Notice Of Thirteenth Annual General Meeting

NOTICE is hereby given that the Thirteenth Annual General Meeting ('AGM') of the members of **Swiggy Limited** will be held on Tuesday, August 18, 2026, at 03.00 p.m. (IST) through video conferencing ('VC')/Other Audio-Visual Means ('OAVM') facility to transact the following business(es):

ORDINARY BUSINESS:

Item No. 1 - Adoption of the Audited Standalone Financial Statements, Directors Report and the Statutory Auditors Report for the financial year ended March 31, 2026

To consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and Statutory Auditors thereon.

Item No. 2 - Adoption of the Audited Consolidated Financial Statements and the Statutory Auditors Report for the financial year ended March 31, 2026

To consider and adopt the Audited consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Statutory Auditors thereon.

Item No. 3 – Appointment of Mr. Ashutosh Sharma (DIN: 07825610), who retires by rotation.

To appoint Mr. Ashutosh Sharma, (DIN: 07825610) as a Non-Executive Nominee Director who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

Item No. 4 – Re-classification of the authorised share capital of the company and consequent alteration to the Clause V of the Memorandum of Association of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, as amended, and as agreed to by the Board of Directors of the Company, the approval of the Members' of the Company be and is hereby accorded to cancel the unissued authorised preference share capital of the Company and reclassify the same as to authorised equity share capital as detailed below:

Existing Authorized Share Capital		Revised Authorized Share Capital
The existing Authorised Share Capital 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) Consisting of:		The revised Authorised Share Capital 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) Consisting of:
(i)	2,80,00,00,000 (Two Hundred and Eighty Crores) equity shares of INR 1 (Indian Rupee One only) each;	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) equity shares of INR 1 (India 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;	NIL
(iii)	85,000 (Eighty-five thousand) Series B Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees Ten only) each;	NIL
(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;	NIL
(v)	29,800 (Twenty-nine thousand eight hundred) Series D Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees Ten only) each;	NIL

Existing Authorized Share Capital		Revised Authorized Share Capital
(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;	NIL
(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;	NIL
(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;	NIL
(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;	NIL
(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;	NIL
(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	NIL
(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.	NIL
(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.	NIL
(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)	NIL
(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.	NIL
(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.	NIL

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Act, read with the Companies (Incorporation) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause 5 as under:

"5. 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) consisting of 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) equity shares of INR 1 (Indian Rupee One only) each".

RESOLVED FURTHER THAT any of the Director, Chief Financial Officer and/or Company Secretary of the Company be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters and things, sign and execute all documents and filings, as they may deem fit and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the shareholders of the Company, and the decision of the person in relation to the foregoing shall be final and conclusive."

Item No. 5 - To Consider and Approve a Cap of upto 49.50% on the Aggregate Foreign Ownership

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder, the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (**"NDI Rules"**), the Consolidated FDI Policy Circular of 2020 dated 15 October 2020, the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder (**"FEMA"**) and subject to such guidance, approvals, permissions and sanctions, if any, and to the extent required, of appropriate regulatory / statutory authorities, the consent and approval of the members of the Company be and is hereby accorded to the Company to cap the total foreign ownership, whether acquired through the primary or secondary markets and irrespective of whether by way of foreign direct investment or foreign portfolio investment under FEMA, or indirect foreign investment, by and/or on behalf of any person resident outside India (including without limitation foreign owned and/or controlled Indian companies or investment vehicles), foreign portfolio investors, and non-resident Indians, in the Company through any mode, route (except the non-repatriation route) or scheme (collectively, **"Foreign Ownership"**), of the equity instruments (as defined under FEMA, and which includes equity shares and compulsorily convertible preference shares and/or debentures) of the Company, to a maximum of 49.50% (forty-nine point five zero percent) of the total equity instruments issued by the Company, at any point of time, on a fully diluted basis, or such other reduced limit as may be prescribed by any regulatory authority or under applicable law for the time being in force (the **"Foreign Ownership Limit"**), for the Company to be considered as an Indian owned and controlled company for the purposes of FEMA (**"IOCC"**).

RESOLVED FURTHER THAT the Foreign Ownership Limit shall take effect as follows:

(a) if, as on the date of passing of this resolution, the aggregate Foreign Ownership is equal to or less than 49.50% of the total equity instruments issued by the Company on a fully diluted basis, the Foreign Ownership Limit shall take effect on and from such date, or such other date as the Board may determine for giving effect to, and operationalising the monitoring of, the Foreign Ownership Limit; and

(b) if, as on the date of passing of this resolution, the aggregate Foreign Ownership exceeds 49.50% of the total equity instruments issued by the Company on a fully diluted basis, the Foreign Ownership Limit shall become effective and operative automatically on and from the date and time on which the aggregate Foreign Ownership first falls to or below 49.50% of the total equity instruments issued by the Company on a fully diluted basis (such date and time, the **"Effective Time"**).

