

**THE COMPANIES ACT, 1956**

**AND THE COMPANIES ACT, 2013 AS APPLICABLE**

**(COMPANY LIMITED BY SHARES)**

**MEMORANDUM OF ASSOCIATION**

**OF**

**<sup>1</sup>SWIGGY PRIVATE LIMITED**

<sup>1st</sup> The Name of the Company is <sup>2</sup>**SWIGGY PRIVATE LIMITED**

<sup>2nd</sup> The Registered Office of the Company will be situated in the State of Karnataka <sup>3</sup>

<sup>3rd</sup> The objects for which the Company is established are: <sup>4</sup>

**(A) THE MAIN OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION**

1. To carry on the business or profession of providing a platform, technology and/or other mechanism/services including known or unknown technology to facilitate transactions, commerce, electronic commerce, mobile commerce, any type of commerce whether between businesses or individual consumers or business and consumers and to undertake any activity which is incidental and ancillary thereto, including without limitation to providing support services in respect of warehousing, logistics, order fulfilment, call centre, payment collection and other services, to provide all kinds of technical support and web support including back office support for merchants and suppliers and undertaking customer relationship management.
2. To provide, develop, establish, run, manage, operate courier services or logistic services and manifestation for collecting and delivering whether by own arrangements, engaging third parties or through agents any, goods, articles or other things including but not limited to food and beverages on behalf of merchants/customers from one place to another in India or abroad and to act as an

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<sup>1</sup> *Name clause of the Memorandum of Association altered because of Name change of company from Bundl Technologies Private Limited to Swiggy Private Limited as approved by shareholders of the Company pursuant to special resolution passed by the shareholders of the Company at the Extraordinary General Meeting of the Company held on February 19, 2024.*

<sup>2</sup> *Name clause of the Memorandum of Association altered because of Name change of company from Bundl Technologies Private Limited to Swiggy Private Limited as approved by shareholders of the Company pursuant to special resolution passed by the shareholders of the Company at the Extraordinary General Meeting of the Company held on February 19, 2024.*

<sup>3</sup> *\* Vide Annual General Meeting dated 11th December 2015, the shareholders of the Company approved the shifting of registered office from State of Andhra Pradesh to State of Karnataka.*

<sup>4</sup> *Amended vide resolution passed by the Members of the Company at the Extraordinary General Meeting held on 27<sup>th</sup> March 2019.*

agent, concessionaires, franchisee, booking agents for all types of courier activities. To carry on the business of clearing and forwarding agents, courier and cargo handlers, handling and haulage contractors, warehousemen, common carriers by land, rail, water and air, container agents, to handle goods and documents within the country and outside and to act as harbingers, landing agents, stevedores and longshoremen. To carry on the business of providing logistics services, material management, transportation, warehousing distribution and marketing of goods and to provide storage and protection of goods against rain, fire and other natural or manmade calamities.

3. To set up infrastructure for manufacturing of food and beverages either directly or through any third party and to do all such activities as are incidental or conducive to the attainment of the object of the establishment and operation thereof.
4. To carry on the business of trading to provide food and beverages to the consumers and to act as manufacturers, distributors and dealers of ready to serve food, subject to receipt of requisite approvals from the concerned regulatory authorities.

**(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:**

1. To negotiate, enter in agreements and contracts with Companies, Firms and individuals for technical assistance, know-how, secret formula, design and technical and financial assistance in the marketing importing and exporting of any or all of the aforesaid lines.
2. To apply for and assistance either technical or financial from Government and other organizations. Companies, Firms or Individuals, National or International for developing all or any of the business of the Company, upon such terms and conditions as are provided in the Articles of Association of the Company.
3. To apply for purchase or otherwise acquire or develop , any patents, brevetted, Invention, licenses ,concessions and the like, conferring and exclusive or limited rights to use or any secret or other information to any invention which may seem capable of being used for any of the purposes of the company, the acquisition of which may seem calculated directly or indirectly to benefit the Company, and to use, exercise, develop or grant licenses in respect of or otherwise turn to account the property, rights or information so acquired, and to spend money in experimenting upon, testing or improving any such patents, inventions or rights.
4. To draw, make accept, endorse, discount, execute and issue promissory notes, cheques, bills of exchange, bills of lading warrants, debentures, and other negotiable or transferable instruments but not to do any banking business as defined in the Banking Regulations Act, 1949.
5. To amalgamate, enter into partnership, or into any arrangement for sharing profits, union of interest, co-operation, joint ventures or reciprocal concession or for limiting competition with any person or Company carrying on or engaged in (about to carry on engage in) any business or transactions which the Company is authorised to carry on or engage in or which can be carried on in conjunction therewith or which is capable of being conducted so as to directly or indirectly benefit the company.

