

Name of Document	Policy on Sexual Harassment for Women
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Issuing Authority	Mr. Rajeev Dubey Group President (HR & Corporate Services) & CEO (After Market Sector) Member of the Group Executive Board
Owner of the document	Dr Prince Augustin (EVP — Group Human Capital & Leadership Development)
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Version History	2

POLICY ON SEXUAL HARASSMENT FOR WOMEN

BACKGROUND

It is our endeavor to keep our workplace at Mahindra & Mahindra Limited (the "Company") safe, transparent and friendly for people to work in. Understanding Employees (defined hereunder) and giving them the confidence that their workplace is fair, transparent and safe has been a core philosophy and to that effect we had a Policy on Sexual Harassment for several years. The said policy was redrafted when The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act") was enacted to ensure safe working spaces for women and to build enabling work environments that respect women's right to equality of status and opportunity.

APPLICABILITY

This policy covers:

- i. all women, who are employed with the Company including but not limited to permanent, contractual or temporary employees (hereinafter referred to as "Employee");

- ii. all women, who visit the premises of the Company for any purpose, such as customers, visitors etc.

SCOPE OF THIS POLICY

This policy would extend to all the locations of the Company. The possible locations could be:-

- i. any of the business locations of the Company; or
- ii. any external location visited by an Employee due to or during the course of employment with the Company, such as business locations of other organizations/entities, guest houses, hotels etc.; or
- iii. 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.

The definitions (i) — (iii) are together referred to as "Premises".

DEFINITION OF SEXUAL HARASSMENT

A broad definition of sexual harassment consists of any 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 behavior (whether directly or by implication):

- i. Unwelcome sexual advances, demands or requests for sexual favors, display of sexual visuals, sexual audios, pornographic or obscene material and any other verbal or physical conduct of a sexual nature; or
- ii. Transmitting any message, by mail, telephone, electronic media including social networking websites etc. which is obscene, lewd, suggestive or blatantly sexual in nature; or
- iii. 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
- iv. Sexually charged jokes or remarks and behavior which have sexually oriented innuendoes; or
- v. Consistent pattern of unnecessary physical contact and advances, staring or targeting unreasonable attention at an individual in day to day dealings; or
- vi. Any pervasive pattern of behavior which makes women uncomfortable, insecure or feel humiliated or disadvantaged on the basis of gender differentiation; or
- vii. Stalking or making repeated unnecessary/unwelcome visits to the place of residence; or
- viii. Actual sexual assault.

This is only an indicative list and there can be other acts which can be construed as sexual harassment.

COMPANY'S APPROACH TOWARDS SEXUAL HARASSMENT

The Company views all incidents of sexual harassment seriously and follows a zero tolerance approach towards any act of sexual harassment. All acts capable of being construed as sexual harassment are prohibited and any complaint or report of sexual harassment will be investigated and if proved, appropriate action will be taken against the offending person. The nature and seriousness of the offence will be judged by the Committee (defined hereunder) depending on several factors, including the presence of the following circumstances while the Aggrieved Woman was being subjected to any acts of sexual harassment:

- i. implied or explicit promise of preferential treatment in her employment; or
- ii. implied or explicit threat of detrimental treatment in her employment; or
- iii. implied or explicit threat about her present or future employment status; or
- iv. interferes with her work or creating an intimidating or offensive or hostile work environment for her; or
- v. humiliating treatment likely to affect her health or safety.

The circumstances listed above are not exhaustive. Every proven act of sexual harassment will be treated as misconduct under the service rules and appropriate action will be taken for such a misconduct.

COMPLAINTS HANDLING PROCESS

The Company has established the following process to ensure that any incidence of sexual harassment is dealt with appropriately, sensitively and expeditiously.

