	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	

**1. Preface:**

ORRA Fine Jewellery Private Limited ('the Company') believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity, and ethical behaviour. The company's Code of conduct lays down the principles and standards that should govern the actions of the Company and its Employees. Stakeholders are encouraged to Raise Relevant Concerns to report violations of the Code, law or policies or any event, actual or potential misconduct that is not reflective of values and principles of the company.

In addition to the Code and pursuant to the provisions of Section 177(9) of the Companies Act, 2013 read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, as applicable to the Company, this Whistle Blower Policy ("the Policy") has been formulated with a view to provide a mechanism for directors, employees & stakeholders of the Company to report genuine concerns.


The oversight and administration of this Policy shall vest in the Audit Committee of the Company, wherever constituted in terms of Section 177 of the Companies Act, 2013. In the absence of a duly constituted Audit Committee, the Board of Directors shall discharge all functions assigned to the Audit Committee under this Policy. Upon constitution of an Audit Committee, all powers, functions and responsibilities under this Policy shall automatically stand vested in such Audit Committee without requiring any amendment to this Policy.

The Policy has been disseminated within the organization and has also been posted on the Company's website.

**2. Definitions:**

The definitions of some of the key terms used in this Policy are given below. Capitalized terms not defined here in shall have the meaning assigned to them under the Code.

- a. "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 and the rules made thereunder, and in the absence of such Committee, references to the Audit Committee in this Policy shall be construed as references to the Board of Directors".

	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	

- b. "Stakeholders" includes but is not limited to directors, employees, trainees, franchisee partners, job-workers, contractors, sub-contractors, vendors, consultants; shareholders, former employees, employees of said parties or any other third party.
- c. "Company" means to ORRA Fine Jewellery Private Limited
- d. "Investigators" mean those persons authorized, appointed, consulted or approached by the Chairman- Board Audit Committee or Ethics Committee and include the auditors of the Company and the police.
- e. "F frivolous Complaint" means any complaint which is registered or attempted to be registered under this Policy with no evidence or on hearsay basis or with mala fide intentions against the Subject, arising out of false or bogus allegations. A complaint shall not be treated as frivolous merely because it is not substantiated after investigation.
- f. "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity including but not limited to unethical behavior, actual or suspected fraud or violation of the Code or any act or behavior which indicates/ causes loss to the company or violates the company policy.
- g. "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- h. Whistle Blower" means any stakeholder making a Protected Disclosure under this Policy.
- i. "Whistle Blower" means any stakeholder making a Protected Disclosure under this Policy.


**3. Scope:**

This Policy aims to:

1. Provide avenues for Directors, employees and stakeholders to raise concerns and receive feedback on any action taken.
2. Report breach of Company's policies.
3. Reassure Directors, employees or any other persons that they will be protected from retaliation or victimization for blowing the whistle in good faith.

The Policy covers any concern with respect to unlawful or unethical or improper practice or act or activity that could have grave impact on the operations, performance of the business or reputation of the Company and may include, but is not limited to, any of the following:

- a. Bribery, corruption.
- b. Theft or embezzlement
- c. Abuse of authority by an employee or biased or favoured approach or behaviour.

	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	

- d. Breach of contract with the company.
- e. Falsification, manipulation or financial irregularities, including fraud, or suspected fraud.
- f. Negligence causing substantial and specific danger to public health, safety and environment.
- g. Disclosure personnel. of confidential/ proprietary information to unauthorized
- h. Criminal activity or offence affecting operations or functioning of the Company.
- i. Deliberate violation of law/regulation/legal obligation.
- j. Wastage/misappropriation of company funds/assets.
- k. Breach of Orra Code of Conduct of the Company or any other rule or Policy as may be formulated by the Company from time to time.
- l. Any other unethical, biased, favored or fraudulent activity.


**4. Eligibility**

All stakeholders of the Company are eligible to make Protected Disclosures under the Policy.

**5. Disqualifications**

The Company reserves the right not to investigate in the following circumstances:

- a. Protected Disclosures(s) pertaining to salary and performance evaluation or any other people related issue which does not indicate violation of the ORRA Code of Conduct will be dealt with in accordance with the Employee Policies by the People Function.
- b. Protected disclosure(s) pertaining to sexual harassment should be made in writing to the Internal Complaints Committee (ICC) of the Company directly. If received through the whistle-blower mechanism, then the complaint will be forwarded to the ICC Chairperson in the Company.
- c. Customer Complaints which can be dealt with under the alternate redressal mechanism established for that purpose.
- d. Protected Disclosure(s) made without the following mandatory information:
  - i. Name, designation, and location of the Subject(s)
  - ii. Detailed description of the incident
  - iii. Location and time/duration of the incident
  - iv. Specific evidence or source of evidence

	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	

e. Frivolous complaints

In respect of Whistle Blowers making more than three frivolous complaints, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.


