

REF: SWIGGY/SE/2024-25/41

March 03, 2025

To The Deputy Manager Department of Corporate Services BSE Limited PJ Towers, Dalal Street Mumbai -400001 Scrip Code: 544285	To The Manager National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1, G Block Bandra-Kurla Complex, Bandra (E), Mumbai 400051 Symbol: SWIGGY
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Dear Sir/ Madam,

Sub: Postal Ballot Notice

Ref: Disclosure under of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to our intimation dated February 26, 2025 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulation') as amended from time to time, please find enclosed herewith a copy of the Postal Ballot Notice dated March 3, 2025 along with the Explanatory Statement and Instructions for Postal Ballot thereto pursuant to the provisions of Companies Act ('the Act') read with Listing Regulations, for seeking consent of the Members of Swiggy Limited ("Company"), on the special resolutions forming part of the Postal Ballot Notice.

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs, from time to time, the Postal Ballot Notice is being sent by electronic mode only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Registrar and Share Transfer Agent of the Company i.e. MUFG Intime India Private Limited (Formerly known as "Link Intime India Private Limited") ("MUFG") and the Depositories viz. National Securities Depository Limited and Central Depository Services (India) Limited as on the cut-off date i.e. Friday, February 21, 2025. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The instructions for remote e-voting are appended to the Notice.

The Company has engaged the services of MUFG for facilitating remote e-voting to enable the Members to cast their votes electronically. The remote e-voting on the resolution set out in the Postal Ballot Notice shall commence on Tuesday, March 4, 2025, at 9:00 A.M. (IST) and shall end on Wednesday, April 2, 2025 at 5:00 P.M. (IST).

SWIGGY LIMITED

(formerly known as "Swiggy Private Limited" and "Bundl Technologies Private Limited") | CIN: L74110KA2013PLC096530
www.swiggy.com | T: 080-68422422

The Postal Ballot Notice is also being uploaded on the Company's website at <https://www.swiggy.com> and on the website of MUFG at <https://instavote.linkintime.co.in>

The results of the Postal Ballot will be uploaded on the Stock Exchanges within two (2) working days from the conclusion of Postal Ballot and will also be placed on the Company's website at <https://www.swiggy.com> and the website of MUFG at <https://instavote.linkintime.co.in> and shall also be available on the website of the Stock Exchanges.

This intimation is also being uploaded on the Company's website <https://www.swiggy.com> in terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours
faithfully,
For **Swiggy Limited**

Sriharsha Majety
Managing Director & Group CEO
DIN: 06680073



Swiggy

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POSTAL BALLOT NOTICE

Pursuant to Section 110 read with 108 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given pursuant to the provisions of Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with the General Circular No. 14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022 and General Circular No. 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as “MCA Circulars”), and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“SS-2”), the items of special business as set out in this Notice below are proposed for consideration by the Members of **Swiggy Limited** (formerly known as “Bundl Technologies Private Limited” & “Swiggy Private Limited”) (“the Company”), by way of Postal Ballot, only through remote e-voting process.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Accordingly, physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members and no physical ballot forms will be accepted. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, setting out the material facts concerning the said resolutions and the reasons thereof are annexed hereto for your consideration.

The Board of Directors of the Company have appointed Mr. Pramod S. M. or failing him CS Biswajit Ghosh, Partners of M/s BMP & Co. LLP, Practicing Company Secretary firm, Bengaluru, as the Scrutinizer, for conducting the Postal Ballot remote e-voting process in a fair and transparent manner.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of MUFG Intime India Private Limited (Formerly known as “Link Intime India Private Limited”), Registrar and Share Transfer Agent (“MUFG” or “RTA”) for the purpose of providing remote e-voting facility to all its Members. Members are required to communicate their assent (FOR) or dissent (AGAINST)

through remote e-voting system only. You are requested to carefully read / follow all the instructions given in the Notes under the section “Procedure for E-Voting” to this Notice. The remote e-voting period commences from Tuesday, March 04, 2025, from 9.00 A.M. (IST) and ends on Wednesday, April 02, 2025, at 5.00 P.M. (IST).

After completion of scrutiny of the votes, the Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Chairman on or before Friday, April 04, 2025. The results of the Postal Ballot shall be announced on or before Friday, April 04, 2025. The said results along with the Scrutinizer’s Report shall be placed on the Company’s website: www.swiggy.in and on the website of RTA <https://instavote.linkintime.co.in/> immediately. The Company shall simultaneously forward the results to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed. The resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, April 02, 2025.

