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## **WHISTLE BLOWER POLICY**

### **1. PREAMBLE**

a) The provisions of Section 177(9) of the Companies Act, 2013 and Rules made thereunder read with Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 provides for establishment of a 'Vigil Mechanism' in the form of a 'Whistle Blower Policy' for its directors and employees to report to the management instances of unethical and improper practices, actual or suspected, fraud or violation of the company's code of conduct or ethics policy or any other wrongful conduct in the company.

b) Accordingly, the Company has established a vigil mechanism for its directors and employees in the form of this Whistle Blower Policy ("Vigil Policy").

c) Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 [SEBI (LODR) Regulations, 2015] provides for all listed companies to establish a 'Whistle Blower Policy'. This Whistle Blower Policy deals with complaints such as financial or operational mismanagement/ irregularities, preferential treatment to certain stakeholders, conflict of Interest, violation of legal or regulatory provisions, etc., or in respect of Employee misconduct such as bribery and corruption, management instances of unethical behaviour, actual or suspected, fraud or violation of the Code of Ethics and Code of Conduct.

d) Regulation 9A(6) of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 [SEBI PIT Regulations, 2015], mandates every Listed Company to formulate a Whistle Blower Policy.

e) This Vigil Policy is formulated to provide opportunity to the directors and employees of the Company to access in good faith, the Audit Committee in case they observe unethical and improper practices or any other wrongful conduct in the company and prohibits the management from taking any Adverse Personnel Action against the directors and employees who avail of this mechanism. The role of the directors/employees in pointing out genuine concerns of wrongful conduct taking place within the organization cannot be undermined. By way of this Vigil Policy the Company encourages every director and employee of the Company to promptly report to the management any unethical and improper practices or any other wrongful conduct in the company or an event he or she becomes aware of that could affect the business or reputation of the Company."

f) Eighty Jewellers Limited (EIGHTY) believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting highest standards of professionalism, honesty, integrity and ethical behaviour.

Accordingly, EIGHTY has reviewed this policy on February, 25, 2026.

## **2. DEFINITIONS**

- a) “Anonymous complaints” means any complaints that do not bear the name and address of the Whistle Blower.
- b) “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 of the Companies Act, 2013
- c) “Company” means Eighty Jewellers Limited (“EIGHTY”).
- d) “Compliance Officer” means the Company Secretary & Compliance Officer of the Company.
- e) “Employee(s)” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- f) “Investigators” mean those persons authorized, appointed, consulted or approached by the Audit Committee and includes the Auditors of the Company and the Police Officers.
- g) “Protected Disclosure” means any written communication made in good faith that discloses or demonstrates a factual information that may evidence unethical or improper activity by the Employee or Third Party Stakeholder or financial or operational mismanagement/irregularities, preferential treatment to certain stakeholders, conflict of Interest, violation of legal or regulatory provisions, etc. which may be either contrary to the laid down policies of the Company or may be contrary to the acceptable standards of integrity and ethics in similar organizations.
- h) “Reportable Matter” means a genuine concern concerning actual or suspected:
  - i. fraudulent practices, such as tampering the Company’s books and records or theft of Company’s property;
  - ii. corruption, including bribery and money laundering;
  - iii. breaches of the Code of Conduct.
- i) “Subject” means any individual who is alleged to be involved in unethical conduct or irregularities (actual or suspected) against whom a Complaint is admitted.
- j) “Third-Party Stakeholder” means shareholders, listed companies, vendors, consultants, service providers, business partners or any other third party associated with the Company.
- k) “Whistleblowing” means an act of informing or reporting the right authorities about any unethical conduct or irregularities (actual or suspected) in the Company.
- l) “Whistle-blowers” means any individual who reports unethical conduct or irregularities (actual or suspected) in the Company.

## **3. SCOPE**

This policy covers reporting of any violation, wrongdoing or non-compliance, including those relating to the Code of Conduct, policies and standard procedures of EIGHTY.

The scope of policy also covers raising of any incident involving leak or suspected leak of unpublished price sensitive information (UPSI) or unethical use of UPSI in accordance with SEBI PIT Regulations, 2015, including any amendment thereof.

This policy also provides mechanism to approach the Chairman of the Audit Committee in appropriate or exceptional cases and express concerns without fear of punishment or unfair treatment.

#### **4. APPLICABILITY**

This Policy applies to all the Company's Employees including its Directors and Stakeholders engaged or associated with the Company. The stakeholders of the Company can also report instances of leak of UPSI under the mechanism provided in the Policy. Please refer Company's "Code of Internal Procedure and Conduct for Prohibition of Insider Trading under the SEBI (Prohibition of Insider Trading) Regulations 2015", for detailed information in this regard.

