

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 April 08, 2020, 17/2020 dated April 13, 2020, 9/2024, other relevant circulars issued by the Ministry of Corporate Affairs, including General Circular 09/2024 dated September 19, 2024 (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/Depository Participants. Accordingly, a physical copy of the Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope shall not be sent to the Members and submission of physical ballot forms will not be accepted.

Eligible Members whose e-mail address is not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice.

The 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 Mr. 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 National Securities Depository Limited (NSDL) 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 Friday, October 03, 2025, from 9.00 A.M. (IST) and ends on Saturday, November 01, 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 Tuesday, November 04, 2025. The results of the Postal Ballot shall be announced on or before Tuesday, November 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 NSDL. 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. Saturday, November 01, 2025.

SPECIAL BUSINESS:

1. Approval for sale and transfer of the Instamart Undertaking of the Company to an indirect wholly owned subsidiary of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder including the Companies (Management and Administration) Rules, 2014, the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), provisions of the Memorandum and Articles of Association of the Company, pursuant to any other rules, regulations, notifications, circulars and clarifications issued from time to time, by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and any other competent authority, to the extent applicable, the consent of the members of the Company be and is hereby accorded for the sale and transfer of the quick commerce business under the brand name ‘Instamart’, along with all relevant assets, liabilities, permits and licenses, records, intellectual property, employees and contracts (the **“Instamart Undertaking”**) to ‘Swiggy Instamart Private Limited’ an indirect step-down wholly-owned subsidiary of the Company incorporated in India (**“Purchaser WOS”**), as a going concern; through a slump sale (as defined under Section 2(42C) of the Income-tax Act, 1961) (**“Proposed Transfer”**) and on such terms and conditions as specified in the business transfer agreement (the **“BTA”**) to be entered into between the Company and the Purchaser WOS for a lump sum consideration at the book value of assets and liabilities of the Instamart Undertaking determined as on the effective date of Proposed Transfer as mentioned in BTA.

RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolution, the Board of Directors of the Company (**“Board”**, which expression shall also include a committee thereof duly constituted by the Board, or any person(s) authorised by the Board), be and is hereby authorized to undertake all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual, or proper, including without limitation finalization and execution of all such deeds, documents and writings as necessary to effect the Proposed Transfer including the BTA and other ancillary documents and undertake, accept and execute any amendments, additions or modifications for and on behalf of the Company, removing any difficulty arising in relation to the Proposed Transfer, submitting all necessary applications, reportings, documents, and filings with and make representations in respect thereof with statutory, governmental or regulatory authorities, and take all other steps which may be incidental, consequential, relevant or ancillary in this connection, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution.

RESOLVED FURTHER THAT all the actions taken by the Board of Directors in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified, and confirmed in all respects.

2. Approval of Material Related Party Transaction for the sale and transfer of 1,63,990 Series D Compulsorily Convertible Preference Shares and 10 equity shares held by the Company in Roppen Transportation Services Private Limited to MIH Investments One B.V.

*To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:*

“RESOLVED THAT pursuant to the provisions of Regulations 2(1)(zb), 2(1)(zc) and 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Section 188 of the Companies Act, 2013 (the **“Act”**) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, provisions of the Memorandum and Articles of Association of the Company, and any other rules, regulations, notifications, circulars and clarifications issued from time to time, by the Ministry of Corporate Affairs, the Securities and Exchange Board of India, stock exchanges and any other competent authority, and the Company’s Policy on the Related Party Transaction(s) and based on the approval of the Audit Committee and the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded, for the sale and transfer of 1,63,990 Series D Compulsorily Convertible Preference Shares and 10 equity shares held by the Company in Roppen Transportation Services Private Limited (**“Rapido”**) for a consideration of INR 1968,00,00,000 (Indian Rupees One Thousand Nine Hundred Sixty-Eight Crore only) to MIH Investments One B.V. (**“Purchaser”**), a company incorporated in the Netherlands (**“Proposed Transfer”**) on such terms and conditions and fulfillment of such obligations as specified in the Share Purchase Agreement (the **“SPA”**) between the Company and the Purchaser.

