

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

I. OBJECTIVE

Bundl Technologies Private Limited including its subsidiaries and affiliates (“**Swiggy**” or the “**Company**” or “**We**”) is committed to the prevention, deterrence and detection of fraud, bribery and all other corrupt business practices. It is Swiggy’s policy and prerogative to conduct all its business activities with honesty, integrity and the highest possible ethical standards and vigorously enforce its business practice, wherever it operates, of not engaging in bribery or corruption. Also, in line with the overall objective of compliance with all applicable laws including laws countering bribery and corruption applicable to us in the conduct of our business, this Policy is intended to set out Swiggy’s responsibilities, and the responsibilities of those working for Swiggy, in preventing bribery and corruption.

II. DEFINITIONS

1. “**Employee(s)**” means every full-time or part-time Employee (whether regular, fixed-term or temporary) at every level and directors of the Company.
2. “**Other Party(ies)**” means any other individuals working for or with Swiggy including but not limited to managers, officers, executives, interns, contractors, trainees, partners, seconded staff, home-workers, volunteers, casual workers, , interns, agents, sponsors, or any other person associated with Swiggy

(Employee(s) and Other Party(ies) are hereinafter collectively referred to as “**You**” or “**you**” in this Policy).

3. “**Code of Conduct**” shall mean Code of Conduct of the Company as may be amended from time to time.
4. “**Government/ Public Official**” includes officials, whether elected or appointed, who hold a legislative, administrative or judicial position of any kind in a country or territory.
5. “**Normal and Appropriate Value**” shall mean any value equal to or less than INR 10,000 per annum in aggregate.
6. “**Policy**” means this anti-bribery and anti-corruption policy and shall include any annexures, schedules, exhibits and any amendments made thereto.
7. “**Third Party(ies)**” means any individual or organisation that You may come into contact with during the course of your engagement with the Company, and includes any individual or organization, who transacts/interacts with Swiggy including but not limited to actual and potential clients, suppliers, vendors, distributors, strategic partners, business partners, consultants, business contacts, intermediaries, representatives, investors, research analysts, agents, advisers, joint ventures and government & public bodies including their advisers, representatives and officials, politicians and political parties.
8. “**Immediate Family**” means your family member, or a member of your household including but not limited to, spouse, fiancée, significant other, siblings, children, parents, grandparents, grandchildren, step relationships, and in-laws. This includes a dependent who can be financially dependent on you, or who you are financially dependent on regardless of family relationship.

III. SCOPE AND APPLICABILITY

This Policy applies to You and Third Parties.

We remain bound by all the applicable local and national laws including Prevention of Corruption Act, 1988, Indian Penal Code, 1860, Prevention of Money Laundering, 2002 and Central Vigilance Commission Act, 2003, as may be amended or added from time to time. We also remain bound by all laws relevant to countering bribery and corruption applicable to us in the conduct of our business across all the jurisdictions in which we operate including, wherever applicable, the U.S Foreign Corrupt Practices Act (“**FCPA**”) and the UK Bribery Act (“**UKBA**”). In case any of the provision(s) of this Policy is found to be conflicting with any applicable laws and/or statutory provisions which might govern and/or impact the said provisions of this Policy, such applicable laws and/or statutory provisions would have overriding effect on such provisions in this Policy, and remaining provisions of this Policy shall remain in full force and effect.

IV. COVERAGE

1. Bribe and Corruption

Bribery includes the offer, promise, giving, demand or acceptance of an undue advantage as an inducement for an action which is illegal, unethical or a breach of trust in order to gain any commercial, contractual, regulatory or personal advantage. A bribe may be anything of value and not just money and often involve gifts, inside information, sexual or other favours, hospitality or entertainment, offering employment to Immediate Family, payment or reimbursement of travel expenses, abuse of function or other significant favours.

Corruption is the abuse of public or private office for personal gain and includes wrongdoing on the part of those in power through means that are illegitimate, immoral or incompatible with ethical standards and is associated with bribery.

