RBZ JEWELLERS LIMITED

WHISTLE BLOWER POLICY

[Pursuant to Section 177(9) and 177(10) of the Companies Act, 2013 and Regulation 22 of SEBI (LODR) Regulations, 2015"]

RBZ Jewellers Limited
CIN: L36910GJ2008PLC053586
Registered Office:
Block-D, Mondeal Retail Park,
Near Rajpath Club, S.G. Highway,
Beside Iscon Mall,
Ahmedabad, Gujarat-380054, India

RBZ JEWELLERS LIMITED

WHISTLE BLOWER POLICY

1. PREAMBLE

RBZ Jewellers Limited, the Company is committed to conducting its business affairs in a fair, ethical, transparent, and accountable manner while maintaining the highest standards of integrity and corporate governance.

Pursuant to the provisions of the Companies Act, 2013 and Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to establish a Vigil Mechanism for directors and employees to report concerns relating to unethical behavior, actual or suspected fraud, or violation of the Company's policies.

The Vigil Mechanism and Whistle Blower Policy serve as an important governance framework to promote responsible reporting, strengthen internal controls, and enable timely detection and prevention of improper practices and misconduct within the organization.

Accordingly, the Company has formulated this Whistle Blower Policy to provide a secure and confidential mechanism for reporting genuine concerns and to ensure adequate safeguards against victimization of persons reporting such concerns in good faith.

2. OBJECTIVES

The objective of this Whistle Blower Policy is to encourage directors, employees, and such other stakeholders as may be permitted by the Company, to report genuine concerns relating to unethical behaviour, malpractices, wrongful conduct, actual or suspected fraud, violation of the Company's policies and values, or non-compliance with applicable laws and regulations, without fear of retaliation, discrimination, or victimization.

The Policy aims to provide a secure, transparent, and confidential mechanism for reporting such concerns and to ensure that all disclosures made in good faith are appropriately investigated and addressed in a fair and impartial manner.

3. DEFINITIONS

a) **Audit Committee:** Audit Committee means the committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013 which has the responsibility for supervising the development and implementation of this Policy;

b) **Director**: Directors means all the directors appointed to the Board of the Company including whole-time directors of the Company;

c) **Employee**: Employee means all the permanent employees of the Company;

d) **Good Faith:** A Whistle Blower communicates in "Good Faith" if there is a reasonable basis, for the communication of genuine concerns or grievances, on suspected wrongful conduct/ unethical behaviour/actual or suspected fraud/ violation of the

Company’s code of conduct or ethics policy. “Good Faith” is lacking when the Whistle Blower does not have personal knowledge of a factual basis for the communication or when the Whistle Blower knew or reasonably should have known that the communication about the unethical or improper practices is malicious, false, or frivolous;

e) **Protected Disclosure**: Protected Disclosure means genuine concerns or grievances raised by a Whistle Blower of the Company, through written communication and made in Good Faith which discloses or demonstrates information about suspected wrongful conduct or unethical behavior, actual or suspected fraud, or violation of the Company’s code of conduct or ethics policy of the Company. It should be factual and not speculative or in the nature of an interpretation/conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern;

f) **Subject**: Subject means a person or group of persons against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation;

g) **Whistle Blower:** Whistle Blower shall mean An Employee or Director who makes a Protected Disclosure under this Policy and is also referred to in this Policy as a “**Complainant**”.

The Company Secretary and Compliance Officer shall act as the nodal officer for the purpose of implementation and administration of this Policy under the overall supervision of the Audit Committee.

All other words and expressions used but not defined in the Policy but defined in the SEBI Act, 1992, Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Depositories Act, 1996, each as amended and/ or the rules and regulations made thereunder shall have the same meaning as respectively assigned to them in such Acts or rules or regulations or any statutory modification or reenactment thereto, as the case may be.

4. PROCEDURE FOR MAKING THE PERMITTED DISCLOSURES

a. A Whistle Blower can through written communication, complete with related evidence, send the Protected Disclosure of actual facts to the Company Secretary and Compliance Officer, or in exceptional cases to the Chairman of the Audit Committee. Any communication which is not supported by reasonable evidence(s) shall not be entertained as it shall be perceived to have not been made in Good Faith. The Protected Disclosure should be made as soon as possible, not later than 30 days after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting in English or Hindi.

b. The information contained in the Protected Disclosure should be such information which the Whistle Blower reasonably believes, in Good Faith, evidences any actual or suspected unethical behaviour, fraud, misappropriation of funds or assets, abuse of authority, violation of the Company’s policies or applicable laws, conflict of interest, corruption, manipulation of records or data, leakage of confidential information, or any other improper or unlawful activity. The above instances are illustrative and not exhaustive.