RESOLVED FURTHER THAT for the purposes of giving effect to the aforesaid resolution, the Board of Directors of the Company (**“Board”**, which expression shall also include a committee thereof duly constituted by the Board, or any person(s) authorised by the Board), be and is hereby authorized to undertake all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, expedient, usual, or proper, including without limitation finalization and execution of all such deeds, documents and writings as necessary to effect the Proposed Transfer and other ancillary documents and undertake, accept and execute any amendments, additions or modifications for and on behalf of the Company, removing any difficulty arising in relation to the Proposed Transfer, submitting all necessary applications, reportings, documents, and filings with and make representations in respect thereof with statutory, governmental or regulatory authorities, and take all other steps which may be incidental, consequential, relevant or ancillary in this connection, without being required to secure any further consent or approval of the Members of the Company and that the Members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors or to any Director(s) or Chief Financial Officer or Company Secretary or Officer(s) or Authorized Representative(s) of the Company in order to give effect to this resolution.

RESOLVED FURTHER THAT all the actions taken by the Board of Directors in connection with any matter referred to or contemplated in any of the foregoing resolution, be and are hereby approved, ratified, and confirmed in all respects.

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

Cauveri Sriram
Company Secretary and Compliance Officer
Membership Number: F13246

Date: September 23, 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 the MCA Circulars, the Company is sending this Notice only through electronic mode to 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’) and whose e-mail addresses are registered and are available with Swiggy Limited (‘the Company’) / the Company’s Registrar and Transfer Agents viz. MUFG Intime India Private Limited (‘RTA’) and Depositories as at 5:00 p.m. (IST) on Friday, September 26, 2025, (‘Cut-Off Date’). The voting rights of the Members shall be in proportion to their share of the paid-up Equity Share Capital of the Company as on the Cut-Off date. A person who is not a member as on the Cut-Off date should treat this Postal Ballot Notice for information purposes only.
3. Only those Members whose names appear in the Register of Members / List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. It is however clarified that, all 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 their e-mail addresses with the Company/ RTA/ Depositories / Depository Participants) shall be entitled to vote in relation to the resolutions in accordance with the process specified in this 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 NSDL: www.evoting.nsdl.com.
5. In compliance with the MCA Circulars and the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (‘the Rules’), other applicable provisions of the Act and the Rules and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), the Members can cast their votes on the resolution listed out in the Notice through electronic voting i.e. remote e-Voting only. The detailed procedure for remote e-Voting is listed down in the e-Voting section. The Company has engaged the services of NSDL to facilitate remote e-voting to enable the Members to cast their votes electronically.
6. The remote e-Voting shall commence on Friday, October 03, 2025, from 9.00 A.M. (IST) and end on Saturday, November 01, 2025, at 5.00 P.M. (IST). The remote e-Voting module shall be disabled by NSDL thereafter and voting shall not be allowed beyond 5:00 p.m. (IST) on Saturday, November 01, 2025. Members are requested to cast their votes on or before the said date and time in order to consider the votes as valid. During this period, Members of the Company holding shares either in physical or electronic form, as on the Cut-Off date, i.e. Friday, September 26, 2025, shall be eligible to cast their vote electronically.
7. 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.
8. Once the vote on the resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

9. 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., Saturday, November 01, 2025.
10. The documents referred to in the accompanying Notice and the statement under Section 102 of the Act, shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days until the last working day specified for casting votes through remote e-Voting. Members desirous of inspecting the documents, may send an e-mail to secretarial@swiggy.in along with their details of Folio Number / DP ID and Client ID.

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

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

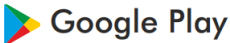
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts 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.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp - 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.

	Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on    
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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.com or call at 022 - 4886 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. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

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. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example, if folio number is 001*** and EVEN is 137352 then user ID is 101456001***
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5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password,' you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digits client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password.'
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@bnpandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Mr. Falguni Chakraborty, Assistant Manager at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@swiggy.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@swiggy.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013 READ WITH THE RELEVANT RULES

As required under the provisions of Sections 102(1) and 110 of the Act the following Explanatory Statement sets out the material facts relating to the special business as set out in the appended Notice:

Item No. 1

Approval for sale and transfer of the Instamart Undertaking of the Company to an indirect wholly owned subsidiary of the Company:

Objective & Rationale:

In FY 2024-25 the quick commerce business of the Company under brand name ‘Instamart’ witnessed a phase of rapid expansion. In Q1 of FY 2025-26, Instamart continued to accelerate and clocked 108% YoY growth in gross order value. This period also saw Instamart grow out of the shadow of the food delivery business of the Company, as a standalone brand with its gross order value and user-base at over 2/3rd of food delivery business.