You will not engage (give or take) in any form of bribery, either directly or through any Third Party. It is also an offence to bribe a Government/ Public Official. Potential risk scenarios that may indicate bribery or corruption are set out in **Annexure A** to this Policy

2. Gifts and Hospitality

You or members of your Immediate Family will not provide/receive or promise to provide, solicit cash or its equivalent, entertainment, favours, gifts or anything of more than Normal and Appropriate Value from/to Third-Parties that do business or are trying to do business with Swiggy. Under any circumstances, we should not offer gift or hospitality to any Government/Public Official.

Loans from Public Officials or Third Parties, except recognized financial institutions, should not be accepted. All relationships with Third Parties, those who Swiggy deals with, should be on an arm’s length basis. This Policy allows receiving gifts limited to perishable items such as sweets, dry fruits, bouquet, show pieces with Company logo and meals given or received on occasional basis within Normal and Appropriate Value limits.

The giving or receiving gifts or hospitality is acceptable to/from Third Parties under this Policy if all the following requirements are met:

- i. It is not made with the intention of influencing to obtain/ retain business or a business advantage or to reward the provision or retention of business or a business advantage or in explicit or implicit exchange for favors/benefits or for any other corrupt purpose
- ii. It complies with local laws and customs
- iii. It does not include cash or a cash equivalent
- iv. It is given openly, not in a manner which is secretive and appears to be impropriety
- v. It is of Normal and Appropriate Value and made on occasional basis e.g. exchange of gifts on customary festivals like Diwali, Christmas etc.

If the gifts or hospitality given or received is more than Normal and Appropriate Value, in the ordinary course of business, you must obtain prior written approval from Reporting Manager and Human Resources Business Partner giving full details of the gift or hospitality given or received including the approximate value, purpose or intention of the gift or hospitality, name of the recipient and provider of the gift or hospitality and their relationship with Swiggy. In case the Human Resources Department decides that the gift should not be retained by the concerned Employee(s)/ Other Party(ies), then the concerned Employee(s)/ Other Party(ies) would have to either politely decline such gift or need to hand over the gift to the Company for being used for charity purpose under Company's philanthropy initiative(s) or for returning.

You shall mandatorily disclose any gift/hospitality received or offered, whether individual or cumulative, value of which exceeds Normal and Appropriate Value by email to your Reporting Manager and Human Resources Business Partner. Such disclosures shall be made prior to receipt or offer, and must include the following:

- i. A complete description of the gift/hospitality and the nature of the business purpose of the gift/hospitality;
- ii. The actual value of the gift/hospitality or a reasonable estimate of the value with documentation, if available, supporting the estimate;
- iii. The person or entity that provided the gift/hospitality and their relationship with Swiggy;
- iv. The specific recipient of the gift/hospitality (e.g., Employee(s) or Other Party(ies), Immediate Family member); and
- v. Date of receipt of such gift.

If you decide to return a gift/hospitality you must notify the Human Resources Department stating who offered the gift/hospitality, what the gift/hospitality was, its value and why you returned it.

Further, detail records of all gifts received (even if the value of the same is below Normal and Appropriate Value) should be maintained by You at your end. There may be random audit to understand value of gifts received. Details to be maintained from your end should include –

- i. Description of gift;
- ii. Nature of the business purpose of such gift;
- iii. Actual or reasonable estimate of value of the gift along with documentation (such as pictures and receipts, if any);
- iv. Name of the person/ entity who had provided with such gift/ hospitality along with their relationship with Swiggy;
- v. Recipient of the gift (employee/ immediate family member/ other party); and
- vi. Date of receipt of such gift.

3. Facilitation Payments and Kickbacks

Neither You nor any Third Party acting on behalf of Swiggy shall make or accept directly or indirectly “facilitation payments” or “Kickbacks” of any kind. “Facilitation Payments” are small,

unofficial payments made to secure or expedite a routine Government action by a Government Official. “Kickbacks” are bribes to obtain an undue advantage, where a portion of the undue advantage is ‘kicked backed’ to the person who gave, or is supposed to give, the undue advantage. You shall report suspicions, concerns, queries and demands for Facilitation Payments/ Kickbacks to your Reporting Manager and/or Human Resources Business Partner or at ethicsquery@swiggy.in and refuse to make such payments.

