

NOTICE OF THE EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the 01/2025-26 Extra-Ordinary General Meeting ('EGM') of the members of Swiggy Limited (*formerly known as "Bundl Technologies Private Limited" & "Swiggy Private Limited"*) will be held on **Monday, December 08, 2025, at 3:00 p.m. (IST)** through video conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility to transact the following business:

SPECIAL BUSINESS:

ITEM NO. 1 – APPROVAL TO RAISE CAPITAL BY WAY A QUALIFIED INSTITUTIONS PLACEMENT TO ELIGIBLE INVESTORS THROUGH AN ISSUANCE OF EQUITY SHARES FOR AN AMOUNT NOT EXCEEDING ₹ 10,000 CRORES.

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

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c), 179 and other applicable provisions, if any, of the Companies Act, 2013, as amended, ("**Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations framed thereunder (including any amendments, statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) ("**SEBI ICDR Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Listing Regulations**"), to the extent applicable, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the listing agreement(s) entered into by the Company with BSE Limited and National Stock Exchange of India Limited ("**Stock Exchanges**") on which the equity shares having face value of ₹ 1 each ("**Equity Shares**") are listed, the provisions of the Foreign Exchange Management Act, 1999, including any amendments, statutory modification(s) and/or re-enactment thereof ("**FEMA**"), as amended, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Foreign Exchange Management (Debt Instruments) Regulations, 2019, the current Consolidated FDI Policy (effective from October 15, 2020), as amended, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India ("**GOI**"), the Reserve Bank of India, Master Directions - Foreign Investment in India and all other applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications as may be applicable, as amended from time to time, issued by GOI, Ministry of Corporate Affairs ("**MCA**"), the Reserve Bank of India ("**RBI**"), the Securities and Exchange Board of India ("**SEBI**"), the Registrar of Companies, Karnataka at Bengaluru ("**ROC**") and/or any other regulatory/statutory authorities or any other authorities, in India or abroad (herein referred to as "**Applicable Regulatory Authorities**"), from time to time, to the extent applicable and subject to such approvals, permits, consents and sanctions, if any, of any of the Applicable Regulatory Authorities and guidelines and clarifications issued thereon from time to time and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permits, consents and sanctions, as may be agreed by the board of directors of the Company (herein referred to as the "**Board**" or "**Board of Directors**") (which term shall include any committee which the Board of Directors may have constituted or may hereinafter constitute to exercise its powers, including the powers conferred by this resolution), the consent, authority and approval of the members of the Company be and is hereby

SWIGGY LIMITED

(formerly known as "Swiggy Private Limited" and "Bundl Technologies Private Limited") | CIN: L74110KA2013PLC096530

www.swiggy.com | support@swiggy.in | T: 080-68422422

accorded to create, offer, issue and allot such number of Equity Shares, in accordance with applicable law, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies, in the course of domestic and / or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the lead managers / book running lead manager(s) and/or other advisor(s) or otherwise, for an aggregate amount not exceeding ₹ 10,000 crore or an equivalent amount thereof (inclusive of such premium as may be fixed on such Equity Shares) at such price or prices as may be permissible under applicable law by way of one or more permitted means, through one or more qualified institutions placement of Equity Shares (“**QIP**”) in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations and other applicable laws or through any other permissible mode and/or combination thereof as may be considered appropriate under applicable law, to such investors that may be permitted to invest in such issuance of Equity Shares, including eligible qualified institutional buyers (“**QIBs**”) (as defined in the SEBI ICDR Regulations), foreign/resident investors (whether institutions, incorporated bodies, mutual funds, individuals or otherwise), venture capital funds (foreign or Indian), alternate investment funds, foreign portfolio investors, qualified foreign investors and/or multilateral financial institutions, mutual funds, insurance companies, banks, pension funds and/or any other categories of investors as may be permissible under applicable laws, whether or not such investors are members of the Company (collectively called the “**Investors**”), to all or any of them, jointly or severally through issue of preliminary placement document/ placement document and other permissible/ requisite offer documents as may be deemed appropriate, in such manner and on terms and conditions as may be decided by the Board in its absolute discretion and permitted under applicable laws and regulations including the terms of the issuance, security, and at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion and as permitted under applicable laws/regulations/guidelines, including the discretion to absolutely determine the categories of Investors to whom to offer, issue and allot such Equity Shares considering the prevailing market conditions (the “**Issue**”) at the time of such issue and allotment considering the prevailing market conditions and other relevant factors in consultation with the lead managers/book running lead manager(s) and/or underwriter(s) and/or other advisor(s) to be appointed by the Company for such issue and without requiring any further approval or consent from the shareholders.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolution:

