



¹SWIGGY LIMITED

NOMINATION AND REMUNERATION POLICY

A) Objective of the Policy

This policy is formulated to govern matters related to nomination, evaluation, rewards and remuneration to Directors, Senior Management personnel and Key Managerial Personnel, efficient administration of the equity-based schemes, leadership development and Board Diversity of the Company.

The Nomination and Remuneration Committee (NRC) Policy of the Company has been prepared pursuant to the provisions of Section 178(3) of the Companies Act and Regulation 19(4) read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”). In case of any inconsistency between the provisions of law and this Policy, the provisions of the above stated law shall prevail, and the Company shall abide by the applicable law.

B) Applicability

This Policy shall be applicable to all members of the Board of Directors of the Company (“Directors”) and Senior Management Personnel, which shall mean personnel of the Company who are members of its core management team excluding Board of Directors. This would comprise all members of management one level below the Executive Director and shall include the Functional Heads, Chief Financial Officer and the Company Secretary (“SMP”).

C) Definitions

- i) “Applicable laws” mean the SEBI Listing Regulations and the applicable provisions of Companies, 2013, as amended along with the rules framed thereunder.
- ii) “Board” means Board of Directors of the Company as constituted from time to time.
- iii) “Companies Act” mean the Companies Act, 2013
- iv) “Directors” mean members of the Board of Directors of the Company as appointed from time to time
- v) “key managerial personnel” means key managerial personnel as defined in sub-section (51) of section 2 of the Companies Act, 2013;
- vi) “Officer” includes any director, manager or key managerial personnel or any person in accordance with whose directions or instructions the Board of Directors or any one or more of the Directors is or are accustomed to act;
- vii) “Policy” shall mean this Nomination and Remuneration Policy.
- viii) “Senior Management” shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

¹ Formerly Swiggy Private Limited & Bundl Technologies Private Limited

D) Composition, Quorum and Meetings of Nomination and Remuneration Committee (“NRC”)

- a) The NRC shall comprise of at least three directors; all directors of the NRC shall be non-executive directors; and at least two-thirds of the directors shall be independent directors.
- b) The Chairperson of the NRC shall be an independent director, provided that the chairperson of the listed entity, whether executive or non-executive, may be appointed as a member of the NRC and shall not chair such Committee.
- c) The quorum for a meeting of the NRC shall be either two members or one third of the members of the NRC, whichever is greater, including at least one independent director in attendance.
- d) The Chairperson of the NRC may be present at the annual general meeting, to answer the shareholders' queries; however, it shall be up to the chairperson to decide who shall answer the queries.
- e) The NRC shall meet at least once in a year.
- f) The Head of Human Resources for the Company shall assist the NRC and would be a permanent invitee to the meetings of the NRC, except in the event the meeting pertains to discussions involving the permanent invitee.
- g) The Company Secretary shall act as the Secretary to the NRC.

E) Role of Committee

The Role of NRC shall, inter-alia, include the following:

- a. Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees.

While formulating the above policy, the NRC should ensure that:

- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- b. Advise and recommend to the Board on various matters relating to the appointment, removal and remuneration (including changes if any) of Director, Senior Management Personnel and Key Management Personnel;
 - c. Formulating performance evaluation criteria of all Independent Directors and Board of Directors;
 - d. Identifying persons who are qualified to become directors and who may be appointed in senior management, in accordance with the prescribed criteria;
 - e. Assist and advise the Board in overseeing succession planning for Directors, Senior Management Personnel and Key Management persons.

- f. Recommend to the board, all remuneration, in whatever form, payable to senior management;
- g. Assist and advise the Board in ensuring a transparent nomination process to the Board of Directors with the diversity of thought, experience, knowledge, perspective and gender in the Board of Directors.
- h. To act as Administrator and superintendent of the Stock Option Plans of the Company;
- i. Devising a policy on diversity of the board of directors;
- j. Carrying out any other functions required to be carried out by the Nomination and Remuneration Committee as is mandated by the Board as required under SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The policy is further elaborated below:

1. APPOINTMENT AND REMOVAL

Directors

- a) The NRC shall evaluate the candidates for appointment and recommend to the Board based on current requirement, fitment, diversity, professional qualification, expertise in the relevant areas of business, availability of candidate, personal traits as integrity, honesty and transparency, and such other additional criteria as may be determined by the Board from time to time.
- b) In addition to the above specifications the NRC shall ensure that the candidate possesses the requisite qualifications and attributes as per the applicable laws.
- c) The removal of Directors may be warranted due to reasons such as disqualification prescribed under the applicable laws and / or disciplinary reasons. In such situation, the NRC shall in consultation with the Board, review the performance and/or other factors and subject to the provisions of the applicable laws and the Articles of Association of the Company, recommend to the Board its course of action.
- d) The resultant vacancy caused by removal of Directors may be filled by the NRC in accordance with this policy and the applicable laws.
- e) Further, for every appointment of an independent director, the NRC shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the NRC may:
 - i. use the services of an external agencies, if required;
 - ii. consider candidates from a wide range of backgrounds, having due regard to diversity; and
 - iii. consider the time commitments of the candidates.