4. Charitable and Political Donations

As part of its Corporate Social Responsibility activities, Swiggy may support local charities as well as incorporated and registered charitable organization or entities, and not individuals. You must be careful to ensure, through due diligence and transparency, that charitable contributions and sponsorships do not constitute or give the appearance of bribery or conflicts of interest. We only make charitable donations that are legal and ethical under local laws and practices and also within the corporate governance framework of the Company. Associate must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery.

You shall not make charitable or political donations, whether in your own name or in the name of Company, to obtain or retain business or to gain an improper business advantage. Any charitable or political contributions by Company must be permitted under the law, permissible pursuant to the terms of this Policy and made with the prior approval of the Board.

V. BUSINESS RELATIONSHIPS

Engaging Counter/ Third Parties:

1. Anti-corruption laws impose liability on companies that become involved in the direct or indirect acts of bribery. It is therefore very important that You take steps to ensure that improper payments or advantages are not offered or accepted on the Company’s behalf by third party/(ies) or their representatives.
2. Employee(s) and Other Party(ies) who are involved in decisions to recommend or appoint third party representatives should never seek to appoint that Third Party if they have reason to believe that the third party is involved in paying bribes or engage in any form of corruption.

To minimize the risk associated with business relations with the Third Parties, You shall:

- i. Perform due diligence of the Third Party
- ii. Ensure that there is no conflict of interest between You and those involved in decision making with the concerned Third-Party
- iii. Ensure that the Third Party enter into an arrangement with the Company either by way of a separate contract or an undertaking or declaration or by way of incorporation of special anti-corruption provisions in all its contracts (not otherwise exempted in accordance with this Policy) requiring compliance with the applicable anti-corruption laws and notification of one party by the other of any facts /complaints of corrupt behaviour of its Employees or affiliates.

VI. COMPLIANCE WITH THE POLICY AND PENALTIES

The prevention, detection and reporting of bribery and other forms of corruption are the responsibility of all those working for Swiggy or under Swiggy’s control or connected to Swiggy. The defaulting person will be accountable whether she/he pays a bribe herself/himself or authorizes, assists, or conspires with someone else to violate this Policy or an applicable anti-corruption/anti-bribery law.

We reserve right to terminate our contractual relationship with you or any Third Party if this Policy is breached and forfeit all unpaid financial and non-financial benefits. The Board of the Company or the Committee reserves the right to initiate appropriate legal recourse against You or the Third Party in response to violations of this Policy. Any breach of this Policy could also result in imposition of large fines and/or imprisonment under applicable laws. Punishments for violating the law are against an individual and may include imprisonment and monetary fines which will not be paid by the Company.

Anyone who breaches this Policy shall indemnify Swiggy against all claims, actions, damages, losses, liabilities and costs, including reasonable legal fees, that may be incurred /suffered by Swiggy on account of any non-compliance of such person with this Policy.

You and Third Party(ies) are required to avoid any activity that might lead to or suggest a breach of this Policy and must notify your Reporting Manager or Human Resources Business Partner and/or at ethicsquery@swiggy.in as soon as possible if you believe or suspect that a breach of or conflict with this Policy has occurred or may occur in the future by way of a bribery issue or any other malpractices. Further, if anyone wilfully ignores or turns a blind eye to any evidence of corruption or bribery, You and Third Party(ies) would be considered to be involved in the act and accordingly, the same action would be taken against you as if you were involved in the act intentionally.

VII. RECORD-KEEPING

You must ensure that all expense claims relating to hospitality, gifts or expenses incurred with regards to Third Party(ies) are submitted in accordance with Company's policies and specifically record the reason for such expenditure. All accounts, invoices, memoranda and other documents and records relating to dealings with Third Party(ies), such as clients, suppliers and business contacts, should be prepared and maintained with strict accuracy and completeness. No accounts will be kept "off-book" to facilitate or conceal improper payments and the same is ensured through effective monitoring and auditing mechanisms in place.

