

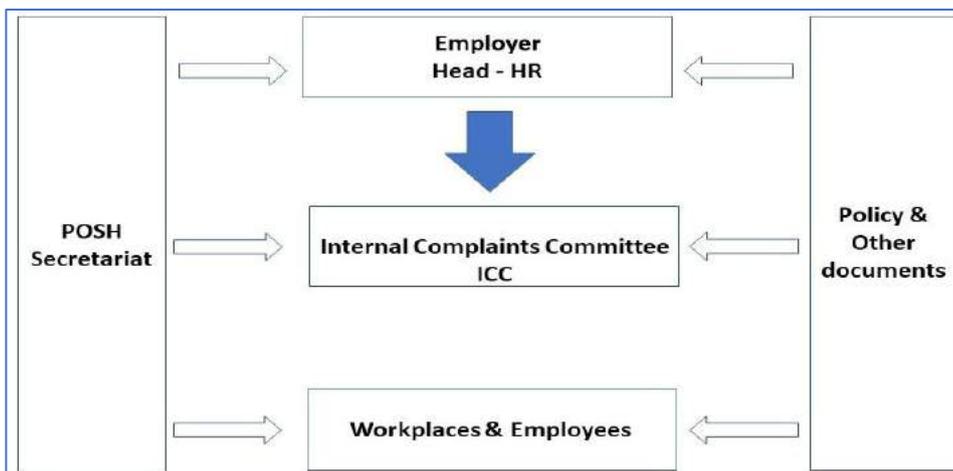
Guidelines under POSH Policy.

A broad definition of sexual harassment consists of any direct or implied unwelcome physical, verbal or non-verbal conduct of unnecessary, improper or unwelcome sexual nature and may include one or more of the following acts or behaviours (whether directly or by implication):

- Unwelcome sexual advances, requests for sexual favours, display of sexual visuals, sexual audios, pornographic or obscene material and any other verbal or physical conduct of a sexual nature; or
- Transmitting any message, by mail, telephone, e-mail, etc. which is obscene, lewd, suggestive or blatantly sexual in nature; or
- Any explicit or implicit communication wherein a sexual favour or demand, whether by words or actions, is made a condition for an individual’s employment, career progress, promotion etc. thereby creating a hostile environment; or
- Sexually charged jokes or remarks and behaviour which have sexually oriented innuendoes; or
- Consistent patterns of unnecessary physical contact, staring or targeting unreasonable attention at an individual in day-to-day dealings; or
- Any pervasive pattern of behaviours which makes employees uncomfortable, insecure or feel humiliated or disadvantaged in any way; or
- Stalking or making repeated unnecessary, unwelcome visits to place of residence; or
- Actual sexual assault

The above list is an indicative but not an exhaustive list of possible forms of sexual harassment.

A) POSH Governance Framework



Elements of POSH Governance Framework

1. Employer:

Employer for the purpose of the POSH Policy shall be the highest authority of the workplace / establishment / entity. In case of Mahindra Susten Pvt Ltd, the Head in charge of Human Resources shall be the Employer. Employer shall be overall responsible for the implementation of the POSH Framework including the issuance of the POSH policy and formation of the Internal Complaints Committees (ICC). For the sake of administrative convenience, the Employer may choose to delegate the responsibility of issuance of appointment / amendment orders for constitution of the ICCs to one level below their office.

2. Policy:

This is the principal document which enshrines the company's approach towards sexual harassment at workplace and the principles that drive the company's efforts at ensuring a harassment free work environment.

3. Internal Complaints Committee (ICC):

To carry out the objective of the POSH Policy the Company has created ICC with responsibility for inquiring into all complaints arising from the workplaces.

The members of the ICC will be selected by HR and necessary appointment/ amendment order shall be issued by the Employer.

4. Employees & Workplaces:

These are the main constituents for whose benefit the Law and the Policy has been made. Employees in the context of this policy shall mean not only direct employees of the entity but also contract labour / third party employees / consultants and visitors who come to our workplaces or have any kind of business engagement with the entity.

Workplace shall mean not only those locations of the entity where its work is carried on but also company provided transport or locations where employees visit in relation to the work of the entity.