RESOLVED FURTHER THAT the Board of Directors of the Company (**"Board"**, which shall be deemed to include any committee constituted, or to be constituted, by the Board for this purpose) be and is hereby authorised to give effect to and implement the Foreign Ownership Limit and, for this purpose, to determine and notify the Effective Time, to decide the manner and timing of implementation of the Foreign Ownership Limit, to engage with the Reserve Bank of India, the designated depository, the depositories and the stock exchanges for the monitoring of the Foreign Ownership Limit under the framework for monitoring of foreign investment limits in listed Indian companies, to make all requisite filings and intimations, and, until the Foreign Ownership Limit takes effect.

RESOLVED FURTHER THAT any one of the directors of the Company and/or Mr. Rahul Bothra, Chief Financial Officer, and/or Ms. Cauveri Sriram, Company Secretary and Compliance Officer, be and are hereby severally authorised to undertake all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, proper or desirable to give full effect to the foregoing resolutions, including without limitation the filing of the necessary forms, intimations and returns with the designated depository, other depositories, the stock exchanges and other authorities, delegating any of the powers conferred by these resolutions to any officer(s) or employee(s) of the Company, settling all questions, doubts, queries or difficulties that may arise in giving effect to these resolutions, and executing all such documents, deeds and writings as may be necessary, proper, desirable or expedient, at any stage without being required to seek any further consent or approval of the members of the Company, to the end and intent that the members shall be deemed to have accorded their approval thereto expressly by the authority of this resolution."

Item No. 6 - To approve the deletion of certain provisions of Articles of Association 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 Section 5 and Section 14 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment 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"**), as amended and other applicable laws, rules regulations and guidelines (including any statutory modification(s) thereof for the time being in force), and subject to the necessary approval(s), permission(s), consent(s) and sanction(s) required, if any, the consent and approval of the members of the Company be and is hereby accorded for effecting the following amendments to the existing Articles of Association of the Company (**"AoA"**):

RESOLVED FURTHER THAT the following Articles of the AoA be deleted:

(a) Article 103B

The Accel Entities shall, so long as they hold such number of Equity Shares aggregating to at least 5% (five percent) of the Equity Share capital of the Company, collectively have a right to nominate 1 (one) Director to the Board of the Company.

(b) Article 103C

SoftBank shall, so long as it holds such number of Equity Shares aggregating to at least 5% (five percent) of the Equity Share capital of the Company, have a right to nominate 1 (one) Director to the Board of the Company.

(c) Article 103E(ii)

Lakshmi Nandan Reddy Obul (a) holds at least 16,872,943 Equity Shares of the Company (as proportionally revised to reflect any reorganizations, bonus issuances, stock splits or similar actions) directly or through Nandan's Affiliates; and (b) is a permanent full-time employee of the Company, he shall have the right to nominate himself to the Board of the Company."

RESOLVED FURTHER THAT, any one of the directors of the Company and/ or Ms. Cauveri Sriram, Company Secretary and Compliance Officer, be and are hereby severally authorized to undertake all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution, including but not limited to, filing of necessary forms with the Registrar of Companies, delegating any powers conferred upon the Board by this resolution to any employees/ officials of the Company, effecting any other consequential changes to the AoA where necessary, settling all questions / doubts / queries / difficulties that may arise in respect of the alteration of the AoA and for giving full effect to this resolution, and executing all other documents, deeds and writings as may be necessary, proper, desirable or expedient to give effect to this resolution, at any stage without being required to seek any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or Ms. Cauveri Sriram, Company Secretary and Compliance Officer, may be furnished to any person(s) as may be required."

Item No. 7 - To Approve the Alteration of Articles of Association 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 Section 5 and Section 14 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder, including the Companies (Incorporation) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), applicable provisions of the Listing Regulations, as amended, and other applicable laws, rules, regulations and guidelines (including any statutory modification(s) thereof for the time being in force), and subject to the necessary approval(s), permission(s), consent(s) and sanction(s) required, if any, the consent and approval of the members of the Company be and is hereby accorded for effecting the following amendments to the existing Articles of Association of the Company (**"AoA"**):

(a) Article 103E(ii) of the AoA shall be inserted in place of the deleted Article 103E(ii) as follows:

So long as:

(ii) Mr. Sriharsha Majety holds (a) at least 27,603,136 Equity Shares of the Company (as proportionally revised to reflect any reorganizations, bonus issuances, stock splits or similar actions) directly or through Sriharsha's Affiliates, and (b) MIH or any other foreign shareholder hold(s) the right to nominate at least 1 (one) Director to the Board of the Company, Mr. Sriharsha Majety shall have the right to nominate any one member from the senior management of the Company to the Board of the Company;

(iii) Mr. Phani Kishan Addepalli (a) holds at least 500,000 Equity Shares of the Company (as proportionally revised to reflect any reorganizations, bonus issuances, stock splits or similar actions) directly or through Phani's Affiliates; and (b) is a permanent full-time employee of the Company; and (c) MIH and/or any other foreign shareholder(s) hold(s) the right to nominate either individually or in aggregate, 2 (two) Directors to the Board of the Company, Mr. Phani Kishan Addepalli shall have the right to nominate himself to the Board of the Company.