For the avoidance of doubt, it is clarified that the matters which are related to Discrimination Free Workplace Policy and Sexual Harassment Policy would be referred to the Internal Committee constituted under the said Discrimination Free Workplace Policy and Sexual Harassment Policy of the Company.

c. The Protected Disclosure should be submitted in a closed and secured envelope and should be superscribed as “Protected Disclosure under the Whistle Blower Policy”. Alternatively, the same can also be sent through email with the subject “Protected Disclosure under the Whistle Blower Policy”. If the complaint is not super-scribed and closed a mentioned above, it may not be possible to protect the Complainant, and the Protected Disclosure will be dealt with as if a normal disclosure. In order to protect the identity of the Whistle Blower, no acknowledgment will be given to the Complainant, and he/she is advised not to write their name/address on the envelope. Anonymous / Pseudonymous disclosure shall not be entertained and will ordinarily not be investigated; however, it shall be the duty and responsibility of the Company to protect the identity of the Whistle Blower. The Protected Disclosure should be forwarded under a covering letter signed by the Whistle Blower.

All Protected Disclosures should be addressed to the Company Secretary and Compliance Officer.

Designation: Company Secretary and Compliance Officer
Address: Block-D, Mondeal Retail Park,
Near Rajpath Club,
S.G. Highway, Beside Iscon Mall,
Ahmedabad, Gujarat-380054, India **Email**: cs@rbzjewellers.com

d. Protected in exceptional cases may be addressed to the Chairman of the Audit Committee of the Company. The contact detail of the Chairman of the Audit Committee is as under:

Designation: Chairman, Audit Committee
Address: B 701 , Ashford Royale, S. Samuel Marg, Nahur, Mumbai,
Mumbai Suburban, Maharastra-400078, India
E mail: jpsin9h@gmail.com

e. On receipt of the Protected Disclosure, the Company Secretary and Compliance Officer or the Chairman of the Audit Committee, as the case may be, shall carry out an initial investigation, which includes ascertaining from the Complainant whether he was the person who made the Protected Disclosure or not, either himself or by involving any other officer of the Company or an outside agency.

5. GUIDELINES

a. **Internal Policy:** This Policy is an internal policy on disclosure by Whistle Blowers of any genuine concerns or grievances relating to suspected wrongful conduct, unethical behaviour, actual or suspected fraud, or violation of the Company’s Code of Conduct or ethics policies and provides access to the Company Secretary and Compliance Officer and, in exceptional cases, to the Audit Committee of the

Company.

b. **Prohibition**: This Policy prohibits the Company from taking any action, which may lead to unfair termination or unfair prejudicial employment practices (i.e. threaten, demote, relocate etc.) against Whistle Blowers who have submitted the Permitted Disclosures in Good Faith.

c. **Rights of Whistle Blower:** The Whistle Blower shall be free to submit Protected Disclosures without informing his/her supervisor. The Whistle Blower may lodge the Protected Disclosure directly with the Chairman of the Audit Committee in exceptional cases.

6. RESPONSIBILITIES/ACCOUNTABILITIES OF WHISTLE BLOWER

Whistle Blower shall:

a. Bring early attention of the Company to any improper practice he /she becomes aware of.

b. Avoid anonymity when raising a concern.

c. Have a responsibility to be candid with the investigating authorities or any person authorized under this Policy to whom they make a report of alleged improper activities and shall set forth all known information regarding any reported allegations.

d. Co-operate with the Audit Committee and the investigating team (as may be appointed for the purpose of investigation.).

e. Maintain full confidentiality.

f. Have the right to protection from retaliation. But this does not extend to immunity for complicity in the matters that are the subject of the allegations and investigation. In exceptional cases, where the Complainant is not satisfied with the outcome of the investigation, she/he can make a direct appeal to the Chairman of the Audit Committee.

g. The intent of the policy is to bring genuine and serious issues to the fore and it is not intended for petty complaints. Malicious allegations by any person/ Whistle Blower may attract disciplinary action.

7. INVESTIGATION INTO COMPLAINT AND IT'S DISPOSAL

a. All Protected Disclosures under this Policy will be recorded and thoroughly investigated. The Company Secretary and Compliance Officer and/or the Audit Committee may, at their discretion, involve any other officer of the Company and/ or an outside agency for the purpose of investigation.

b. On receipt of the Protected Disclosure, the officer appointed shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.

c. Audit Committee, if the circumstances so suggest, may appoint a senior executive or a committee of managerial personnel to investigate the matter and prescribe the scope and time limit, therefore. Audit Committee shall have the right to outline the detailed procedure for an investigation. Where the Audit Committee has designated a senior executive or a committee of managerial personnel for investigation, they shall mandatorily adhere to scope and procedure outlined by Audit Committee for investigation.

d. The Audit Committee, and/or the investigating team (as may be nominated the Audit Committee), as the case may be, shall have the authority to call for any information/documents and examination of any employee, etc. for determining the correctness of the complaints.

e. The decision to conduct an investigation is by itself not an accusation and is to be treated as a neutral fact-finding process.

f. Subject(s) may be informed in writing of the allegations and provided with the opportunity for providing their inputs during the investigation.

g. Subject(s) shall have a duty to cooperate with the Audit Committee, and/or the investigating team as may be nominated in this regard.

h. Subject(s) have a right to consult with a person or persons of their choice, other than the investigators and/or members of the Audit Committee and/or the Whistle Blower.

i. Subject(s) have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed, or tampered with and witnesses shall not be influenced, coached, threatened, or intimidated by the subject(s).

j. Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in the investigation report.

