

## Whistleblower Policy

### INDEX:

- Introduction
- Definitions
- Scope
- Objectives
- Coverage
- How to report
- Preliminary Review, Scoping and Investigation
- Confidentiality
- Timelines for closure
- Safeguards against retaliation
- Feedback mechanism
- Training And Awareness
- Monitoring, Oversight And Compliance
- Modifications
- Exceptions
- Retention of documents

## Preface:

1. Swiggy Limited (“Swiggy” or “the Company” or “We”) is committed to complying with the laws that apply to it, satisfying the Company’s Code of Conduct (“the Code”), and particularly to assuring that business is conducted in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour..
2. In an endeavour to promote the highest ethical standards, the Company is committed to developing a culture where it is safe for all Employee(s), Director(s) and Third Party(ies) to raise concerns or provide information about unethical or unacceptable practices and events of misconduct.
3. Constitution of a Vigil / Whistle Blowing Mechanism is a statutory obligation for Swiggy, as prescribed by pertinent regulations outlined below:
  - a) Section 177(9) of the Companies Act, 2013 (the “Act”) mandates the following classes of companies to constitute a vigil mechanism for their directors and employees to report their genuine concerns or grievances:
    - i. Every listed company;
    - ii. Every other company which accepts deposits from the public;
    - iii. Every company which has borrowed money from banks and public financial institutions in excess of INR fifty (50) crore.
  - b) Regulation 4(2)(d)(iv) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), inter alia, provides for the listed entity to devise an effective Whistleblower mechanism enabling stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices.
4. The purpose of Whistleblower Policy (“Policy”) is to provide a framework to promote responsible and secure raising of valid concerns. It aims to protect Employee(s) and Third Party(ies) wishing to raise a concern about irregularities and unethical practices within the Company.

## Definitions:

The definitions of some of the key terms used in this Policy are given below. Any capitalised terms not defined herein shall have the meaning assigned to them under the Code of conduct of the Company..

1. **“Audit Committee”** means the Audit Committee of Directors constituted by the Board of Directors of the Company in accordance with Section 177 of the Act and read with Regulation 18 of Listing Regulations.
2. **“Code”** shall mean Code of Conduct of the Company as may be amended from time to time.
3. **"Director"** refers to a Director appointed to the Board of the Company.
4. **“Ethics Committee”** means the committee constituted by the Board to discharge the responsibilities set out for it in this Policy. This shall comprise of the Chief Human Resources Officer, Head of Assurance and Business Advisory and the Head of Legal
5. **“Ethics Helpline Provider”** refers to an independent Third-Party service provider appointed by the Company to receive WhistleBlower Complaints.
6. **“Employee(s)”** means every full-time or part-time Employee (whether regular, fixed-term or temporary) at every level.

7. **“Frivolous Complaint”** refers to any Complaint which is registered or attempted to be registered under this Policy with no evidence or on hearsay basis or with malafide intentions against the Subject arising out of false or bogus allegations.
8. **“Investigators”** refers to those persons authorized, appointed and consulted or approached by the Company including the Auditors of the Company.
9. **“Protected Disclosure”** or **“Complaint”** refers to any communication made in good faith that discloses or demonstrates information that may evidence violation of the Code or any improper/ unethical activity.
10. **“Subject”** or **“Subjects”** refers to a person or persons against or in relation to whom a Complaint has been made or evidence gathered during the course of an investigation.
11. **“Third Party(ies)”** refers to suppliers, vendors, distributors, strategic partners, business partners or any other person who are associated with the Company and/or its affiliates and subsidiaries.
12. **“Whistleblower”** refers to a Director, Employee(s) or Third Party(ies) making a Complaint under this Policy.

**Scope:**

This Policy is applicable to 'Employee(s)', 'Directors' and 'Third Party(ies)'. This Policy also extends to all the subsidiaries and entities in which the Company either owns a majority interest or manages operations.

**Objective:**

1. To enable Employee(s), Directors and Third Party(ies) to raise their concerns at an early stage without the fear of victimization, subsequent discrimination or disadvantage.
2. To detect malpractices, misuse of Company’s property and mismanagement or wrongful conduct prevailing in the Company.
3. To build and strengthen a culture of fairness, transparency and trust in the organization.
4. To minimize the financial, legal, reputational and any other related risks emanating from such issues.