SPECIAL BUSINESS:

1. Amendment of Swiggy Employee Stock Option Plan 2015, Swiggy Employee Stock Option Plan 2021 and Swiggy Employee Stock Option Plan 2024 through trust route and amendments made thereto.

To consider and if thought fit to pass with or without modification(s) the following resolutions as a **Special Resolution:**

“**RESOLVED THAT** pursuant to Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the rules notified thereunder, pursuant to Regulation 3 and 7 and other applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as may be modified from time to time read with all the circulars and notifications issued thereunder (“**SEBI SBEB & SE Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) (“**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999 and the relevant provisions of the memorandum of association and articles of association of Swiggy Limited (“**Company**”) and such other applicable rules, regulations, circulars, guidelines, notifications and clarifications issued by any/various other competent statutory/regulatory authority(ies) including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s) that are or may become applicable (“**Applicable Laws**”), and pursuant to the recommendations of the Nomination and Remuneration Committee (“**NRC**”) and the board of directors of the Company (“**Board**”), approval of the members of the Company be and is hereby accorded to the amendments to the Swiggy Employee Stock Option Plan 2015 (“**ESOP 2015**”), Swiggy Employee Stock Option Plan 2021 (“**ESOP 2021**”) and Swiggy Employee Stock Option Plan 2024 (“**ESOP 2024**”) (collectively referred to as the “**ESOP Plans**”) to change the mode of implementation and administration of the ESOP Plans from direct allotment to trust route by setting up an irrevocable employee welfare trust of the Company, namely the Swiggy Employee Stock Option Trust (“**ESOP Trust**”), formed as per the provisions of Applicable Laws, including without limitation, Indian Trust

Act, 1882, Act and the rules made thereunder, the salient features of which are furnished in the explanatory statement to this notice, and the Trust to acquire, purchase, hold, subscribe up to 21,11,88,666 fully paid-up equity shares of the Company for the purpose of implementation of the ESOP Plans, or for any other purpose(s) as contemplated herein or in the indenture of trust deed executed between the Company and the ESOP Trust (“**Trust Deed**”) in due compliance with Applicable Laws.

RESOLVED FURTHER THAT upon implementation of the ESOP Plans through the ESOP Trust, the Board be and is hereby authorised to grant, offer, issue and allot in one or more tranches under ESOP 2024, at any time to or for the benefit of the eligible employees of the Company, the total number of 21,11,88,666 equity shares which includes:

- (i) 10,73,71,316 equity shares which was approved by the members on January 04, 2025, under ESOP 2024;
- (ii) transfer of options granted (whether vested or unvested) equivalent to 38,14,051 equity shares which have already lapsed / expired / cancelled under ESOP 2015 from April 10, 2024, till February 16, 2025, to ESOP 2024;
- (iii) transfer of vested / unvested options which may lapse / expire / cancel equivalent up to 7,70,42,705 equity shares under ESOP 2015 to ESOP 2024; and
- (iv) transfer of vested / unvested options which may lapse / expire / cancel equivalent up to 2,29,60,594 equity shares under ESOP 2021 to ESOP 2024.

(subject to adjustments), without any further action by the NRC or the Company such that the total outstanding Equity shares available under all the ESOP Plans put together as approved by the members of the Company continues to remain 21,11,88,666 equity shares having a face value of Re.1 each and there will not be any dilution over and above such already approved shares.

RESOLVED FURTHER THAT it is hereby noted that the amendments to ESOP Plans are being carried out to, *inter alia*, provide for implementation of the ESOP Plans through the ESOP Trust established by the Company as the settlor.

RESOLVED FURTHER THAT for the purpose of bringing into effect and implementing the ESOP Plans and generally for giving effect to these resolutions, Mr. Sriharsha Majety, Managing Director & Group CEO; Mr. Lakshmi Nandan Reddy Obul, Whole time Director – Head of Innovation or Mr. Rahul Bothra, Chief Financial Officer of the Company be and are hereby severally authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard.

RESOLVED FURTHER THAT the proposed amendments to the ESOP Plans are not detrimental to the interests of the option holders.

RESOLVED FURTHER THAT Mr. Sriharsha Majety, Managing Director & Group CEO; Mr. Lakshmi Nandan Reddy Obul, Whole time Director – Head of Innovation or Mr. Rahul Bothra, Chief Financial Officer of the Company be and are hereby severally authorized to certify a copy of this resolution and issue the same to all concerned parties.”

2. Authorization for providing financial assistance to Swiggy Employee Stock Option Trust for implementation of Swiggy Employee Stock Option Plan 2015, Swiggy Employee Stock Option Plan 2021 and Swiggy Employee Stock Option Plan 2024 through trust route and amendments made thereto.