#### **5. ROLE OF THE WHISTLE-BLOWERS**

a) This Policy focuses on concerns which fall into the wider interest of the Company and/or public interest. The role of the Whistle-blowers is limited to reporting reliable information with appropriate and adequate evidence to substantiate the concern(s). He/she is not expected to act as an investigator or a finder of facts nor will he/she determine the appropriate corrective or remedial actions that may be warranted in a given case.

b) Protected Disclosures could be concerning the alleged violation of Code of Ethics or Code of Conduct or any law or regulation. Following may be considered as an illustrative list of improper or unethical behaviour that involve reporting under this Policy:

- i. Conflict of Interest of Employees;
- ii. Insider Trading violations;
- iii. Violation of legal or regulatory provisions applicable to the Company;
- iv. Allegations of corruption or any other misconduct;
- v. Operational or technological or financial irregularities;
- vi. Abuse of Authority;
- vii. Manipulation of Company Data/Records;
- viii. Pilferage of confidential/propriety information;
- ix. Wastage/misappropriation of company funds/assets;
- x. Deficiencies in the internal controls; or
- xi. Any other unethical event or any instances of leak of UPSI.

Exclusion: The complaints received on matters inter alia pertaining to the following may be excluded. However, if received, the same shall be forwarded to the respective department heads/committee available for addressing such matters:

- i. Dissatisfaction with appraisals and rewards or any other grievance (will be referred to the respective department heads/committee);
- ii. Sexual harassment (will be referred to senior most Women Official of EIGHTY);
- iii. Suggestions for improving operational efficiencies (will be referred to the respective department heads/committee); or
- iv. Complaints relating to service conditions (will be referred to the respective department heads/committee).

c) The Whistle-blowers will not act on his/her own in conducting any investigative activities nor will he/she have a right to participate in any investigative activities other than as requested by the Audit Committee which will appropriately deal with the Protected Disclosure(s).

d) The interaction between the Audit Committee or the body considering the concern(s) and the Whistle-blowers will depend on the nature of the concern(s) raised and the clarity of information provided. If necessary, further information may be sought from the Whistle-blowers.

## **6. ADDRESS FOR REPORTING AND COMMUNICATION**

a) Protected Disclosure(s) concerning reportable matters may be made to the Compliance Officer or Chairperson of the Audit Committee.

b) All Protected Disclosures concerning financial/accounting matters should be addressed to the Compliance Officer and Chairperson of the Audit Committee of the Company at [cs@eightyjewels.in](mailto:cs@eightyjewels.in) / [headoffice@eightyjewels.in](mailto:headoffice@eightyjewels.in) or written complaint may be sent at the address: A.T palace, Kotwali Chowk, Sadar Bazar, Raipur (C.G) 492001.

c) If a protected disclosure is received by any executive of the Company other than Compliance Officer or Chairperson of the Audit Committee, the same should be forwarded to the Compliance Officer/Chairperson of the Audit Committee for further appropriate action. Appropriate care must be taken to keep the identity of the Whistle-blowers confidential.

d) Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the concerns raised and should either be typed or written in a legible handwriting in English, Hindi or in the regional language of the place of employment of the Whistle-blowers.

e) The Compliance Officer shall forward the Protected Disclosure to the Investigators/Audit Committee for investigation.

f) Protected Disclosures should be factual and not speculative or in the nature of a conclusion and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern and the urgency of a preliminary investigative procedure.

## **7. REPORTING MECHANISM**

To enable proper investigation of any Reportable Matter, a Protected Disclosure should include as much information as possible concerning the Reportable Matter. To the extent possible, the following information should be provided:

a) the nature of the Reportable Matter (for example, if the Reportable Matter concerns an alleged violation of the Code of Conduct, please refer to the provision of the Code of Conduct that is alleged to have been violated);

b) the names of the Employees to which the Reportable Matter relates (for example, please provide the name of the business unit that is alleged to have violated the Code of Conduct);

- c) the relevant factual background concerning the Reportable Matter (for example, if the Reportable Matter concerns a violation of the Code of Conduct, please include information about the circumstances and timing of the violation); and
- d) the basis for the Protected Disclosure (for example, where knowledge of the alleged violation is based upon documents in the Whistle-blower's possession or control).

To enable further investigation of Reportable Matters, Whistle-blowers are strongly encouraged to provide their name and contact details whenever they make a Protected Disclosure under this Policy. If a Whistle-blower does not provide his/her name and contact details when making a Protected Disclosure, the Company's ability to investigate the subject-matter of the Protected Disclosure may be limited by its inability to contact the Whistle-blower to obtain further information.