(b) Article 103F of the AoA shall be substituted by the following in the amended AoA:

For the avoidance of doubt, it is clarified that MIH and the person(s) referenced in Article 103A, Article

103D and Article 103E, shall cease to have the right to nominate their respective Directors to the Board of the Company, in accordance with the Article 103A to Article 103E, in the event the shareholding of such respective person(s) falls and remains below the respective thresholds specified in the respective provisions for a period of 6 (six) months or more.

(c) Article 103G of the AoA shall be substituted by the following in the amended AoA:

No Person(s) shall have a right to nominate more than 1 (one) Director to the Board of the Company, at any given point of time, except as specified under Article 103A(ii) read with Article 103A(iii); Article 103A(iv); and Article 103E(i) read with Article 103E(ii).

RESOLVED FURTHER THAT the following definition in Article 3 of the AoA be deleted:

"Nandan's Affiliate" means a Relative of Lakshmi Nandan Reddy Obul and any Person who is Controlled by or is under common Control of Lakshmi Nandan Reddy Obul, either directly or indirectly, including through a Relative of Lakshmi Nandan Reddy Obul.

RESOLVED FURTHER THAT the following definition in Article 3 of the AoA be added:

"Phani's Affiliate" means a Relative of Phani Kishan Addepalli and any Person who is Controlled by or is under common Control of Phani Kishan Addepalli, either directly or indirectly, including through a Relative of Phani Kishan Addepalli.

RESOLVED FURTHER THAT, any one of directors of the Company and/ or Ms. Cauveri Sriram, Company Secretary and Compliance Officer, be and are hereby severally authorized to undertake all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, expedient, proper or desirable to give full effect to the aforesaid resolution, including but not limited to, filing of necessary forms with the Registrar of Companies, delegating any powers conferred upon the Board by this resolution to any employees/ officials of the Company, effecting any other consequential changes to the AoA where necessary, settling all questions / doubts / queries / difficulties that may arise in respect of the alteration of the AoA and for giving full effect to this resolution, and executing all other documents, deeds and writings as may be necessary, proper, desirable or expedient to give effect to this resolution, at any stage without being required to seek any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the copies of the foregoing resolutions, certified to be true by any one of the Directors or the Ms. Cauveri Sriram, Company Secretary and Compliance Officer, may be furnished to any person(s) as may be required."

By Order of the Board.
For Swiggy Limited

Cauveri Sriram
Company Secretary & Compliance Officer
Date: July 23, 2026
Place: Bengaluru

Registered Office: Sumadhura Capitol Towers, 3rd- 6th Floor – Tower 1, Sy. No. 14 & 158, Pattanduru Agrahara, K R Puram Hobli, Bengaluru East Taluk, Bengaluru, Karnataka – 560066
CIN: L74110KA2013PLC096530

NOTES:

1) In compliance with General Circular No. 09/2024 dated September 19, 2024, 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 Circular"), 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 13th Annual General Meeting ("AGM") of the Company is being held through VC/ OAVM without the physical presence of Members at a common venue. The deemed venue for the 13th AGM will be the Registered Office of the Company.

2) A Statement pursuant to Section 102(1) of the Act, ("Explanatory Statement") relating to the Special Businesses to be transacted at the Meeting is annexed hereto. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standards-2 issued by ICSI, in respect of Directors seeking appointment/re-appointment at this AGM is annexed to this Notice.

3) Pursuant to the provisions of the Act, a member entitled to attend and vote at the13th AGM 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 AGM 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 AGM and hence the Proxy Form, Attendance Slip and Route Map of AGM 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 13th AGM 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 AGM 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 AGM 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 AGM along with the Annual Report 2025-26 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 physical copy of the Annual Report may please write to secretarial@swiggy.in mentioning their Folio No./DP ID and Client ID.

8) In compliance with Regulation 36(1)(b) of the SEBI LODR Regulations, a letter is being sent to the shareholders whose email addresses are not registered with the Company/DP, providing a web-link for accessing the Annual Report 2025-26. The Notice convening the 13th AGM has been uploaded on the website of the Company at https://www.swiggy.com/corporate/ and may also be accessed from the relevant section of the websites of the stock exchanges i.e., BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively. The Notice is also available on the website of NSDL at www.evoting.nsdl.com.

