WHISTLE BLOWER POLICY

PREFACE

The Ministry of Heavy Industries and Public Enterprises, Department of Public Enterprises vide its Office Memorandum No.18(8)/2005-GM dated 22nd June 2007 has issued guidelines on Corporate Governance for Central Public Enterprises (CPSEs). As per the guidelines, the Company may promulgate 'Whistle Blower Policy' in order to establish a mechanism for employees to report to the Management about unethical behaviour, actual or suspected fraud or violation of the Company's General Guidelines on conduct or ethics policy.

2. The Company 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. Towards this end, the Company has adopted the Code of Conduct ('the Code'), which lays down the principles and standards that should govern the actions of the Company and its employees. Any potential violation of "the Code", however insignificant or perceived, as such would be a matter of serious concern for the Company. The role of the employees in pointing out violation of the Code cannot be undermined. There is a provision under "the Code" requiring employees to report violations.

3. Accordingly, this Whistle Blower Policy (the Policy) has been formulated with a view to provide a mechanism for employees of the Company to approach the Chairman of the Audit Committee / Director (HR) / Head of Systems Audit of the Company.

DEFINITIONS

4. The definitions of some of the key terms used in this Policy are given below. Capitalised terms not defined herein 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-292A of the Companies Act, 1956;

b) "Employee" means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.

c) "Code" means the HAL Code of Business Conduct & Ethics.

d) "Investigators" mean those persons authorized, appointed consulted or approached by the Chairman of the Audit Committee / Director (HR) / Head of Systems Audit.

e) "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

f) "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.

g) "Whistle Blower" means an Employee making a Protected Disclosure under this Policy.

SCOPE

5. This policy is an extension of the HAL Code of Conduct, circulated vide letter No.CO/SEC/305/COC/2008 dated 11th March 2008 as revised from time to time. The Whistle Blower's role is that of a reporting party with reliable information. They are not required or expected to act as investigators or finders of facts, nor would they determine the appropriate corrective or remedial action that may be warranted in a given case.

6. Whistle Blower should not 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 / Director (HR) / Head of Systems Audit or other identified Investigators.

7. Protected Disclosure will be appropriately dealt with by the Chairman of the Audit Committee / Director (HR) / Head of Systems Audit as the case may be.

ELIGIBILITY

8. All Employees of the Company are eligible to make Protected Disclosures under the Policy. The Protected Disclosures may be related to matters concerning the Company.

DISQUALIFICATIONS

9. While it will be ensured that genuine Whistle Blowers are accorded complete protection from any kind of unfair treatment as herein set out, any abuse of this protection will warrant disciplinary action.

   a) Protection under this Policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a Whistle Blower knowing it to be false or bogus or with a mala fide intention.

   b) Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blowers who make three or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this Policy.

PROCEDURE

10. All Protected Disclosures concerning operational management should be addressed to the Chairman of the Audit Committee / Director (HR) / Head of Systems Audit of the Company for investigation.

11. In respect of all other Protected Disclosures, those concerning the employees at the levels of Functional Directors and Chairman should be addressed to the Chairman of the Audit Committee, the Officers at the level of Grade-IX & X should be addressed to the Director (HR) and other Officers up to the level of Grade-VIII should be addressed to the Director (HR) / Head of Systems Audit, Corporate Office.

12. The particulars of Chairman of the Audit Committee are as under : -

* SHRI GOPABANDHU PATTANAIK
Ex-IAS Officer
No.602, Coronation Apartment, 28, Park Road,
Opposite Gautham Palli,
LUCKNOW – 226 001 (U.P.)

Address of the Director (HR)

Director (HR)
Hindustan Aeronautics Ltd.,
15/1, Cubbon Road
BANGALORE – 560 001.

Address of the Head of Systems Audit :-

Head of Systems Audit
Hindustan Aeronautics Limited
Corporate Office
15/1, Cubbon Road
BANGALORE – 560 001.

* To be notified from time to time.

13. Protected Disclosures should preferably be reported in writing so as to ensure a clear understanding of the issues raised and should either be typed or written in legible handwriting.

14. (i)The protected Disclosure should be forwarded under a covering letter which shall bear the identity of the Whistle Blower. The Chairman of the Audit Committee / Director (HR) / Head of Systems Audit as the case may be, shall detach the covering letter and forward only the Protected Disclosure to the Investigators for investigation within 10 days from the date of its receipt.