6. To purchase or otherwise acquire, sell dispose of or let on hire, and deal in movable and immovable property of all kinds, and in particular lands, buildings machinery, plant, warehouse, workshops, business concerns, and undertakings, mortgages, charges, immunities, patents copy rights, licenses, shares, stocks, debentures, securities concessions, options, produce policies and book debts and claims and any interest in immovable or movable property and any claims against such property or any person or Company and to carry on any business concern or undertaking so acquired.
7. To enter into any arrangements with any Governments or Authorities (supreme, municipal, local panchayat or otherwise) or any Corporations, Companies or persons that may seem conducive to the attainment of the Company's objects or any of them or persons any charters, contracts, decrees, rights, privileges and concessions which the Company may think desirable and to carryout exercises, and comply with such charters, contracts, decrees, rights privileges and concessions any imposition or alternation or cancellation of, any taxes or duties or tariff which may seem or be calculated directly or indirectly to prejudice the Company's interest.
8. To promote any Company or Companies for the purpose of acquiring all or any of the property, rights and liabilities of the Company or for any other purpose, which may seem directly or indirectly calculated to benefit this Company.
9. To facilitate and encourage and assist in the creation, issues or conversion of debentures, bonds, obligated shares, stock and securities and to act as trustees in connection with any securities and take part in the conversion of business concerns and undertaking into Companies to carry on all kinds of promotion of business and in particular to form, constitute, float assist and control any Companies, Associations or Undertakings whatsoever.
10. To undertake and execute any trusts the undertaking whereof may seem desirable and also undertake the office of the executor, administrator, receiver, treasurer, registrar, and to keep for any Company, Government Authority or Body any register relating to any stocks, funds or share or securities or to undertake and duties any relation to the register of transfers the issue of certificates otherwise.
11. To amalgamate with any other Company whose objects include objects similar to those of this Company whether by sale or purchase (for full or partly paid up shares or otherwise) off the undertaking subject to the liabilities on this or any such other Company as aforesaid, with or without winding up by sale or purchase (for full or partly paid up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other Company as aforesaid or by partnership or any arrangement of the nature of the partnership or in any other manner.
12. To sell, exchange, mortgage, charge, develop, let on hire, or dispose of the undertaking property and assets of the Company or any part thereof in such manner and for such consideration as the directors think fit, and in particular for shares (whether fully or partly paid-up) debentures or securities of any other Company having objects altogether or in part similar to those of this Company.
13. To pay all the costs, charges and expenses of and incidental to the promotion formation, registration and establishment of the Company and the issue of its capitals

including undertaking or other commissions Broker's fees and charges in connection therewith and to remunerate or make donations by cash or other assets or by the allotment of fully or partly paid up shares or by a call or option on shares, debentures, debenture stocks or security of this or any other Company or in any other manner out of Company's capitals or profits or otherwise to any person or persons or services rendered or to be rendered in introducing any property or business to the Company or in placing or assisting to place or guaranteeing the subscriptions of any shares, debentures, debenture stock or other securities of any other Company or for any other reason which the Company may think proper.

14. Subject to the provisions of Act, to borrow or raise money or receive money on deposit merely for the purpose of financing the business of the Company either without security or secured by liquid or fixed assets perpetual or terminable and payable or otherwise and issue at par or at a premium or discount or by mortgage, hypothecation; pledge or other security charges on the undertaking or on all or any of the assets present or future of the Company including uncalled capital.
15. To provide for the welfare of the Directors, ex-Directors and employees or ex-employees of the Company or its predecessors in business and wives, widow and families or the dependents or relations of such persons by building or contributing for the building of house, dwellings, or by grants of money pensions, allowances, bonus, payments towards insurance or other payment, or by creating and from time to time contributing or subscribing or aiding or conveniences and by providing or subsidising towards places or instruction, recreation, hospital and dispensaries, medical and other attendance and other assistance as the Company shall think fit and subscribe or contribute or otherwise assist or to guarantee money to charitable benevolent, religious scientific, national or other institution or objects or for any public, general or useful objects.
16. To obtain in India, circulation assets and land and building for the Company on payment in cash and partly on credit or on cash and to enter into an agreement for acquiring the same on such terms of credit as on considered suitable undertaking therein to pay in differed lump sums or installments. The cost together interest; if necessary and to arrange for requisite security or guarantee thereof for the supplies of such plants and machineries and fixed and circulating assets.
17. Subject to provisions of the Act, to indemnify members, officers, managers, secretaries, auditors, servants, and menials of the Company against proceedings, costs, damages claims and demands in respect of anything done or ordered to be done by them for and in the interest of the Company, or for any loss or misfortune whatever which shall all happen in the evacuation of the duties or their officers, in relation thereto.
18. To mortgage and charge the undertaking and all or any of the real and personal property and assets present or future and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with such rights, powers and privileges as may be though fit, debentures or mortgage debentures and either permanent or redeemable or repayable, and either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

19. Subject to the provisions of the Companies Act, 2013 to remunerate any persons, including Directors or any firm or corporation or any employee of the Company whether by cash payment or by giving to him or them a commission on the profits of any particular transaction of a share in general profits of the company or by allotment to him or them of shares of securities of the Company credited as paid up in full or part or otherwise, for any service rendered to the Company.
20. Subject to the provisions of the Act to receive money on deposit at interest or otherwise and to lend money with or without security to such persons, firm or Company on such terms as may seem expedient, and in particular to customers and others having dealings with the Company and to guarantee the performance of contracts by any such persons, firm or Company but the Company shall not do any banking business, as defined in the Banking Regulation Act, 1949.
21. To distribute in species any properties of the Company among the members as may be permissible in law upon winding up.
22. To guarantee the payment of any debts or the performance of any contract or obligation of any company or association or undertaking or of any person and to give indemnities of all kinds and to secure any such guarantee and any such indemnity in any manner and in particular (without limitation) either with or without the Company receiving any consideration or benefit by the creation of charges or mortgages (whether legal or equitable) or floating charges or the issue of debentures charged upon all or any of the undertaking, assets, property, rights, goodwill and revenues of the Institute both present and future.”

