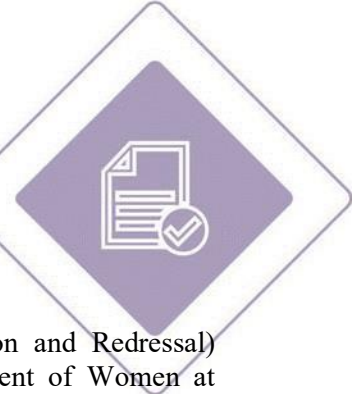


POLICY ON PREVENTION OF SEXUAL HARASSMENT (POSH)



POLICY OBJECTIVE:

This Policy on Prevention of Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) ("Policy") has been framed in accordance with the provisions of The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder (hereinafter referred to as "Act" and "Rules" respectively) in 2013, and with the intention of providing a sexual harassment free environment and addresses the prevention and redressal of sexual harassment at the Workplace.

This POSH policy is applicable to all offices and other work premises of PhonePe Limited (Formerly known as 'PhonePe Private Limited') (and its subsidiaries including any other entities which may be incorporated as subsidiaries of PhonePe Limited/ its subsidiaries (hereinafter "the Organization" or "PhonePe").

PhonePe is committed to creating and maintaining a secure work environment where its employees, agents, vendors and partners can work and pursue business together in an atmosphere free of harassment, exploitation and intimidation caused by acts of Sexual Harassment within but not limited to the office premises and other locations directly related to the organization's business.

PhonePe firmly believes that all employees of PhonePe should be treated with dignity and respect. The objective of this policy is to provide protection against sexual harassment to women at the workplace and for the prevention and redressal of complaints of sexual harassment and for matters connected therewith. PhonePe has a Zero Tolerance Policy towards any form of Sexual Harassment at workplace.

SCOPE & APPLICABILITY:

This POSH policy is applicable to all offices and other work premises of PhonePe Limited and its subsidiaries including any other entities which may be incorporated as subsidiaries of PhonePe Limited / its subsidiaries.

The Policy is applicable to all categories of employees (as defined below) at the Workplace, irrespective of whether such persons have been engaged directly or through an agency or a contractor, and whether such employees are working for remuneration or on a voluntary basis.

The Policy shall also be applicable to all third parties such as visitors, clients, customers, contractors, service providers, and any other person authorized to be present within the premises/ workplace of the Organization.

DEFINITIONS:

- (a) **"Aggrieved woman"** (hereinafter "the Complainant") means, in relation to a Workplace, a woman, of any age whether employed or not, who alleges to have been subjected to any act of sexual harassment by the Respondent.

- (b) **“Employees”** means a person employed at the workplace, for any work on regular, temporary, ad-hoc or daily wage basis, either directly or through an agent, including a contractor, with or without the knowledge of the principal employer, whether for remuneration or not, or working on a voluntary basis or otherwise, whether the terms of employment are express or implied and includes a coworker, a contract worker, probationer, trainee, apprentice or by any other such name.
- (c) **“Employer”** means and includes –any person(s) or board or committee responsible for the formulation and administration of policies that enables management, supervision and control of the Workplace.
- (d) **“Internal Committee (IC)”** means the committee constituted by the Organization further to the Act and Rules to redress complaints of sexual harassment at the workplace. The IC is the sole inquiring authority into all complaints of sexual harassment at the workplace and a recommendatory body for disciplinary actions thereof based on the findings of the inquiries.
- (c) **“Member/s”** means a Member/s of the Internal Committee;
- (d) **“Local Committee” or “LC”** means every District Officer shall constitute in the district concerned, a committee to be known as the “Local Committee” to receive complaints of sexual harassment from establishments where the Internal Committee has not been constituted due to having less than ten workers or if the complaint is against the employer himself.
- (e) **“Respondent”** means a person (Employee) against whom the Complainant has made a complaint of Sexual Harassment.
- (f) **“District Officer”** means an officer notified under Section 5 of the Act.
- (g) **“Workplace”** means any place visited by the employee arising out of or during the course of employment including transportation provided by the employer for undertaking any journey, in connection with the business of the Organization.
- (h) **Remote working | Work from home scenarios** - The act of Sexual Harassment must be related to employment or work. Hence, acts committed outside the office, for example in the cafeteria, on business travel in a flight or hotel, place of visit for official purpose such as client premises, offices, official events, etc. are covered. Additionally, acts that are committed during Work from Home arrangements that are authorized and/ or mandated by the Organization would fall within the ambit of sexual harassment at the workplace. “Work From Home” here refers to a situation wherein Employees are working from a remote location which is not the Organization’s physical premises, client/ vendor premises, or any other location. Actions which take place in personal capacity will not be considered workplace concerns unless there is connection with the workplace by way of creation of a hostile work environment for the Complainant.