As part of its strategic review, the Company continued to explore and evaluate options for streamlining operations to support its growth momentum. To drive continued growth and achieve greater focus in building out this segment, the Company now proposes to transfer its Instamart business, along with all relevant assets, liabilities, permits and licenses, records, intellectual property, employees and contracts (“**Instamart Undertaking**”) to ‘Swiggy Instamart Private Limited’, an indirect step-down wholly-owned subsidiary of the Company incorporated in India (“**Purchaser WOS**”), as a going concern through a slump sale (as defined under Section 2(42C) of the Income-tax Act, 1961) (“**Proposed Transfer**”).

The Company aims to develop a focused, efficient, and strategically aligned corporate entity for the long-term development and performance of the Instamart business along with enhanced flexibility in deployment of resources.

The Board evaluated various restructuring options and after careful review of commercial and regulatory aspects and considering that the same is with the step-down subsidiary, the slump sale route was found most suitable.

Basis of Price/ Consideration:

The Board also noted that the lump sum consideration payable by the Purchaser WOS to the Company for the Proposed Transfer shall be the book value of assets and liabilities of the Instamart Undertaking determined as on the effective date of the Proposed Transfer. The effective date of the Proposed Transfer will be after the expiry of the third quarter of FY 2025-26, as may be determined by the Board. For reference, the book value of the Instamart Undertaking as on 31 March 2025 based on audited financial statements for FY 2024-25 is INR (2,976.66) Million.

The consideration to be received by the Company for the Proposed Transfer will be utilized towards its normal course of business operations.

Key aspects of the BTA:

The Proposed Transfer will not have any impact on the Company’s existing business or on the economic interest of the shareholders since the Proposed Transfer is with an indirect wholly owned subsidiary Company. Further, the Proposed Transfer will have no impact on the consolidated financial position and results of the group. To effect the Proposed Transfer, the Company and the Purchaser WOS will enter into a business transfer agreement for the transfer of the Instamart Undertaking (“**BTA**”). The transfer of the Instamart Undertaking will include the following components:

- (a) all financial and non-financial assets and liabilities associated with the Instamart business;
- (b) movable assets associated with the Instamart business;
- (c) contracts executed in relation to the Instamart business;

- (d) the identified employees engaged in the Instamart business;
- (e) identified books, records and registers maintained by the Company in connection with the Instamart business;
- (f) intellectual properties used in connection with the Instamart business;
- (g) identified liabilities; and
- (h) permits and licenses procured in relation to the Instamart business.

The consummation of the BTA will be subject to the receipt of the shareholder's approvals herein, and other customary conditions precedent as set out in the BTA.

The Proposed Transfer will also involve execution of certain ancillary agreements such as shared services agreement between the Company and the Purchaser WOS for the Company to provide certain support services to the Purchaser WOS, intellectual property license agreement and intellectual property assignment agreement between the Company and Purchaser WOS, employee transfer letters/agreements amongst the Company, Purchaser WOS and each respective employee, novation/assignment agreements and such other documents, deeds, writings, documents, letters and agreements as may be necessary, incidental or ancillary thereto.

Rationale for Shareholders Approval

In terms of Section 180(1)(a) of the Companies Act, 2013 ("Act"), approval of the shareholders is required by way of a special resolution to sell, dispose off or otherwise transfer the whole or substantially the whole of any undertaking, which exceeds 20% (twenty per cent) of its net worth as per the audited balance sheet of the preceding financial year; or an undertaking which generates 20% (twenty per cent) of the total income of the Company during the previous financial year. The Instamart Undertaking exceeds the prescribed threshold and accordingly, the Instamart Undertaking is an "undertaking" in terms of Section 180(1)(a) of the Act, and the Proposed Transfer requires an approval from the members by way of a special resolution, in terms of Section 180(1)(a) of the Act.