**Coverage:**

Any matter concerning the Company or its employees, including but not limited to:

1. Violation of any law or regulations, including but not limited to corruption, bribery, theft fraud, coercion, breach of contract and wilful omission, including but not limited to causing wrongful loss to the Company.
2. Breach of code of conduct (including but not limited to),
  - a. Mismanagement, gross wastage or misappropriation of company funds or assets.
  - b. Manipulation of company data, records, reports or any other documents.
  - c. Stealing cash or other company assets.
  - d. Leaking confidential or proprietary information.
  - e. An abuse of authority.
  - f. An abuse of Swiggy’s Brand Image.
  - g. An act of discrimination or harassment.
  - h. Any other unethical, biased, favoured, imprudent event.
  - i. Deliberate concealment of information tending to show any of the above.

- j. Instances of suspected insider trading, where individuals exploit non-public information for personal gain.
3. Violation of any of Swiggy's policies and procedures not explicitly covered above.
  4. Any act or omission which causes or likely to cause reputational loss to Swiggy.

Please note that Complaints related to Human Resources' issue(s) viz. salary and other compensation related matters, performance development, Prevention of Sexual Harassment ("POSH") etc. will not be covered under this Policy. All such issues to be directed to the respective Human Resources Point of Contact ("POC").

You may write to the customer care department for any complaints related to defect or deficiency of Company's services and in case you are a merchant, such complaints should be directed to the respective partner support team.

### **How to report:**

1. All Complaints should be addressed to the Ethics Helpline Provider appointed by Swiggy that provides our Employee(s), Director(s) and Third Party(ies) with multi-faced independent reporting channels viz. Phone, Email, and Web Portal. The contact details of Ethics Helpline Provider are captured below:
  - a) **By calling Ethics helpline Number:** India (Toll-free) at 1800-102-6969
  - b) **Online** at: <https://swiggy.integritymatters.in>
  - c) **By Email:** [swiggy@integritymatters.in](mailto:swiggy@integritymatters.in)
  - d) **Alternatively, you can also write a letter addressed to:**  
Swiggy, C/o Integrity Matters, Unit 1211, Centrum, Plot No C-3, S.G. Barve Road, Wagle Estate, Thane West – 400604, Maharashtra, India.
2. In case of any serious concerns (including concerns involving senior management) the matter can also be reported to the Chairman of the Audit Committee, who can be reached out through:

#### **Chairman of the Audit Committee**

Swiggy Limited  
No.55 Sy No.8-14, Ground Floor, I&J Block,  
Embassy Tech Village, Outer Ring Road,  
Devarabisanahalli, Bengaluru - 560103  
Email: [chairman.ac@swiggy.in](mailto:chairman.ac@swiggy.in)

The Chairman of the Audit Committee in consultation with the Ethics & Integrity team may devise procedures for evaluation and further investigation.

3. Employees and Third Parties can also make a Protected Disclosure to their immediate reporting manager or any other trusted employee of the Company (referred to as "Confidant"). The Confidant shall have the following responsibilities:
  - a) Listen, acknowledge the complaint, and as the initial action, encourage the individual to make a Protected Disclosure through official channels as described above in Point (1) above.
  - b) If an Employee or a Third Party shows hesitation, the Confidant can assume the role of the WhistleBlower, making a Protected Disclosure after gathering all details, to the extent possible, about the incident (such as subject's name, designation, function, location, evidence, and detailed description).

- c) The Confidant is strictly prohibited from disclosing the identity of the Employee or the Third Party who initially reported the incident, unless expressly permitted by the reporting individual.
- d) No frivolous or false complaints are to be reported through this method so as to maintain the integrity of the reporting mechanism.
- e) The Confidant must refrain from carrying out any investigative procedure on their own.
- f) The Confidant has the right to remain anonymous while making Protected Disclosure.

#### 4. **Responsibilities of a WhistleBlower:**

The Whistleblower should also be mindful of the below:

- a) Not to make complaints or report issues that are frivolous in nature;
- b) Incidents reported, which are pending before a court of Law, tribunal or any other judiciary or sub-judiciary body shall not be investigated under this Policy;
- c) False reporting or the allegations which are found to be baseless or raised with an ulterior motive or with a malafide/ malicious intent or reported otherwise than in good faith may be considered as a violation of the Company's Code of Conduct;
- d) A Whistleblower may choose to remain anonymous while making a Protected Disclosure under this Policy, however, it is encouraged that the Whistleblower shares his/her contact details, which would be helpful in obtaining any additional details or evidence, as may be required during the investigation;
- e) An anonymous Complaint received under the Policy shall be entertained only when facts stated therein are verifiable, complete and hold substance to investigate the complaint efficiently.
- f) In case, the WhistleBlower chooses to remain anonymous, providing following information will be mandatory:
  - i. Name, designation and location of the Subject
  - ii. Location of the incident
  - iii. Evidence or source of evidence
  - iv. Duration/Frequency of the incident
  - v. Detailed description of the incident

#### 5. In case of written complaint, the Whistleblower should ensure the following aspects:

- a) A Protected Disclosure should preferably be reported in writing, either typed or handwritten in a legible writing, so as to ensure a clear understanding of the issues raised.
- b) A Protected Disclosure is encouraged to include thorough information, including the names of subjects to the extent possible, relevant factual background about the incident, time, location and such other information crucial for better understanding.

