

CORPORATE OFFICE

INTER OFFICE MEMO

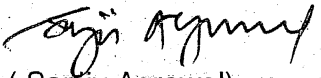
FROM: Company Secretary  
PH: L/CO/S&L/3805  
October 20, 2015

TO: All HODs,  
GM-NR/WR/ER  
JGM(IS)- for upload on intranet

WHISTLE BLOWER POLICY OF PAWAN HANS

Further to the IOM dated 24.8.2012, Whistle Blower Policy has been approved by the Board of Directors of Pawan Hans in the 130<sup>th</sup> meeting held on 29.7.2011 and nominated Shri G. Asok Kumar, JS-MoCA and Director -PHL as "Ombudsperson". Further, Shri Sanjeev Razdan has been nominated as "Whistle Officer".

Smt.Usha Padhee, JS-MoCA and Director-Pawan Hans has now been nominated as "Ombudsperson" w.e.f. 15.10.2015 in place of Shri G. Asok Kumar, under the Whistle Blower Policy of Pawan Hans.

  
( Sanjiv Agrawal)

C.V.O.

ED

GM (OPS)

GM (F&A)

Off.GM(HR)

Incharge (ENGG.)

Incharge (MKTG.)

JGM(IS)- for upload on intranet

JGM (MATS)

Principal (NIASS)

GM(NR)

GM(WR)

GM(ER)

OSD/EA TO CMD

**PAWAN HANS HELICOPTERS LIMITED  
(A GOVERNMENT OF INDIA ENTERPRISE)  
CORPORATE OFFICE**

**INTER OFFICE MEMO**

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FROM: Company Secretary

TO: All HODs,  
GM-NR/WR

PHHL/CO/S&L/3805  
August 11, 2011

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**WHISTLE BLOWER POLICY OF PHHL**

As per Guidelines on Corporate Governance for CPSEs issued by DPE vide OM No.18(8)/2005-GM dated 14.5.2010 has viewed that CPSE may establish a mechanism for employees to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Company's General Guidelines on conduct or ethics policy.

Accordingly, a Whistle Blower Policy has been approved by the Board of Directors of PHHL in the 130<sup>th</sup> meeting held on 29.7.2011 and nominated Shri Rohit Nandan, JS-MOCA and Director-PHHL as "Ombudsperson". Further, Shri Sanjeev Razdan has been nominated as "Whistle Officer".

A copy of the policy is enclosed which may also be viewed by the employees of PHHL at the Intranet i.e. [www.phhlreports.net](http://www.phhlreports.net)

  
( Sanjiv Agrawal )



# **WHISTLE BLOWER POLICY**

## **PAWAN HANS HELICOPTERS LIMITED**

### **1. Preface**

- 1.1. 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 behavior.
- 1.2. The Company is committed to developing a culture where it is safe for all employees to raise concerns about any poor or unacceptable practice and any event of misconduct.
- 1.3. To establish a mechanism called “Whistle Blower Policy” for employees to report to the management instances of unethical behavior, actual or suspected fraud or violation of the Company’s code of conduct or ethics policy.
- 1.4. The purpose of this policy is to provide a framework to promote responsible and secure whistle blowing. It protects employees wishing to raise a concern about serious irregularities within the Company.
- 1.5. The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation.

### **2. Policy**

- 2.1 This Policy is for the Employees as defined hereunder.
- 2.2 The Policy has been drawn up so that Employees can be confident about raising a concern. The areas of concern covered by this Policy are summarized in paragraph 5.

### **3. Definitions**

- 3.1 “Disciplinary Action” means any action that can be taken on the completion of /during the investigation proceedings including but not limiting to a warning, imposition of fine, suspension from official duties or any such action as is deemed to be fit considering the gravity of the matter.
- 3.2 “Employee” means every employee of the Company including those working on contract or through contractors.
- 3.3 “Protected Disclosure” means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.