THIRD PARTY HARASSMENT:

Third party harassment means Sexual Harassment perpetrated by visitors, patrons, vendors, independent contractors, auditors, consultants, and others with whom the Employees have come in contact, directly or indirectly, because of the Organization having a relationship/business relationship with them.

Where the Sexual Harassment at the Workplace occurs as a result of an act or omission by any third party, the Organization shall take all steps necessary and reasonable to assist the affected Employee in terms of support and preventive action.

WHAT AMOUNTS TO SEXUAL HARASSMENT?

Sexual harassment includes such unwelcome sexually determined behavior (whether direct or by implication) such as:

- Physical contact and sexual advances;

- Demand or request for sexual favors; or
- Making sexually - colored remark; or
- Showing pornography; -or
- Any other unwelcome physical, verbal or non-verbal or written conduct of a sexual nature.

In addition to the above, the following circumstances, among other circumstances, if it occurs or is present in relation to or connected with any act or behaviour of sexual harassment may amount to sexual harassment:

- Implied or explicit promise of preferential treatment in her employment; or
- Implied or explicit threat of detrimental treatment in her employment; or
- Implied or explicit threat about her present or future employment status; or
- Interference with her work or creating an intimidating or offensive or hostile work environment for her; or
- Humiliating treatment likely to affect her health or safety.

“Unwelcome sexually determined behavior” includes but is not limited to:

- Subjecting another person to an unwelcome act of physical intimacy including grabbing, brushing, touching, including sexual flirtations, advances or propositions.
- Making any unwelcome remark with sexual connotations like sexually explicit, remarks, cracking jokes or using sentences with sexual connotations or making sexist remarks etc.
- Showing any sexually explicit visual material in the form of pictures/ cartoons/ pin-ups/calendars/ screensavers on computers/ any offensive written or electronic material/ including pornographic.
- Engaging in any other unwelcome conduct of a sexual nature, verbal or even nonverbal, staring to make the other person uncomfortable, making offensive gestures, etc.
- Sending unwelcome communication of a sexual nature, through e-mail, letter, mobile technology or any other form of written or electronic communication, exhibiting conduct of a sexual nature.
- Making an unwelcome demand or request whether directly or by implication for sexual favours and/or making it a condition of employment / payment of wages / increments/promotion/ preferential treatment / threat to detrimental treatment in employment/ threat to current or future employment status or similar act.
- Where a Supervisor requests sexual favours from a junior (or any other person) in exchange for actual or promised job benefits such as favorable reviews, salary increases, promotions, increased benefits or continued employment or threatens to terminate any such person for non-co-operation.
- Where a boss or other senior person intrudes into the private life of employees or persistently asks them out.
- Where any employee(s) make(s) sexual epithet, jokes, written or oral references to sexual conduct, and/or gossip regarding one's sex life, comments on an individual's body, comments about an individual's sexual activity, deficiencies or prowess in an attempt to humiliate or make another person uncomfortable.
- Behavior which creates an environment that is intimidating, hostile, offensive, humiliating for women employee.

INTERNAL COMMITTEE (IC)/POSH COMMITTEE:

The Internal Committee shall consist of the following Members namely: (a) a Presiding Officer who shall be a woman Employee at a senior level; provided that in case a senior level woman employee is not available, the Presiding Officer shall be nominated from other offices or administrative units of the workplace. Provided further that in case the other offices or administrative units of the workplace do not have a senior level woman employee, the Presiding Officer shall be nominated from any other workplace of the same employer or other

department or organization; (b) not less than two Members from amongst employees preferably who have had experience in social work or have legal knowledge; (c) one member from amongst non-governmental organizations or associations committed to the cause of women or a person familiar with the issues relating to sexual harassment. One half of the total Members so nominated shall be women.