The Proposed Transfer to the Purchaser WOS, qualifies as a related party transaction under Section 188(1)(b) of the Act and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). While such transactions require shareholder approval if they exceed the prescribed thresholds, the Act and Listing Regulations provide exemptions from such requirements for transactions between holding companies and their wholly owned subsidiaries, provided their financial statements are consolidated and presented to shareholders at the general meeting. The financial statements of the Purchaser WOS will get consolidated with the Company. Accordingly, the proposed transaction is exempt from the requirement to obtain shareholder's approval under both Section 188(1) of the Act and Regulation 23(4) of the Listing Regulations.

The Proposed Transfer was approved by the Board of Directors of the Company at its meeting held on September 23, 2025, based on the recommendations of the Audit Committee in meeting held earlier on September 23, 2025. The Board is of the opinion that based on the reasons elucidated above, the aforesaid proposal is in the best interest of the Company and hence, the Board recommends [Item No. 1] for your approval by way of special resolution. None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in the above Special Resolution except to the extent of their shareholding interest, if any.

Item No. 2

Approval of Material Related Party Transaction for the sale and transfer of 1,63,990 Series D Compulsorily Convertible Preference Shares and 10 equity shares held by the Company in Roppen Transportation Services Private Limited to MIH Investments One B.V.

Background, objective and key considerations

During the financial year ended March 31, 2023, the Company had acquired 1,99,948 Series D Compulsorily Convertible Preference Shares ("CCPS") and 10 equity shares in Roppen Transportation Services Private Limited ("Rapido") constituting 15.10% on a fully diluted basis for INR 9,505.00 million. Rapido is engaged in providing services as on-demand technology-based transportation aggregator for two-wheelers and four-wheeler vehicles and operates through

the mobile application ‘Rapido’. During the financial year ended March 31, 2025, pursuant to a new round of funding in Rapido, the shareholding of the company stands revised to 12.02%.

The management of the Company periodically reviews the composition of its investment portfolio and as part of its latest strategic review, aims to realize some of the investments of the Company, for the benefit of Company and its shareholders. For this purpose, the Company now proposes to transfer 1,63,990 CCPS and 10 equity shares held by the Company in Rapido (“**Rapido Shares**”) to MIH Investments One B.V., (“**Purchaser**”, and the transfer, the “**Proposed Transfer**”) on such terms and conditions as detailed in the share purchase agreement entered into by the Company and the Purchaser (“**SPA**”), subject to shareholders’ approval and other consents / approvals as may be required, including receipt of the approval of Competition Commission of India (“**CCI**”).

The Purchaser is a company incorporated in the Netherlands, having its registered office at Gustav Mahlerplein 5, Symphony Offices, 1082 MS Amsterdam, The Netherlands. MIH India Food Holdings BV (“**MIFH**”) is a public shareholder holding approximately 23.31% shareholding in the Company as on June 30, 2025, and is a related party of the Company. The Purchaser and MIFH belong to the Prosus group and are under common control. Accordingly, the Purchaser is a related party of the Company, and the Proposed Transfer qualifies as a related party transaction.

Basis of Price/Consideration & utilization of proceeds

The members may note that the consideration payable by the Purchaser to the Company for the Proposed Transfer shall be INR 1968,00,00,000 (Indian Rupees One Thousand Nine Hundred Sixty-Eight Crore only). The consideration is subject to the pricing requirements specified under Rule 21(2)(b)(iii) of the Foreign Exchange Management (Non-Debt Instrument) Rules, 2019, pursuant to which the price for the Rapido Shares should not be less than the valuation of the Rapido Shares (both equity shares and CCPS) done as per any internationally accepted pricing methodology for valuation on an arm’s length basis duly certified by a Chartered Accountant or a Merchant Banker registered with the Securities and Exchange Board of India or a practicing Cost Accountant. The proceeds will be utilized by the Company towards its normal course of business operations.

Rationale for Shareholders Approval

As per Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), prior approval of the shareholders is required for Related Party Transactions exceeding the threshold of lower of Rs. 1,000 crores (Rupees one thousand crores) or 10% (ten per cent) of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity. The approval is required even if the transactions are in the ordinary course of business and at an arm’s length basis.

The members may note that the Proposed Transfer to the Purchaser, qualifies as a related party transaction under Section 188(1)(b) of the Companies Act, 2013 (the “**Act**”) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”).

