ANNEX A

PREVENTION OF SEXUAL HARRASMENT (POSH) POLICY

Sexual harassment **("Sexual Harassment")** includes unwelcome sexual advances, requests for sexual favors, and any other conduct of a physical, verbal or non-verbal nature in which:

- Such conduct is made either explicitly or implicitly a term or condition of the individual's employment.
- Submission to and/or rejection of such conduct affects or is used as a basis for employment decisions about the individual's employment.
- Such conduct has the purpose or effect of unreasonably interfering with the individual's work performance; or
- Such conduct has the effect of creating an intimidating, hostile, or offensive work environment, even if the complaining individual is not the intended target of the harassment.
- Each employee must exercise good judgment to avoid engaging in conduct that may be perceived by others as harassment. Forms of harassment based upon sex or any other protected category, and any other conduct prohibited by this policy includes, but is not limited to:
  - verbal: sexual innuendoes, racial or sexual epithets, derogatory slurs, off-color jokes, propositions or requests for sexual favors, threats, or suggestive or insulting sounds.
  - visual: derogatory, sexual, or otherwise offensive cartoons or drawings, suggestive objects or pictures or obscene gestures.
  - physical: unwanted physical contact of any nature, including touching, interference with an individual's normal work movement or assault; and
  - other: making or threatening reprisals after receiving a negative response to harassment.

Sexual Harassment may involve employees, interns, consultants, and vendors. Whatever form it takes, harassment is insulting and demeaning to the recipient and will not be tolerated in the workplace. Also, the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("**Act**") and the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Rules, 2013 ("**Rules**") are taken into consideration to prevent and deter acts of sexual harassment at workplace and to provide the procedure for the redressal of complaints pertaining to sexual harassment.

Vital Strategies India Service Private Limited ("**Organization**" or "**Vital Strategies India**") is committed to a professional work environment in which all individuals are treated with respect and dignity. Everyone has the right to work in an atmosphere that promotes equal opportunities and prohibits discriminatory practices, including sexual harassment. All employees, consultants, guests, vendors, and partners are expected to treat each other with courtesy, consideration, and professionalism, and are required to conduct themselves in a manner that demonstrates cultural sensitivity and respect.

COMPLAINT PROCEDURES - According to the Act and Rules

Internal Complaints Committee and Reporting Obligation

Vital Strategies India has formed an Internal Complaints Committee ("**ICC**") to investigate any allegations of sexual harassment at the workplace. The ICC shall be independent from the management of the Organization. The composition of the ICC will be as follows:

Composition of the Internal Complaints Committee

Name 1	Presiding Officer <TBD>
Name 2	Member <TBD>
Name 3	Member < HR Rep: TBD>
Name 4	External Member

Reporting A Complaint

An individual can report sexual harassment at the workplace in writing or via email to ICC as soon as possible, and ***not later than three (3) months from the date of occurrence of the incident*** and in case of a series of incidents, within a period of three (3) months from the date of the last incident. The ICC reserves the right to extend the period for making the complaint, if the ICC is satisfied that the circumstances were such which prevented the individual from filing a complaint within the prescribed timeline of three (3) months.

Presiding Officer or any Member of the ICC, will provide reasonable assistance to the individual for making the written complaint. The complaint may also be made by the legal heir or any other person authorized in case the complainant is under any physical or mental incapacity. All complaints, whether in hard-copy or email form, should be clear and should include details of the incident or incidents (with dates) with supporting documents, the names of the individuals involved and names of any witnesses. As far as possible, it is recommended that the complainant provide a proper chronology of events.

Conciliation

The complainant may request the ICC, before an inquiry / investigation, to settle the matter between such individual and the respondent through conciliation. No monetary settlement shall be made as a basis of conciliation.

In the event a settlement has been reached or a disciplinary action has been recommended, the same shall be recorded by the ICC. Once a settlement has been arrived at and respondent has accepted the disciplinary action, further inquiry into the matter shall not be conducted by the ICC. If any terms of the settlement are not agreed or contested by the respondent, the ICC shall proceed with the investigation.

Inquiry

All claims of sexual harassment will be promptly and thoroughly investigated. The ICC has the authority to call any person and record their statements and make such inquiry / investigation as may be necessary to evaluate the complaint. For the purposes of the inquiry, the ICC shall have the same powers as are vested in a civil court under the Code of Civil Procedure, 1908 of India when trying a suit in respect of the following matters:

- summoning and enforcing the attendance of any person.
- examining him under oath; and
- requiring the discovery and production of documents.

Inquiry Procedure:

1. The complaint shall be inquired into by the ICC in accordance with the principles of natural justice i.e., both complainant and respondent will be given equal opportunity to be heard.

2. ICC will provide a copy of the complaint and ask the respondent to submit a reply to the complaint, with supporting documents such as names and addresses of witnesses, within a period not exceeding ten (10) working days from the date of receipt of the complaint.

3. All statements and other evidence obtained in the inquiry process shall be kept confidential.

4. The ICC will organize verbal hearings with the complainant and the respondent.

5. ICC may call any witness to testify. ICC shall ensure that sufficient care is taken to avoid any retaliation against the witnesses.

6. During the inquiry process, the complainant and the respondent shall refrain from threatening, intimidating, or influencing any witness.

7. In conducting the inquiry, a minimum of three (3) ICC members, including the Presiding Officer, shall be present, till the conclusion of the meeting.