6. **Procedure**

- a. In respect of all Protected Disclosures:
- b. (i) Protected Disclosures concerning employees, associates, contractors or any stakeholder other than those specified below shall be addressed to the Chief Ethics Counsellor of the Company.
- c. (ii) Protected Disclosures concerning the Chief Ethics Counsellor and employees at the level of Vice President and above shall be addressed to any Director of the Company.  
(iii) Protected Disclosures concerning a Director of the Company shall be addressed to the other director

Provided that, where the Company has not constituted an Audit Committee in terms of Section 177 of the Companies Act, 2013, all references in this Policy to the Audit Committee or its Chairman shall be construed as references to the Board of Directors of the Company, and the Board shall discharge the functions of the Audit Committee for the purposes of this Policy.

Upon constitution of an Audit Committee, the powers, functions and responsibilities assigned under this Policy shall automatically vest in such Audit Committee without requiring any amendment to this Policy.

- d. On receipt of Disclosure, the same shall be reviewed by the appropriate authority as per clause 6(a) and may be forwarded for investigation were deemed necessary.
- e. The Whistle Blower must address the following issues, while reporting Disclosures under this policy:
  - i. The Protected Disclosure can be made through any regional language.
  - ii. The Protected Disclosures can be made in writing or through audio- visual means such that it brings out a clear understanding of the issue being raised.


	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	

- iii. The Protected Disclosures made should be based on facts and not be merely speculative in nature or frivolous complaints.
- iv. The Protected Disclosure made should not be in the nature of a conclusion and should contain as much specific and quantitative information with supporting evidence to the extent possible to allow for proper conduct of the inquiry/ investigation.
- v. The Whistle Blower is not required to give reasons for such Protected Disclosure.
- vi. The Whistle Blower is not required to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Chairman of the Audit Committee or the Investigators.
- f. It is strongly advised that the Whistle Blower discloses his/ her identity in the Disclosure for ensuring adequate protection is granted to him/ her under the relevant provisions of this policy, if required. However, anonymous Disclosures without any personal motive, shall be encouraged provided necessary proofs and records are provided.
- g. The Company shall take all reasonable steps to maintain confidentiality of the identity of the Whistle Blower, except where disclosure is required under law or necessary for investigation. However, any data leakage by the whistle blower himself shall not be accounted on the Company.
- h. If any executive of the Company other than the Chief Ethics Counsellor, Director, or Chairman of the Audit Committee receives a Protected Disclosure, the same should be forwarded to the Chairman- Board Audit Committee or the Chief Ethics Counsellor. Appropriate care must be taken to keep the identity of the Whistle Blower confidential.

**7. Investigation**

- a. A preliminary review will be performed for all Protected Disclosure(s) reported under this Policy. Based on the findings of the preliminary review, the decision for thorough investigation will be taken by the Chairman of the Audit Committee or Chief Ethics Counsellor or person(s) as nominated by the Chairman of the Audit Committee.

Provided that, where the Company has not constituted an Audit Committee in terms of Section 177 of the Companies Act, 2013, such decision shall be taken by the Board of Directors or by any Director duly authorised by the Board for this purpose.

	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	

In cases where the Protected Disclosure has been addressed to the Chief Ethics Counsellor under Clause 6(a), the Chief Ethics Counsellor shall conduct the preliminary review and place the matter before the appropriate authority as specified above for further directions.

- b. The Chairman of the Audit Committee /Ethics Committee may at their discretion, consider involving any internal or external Investigators for the purpose of investigation, depending upon the circumstances or severity of the Protected Disclosure.

In the absence of a constituted Audit Committee, the Board of Directors shall exercise such discretion and may appoint internal or external Investigators as it deems fit.

- c. The decision to conduct an investigation taken by the Chairman of the Audit Committee/ Ethics Committee is by itself not an accusation and is to be treated as a neutral fact-finding process.


Where the Board discharges such function in the absence of an Audit Committee, the same principle of neutrality shall apply.