9) 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 AGM through e-voting.

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

11) 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.

12) 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.

13) Members desirous of seeking information with regard to the accounts or any other matter with regard to the resolutions to be placed at the AGM are requested to

send email to the Company Secretary at secretarial@swiggy.in at least 7 days prior to the meeting.

14) 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.

15) 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.

16) Manner of registration of e-mail address to receive the Annual Report for 2025-26 including AGM Notice:

In terms of MCA Circulars, for the purpose of the 13th AGM, the eligible Members, whose e-mail addresses are not registered with the Company/DP and who wish to receive the Annual Report along with the AGM Notice electronically and to cast the vote electronically, may register their e-mail addresses on or **before 05:00 p.m. IST** on **August 04, 2026**, pursuant to which such Member shall receive the Notice of this AGM along with the Annual Report 2025-26.

17) 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.mufg.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/ annual reports 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 Notice of this AGM along with the Annual Report 2025-26 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 Annual General Meeting ('AGM') by electronic means (by using the electronic voting system provided by NSDL) either by:

   (i) remote e-Voting prior to the AGM; or

   (ii) e-Voting during the AGM.

   The remote e-voting period begins on **Friday, August 14, 2026, at 9:00 A.M. and ends on Monday, August 17, 2026, 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. **Tuesday, August 11, 2026**, 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 **Tuesday, August 11, 2026**.

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 scrutinise the voting at the AGM and remote e-Voting process in a fair and transparent manner.

3. The facility for e-Voting shall also be made available during the AGM, and Members attending the AGM through VC/OAVM, who have not already cast their vote by remote e-Voting, may exercise their right to vote during the AGM through the NSDL portal.

4. The Members who have cast their vote by remote e-Voting prior to the AGM can also participate through VC/OAVM but shall not be entitled to cast their vote through e-voting again.

5. Any person, who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date i.e. **July 17, 2026** may obtain the login ID and password by sending a request at evoting@nsdl.com.

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

Type of shareholders	Login Method
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 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 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 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 140332 then user ID is 140332001***

5. Password details for shareholders other than Individual shareholders are given below:

    a) If you are already registered for e-Voting, then you can user 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 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, August 05, 2026, (9:00 a.m. IST) and Friday, August 08, 2026 (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 AGM. The Company reserves the right to restrict the number of questions and number of speakers depending on the availability of time for the AGM.

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 Statement sets out all material facts relating to the Resolution(s) mentioned under Item

No(s). 4 to 7 of the accompanying Notice.

ITEM NO. 4:

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) comprising of INR 2,80,00,00,000 (Indian Rupees Two Hundred and Eighty Crores only) as equity share capital divided into 2,80,00,00,000 (Two Hundred and Eighty Crores)equity shares of face value of INR 1/- (Indian Rupee One only) each and INR 1,64,19,80,24,990/- (Indian Rupees Sixteen Thousand Four Hundred and Nineteen Crores Eighty Lakhs Twenty Four Thousand Nine Hundred Ninety only) divided into various categories of preference share capital as detailed out in the below table.

The Company has converted all its preference shares into equity shares. Consequently, the Company does not have any outstanding issued preference shares as on date. To optimize the stamp duty already paid on such capital increase, the Company proposes to reclassify and reallocate the authorised share capital by converting the authorised preference share capital into authorised equity share capital, as detailed below:

Existing Authorized Share Capital	Revised Authorized Share Capital
The existing Authorized Share Capital 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) Consisting of:	The revised Authorized Share Capital 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) Consisting of:
(i) 2,80,00,00,000 (Two Hundred and Eighty Crores) equity shares of INR 1 (Indian Rupee One only) each;	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) equity shares of INR 1 (India 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;	Nil
(iii) 85,000 (Eighty-five thousand) Series B Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees Ten only) each;	Nil
(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;	Nil
(v) 29,800 (Twenty-nine thousand eight hundred) Series D Compulsorily Convertible Preference Shares of face value INR 10 (Indian Rupees Ten only) each;	Nil
(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;	Nil
(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;	Nil
(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;	Nil
(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;	Nil
(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;	Nil
(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	Nil

Existing Authorized Share Capital	Revised Authorized Share Capital
(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.	Nil
(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.	Nil
(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)	Nil
(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.	Nil
(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.	Nil

The Board of Directors, by a resolution passed at their meeting held on July 23, 2026, has approved the proposal for re-classification of authorised share capital and consequent alteration of Memorandum of Association of the Company. Further, consequent upon re-classification of the authorized share capital of the Company, its Memorandum of Association will require alteration and is proposed to be suitably altered.

