

CERTIFICATE FROM THE SENIOR MANAGEMENT

Date: October 28, 2024

To
The Board of Directors
Swiggy Limited
No.55 Sy No.8-14, Ground Floor,
I&J Block, Embassy Tech Village,
Outer Ring Road, Devarabisanahalli,
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 am a part of the senior management of the Company as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), and the Companies Act, 2013 and confirm that the following information with respect to me is true, correct, accurate and adequate and not misleading in any material respect.

Profile

I confirm the contents of the below mentioned profile. I confirm that I have documentary back up / evidence of the information included in this profile and have furnished the same to Company:

I am the Chief Executive Officer – Food Marketplace of our Company. I have been associated with the Company since August 16, 2022. I hold a bachelor’s degree in commerce from the University of Calcutta and has completed the post graduate programme in management from Indian School of Business. I have cleared level 3 of the Chartered Financial Analyst examination. Prior to joining the Company, I was associated with Oravel Stays Limited (OYO) as the Global CMO and Max Healthcare Institute Ltd. as a senior director and chief growth officer in growth department, Mckinsey & Company Inc – India branch as an engagement manager. During Fiscal 2024, I received a remuneration of ₹ 82.84 million (includes a one-time ex-gratia payment of ₹ 14.30 million and excludes any accrual for share-based payment) from our Company.

I am a permanent employee on the rolls of the Company.

Interest of Senior Management

Except as disclosed below, neither I nor any of my relatives (as defined under the Companies Act, 2013), hold any Equity Shares, warrants, employee stock options or any other convertible instrument in the Company.

S. No.	Name of the Shareholder	Number of Equity Shares	Number of Equity Shares on a fully diluted basis	Percentage of the pre-Offer Equity Share capital on a fully diluted basis (%)
1.	Rohit Kapoor	-	491,849	0.02

Includes Equity Shares to be allotted: (i) options vested pursuant to the ESOP Schemes.

As on the date of this certificate, I do not hold any Equity Shares of the Company.

Below are the details of ESOP’s grants issued to me under an employee stock option plan or employee share purchase scheme by the Company.

Scheme	Number of options Granted
Swiggy Employee Stock Option Plan 2015 [^]	900
Swiggy Employee Stock Option Plan 2021 [^]	898
Swiggy Employee Stock Option Plan 2024 ^{^^}	23,75,166

[^] 1 Option = 1401 Shares

^{^^} 1 Option = 1 Share

Except to the extent of remuneration payable to me and normal reimbursement of any traveling and other incidental expenses, I have not received any compensation in the last fiscal (including compensation received in all capacities, coverage under bonus / profit sharing plan, contingent or deferred compensation accrued for the year, including any compensation payable at a later date), and neither any benefits in kind [(apart from stock options granted and shares allotted pursuant to an ESOP scheme)] were granted to me on an individual basis by the Company for services in all capacities to the Company. There are no contingent or deferred compensation accrued for the year, including any compensation payable at a later date.

I have no interest in the Company other than to the extent of:

- (i) the remuneration (including employee stock options) or benefits to which I am entitled to in accordance with the terms of my appointment;
- (ii) reimbursement of expenses incurred by me during the ordinary course of business; and
- (iii) beneficial shareholding in the Company

I have no other beneficial shareholding interest in any other firm/trusts/ companies either as a director or member or partner and/or trustee engaged in the similar line of business as that of the Company or its Subsidiaries.

I confirm that no amount or benefit, other than the compensation as disclosed above, has been paid or given to me within the two preceding years or is intended to be paid or given to me:

I intend to sell some Equity Shares allotted to me on the exercise of options granted under any ESOP scheme or under any employee stock purchase scheme within three months of the date of listing and commencement of trading of the Equity Shares of the Company in the Offer.

In accordance with the list attached as **Annexure A** hereto, I do not have any conflict of interest with lessor(s) of the immovable properties of the Company and/or its Subsidiaries which are on leasehold basis (which are crucial for the operations of the Company).