- a) the Equity Shares proposed to be offered, issued and allotted shall be fully paid up and dematerialized and shall be subject to the provisions of the Memorandum and Articles of Association of the Company, the Act and other applicable laws;
- b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects including entitlement to dividend and voting rights, if any, from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- c) the application for allotment of Equity Shares, and allotment of Equity Shares through the Issue shall be in accordance with the criteria provided under Chapter VI of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT in terms of Chapter VI of the SEBI ICDR Regulations, provided the Issue is being undertaken through a QIP:

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- (a) the allotment of Equity Shares shall only be to successful eligible QIBs as defined in the SEBI ICDR Regulations;
- (b) the allotment of the Equity Shares, as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution by the shareholders or such other time as may be allowed under the SEBI ICDR Regulations from time to time;
- (c) the Equity Shares shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations;
- (d) the "relevant date" for the purposes of pricing of the Equity Shares shall be the date of the meeting in which the Board or any committee authorized by the Board decides to open the Issue or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
- (e) no single allottee shall be allotted more than 50% of the proposed Issue size and the minimum number of allottees shall not be less than two, where the issue size is less than or equal to ₹ 250 crore and five, where the issue size is greater than ₹ 250 crore, in accordance with Chapter VI of the SEBI ICDR Regulations;
- (f) the Board or any committee authorized by the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;
- (g) no partly paid-up Equity Shares shall be issued/allotted;
- (h) the Company shall not make any subsequent QIP until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior QIP made pursuant to one or more special resolutions; and
- (i) a minimum of 10% of the Equity Shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs.

RESOLVED FURTHER THAT any issue of Equity Shares through a QIP shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations (“**QIP Floor Price**”) and the price determined for a QIP shall be subject to appropriate adjustments in accordance with the provisions of the SEBI ICDR Regulations, as may be applicable.

RESOLVED FURTHER THAT the Board or any other committee duly authorized by the Board shall have the authority to decide, at such price or prices in such manner and where necessary, in consultation with the lead managers and/or underwriters and/or other advisors or otherwise on such terms and conditions as the Board or any other committee duly authorized by the Board may, in its absolute discretion, decide in terms of SEBI ICDR Regulations, and all other applicable laws, regulations and guidelines, whether or not such investor(s) are existing members of the Company, at a price not less than the price as determined in accordance with relevant provisions of the SEBI ICDR Regulations or other applicable laws.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares, the Board or any other committee is hereby authorised on behalf of the Company to seek listing of any or all of such Equity Shares, on one or more Stock Exchanges in India.

RESOLVED FURTHER THAT the Board or any other committee duly authorized by the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board or any other committee duly authorized by the Board.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any, of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Equity Shares may have such features and attributes or any terms or combination of terms in accordance with domestic and international practices to provide for the tradability and free transferability thereof as per applicable law and prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, whatsoever including terms for issue of additional Equity Shares and the Board or any committee authorized by the Board be and is hereby authorised in its absolute discretion, in such manner as it may deem fit, to dispose of such of the Equity Shares that are not subscribed in accordance with applicable law.

RESOLVED FURTHER THAT the Board or any other committee duly authorized, on behalf of the Company, to take all actions and do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, or ancillary to, the Issue, including the finalization and approval of the draft as well as final offer document(s), and any addenda or corrigenda thereto, as applicable, with any applicable regulatory authorities or agencies, as may be required, determining the form and manner of the Issue, identification and class of the investors to whom the Equity Shares are to be offered, utilization of the issue proceeds and if the issue size exceeds ₹ 100 crore, make arrangements for the use of proceeds of the issue to be monitored by a credit rating agency registered with SEBI, in accordance with SEBI ICDR Regulations, and to sign offer documents, preliminary placement document, placement document, execute any necessary documents, agreements including placement agreements, escrow agreements and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, forms, deeds, appointment of book running lead manager(s), underwriters, depositories, custodians, registrars, bankers, advisors, escrow agent, credit rating agencies, placement agents and all such agencies as are or may be required to be appointed, involved or concerned and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, open and close the period of subscription of the Issue, determine the issue price, premium amount on issue of the Equity Shares, signing of declarations, file any necessary forms with regulatory authorities and allot the Equity Shares and to amend, vary or modify any of the above as may consider necessary, desirable or expedient, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle or give instructions or directions for settling all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the Board or any committee authorized by the Board or otherwise to the end and intent that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution.