As per the provisions of Sections 13 and 61 of the Companies Act, 2013, the above alteration requires the approval of the Members of the Company by way of . Accordingly, the approval of Members is being sought for re-classifying the existing authorized share capital of the Company, and for making a consequential change in Clause V of the Memorandum of Association of the Company. Further, pursuant to Section 61(2) of the Companies Act, 2013, the re-classification of shares shall not be considered as reduction of capital in any manner or whatsoever.

The copy of the Memorandum of Association shall be open for inspection by the Members of the Company by electronically by sending a request to secretarial@swiggy.in or at physically at the registered office of the Company on all working days, during business hours up to the date of AGM i.e. Tuesday, August 18, 2026.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

In terms of Section 4 and 13 of Companies Act, 2013, the consent of members of the company is required for reclassification of authorized share capital and consequent alteration of the Memorandum of Association of the Company. Accordingly, the Board of Directors recommends the resolution set out at Item No. 4 for the approval of the Members by way of **Ordinary Resolution**.

This explanatory statement may also be regarded as a disclosure under the SEBI (SEBI Listing Regulations).

ITEM NO. 5:

Background

In order to demonstrate Indian ownership, it is hereby placed before the shareholders to add a cap on aggregate Foreign Ownership to preserve its status and qualify as an Indian-owned-and-controlled company (**"IOCC"**) as per the foreign direct investment regulations in India

As on July 01, 2026, ("Reference Date") the aggregate Foreign Ownership in the Company stood at approximately 49.89% of the total equity instruments issued by the Company on a fully diluted basis. The aggregate Foreign Ownership is not static, and changes on a continuous basis on account of transactions undertaken by investors, including on the stock exchanges, which occur without the Company's prior knowledge or control. Accordingly, the actual aggregate Foreign Ownership as on the date of the general meeting, and from time to time thereafter and until the effective time, may be higher or lower than the figure stated above. While the aggregate resident ownership of the Company currently exceeds 50%, and thereby satisfies the ownership limb of the IOCC test under the NDI Rules, the Company considers it prudent to implement a structural cap to guard against any passive drift of Foreign Ownership above the 50% threshold.

Since the Company does not have an identifiable promoter group holding a substantial stake, or representation on the Board, that by itself serves as a structural safeguard for domestic control, the Company considers it important to put in place an appropriate governance architecture that supports its endeavour to become an IOCC in line with the foreign exchange laws as and when the domestic shareholding is at, or increases beyond, the levels required under those laws.

Strategic Rationale for Maintaining IOCC Status

An IOCC classification would enhance the Company's strategic flexibility and better position it to capitalize on future growth opportunities. In particular, such classification would enable the Company to evaluate and potentially adopt business models that are presently unavailable to it, including own-inventory arrangements within its quick commerce business, where considered appropriate. It will also help in entering emerging product categories through different business models, and in improving the growth and profitability of the Company (especially in its quick commerce business) and consequently lead to higher shareholder value creation in the long run.

Under the FDI Policy and applicable FEMA regulations, a company in which more than 50% of the beneficial equity is held by non-residents on a fully diluted basis is treated as making "indirect foreign investment" in its downstream subsidiaries and investee entities. Such downstream entities are then subject to the same sectoral restrictions and conditions as apply to direct foreign investment. This would prevent the Company's subsidiaries from operating in sectors or business models in which foreign investment is restricted or prohibited, including inventory-based e-commerce models in which the entity directly holds or owns the underlying goods. By ensuring that the Company remains Indian-owned, the proposed Foreign Ownership Limit removes this constraint and provides the flexibility described below.

Today, Instamart operates as an online marketplace platform where products are offered for sale by third-party sellers. Under the existing operating model, inventory ownership rests with such sellers and the platform primarily facilitates transactions between customers and sellers. While this marketplace-led model has supported the growth of the business, in certain instances direct inventory ownership could provide additional strategic and operational advantages. Upon qualifying and continuing to remain an IOCC, the Company would have the flexibility, subject to applicable laws and business requirements, to adopt and transition towards inventory-led operating models for Instamart.

Such flexibility could benefit the business in the following ways:

a) Supporting growth and category expansion: the Company would be better positioned to develop and scale categories that are currently under-penetrated, or in which the existing seller ecosystem may have limited incentive or capacity to invest. These may include emerging, niche or unstructured product categories in which established brands are limited. By providing working capital support to small businesses and manufacturers, and/or by directly holding inventory, the Company could help expand customer choice, improve product availability and stimulate demand across such categories.

(b) Enhancing profitability and operating efficiencies: direct participation in selected categories may enable the Company to improve sourcing efficiencies and achieve better unit economics, particularly in fragmented categories in which scale can drive superior margins. As the business continues to scale, the resulting operating leverage may further contribute to improved profitability over time.

As an IOCC, the Company would also be able to compete on a level playing field with other online commerce businesses in India that operate as IOCCs. The ability to adopt inventory ownership, where commercially appropriate, would enhance the customer experience, strengthen the Swiggy and Instamart ecosystem, and support sustainable long-term value creation.