4<sup>th</sup> The liability of the members of the Company is limited.

5<sup>th</sup> <sup>5</sup>The authorized share capital of the Company is **INR 1,66,99,80,24,990 (Indian Rupees Sixteen Thousand Six Hundred and Ninety Nine Crores Eighty Lakhs Twenty Four Thousand Nine Hundred and Ninety only)** divided into:

- (i) 2,80,00,00,000 (Two Hundred and Eighty Crores) equity shares of INR 1 (Indian Rupee One only) each;
- (ii) 61,440 (Sixty-one thousand four hundred and forty) Series A Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees Ten only) each;
- (iii) 85,000 (Eighty-five thousand) Series B Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees Ten only) each;
- (iv) 1,11,766 (One lakh eleven thousand seven hundred and sixty-six) Series C Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees Ten only) each;
- (v) 29,800 (Twenty-nine thousand eight hundred) Series D Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees Ten only) each;

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<sup>5</sup> *Amended vide resolution passed by the members at the Extra-Ordinary General Meeting of the Company held on February 19, 2024.*

- (vi) 1,02,960 (one lakh two thousand nine hundred sixty) Series E Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees Ten only) each;
- (vii) 80,290 (Eighty thousand two hundred and ninety) Series F Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees Ten only) each;
- (viii) 1,18,850 (One lakh eighteen thousand eight hundred and fifty) Series G Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees ten only) each;
- (ix) 2,47,750 (Two lakhs forty-seven thousand seven hundred and fifty) Series H Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees ten only) each;
- (x) 47,637 (Forty-seven thousand six hundred and thirty-seven) Series I Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees ten only) each;
- (xi) 1,33,357 (One lakh thirty-three thousand three hundred and fifty seven) Series I-2 Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees ten only) each; and
- (xii) 1,00,238 (One lakh two hundred and thirty-eight) Series J Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees ten only) each.
- (xiii) 1,23,411 (One Lakh Twenty-Three Thousand Four Hundred and Eleven) Series J2 Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees ten only) each.
- (xiv) 16,29,97,600 (Sixteen Crores Twenty-Nine Lakhs Ninety-Seven Thousand Six Hundred) Bonus Compulsorily Convertible Preference Shares of face value INR 1,000 (Indian Rupees One Thousand only)
- (xv) 1,08,000 (One Lakh Eight Thousand) Series K Compulsorily Convertible Preference Shares of face value INR 10,000 (Indian Rupees ten thousand only) each.
- (xvi) 1,08,00,000 (One Crore Eight Lakh) Series K-1 Compulsorily Convertible Preference Shares of face value INR 10/ (Indian Rupees Ten only) each.

VI. We the several persons, whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association and we respectively agree to take the number of shares in the Capital of the Company set opposite to our respective names.

Sl. No.	Name, Description Occupation and address of each Subscriber	No. of Equity Shares taken by each Subscriber	Signature of Subscribers	Name, address, Description occupation and Signature of witness or witnesses
1.	SRIHARSHA MAJETH S/O SURENDRANATH MAJETH D NO 11-25-15, KT ROAD, VIJAYAWADA-520 001 ANDHRA PRADESH AGE : 27 YEARS OCC: BUSINESS	6875 SHARES SIX THOUSAND EIGHT HUNDRED AND SEVENTY FIVE ONLY	<i>M. S. Jayaram</i>	
2.	OBUL LAKSHMI NANDAN REDDY S/O O. JAGANNATH REDDY PLOT No 296, ROAD NO 78, JUBILEE HILLS, HYDERABAD ANDHRA PRADESH 600033 AGE: 26 YEARS OCC : BUSINESS	3125 SHARES THREE THOUSAND ONE HUNDRED AND TWENTY FIVE ONLY	<i>Obul Lakshmi Reddy</i>	RENDUCHINTALA VENKATA SIVA SUBRAHMANYA SASTRY R.V.S.S. SASTRY S/O. R. SATYANARAYANA D. NO: 29-28/1-21, KOVELAMUDI, WTKI STREET SURYAPURAM PET, VIJAYAWADA-520 002 KRISHNA DIST, A-P OCC: CHARTERED ACCOUNTANT
		10,000 SHARES TEN THOUSAND ONLY/-		

Place: VIJAYAWADA

Dated this 23<sup>rd</sup>

day of Nov. 2013