

CONSENT LETTER FROM THE NON-INDEPENDENT DIRECTOR

To

The Board of Directors

Swiggy Limited

No.55 Sy No.8-14, Ground Floor,
I&J Block, Embassy Tech Village,
Outer Ring Road, Devarbisanahalli,
Bengaluru - 560 103
Karnataka, India (“**Company**”)

Kotak Mahindra Capital Company Limited

1st Floor, 27 BKC, Plot No. C - 27
G Block, Bandra Kurla Complex
Bandra (East), Mumbai 400 051
Maharashtra, India

J.P. Morgan India Private Limited

J.P. Morgan Tower
Off CST Road, Kalina
Santacruz East
Mumbai 400 098
Maharashtra, India

Citigroup Global Markets India Private Limited

14th Floor, First International Financial Centre,
G-Block, C54 & 55 Bandra Kurla Complex,
Bandra (East) Mumbai 400 098
Maharashtra, India

BofA Securities India Limited

Ground Floor, “A” Wing, One BKC
“G” Block Bandra Kurla Complex
Bandra (East), Mumbai 400051
Maharashtra, India

Jefferies India Private Limited

Level 16, Express Towers
Nariman Point, Mumbai 400 021
Maharashtra, India

ICICI Securities Limited

ICICI Venture House, Appasaheb Marathe Marg,
Prabhadevi, Mumbai 400025
Maharashtra, India

Avendus Capital Private Limited

901, Platina,
9th Floor, Plot No. C-59,
Bandra Kurla Complex, Bandra (E),
Mumbai - 400 051 India

(Kotak Mahindra Capital Company Limited, J.P. Morgan India Private Limited, Citigroup Global Markets India Private Limited, BofA Securities India Limited, Jefferies India Private Limited, ICICI Securities Limited and Avendus Capital Private Limited, collectively with any other book running lead managers that may be appointed in connection with the Offer, the “**Book Running Lead Managers**”)

Re: Proposed initial public offering of equity shares of ₹1 each (the “Equity Shares”) of Swiggy Limited (the “Company” and such initial public offering, the “Offer”)

Dear Ladies and Gentlemen,

I hereby give my consent to my name being included as Nominee Director (Non-executive) of the Company, and to the inclusion of the information contained in this letter (in part or full) in the pre-filed draft red herring prospectus (“**Pre-filed DRHP**”), updated draft red herring prospectus- I (“**UDRHP-I**”), updated draft red herring prospectus- II (“**UDRHP-II**”), to be filed by the Company with the Securities and Exchange Board of India, (“**SEBI**”), and any relevant stock exchange(s) where the Equity Shares of the Company are proposed to be listed (the “**Stock Exchanges**”), the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) which the Company intends to file with Registrar of Companies, Karnataka at Bangalore (“**RoC**”), the SEBI and any relevant Stock Exchanges in respect of the Offer (collectively, the “**Offer Documents**”), and in any other Offer related material.

I also authorise you to deliver a copy of this letter of consent to the RoC, pursuant to the provisions of Section 26 and 32 of the Companies Act, 2013, the Stock Exchanges or any other regulatory authority required by law.

I confirm that the information set out in this letter is true, correct, accurate and adequate and not misleading in any material respect.

I consent to the inclusion of this letter as a part of “*Material Contracts and Documents for Inspection*” in connection with the Offer, which will be available for public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

I confirm that I will immediately communicate any changes to the above information in writing to the Company and the Book Running Lead Managers until the date when the Equity Shares commence trading on the Stock Exchanges. In the absence of any such communication from me, the Book Running Lead Managers, the Company and the legal advisors to each of the Company and Book Running Lead Managers can assume that there is no change to the above information until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This letter may be relied upon by the Company, the Book Running Lead Managers and the legal advisors to each of the Company and the Book Running Lead Managers. I hereby consent to the aforementioned details being included in the Offer Documents and the submission and disclosure of this certificate as may be necessary to the SEBI, the RoC, the Stock Exchanges and any other regulatory or judicial authorities and/or for any other litigation purposes and/or for the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

Capitalised terms used herein but not defined shall have the same meaning as ascribed to them in the Offer Documents.

Sincerely,

Sincerely, 

Name: ROGER RABALAIS
Designation: Director
Date: April 26, 2024

Cc:

Legal Counsel to the Company as to Indian Law

Cyril Amarchand Mangaldas
5th Floor, Peninsula Chambers,
Peninsula Corporate Park,
Ganpatrao Kadam Marg,
Lower Parel, Mumbai 400 013,
Maharashtra, India

Legal Counsel to the Book Running Lead Managers as to Indian Law

AZB & Partners
AZB House, Peninsula Corporate Park,
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Legal Counsel to the Book Running Lead Managers as to International Law

Latham & Watkins LLP
9 Raffles Place, #42-02 Republic Plaza
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