Manner and Timing of Implementation of the Foreign Ownership Limit

The aggregate Foreign Ownership in the Company changes continuously on account of secondary market and other transactions undertaken by non-resident investors, which are outside the Company's control. The percentages of Foreign Ownership set out in this Statement are stated as on the Reference Date and are provided for information only; the actual aggregate Foreign Ownership as on the date of the general meeting, and at the time the Foreign Ownership Limit is given effect, may differ. The Foreign Ownership Limit approved by this resolution is a fixed ceiling of 49.50% of the total equity instruments issued by the Company on a fully diluted basis, which operates at all times once effective, and does not depend on the aggregate Foreign Ownership prevailing on any particular date.

As on the Reference Date, the aggregate Foreign Ownership (approximately 49.89%) exceeds the proposed Foreign Ownership Limit of 49.50%. The Foreign Ownership Limit will not require any existing non-resident holder to divest, transfer or otherwise reduce its holding. Accordingly, if the aggregate Foreign Ownership continues to exceed 49.50% as on the date of passing of this resolution, the Foreign Ownership Limit will become effective and operative automatically on and from the date and time on which the aggregate Foreign Ownership first falls to or below 49.50% on a fully diluted basis (the Effective Time). If, as on the date of passing of this resolution, the aggregate Foreign Ownership is already at or below 49.50%, the Foreign Ownership Limit will take effect on and from that date, or such other date as the Board may determine for giving effect to, and operationalising the monitoring of, the Foreign Ownership Limit.

The Board (including any committee thereof) will be authorised to determine and notify the Effective Time, to decide the manner and timing of implementation of the Foreign Ownership Limit, to make the requisite filings and intimations with the designated depository, the depositories, the stock exchanges and other authorities, and to settle any question, doubt or difficulty that may arise in giving effect to the Foreign Ownership Limit.

Board Approval and Recommendation

The Board, at its meeting held on July 23, 2026, considered and, subject to the approval of the members of the Company, approved the capping of the total Foreign Ownership of the Company at a maximum of 49.50% (forty nine point five percent) of the total equity instruments issued by the Company on a fully diluted basis, for the Company to be considered as an IOCC for the purposes of FEMA.

After receiving the members' approval, the Company will take steps to give effect to the Foreign Ownership Limit in the manner described above, with effect from the aggregate Foreign Ownership being at or below 49.50% on a fully diluted basis. In the above backdrop, the Board recommends the special resolution set out in item no. 5 of the Notice for the approval of the members as a special resolution.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 6:

The Board of Directors of the Company (**"Board"**), at its meeting held on July 23, 2026, considered and subject to the approval of the members of the Company, approved amendments to the existing Articles of Association of the Company (**"AoA"**), for giving effect to the following (including clarificatory revisions and consequential changes for giving effect to such amendments):

Scope and rationale of the proposed amendments:

a. Deletion of Board nomination right of Accel: Under Article 103B of the AoA, Accel India IV (Mauritius) Limited and Accel Leaders 3 Holdings (Mauritius) Ltd (collectively, the **"Accel Entities"**) had the right to collectively nominate 1 (one) director to the Board, for so long as they held at least 5% (five percent) of the equity share capital of the Company.

   Since the Accel Entities hold less than 5% (five percent)* of the equity share capital of the Company, their Board nomination right has fallen away, and it is accordingly proposed to delete their Board nomination right from the AoA.

   *As per the shareholding pattern filed by the Company with the Stock Exchanges for the quarter ended June 30, 2026, the Accel Entities hold 3.32% of the equity share capital of the Company.

b. Deletion of Board nomination right of Softbank: Under Article 103C of the AoA, Softbank currently has the right to nominate 1 (one) director to the Board for so long as it holds at least 5% (five percent) of the equity share capital of the Company.

   Softbank has, vide its letter dated April 06, 2026, agreed for deletion of its Board nomination right and it is accordingly proposed to amend the AoA for deleting Softbank's Board nomination right.

c. Deletion of Board nomination right of Mr. Lakshmi Nandan Reddy Obul, Whole-time Director and Head of Innovation: Under the existing Article 103E(ii) of the AoA, for so long as Mr. Lakshmi Nandan Reddy Obul holds at least 16,872,943 equity shares of the Company directly or through his affiliates and is a permanent full-time employee of the Company, he shall have the right to nominate himself to the Board.

   Mr. Lakshmi Nandan Reddy Obul, who has ceased to be an employee of the Company, has, vide his letter dated April 07, 2026, agreed for deletion of his right to nominate himself on the Board, and it is accordingly proposed to amend the AoA for deleting Mr. Lakshmi Nandan Reddy Obul's right to nominate himself on the Board.