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RESOLVED FURTHER THAT the Board of Directors of the Company or any Committee duly authorised be and is hereby authorised to delegate all or any of the powers herein conferred to any Director(s), KMP(s), Committee(s) which may be/have been constituted to exercise its powers including the powers conferred by this Resolution, executive(s), officer(s) or representatives(s) of the Company or to any other person by do all such acts, deeds, actions and sign such documents as may be required in furtherance of, or in relation to, on ancillary to, the Issue, including authorising any director(s) or officer(s) of the Company to sign offer documents, execute any necessary documents, agreements, forms, deeds, appoint intermediaries and file any necessary forms with regulatory authorities as they may consider necessary, desirable or expedient to give effect to this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, Managing Director & Group CEO, Chief Financial Officer and the Company Secretary & Compliance Officer, be and are hereby severally authorised to file/ submit such application(s) to RBI and/or SEBI and/or stock exchange and/or such other regulatory/statutory authorities, as may be required, for intimating/ seeking their approval in respect of the Issue, to sign such documents as may be required in furtherance of, or in relation to, or ancillary to the Issue, and to do all such acts, deeds, matters and things and execute such papers, deeds and documents as may be necessary or expedient for the aforesaid purpose.”

By Order of the Board,

For Swiggy limited

Cauveri Sriram
Company Secretary & Compliance Officer

Date: November 14, 2025

Place: Bengaluru

Registered Office: No.55 Sy No.8-14, Ground Floor, I&J Block, Embassy Tech Village, Outer Ring Road, Devarbisanahalli, Bengaluru – 560103
CIN: L74110KA2013PLC096530

NOTES:

- 1) In compliance with General Circular No. 09/2024 dated September 19, 2024 & No.03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and Circular issued by SEBI vide Circular No. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 (“**SEBI Circulars**”), other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof) for the time being in force and as amended from time to time and the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Extra-Ordinary General Meeting (“EGM”) of the Company is being held through VC/OAVM without the physical presence of Members at a common venue. The deemed venue for the EGM will be the Registered Office of the Company.
- 2) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, read with Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts in respect of the special businesses to be transacted at the meeting, is annexed hereto. The Board has decided to convene the EGM to consider the above Special Businesses as it is unavoidable in nature.
- 3) Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC/OAVM facility, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM and hence the Proxy Form, Attendance Slip and Route Map of EGM are not annexed to this Notice. In this notice, the terms member(s) or shareholder(s) are used interchangeably.
- 4) Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send certified copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail through its registered e-mail address at info@bmpandco.com with a copy marked to evoting@nsdl.com. Institutional shareholders and Corporate Members may 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.
- 5) Members attending the EGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 6) The Members can join the EGM in the VC/OAVM mode thirty minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited’s (NSDL) e-Voting website at www.evoting.nsdl.com.
- 7) In line with the Circulars issued by MCA & SEBI, the Notice of the EGM along with the explanatory statement is being sent only by electronic mode to those Members whose email addresses are registered with the Company/Depository Participants (‘DP’). Members desirous of obtaining the copy of the EGM Notice may please write to secretarial@swiggy.in mentioning their Folio No./DP ID and Client ID.
- 8) In the case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM through e-voting.
- 9) Members are requested to intimate changes, if any, pertaining to their name, postal address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of

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attorney, to their Depository Participants (DPs) in case the shares are held by them in dematerialized form.