To consider and if thought fit to pass with or without modification(s) the following resolutions as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 62(1)(b), 67(3)(b) read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions, if any, of the Companies Act, 2013 (“**Act**”) read with the rules notified thereunder, pursuant to the applicable provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations 2021, as may be modified from time to time read with all the circulars and notifications issued thereunder (“**SEBI SBEB & SE Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Foreign Exchange Management Act, 1999 and the relevant provisions of the memorandum of association and articles of association of Swiggy Limited (“**Company**”) and such other applicable rules, regulations, circulars, guidelines, notifications and clarifications of any/various other competent statutory/regulatory authority(ies) including any amendments, modifications or re-enactments thereof for the time being in force, subject to any applicable approval(s), consent(s), permission(s) and sanction(s) of any competent authority(ies) and also any condition(s) and modification(s) as may be prescribed or imposed by such authority(ies) while granting such approval(s), consent(s), permission(s) and sanction(s) that are or may become applicable (“**Applicable Laws**”), and pursuant to the recommendations of the Nomination and Remuneration Committee (“**NRC**”) and the board of directors of the Company (“**Board**”), the approval of the members of the Company, be and is hereby accorded for the implementation of Swiggy Employee Stock Option Plan 2015, Swiggy Employee Stock Option Plan 2021, and Swiggy Employee Stock Option Plan 2024 (collectively referred to as the “**ESOP Plans**”) through the Swiggy Employee Stock Option Trust (“**ESOP Trust**”) set up by the Company and to acquire, purchase, hold, subscribe up to 21,11,88,666 equity shares of the Company, in one or more tranches.

RESOLVED FURTHER THAT subject to the provisions of Section 67 of the Act and all other applicable provisions, if any, of the Act and the rules notified thereunder, and pursuant to the SEBI SBEB & SE Regulations, Applicable Laws, and pursuant to the recommendations of the NRC and Board, the approval of members of the Company be and is hereby accorded for the provision of money by way of an interest free loan, guarantee, security, or any other financial assistance to the ESOP Trust, with a view to enable the ESOP Trust to acquire, purchase, hold, subscribe up to 21,11,88,666 fully paid-up equity shares of Re.1/- each of the Company, in one or more tranches, on such terms and conditions as may be decided by the Board/NRC for the purpose of implementation of the ESOP Plans.

RESOLVED FURTHER THAT in case the number of equity shares to be issued / allotted / credited to the eligible employees are increased on account of any corporate action(s) such as rights issues, bonus issues, split/consolidation of shares, change in capital structure, merger/demerger, the approval of the members be and is hereby accorded to the ESOP Trust to acquire such number of additional equity shares as may be required in this regard and accordingly the Board / NRC is authorized to make additional

provision by way of loan, guarantee, security, or any other financial assistance as may be required by the ESOP Trust to acquire the said additional equity shares.

RESOLVED FURTHER THAT for the purpose of implementing the ESOP Plans and generally for giving effect to these resolutions, Mr. Sriharsha Majety, Managing Director & Group CEO; Mr. Lakshmi Nandan Reddy Obul, Whole time Director – Head of Innovation; Mr. Rahul Bothra, Chief Financial Officer or Mr. Girish Menon, CHRO be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage, and to make variations or alterations in the ESOP Plans, to the extent permissible under SEBI SBEB & SE Regulations and such other laws as may be applicable, without requiring the Board to secure any further consent or approval of the members of the Company.”

By Order of the Board.
For **Swiggy Limited**

Sd/-

Sriharsha Majety
Managing Director & Group CEO
DIN: 06680073

Date: March 03, 2025
Place: Bengaluru

Address: Registered & Corporate Office: No.55 Sy No.8-14, Ground Floor, I&J Block, Embassy Tech Village, Outer Ring Road, Devarbisanahalli, Bengaluru - 560103