1. FORMATION OF INTERNAL COMPLAINTS COMMITTEE FOR SEXUAL HARASSMENT

At all the locations and offices of the Company, an "Internal Complaints Committee" (hereinafter referred to as "Committee") is constituted. The Sector President/Business Unit Head in each business along with the HR head is responsible for the formation of the Committee and ensuring that all the complaints are addressed by the Committee. The constitution of the Committee is as per the provisions of the Act. Each sector will announce the names and contact details of the members of this Committee for all locations and publicly display the same in common areas accessible to Employees and visitors, alike.

The Committee is constituted as per the following guidelines at all the locations of the Company:-

Category of the member	No. of members	Remarks
Presiding Officer	1	A senior level woman employee to be appointed as Presiding Officer of the Committee.
Employee	2 or more	Employees of the Company committed to the cause of women or having experience in social work or legal knowledge to be nominated as a part of the Committee One of them should be a HR representative or a person nominated by HR for the location.
NGO or Associations committed to the cause of women	1	A member from an NGO or associations committed to the cause of women or a person familiar with the issues relating to sexual harassment to be nominated as a part of the Committee.

Please note:-

- In case a senior level woman employee is not available, the Presiding officer can be nominated from other administrative offices of the Company.
- It is mandatory that at least one-half of the total members of the Committee so appointed be women members.
- The term of the members shall be for three years only.

The constitution of the Committee for each location will be announced separately.

2. PROCESS FOR DEALING WITH INCIDENTS OF SEXUAL HARASSMENT

Any woman who experiences sexual harassment at the Premises (hereinafter referred to as "Aggrieved Woman") must file a complaint in writing to the relevant Committee within 3 months from the date of the incident. However, this time limit may be extended by the Committee for another 3 months if there are reasons, justifications or circumstances which, in their opinion, had prevented the Aggrieved Woman from filing a complaint. In the event of the physical or mental incapacity or death of the Aggrieved Woman, then her heirs can also file such a complaint on her behalf.

i. Settlement

After filing such a complaint, if the Aggrieved Woman so requests, prior to initiating an inquiry, the Committee can try to settle the matter through conciliation, provided that no monetary settlement shall be made as a basis of such conciliation. If such a settlement is reached, the Committee will record the settlement and action will be

taken by the Company as specified in the recommendation. Copies of the settlement will also be provided to the Aggrieved Woman and the respondent. However, it is to be noted that where a settlement is arrived at, no further inquiry will be made by the Committee, unless the terms of settlement have not been complied with.

ii. Inquiry

- If the Aggrieved Woman does not request for a settlement then, on receipt of such a complaint, the Committee will immediately arrange to fully investigate all relevant details of the matter.
- The Committee shall make the inquiry into the complaint in accordance with the principles of Natural Justice.
- A minimum number of 3 members of the Committee, including the Presiding Officer, should be present for conducting the inquiry.
- Both parties will be given reasonable opportunity to be heard by the Committee. A copy of the findings shall also be given to both parties to enable them to make representations against the findings before the Committee.
- This inquiry will be completed within 90 days. Further, within 10 days of completion of the inquiry, the Committee will formally record the result of the inquiry and forward its recommendations for appropriate action to the concerned officers of the Company who will act upon such recommendations of the Committee within 60 days.
- An appeal to the decision of the Committee may be preferred within a period of 90 days to a court or tribunal as may be prescribed under the Act.

iii. Interim Relief

Where an inquiry is initiated on a complaint then, if the complainant so desires, she can request for any of the following actions to be taken during the pendency of the complaint as an interim measure of relief:

- transfer of either of the parties to any other workplace; or
- grant of leave to the complainant up to a period of 3 months; or
- restraining the respondent from reporting on the work performance of the complainant or writing her confidential report and assign the same to another officer; or
- grant of such other relief to the complainant as may be prescribed under the law.