(ii) The Chairman of the Audit Committee / Director (HR) / Head of Systems Audit as the case may be, shall forward a copy of the Protected Disclosure to the Chief Vigilance Officer (CVO) within 10 days from the date of its receipt for information.

15. Protected Disclosures should be factual and have prima facie evidence / proof, 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.

16. Anonymous petitions will not be entertained whatsoever.

INVESTIGATION

17. All Protected Disclosures reported under this policy will be thoroughly investigated. The Chairman of the Audit Committee / Director (HR) / Head of Systems Audit of the Company or any authorized person / agency including Vigilance Department will investigate under the authorization of the Audit Committee.

18. The Chairman of the Audit Committee / Director (HR) / Head of Systems Audit may at his discretion consider involving any Investigators for the purpose of investigation.

19. The decision to conduct an investigation taken by the Chairman of the Audit Committee / Director (HR) / Head of Systems Audit is by itself not an accusation and is to be treated as a neutral fact finding process.

20. The identity of a Subject(s) and the Whistle Blower will be kept confidential to the extent possible, given the legitimate needs of law and the investigation.

21. Subject(s) will normally be informed in writing of the allegations at the outset of a formal investigation and have opportunities for providing their inputs during the investigation.

22. Subject(s) shall have a duty to co-operate with the Chairman of the Audit Committee / Director (HR) / Head of Systems Audit 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.

23. Subject(s) have a right to consult with a person or persons of their choice, other than the Chairman of the Audit Committee / Director (HR) / Head of Systems Audit / Investigators and / or members of the Audit Committee and / or the Whistle Blower. Subject(s) shall be free at any time to engage counsel at their own cost to represent them in the investigation proceedings.

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

25. Unless there are compelling reasons not to do so, Subject(s) will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrong doing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

26. Subject(s) have a right to be informed of the outcome of the investigation. If allegations are not substantiated, 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. However, interest of the Company will prevail over the other.

27. The investigation shall be completed normally within thirty days of the receipt of the Protected Disclosure.

28. No ‘Disclosure’ which is more than 3 years old from the date of noticing the said unethical behaviour, suspected fraud, violation etc., will be taken up, in order to prevent any person from raising issues with ulterior motive.

PROTECTION

29. No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having reported a Protected Disclosure under this policy.

30. The Company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given 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 Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure.

31. A Whistle Blower 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.

32. The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.

33. Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

INVESTIGATORS

34. Investigators are required to conduct a process towards fact finding and analysis. Investigators shall derive their authority and access rights from the Chairman of Audit Committee / Director (HR) / Head of Systems Audit when acting within the course and scope of their investigation.

35. Technical and other resources may be drawn upon as necessary to augment the investigation. 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.

36. Investigations will be launched only after a preliminary review by the Chairman of the Audit Committee or Director (HR) or Head of Systems Audit, as the case may be, which establishes that :-

   i. the alleged act constitutes an improper or unethical activity or conduct, and

   ii. the allegation is supported by information specific enough to be investigated or in cases where the allegation is not supported by specific information, it is felt that the concerned matter is worthy of management review. Provided that such investigation should not be undertaken as an investigation of an improper or unethical activity or conduct.

DECISION

37. Head of Systems Audit / Director (HR) will submit their report after investigation to the Chairman, Audit Committee. If an investigation leads the Chairman of the Audit Committee to conclude that an improper or unethical act has been committed, the Chairman of the Audit Committee shall recommend to the management of the Company to take such disciplinary or corrective action as the Chairman of the Audit Committee 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 HAL Conduct, Discipline & Appeal Rules, 1984 (CDA Rules).

REPORTING

38. The Director (HR) or Head of Systems Audit shall submit a report to the Chairman of the Audit Committee on a regular basis about all Protected Disclosures referred to him / her since the last report together with the results of investigations, if any, on quarterly basis.

Retention of Records / Documents

39. All documents relating to such Protected Disclosure made through the procedures outlined above shall be retained for at least five years from the date of the 'Protected Disclosure', after which the information may be destroyed unless the information may be relevant to any pending or potential litigation, inquiry, or investigation, in which case the information will be retained for the duration of that litigation, inquiry, or investigation and therefore as necessary.

Amendment to the policy

40. The Company reserves its right to amend or modify this policy in whole or in part; at any time without assigning any reasons and will be binding on the employees.

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