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with the applicable Rules made thereunder setting out the material facts is annexed hereto and forms part of this Postal Ballot Notice (“Notice”).
2. In compliance with MCA Circulars, this Notice is being sent only through electronic mode to all the Members, whose names appear in the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on, Friday, February 21, 2025 (“cut-off date”) and is being sent to all those Members whose e-mail address is registered with the Company or the Depository Participant(s).
3. All the 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 the email address with the Company /Depositories), shall be entitled to vote in relation to the resolutions specified in this Postal Ballot Notice.
4. A copy of this Notice shall also be available on the Company’s website at www.swiggy.in, on the websites of the Stock Exchanges i.e. BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA at <https://instavote.linkintime.co.in/>
5. The dispatch of the Notice and the Explanatory Statement shall be announced through an advertisement in at least 1 (One) English newspaper and at least 1 (One) Kannada newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also be published on the Company’s website at www.swiggy.in
6. The voting rights of Members shall be in proportion to their shares in the total paid-up equity share capital of the Company, as on the cut-off date.
7. Resolutions, if approved, by the Members through Postal Ballot shall be deemed to have been passed on the last date of remote e-voting i.e. Wednesday, April 02, 2025.
8. All the documents referred to in this Postal Ballot Notice and Explanatory Statement shall be available for inspection through electronic mode and shareholders may write to Company at secretarial@swiggy.in
9. In case members have any queries or grievances related to notice or the e-voting process, they may refer the Frequently Asked Questions (“FAQs”) and InstaVote e-voting manual available at <http://instavote.linkintime.co.in>, under help section or contact at Tel No: 022-4918 6000 and email at enotices@in.mpms.mufg.com

10. Voting through Electronic Means

- I. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20

and 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), MCA Circulars and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 in relation to e-voting facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of *RTA* to provide remote e-voting facility to its members.

- II. The remote e-voting period commences on Tuesday, March 04, 2025, from 9.00 A.M. (IST) and ends on Wednesday, April 02, 2025, at 5.00 P.M. (IST). The remote e-voting module shall be disabled by *RTA* for voting thereafter. Once the vote on a resolution is cast by a member, the same will not be allowed to change subsequently.

**E-VOTING INSTRUCTIONS:
PROCEDURE FOR E-VOTING:**

The procedure to login to e-voting of NSDL website consists of two steps as detailed hereunder:

A) Login method for e-voting for individual Shareholders holding securities in demat mode:

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December 2020 captioned “e-voting facility provided by listed companies”, e-voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts/websites of Depositories/Depository Participant(s) (“DPs”) in order to increase the efficiency of the voting process.

Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider, thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs 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	<p>If the user is registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com/ either on a personal computer or on a mobile. 2. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under “IDeAS” section. 3. A new screen will open. You will have to enter your User ID and

	<p>Password.</p> <ol style="list-style-type: none"> 4. After successful authentication, you will be able to see e-voting services. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. 5. Click on options available against company name or e-voting service provider - NSDL and you will be re-directed to NSDL evoting website for casting your vote during the remote e-voting period.
	<p>If the user is not registered for NSDL IDeAS facility:</p> <ol style="list-style-type: none"> 1. To register, visit URL: https://eservices.nsdl.com and select “Register Online for IDeAS Portal” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp “ 2. Proceed with updating the required fields. 3. Post registration, user will be provided with Login ID and password. 4. After successful login, click on “Access to e-voting”. 5. Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.
	<p>Voting directly through the NSDL portal:</p> <ol style="list-style-type: none"> 1. Visit the e-voting website of NSDL. Open 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. 4. 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 NSDL Depository site wherein you can see e-voting page. 5. Click on options available against company name or e-voting service provider - MUFG Intime and you will be redirected to e-voting website of MUFG Intime for casting your vote during the remote evoting period. 6. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” for seamless voting experience.
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>METHOD 1 – From Easi/Easiest Users who have registered/ opted for Easi/Easiest</p> <ol style="list-style-type: none"> a) Visit URL: https://web.cdslindia.com/myeasitoken/Home/Login or www.cdslindia.com. b) Click on New System Myeasi c) Login with user id and password

	<p>d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., MUFG Intime, for voting during the remote e-voting period.</p> <p>e) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p>OR</p> <p>Users not registered for Easi/Easiest</p> <p>a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/ / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration</p> <p>b) Proceed with updating the required fields.</p> <p>c) Post registration, user will be provided Login ID and password.</p> <p>d) After successful login, user able to see e-voting menu.</p> <p>e) Click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p> <p>METHOD 2 - By directly visiting the e-voting website of CDSL.</p> <p>a) Visit URL: https://www.cdslindia.com/</p> <p>b) Go to e-voting tab.</p> <p>c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.</p> <p>d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account</p> <p>e) After successful authentication, click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<ol style="list-style-type: none"> 1. Login to DP website 2. After Successful login, members shall navigate through “e-voting” tab under Stocks option. 3. Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu. 4. After successful authentication, click on “MUFG Intime” or “evoting link displayed alongside Company’s Name” and you will be redirected to MUFG Intime InstaVote website for casting the vote during the remote e-voting period.

B) Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: <https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

- ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
- ▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

4. After selecting the desired option i.e. Favour / Against, click on ‘Submit’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under “Corporate Body/ Custodian/Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person’s email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
 - a. ‘Investor ID’ -
 - i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*
 - ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*
 - b. ‘Investor’s Name - Enter full name of the entity.
 - c. ‘Investor PAN’ - Enter your 10-digit PAN issued by Income Tax Department.
 - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d) Click on Submit button and investor will be mapped now.
- e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.

- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select '**View**' icon for '**Company's Name / Event number**'. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 22 55 33
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Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders (“Corporate Body/ Custodian/Mutual Fund”) has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**Corporate Body/ Custodian/Mutual Fund**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last

four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1 & 2

Swiggy Limited (“**Company**”) currently has three existing employee stock option plans namely Swiggy Employee Stock Option Plan 2015 (“**ESOP 2015**”), Swiggy Employee Stock Option Plan 2021 (“**ESOP 2021**”) and Swiggy Employee Stock Option Plan 2024 (“**ESOP 2024**”) (collectively referred to as “**ESOP Plans**”) which have been adopted with due approval from Board and members of the Company (through special resolution) and ratified by the members of the Company, post its listing. It is to be noted that ESOP Plans are currently implemented through the direct route.

Based on the approval of the Nomination and Remuneration Committee (“**NRC**”) on Friday, February 21, 2025 and the board of directors (“**Board**”) on Wednesday, February 26, 2025 and subject to the approval of the members, the Company is now proposing to modify the mode of implementation of ESOP Plans to trust route (instead of direct route) by setting up an irrevocable employee welfare trust of the Company, namely the Swiggy Employee Stock Option Trust (“**ESOP Trust**”), formed as per the provisions of applicable laws, including without limitation, Indian Trust Act, 1882, the Companies Act, 2013 (“**Companies Act**”) and the rules made thereunder. Accordingly, the Company is seeking approval of the members to issue and allot shares (subject to any corporate action adjustment if any such as bonus, rights, merger, de-merger, etc.) to the ESOP Trust for the total number of employee stock options (“**Options**”) available in each of the aforementioned ESOP Plans (including the Options vested but not exercised).

The said change in mode of implementation of the ESOP Plans has been proposed as the direct route requires the Company to issue new equity shares directly to employees each time an employee exercises the vested Options, involving significant administrative processes including corporate action for allotment and trading approvals from the stock exchanges, resulting in time and resource inefficiency. In contrast, under the Trust route, all the shares available for grant under the ESOP plans are issued and allotted upfront by the Company to an ESOP trust as part of a single transaction and thereafter, shares are credited to employees upon exercise of Options by the ESOP trust. This makes the trust route (a) simpler and more efficient, (b) benefits employees (who hold Options currently or may do so in the future) by reducing the time within which, their demat account is credited with the requisite shares, and (c) brings uniformity across all ESOP Plans.

Additionally, while the overall outstanding equity shares under all the ESOP Plans shall remain the same, the migration of Options from ESOP 2015 and ESOP 2021 to ESOP 2024 is proposed for administrative ease, as no further grants of Options are proposed under ESOP 2015 and ESOP 2021.

The key variation to the ESOP Plans is the proposed change in mode of implementation from direct route to trust route which will not alter any other terms and conditions of the ESOP Plans such as identified beneficiaries of such Options, vesting conditions, exercise price, exercise period, valuation method, lock-in period etc. and accordingly, all other terms and conditions would continue to remain the same, as stated in the disclosures as approved by the shareholders’ resolution vide postal ballot notice dated on December 05, 2024, which can be accessed www.swiggy.com.

This is only a procedural change and does not result in impact on the members or their rights from what has already been approved by members. Further, none of the terms and conditions of the ESOP Plans will change except to the extent of (i) implementation of the ESOP Plans through a trust (explained above); (ii) migration of the ESOP pool within the existing ESOP Plans adopted by the Company, as detailed below; and (iii) ancillary changes in relation thereto.