#### **Preliminary Review and Investigation:**

##### 1. **Incident Reporting:**

- a) After receiving the Complaint, the Ethics Helpline Provider will prepare an incident report, which will be shared with the Ethics and Integrity Team within 24 hours of receiving the

## Complaint.

### 2. Preliminary Review or Scoping :

- a) A preliminary review will be performed by the Ethics and Integrity Team for all the Complaints reported under this Policy. Based on the findings of the preliminary review (“scoping”), the Ethics & Integrity team shall determine whether the complaint qualifies for further investigation. Investigation shall be deemed necessary when the Ethics team is satisfied that:
  - i. The complaint reported constitutes an act of improper or unethical activity or conduct, or
  - ii. The allegation is supported by information and specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter deserves investigation.
- b) The investigation shall be carried out by the Ethics & Integrity team of the Company consisting of members possessing necessary technical and/or other skill sets to facilitate effective and efficient review.
- c) The Ethics & Integrity team may involve external investigators for investigations, as deemed appropriate based on their assessment. Investigation will be conducted by an independent external party in following scenarios, considering the severity of the complaint and/or its impact and/or its complexity:
  - i. **Reputational risks to Swiggy:** Instances where allegations or suspicions could potentially damage the organization's reputation or public perception.
  - ii. **Involvement of Senior Stakeholders:** Complaints where high-ranking individuals (including directors and other senior personnel as may be determined on a case to case basis) within the organization are implicated or involved, warranting an independent investigation to ensure objectivity and fairness.
  - iii. **Complex matters requiring Subject Matter Expertise (“SME”):** Investigations involving intricate legal, financial, technical, or regulatory issues that necessitate specialized knowledge making it necessary to leverage expertise .
  - iv. **Company proposes the enforcement of an insurance policy for losses caused due to the reported fraud/ act:** Situations where the organization seeks to recover losses incurred as a result of fraudulent activities, requiring a third party investigation or assessment to support the insurance claim.
  - v. **Any other matter:** Any other matters deemed appropriate by the Ethics Committee where outsourcing investigation services is deemed necessary to uphold the integrity of the process and ensure impartiality.
- d) In cases where any member of the Ethics & Integrity Team, Ethics Committee, Audit Committee, or any other individual involved directly in evaluating complaints and investigation processes are conflicted, it is imperative for them to recuse themselves from participation in any capacity.
- e) In addition to the above, the Chairman of the Audit Committee may consider, at their sole discretion, to involve any internal or external investigators for the purpose of investigation, depending upon the circumstances or severity of the Complaint or as they deem necessary.
- f) The Ethics & Integrity team may at their discretion or as advised by the Chairman of the Audit Committee on a case to case basis, may engage only with specific stakeholders if they perceive it necessary to maintain the independence and objectivity of the subject matter under investigation.

### 3. Investigation

- a) The decision to investigate taken by Swiggy is by itself not an accusation and is to be treated as a neutral fact finding process. The outcome of the investigation may or may not support the conclusion that an improper or unethical act was committed.
- b) The Whistleblower (in case where identity has been disclosed) and Subject(s) of the Complaint shall have a duty to co-operate during investigation to the extent that such cooperation will not compromise self-incrimination protections available under the applicable laws. Evidence shall not be withheld, destroyed or tampered with and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- c) The Investigation team in consultation with the Ethics Committee may come with suitable and appropriate disciplinary actions against the Subject(s), as it deems fit, in cases where allegations are substantiated based on the investigation.

#### **Confidentiality:**

The Whistleblower, the Subject, and everyone involved in the process shall:

1. Maintain complete confidentiality of the reported matter.
2. Not discuss the matter in any informal, social gatherings or meetings.
3. Discuss only to the extent or with the persons required for the purpose of completing the process and investigations.
4. Not keep the papers unattended anywhere at any time.

#### **Timelines for closure:**

1. The investigation shall be completed normally within 90 calendar days of the receipt of the complaint.
2. Any investigation requiring additional time for inquiry shall be intimated to the Audit Committee at the time of reporting the status of inquiries and actions taken on a quarterly basis, by the Ethics team .