The policy shall without limitation, apply inter alia to the following persons and locations:

- a. All employees who are employed with the Company in India including but not limited to permanent, contractual, or temporary employees (hereinafter referred to as "Employee")
- b. All employees who are employed with the Company outside India, in keeping with the company policy and local law of the country.
- c. Any person, who visits premises of the Company for any purpose, such as customer, visitor etc.
- d. All locations of the Company (Workplace). The possible locations could be:
 - i. Any of the business locations of the Company including virtual workplaces; OR
 - ii. Any project sites held by the Company by itself or through its subsidiaries.
 - iii. Any external location visited by Employee due to or in the course of employment with the Company, such as business locations of other organizations/entities, guest houses, hotels, etc., OR
- e. Any mode of transport provided by the Company (or a representative of the Company) to an Employee for undertaking a journey to and from the locations mentioned above.
- f. Online meetings and call.

5. Posh Secretariat:

To assist the Employer in carrying out its responsibilities under the law and under the Policy, the Employer shall by written order appoint a committee comprising representatives from HR, Ethics and Legal to perform the following functions.

- a. Overall implementation of the framework on behalf of the Employer.
- b. Assist in carrying out responsibilities of the Chief Ethics Officer.
- c. Collect and compile data for 1. Quarterly report to BEGC 2. Annual report for Secretarial team.
- d. Training of ICC members.
- e. Identification of the ICC members as per criteria specified in law including external member.
- f. Finding replacement for members upon expiry of tenure / resignation / transfer of member.
- g. Tracking of tenure of each member
- h. Issuance of appointment / amendment order
- i. Reconstitution / reassignment of members in case of recusal / unavailability of members or sudden spike in numbers to ensure timely and fair conduct of investigation in fair & just manner.
- j. Filing of annual Report to District Officers.
- k. Assisting HR in organising trainings / sensitisation sessions for all employees at all workplaces.
- l. Provide support to the ICC with respect to coordination between the ICC and the local HRBP who will provide day to day support for conduct of inquiry.
- m. Ensure that respective HR carries out the recommendation of the ICC within 60 days.
- n. Advice on legal aspects of the framework, policy, and other documents.
- o. Support the Employer on policy matters and legal queries.
- p. Support the ICCs on queries with respect to law and procedure only. No opinion on the facts of the case / decision to be made / punishment to be awarded shall be given as these are the duties of the ICC to be exercised independently.
- q. Preserve the documents of the inquiries in a secure manner to ensure confidentiality is not breached.
- r. Uploading of ICC details and changes on government websites.
- s. Audit through Internal Audit Team / External Agency.
- t. Assist in carrying out responsibilities of the Legal Member.
- u. Preparation and circulation of newsletter with latest legal developments in POSH

B) Principles

The interplay between the different elements of the framework shall be based on the following principles:

- a. Uphold MSPL's approach towards Zero Tolerance to Sexual Harassment.
- b. Provide safe, transparent & harassment free workplace to all - a core philosophy embedded in the Code of Conduct.
- c. Ensure compliance to all legal requirements as required by the Act and the rules & regulations.
- d. Provides for a structured process to implement redressal of complaints.
- e. Maintain standards of confidentiality that this law and policy demands.
- f. Formulate the Internal Complaints Committee (ICC) as required by law and under the guidance.
- g. Ensure that the inquiry is carried out by nominated ICC members, chaired by the Presiding Officer (PO).
- h. Ensure that both the parties are provided with adequate opportunity for a fair representation as per the Principles of Natural Justice.
- i. In cases of any conflict of interest the nominated ICC member(s) should recuse themselves(s).

- j. During the term of membership in the ICC, no external member will be given any other assignment by the company that carries monetary consideration.

