



**MIH India Food Holdings
B.V.**

A Prosus Company
Symphony Offices
Gustav Mahlerplein 5
1082 MS Amsterdam
The Netherlands

Registered with the Trade
Registry for Amsterdam
under number 70183090

+31 (20) 299 9777

prosus.com

CONSENT FROM THE SELLING SHAREHOLDER

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, Devarbisanahalli,
Bengaluru – 560103

Dear Sir/Ma'am,

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

We hereby give our consent to the following:

- (i) Inclusion of up to such number of preference shares as are convertible into 109,096,540 Equity Shares of the Company, held by us in the Company as part of the offer for sale in the Offer (the “**Offered Shares**”) in the Offer, subject to the approval of the Securities and Exchange Board of India (“**SEBI**”), and of any other regulatory authority, if required.
- (ii) Inclusion of our name as a corporate selling shareholder as required under the SEBI ICDR Regulations and other applicable laws in the the Updated Draft Red Herring Prospectus – II, to be filed by the Company with the SEBI and any relevant stock exchange(s) where the Equity Shares are proposed to be listed (the “**Stock Exchanges**”), the Red Herring Prospectus and the Prospectus which the Company intends to file with the Registrar of Companies, Karnataka at Bangalore (the “**RoC**”) and thereafter file with SEBI and the Stock Exchanges or any other document to be filed or issued in relation to the Offer.

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

We hereby consent that our entire pre-Offer shareholding, excluding the Offered Shares which are successfully sold and transferred as part of the Offer, shall be locked-in, in terms of Regulation 17 of the SEBI ICDR Regulations with Regulation 8A of the SEBI ICDR Regulations from the date of allotment in the Offer for such period as may be required under the SEBI ICDR Regulations.

We confirm that this consent will remain valid and in force till the date on which Equity Shares of the Company start trading on the Stock Exchanges, in the absence of any written communication from us.

We confirm that we will immediately communicate any changes in writing in the above information to the Company and the Book Running Lead Managers until the date when the Equity Shares are listed and commence trading on Stock Exchanges pursuant to the Offer. In the absence of any such communication from us, the Book Running Lead Managers and the legal counsels 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.

We 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 to the public for inspection from date of the filing of the RHP until the Bid/Offer Closing Date.

This letter is for information and for inclusion (in part or full) in the the red herring prospectus (“**RHP**”) and the prospectus (“**Prospectus**”) 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 counsels appointed by the Company and the Book Running Lead Managers in relation to the Offer. We 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 the records to be maintained by the Book Running Lead Managers and in accordance with applicable law.

All capitalized terms used herein and not defined shall have the same meaning as assigned to them in Offer Documents.

Thanking you

Yours faithfully,

For and on behalf of MIH India Food Holdings B.V.
Authorised Signatory



Name:

Paul Keate

Designation:

Director

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

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

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