#### **Safeguards against retaliation**

1. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistleblower. Complete protection will, therefore, be given to Whistleblower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behaviour or the like including any direct or indirect use of authority to obstruct the Whistleblower's right to continue to perform his duties/functions including making further disclosures. Following safeguards have been incorporated to ensure protection against retaliation:
  - a) The identity of the Subject and the Whistleblower will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
  - b) Any other Employee(s), Director(s) or Third Party(ies) assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistleblower.
  - c) If an Employee(s), Director(s) or Third Party(ies) makes an allegation in good faith, which is not confirmed by subsequent investigation, no actions will be taken against that person, however

allegations, which are proven as having been made maliciously or knowingly to be false, shall be viewed as a serious offense and Swiggy shall have a right to initiate appropriate disciplinary action.

2. In our dedication to upholding protection to Whistleblower, it's paramount to address situations where such protection may not be granted. The following points elucidate circumstances where WhistleBlowers may not receive safeguarding against retaliation:
  - a) Individuals knowingly making false accusations or providing misleading information with a malicious intent.
  - b) Whistleblower who violates confidentiality agreements or disclose privileged information outside the established reporting channels.
  - c) Retaliatory behavior against the organization or its employees, including unwarranted harassment of suspected individuals before the conclusion of the investigation, or inappropriate actions taken by WhistleBlower that may adversely affect Swiggy's interests in the event of inconclusive investigation outcomes.
  - d) Individuals who are implicated in any misconduct or who have contributed to any wrongdoing other than the reported incident.
  - e) Non compliance with the prescribed reporting procedures outlined in the Policy.
  - f) Individuals who have bypassed internal resolution mechanisms laid down in this Policy and directly involve external regulatory bodies or law enforcement agencies without justifiable cause.
  - g) Any other instances where Whistleblower engages in any conduct which is detrimental to Swiggy's reputation or operations.

### **Feedback Mechanism**

Effective communication is paramount in the Whistle Blowing process, ensuring transparency and clarity. Whistleblowers will be informed at key stages of the investigation, subject to disclosure of their identity:

1. **Acknowledgment upon Receipt:**

Whistleblower will promptly receive an acknowledgment upon the complaint's receipt, confirming its reception and initiation of the review.

2. **Notification on Preliminary Review:**

Following the preliminary review, Whistleblower will be informed promptly if their complaint is not selected for further investigation along with a brief rationale.

3. **Final Outcome:**

Whistleblower will be notified of the outcome, in cases where further investigation was carried out, including relevant details and actions taken.

### **Training And Awareness**

1. Employees, Directors and Third Parties are mandated to read, understand and provide sign off on Swiggy's Whistleblower Policy at the time of onboarding or at any other time during their tenure of association with Company in a manner which the Company deems fit.
2. Annual / Periodic refresher training is to be conducted to educate Employees about the WhistleBlower Policy, its importance, and how to use the reporting channels as increased awareness contributes to a culture of ethical behavior. Employees are mandated to complete the training within 7 days of joining the



Company or within timelines prescribed by the Company (applicable to existing employees who joined the Company before the training was made available)

**Monitoring, Oversight And Compliance**

1. Ethics & Integrity team is responsible for preparing and maintaining a central repository of all Complaints reported through the hotline, outcome of preliminary review, details of investigation carried out, disciplinary actions imposed and any other information, as relevant.
2. The ethics team shall be responsible for submitting a quarterly report to the Audit Committee, of all complaints received across reporting channels. Investigation / review status, outcome of preliminary review, details of investigation carried out, disciplinary actions imposed shall be shared for material incidents as deemed appropriate by the Head of Assurance & Bus Advisory.

**Modifications:**

Any amendment of any provision of this Policy must be approved in writing by the Chief Human Resources Officer, Head of Assurance and Business Advisory and the Head of Legal and ultimately ratified by the Audit Committee.

**Exception:**

Swiggy reserves unconditional right to amend, abrogate, modify and / or rescind any of the provisions of this policy at any time.

**Retention of documents**

Any information received or provided in relation to the Whistleblower Complaint, relevant documents and other findings of the investigation shall be retained by the Company for a period of 8 (eight) years or such other period as specified by any other law in force, whichever is more.

**Amendments and Updates**

This policy will be reviewed periodically as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Audit Committee in cases of material changes to the Policy.

**Version History:**

Version	Approved by	Effective Date
1	Board of Directors	Sep 1, 2020
2	Head of Business Assurance and Advisory, CHRO and Head of Legal	Oct 12, 2020
3	Head of Business Assurance and Advisory, CHRO and Head of Legal	Jan 23, 2022
4	Head of Business Assurance and Advisory, CHRO and Head of Legal	Oct 26, 2023
5	Head of Business Assurance and Advisory, CHRO and Head of Legal	Apr 2, 2024