- 10) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice.
- 11) Relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same by sending an email to the Company Secretary of the Company at secretarial@swiggy.in.
- 12) Members desirous of seeking information with regard to the resolutions to be placed at the EGM are requested to send email to the Company Secretary at secretarial@swiggy.in at least 7 days prior to the meeting.
- 13) SEBI has mandated the submission of PAN by every participant of the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their DP with whom they are maintaining their demat accounts.
- 14) Pursuant to Section 72 of the Act, members are entitled to make a nomination in respect of shares held by them. Members desirous of making a nomination, pursuant to Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014 are requested to send their requests in Form No. SH-13, to RTA. Further, members desirous of cancelling/varying nomination pursuant to Rule 19(9) of the Companies (Share Capital and Debentures) Rules, 2014, are requested to send their requests in Form No. SH-14, to RTA. These forms will be made available by RTA on request.
- 15) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM and Explanatory statement is available on the Company's website on <https://www.swiggy.com/corporate>. The Notice is also hosted on the website of the stock exchanges where the shares of the Company are listed i.e. BSE Limited (<https://www.bseindia.com>) and National Stock Exchange of India Limited (<https://www.nseindia.com>) and also on the website of National Securities Depository Limited's (NSDL) (agency for providing the VC/ OAVM facility/Remote e-Voting and e-voting system during the EGM) i.e. www.evoting.nsdl.com.
- 16) Members are requested to register the e-mail address with their concerned DPs, in respect of equity shares held in demat mode and in respect of equity shares held in physical mode, please visit https://web.in.mpms.mufig.com/helpdesk/Service_Request.html to know more about the registration process.

Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated with their DPs to enable servicing of notices/documents/ and other communications electronically to their e-mail address in future. Alternatively, those Members who have not registered their email addresses are required to send an email request to evoting@nsdl.com.

After successful submission of the e-mail address, NSDL will email a copy of the EGM Notice along with the explanatory statement as also the remote e-Voting user ID and password on the e-mail address registered by the Member.

In case of any queries, Members may write to evoting@nsdl.com.

VOTING THROUGH ELECTRONIC MEANS:

- 1) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015, the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide Members the facility to exercise their right to vote on resolutions proposed to be considered at the Extra-Ordinary General Meeting ('EGM') by electronic means (by using the electronic voting system provided by NSDL) either by:
 - (i) remote e-Voting prior to the EGM; or
 - (ii) e-Voting during the EGM.

The remote e-voting period begins on **Thursday, December 04, 2025, at 9:00 A.M. and ends on Sunday, December 07, 2025, at 5:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Monday, December 01, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **Monday, December 01, 2025**.

- 2) The Board of Directors have appointed CS Pramod S. M. or failing him CS Biswajit Ghosh, Partners of M/s BMP & Co. LLP, Practicing Company Secretary firm, Bengaluru, who are not in the employment of the Company, as the Scrutiniser to scrutinize the voting at the EGM and remote e-Voting process in a fair and transparent manner.
- 3) The facility for e-Voting shall also be made available during the EGM, and Members attending the EGM through VC/OAVM, who have not already cast their vote by remote e-Voting, may exercise their right to vote during the EGM through the NSDL portal.
- 4) The Members who have cast their vote by remote e-Voting prior to the EGM can also participate through VC/OAVM but shall not be entitled to cast their vote through e-voting again.

The procedure to login to e-Voting is detailed hereunder:

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting 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.	1. 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 or joining virtual meeting & voting during the meeting. 2. 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 or joining virtual meeting & voting during the meeting. 3. 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 4. 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 or joining virtual meeting & voting during the meeting. 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  App Store  Google Play  
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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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 or joining virtual meeting & voting during the meeting. 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 e-voting 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 or joining virtual meeting & voting during the meeting.

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 e-Voting and joining virtual meeting 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 137621 then user ID is 137621001***

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.

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- 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 digit 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
- 2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- 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.

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 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. 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.
3. 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.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER: -

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views/ ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their name, DP ID and Client ID/folio number, PAN and mobile number at secretarial@swiggy.in between **Wednesday, 26th November 2025 (9:00 a.m. IST) and Friday, 28th November 2025 (5:00 p.m. IST)**. Only those Members who have preregistered themselves as a speaker will be allowed to express their views/ask questions during the EGM. The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the EGM.

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@bmpandco.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

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

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013, set out the material facts relating to the business mentioned under Item No.1 of the accompanying Notice.

ITEM NO. 1:

OBJECTIVE:

Over the past year, the Company has invested in the Quick-commerce business at an accelerated pace, as the category grew faster than our expectations, driving us to front load our planned investments. With the store network maturing and hyper-growth accruing significant operating leverage in the business, the segment is well poised to capture the market opportunity while continuing to deliver on the underlying financial metrics. At the same time, increasing profitability in the consistently growing food delivery business continues to contribute to the cash reserves. With the current cash balance (to be further bolstered by the INR 2,400 crore Rapido divestment), we feel comfortable about our overall balance sheet strength, and are well-funded for our growth ambitions.