The Members are further informed that the value of the Proposed Transfer is an amount equivalent to 11.42% of the annual consolidated turnover of the Company, based on its audited financial statements for FY ending March 31, 2025 and also given that the value of the Proposed Transfer exceeds INR 1000,00,00,000 (Indian Rupees One Thousand Crore only), the Proposed Transfer is a ‘material related party transaction’ under the proviso to Regulation 23(1) of the Listing Regulations.

Therefore, pursuant to Regulation 23 of the Listing Regulations and Section 188 and other applicable provisions of the Act, the Company is required to obtain approval of the shareholders for the Proposed Transfer by way of an ordinary resolution. Further, no “related party” shall vote to approve this resolution irrespective of whether the entity is a related party to the particular transaction or not.

The Proposed Transfer was also approved by the Board of Directors of the Company at its meeting held on September 23, 2025, based on the recommendations of the Audit Committee. The Audit Committee was provided with all relevant information with respect to the Proposed Transfer (including rationale, material terms and justification) as required under

the SEBI Master Circular dated November 11, 2024 bearing No. SEBI/HO/CFD/PoD2/CIR/P/0155 read with the SEBI Circular dated June 26, 2025 bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 along with the Industry Standards on “Minimum information to be provided for review of the Audit Committee and Shareholders for approval of Related Party Transactions” dated June 26, 2025 (“**RPT Industry Standards**”) and the same has been annexed herein as Annexure - 1 for your reference. The Audit Committee has reviewed and taken note of the certificate by the Chief Executive Officer and Chief Financial Officer of the Company, confirming that the Proposed Transfer is in the interest of the Company.

The Board is of the opinion that based on the reasons elucidated above, the aforesaid proposal is in the best interest of the Company and hence, the Board recommends Item No. 2 for your approval by way of ordinary resolution.

Except for Mr. Ashutosh Sharma and Mr. Roger Clark Rabalais (directors nominated by MIFH), none of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financially or otherwise, in this Resolution except to the extent of their shareholding interest, if any.

ANNEXURE - 1

Minimum Information for the Proposed Related Party Transaction		
S. No.	Particulars of the information	Information provided by the management
A(1)	Basic details of the related party	
1.	Name of the related party	MIH Investments One B.V.
2.	Country of incorporation of the related party	Netherlands
3.	Nature of business of the related party	MIH Investments One B.V. is a Netherlands-based investment fund that specializes in backing new and emerging technology companies. It operates as a strategic investment vehicle for Prosus Ventures, focusing on building a global ecosystem of businesses through targeted investments.
A(2)	Relationship and ownership of the related party	
4.	Relationship between the listed entity/subsidiary (in case of transaction involving the subsidiary) and the related party – including nature of its concern (financial or otherwise) and the following:	MIFH is a public shareholder holding approximately 23.31% shareholding in the Company as on June 30, 2025, and is a related party of the Company. The Purchaser and MIFH belong to the Prosus group and are under common control, and accordingly, the Purchaser is a related party of the Company.
5.	Shareholding of the listed entity/ subsidiary (in case of transaction involving the subsidiary), whether direct or indirect, in the related party.	The Company does not have any shareholding, whether direct or indirect, in the related party.
6.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ subsidiary (in case of transaction involving the subsidiary).	Not applicable
7.	Shareholding of the related party, whether direct or indirect, in the listed entity/ subsidiary	The Purchaser does not hold any direct shareholding in the Company. MIFH is a public shareholder holding approximately 23.31% shareholding in the Company as on

Minimum Information for the Proposed Related Party Transaction		
S. No.	Particulars of the information	Information provided by the management
		June 30, 2025.
A(3)	Details of previous transactions with the related party	
8.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.	Not applicable The Company and/or its subsidiaries have not undertaken any transactions with the related party during the last financial year.
9.	Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.	Not applicable
10.	Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.	Not applicable, The Company and/or its subsidiaries have not undertaken any transactions with the related party during the last financial year.
A(4)	Amount of the proposed transaction	
11.	Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.	INR 1968,00,00,000 (Indian Rupees One Thousand Nine Hundred Sixty-Eight Crore only)
12.	Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?	Yes
13.	Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year	11.42%
14.	Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)	Not applicable
15.	Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.	Not ascertainable as the turnover of MIH Investments One B.V. was Nil last year.