The Presiding Officer and every Member of the IC shall hold office for a period not exceeding (3) three years from the date of nomination. While re-constituting the IC, the Employer may nominate either new members or existing members, as deemed fit.

The procedure as regards the Internal Committee shall be as contemplated under the provisions of the Act. The Internal Committee shall consist of the members mentioned in Annexure A to this Policy.

The Internal Committee may also appoint a sub-working committee in its discretion.

The Internal Committee is responsible for:

- Investigating every formal written complaint of sexual harassment
- Taking appropriate remedial measures to respond to any substantiated allegations of sexual harassment
- Discouraging and preventing employment-related sexual harassment

Where the Presiding Officer or any Member of the Internal Committee,

(a) contravenes the provisions of section 16 of the POSH Act ; or (b) has been convicted for an offence or an inquiry into an offence under any law for the time being in force is pending against him/her; or (c) has been found guilty in any disciplinary proceedings or a disciplinary proceeding is pending against; or (d) has so abused his/her position as to render his/her continuance in office prejudicial to the public interest, such Presiding Officer or Member, as the case may be, shall be removed from the Committee and the vacancy so created or any casual vacancy shall be filled by fresh nomination in accordance with the section 4 of the POSH Act.

COMPLAINT OF SEXUAL HARASSMENT:

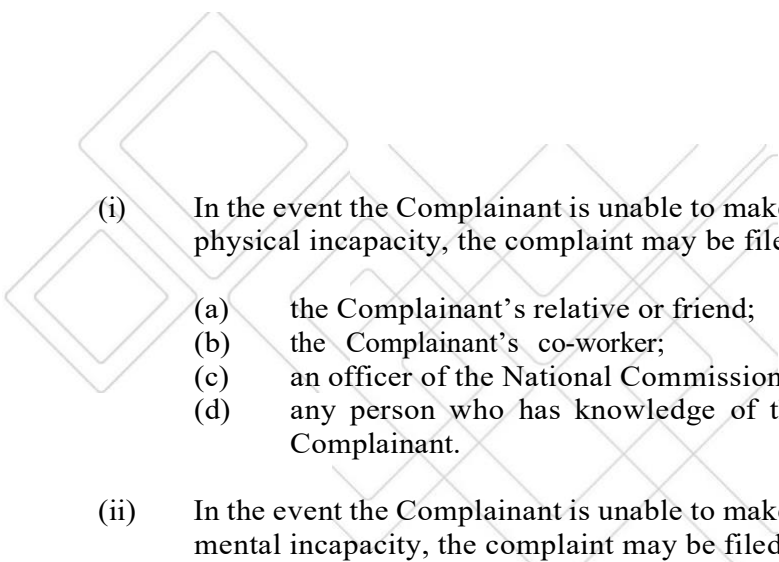
A Complainant may make the written complaint providing the name, department and details of the incident, to any of the Internal Committee members at the workplace. Alternatively, the Complainant may bring such complaint to the notice of the Internal Committee via email to POSH@PhonePe.com or can be filed verbally by calling 1800-102-1482 or visit www.phonepeethics.com and report their concern. In case of a verbal complaint, the Complainant will have to follow it up with a written complaint submitted to the Internal Committee.

A Complainant may make a complaint of Sexual Harassment at Workplace to the IC within a period of three months from the date of the incident and in case of series of incidents within 3 months from the date of last incident.

The IC is empowered to extend the time limit beyond three months from the date of incident, but not exceeding three months thereafter, for reasons to be recorded in writing if the IC is satisfied that the circumstances were such which prevented the person from filing the complaint within the said period.

The Presiding Officer or any Member of IC may also render reasonable assistance to the Complainant for making any complaint in writing, if Complainant cannot make the complaint in writing herself.