The Committee may provide such recommendations to the Company to implement. The leave granted to the complainant will be in addition to the leave she would otherwise be entitled to.

iv. Power of the Committee for conducting an Inquiry

For the purpose of conducting an inquiry into any complaint received by it from an Aggrieved Woman, the Committee may:

- summon and enforce the attendance of any person and examine her on oath;
- require the discovery and production of documents; and
- perform or require performance of any other such act which may be prescribed under the Act.

v. Action against the Offender

- Necessary action, including but not limited to such disciplinary action as may be specified in the terms of employment of the offender(s), will be taken with regard to such offender(s) based on the circumstances and seriousness of the offence.
- If the Committee so deems fit and appropriate, then it may direct the respondent to pay compensation to the complainant (either through deduction from salary or in case respondent has left M&M or is on leave, then by directing payment).
- If such compensation is not paid, then recovery of this amount will be done as an arrear of land revenue as per law.

vi. Invocation of Indian Penal Code

If the Aggrieved Woman chooses to file a complaint in relation to the offence under the Indian Penal Code or any other applicable law, the Company will provide such assistance to her as she may require. Furthermore, the Company may also cause to initiate action, under the Indian Penal Code or any other applicable law, against the offender. In the event that the offender is an employee of a different entity/organization/company, then if the aggrieved Employee so desires, the Company will cause to initiate action in the workplace at which the incident of sexual harassment took place.

vii. Frivolous or Malicious Complaints

Where the Committee arrives at a conclusion that the allegation against the offender is malicious or the complainant has made the complaint knowing it to be false or has produced any forged or misleading document, then the same will be viewed very seriously by the Company and appropriate action will be taken against such complaints.

viii. Confidentiality of the Complainant

Any complaints or incidents reported under this policy shall be treated with all possible care, sensitivity and discretion in protecting the sensibilities of the affected person and no information will be divulged publicly or to any third party which can enable identification of the identity of the affected person.

All Sector/Businesses are advised to implement the said policy and ensure strict adherence to the provisions of the Act and the rules.

ix. Preparation of Annual report and compliance with appropriate Government

The Committee will prepare the annual report in accordance with Section 21 of the Act which shall contain the following details:

- a) Number of complaints of sexual harassment received in the year
- b) Number of complaints disposed off during the year
- c) Number of cases pending for more than 90 days
- d) Number of workshops or awareness programs against sexual harassment carried out
- e) Nature of action taken by the concerned officers of the Company.

The annual report will be submitted to the Corporate Governance Cell (**VP - Corporate Governance Cell**) and Group HR (**Vice President - Group HR (GCO, GMC & Group Diversity)**) in the Company.

At every location, in the Committee, an HR representative is nominated. It will be the duty of this person to file annual report with the District Officer notified under Section 5 of the Act by the appropriate Government.

We conduct orientation programs and create forums for dialogue so that the Employees are aware of the provisions of the Act.



Rajeev Dubey
Group President (HR & Corporate Services)
& CEO (After-Market Sector)
Member of the Group Executive Board

Name of Document	Policy on Sexual Harassment for Male Employees
Version	3.0
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Group Level/ Sector Level (Specify which sector)	M&M Ltd.
Issuing Authority	Mr. Rajeev Dubey Group President (HR & Corporate Services) & CEO (After Market Sector) Member of the Group Executive Board
Owner of the document	Dr. Prince Augustin (EVP — Group Human Capital & Leadership Development)
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POLICY ON SEXUAL HARASSMENT FOR MALE EMPLOYEES

BACKGROUND

It is our endeavor to keep our workplace at Mahindra & Mahindra Limited ("Company") safe, transparent and friendly for people to work in. Understanding Employees (defined hereunder) and giving them the confidence that their workplace is fair, transparent and safe has been a core philosophy and to that effect we had a Policy on Sexual Harassment for several years. While the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act") has prescribed to only women employees, company in its good governance have extended the same to male employees also.

APPLICABILITY OF THIS POLICY

This policy applies to all male employees who are employed in permanent, contractual or temporary capacity (hereinafter referred to as "Employee").

