banks for the Offer, in accordance with the requirements of the UPI Circular dated November 1, 2018 and April 5, 2022, as amended. For offer related queries, please contact the BRLMs on their respective email IDs as mentioned below. For UPI related queries, investors can contact NPCI at the toll free number: 18001201740 and Mail Id: upi.ipo@npci.org.in.

BOOK RUNNING LEAD MANAGERS				REGISTRAR TO THE OFFER	COMPANY SECRETARY AND COMPLIANCE OFFICER
					<p>Sunil Kumar Bansal Company Secretary and Compliance Officer Tel: +91 124 6225602; E-mail: corporateaffairs@delhivery.com; Website: www.delhivery.com</p> <p>Investors can contact the Company Secretary and Compliance Officer or the BRLMs or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letter of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode.</p>
<p>Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. C – 27 'G' Block, Bandra Kurla Complex, Bandra (East), Mumbai 400051, Maharashtra, India Tel: +91 22 4336 0000 E-mail: delhivery.ipo@kotak.com Website: www.investmentbank.kotak.com Investor Grievance E-mail: kmccredressal@kotak.com Contact Person: Ganesh Rane SEBI Registration No.: INM000008704</p>	<p>Morgan Stanley India Company Private Limited 18th Floor, Tower 2, One World Centre, Plot 841, Jupiter Textile Mill Compound Senapati Bapat Marg, Lower Parel, Mumbai 400013 Maharashtra, India Tel: +91 22 6118 1000 E-mail: delhivery_ipo@morganstanley.com Website: www.morganstanley.com Investor Grievance E-mail: investors_india@morganstanley.com Contact Person: Malavika Nambiar SEBI Registration No.: INM000011203</p>	<p>BofA Securities India Limited Ground Floor, "A" Wing, One BKC, "G" Block Bandra Kurla Complex, Bandra (East), Mumbai 400051 Maharashtra, India Tel: +91 22 6632 8000 E-mail: dg.delhivery_ipo@bofa.com Website: www.ml-india.com Investor Grievance E-mail: dg.india_merchantbanking@bofa.com Contact Person: Sweta Birdika SEBI Registration No.: INM000011625</p>	<p>Citigroup Global Markets India Private Limited 1202, 12th Floor, First International Financial Centre, GBlock, C54 & 55, Bandra Kurla Complex, Bandra (East), Mumbai 400098 Maharashtra, India Tel: +91 22 6175 9999 E-mail: delhivery.ipo@citi.com Website: www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm Investor Grievance E-mail: investors.cgmb@citi.com Contact Person: Keshav Tawari SEBI Registration No.: INM000010718</p>	<p>Link Intime India Private Limited C 101, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai 400083 Maharashtra, India Tel: +91 22 4918 6200 E-mail: delhivery.ipo@linkintime.co.in Website: www.linkintime.co.in Investor grievance E-mail: delhivery.ipo@linkintime.co.in Contact Person: Shanti Gopalkrishnan SEBI Registration No.: INR000004058</p>	

Availability of RHP: Investors are advised to refer to the RHP, and the "Risk Factors", beginning on page 34 of the RHP, before applying in the Offer. A copy of the RHP is available on the websites of the SEBI at www.sebi.gov.in, the websites of the Book Running Lead Managers i.e. Kotak Mahindra Capital Company Limited, Morgan Stanley India Company Private Limited, BofA Securities India Limited and Citigroup Global Markets India Private Limited at www.investmentbank.kotak.com, www.morganstanley.com, www.ml-india.com and www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm, respectively and the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively.

Availability of Bid-cum-Application Forms: Bid-cum-Application Forms can be obtained from the Registered Office of the Company, **Delhivery Limited, Tel: +91 124 6225602;** the BRLMs: **Kotak Mahindra Capital Company Limited, Tel: +91 22 4336 0000, Morgan Stanley India Company Private Limited, Tel: +91 22 6118 1000, BofA Securities India Limited, Tel: +91 22 6632 8000, Citigroup Global Markets India Private Limited, Tel: +91 22 4918 6200. Syndicate Member:** Kotak Securities Limited, Tel: +91 (22) 6218 5470 at selected location of the Sub-syndicate Members (as given below) to confirm the presence, Registered Brokers, RTAs and CDPs participating in the Offer. Bid cum Application Forms will also be available on the

websites of the Stock Exchanges at www.bseindia.com and www.nseindia.com, respectively and the Designated Branches of SCSBs, the list of which is available at websites of the Stock Exchanges and SEBI.