In the event the Complainant is unable to make a complaint on account of the Complainant's physical or mental incapacity or death or any other reason which prevents the Complainant from making a complaint, then the Complainant's legal heir or any other person as mentioned below may make the complaint on the Complainant's behalf under the Policy:

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- (i) In the event the Complainant is unable to make the complaint on account of the Complainant's physical incapacity, the complaint may be filed by:
 - (a) the Complainant's relative or friend;
 - (b) the Complainant's co-worker;
 - (c) an officer of the National Commission for Women or State Women's Commission; or
 - (d) any person who has knowledge of the incident, with the written consent of the Complainant.
 - (ii) In the event the Complainant is unable to make the complaint on account of the Complainant's mental incapacity, the complaint may be filed by:
 - (a) the Complainant's relative or friend;
 - (b) a special educator;
 - (c) a qualified psychiatrist or psychologist;
 - (d) the guardian or authority under whose care the Complainant is receiving treatment or care; or
 - (e) any person who has knowledge of the incident jointly with the Complainant's relative or friend, or a special educator or qualified psychiatrist or psychologist, or guardian or authority under whose care the Complainant is receiving treatment or care.
 - (iii) In the event the Complainant is unable to make the complaint for any other reason, the complaint may be filed by any person who has knowledge of the incident, with the Complainant's written consent.
 - (iv) In the event of the death of the Complainant, the complaint may be filed by any person who has knowledge of the incident, with the written consent of the Complainant's legal heir.

A withdrawal of the complaint made or filed at any stage of the proceedings shall not preclude the IC from proceeding with the investigation of the complaint

CONCILIATION:

The Internal Committee may, before initiating an inquiry and at the request of the Complainant take steps to settle the matter between her and the respondent through conciliation as stated under Section 10 of the POSH Act. However, no monetary settlement shall be made as a basis of such conciliation.

The IC shall then record the settlement so arrived and forward the same to the Employer to take action as specified in the recommendation.

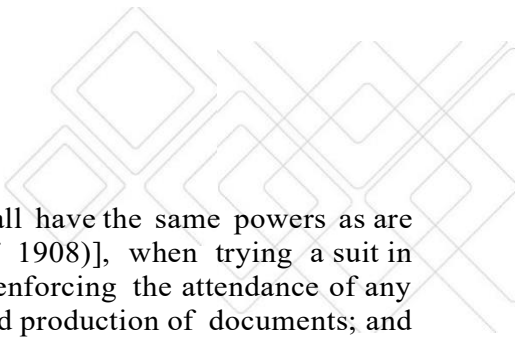
The IC shall provide the copies of the settlement to the Complainant and the Respondent.

Where a settlement is arrived under conciliation, no further inquiry shall be conducted by the IC.

INQUIRY INTO COMPLAINT:

The IC shall, where the Respondent is an Employee, proceed to make inquiry into the complaint in accordance with the provisions of the service rules applicable to the Respondent and where no such rules exist, in such manner as maybe prescribed under the POSH Rules.

Subject to the provisions of Conciliation, provided where the Complainant informs the Internal Committee of any breach of the terms of conciliation settlement then an inquiry shall also be held to look into such breach.



For the purpose of making an inquiry, the Internal Committee shall have the same powers as are vested in a civil court [the Code of Civil Procedure, 1908 (5 of 1908)], when trying a suit in respect of the following matters, namely:— (a) summoning and enforcing the attendance of any person and examining him on oath; (b) requiring the discovery and production of documents; and (c) any other matter which may be prescribed under POSH Act.

During the pendency of an Inquiry, on a written request made by the Complainant, the Internal Committee may recommend interim relief to the Employer to:

- Transfer the Complainant or person accused to any other location of work.
- Grant leave to the Complainant up to the period of 3 months (over and above the entitled Leave).
- Grant such other relief to the Complainant as may be prescribed.

On the recommendation of the Internal Committee, the employer shall implement the interim relief recommendations and send the report of such implementation to the Internal Committee.

IC shall give equal opportunity of being heard to both the parties.

The inquiry shall be completed within ninety days from the date of complaint.

IC shall forward the copy of findings to both the parties to make representation against findings of the IC.