However, the external competitive environment is dynamic, and existing and legacy players continue to attract investments to the sector. An additional fund raise will give us access to sufficient growth capital while enhancing our strategic flexibility.

Accordingly, our Company intends to undertake a capital raise by way of one or more qualified institutions placement to eligible investors through an issuance of Equity Shares.

UTILIZATION PLAN AND ALLOCATION OF PROCEEDS:

The Company shall utilise the proceeds from the Issue (after adjustment of expenses related to the Issue) (“**Net Proceeds**”) at various stages, towards one or more, or a combination of the following:

- Investment in the expansion, and operations of our quick commerce fulfilment network, including dark stores and warehouses
- Investment in technology and cloud infrastructure
- Brand marketing and business promotion expenses for enhancing the brand awareness and visibility of our platform, across our segments
- Repayment or pre-payment, in full or in part, of certain or all of the borrowings availed by the Company or any of its subsidiaries
- Funding inorganic growth through unidentified acquisitions and general corporate purpose, provided that not more than 25% of the proceeds of the Issue shall be utilized towards general corporate purposes.

Pending utilization of the proceeds from the Issue, the Company shall invest in one or more scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934 or temporarily invest the funds in such creditworthy instruments, in government securities, debt mutual funds and deposits with banks and highly rated financial institutions, as may be decided by the Company.

The details for deployment of funds will be specifically mentioned in the preliminary placement document and the placement document in terms of applicable circulars of BSE and NSE, in this regard.

The aforementioned objects are dependent on a variety of factors such as timing of completion of the

Issue, budgets, financial, market and sectoral conditions, business performance and strategy, competition, interest or exchange rate fluctuations, market conditions and other external factors etc., which may not be within the control of the Company, and may result in modifications to the proposed schedule for utilisation of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

MAXIMUM AMOUNT TO BE RAISED:

Accordingly, as approved by the Board of Directors of the Company (“**Board**”) at their meeting held on November 7, 2025 and in order to fulfil the aforesaid objects of the Company, it is hereby proposed to have an enabling approval for raising funds by way of issuance of equity shares of face value of ₹ 1 each (“**Equity Shares**”), in accordance with applicable laws, in one or more tranches, whether Rupee denominated or denominated in one or more foreign currencies, in course of domestic and/or international offering(s) in one or more foreign markets, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the BRLM(s) and/or other advisor(s) or otherwise, for an aggregate amount up to ₹ 10,000 crores or an equivalent amount thereof (inclusive of such premium as may be fixed on such Equity Shares) at such price or prices as may be permissible under applicable law through qualified institutions placement (“**QIP**”) in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendment, modification, variation or re-enactment thereof) (“**SEBI ICDR Regulations**”) and other applicable laws, to such investors that may be permitted to invest in such issuance of Equity Shares, including eligible qualified institutional buyers (“**QIB**”) (as defined under SEBI ICDR Regulations).

PRICING:

The issue of Equity Shares may be at such price, whether at prevailing market price(s) or at a premium or discount to market price as may be permitted under applicable law and/or as may be permitted by the relevant regulatory / statutory authority, with authority to retain oversubscription up to such percentage as may be permitted under applicable regulations, in such manner and on such terms as may be deemed appropriate and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion and as permitted under applicable laws/regulations/guidelines.

The proposed issue of capital is subject to, *inter alia*, the applicable statutes, rules, regulations, guidelines, notifications, circulars and clarifications, as amended from time to time, issued by the Securities and Exchange Board of India, the BSE Limited and National Stock Exchange of India Limited (“**Stock Exchanges**”), Reserve Bank of India, Ministry of Corporate Affairs, Government of India, Registrar of Companies, Karnataka at Bengaluru, to the extent applicable, and any other approvals, permits, consents and sanctions of any regulatory/ statutory authorities and guidelines and clarifications issued thereon from time to time.