C. Internal Complaints Committee

a. Jurisdiction:

The Company will have “Internal Complaints Committee” (hereinafter referred to as “Committee”). Committee will be responsible for dealing with all complaints of sexual harassment pertaining to any workplace as per procedure prescribed under the Act.

b. Composition: Committee will have the following members:

Designation	Number	Qualification
Presiding Officer	1	Senior level woman employee
Members	At least 4 (2 women & 2 Men)	Employees preferably committed to the cause of women and diversity & inclusion or who have had experience in social work or have legal knowledge
External member	1 member (member will be nominated by the Presiding Officer for conducting inquiry)	From an NGO or association committed to the cause of women and diversity & inclusion or a person familiar with issues relating to sexual harassment

Note: At least 50% of the Committee will be women

The names of the members of each Committee will be announced by the Employer. The names and contact details of the relevant Committee members will be displayed on the notice board of each workplace and uploaded in website under policies.

c. Quorum:

The quorum for conducting inquiry in each complaint shall be as below:

Committee Member	Participation in every meeting
Presiding Officer	Mandatory
Members	Three employee members to be selected by Presiding Officer
External member	Mandatory

Note: Presiding Officer will ensure that at least 50% of the members are women

- d. **Term of Office:** Each member will hold office for three years only in a committee from the date of appointment. They will be eligible for reappointment in the same or another Committee at the discretion of the Employer.

- e. **Recusal:** If either the complainant or respondent is related to any Committee member or is working in the same chain of command or has any conflict of interest in any other manner, the Presiding Officer shall exclude such members from the quorum. In case the conflicted person is the Presiding Officer herself, the Employer shall appoint suitable member for inquiring into the complaint.

f. Code of Conduct for ICC Members:

To effectively address workplace sexual harassment complaints in a completely unbiased manner, the ICC is expected to:

- i. Have complete knowledge of the 'Prevention of Sexual Harassment' Act and Organizational Policy on Sexual Harassment.
- ii. The ICC members are expected to uphold the policy not only for execution, but also in their day-to-day demeanour at workplace and beyond.
- iii. Ensure both the parties (complainant & accused) are aware of the process of investigation and redressal as well as their rights and responsibilities within it.
- iv. Show empathy, respect, fairness, receptivity, and complete attention towards the parties both in conduct and spirit.
- v. Share interim findings with both parties. Post conclusions prepare comprehensive report with findings and share it with parties and share recommendation to the employer & POSH Secretariat.

- g. Complaint Handling Process:** Any aggrieved person who experiences sexual harassment at the Workplace must contact any member of committee/HR as soon as possible who will guide further regarding the rights available under law and the steps involved from filing a complaint till its disposal. Each inquiry of the complaint to be completed within 90 days.

If the Committee arrives at a conclusion that the complaint is barred by time, it shall not proceed further with the complaint and shall forward the same to Chief Ethics Officer for necessary inquest under the Code of Conduct.

h. Interim Relief:

During the pendency of an inquiry, the ICC may, upon written request by aggrieved person, grant interim relief if it considers necessary in the facts and circumstances of the case, which may include:

- i. Transfer the Employee or the respondent to any other workplace, or.
- ii. Grant leave to the Employee up to a period of 3 months, in addition to his/her normal leave entitlement, or.
- iii. Restrain the respondent from assessing the Employee's or the complainant's work performance,
- iv. Grant such other relief as may be appropriate.

The Committee will consider the same in the facts and circumstances of each case and decide as to the necessity of such relief. If the Committee recommends to the Company any of the above actions, Company shall carry out the same and inform the Committee.