- 3.4 “Subject” means a person against or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 3.5 “Whistle Blower” is someone who makes a Protected Disclosure under this Policy.
- 3.6 “Whistle Officer” or “Committee” means an officer or Committee of persons who is nominated/appointed to conduct detailed investigation.
- 3.7 “Ombudsperson” will be a Non-Executive Director for the purpose of receiving all complaints under this Policy and ensuring appropriate action. In the first instance, the Board has nominated Shri. Rohit Nandan, Director-PHHL as “Ombudsperson”. The Chairman & Managing Director shall have the authority to change the Ombudsperson from time to time.

#### **4. The Guiding Principles**

- 4.1 To ensure that this Policy is adhered to, and to assure that the concern will be acted upon seriously, the Company will:
  - 4.1.1 Ensure that the Whistle Blower and/or the person processing the Protected Disclosure is not victimized for doing so;
  - 4.1.2 Treat victimization as a serious matter including initiating disciplinary action on such person/(s);
  - 4.1.3 Ensure complete confidentiality.
  - 4.1.4 No attempt to conceal evidence of the Protected Disclosure;
  - 4.1.5 Take disciplinary action, if any one destroys or conceals evidence of the Protected Disclosure made/to be made;
  - 4.1.6 Provide an opportunity of being heard to the persons involved especially to the Subject;

#### **5. Coverage of Policy**

- 5.1 The Policy covers malpractices and events which have taken place/suspected to take place involving:
  - 1. Abuse of authority
  - 2. Breach of contract
  - 3. Negligence causing substantial and specific danger to public health and safety
  - 4. Manipulation of company data/records
  - 5. Financial irregularities, including fraud, or suspected fraud
  - 6. Criminal offence
  - 7. Pilferage of confidential/proprietary information
  - 8. Deliberate violation of law/regulation
  - 9. Wastage/misappropriation of company funds/assets
  - 10. Breach of employee Code of Conduct or Rules
  - 11. Any other unethical, biased, favoured, imprudent event
- 5.2 Policy should not be used in place of the Company grievance procedures or be a route for raising malicious or unfounded allegations against colleagues.

## 6. Disqualifications

- 6.1 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.
- 6.2 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.
- 6.3 Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be *mala fide*, *frivolous* or *malicious* shall be liable to be prosecuted under Company's Code of Conduct.

## 7. Manner in which concern can be raised

- 7.1 Employees can make Protected Disclosure to Ombudsperson, as soon as possible but not later than 30 consecutive days after becoming aware of the same.
- 7.2 The Ombudsperson is authorized to receive written complaints for disclosure on any allegation of corruption or misuse of office by any employee of the company.
- 7.3 The Ombudsperson has the responsibility of keeping the identity of the complainant secret. Hence the complainant should comply with the following steps :-
  - a) The complaint should be in a closed / secured envelope.
  - b) The envelope should be addressed to Ombudsperson and should be superscribed "Complaint as Whistle-Blower". If the envelope is not superscribed and closed, it will not be possible for the Ombudsperson to protect the complainant under the Whistle-Blower Policy and the complaint will be dealt with as per the normal complaint.
  - c) The complainant should give his/her name and address in the beginning or end of the complaint.
  - d) The Ombudsperson will not entertain anonymous / pseudonymous complaints.
  - e) The text of the complaint should be carefully drafted so as not to give any details or clue as to his/her identity. However, the details of the complaint should be specific and verifiable.
  - f) The Whistle-Blowers are advised not to enter into any further correspondence with the Ombudsperson in their own interest. The Ombudsperson will ensure the necessary action into the allegation and if any further clarification is required, the Ombudsperson will get in touch with the complainant.
  - g) If the complaint is accompanied by particulars of the person making the complaint, the Ombudsperson shall take the following steps:-