TERMS OF ISSUE:

The Issue is made through a qualified institutions placement and shall be undertaken in terms of the SEBI ICDR Regulations as follows:

1. the allotment of Equity Shares shall only be made to QIBs as defined under SEBI ICDR Regulations;
2. the allotment of the Equity Shares, as may be decided by the Board, shall be completed within 365 days from the date of passing of the special resolution by the shareholders or such other time as may be allowed under the SEBI ICDR Regulations from time to time;

3. the Equity Shares shall not be eligible to be sold by the allottee for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted under the SEBI ICDR Regulations from time to time;
4. the “relevant date” for the purposes of pricing of the Equity Shares shall be the date of the meeting in which the Board or any committee authorized by the Board decides to open the Issue or any other date in accordance with applicable law, and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
5. no single allottee shall be allotted more than 50% of the proposed Issue size and the minimum number of allottees shall not be less than two, where the issue size is less than or equal to ₹ 250 crore and five, where the issue size is greater than ₹ 250 crore, in accordance with Chapter VI of the SEBI ICDR Regulations;
6. the Board or any Committee authorized by the Board may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the SEBI ICDR Regulations;
7. no partly paid-up Equity Shares shall be issued/allotted;
8. the Company shall not make any subsequent Issue until the expiry of two weeks or such other time as may be prescribed in the SEBI ICDR Regulations, from the date of prior Issue made pursuant to one or more special resolutions;
9. the Equity Shares of the same class, which are proposed to be allotted through qualified institutions placement, have been listed on a stock exchange for a period of at least one year prior to the date of issuance of notice to its shareholders for convening the meeting to pass the special resolution;
10. An issuer shall be eligible to make a qualified institutions placement if any of its promoters or directors is not a fugitive economic offender. The Company has no identifiable promoter;
11. the Equity Shares to be offered and allotted shall be in dematerialized form and shall be allotted on fully paid up basis;
12. a minimum of 10% of the Equity shares shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs; and
13. the credit rating agency will monitor the use of proceeds and submit its report in the specified format of Schedule XI of SEBI ICDR Regulations on quarterly basis till hundred percent of the proceeds have been utilized, in case the Issue size exceeds ₹ 100 Crores (Rupees One Hundred Crores).

APPROVALS:

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution.

Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of SEBI ICDR Regulations.

In terms of Rule 14(2) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, for issuance of Securities. The Equity Shares allotted pursuant to the issue shall rank in all respects *Pari-Passu* with the existing Equity Shares of the Company. The details of valuation, identity of the proposed allottees and pre and post-Issue shareholding pattern are currently not ascertainable and such details as required under applicable laws will be made available by the Company from time to time.

INTENTION OF THE PROMOTER, DIRECTORS, KEY MANAGERIAL PERSONNEL OR SENIOR MANAGEMENT:

The Company has no identifiable promoter. None of the Directors, KMP or Senior Management intend to subscribe to the proposed issue.

RATIONALE FOR CHOOSING QIP OR OTHER PUBLIC ISSUE OVER RIGHTS ISSUE:

As part of proposed fund raise requirement, qualified institutions placement (QIP) is preferred over a rights issue due to its strategic advantages in accessing a broader pool of institutional investors, including foreign portfolio investors, mutual funds, and pension funds, which enhances the Company's investor base and market visibility. The Board and the management opine that a QIP allows the Company to raise substantial capital in an expedient manner, optimize pricing based on market conditions, and maintain flexibility in structuring of the issue to align with strategic objectives, which further drives growth, expand operations and invest in technology, without being constrained by shareholder participation while also safeguarding shareholder value and supporting long-term growth. Further, considering commercial, regulatory, and strategic factors, the Board has proposed to raise funds through a QIP.

LISTING:

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any. As and when the Board takes a decision on matters which it has the discretion, necessary disclosures will be made to the Stock Exchanges as may be required under the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Swiggy Limited – Notice of the Extraordinary General Meeting

In terms of Section 102(1) of the Companies Act, 2013, none of the Directors and Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution, except to the extent of their shareholding, if any, in the Company.

The Board believes that such issue of Equity Shares is in the interest of the Company and recommends the resolution set out at Item No. 1 of this Notice as a special resolution.

By Order of the Board,

For Swiggy Limited

Cauveri Sriram
Company Secretary & Compliance Officer

Date: November 14, 2025

Place: Bengaluru

Registered Office: *No.55 Sy No.8-14, Ground Floor, I&J Block, Embassy Tech Village, Outer Ring Road, Devarbisanahalli, Bengaluru – 560103*
CIN: L74110KA2013PLC096530