- d. The identity of a Subject will be kept confidential to facilitate effective conduct of the investigation to the extent required by laws.

- e. Subjects shall have a duty to co-operate fully and truthfully with the Audit Committee, the Board (where acting in place of the Audit Committee), the Chief Ethics Counsellor, and/or any duly appointed Investigators during investigation proceedings. Such co-operation shall include providing access to relevant documents, records, systems and information within their control, and attending interviews or meetings as reasonably required.

Provided that such obligation to co-operate shall be subject to:

- i. applicable laws, including protections against self-incrimination.
- ii. preservation of legally privileged communications; and
- iii. adherence to the principles of natural


	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	

- f. Nothing in this clause shall be construed as requiring a Subject to waive any statutory or constitutional right available under law. justice. 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. Any attempt to obstruct the investigation process shall constitute misconduct and may result in disciplinary action independent of the findings of the investigation.
- g. Subjects will be given the opportunity to clarify to material findings contained in an investigation report. No allegation of wrongdoing against a Subject shall be considered as maintainable unless supported by necessary evidence.
- h. Subjects have a right to be informed of the outcome of the investigation.
- i. The investigation shall be completed and reported to the Chief Ethics Counsellor/Chairman of the Audit Committee on a regular basis.
- j. Where no Audit Committee is constituted, such updates shall be provided to the Board of Directors.

A summary of material investigations and their status shall be placed before the Audit Committee or the Board, as applicable, on a quarterly basis for oversight and governance review.

**8. Protection**


- a. No unfair treatment will be meted out to a Whistle Blower 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 Blower/s. Complete protection shall, therefore, be given to Whistle Blower(s) 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 Blower's right to continue to perform his duties/functions including making further Protected Disclosure.
- b. Retaliation in any form against a Whistle Blower shall constitute serious misconduct and shall invite appropriate disciplinary action, which may extend to termination of employment or contractual engagement, subject to applicable law.

	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	

- c. While it will be ensured that genuine Whistle Blowers are accorded complete protection as set out above, such protection shall apply only where the Protected Disclosure is made in good faith and with reasonable belief that the information disclosed is substantially true.
- d. Protection shall not extend to Whistle Blowers who are found, after due investigation, to have made disclosures with mala fide intent or with knowledge of falsity.
- e. Thus, if the Whistle Blower is required to give evidence in any disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.
- f. A Whistle Blower may report any violation of the above clause to the Chairman of the Audit Committee or Chief Ethics Counsellor, who shall investigate into the same and recommend suitable action to the management.
- g. The identity of the Whistle Blower shall be kept confidential to the extent permitted under law.
- h. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.
- i. If a Whistle Blower believes that he/she has been subjected to retaliation or victimization for having made a Protected Disclosure, such concern may be reported directly to the Chairman of the Audit Committee or, where the Audit Committee is not constituted, to the Board of Directors, and such complaint shall be investigated independently of the original disclosure.
- j. Nothing in this Policy shall preclude a Whistle Blower from seeking protection or remedies available under applicable law.

## 9. Investigators

- a. If a Protected Disclosure is reported to the Chairman of the Audit Committee:
  - The Chairman may, at his/her discretion, conduct a preliminary assessment.
  - The Chairman may consult with management of the Company, except where the disclosure involves any member of management or where such consultation may compromise the integrity or independence of the process.

	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	


- The Chairman may:
  - Investigate the matter directly; or
  - Refer the matter to the Ethics Committee; or
  - Appoint one or more internal or external Investigators, advisors, forensic auditors, legal counsel, or any other professional agency, as deemed appropriate; or
  - Constitute a special committee for the purpose of investigation.

Where the Company is not required to constitute an Audit Committee under Section 177(1) of the Companies Act, 2013, the Board of Directors shall perform the functions of the Audit Committee under this Policy, and all references to the Chairman of the Audit Committee shall be construed accordingly.

The Protected Disclosure may also be escalated to the Ethics Committee for appropriate action, depending on the nature, materiality, and severity of the matter. In case of any conflict of interest involving:

- A member of the Audit Committee,
  - A member of the Ethics Committee, or
  - Any person proposed to be involved in the investigation, such conflicted person shall recuse himself/herself from all deliberations. The Chairman of the Audit Committee (or the Board, where acting in its place) may exclude such conflicted member and appoint an alternate independent person or agency to ensure impartiality and fairness.
- b. Investigators are required to conduct a process towards fact-finding and analysis. Investigators shall
- Derive their authority from the Audit Committee or the Board (where acting in place of the Audit Committee).
  - Be granted full access to relevant books, records, documents, data systems, premises, and personnel of the Company, subject to applicable laws.
  - Be entitled to seek written explanations, record statements, and obtain documentary or digital evidence as necessary.