VIII. CONTINUOUS MONITORING, TESTING AND REVIEW

The Company's Finance Department shall maintain accounting procedures, financial reporting and controls, and the Internal Audit Department shall design an internal audit program for the Company.

The Company will monitor and review, through periodic (at least annual) risk assessments (conducted by the Internal Audit Department/other party engaged by the Company for this purpose), business expenditures, records of Employee(s) and Other Party(ies) who have discretionary authority over Company assets, who are likely to come into contact with Public Officials, or who submit financial data that affects Company financial statements or reports.

IX. EMPLOYEE/ OTHER PARTY HIRING


Prior to hiring any Employee or Other Party, Human Resources Department is required to initiate the process of Employee/ Other Party due diligence on the prospective Employee/ Other Party.

Employee due diligence is to identify any relationships between the prospective Employee or Other Party and any Public Official, Government Entity or Politically Exposed Persons (PEP). Additionally, the media review will seek to identify potentially adverse information with respect to allegations of corruption, collusion, other illegal activities, or other matters that have a significant impact on reputation.

The Company may appoint a service provider to conduct the due diligence review for prospective Employee(s)/ Other Party(ies). The service provider may be an internal group, an outside auditing firm, or outside counsel etc. and will conduct the risk-based due diligence as per instructions from the Company's Human Resources Department.

X. REPORTING REQUIREMENTS AND WHISTLEBLOWER PROTECTION

Swiggy takes its commitment to anti-corruption compliance very seriously and expects You and Third Party(ies) to share that commitment. Company therefore expects and requires You and any Third Party(ies) who have knowledge of, or reason to suspect, any violation of this Policy to contact the ethics helpline on the following coordinates:

Toll-Free :	1800 309 3981	
Email :	swiggy-hotline@tip-offs.in	
Web-portal:	www.swiggy-hotline.tip-offs.in	
Chatbot:	www.swiggy-hotline.tip-offs.in	

SCAN ME

Those who refuse to accept or offer a bribe or those who raise concerns or report another's wrongdoing, are sometimes worried about possible repercussions. We encourage openness and will support anyone who raises genuine concerns in good faith under this Policy, even if they turn out to be mistaken. We are committed to ensuring that no one suffers any detrimental treatment as a result of refusing to take part in bribery or corrupt activities or because of reporting their suspicion in good faith that an actual or potential bribery or other corruption offence has taken place or may take place in the future. If You believe that You have suffered any such treatment, You should inform your Human Resources Business Partner or at swiggy-hotline@tip-offs.in immediately.

XI. REPORTING VIOLATIONS

Employee(s) and Other Party(ies) who are or become aware of or suspect a violation of the Anti -Bribery and Anti-Corruption (ABAC) Policy and/or ABAC Laws are under an obligation to report the same. Violations or suspected violations should be reported as per the procedures set out in the Company's Whistle Blower Policy.

The Company encourages openness and will not tolerate any retaliation against persons raising genuine concerns or making disclosures in good faith of possible violations of the ABAC Policy. Necessary action shall be taken by the Company against any persons who retaliate or attempt to retaliate.

Any Employee(s) or Other Party(ies) who breaches any terms of the ABAC Policy will face disciplinary action, which could result in dismissal for gross misconduct. The Company reserves its right to terminate a contractual relationship with Employee(s) or Other Party(ies), as the case may be, if they breach any of the terms and conditions of the ABAC Policy.

XII. COMMUNICATION AND COMPLIANCE TRAINING

It is our commitment to ensure that our Company has adequate procedures to combat Bribery and Corruption risks and threats. To meet this objective, annual trainings will be made available to all business units in relation to our Policy, obligations of Designated Persons, company procedures and measures.

Swiggy's Anti-Bribery and Anti-Corruption Policy and zero-tolerance attitude will be clearly communicated to all Third Party(ies) at the outset of business relations, and as appropriate thereafter. The details of the trainings shall be retained by the Company to meet compliance requirements. Hence, the Employee(s) and Other Party(ies) are requested to sign the attendance sheets.