All Protected Disclosures are taken seriously and will be promptly investigated by the Company in accordance with the Guidance on Responding to Protected Disclosures.

## **8. INVESTIGATION**

- a) All Protected Disclosures reported under this Policy will be thoroughly investigated by investigator as determined by the Audit Committee and the Chairman of the Audit Committee of the Company will investigate/oversee the investigations under the authorization of the Audit Committee. If any member of the Audit Committee has a conflict of interest in any given case, then he/she should recuse himself/herself and the other members of the Audit Committee should deal with the matter on hand.
- b) The Chairman of the Audit Committee may at their discretion, consider involving any Investigators for the purpose of investigation.
- c) The decision to conduct an investigation taken by the Chairman of the Audit Committee is by itself not an accusation and is to be treated as a neutral fact-finding process. The outcome of the investigation may not support the conclusion of the Whistle-blower that an improper or unethical act was committed.
- d) The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of law and the investigation.
- e) Subjects will normally be informed of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.
- f) Subjects shall have a duty to co-operate with the Chairman of the Audit Committee or any of the Investigators during investigation to the extent that such co-operation will not compromise self-incrimination protections available under the applicable laws.
- g) Subjects 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 Subjects.

- h) Unless there are compelling reasons not to do so, Subjects will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- i) Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subject should be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- j) The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure.

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## **10. PROTECTION**

- a) No unfair treatment will be meted out to a Whistle-blowers by virtue of his/her having reported a Protected Disclosure under this Policy. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle-blowers.
- b) Complete protection will be provided to Whistle-blowers against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle-blowers's right to continue to perform his/her duties/functions including making further Protected Disclosure.
- c) The Company will take steps to minimize difficulties, which the Whistle-blowers may experience as a result of making the Protected Disclosure. Thus, if the Whistle-blowers is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle-blowers to receive advice about the procedure, etc.
- d) A Whistle-blowers may report any violation of the above clause to the Chairman of the Audit Committee, who shall investigate into the same and recommend suitable action to the management.
- e) The identity of the Whistle-blowers shall be kept confidential to the extent possible and permitted under law. Whistle-blowers are cautioned that their identity may become known for reasons outside the control of the Chairman of the Audit Committee (e.g. during investigations carried out by Investigators).
- f) Any other Employee or Director assisting in the said investigation shall also be protected to the same extent as the Whistle-blowers.

### **Exceptions:**

- i. The Company will ensure that the Whistle-blowers raising genuine concerns are accorded protection from any kind of unfair treatment. However, in case a Whistle-blowers is already the subject of any disciplinary action, those procedures will not be halted as a result of his/her Whistleblowing.
- ii. Protection under the Whistle-blowers Policy will not mean protection from disciplinary action arising out of bogus or false allegations knowingly made by the Whistle-blowers. In case of a frivolous Complaint, the Company will take suitable action against the miscreant.

## **11. DECISION**

If an investigation leads the Compliance Officer/Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Management shall recommend appropriate disciplinary or corrective action to the Chairman of the Audit Committee for his/her consideration and approval. 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.

## **12. FOLLOW-UP AND MONITORING**

After the resolution, the Company may implement monitoring mechanisms to ensure that the issues raised by the Whistle-blowers are fully addressed. This may involve periodic check-ins with the Whistle-blowers to ensure that there is no ongoing victimization.

## **13. DOCUMENTATION AND RECORD-KEEPING**

Throughout the entire process, the Company shall maintain thorough documentation of the Whistle-blowers report, the investigation process and the resolution steps. This documentation is important for transparency, accountability and potential legal requirements.

## **14. CONTINUOUS IMPROVEMENT**

Company should use the insights gained from Whistle-blowers reports to continually improve their internal processes, policies and ethical standards. A well-implemented Whistle-blowers policy not only protects individuals who report wrongdoing but also helps organizations maintain a culture of transparency and integrity.

## **15. CONFIDENTIALITY**

The Whistle-blowers, the Subject, members of the Audit Committee and every other internal or external stakeholder involved in the process will maintain strict confidentiality and discuss the matter only in appropriate forums.

## **16. AMENDMENT**

Any amendment or modification in the applicable Laws, Rules, Regulations and Directives issued under the respective statutes and any other applicable provision relating to the Policy shall automatically be applicable to this Policy.

## **17. REVIEW**

This Policy shall be subject to review as may be deemed necessary and in accordance with any statutory and regulatory amendments.

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