Investigators may draw upon technical, financial, forensic, legal, compliance, human resource, or other specialised resources, whether internal or external, to augment the investigation where required.

	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	


- c. All employees, officers, and Directors shall co-operate fully and provide true, correct, and complete information. All Investigators shall be independent and unbiased both in fact and as perceived. Investigators have a duty of fairness, objectivity, thoroughness, ethical behaviour, and observance of legal and professional standards. Investigators shall ensure that no prejudgment is formed prior to completion of the investigation, all relevant evidence, whether inculpatory or exculpatory, is considered, the dignity and rights of all concerned persons are respected.

#### 10. Decision

- a. Upon receipt of the investigation report, the Audit Committee shall review the findings objectively and may accept the report in whole or in part, seek clarification, or direct further investigation as it deems appropriate. Where the Company is not required to constitute an Audit Committee under Section 177(1) of the Companies Act, 2013, the Board of Directors shall perform the functions of the Audit Committee under this Policy. Based on the findings, the Audit Committee or the Board (as applicable) may determine and direct such appropriate disciplinary, corrective, remedial, preventive, or legal action as it considers fit, having regard to the nature, gravity, and impact of the matter and the position of the Subject. The Company shall retain sole discretion in determining the nature and extent of such action. The decision so taken shall be binding on the Subject, subject to applicable law.
- b. The decision of the Audit Committee or the Board (where acting in place of the Audit Committee) shall be final and conclusive, without prejudice to applicable statutory rights and powers.

#### 11. Reporting

- a. The Chief Ethics Counsellor shall submit a report to the Audit Committee on a quarterly basis or on case-to-case basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.
- b. Where no Audit Committee is constituted, such report shall be submitted to the Board of Directors.
- o Material or high-risk matters involving:

	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	

- Directors
- Senior management personnel
- Financial irregularities
- Regulatory exposure
- shall be immediately brought to the attention of the Chairman of the Audit Committee or the Board, as applicable, without waiting for quarterly reporting.

The reporting shall maintain confidentiality of identities unless disclosure is required by law.


## 12. Retention of documents

The Company shall retain all Protected Disclosures in along with the results of investigation relating thereto in digital form for a minimum period of seven years. Access to such records shall be restricted and controlled to ensure confidentiality and data protection compliance. Upon expiry of the retention period, records may be destroyed in accordance with the Company's document destruction policy, unless required to be preserved due to ongoing litigation, regulatory inquiry, or legal hold.

## 13. Amendment

- a. The Company reserves the right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees unless the same is notified to the Employees in writing.
- b. No amendment shall:
  - Dilute the vigil mechanism requirements under Section 177 of the Companies Act, 2013; or
  - Be inconsistent with applicable laws or regulatory requirements.
- c. All amendments shall become effective upon approval unless otherwise specified and shall be communicated to Employees, Directors, and other relevant stakeholders through appropriate internal communication channels.

**This Policy shall come into force with immediate effect**

	<b>ORRA Fine Jewellery</b>	Effective Date: 01/03/2026
	STANDARD OPERATING PROCEDURE	
	Whistle Blower Policy	

**Schedule 1 - Vigil Mechanism Contact Matrix**

**Chief Ethics Counsellor:**

Name: Avnish Anand

Contact: +91 - 7400377569

Email ID: whistleblower@orra.co.in

**Complaint Against Chief Ethics Counsellor**

In the event the Protected Disclosure concerns the Chief Ethics Counsellor, such disclosure shall be made directly to the Chairman of the Audit Committee or, where no Audit Committee is constituted, to the Board of Directors. The Chief Ethics Counsellor shall have no role whatsoever in the receipt, screening, review, processing, investigation, or decision-making in respect of such complaint and shall stand formally recused from the matter.

**Complaint Against a Director**

Where the Protected Disclosure concerns a Director, the matter shall be placed before the Board of Directors for consideration, excluding the concerned Director. The concerned Director shall recuse from all deliberations, review, investigation oversight, and decision-making in relation to such matter.



**Siddharth Sawjiani**  
Sr Vice President - Business Head



**Shripad Nene**  
Company Secretary