

Policy No.	Policy No.: XXXX
Policy Title	POSH – Policy on Prevention of Sexual Harassment
Policy Owner	Human Resources
Revision Date	October 2024
Effective Date	2018
Approvers	CHRO
Applicable Attachments	

POSH – Policy on Prevention of Sexual Harassment

It is the goal of Xactly Technologies India Private Limited (referred as “**Xactly**” or “**Company**”) to promote a workplace that is free of sexual harassment, and any other type of discriminatory harassment.

Purpose

Xactly Technologies India Private Limited is an equal employment opportunity company and is committed to creating a healthy working environment that enables employees to work without fear of prejudice, gender bias, and sexual harassment. The Company also believes that all employees of the Company, have the right to be treated with dignity. Sexual harassment at the workplace or other than the workplace if involving employees is a grave offence and is, therefore, punishable.

This policy is framed in line with the requirements stipulated under the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 (“**PoSH Act**”). The policy aims at prohibiting all acts of sexual harassment as defined under the PoSH Act at the workplace and follows a strict zero-tolerance policy with respect to the same.

This Prevention of Workplace Sexual Harassment Policy has been formulated in order to (a) prevent, prohibit and deter the commission of acts of sexual harassment at the workplace and (b) to provide a fair and efficient procedure for the redressal of complaints pertaining to sexual harassment.

Scope and Effective Date

This policy extends to all employees and non-employees including trainees, direct

contractual employees, probationers, and contractual labourers (that is, third-party employees) in India associated with or without the knowledge of the Company, irrespective of whether sexual harassment is alleged to have taken place within or outside Xactly premises and includes business trips and business-related social events. This Policy is deemed to be incorporated in the service conditions of all employees and comes into effect immediately.

In case of third-party sexual harassment, Xactly will actively assist and provide necessary support to the complainant in pursuing the complaint and ensure the employee's safety at Xactly premises.

This Policy is not intended to impair or limit the right of any Employee seeking a remedy available under law. Proceedings under this Policy shall continue notwithstanding any proceedings initiated by a Complainant (as defined hereinafter) against an alleged perpetrator under any law in force.

Definition: What is Sexual Harassment?

Sexual harassment is an offence that can destroy human dignity and violates the right to gender equality, the right to 'life and liberty', and the fundamental right 'to practice any profession or to carry out any occupation, trade, or business'. It is an act amounting to misconduct in employment. The complainant does not have to be the person harassed but could be anyone affected by the offensive conduct.

Sexual harassment in the workplace for the purposes of this policy shall include:

- Unwelcome sexually determined behavior, whether direct or implicit.
- Unsavory or sexually colored remarks, jokes, innuendos, taunts, pet names;
- Steering conversation improperly towards sexual preferences, fantasy, or sex life; Gender-based insults or sexist remarks;
- Unwelcome sexual hints/ suggestions in any manner such as over the telephone and the like;
- Touching or brushing against any part of the body and the like;
- Displaying pornographic materials or other offensive or derogatory pictures, cartoons, pamphlets, sayings, items, or décor;
- Forcible physical touch or molestation;
- Physical confinement against one's will and any other act likely to violate one's privacy;
- Eve teasing including any indecent gesture, use of indecent language, or any act intended to insult the modesty of a woman or intruding the privacy of a woman employee;

Sexual harassment may also occur in the following manner:

- A person could do it individually or by acting with others;
- It could occur between peers or individuals in a hierarchical relationship (covert or overtly use of power inherent in the status of the manager to negatively affect an employee's work experience and opportunities);
- It could occur between employees of the company and customers (covert or overtly use of power, proximity & intimacy inherent in the business relationship to create an

- unprofessional, intimidating, hostile or indecent work environment);
- It may be in the form of an implied or overt promise of preferential treatment in employment or an implied or overt threat of detrimental treatment in employment.
- It includes an implied or overt threat of present or future employment status;
- Subjecting a person to humiliating treatment likely to cause health or safety problems.
- It could either result in a "Quid Pro Quo" (this in exchange for something) or in a hostile working environment. (To threaten, coerce, or intimidate an employee or customer to accept sexual advances or making decisions affecting the individual or create an intimidating, hostile, or offensive working environment);
- It could be directed at either males or females;
- It could be directed at co-workers or customers or vendors of the company;

An act amounts to sexual harassment when the concerned person has reasonable grounds to believe that:

- The conduct is 'sexual' in nature;
- his/her objection to the act may disadvantage him/her in connection with his/her employment or work including performance, recruitment or promotion
- When the act creates a hostile/inappropriate work environment or results in adverse consequences or damages the company's business interests or image.

Definition: What is 'Workplace'?

The term 'workplace' is not restricted to the four walls of an office space. It includes any place visited by the employees 'arising out of or during the course of employment' including transportation provided by the employer. For the avoidance of doubt, this policy may also apply to remote working scenarios as well.

COMPLAINT MECHANISM

Any person covered under this policy who believes that such person has been sexually harassed at the workplace can lodge a complaint in accordance with the procedure set forth below.

- Tell the accused that his / her behavior is unwelcome and ask him/her to stop. If the behaviour ceases, the employee may choose not to file an official complaint.
- Irrespective of whether the individual has communicated his/her non-approval of the conduct to the respondent, the individual may choose to file a formal complaint.
- Women are required to file the complaint with the Internal Complaints Committee ("ICC") constituted in accordance with the PoSH Act (please see more details in the following sections).
- Other employees may file the complaint with their Manager and Human Resources and the matter will be looked into in accordance with the disciplinary procedure applicable for all other types of misconduct.