The net effect of the proposed amendments is to delete legacy nomination rights of the Accel Entities and SoftBank and Mr. Lakshmi Nandan Reddy Obul, which have already ceased to be operative, have been contractually surrendered, or relate to an individual who has ceased to be an employee of the Company.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board hereby recommends the passing of the proposed resolution stated in Items No. 6 for approval of members as a special resolution.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 (**"Act"**), alteration of the articles of association of a company requires the approval of its members by way of a special resolution at a general meeting. Accordingly, pursuant to applicable provisions of the Act, approval of the shareholders by way of special resolution is being obtained for the deletion of such legacy nomination rights.

ITEM NO. 7:

The Board at its meeting held on July 23, 2026, considered and subject to the approval of the members of the Company, approved amendments to the existing Articles of Association of the Company (**"AoA"**), for giving effect to the following (including clarificatory revisions and consequential changes for giving effect to such amendments):

Scope and rationale of the proposed amendments:

a. Addition of Mr. Sriharsha Majety's right to nominate any one member from the senior management to the Board:

Mr. Sriharsha Majety has demonstrated exceptional foresight in identifying and incubating new business verticals, allocating capital across the Company's expanding portfolio, and fostering a culture of innovation and operational excellence that has been central to the Company's sustained growth trajectory.

As the shareholders of the Company are aware, there is a broad endeavour by the Company to become an Indian owned and controlled company under applicable Indian foreign exchange laws and regulations ("IOCC"). In this regard, as you would note, the Company is also seeking shareholder approval, by way of a special resolution, for capping the aggregate foreign ownership in the Company at 49.50% of the total equity instruments issued by the Company on a fully diluted basis (the "Foreign Ownership Cap"), which is intended to ensure that the ownership limb of the IOCC test under the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("NDI Rules") is satisfied on a continuing basis. In addition, certain amendments as described below are directed at the control limb of the IOCC test.

The Board at its Meeting held on July 23, 2026, considered favourably, the proposal to grant Mr. Sriharsha Majety with the additional right to also nominate any one member from the senior management of the Company to the Board. The Board noted that Mr. Sriharsha Majety has been associated with the Company since its inception as one of its founders and has served as the principal architect of the Company's long-term strategy and overarching vision, transforming the Company from a single-vertical service into a diversified, multi-service platform of national scale.

Mr. Sriharsha Majety's right to so nominate any member from the Company's senior management team is intended to balance the right available to MIH and/or any other foreign shareholder to nominate a director pursuant to Article 103A (i) or (iii), by conferring such right on an Indian resident shareholder. This right of Mr. Sriharsha Majety shall be subject to (a) Mr. Sriharsha Majety holding at least 27,603,136 equity shares of the Company (as proportionally revised to reflect any reorganizations, bonus issuances, stock splits or similar actions) directly or through his affiliates; and (b) will be available to Mr. Sriharsha Majety only so long as MIH or any other foreign shareholder(s) have the right to nominate at least 1 (one) Director to the Board of the Company.

As of June 30, 2026, Mr. Sriharsha Majety along with his affiliates holds 145,392,896 equity shares, representing approximately 5.56% of the paid-up equity share capital of the Company.

Further, the right to nominate one additional member from senior management is designed to ensure that the board benefits from direct executive insight into the Company's operations, beyond that of Mr. Sriharsha Majety alone. This is a governance feature that strengthens board effectiveness, particularly in a multi-vertical consumer technology business where operational complexity and pace of change are material.

b. Addition of Mr. Phani Kishan Addepalli's right to nominate himself on the Board: Mr. Phani Kishan Addepalli, Chief Growth Officer, is a distinguished and valued employee and shareholder who has been associated with the Company since March 2015 and was also named as a 'co-founder' of the Company in 2021. He has been instrumental in driving the Company's growth and success and building its organizational capabilities by driving user growth, engagement and monetization across all Swiggy verticals. As the CEO of Instamart in its nascent days, Mr. Addepalli has built it from the ground up under his leadership.

Under his direction, the Company has been able to push the innovation quotient to help pioneer and scale two of India's largest consumer technology categories: food delivery and quick commerce.

Considering his invaluable contribution to the Company as the Chief Growth Officer, his unwavering dedication and commitment to the Company's vision and his continuing pivotal role in shaping the strategic direction of the Company, and also in order to counter balance the right available to MIH and/or any other foreign shareholder to nominate a second director pursuant to Article 103A (ii), by conferring the right to nominate a director on an Indian resident shareholder, it is proposed to grant Mr. Phani Kishan Addepalli with the right to nominate himself on the Board, subject to him:

(i) continuing as a shareholder of the Company,

(ii) holding at least 500,000 Equity Shares of the Company (as proportionally revised to reflect any reorganizations, bonus issuances, stock splits or similar actions), directly or through his affiliates;

(iii) being a permanent full-time employee of the Company; and (iv) MIH and/or any other foreign shareholder(s) continuing to hold the right to nominate at least 2 (two) Directors to the Board of the Company.