SCOPE OF THIS POLICY

This policy extends to all the locations of the Company. The possible locations could be:-

- i. any of the business locations of the Company; or
- ii. any external location visited by an Employee due to or during the course of employment with the Company, such as business locations of other organizations/entities, guest houses, hotels etc.; or
- iii. 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.

The definitions (i) – (iii) are together referred to as “Premises”

DEFINITION OF SEXUAL HARASSMENT

A broad definition of sexual harassment consists of any 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 behavior (whether directly or by implication):

- i. Unwelcome sexual advances, demands or requests for sexual favors, display of sexual visuals, sexual audios, pornographic or obscene material and any other verbal or physical conduct of a sexual nature; or
- ii. Transmitting any message, by mail, telephone, electronic media including social networking websites etc. which is obscene, lewd, suggestive or blatantly sexual in nature; or
- iii. Any explicit or implicit communication wherein a sexual favor 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
- iv. Sexually charged jokes or remarks and behavior which have sexually oriented innuendoes; or
- v. Consistent pattern of unnecessary physical contact and advances, staring or targeting unreasonable attention at an individual in day to day dealings; or
- vi. Any pervasive pattern of behavior which makes an individual uncomfortable, insecure or feel humiliated or disadvantaged on the basis of gender differentiation; or
- vii. Stalking or making repeated unnecessary/unwelcome visits to the place of residence; or
- viii. Actual sexual assault.

This is only an indicative list and there can be other acts which can be construed as sexual harassment.

COMPANY'S APPROACH TOWARDS SEXUAL HARASSMENT

The Company views all incidents of sexual harassment seriously and follows a zero tolerance approach towards any act of sexual harassment. All acts capable of being construed as sexual harassment are prohibited and any complaint or report of sexual harassment will be investigated and if proved, appropriate action will be taken against the offending person. The nature and seriousness of the offence will be adjudged by the Committee (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:

- i. implied or explicit promise of preferential treatment in his employment; or
- ii. implied or explicit threat of detrimental treatment in his employment; or
- iii. implied or explicit threat about his present or future employment status; or
- iv. interferes with his work or creating an intimidating or offensive or hostile work environment for him; or
- v. humiliating treatment likely to affect his health or safety.

The circumstances enlisted above are not exhaustive. Every proven act of sexual harassment will be treated as misconduct under the service rules and appropriate action will be undertaken for such a misconduct.

COMPLAINTS HANDLING PROCESS

The Company has established the following process to ensure that any incidence of sexual harassment is dealt with appropriately, sensitively and expeditiously.

1. INTERNAL COMPLAINTS COMMITTEE FOR SEXUAL HARASSMENT

At all the locations and offices of the Company, an "Internal Complaints Committee" (hereinafter referred to as "Committee") has been constituted under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (the "Act"). The same Committee shall have the power to deal with complaints under this policy.

2. PROCESS FOR DEALING WITH INCIDENTS OF SEXUAL HARASSMENT

Any Employee who experiences sexual harassment at the Premises must file a complaint in writing to the relevant Committee within 3 months from the date of the incident. However, this time limit may be extended by the Committee for another 3 months if there are reasons, justifications or circumstances which, in their opinion, had prevented the Employee from filing this complaint. In the event of the physical or mental incapacity or death of the affected Employee, then his heirs can also file such a complaint on his behalf.

i. Settlement

After filing such a complaint, if the Employee so requests, prior to initiating an inquiry, the Committee can try to settle the matter through conciliation, provided that no monetary settlement shall be made as a basis of such conciliation. If such a settlement is reached, the Committee will record the settlement and action will be taken by the Company as specified in the recommendation. Copies of the settlement will also be provided to the Employee and the respondent. However, it is to be noted that where a settlement is arrived at, no further inquiry will be made by the Committee, unless the terms of settlement have not been complied with.