8. If the complainant or respondent desires to cross examine any witness, ICC should facilitate the process and record the statements.

9. ICC shall have the right to terminate the inquiry proceedings or give an ex-parte decision on the complaint, if the complainant or respondent fails, without sufficient cause, to present themselves for three (3) consecutive hearings convened by the ICC. The termination of inquiry or ex-parte order may be passed by giving a written notice, fifteen (15) days in advance, to all parties concerned.

10. The parties shall not be permitted to bring in any legal practitioner or outsider to represent them in their case at any stage of the proceedings before the ICC.

11. During the inquiry, the ICC shall allow the complainant and the respondent ample opportunities of being heard.

12. All employees shall extend their maximum co-operation to the ICC and any failure to co-operate, or giving of wrong or misleading information, or withholding of information during such Inquiry, shall be a violation of this Policy. ICC may recommend an appropriate disciplinary action.

13. For all written complaints referred to the ICC, the report of the ICC will be final and conclusive. The report of the ICC shall be deemed to be the inquiry report ("**Inquiry Report**") for purposes of any disciplinary action applicable to the respondent.

14. Any such inquiry shall be completed, including the submission of the Inquiry Report, within ninety (90) days from the date on which the inquiry is commenced. The inquiry procedure should ensure absolute fairness to all parties.

Interim Relief during pendency of the Inquiry

During the pendency of an inquiry on a written request made by the aggrieved individual, the ICC may recommend to the Organisation to consider the following:

- transfer the complainant or the respondent to any other division; or
- grant leave to the complainant up to a period of three (3) months be in addition to the leave the complainant would be otherwise entitled.
- restrain the respondent from reporting on the work performance of the aggrieved individual or writing any confidential report.
- Direct the Respondent to go on unpaid leave for such period as deemed fit.
- Grant such other relief as may be appropriate.

The Organization shall implement the recommendations of the ICC and send the report of such implementation to the ICC.

Inquiry Report

- The investigations shall be completed within three (3) months from the date of receipt of the written complaint.
- ICC, on completion of an inquiry, shall provide inquiry report of its findings. Such report shall be provided within ten (10) days from the date of completion of the inquiry.
- If the allegations are not proven, no action shall be recommended by the ICC unless the complaint is found to be malicious.
- Where the ICC arrives at the conclusion that the allegation against the respondent has been proved, it shall recommend to the Organization, any of the following actions, after recording its reasons in writing, to:
    - take necessary action against the respondent, with respect to the complaint.
    - act against the respondent for Sexual Harassment, as a ‘misconduct’ in accordance with the provisions of the rules of the Organization and relevant policies.
    - deduct, notwithstanding anything in the rules of the Organization 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 his/her legal heirs, as it may determine, provided that, in case the Organization is unable to make such deduction from the salary of the respondent due to his/ her absence from duty or cessation of employment, it may direct the respondent to pay such sum to the complainant;

For determining the sums to be paid to the complainant, the ICC shall have regard to:

- the mental trauma, pain, suffering and emotional distress caused to the complainant
- the loss in the career opportunity due to the incident of Sexual Harassment
- medical expenses incurred by the complainant for physical or psychiatric treatment
- the income and financial status of the respondent; and
- feasibility of such payment in lump sum or in instalments.

Appeal

Any party not satisfied, or further aggrieved by the action of implementation or non-implementation of recommendations made by the ICC by the Organization, may appeal to the appellate authority in accordance with the Act and Rules, within ninety (90) days of such action taken by the Organization.

False and Malicious complaints

Vital Strategies India also recognizes that false accusations of harassment can have a serious impact on innocent individuals. During the investigation if it is determined that the complaint is false or malicious, or the complainant has produced any forged or misleading document, the ICC may recommend an appropriate disciplinary action against the complainant up to and including termination of services.
While deciding malicious intent, the ICC should consider that mere inability to substantiate a complaint need not mean malicious intent. Malicious intent must be clearly established through a separate inquiry, in accordance with the procedure prescribed hereinabove, before any action is taken.

Retaliation

This policy prohibits retaliation against the complainant who brings harassment charges in good faith or assists in investigating charges. Any individual bringing a harassment complaint in good faith or assisting in the investigation of such a complaint will not be adversely affected in terms and conditions of services, nor discriminated against or terminated because of the complaint or participation in investigating the complaint.
Any retaliation against persons who report or provide information about Sexual Harassment is also strictly prohibited. Any act of reprisal, including internal interference, coercion, and restraint, by an employee, is violative of this policy and may result in appropriate disciplinary action.

Discretion

Reports of alleged harassment will be treated with discretion and respect. The contents of inter alia the complaint made to the ICC by the complainant, the identity and addresses of the complainant, respondent and witnesses, any information relating to conciliation and inquiry proceedings, recommendations of the ICC, action taken by the Organization shall not, be published, communicated, or made known to the public, press and media in any manner.

Annual Report

ICC shall, in each calendar year prepare an annual report and submit to the Organization for audit purposes. The annual report shall consist of the following:

- number of complaints of Sexual Harassment received in the year
- number of complaints resolved during the year
- number of cases pending for more than ninety (90) days
- number of awareness workshops carried out; and
- nature of action taken by the Organization.

Policy Implementation & Review

The Policy will be implemented and reviewed by the human resource department. The Organization reserves the right to amend, abrogate, modify rescind / reinstate the entire Policy or any part of it from time to time.

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