In relation to the migration of the ESOP pool within the existing ESOP Plans adopted by the Company, it is important to highlight that no further grant of Options are proposed under ESOP 2015 and ESOP 2021. Upon implementation of the ESOP Plans through ESOP Trust, the NRC / Board can grant, offer, issue and allot in one or more tranches under Swiggy ESOP 2024, at any time to or for the benefit of the eligible employees of the Company and the total number of 21,11,88,666 equity shares which includes:

- (i) 10,73,71,316 equity shares which was approved by the members on January 04, 2025, under ESOP 2024;
- (ii) transfer of options granted (whether vested or unvested) equivalent to 38,14,051 equity shares which have already lapsed / expired / cancelled under ESOP 2015 from April 10, 2024, till February 16, 2025 to ESOP 2024;
- (iii) transfer of vested / unvested options which may lapse / expire / cancel equivalent up to 7,70,42,705 equity shares under ESOP 2015 to ESOP 2024; and
- (iv) transfer of vested / unvested options which may lapse / expire / cancel equivalent up to 2,29,60,594 equity shares under ESOP 2021 to ESOP 2024,

(subject to adjustments), without any further action by the NRC or the Company such that the total outstanding Equity shares available under all the ESOP Plans put together as approved by the shareholders of the Company continues to remain 21,11,88,666 equity shares having face value of Re.1 each and there will not be any dilution over and above such already approved shares.

It is hereby clarified that there will be no further dilution pursuant to the above, as the Options will move from ESOP 2015 and ESOP 2021 to ESOP 2024.

In terms of Section 62(1)(b) of the Companies Act read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 (“**Share Capital and Debentures Rules**”) along with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (“**SEBI SBEB & SE Regulations**”), the salient features of the ESOP Plans are provided as an **Annexure A**.

Given that the Company has proposed implementing all of its ESOP Plans through the trust route, the ESOP Trust, will be acquiring the shares of the Company for implementation of ESOP Plans. In order to enable and facilitate the ESOP Trust for acquiring these shares, the Company is seeking shareholder approval through special resolution to provide an interest free loan to the Trust, subject to a ceiling of 5% of the aggregate paid up capital and free reserves of the Company as on March 31, 2024, as prescribed under Section 67 of the Companies Act read with Rule 16 of the Share Capital and Debentures Rules.

The loan shall be repayable to the Company upon receipt of exercise price paid to the ESOP Trust as and when the options are exercised. Separately, new equity shares will be acquired through primary acquisition of equity shares of the Company and will not involve any secondary acquisition.

Additionally, the beneficiaries of this variation are the current and prospective option holders under the ESOP Plans.

The details required in the explanatory statement for the provision of such money, under section 67 of the Companies Act read with Rule 16 of the Share Capital and Debentures Rules, as amended, are as follows:

1. The class of employees for whose benefit the ESOP Plans are being implemented and money is being provided for purchase of or subscription to shares:

The class of employees for whose benefit the ESOP Plans are being implemented are provided under the ESOP 2015, ESOP 2021, and ESOP 2024 respectively.

2. The particulars of the trustee or employees in whose favour such shares are to be registered:

As mentioned in clause 3 below.

3. The particulars of the trust and name, address, occupation and nationality of trustees and their relationship with the promoters / promoter group, directors or key managerial personnel, if any:

a) Name and address of the irrevocable Trust:

Swiggy Employee Stock Option Trust
C/o Swiggy Limited,
No. 55 Sy No.8-14, Ground Floor, I&J Block, Embassy Tech Village,
Outer Ring Road, Devarbisanahalli, Bengaluru,
Karnataka, India - 560103.

b) Details of the trustees:

Name of trustee	Address	Occupation	Nationality
Ankita Bhargava	No. 55 Sy No.8-14, Ground Floor, I&J Block, Embassy Tech Village, Outer Ring Road, Devarbisanahalli, Bengaluru, Karnataka, India - 560103	Service	Indian
Joyson Devasia		Service	Indian
Sudharshan N		Service	Indian

4. Any interest of key managerial personnel, directors or promoters in ESOP Plans or trust and effect thereof:

None of the promoters, key managerial personnel and directors are interested in the ESOP Plans except that the key managerial personnel / director(s) may deem to be interested in the ESOP Plans to the extent of stock options as may be granted to them and to the extent of their shareholding in the Company.

5. The detailed particulars of benefits which will accrue to the employees from the implementation of the ESOP Plans:

Upon exercise of stock options, the eligible employees, will be entitled to receive equity shares of the Company, in accordance with the ESOP Plans, subject to the provisions of the Companies Act, SEBI SBEB & SE Regulations and such other laws as may be applicable.

6. The details about who would exercise and how the voting rights in respect of the shares to be purchased or subscribed under the ESOP Plans would be exercised:

The SEBI SBEB & SE Regulations provide that the trustee of a trust governed under the SEBI SBEB & SE Regulations, shall not vote in respect of the shares held by the trust, so as to avoid any misuse arising out of exercising such voting rights. In line with these requirements, neither the Trust nor any of its trustees will exercise voting rights in respect of the shares of the Company held by the ESOP Trust.