Sub-Syndicate Members: Almondz Global Securities Ltd., Amrapali Capital & Finance Services Ltd., Anand Rathi Share & Stock Brokers Ltd., Axis Capital Limited, Centrum Broking Limited, Dalal & Broacha Stock Broking Private Limited, Edelweiss Broking Limited, Eureka Stock & Share Broking Services Limited, Finwizard Technology Pvt. Limited, Globe Capital Market Limited, HDFC Securities Limited, ICICI Securities Limited, IDBI Capital Markets & Securities Limited, IIFL Securities Ltd., JM Financial Services Limited, Jobanputra Fiscal Services Private Limited, Kantilal Chhaganlal Sec Pvt. Ltd., KJMC Capital Market Services Limited, LKP Securities Limited, Mehta Equities Limited, Motilal Oswal Securities Limited, Nirmal Bang Securities Pvt. Ltd., Prabhudas Lilladher Pvt. Ltd., Pravin Ratilal Share & Stock Brokers Limited, RR Equity Brokers Private Limited, SBIcap Securities Limited, Sharekhan Ltd., SMC Global Securities Ltd., Way2Wealth Brokers Private Limited and YES Securities (India) Limited.

Applications Supported by Blocked Amount (ASBA): Investors (other than Anchor Investors) have to apply through the ASBA process. For details on the ASBA process, please refer to the details given in ASBA form and abridged prospectus and also please refer to the section "Offer Procedure" on page 592 of the RHP. ASBA form can also be downloaded from the websites of BSE and NSE. ASBA Account Form can be obtained from the list of banks that is available on the website of SEBI at www.sebi.gov.in.

Escrow Collection Bank, Public Offer Bank and Refund Bank: Axis Bank Limited

Sponsor Banks: HDFC Bank Limited, ICICI Bank Limited, Axis Bank Limited and Kotak Mahindra Bank Limited

UPI Bidders: Individual investors applying as (i) Retail Individual Bidders in the Retail Portion, (ii) Eligible Employees under the Employee Reservation Portion, and (iii) Non-Institutional Bidders with an application size of up to ₹ 500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar and Share Transfer Agents

All capitalised terms used herein and not specifically defined shall have the same meaning as ascribed to them in the RHP.

For **Delhivery Limited**

On behalf of Board of Directors

Sd/-

Company Secretary and Compliance Officer

Date: May 04, 2022

Place: New Delhi

Delhivery Limited is proposing, subject to receipt of requisite approvals, market conditions and other considerations, to undertake an initial public offering of its Equity Shares and has filed the Red Herring Prospectus ("RHP") dated April 30, 2022 with the Registrar of Companies ("RoC"), National Capital Territory of Delhi and Haryana, at New Delhi on May 1, 2022. The RHP shall be available on the websites of SEBI, BSE and NSE at www.sebi.gov.in, www.bseindia.com and www.nseindia.com, respectively, and on the websites of the Book Running Lead Managers i.e. Kotak Mahindra Capital Company Limited, Morgan Stanley India Company Private Limited, BofA Securities India Limited and Citigroup Global Markets India Private Limited at www.investmentbank.kotak.com, www.morganstanley.com, www.ml-india.com and www.online.citibank.co.in/rhtm/citigroupglobalscreen1.htm, respectively. Potential investors should note that investment in equity shares involves a high degree of risk and for details relating to such risk, refer the RHP which has been filed with the Registrar of Companies, National Capital Territory of Delhi and Haryana including the section titled "Risk Factors" on page 34 of the RHP. Potential investors should not rely on the Draft Red Herring Prospectus dated November 1, 2021 for making any investment decision.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended ("Securities Act") or any state securities laws in the United States, and unless so registered, may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and in accordance with any applicable U.S. state securities laws. The Company has not registered and does not intend to register under the U.S. Investment Company Act of 1940 ("Investment Company Act"). Accordingly, the Equity Shares are being offered and sold (i) to persons in the United States or to, or for the account or benefit of, U.S. persons, in each case that are both "qualified institutional buyers" as defined in Rule 144A under the Securities Act and "qualified purchasers" as defined under the Investment Company Act in transactions exempt from or not subject to the registration requirements of the Securities Act and in reliance on Section 3(c)(7) of the Investment Company Act and (ii) outside the United States to non-U.S. persons in offshore transactions in reliance on Regulation S under the Securities Act and the applicable laws of the jurisdictions where such offers and sales are made. There will be no public offering in the United States.