



---

## AIA ENGINEERING LIMITED

A large, light gray rounded rectangle containing a 3D rendered image of a person blowing a whistle. The person is wearing a white shirt and a dark tie, and is holding a whistle to their mouth. The text is overlaid on this image.

# Whistle Blower & Vigil - Mechanism Policy

December 1, 2015



---

## TABLE OF CONTENTS

<b>Sr. No.</b>	<b>Particulars</b>	<b>Page Nos.</b>
1.	Background	3
2.	Duty to report	3
3.	How to report	4
4.	Investigations after the report	4
5.	Document retention	5
6.	Protection against harassment or victimization	5
7.	Confidentiality	5
8.	Policy Review	6
9.	Effective Date	6
10.	Compliance	6



---

## 1. BACKGROUND

AIA Engineering Limited (“AIAEL”) and its subsidiaries (collectively the “Company”) are committed to complying with the foreign and domestic laws that apply to them, satisfying the Company’s Code of Conduct and Ethics, and particularly to assuring that business is conducted with integrity and in legal and ethical manner.

AIAEL wants to know about any breach or potential breach of its business principles, illegal & unethical conduct, financial malpractice or dangers to the public, the environment, or to anyone working for AIAEL including its employees, shareholders, debenture-holders, deposit-holders and other security holders (“Stakeholders”), that may be occurring despite the rigorous compliance procedures of the Company.

AIAEL’s Stakeholders therefore have a duty to inform promptly if they have any reason to suspect that there has been a breach or potential breach of the Business Principles and legal compliances or any other illegal or unethical conduct.

If illegal or unethical conduct, potential violations of Company policies or applicable laws are not recognized, timely and addressed promptly, both the Company and those working for or with the Company will face governmental investigation, prosecution, fines, and other penalties.

Consequently, to promote the highest ethical standards with due compliance of business principles and all applicable law, the Company has to maintain a platform that facilitates the early detection and reporting by AIAEL’s Stakeholders, of illegal and unethical conduct or potential violations of Company policies and applicable laws. It is in this context that the Whistle Blower & Vigil Mechanism Policy (“Policy”) is being framed and implemented by AIA Engineering Limited (“the Company” or “AIA”).

## 2. DUTY TO REPORT

Every Stakeholder is required to report to the Company any suspected violation of any law that applies to the Company and any suspected violation of the Company’s Code of Conduct and Ethics or illegal or unethical conduct (“Disclosure”). This includes possible accounting or financial reporting violations, insider trading, bribery, or violations of the anti-retaliation aspects of this Policy. Retaliation includes adverse actions and harassment of the Whistle Blower or discrimination against him in the employment because of his the reporting of a suspected violation.

It is the policy of the Company that one must, when one reasonably suspects that a violation of an applicable law or the Company’s Code of Conduct and Ethics or Misconduct has occurred or is occurring, report that potential violation or illegal & unethical conduct. Such Disclosure is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws.



---

**Following is list of exemplified suspected violations:**

- Violation of any law or regulations, policies including but not limited to corruption, bribery,
- Theft, fraud, coercion and willful omission.
- Rebating of Commission/benefit or conflict of interest.
- Procurement frauds.
- Mismanagement, Gross wastage or misappropriation of company funds/assets.
- Manipulation of Company data/records.
- Misappropriating cash/company assets; leaking confidential or proprietary information.
- Unofficial use of Company's property/human assets.
- Activities violating Company policies. (Including Code of Conduct )
- A substantial and specific danger to public health and safety.
- An abuse of authority or fraud
- An act of discrimination or sexual harassment

### **3. HOW TO REPORT**

Company has nominated Mr. Yashwant M. Patel; Whole-time Director on Board of the Company has the Chief Vigilance Officer.

One must report all suspected violations of business principles or any applicable law or illegal & unethical conduct in person to Mr. Yashwant M. Patel or anonymously by sending an e-mail to: [yashwant.patel@aiaengineering.com](mailto:yashwant.patel@aiaengineering.com)

or by sending an anonymous letter marked 'Confidential' to:

**Mr. Yashwant M. Patel**

70-77, Survey No. 423/P, 426/P, Mahagujarat Industrial Estate,  
Sarkhej Bavla Road, N.H. 8-A, Village: Moraiya,  
Post: Changodar, Taluka Sanand,

**AHMEDABAD – 382 213**

### **4. INVESTIGATIONS AFTER THE REPORT**

All Disclosures under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. If, at the conclusion of its investigation, the Company finds that a violation or any illegal or unethical conduct has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination.



---

Reasonable and necessary steps will also be taken to prevent any further violations of Company policy, Business Principles and illegal & unethical conduct.

## **5. DOCUMENT RETENTION**

All documents related to Disclosure, investigation and enforcement pursuant to this Policy shall be kept in accordance with the Company's record retention policy and applicable law.

## **6. PROTECTION AGAINST HARASSMENT OR VICTIMIZATION**

No unfair treatment will be meted out to a Whistle Blower by virtue of his/her having made Disclosure of an illegal & unethical conduct or violations of Company policy, Business Principles 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. 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 Disclosure.

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

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 mala fide intention.

Whistle Blowers, who make three or more Disclosures, which have been subsequently found to be mala fide, frivolous, baseless, malicious or reported otherwise than in good faith, will be disqualified from reporting further protected disclosures under this policy. In respect of such Whistle Blowers, the Company/Audit Committee would reserve its right to take/recommend appropriate disciplinary action.

If the Disclosure made by Whistle Blower found correct, he will be rewarded suitably.

## **7. CONFIDENTIALITY**

AIAEL will treat all such Disclosures in a confidential and sensitive manner. The identity of the Whistle Blower will be kept confidential so long as it does not hinder or frustrate any investigation, subject to any legal requirement.



---

## 8. POLICY REVIEW

The Audit Committee may review the functioning of the Policy from time to time and make suggestion for its effective functioning. The Compliance Officer may carry out changes in the Policy as any amendment of the SEBI Listing Regulations from time to time. Material Changes to the Policy will need the approval of the Board of Directors.

If there be any inconsistency between the terms of the Policy and the SEBI Listing Regulations, the provisions of the SEBI Listing Regulations shall prevail.

Any amendments to the SEBI Listing Regulations shall mutatis mutandis be deemed to have been incorporated in this Policy.

## 9. EFFECTIVE DATE

The Policy as approved by the Board of Directors shall be effective from December 1, 2015.

## 10. COMPLIANCE

Failure to comply with this Whistle Blower & Vigil Mechanism Policy may result in disciplinary action. Questions about this policy should be referred to the Compliance Officer, who is in charge of administering, enforcing and updating this policy.

S.N. Jetheliya  
Company Secretary  
AIA Engineering Limited  
11/12, SIGMA Corporates,  
Sindhu Bhavan Road,  
Off. S.G. Highway, Bodakdev,  
Ahmedabad 380 054  
Phone: 079 66047811  
Email: [snj@aiaengineering.com](mailto:snj@aiaengineering.com)

\*\*\*\*\*