XIII. RESPONSIBILITY

The Heads of Human Resources, Legal and Ethics and Integrity teams have the overall responsibility for ensuring that this Policy complies with our legal and ethical obligations and that all those under our control comply with it. Managers at all levels are responsible for ensuring that those reporting to them are made aware of and understand this Policy, undertake training on how to implement and adhere to it and also monitor compliance of it. The Human Resources Department is responsible for this Policy and for monitoring its use and effectiveness (and dealing with any queries on its interpretation). Management at all levels is responsible for ensuring that those reporting to them are made aware of and understand this Policy and attend regular training on how to implement and adhere to it. Every person to whom this Policy applies is responsible for the success of this Policy and should ensure that he / she should use it to disclose any suspected activity or wrong-doing.


In case the complaint/concern is against one/more Heads of the Human Resources, Legal and Ethics and Integrity team, then the same can be reported to the CEO of the Company.

XIV. WAIVER AND AMENDMENT OF THE POLICY

We are committed to continuously reviewing and updating our policies and procedures based on the learning. This is so even when Swiggy enters new market/ sector/ country which may pose a risk under this Policy. The Human Resources department will review the implementation of this Policy regularly considering its suitability, adequacy and effectiveness. Any improvements identified will be made as soon as possible. Therefore, this document is subject to modification. Any amendment or waiver of any provision of this Policy must be approved in writing by the heads of Legal, Ethics & Integrity, and Human Resources teams. The Policy will be reviewed from time to time which requires cooperation from all concerned.

ANNEXURE A - POTENTIAL RISK SCENARIOS: “RED FLAGS”

The following is a list of possible red flags that may arise during the course of your employment for Swiggy or any of its subsidiaries/associates or while you represent Swiggy in any other permissible manner, and which may raise concerns under anti-bribery and anti-corruption laws. The list is not intended to be exhaustive and is for illustrative purposes only. If you encounter any of these red flags while working for or with Swiggy, you have responsibility to report them promptly to your Reporting Manager and Human Resources Business Partner or at:

Toll-Free :	1800 309 3981	
Email :	swiggy-hotline@tip-offs.in	
Web-portal:	www.swiggy-hotline.tip-offs.in	
Chatbot:	www.swiggy-hotline.tip-offs.in	

SCAN ME

- a. You suspect or become aware that a Third Party(ies) engages in, or has been accused of engaging in improper business practices
- b. You learn that a Third Party(ies) has a reputation for paying bribes or requiring that bribes are paid to them
- c. Third Party(ies) insists on receiving a commission or fee payment before committing to sign up to a contract with us, or carrying out a Government function or process for us
- d. Third Party(ies) requests payment in cash and/or refuses to sign a formal contract or to provide an invoice or receipt for a payment made
- e. Third Party(ies) requests that payment is made to a country or geographic location different from where the Third Party(ies) resides or conducts business
- f. Third Party(ies) requests an unexpected additional fee or commission to facilitate a service or an RFP
- g. Third Party(ies) demands lavish entertainment, hospitality or gifts before commencing or continuing contractual negotiations or provision of services
- h. Third Party(ies) requests that a side payment be made to overlook potential legal violations
- i. Third Party(ies) requests that you provide employment or some other advantage to a friend or their Immediate Family member
- j. You receive invoice from a Third Party(ies) that appears to be nonstandard or customized
- k. You notice that We have been invoiced for a commission or fee payment that appears large given the services stated to have been provided
- l. Third Party(ies) requests/ requires the use of an agent, intermediary, consultant, distributor or supplier that is not typically used by or known to us
- m. You are offered an unusually generous gift or offered lavish hospitality by a Third Party(ies)
- n. You become aware that a colleague requests a payment from a Third Party(ies) (such as a client) to expedite an activity (such as an inspection or paperwork) or to overlook potential legal or regulatory violations

Version History

Version Number	Date	Details
1.0	September 01, 2020	Approved by the Board of Directors vide its meeting dated September 01, 2020
2.0	October 12, 2020	Changes approved by the heads of Legal, Ethics & Integrity, and Human Resources teams.
3.0	January 23, 2022	Changes approved by the heads of Legal, Ethics & Integrity, and Human Resources teams.