

1. CONSENT LETTER FROM THE SYNDICATE MEMBERS

Five (5) signed copies to be delivered prior to the filing of the RHP

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**”)

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

Dear Ladies and Gentlemen,

We, Spark Institutional Equities Private Limited do hereby consent to act as a Syndicate Member to the Offer and to our name and the details mentioned herein being inserted as a Syndicate Member to the Offer, and to the inclusion of the information contained in this certificate (in part or full) in the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) which the Company intends to file, with the Registrar of Companies, Karnataka at Bangalore (the “**RoC**”) the Securities and Exchange Board of India (“**SEBI**”) and the stock exchanges where the Equity Shares are proposed to be listed (“**Stock Exchanges**”), as applicable and in any publicity matter, press release, presentation or any other material in relation to the Offer (collectively, the “**Offer Documents**”).

We hereby authorise you to deliver this consent letter to SEBI, the Stock Exchanges, the RoC and any other regulatory authorities as may be required and/or for the records to be maintained by the BRLMs in connection with the Offer. The following details with respect to us may be disclosed in the Offer Documents and any other documents in relation to the Offer:

Name: Spark Institutional Equities Private Limited

Address: Platina Building, 9th Floor, 901,
Plot No C-59,
Bandra-Kurla Complex, Bandra (East)
Mumbai 400 051,
Maharashtra, India

Telephone Number: 022 6885 4503
E-mail: ie.ipobackoffice@avendusspark.com

Website: www.avendusspark.com
Contact Person: TK Ramaswamy
SEBI Registration Number: [INZ000307037]



Logo:

We enclose a copy of our registration certificate regarding our registration with SEBI in the required format (**Annexure A**). We also certify that our registration is valid as on date and that we have not been prohibited or debarred by SEBI, any other regulatory authority, court or tribunal from acting as an intermediary in capital market issues.

We confirm that the information in this certificate is true, correct, accurate and adequate, and not misleading in any material respect.

We undertake to keep the details of the Offer and contents of the Offer Documents strictly confidential as required under Chapter II A of SEBI ICDR Regulations.

We confirm that we will immediately communicate any changes to the above information in writing to the Company and the book running lead managers to the Offer ("**Book Running Lead Managers**") until the date when the Equity Shares allotted and transferred in the Offer, commence trading on the Stock Exchanges. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors, each to the Company and the Book Running Lead Managers, can assume that there is no change to the above information until the Equity Shares commence trading on the Stock Exchanges pursuant to the Offer.

We also 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 including through online means on the website of the Company.

This consent letter including any annexures hereto is for purposes of information and 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. We hereby consent to the submission and disclosure of this consent letter 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.

All capitalized terms used herein and not specifically defined shall have the same meaning as ascribed to them in the Offer Documents, as the case may be.

Yours faithfully,

For and on behalf of **Spark Institutional Equities Private Limited**



Authorized signatory

Name: TK Ramaswamy

Date:

Cc:

Book Running Lead Managers

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

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

J.P. Morgan India Private Limited

J.P. Morgan Tower
Off CST Road, Kalina
Santacruz 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

(collectively with any other book running lead managers that may be appointed in connection with the Offer, the "**Book Running Lead Managers**")

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,
Ganpatrao Kadam Marg, Lower
Parel, Mumbai 400 013

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

Latham & Watkins LLP

9 Raffles Place, #42-02 Republic Plaza
Singapore 048619