

GOA SHIPYARD LTD

CMD/40/2015 dated 13 Oct 2015

WHISTLE BLOWER POLICY

Whistle Blower policy enclosed has been adopted by the Company and is promulgated herewith.



**Chairman & Managing Director**

Vasco- da- Gama

**Dist:** D4

**Encl:** Whistle Blower Policy



## WHISTLE BLOWER POLICY

### 1. Preface:

#### 1.1 This policy is formulated:

- i. To provide an opportunity / avenue to employees to raise concerns and to access in good faith the Audit Committee to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication, in case they observe unethical and improper practices or any other wrongful conduct in Company.
- ii. To provide necessary safeguards for protection of employees from reprisals or victimization and to prohibit managerial personnel from taking any adverse personnel action against those employees.

#### 1.2 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 and vide Office Memorandum No. 18(8)2005-GM dt. 14.05.2010 has issued guidelines on Corporate Governance for Central Public Enterprises (CPSEs). As per the guidelines, Company may promulgate '**Whistle Blower Policy**' to establish a mechanism for its employees to report to the Management on unethical behavior, actual or suspected fraud or violation of the Company's General Guidelines on conduct or ethics policy.

#### 1.3 The objective is:

- i. To provide necessary safeguards for protection of employees from reprisals or victimization for whistle blowing in good faith and to provide opportunity to employees to access in good faith to the Competent Authority in case, they observe unethical and improper practices or any other wrongful conduct in the Company.
- ii. To prohibit managerial personnel from taking any adverse personnel action against those employees.

#### 1.4 A disciplinary action against the Whistle Blower, which occurs on account of poor job performance or misconduct by the Whistle Blower and which is independent of any disclosure made by the Whistle Blower, shall not be protected under this policy.

1.5 For the sake of absolute clarity, this 'Whistle Blower Policy' does not tantamount in any manner to dilution of the Vigilance mechanism in GSL. On the contrary, over and above the existing Vigilance Mechanism, any Protected Disclosure made by an employee under this policy, if perceived to have a vigilance angle, shall be referred to the Chief Vigilance Officer (CVO), GSL, as per the existing practice.

## 2. Definitions;

2.1 "GSL" means Goa Shipyard Limited.

2.2 "Audit Committee" means the Audit Committee of the Board constituted by the Board of Directors of GSL.

2.3 "Competent Authority" means the Chairman & Managing Director of GSL and will include any person(s) to whom he may delegate any of his power as the Competent Authority under this policy from time to time. In case of conflict of interest (CMD being the subject person), Competent Authority means Chairman- Audit Committee.

2.4 "Employee" means every employee of the Company whether working in India or abroad including the Directors in the employment of the Company.

2.5 "Improper Activity" means unethical behavior, actual or suspected fraud or violation of the Company's general guidelines on conduct or ethics policy by any employee of GSL.

2.6 "Investigators" mean those persons authorized, appointed, consulted or approached by the Chairman & Managing Director / Competent Authority in connection with conducting investigation into a protected disclosure and include the Auditors of GSL.

2.7 "Protected Disclosure" means any communication made in good faith that discloses or demonstrates information that may be treated as evidence of unethical or "Improper Activity".

2.8 "Screening Committee" means a Committee constituted under Whistle Blower Policy of GSL, comprising the Chairman & Managing Director or in his absence, a Functional Director as nominated by CMD AND Chairman, Audit Committee or in his absence, a member of the Audit Committee as nominated by the Chairman of Audit Committee.

2.9 "Service Rules" means the GSL's Conduct, Discipline and Appeal Rules, 1977 or as per provisions of Goa Shipyard Officer's /Supervisor's Conduct, Discipline and Appeal Rules, 1979' Standing Orders as applicable.

2.10 "Subject" means an employee - Executive / Non-Executive against or in-relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.

2.11 "Whistle Blower" means an Employee making a Protected Disclosure under this policy.



3. **Eligibility:** All employees of GSL are eligible to make "Protected Disclosures".

4. **Guiding Principles:**

4.1 Protected disclosures shall be acted upon in a time bound manner.

4.2 Complete confidentiality of the Whistle Blower will be maintained.

4.3 The Whistle Blower and / or the person(s) processing the Protected Disclosure will not be subjected to victimization.

4.4 Evidence of the Protected Disclosure will not be concealed and appropriate action including disciplinary action will be taken in case of attempts to conceal or destroy evidence.

4.5 '**Subject**' of the Protected Disclosure i.e. Employee against or in relation to whom a protected disclosure has been made will be provided an opportunity of being heard.

4.6 The Whistle Blower should bring to attention of the Competent Authority at the earliest any improper activity or practice. Although they are not required to provide proof, they must have sufficient cause for concern.

4.7 The Whistle Blower shall co-operate with investigating authorities, maintaining full confidentiality.

5. **Whistle Blower - Role & Protection:**

**Role:**

5.1 The Whistle Blower's role is that of a reporting party with reliable information.

5.2 The Whistle Blower is not required or expected to conduct any investigation on his own.

5.3 The Whistle Blower may also be associated with the investigation, if the case so warrants. However, he shall not have a right to participate.

5.4 Protected Disclosure will be appropriately dealt with by the Competent Authority.

5.5 The Whistle Blower shall have a right to be informed of the disposition of his disclosure except for overriding legal or other reasons.

**Protection:**

5.6 Genuine Whistle Blowers will be accorded protection from any kind of harassment / unfair treatment / victimization. However, motivated and frivolous disclosures shall be discouraged.

- 5.7 If the Whistle Blower is required to give evidence in criminal or disciplinary proceedings, arrangement should be made for the Whistle Blower to receive advice about the procedure. Expenses incurred by the Whistle Blower in connection with the above, towards travel etc. will be reimbursed as per normal entitlements.
- 5.8 A Whistle Blower may report any violation of clause 5.7 above to the Competent Authority, who shall investigate into the same and take corrective actions as may be required.
- 5.9 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

6. **Procedures – Essentials And Handling of Protected Disclosure:**

- 6.1 The Protected Disclosure / Complaint should be attached to a letter bearing the identity of the Whistle Blower / complainant i.e. his / her Name, Personal ID and Location, and should be inside an envelope, which should be **closed / secured / sealed**. The envelope thus secured / sealed should be addressed to the Competent Authority and should be **super scribed "Protected Disclosure"**. If the envelope is not superscripted nor closed/ sealed / secured, it will not be possible to provide protection to the Whistle Blower as specified under this policy.
- 6.2 If the Whistle Blower believes that there is a conflict of interest between the Competent Authority and the Whistle Blower, he may send his protected disclosure directly to the Chairman of Audit Committee, at the address mentioned at Para 6.7.
- 6.3 Anonymous or pseudonymous Protected Disclosure shall not be entertained.
- 6.4 Protected Disclosure should either be typed or written in legible hand writing in English, Hindi, or Regional language of the place of employment of the Whistle Blower and should provide a clear understanding of the Improper Activity involved/issue/ concern raised. The reporting should be factual and not speculative in nature. It must contain as much relevant information as possible to allow for preliminary review and proper assessment.
- 6.5 Investigation into any Improper Activity, which is the subject matter of an inquiry or order under the Public Servants' Inquiries Act, 1850 or under the Commissions of Inquiry Act, 1952 will not come under the purview of this policy.
- 6.6 The contact details of the Competent Authority for addressing and sending the Protected Disclosure are as under:  
The Chairman & Managing Director,  
Competent Authority,  
Whistle Blower  
Mechanism Goa  
Shipyards Limited,  
Goa : 403802
- 6.7 The contact details for addressing a protected disclosure to the Chairman, Audit