Minimum Information for the Proposed Related Party Transaction											
S. No.	Particulars of the information	Information provided by the management									
16.	Financial performance of the related party for the immediately preceding financial year:	<table><tr><th>Particulars</th><th>FY 2024-2025 (USD)</th></tr><tr><td>Turnover</td><td>Nil</td></tr><tr><td>Profit after tax</td><td>(88,165)</td></tr><tr><td>Net worth (unaudited as on 31st March 2025)</td><td>186,627,469</td></tr></table>		Particulars	FY 2024-2025 (USD)	Turnover	Nil	Profit after tax	(88,165)	Net worth (unaudited as on 31 st March 2025)	186,627,469
Particulars	FY 2024-2025 (USD)										
Turnover	Nil										
Profit after tax	(88,165)										
Net worth (unaudited as on 31 st March 2025)	186,627,469										
A(5)	Basic details of the proposed transaction										
17.	Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)	Sale of shares									
18.	Details of proposed transaction	The Proposed Transfer entails divestment of 10 equity shares and 1,63,990 CCPS held by the Company in Rapido to the Purchaser for a consideration of INR 1968,00,00,000 (Indian Rupees One Thousand Nine Hundred Sixty-Eight Crore only) on the terms and conditions specified in the SPA. The consummation of the Proposed Transfer shall be conditional on completion of conditions customary for a transaction of this nature including receipt of the approval of CCI and approval from the shareholders of the Company under Section 188 of the Act and Regulation 23 of the Listing Regulations for the Proposed Transfer. The SPA also provides the representations and warranties and indemnification obligations of the parties, customary to transactions of similar nature. The consideration is subject to the pricing requirements specified under Rule 21(2)(b)(iii) of the Foreign Exchange Management (Non-Debt Instrument) Rules, 2019, pursuant to which the price for the Rapido Shares should not be less than the valuation of the Rapido Shares (both equity shares and CCPS) done as per any internationally accepted pricing methodology for valuation on an arm’s length basis duly certified by a Chartered Accountant or a Merchant Banker registered with the Securities and Exchange Board of India or a practising Cost Accountant.									
19.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	One time transfer of the Rapido Shares. The transfer of the Rapido Shares is subject to completion of relevant conditions including receipt of regulatory approval and is expected to be completed within 130 days from the date of execution of the SPA.									

Minimum Information for the Proposed Related Party Transaction		
S. No.	Particulars of the information	Information provided by the management
20.	Whether omnibus approval is being sought?	No, Specific Approval
21.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	INR 1968,00,00,000 (Indian Rupees One Thousand Nine Hundred Sixty-Eight Crore only)
22.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	As a strategic decision, the Proposed Transfer is to realize the investments of the Company, for the benefit of Company and the shareholders. Please refer to the section 'Background, objective and key considerations' and other sections of the explanatory statement for Item No.2.
23.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the Director/KMP	1. Mr. Ashutosh Sharma 2. Mr. Roger Clark Rabalais Ashutosh and Roger are the Directors nominated by MIFH.
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Nil
24.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee.	The extract of the valuation report carried out by the external valuer can be accessed through the QR Code published below.
25.	Other information relevant for decision making	All important information forms part of the Explanatory Statement setting out material facts of the proposed RPTs.
B(1).	Disclosure <i>only</i> in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances	
26.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	Based on discussions with potential buyers, the Purchaser was finalized based on the price offered (being the highest) and overall terms of the transaction.
27.	Basis of determination of price.	
28.	In case of Trade advance (<i>of upto 365 days or such period for which such advances are extended as per normal trade practice</i>), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	Not applicable
	(a) Amount of trade advance	
	(b) Tenure	

Minimum Information for the Proposed Related Party Transaction		
S. No.	Particulars of the information	Information provided by the management
	(c) Whether same is self-liquidating	

The ¹QR Code, through which shareholders can access the valuation report of an independent external party is as below:



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

Sd/-

Cauveri Sriram
Company Secretary and Compliance Officer

Date: September 23, 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.

¹ Privileged and Confidential. Strictly meant for intended recipient only.