In accordance with the list attached as **Annexure A** hereto, I do not have any conflict of interest with the suppliers of raw materials and third party service providers of the Company and/or its Subsidiaries (which are crucial for operations of the Company).

I confirm that I am not a related party to Amazon Web Services India Private Limited (formerly known as Amazon Internet Services Private Limited) which is one of the technology service providers of the Company, in any manner.

I have not entered into any contracts or arrangement with the Company relating to my employment, appointment and remuneration, or providing for benefits upon termination of employment / retirement.

I confirm that I will not receive any portion of the proceeds of the Offer and there is no material existing or anticipated transaction in relation to utilization of such proceeds or project cost.

Subject to the exceptions provided in Regulation 17 of the SEBI ICDR Regulations, I consent to lock-in the entire pre-Issue Equity Shares of the Company held by me for a period of six months from the date of allotment of the Equity Shares of the Company pursuant to the Issue, or for such other time as may be required under the ICDR Regulations. Not applicable

Except as stated below, I am not party to any bonus or profit sharing plan of the Company. I am paid performance based discretionary incentives and am entitled to receive employee stock options. –

As part of my employment agreement with the Company, I am entitled to annual performance linked bonus.

There is no arrangement or understanding with major shareholders, customers, suppliers or others, pursuant to which I was selected as a key managerial personnel / senior management.

I have not entered into any agreement either on my own or on behalf of any other person, with any shareholder or any other third party with regard to compensation or profit sharing in connection with dealings in the securities of the Company.

I am not identified as a wilful defaulter or fraudulent borrower or fugitive economic offender by any bank or financial institution or consortium thereof, in accordance with the guidelines issued by the Reserve Bank of India.

I am not interested in appointment of any person(s) acting as underwriters, registrars or bankers to the Offer or any such intermediary appointed in connection with the Offer.

I am familiar and undertake to comply with the regulations on publicity, marketing and research restrictions given in any publicity guidelines circulated by the legal counsel in relation to the Offer, the SEBI ICDR Regulations and other applicable law.

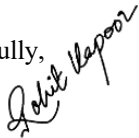
I confirm that the information in this certificate is true, correct, accurate and adequate, and not misleading in any material respect.

I 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.

I confirm that we will immediately communicate any changes in writing in the above information to the Book Running Lead Managers until the date when the Equity Shares are listed and commence trading on the relevant stock exchanges (the “**Stock Exchanges**”) pursuant to the Offer. In the absence of any such communication from us, the Book Running Lead Managers and the legal advisors to each of the Company and Book Running Lead Managers can assume that there is no change to the information included in this certificate until the date when the Equity Shares are listed and commence trading on the Stock Exchanges pursuant to the Offer.

This certificate is for information and for inclusion (in part or full) in the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) to be filed in relation to the Offer (collectively, the “**Offer Documents**”) or any other Offer-related material, and may be relied upon by the Company, the Book Running Lead Managers and the legal advisors appointed by the Company and the Book Running Lead Managers in relation to the Offer. 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 Registrar of Companies, Karnataka at Bangalore (“**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.

Yours faithfully,



Name: Rohit Kapoor

Date: October 28, 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,
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

Annexure A

Key lessors of immovable properties: None

Key suppliers of raw materials and third party service providers:

Sl. No	Vendor Name
1	Gujarat Co-Operative Milk Marketing Federation Ltd
2	Hindustan Unilever Ltd
3	Roppen Transportation Services Pvt Ltd
4	ITC Limited
5	Nestle India Ltd
6	Amazon India Private Limited
7	Havas Media India Pvt Ltd
8	CIEL HR Services Pvt Ltd
9	Delhivery Limited
10	Pepsico India Holdings
11	Shadowfax Technologies Pvt Ltd
12	Mondelez India Foods Private Limited
13	Adani Wilmar Ltd
14	Reckitt Benckiser India Private Limited
15	ECOM Express
16	Loadshare Networks Pvt Ltd
17	Google India Pvt Ltd
18	Britannia Industries Limited
19	Tata Consumer Products Limited
20	Hindustan Coca Cola Beverages Pvt Ltd