(iv) MIH and/or any other foreign shareholder(s) continuing to hold the right to nominate at least 2 (two) Directors to the Board of the Company.

As of June 30, 2026, Mr. Phani Kishan Addepalli holds 32,75,983 equity shares.

Overall effect of the proposed amendments:

The proposed amendments are limited solely to Board nomination rights and do not grant any director or shareholder, including the identified shareholders:

(i) any rights to nominate members to Board committees, such as the Audit Committee or Nomination & Remuneration Committee, or to prescribe committee quorum;

(ii) any veto, or special voting rights over Board or shareholder decisions; or

(iii) any perpetual or permanent Board seats.

The composition of Board committees, and all matters reserved to the Board and its committees, will continue to be determined by the Board in accordance with applicable law (including the SEBI Listing Regulations) and the AoA. The Company will continue to comply with applicable requirements relating to Board size, independence and committee composition.

Pursuant to the provisions of Section 14 of the Companies Act, 2013 (**"Act"**), alteration of the articles of association of a company requires the approval of its members by way of a special resolution at a general meeting. Accordingly, pursuant to applicable provisions of the Act and the Listing Regulations, approval of the shareholders by way of special resolution is being obtained for (i) Mr. Sriharsha Majety's right to nominate any one member from the senior management of the Company to the Board; and (ii) Mr. Phani Kishan Addepalli's right to nominate himself to the Board.

For the avoidance of doubt:

(a) Mr. Sriharsha Majety's right to nominate a member of the senior management of the Company under Article 103E(ii) arises only where both of the following conditions are satisfied simultaneously: (i) Mr. Sriharsha Majety holding at least 27,603,136 Equity Shares of the Company; and (ii) MIH (or any other foreign shareholder(s)) continuing to hold the right to nominate at least 1 (one) Director to the Board; and

(b) Mr. Phani Kishan Addepalli's right to nominate himself under Article 103E(iii) arises only where all three of the following conditions are satisfied simultaneously: (i) Mr. Phani Kishan Addepalli holding at least 500,000 Equity Shares of the Company; (ii) Mr. Phani Kishan Addepalli continuing to be a permanent full-time employee of the Company; and (iii) MIH (or any other foreign shareholder(s)) continuing to hold the right to nominate 2 (two) Directors to the Board.

Accordingly, these domestic nomination rights are not standalone rights: they are explicitly conditioned on, and function as counterweights to, the continued existence of the corresponding nomination rights of foreign shareholders of the Company.

The Board, which comprises a majority of Independent Directors, after due consideration, is of the view that the proposed amendments are not detrimental to the interests of minority shareholders, consistent with the principles of equitable treatment of shareholders, and are in the long-term interests of the Company and all its stakeholders.

Except Mr. Sriharsha Majety, None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board hereby recommends the passing of the proposed resolution stated in Items No. 7 for approval of members as a special resolution.

In view of the above, the resolution for approval of alteration of the AoA is proposed for the consideration of the members of the Company and seeking their approval thereto.

By Order of the Board.
For Swiggy Limited

Cauveri Sriram
Company Secretary & Compliance Officer
Date: July 23, 2026
Place: Bengaluru

Registered Office: Sumadhura Capitol Towers, 3rd- 6th Floor – Tower 1, Sy. No. 14 & 158, Pattanduru Agrahara, K R Puram Hobli, Bengaluru East Taluk, Bengaluru, Karnataka – 560066
CIN: L74110KA2013PLC096530

Annexure-I

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE THIRTEENTH AGM OF THE COMPANY

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Director	Ashutosh Sharma
DIN	07825610
Date of Birth and Age	August 27, 1977 (49 Years)
Date of First Appointment on the Board	June 21, 2017
Qualifications	Master's degree in business administration from the Booth School of Business at the University of Chicago
Relationship between Directors inter-se	Nil
Brief Profile & Experience	Please refer to the Corporate Governance Report Section of the Annual Report for details on the brief profile of Mr. Ashutosh Sharma
Expertise in specific functional areas	IT Industry & General Management
Directorships held in other Public Companies (excluding Foreign Companies)	Nil
Names of listed entities from which the director has resigned in the past three years	Nil
Memberships / Chairmanships of Committees of other Public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	Nil
No. of equity shares held in the Company (self and as a beneficial owner)	Nil
No. of Board Meetings attended during the year	7
Terms and conditions of appointment / reappointment	Proposed to be re-appointed as Non-Executive Nominee Director
Remuneration last drawn in financial year 2025-26	Nil
Details of Remuneration sought to be paid	Nil