- i. Ombudsperson will ascertain from the complainant whether he/she was the person who made the complaint or not.
  - ii. The identity of the complainant will not be revealed unless the complainant himself/herself has made the details of the complaint either public or disclosed his/her identity to any other office or authority.
  - iii. After concealing the identity of the complainant, the Ombudsperson shall make, in the first instance, discreet inquiries to ascertain if there is any basis of proceeding further with the complaint.
  - iv. Either as a result of the discreet inquiry, or on the basis of the complaint itself without any inquiry, if the Ombudsperson is of the opinion that the matter requires to be investigated further, the Ombudsperson shall officially seek the comments or explanation from the department concerned and also shall request the concerned head of the department to keep the identity of the complainant secret if for any reason, the concerned Head comes to know the identity.
- 7.4 Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a Whistle Officer/Committee nominated by the Ombudsperson for this purpose. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made.
- 7.5 Name of the Whistle Blower shall not be disclosed to the Whistle Officer/Committee.
- 7.6 The Ombudsperson/Whistle Officer/Committee shall:
- i) Make a detailed written record of the Protected Disclosure. The record will include:
    - a) Facts of the matter
    - b) Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
    - c) Whether any Protected Disclosure was raised previously against the same Subject;
    - d) The financial/ otherwise loss which has been incurred / would have been incurred by the Company.
    - e) Findings of Ombudsperson/Whistle Officer/Committee;
    - f) The recommendations of the Ombudsperson/Whistle Officer/Committee on disciplinary/other action s).
  - ii) The Whistle Officer/Committee shall finalise and submit the report to the Ombudsperson within 15 days of being nominated/appointed.
- 7.7 On submission of report, the Whistle Officer /Committee shall discuss the matter with Ombudsperson who shall either:

- i) In case the Protected Disclosure is proved, accept the findings of the Whistle Officer /Committee and initiate such Disciplinary Action as he may think fit with the approval of Disciplinary Authority and take preventive measures to avoid reoccurrence of the matter;
  - ii) In case the Protected Disclosure is not proved, extinguish the matter;
- Or
- ii) Depending upon the seriousness of the matter, Ombudsperson may refer the matter to the Audit Committee with proposed disciplinary action/counter measures. In case the Audit Committee thinks that the matter is too serious, it can further place the matter before the Board with its recommendations. The Board may decide the matter as it deems fit.
- 7.8 If any person is aggrieved by any action on the ground that he is being victimized due to the fact that he/she had filed a complaint or disclosure, he/she may file an application before the Chairman of the Audit Committee seeking redress in the matter, who shall take such action, as deemed fit. The Chairman of the Audit Committee may give suitable directions to the concerned employee or the authority as the case may be.
- 7.9 Either on the application of the complainant or on the basis of the information gathered, if the Chairman of the Audit Committee is of the opinion that either the complainant or the witnesses need protection, the Chairman shall issue appropriate direction to the CMD.
- 7.10 In exceptional cases, where the Whistle Blower is not satisfied with the outcome of the investigation and the decision, s/he can make a direct appeal to the Chairman of the Audit Committee.

## **8. Vigilance Matter :**

- 8.1 The Ombudsperson will refer all the complaints having vigilance angle to the Chief Vigilance Officer (CVO)-PHHL for further necessary action as per the guidelines of CVC.

## **9. Protection**

- 9.1 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. Complete protection will, therefore, be given to Whistle Blower against any unfair practice like retaliation, threat or intimidation of termination/suspension of service, disciplinary action, transfer, demotion, refusal of promotion, discrimination, any type of harassment, biased behavior 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. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

9.2 The identity of the Whistle Blower shall be kept confidential.

9.3 Any other Employee assisting in the said investigation or furnishing evidence shall also be protected to the same extent as the Whistle Blower.

## **10. Secrecy/Confidentiality**

The Whistle Blower, the Subject, the Whistle Officer and everyone involved in the process shall:

- a. maintain complete confidentiality/ secrecy of the matter
- b. not discuss the matter in any informal/social gatherings/ meetings
- c. discuss only to the extent or with the persons required for the purpose of completing the process and investigations
- d. not keep the papers unattended anywhere at any time
- e. keep the electronic mails/files under password. If anyone is found not complying with the above, he/ she shall be held liable for such disciplinary action as is considered fit.

## **11. Reporting**

A quarterly report with number of complaints received under the Policy and their outcome shall be placed before the Audit Committee and the Board.

## **12. Amendment**

The Chairman & Managing Director of the Company has the right to amend or modify this Policy in consultation with CVO in whole or in part, at any time without assigning any reason, whatsoever.

The Whistle Blower Policy has been approved by the Board of Directors in 130<sup>th</sup> meeting held on 29.7.2011 and is hosted on the Intranet of PHHL.

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