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## <sup>1</sup>SWIGGY LIMITED

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### CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT

#### 1. Preamble

In compliance with Regulation 17(5) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “Listing Regulations”), as amended from time to time, this Code of Conduct (“Code”) is expected to help maintain high standards of business conduct for the Company and to promote ethical conduct. This Code envisages the standards of conduct expected from the Company’s Directors and Senior Management so as to align these with the Company’s Vision, Promise and Values. The Code is intended to maintain the highest standards of transparency, business conduct and ethics.

The Compliance Officer, Chief Human Resources Officer and the Head - Assurance & Bus Advisory are jointly responsible for administration and compliance of this Code.

#### 2. Applicability

The Code shall apply to all the Directors and Senior Management Personnel of Swiggy Limited.

This Code shall come into force from the date of listing of equity shares of the Company on the stock exchanges.

#### 3. Definitions

Unless repugnant to the meaning or context thereof, the following expressions, wherever used in this Code, shall have the meaning assigned to them below:

- i) “Board” shall mean the Board of Directors of the Company;
- ii) “Company” shall mean Swiggy Limited;
- iii) “Compliance officer” shall mean the Company Secretary and Compliance Officer of the Company.
- iv) “Directors” shall mean the Executive Directors and Non- Executive Directors on the Board;
- v) “Executive Directors” shall mean Managing Directors and Wholetime Directors;
- vi) “Non-Executive Directors” shall mean the Directors who are part-time Directors and are not in whole time employment of the Company;
- vii) “Independent Director” shall mean an Independent Director as defined in Section 2(47) and Section 149(6) read with Schedule IV of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations;

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<sup>1</sup> Formerly Swiggy Private Limited & Bundl Technologies Private Limited

- viii) “Senior Management Personnel” - “Senior Management Personnel” as per Regulation 16 (1)(d) of the Listing Regulations. shall mean the officers and personnel of the listed entity who are members of its core management team, excluding the Board of Directors, and shall also comprise all the members of the management one level below the Chief Executive Officer or Managing Director or Whole Time Director or Manager (including Chief Executive Officer and Manager, in case they are not part of the Board of Directors) and shall specifically include the functional heads, by whatever name called and the Company Secretary and the Chief Financial Officer.

Words and expressions used and not defined in this Code but defined in the Listing Regulations, the Securities and Exchange Board of India Act, 1992 or the Companies Act, 2013 and the rules and regulations made thereunder shall have the meanings respectively assigned to them in those legislation as the context may so require.

#### **4. Guidelines for Conduct**

Each Director should exercise due care in the performance of his/her duties and act in good faith and in a manner the Director reasonably believes to be in and not opposed to the best interests of the Company.

A Director should:

- a. use reasonable efforts to attend the Board and Committee meetings regularly.
- b. dedicate sufficient time, energy and attention to the Company to ensure diligent performance of his/her duties, including preparing for meetings and decision-making by reviewing in advance any materials distributed and making reasonable inquiries.
- c. be aware of and seek to fulfill his or her duties and responsibilities and
- d. seek to comply with all applicable laws, regulations, confidentiality obligations and Company Policies.

Further all Independent Directors shall observe and implement the code of conduct laid down in Schedule IV of Companies Act 2013.

It is the duty and obligation of every Director and Senior Management Personnel to comply with this Policy and he/she shall acknowledge and affirm ongoing compliance with the Policy on an annual basis. Any violation of the Policy shall be reported to the Chairman of the Board and to the Compliance Officer of the Company. The Policy shall be posted on the website of the Company. The annual report of the Company shall contain a declaration to this effect signed by the Chief executive officer of the Company.

#### **5. Key Requirements**

The Board Members and Senior Management Personnel must act within the authority conferred upon them and in the best interests of the Company and observe the following code of conduct:

- a) **Honesty & Integrity**
  - i) Conduct their activities, on behalf of the Company, with honesty, integrity and fairness.
  - ii) Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgement to be subordinated.
  - iii) Act in the best interests of the Company and fulfil the fiduciary obligations.

**b) Conflict Of Interest**

- i) If an individual's personal interest interferes with the interests of the Company, a 'conflict of interest' arises. They should not get involved in a situation in which they may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.
- ii) Not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or the advantage of any associated person at the cost of the Company
- iii) In addition to the above, they shall comply with the Conflict of Interest policy set forth by the Company, as applicable.

**c) Insider Trading**

Directors and Senior Management Personnel should not derive any benefit or assist others in deriving any benefit by giving investment advice based on their access to and possession of information about the Company, not in public domain and therefore constituting insider information. They shall comply with the insider trading policy which has been framed by the Company in compliance to the guidelines issued by SEBI.

**d) Gifts And Donations**

- i) They shall neither receive nor offer or make, directly or indirectly, any illegal payments, remuneration, gifts, donations or comparable benefits that are intended, or perceived, to obtain uncompetitive favours for the conduct of its business.
- ii) Customary gifts i.e. sweets/dry fruit, planners, gift hampers etc. on festive occasions or as a token of courtesy are acceptable, provided such gifts are customarily given, of token value not exceeding INR 10,000/- per instance and are of a commemorative nature.
- iii) Excluding circumstances defined in (ii) above, gifting public officials or associated individuals is expressly prohibited.
- iv) They shall act in compliance with the Anti-bribery and Corruption policy and Gifts and Entertainment policy of the Company at all times.

**e) Protection Of Assets**

Protect the Company's assets and should not use the Company's assets or manpower or Company-related information for their personal purposes, unless approved by the Board of Directors (in the case of Directors) or the Chief Executive Officer (in the case of Senior Management Personnel).

**f) Media Statements**

No Director and Senior Management Personnel shall provide any information either formally or informally, to the press or any other publicity media, unless authorized by Head of Public Relations. They should ensure that:

- i) they comply with the rules of the social media sites they use.
- ii) any information about the Company, its financial or business details and its historical or future results should not be discussed on any media or handles or any platforms/websites etc.
- iii) Any information on business continuity and changes should be strictly refrained from sharing. Relations with the media and investors are the exclusive responsibility of the designated spokesperson in charge. Hence all the statements to the media or responses to

inquiries from the media shall be either handled through the Public Relation Team or be coordinated by them.

**g) Periodic Review**

Every Financial year or each time this code is revised by the Board of Directors, every Director/ Senior Management Personnel must acknowledge understanding of the code and execute an undertaking to continue complying with it. New Directors / Senior Management Personnel shall execute such undertakings at the time of their induction.

**6. Amendments and Updates**

This policy will be reviewed periodically by the Board as may be deemed necessary and to comply with any regulatory amendments or statutory modifications and subject to the necessary approvals of the Board of Directors in cases of material changes to the Policy and or approval of the Compliance officer / CHRO & Head - assurance & Bus Advisory for other changes.

**7. Interpretation**

In case of any subsequent changes in the provisions of the aforementioned statutes, the statutes would prevail over the Policy and the provisions in the Policy shall be modified in due course to make it consistent with prevailing law. Any subsequent amendment/modification in SEBI Listing Regulations, Act and/or applicable laws in this regard shall automatically apply to this Policy.

**VERSION HISTORY**

Sl	Version	Approved by	Effective Date	Amendment Summary
1	I	Board	From the date of Listing of shares of the Company.	Policy Drafted