INQUIRY PROCEDURE:

The Complainant shall submit/send by e-mail copy of the complaint, supporting documents and list of witnesses to the IC.

One copy of the complaint to be sent to Respondent, after receipt of the complaint, within 7 (seven) working days by the IC.

The Respondent shall file his/her reply within 10 (ten) working days from the date of receipt of the complaint with his/her list of documents and the list of witnesses.

IC shall follow the principles of natural justice during the course of the proceedings.

IC may at its discretion conduct the inquiry ex-parte if the Complainant or the Respondent fails without sufficient cause to present themselves for 3 (three) consecutive hearings convened by IC. However, such ex-parte order may not be passed without giving a notice in writing at least 15 (fifteen) days in advance to the party remaining absent from the proceedings.

No legal practitioner is allowed to be brought by the parties to represent them in their case at any stage of the proceedings before the IC.

Minimum of 3 (three) members including Presiding Officer and the external member shall be present while conducting the inquiry.

While the inquiry/ conciliation proceedings shall ordinarily be conducted face-to-face with the parties and witnesses physically appearing for meetings at the office premises or any other location specified by the IC, in certain circumstances, the IC may allow the parties or witnesses to appear before it through videoconference or telephonic means.

Videoconference or telephonic proceedings shall be conducted only with the consent of the parties and witnesses involved. The parties or witnesses who are required to depose before the IC shall be given adequate notice of 24 hours to ensure that they have enough time to set up the infrastructure required for taking a video-conference call. The IC members/ parties/ witnesses to any inquiry or conciliation will be bound by the same standards of confidentiality as in the case of face-to-face proceedings. Audio or video recording of proceedings shall not be permitted. The IC member/ party/ witness appearing through virtual means must ensure that they are alone in the room when taking the call and that no part of information relating to the proceedings is made known to any unauthorized individual. Parties/ witnesses will be sent a copy of the minutes of meetings or other relevant documentation (such as inquiry/ findings reports, evidence etc.) via email. Any and all communication (including but not limited to consent, confirmations, questions, comments, responses, statements) shall be made through email and/ or digital signatures. In the event that videoconference or telephonic proceedings are not feasible, the IC may postpone the same until physical meetings can be conducted.

INQUIRY REPORT:

The IC shall provide Report of the findings to the Employer and both the parties within a period of ten days from the date of completion of inquiry.

The Employer shall act upon the recommendation within sixty days of the receipt of the findings report.

If the IC arrives at the conclusion that the allegation against the Respondent has not been proved, it shall recommend to the Employer that no action is required to be taken.

If the IC arrives at the conclusion that the allegation against the Respondent has been proved, it shall recommend to the Employer to, as the case may be:

- a. Take action for Sexual Harassment as a misconduct in accordance with the provisions of this policy; and/ or
- b. Deduct, notwithstanding anything in the service rules applicable to the Respondent, from the salary or wages of the Respondent such sum as it may consider appropriate to be paid to the Complainant or to her legal heirs, as it may determine, in accordance with the provisions of Section 15 of the Act. In the event the Employer is unable to deduct the same or in the event of non-payment of the above-mentioned sum by the Respondent, the same shall be recovered in a manner as prescribed under Section 13 of the Act.

CONSEQUENCES OF VIOLATION OF THE POLICY:

Any person found guilty of violating this Policy as substantiated by data and facts, will be subject to any of the below mentioned disciplinary action, leading upto and including termination of services, based on severity of case.

- Written apology
- Warning
- Reprimand or censure
- With-holding of promotion
- With-holding of pay rise or increments
- Terminating of service
- Undergoing a counselling session
- Carrying out community service
- Monetary Compensation

Irrespective of and without prejudice to complaints initiated before the IC, the Complainant may, her sole discretion, also choose to lodge a complaint for the same offence with the Police. The IC shall provide reasonable assistance to the Police in its investigation. IC may take note of the findings by the Police and/or any other competent authority, in arriving in its recommendations and conclusion. The Respondent shall be subject to any findings or order of any competent authority, including but not limited to, a Court of Law.