ii. Inquiry

- If the Employee does not request for a settlement then, on receipt of such a complaint, the Committee will immediately arrange to fully investigate all relevant details of the matter.
- The Committee shall make the inquiry into the complaint in accordance with the principles of Natural Justice.
- A minimum number of 3 members of the Committee, including the Presiding Officer, should be present for conducting the inquiry.
- Both parties will be given reasonable opportunity to be heard by the Committee. A copy of the findings shall also be given to both parties to enable them to make representations against the findings before the Committee.
- This inquiry will be completed within 90 days. Further, within 10 days of completion of the inquiry, the Committee will formally record the result of the inquiry and forward its recommendations for appropriate action to the concerned officers of the Company who will act upon such recommendations of the Committee within 60 days.
- An appeal to the decision of the Committee may be preferred within a period of 90 days to the Head of HR in that business division or Company.

iii. Interim Relief

Where an inquiry is initiated on a complaint then, if the complainant so desires, he can request for any of the following actions to be taken during the pendency of the complaint as an interim measure of relief:

- transfer of either of the parties to any other workplace; or
- grant of leave to the complainant upto a period of 3 months; or
- restraining the respondent from reporting on the work performance of the complainant or writing his confidential report and assign the same to another officer; or
- grant such other relief to the complainant as may be deemed reasonable and expedient to the Committee.

The Committee may provide such recommendations to the Company to implement. The leave granted to the complainant will be in addition to the leave he would be otherwise entitled to.

iv. Committee for conducting an Inquiry

For the purpose of conducting an inquiry into any complaint received by it from an Employee, the

Committee may:

- interrogate any person and record his statement;
- require the production of documents; and
- perform or require performance of any other such act that they may deem reasonable and expedient

v. Action against the Offender

- Necessary action, including but not limited to such disciplinary action as may be specified in the service rules of the Company and terms of employment of the offender(s), will be taken with regard to such offender(s) based on the circumstances and seriousness of the offence.
- If the Committee so deems fit and appropriate, then it may direct the respondent to pay compensation to the complainant (either through deduction from salary or in case respondent has left M&M or is on leave, then direct payment).

vi. Invocation of Indian Penal Code

If the proved acts constitute offence under any law and the aggrieved person chooses to file a complaint in relation to the same, the Company will provide such assistance to him as he may require. Furthermore, the Company may also cause to initiate action, under the Indian Penal Code or any other applicable law, against the offender. In the event that the offender is an employee of a different entity/organization/company, then if the aggrieved Employee so desires, the Company will endeavor to initiate action in the workplace at which the incident of sexual harassment took place.

vii. False, Frivolous or Malicious Complaints

Where the Committee arrives at a conclusion that the allegation against the offender is malicious or the complainant has made the complaint knowing it to be false or has produced any forged or misleading document, then the same will be viewed very seriously by the Company and appropriate action will be taken against such complaints.

viii. Confidentiality of the Complainant

Any complaints or incidents reported under this policy shall be treated with all possible care, sensitivity and discretion in protecting the sensibilities of the affected person and no information will be divulged publicly or to any third party which can enable identification of the identity of the affected person.

All Sector/Businesses are advised to implement the said policy

ix. Preparation of Annual Report and compliance

The Committee will prepare the annual report which shall contain the following details:

- a) Number of complaints of sexual harassment received in the year
- b) Number of complaints disposed off during the year
- c) Number of cases pending for more than 90 days
- d) Number of workshops or awareness programs against sexual harassment carried out
- e) Nature of action taken by the concerned officers of the Company.

The annual report will be submitted to the Corporate Governance Cell (**VP - Corporate Governance Cell**) and Group HR (**Vice President - Group HR (GCO, GMC & Group Diversity)**) in the Company.

At every location, in the Committee, an HR representative is nominated.

We conduct orientation programs and create forums for dialogue for Employees.



Rajeev Dubey
Group President (HR & Corporate Services)
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