The Resolutions contained at Items No. 1 and 2 seek to obtain the approval of members of the Company by way of special resolution, for authorizing the Board to amend the ESOP Plans and do all such acts, matters, deeds and things and to take all steps and do all things and give such directions as may be required, necessary, expedient, incidental or desirable for giving effect to the amendment of the ESOP Plans.

A draft of the ESOP Plans with the proposed amendments shall be available at the registered office of the Company, for inspection during business hours of the Company from March 04, 2025 up to the last date of remote e-voting.

Pursuant to Section 102 of the Companies Act, the Board do hereby confirm that none of the directors and key managerial personnel (as defined under the Companies Act) and their immediate relatives is concerned or interested, financially or otherwise, except to the extent of their shareholding in the Company or to the extent they are granted any employee stock options under the ESOP Plans, in accordance with the applicable law.

Annexure A

No.	Description	ESOP 2015	ESOP 2021	ESOP 2024
1.	Brief description of the ESOP Plans	<p>The Company is proposing movement of the ESOP pool from ESOP 2015 and ESOP 2021 (as no further grants of Options are proposed under ESOP 2015 and ESOP 2021) to ESOP 2024 Plan adopted by the Company and further, implement the ESOP Plans through trust route. All the other terms and conditions of the ESOP Plans remain the same, as stated in the disclosures made while passing shareholders' resolution dated April 3, 2024 and January 4, 2025. The NRC shall act as the compensation committee for the administration of the ESOP Plans. All questions of interpretation of the ESOP Plans shall be determined by the NRC and such determination shall be final and binding upon all persons having an interest in the ESOP Plans.</p>		
2.	Total number of options, shares or benefits, as the case may be, to be offered and granted	<p>The total number of equivalent shares that have been granted under the ESOP 2015 Plan and ESOP 2021 are 22,14,27,433 and 3,69,90,881 respectively. There is no further grant of Options that are proposed under ESOP 2015 and ESOP 2021 Plan, respectively.</p> <p>The maximum number of Shares reserved and proposed to be issued as Options under the Plan to be 10,73,71,316 equivalent to 10,73,71,316 equity shares as approved by the Shareholders in accordance with Applicable Laws. It is clarified that the shareholders of the Company <i>vide</i> their resolution dated April 3, 2024. Further, as no further Grant of Options are proposed under ESOP 2015 and ESOP 2021, thus, all Options remaining un-utilised for any reason whatsoever including expired/surrendered/forfeited/unexercisable/lapsed Options, will become available for grant under this Plan. Thus, the maximum number of Options that will be available for issuance under ESOP 2024 in aggregate shall not exceed 21,11,88,666.</p> <p>As stated in the explanatory statement, post-migration, the total number of 21,11,88,666 equity shares which includes:</p> <ul style="list-style-type: none"> (i) 10,73,71,316 equity shares which was approved by the members on January 4, 2025 under ESOP 2024; (ii) transfer of options granted (whether vested or unvested) equivalent to 38,14,051 equity shares 		

		<p>which have already lapsed / expired / cancelled under ESOP 2015 from April 10, 2024 till February 16, 2025 to ESOP 2024;</p> <p>(iii) transfer of vested / unvested options which may lapse / expire / cancel equivalent up to 7,70,42,705 equity shares under ESOP 2015 to ESOP 2024; and</p> <p>(iv) transfer of vested / unvested options which may lapse / expire / cancel equivalent up to 2,29,60,594 equity shares under ESOP 2021 to ESOP 2024,</p> <p>(subject to adjustments), without any further action by the NRC or the Company such that the total outstanding Equity shares available under all the ESOP Plans put together as approved by the shareholders of the Company continues to remain 21,11,88,666 equity shares having a face value of Re.1 each and there will not be any dilution over and above such already approved shares.</p>
3.	Identification of classes of employees entitled to participate and be beneficiaries in the ESOP Plans	The ESOP Plans shall remain the same as last approved by the shareholders at relevant times in the past and the current proposal doesn't contemplate any change.
4.	Requirements of vesting and period of vesting	The requirements of vesting and period of vesting shall remain the same as last approved by the shareholders at relevant times in the past and the current proposal doesn't contemplate any change.
5.	Maximum period (subject to regulation 18(1) of SEBI SBEB & SE Regulations within which the options / benefits shall be vested	The maximum period within which the options shall be vested shall remain the same as last approved by the shareholders at relevant times in the past and the current proposal doesn't contemplate any change.
6.	Exercise price or pricing formula	The exercise price or pricing formula shall remain the same as last approved by the shareholders at relevant times in the past and the current proposal doesn't contemplate any change.
7.	Exercise period/offer period and process of	Exercise period shall remain the same as last approved by the shareholders at relevant times in the past and the