PUNISHMENT FOR FALSE OR MALICIOUS COMPLAINT AND FALSE EVIDENCE:

If the complaint is found to be false and malicious, the Complainant shall be liable for appropriate disciplinary action. However, this shall not include complaints in respect of which the investigation has remained inconclusive due to circumstances which have rendered the offence difficult to prove and/or such complaints which have been made in good faith. The malicious intent on the part of the Complainant shall be established after an inquiry in accordance with the procedure prescribed before any action is recommended.

DETERMINATION OF COMPENSATION:

For the purpose of determining the sums to be paid to the Complainant under clause (ii) of sub-section (3) of section 13 of the POSH Act, the Internal Committee, shall have regard to— (a) the mental trauma, pain, suffering and emotional distress caused to the aggrieved woman; (b) the loss in the career opportunity due to the incident of sexual harassment; (c) medical expenses incurred by the victim for physical or psychiatric treatment; (d) the income and financial status of the Respondent; (e) feasibility of such payment in lump sum or in instalments

ZERO TOLERANCE FOR RETALIATION AGAINST REPORTING:

Retaliation against persons who report or provide information about sexual harassment or behavior that might constitute sexual harassment is also strictly prohibited. Any act of retaliation by an employee, including internal interference, pressure to withdraw the complaint or threats for reporting, testifying or otherwise participating in the proceedings, violates this Policy and will result in appropriate disciplinary actions as per applicable policy of the Organization.

PENALTY FOR PUBLICATION OR MAKING KNOWN CONTENTS OF COMPLAINT AND INQUIRY PROCEEDINGS:

Where any person entrusted with the duty to handle or deal with the complaint, inquiry or any recommendations or action to be taken under the provisions of the Act violates confidentiality, he/she shall be liable for penalty as maybe prescribed in the Rules.

Where any Employee who is part of the proceedings of the complaint as a witness, Complainant and/or Respondent violates the confidentiality provisions of this Policy, he/she shall be subject to appropriate disciplinary action.

APPEALS:

Any person who is aggrieved by the recommendation - or the non-implementation of the recommendation, may prefer an appeal to the court or the tribunal in accordance with the provisions of the service rules applicable to the said person or where no such service rules exist then, the aggrieved person may prefer an appeal the person aggrieved may prefer an appeal in such manner as may be prescribed. The appeal shall be preferred within a period of ninety days of the recommendations.

LOCAL COMMITTEE:

If the Employer is unable to recover the amount of compensation from the Respondent, Employer shall forward the Inquiry Report to the District Officer of the Local Committee.

If the Complaint is against the Employer himself, Complaints can be filed before the District Officer of the Local Committee.

FILING OF POLICE COMPLAINTS:

If the Complainant so desires, it is the duty of the Employer to assist the Complainant in filing the Complaint with the Police.

ANNUAL REPORT:

The IC shall in each calendar year prepare an annual report in the prescribed form and submit the same to the Employer and District Officer. The report shall encompass the following:

- a) number of complaints received that year.
- b) number of complaints disposed of during that year.
- c) number of workshops or awareness programmes conducted.
- d) number of cases pending for more than 90 (ninety) days.
- e) nature of action taken by the Employer.

GUIDELINES FOR MEMBERS OF INTERNAL COMMITTEE:

- Believe in the reality of the complaint lodged.
- Empathize with the Complainant. Do not function like a criminal court.
- Remember that it may be difficult for an employee to talk about anything 'sexual'. Hence there can be a long-time interval between the harassment and the actual complaint.
- Handle complaints in a confidential manner-
- Maintain all the data related to sexual harassment cases in the Organization.
- Discard pre-determined notions of how an accused should look or behave or dress. Be aware of stereotypes.
- Do not insist on detailed description of harassment. This could increase the Complainant's trauma.
- Most sexual crimes are committed in private; hence there may not be any eye- witnesses.
- Since this is a human rights issue, balance of probabilities is a sufficient measure of proof.
- Help the Complainant regain - her self -respect.
- Make 'discreet' enquiries as to whether other employees have experienced similar problems.
- Document results of any sexual harassment complaint or investigation. Not only the results, but also document any corrective action that the employee or supervisor was asked to take.
- Inform all employees that it is their obligation to report sexual harassment that they either experience or witness.