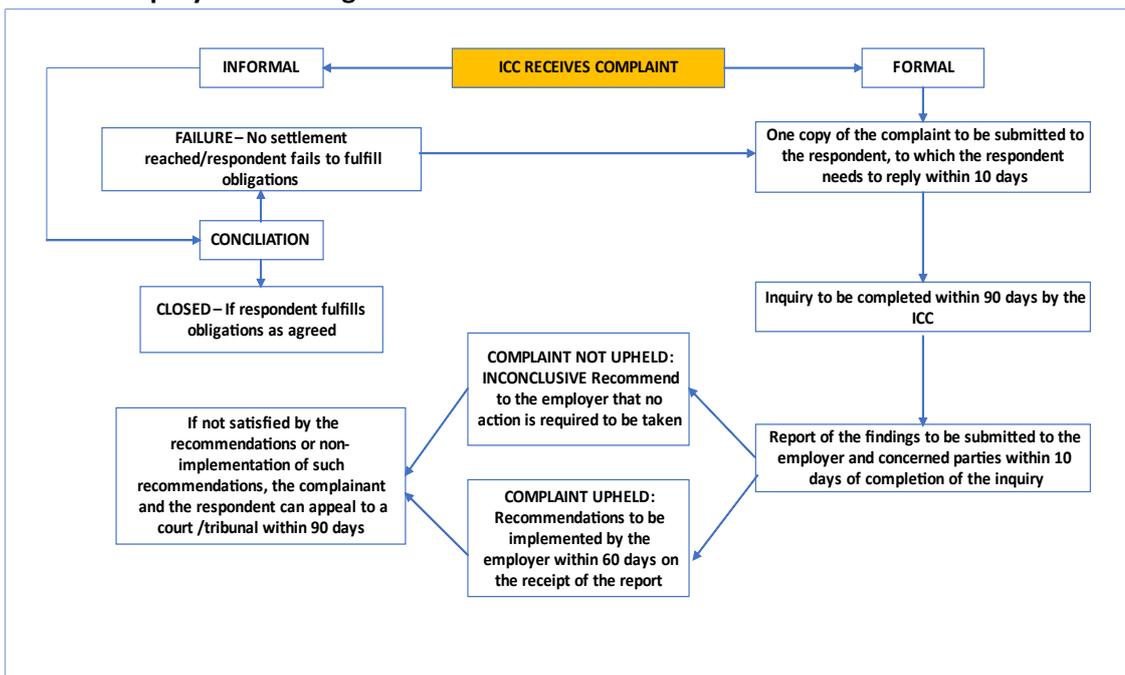
i. Actions Against the Offender:

Committee may recommend such action necessary to meet the ends of justice as it deems fit, including but not limited to such disciplinary action as may be specified in the terms of employment of the offender (s), based on the circumstances and seriousness of the offence. It may also direct the respondent to pay appropriate compensation to the complainant.

j. Roles & Responsibilities of ICC Members.

- i. None of the ICC members have any personal interest in the matter.
- ii. Treat all persons contacted regarding the inquiry with full respect.
- iii. Do not pre-judge. No person is right or wrong till the inquiry is complete and a decision is taken. It should reflect in the language and words used by ICC members during and outside of the inquiry.
- iv. Refrain from getting aggressive, interrupting, or insisting on a graphical description of the event.
- v. Take all necessary steps to ensure that the parties are given a reasonable opportunity to present their case and defend themselves so that no prejudice is caused to either of the parties.
- vi. Refrain from coaching, guiding, or influencing the Witnesses, the Complainant, or the Respondent during or outside of the inquiry.
- vii. Accept that each member could have independent views based on the evidence. Try to come to a common convergence based on facts highlighted during the inquiry – do not influence or coerce each other to agree to a viewpoint. Any of ICC members can have and record a “Dissenting View” in the final report.
- viii. Ensure that interim findings before conclusion are prepared and shared with the parties to enable them to make their representation.
- ix. Take help of stenographer / transcription service, if available.
- x. Copies of proceedings to be given to parties and acknowledgment obtained after each inquiry session.
- xi. Abstain from discussing any aspect of the matter amongst the fellow ICC Members in the presence of the parties.
- xii. Ensure confidentiality of the case (both within & outside the company).
- xiii. Ensure non- retaliation / intimidation by the other party.
- xiv. Conduct inquiry as per the following process:

Inquiry Process at glance



- xv. Follow the standard Operating Process for conduct of inquiry.
- xvi. The nature and seriousness of the offence will be adjudged by the ICC (defined hereunder) depending on several factors, including the presence of the following circumstances while the employee was being subjected to any acts of sexual harassment:
 - Implicit, explicit, or Implied promise of preferential treatment or threat of detrimental treatment to the employee during the employment; or
 - Implicit, explicit, or Implied threat about employee's present or future employment status; or
 - Interference with employee's work or creating an intimidating or offensive or hostile work environment during or after employment period; or
 - Humiliating treatment, which is likely to affect employee's health or safety.
- xvii. Prepare a comprehensive report with findings, testimonies, and recommendations.
- xviii. The report has been prepared with respect to complaint no (__) (date) in the presence of all members of the ICC as appointed by the Policy and has been signed by all members.