	exercise/acceptance of offer	current proposal doesn't contemplate any change. However, the process of exercise shall be administered and carried out through the ESOP Trust.		
8.	The appraisal process for determining the eligibility of employees for the ESOP Plans	The appraisal process for determining the eligibility of employees for the ESOP Plans shall remain the same as last approved by the shareholders at relevant times in the past and the current proposal doesn't contemplate any change.		
9.	Maximum number of options, shares, as the case maybe, to be offered and issued per employee and in aggregate, if any	<p>Maximum number of options to be offered and issued per employee and in aggregate shall remain the same under ESOP 2015 and ESOP 2021 Plan respectively, as last approved by the shareholders at relevant times in the past and the current proposal doesn't contemplate any change.</p> <p>As stated in paragraph 2 above, the maximum number of Options that will be available for issuance under ESOP 2024 in aggregate shall not exceed 21,11,88,666 and per employee shall remain the same as last approved by the shareholders.</p>		
10.	Maximum quantum of benefits to be provided per employee under the ESOP Plans	<p>Maximum quantum of benefits to be provided per employee under the ESOP Plans shall remain the same under ESOP 2015 and ESOP 2021 Plan respectively, as last approved by the shareholders at relevant times in the past and the current proposal doesn't contemplate any change.</p> <p>As stated in paragraph 2 above, maximum quantum of benefits to be provided per employee under ESOP 2024 shall remain the same as last approved by the shareholders.</p>		
11.	Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust	ESOP 2015 shall be implemented and administered through Trust and supervised by the NRC.	ESOP 2021 shall be implemented and administered through ESOP Trust and supervised by the NRC.	ESOP 2024 shall be implemented and administered through ESOP Trust and supervised by the NRC.

12.	Whether the scheme(s) involves new issue of shares by the company or secondary acquisition by the trust or both;	ESOP 2024 will involve a new issue of Equity Shares of the Company and will not involve any secondary acquisition.	ESOP 2021 will involve a new issue of Equity Shares of the Company and will not involve any secondary acquisition.	ESOP 2015 will involve a new issue of Equity Shares of the Company and will not involve any secondary acquisition.
13.	The amount of loan to be provided for implementation of the ESOP Plans by the company to the trust, its tenure, utilization, repayment terms, etc.	The Company shall provide necessary financial assistance by granting [interest free loan] to the ESOP Trust, subject to 5% (five percent) of the paid up capital and free reserves, being the statutory ceiling under SEBI SBEB & SE Regulations. The loan amount may be disbursed in one or more tranches.		
14.	Maximum percentage of secondary acquisition (subject to limits specified under the SEBI SBEB & SE Regulations) that can be made by the trust for the purposes of the ESOP Plans	Not applicable.		
15.	Statement to the effect that the company shall conform to the accounting policies specified in regulation 15	The Company will follow and comply with Indian Accounting Standard (Ind AS) 102 - share-based payment and/ or any other applicable accounting standards as may be prescribed by the Central Government in terms of the Act and rules made thereunder, including the disclosure requirements prescribed therein in compliance with Regulation 15 of the SEBI SBEB & SE Regulations. In addition, the Company shall disclose such details as required under the applicable laws.		
16.	Method which the Company shall use to value its options	The Company shall follow 'fair valuation method' for valuation of Options as prescribed under Ind AS 102 on share-based payment or any accounting standard / guidance note, as applicable, notified by the competent authorities from time to time.		
17.	The following statement, if applicable: 'In case the company opts for	Not applicable.		

	expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share ("EPS") of the company shall also be disclosed in the Directors' report'	
18.	Period of lock-in.	The Equity Shares issued pursuant to exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may apply under the applicable laws / regulatory authority from time to time.
19.	Terms & conditions for buyback, if any of specified securities covered under SEBI SBEB & SE Regulations	The current proposal doesn't contemplate any change in this respect.

By Order of the Board
For **Swiggy Limited**

Sd/-

Sriharsha Majety
Managing Director & Group CEO
DIN: 06680073

Date: March 03, 2025

Place: Bengaluru

Address: Registered & Corporate Office: No.55 Sy No.8-14, Ground Floor, I&J Block, Embassy Tech Village, Outer Ring Road, Devarbisanahalli, Bengaluru – 560103.