Senior Management Personnel AND Key Managerial Personnel (“SMP”)

The MD/ WTDs / CEO in consultation with the human resource team of the Company shall be responsible and authorised to decide the requirement, desirable skills and experience for Officers. The MD/ WTDs/ CEO shall ensure that the candidates possess the requisite qualifications and attributes as per the applicable laws.

Based on the recommendation, the NRC shall consider and make a recommendation to the Board for appointment of Officers. The appointment of Officers shall be subject to compliance with applicable laws and Articles of Association of the Company.

2. REMUNERATION:

Directors

The NRC shall recommend the remuneration of the directors which shall be approved by the Board. Such remuneration shall be subject to the approval of the shareholders of the Company and/or Central Government, wherever required, under the applicable laws and the Articles of Association of the Company.

a. Managing Director (MD), Whole-Time Directors (WTD), Chief Executive Officer (CEO)

The remuneration (including revisions thereof) of MD/ WTD/ CEO shall comprise a mix of fixed remuneration and variable remuneration in the form of performance incentives. The performance incentives shall be based on the prevailing policy of the Company. Additionally, the MD / WTD / CEO may be entitled to employee stock options granted under any employee stock option plan/scheme(s) and such other long term incentive schemes of the Company, subject to provision of the applicable act and SEBI Listing Regulations.

In case of inadequate profit, the remuneration payable to the MD / WTD shall be payable as per the provision of the Companies Act 2013 and SEBI Listing Regulations.

b. Non-Executive Directors including Independent Directors (“NED”)

The remuneration (including revisions thereof) payable to the NED shall be in accordance with and subject to the ceiling limits and other conditions prescribed under the applicable laws; the Articles of Association of the Company and the approval of the shareholders of the Company.

The NRC shall determine the remuneration to NED including the mode, quantum, recipients of the remuneration and the frequency of payment of such remuneration and recommend the same to the Board for approval.

The remuneration of NED shall comprise the following:

- a. Remuneration/Commission; and
- b. Sitting fees for attending each meeting of the Board and its Committees.

The remuneration of NED (including revisions thereof) shall be based on certain financial parameters like the performance of the Company, its market capitalization, industry benchmarks, role of the Director and such other relevant factors.

The NEDs shall not be entitled to any stock option or stock appreciation rights of the Company.

In case of inadequate profit, the remuneration payable to the NED’s shall be payable as per the provision of the Companies Act 2013 and SEBI Listing Regulations.

c. Senior Management Personnel (SMP)

The SMP’s shall be paid remuneration as per the Company’s HR and compensation policies. The break-up of the pay scale and other components shall be governed by Human Resource policies of the Company.

3. EVALUATION OF PERFORMANCE OF DIRECTORS

- a) The NRC shall specify the manner and criteria for effective evaluation of performance of the Board, its committees and individual directors including independent directors and support the Board and independent directors, as may be required, in the evaluation process. The NRC shall also review its implementation and compliance. The Board shall monitor and review board of director's evaluation framework;
- b) The NRC shall recommend to the Board as to whether to extend or continue the term of appointment of the independent director, *inter alia*, on the basis of the report of performance evaluation of independent Directors.

4. ADMINISTRATOR

NRC shall act as Administrator of the existing (and future, if any) stock options schemes of the Company.

The role of Administrator shall be as defined under the stock options scheme of the Company.

5. BOARD DIVERSITY

The NRC shall ensure that no person is discriminated against on grounds of gender, age, sexual orientation, marital status, pregnancy, any medical conditions, national origin or ancestry, religion, race or any other personal or physical attribute which does not determine the ability of any person for the role for they are being considered.

The NRC shall review and evaluate Board composition to ensure that the Board and its Committees have the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness.

6. AMENDMENT

Any change in the Policy shall be approved by the Board. The Board shall have the right to withdraw and/or amend any part of this Policy or the entire Policy, at any time, as it deems fit, or from time to time, and the decision of the Board in this respect shall be final and binding. Any subsequent amendment/modification in the Act or the rules framed thereunder or the SEBI Listing Regulations and/or any other laws in this regard shall automatically apply to this Policy.

VERSION HISTORY

| Sl | Version | Approved by | Effective Date | Amendment Summary |
|----|---------|----------------|----------------|-------------------|
| 1 | I | Will be filled | Will be filled | Policy Drafted |