



VIGIL MECHANISM / WHISTLE-BLOWER POLICY

(Adopted pursuant to Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014)

1. PREAMBLE

The Company is committed to conducting its business with integrity, transparency, ethical behaviour, and in compliance with all applicable laws and regulations. In order to foster an environment where Directors, employees, and stakeholders can raise concerns without fear of retaliation, the Company has established this Vigil Mechanism / Whistle-Blower Policy ("Policy").

This Policy provides a framework for reporting genuine concerns about unethical behaviour, actual or suspected fraud, violation of the Company's Code of Conduct, or any other improper activity.

2. OBJECTIVES OF THE POLICY

The objectives of this Policy are to:

- Encourage Directors, employees, and other eligible stakeholders to report genuine concerns;
- Provide a secure and confidential mechanism for reporting and investigating concerns;
- Ensure protection against victimisation of the whistle-blower;
- Ensure timely and fair investigation of reported concerns;
- Promote ethical and compliant conduct across the organisation.

3. DEFINITIONS

For the purpose of this Policy:

- a. **"Act"** means the Companies Act, 2013 and rules made thereunder.

- b. **"Audit Committee"** means the Audit Committee of the Board. Where the Audit Committee is not constituted, the term shall mean the Director nominated by the Board to exercise the powers of the Audit Committee for the purposes of this Policy.
- c. **"Protected Disclosure"** means a written communication made in good faith that discloses or demonstrates information which may evidence unethical or improper activity.
- d. **"Whistle-Blower"** means any Director, employee, or other stakeholder who makes a Protected Disclosure under this Policy.
- e. **"Subject"** means a person against whom a Protected Disclosure has been made.

4. SCOPE OF THE POLICY

This Policy covers reporting of concerns relating to, but not limited to:

- Fraud, misappropriation, or financial irregularities;
- Breach of the Companies Act, tax laws, labour laws, or other applicable laws;
- Manipulation of company data, books, or records;
- Abuse of authority or conflict of interest;
- Violation of the Company's Code of Conduct or internal policies;
- Bribery, corruption, or unethical business practices;
- Deliberate concealment of any of the above.

Personal grievances not related to unethical conduct are outside the scope of this Policy.

5. ELIGIBILITY

This Policy is applicable to:

- All Directors of the Company;
- All permanent, contractual, temporary, and trainee employees;
- Such other stakeholders as may be approved by the Board from time to time.

6. VIGIL MECHANISM AUTHORITY & OVERSIGHT

The Audit Committee shall oversee the implementation of this Policy. In cases where the Company is not required to constitute an Audit Committee, the Board of Directors has nominated one of its Directors as the Designated Director for the Vigil Mechanism ("Designated Director") to discharge the responsibilities under this Policy, in accordance with Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

6.1 Designated Director

The Board of Directors of Amrapali Jewels Private Limited has **designated Mr. Rajesh Ajmera (DIN: 00154196)**, Director of the Company, as the Designated Director for the Vigil Mechanism in terms of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014.

The Designated Director shall:

- Receive and acknowledge all Protected Disclosures made under this Policy;
- Examine and evaluate the disclosures to determine whether a prima facie case exists;
- Ensure that appropriate and fair investigation is carried out, either internally or through external agencies, as deemed necessary;
- Maintain strict confidentiality of the identity of the Whistle-Blower and the Subject;
- Recommend appropriate action to the Board of Directors based on investigation findings;
- Submit periodic reports to the Board summarising disclosures received and actions taken, while maintaining confidentiality;
- Ensure adequate protection to the Whistle-Blower against any form of retaliation or victimisation.

The Whistle-Blower shall have direct access to the Designated Director in exceptional cases, including where the disclosure involves senior management or matters of significant risk to the Company.

7. PROCEDURE FOR MAKING A PROTECTED DISCLOSURE

7.1 Mode of Reporting

A Protected Disclosure may be made through any of the following channels:

- Email to a designated official email ID approved by the Board;
- Written letter addressed to the Chairperson of the Audit Committee / Nominated Director;
- Any other secure mechanism approved by the Board.

Anonymous disclosures may be accepted; however, such disclosures should contain sufficient information to permit investigation.

7.2 Contents of Disclosure

The disclosure should include:

- Nature and background of the concern;

- Relevant facts and documents, if any;
- Names of persons involved (if known);
- Any supporting evidence.

8. CONFIDENTIALITY & ANONYMITY

- The identity of the Whistle-Blower shall be kept confidential to the extent possible.
- Information disclosed shall be shared strictly on a need-to-know basis.
- Anonymous disclosures will be handled with due care and seriousness.

9. INVESTIGATION PROCESS

- Upon receipt of a Protected Disclosure, the Audit Committee / Nominated Director shall assess the matter.
- If the disclosure is found to be prima facie valid, an investigation shall be initiated.
- Investigations may be conducted internally or through external experts.
- The Subject shall be given an opportunity to be heard.
- The investigation shall be completed within a reasonable time frame.

10. PROTECTION AGAINST VICTIMISATION

The Company strictly prohibits retaliation against a Whistle-Blower who makes a disclosure in good faith. Any act of victimisation shall be treated as a serious disciplinary matter.

Protection shall not be extended to disclosures made with malafide intent or false allegations.

11. ACTION ON INVESTIGATION FINDINGS

Based on the investigation report, the Audit Committee / Nominated Director may:

- Recommend disciplinary action;
- Recommend corrective or preventive measures;
- Suggest changes in internal controls or policies;
- Close the matter if no wrongdoing is established.

12. FALSE OR MALICIOUS ALLEGATIONS

If a Whistle-Blower is found to have made a false or malicious complaint knowingly, appropriate disciplinary action may be taken.

13. RECORD KEEPING

All disclosures, investigation reports, and actions taken shall be documented and preserved for a minimum period as prescribed under law or internal policy.

14. COMMUNICATION & AWARENESS

This Policy shall be communicated to all Directors and employees and shall be made available on the Company's internal systems and/or website, if any.

15. AMENDMENT & REVIEW

The Board of Directors reserves the right to amend or modify this Policy at any time in line with applicable laws and business requirements. The Policy shall be reviewed periodically.

16. EFFECTIVE DATE

This Policy shall come into force with effect from the date of approval by the Board of Directors.

Certified True Copy

**For and on behalf of the Board of Directors
Amrapali Jewels Private Limited**

For AMRAPALI JEWELS PRIVATE LIMITED


DIRECTOR

Rajesh Ajmera
(Director)
DIN: 00154196

For AMRAPALI JEWELS PRIVATE LIMITED



Anil Ajmera
(Director)
DIN: 00154195