8. DECISION AND REPORTING

a. If an investigation leads to conclude that an improper or unethical act has been committed, the Audit Committee shall determine the future course of action and may order remedial and/or disciplinary action as they may deem fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.

b. A report to the Audit Committee, on a quarterly basis or such other periodicity as may be desired by the Audit Committee, about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

c. Audit Committee of the Company shall oversee the vigil mechanism and if any of the members of the Audit Committee have a conflict of interest in a given case, they should recuse themselves, and the others on the Audit Committee would deal with the matter on hand.

d. In case the Subject is a the officer authorized by the Audit Committee, the Chairman of the Audit Committee after examining the Protected Disclosure shall forward the Protected Disclosure to other members of the Audit Committee if deemed fit. The Audit Committee shall appropriately and expeditiously investigate the Protected

Disclosure which includes appointing a senior executive or a committee of managerial personnel to investigate the matter and prescribe the scope and time limit, therefore. The Audit Committee shall have the right to outline the detailed procedure for an investigation.

e. A Complainant who makes false allegations of unethical or improper practices or alleged wrongful conduct of any person under this Policy shall be subject to appropriate disciplinary action in accordance with the rules, procedures, and policies of the Company.

f. The investigation shall normally be completed within 90 days from the receipt of the Protected Disclosure and may be extended by such period as the Audit Committee deems fit.

9. CONFIDENTIALITY

a. maintain the confidentiality of all matters under this Policy and
b. discuss only to the extent or with those persons as required under this Policy for completing the process of investigations and keep the papers in safe custody.
c. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law. The identity of the Complainant will not be revealed unless he himself has made either his details public or disclosed his identity to any other office or authority. Any other Employee/Associate assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
d. The Company may disclose the Permitted Disclosure (including the identity of the Whistle Blower) if it is required in compliance with applicable law, or judicial or other governmental order or internal policy of the Company.

10. PROTECTION OF WHISTLE BLOWERS

No adverse action shall be taken against a Whistle Blower for making a Protected Disclosure in Good Faith under this Policy. The Company prohibits any form of retaliation, discrimination, harassment, or victimization against a Whistle Blower and shall take reasonable steps to protect such person. However, protection under this Policy shall not extend to complaints made maliciously or without Good Faith, and such actions may attract disciplinary action in accordance with the Company's policies and applicable laws. This Policy also does not protect any employee from disciplinary or other action arising out of matters unrelated to the Protected Disclosure.

11. DISQUALIFICATIONS

While genuine Whistle Blowers shall be protected against unfair treatment under this Policy, any misuse or abuse of such protection shall warrant appropriate disciplinary action. Protection under this Policy shall not extend to any person who knowingly makes false, frivolous, or mala fide allegations or provides false statements or evidence during the course of investigation. Such actions shall be dealt with in accordance with the applicable rules, policies, and disciplinary procedures of the Company. This will also apply to those Directors and employees who make false statements or give false evidence during the investigations.

12. **ACCESS TO THE CHAIRMAN OF THE AUDIT COMMITTEE**

The Whistle Blower shall have the right to access the Chairman of the Audit Committee directly in exceptional cases and the Chairman of the Audit Committee is authorized to prescribe suitable directions in this regard.

13. **COMMUNICATION**

This policy shall be appropriately communicated within the company and contents of this. All Employees shall be informed by publishing the same on the notice board/intranet of the Company and on the website of the Company.

14. **DOCUMENT RETENTION**

All documents related to reporting, investigation, and enforcement pursuant to this Policy shall be kept for such period as specified under the applicable law.

15. **ADMINISTRATION AND REVIEW OF THE POLICY**

The Audit Committee of the Company shall be responsible for the administration, interpretation, application, and review of this Policy. The Audit Committee also shall be empowered to bring about necessary changes to this Policy, if required at any stage.

16. **WAIVERS AND AMENDMENTS**

The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. Employees shall be informed by publishing the information on the notice board/intranet of the Company and on the website of the company.

Version No.	**Approving Authority**	**Issue Date**
1.	Board of Directors	16th June 2023
2.	Board of Directors	14th May 2026

****