Name	Role	Email
Rajani Rajashekar	Presiding Officer	rrajashekar@xactlycorp.com
Sindhuja Jayaraju	Member	sjeyaraju@xactlycorp.com
Nithasini Chowdary	Member	nchowdary@xactlycorp.com
Meghana Kadekar	Member	mkadekar@xactlycorp.com
Suresh Kumar	Member	skumar@xactlycorp.com
Siva Rachaputi	Member	srachaputi@xactlycorp.com
Sandeep Parthasarathy	Member	sparthasarathy@xactlycorp.com
Ramaraju Edagutti	Member	eramaraju@xactlycorp.com
Padma Sri	External Member	padmas@silveroakhealth.com

The complainant should ideally keep a record of the incidents (date, time, locations possible witness). While it is not mandatory to have a record of events to file a complaint, a record can strengthen the complainant's case and help the complainant remember the details over time.

INTERNAL COMPLAINTS COMMITTEE

An internal complaints committee (ICC) has been constituted in accordance with the PoSH Act to inquire into each complaint about sexual harassment at the workplace reported by women.

The details of the ICC members for Xactly is published here on the Human Resources Site and on the notice board of the company:

If you'd like to report an incident, you may email poshindia@xactlycorp.com to contact the committee.

The ICC shall consist of:

- A female senior executive shall be the Presiding Officer of the ICC.
- Two members from amongst the employees to be nominated by the Company.
- one external member, an individual from a non-governmental organisation or association committed to the cause of women.
- At least 50% of the members of the Complaints Committee shall be women.

The external member shall be an outsider/independent party familiar with the issue of sexual harassment (the "**Independent Member**"), such as a person associated with a non-governmental organization or other body dealing with issues pertinent to women and familiar with issues pertaining to sexual harassment, who shall be identified and appointed by the Company upon terms acceptable to such person and the Company.

Term

The term of membership to the ICC shall be for three years¹ from the date of appointment of the relevant member. However, the Company may temporarily extend the term of any member of the ICC to dispose of any pending Complaint. The foregoing shall not be taken to limit the authority of the Company to re-appoint a member upon the completion of the aforesaid three-year period.

REDRESSAL PROCESS

The ICC will co-opt additional members if and as required

1. Any aggrieved woman may raise her complaint to the ICC at the earliest point of time and in any case within 3 months from the date of occurrence of the alleged act of harassment or in case of continuous harassment within 3 months from the date of last incident.
2. The written complaint can be made to any member of the ICC. If the complainant is unable to submit the written complaint, the ICC will render reasonable assistance to submit the complaint in writing.
3. The complaint should contain all the material and relevant details concerning the alleged sexual harassment including the name of the contravener and witnesses, if any.
4. If the complainant is unable to make a complaint on account of physical or mental incapacity or death, the legal heir / relative/ friend/ co-worker, any person with the knowledge of the case with the written consent of the female complainant can raise the complaint in writing.
5. Confidentiality of the identity of the involved parties will be maintained by ICC members.

6. ICC will inquire into the matter and hold an inquiry as necessary. It would be entitled to elicit all forms of evidence in this regard from concerned parties. The entire process will be completed within 3 months from the date of submission of the complaint.

7. All concerned parties - including complainant, accused, witnesses and others involved - will be given an opportunity to present their views to ICC. After due examination of the complaint and gathered facts, evidence etc., the ICC will submit its recommendation to the Country Head of Xactly India.

8. Any Manager or employee of Xactly who becomes aware of an incident of sexual harassment should promptly report the same to Human Resources so that they can take the necessary steps to ensure compliance of this policy.

Conciliation

Before the ICC initiates an inquiry, the female complainant may request the ICC to take steps to settle the matter through conciliation. The complainant will be fully apprised of the process of conciliation, and this will be completely at the discretion of the complainant. No monetary settlement shall be made in connection with the conciliation. Where a settlement is arrived at, no further inquiry shall be conducted by the ICC. All individuals concerned are expected to report to the ICC in case any terms of the settlement have not been complied with by the other party.

Dealing with the complaint

If no settlement is reached during the course of conciliation or if the complainant chooses not to conciliate the matter, the ICC will proceed to make an inquiry into the complaint. As part of the inquiry process, the parties will be given an opportunity of being heard and a copy of the complaint and other written statements shall be made available to both parties enabling them to make representations. The ICC will provide every reasonable opportunity to the complainant and to the respondent to put forward and defend their respective cases. The members of the ICC shall be at liberty to put such questions to the parties as they may deem fit.

For the purpose of making an inquiry, the ICC 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.

The ICC shall have the right to terminate the inquiry proceedings or to give an ex-parte decision on the complaint, if the complainant or respondent fails, without sufficient cause, to present herself or himself for 3 consecutive hearings convened by the Presiding Officer of the

ICC.

Neither the complainant nor the respondent shall be allowed to bring in any legal practitioner to represent them in their case with respect to a complaint at any stage of the proceedings before the ICC.

Inquiry Report and Disciplinary Action Post Inquiry / Investigation

Upon conclusion of the inquiry, the ICC or the respective investigating officer (as the case maybe) shall submit an inquiry report to the management. The report of the ICC or the respective investigating officer shall be deemed to be the inquiry report for purposes of any disciplinary rules applicable to the employee against whom a complaint was made. If after considering the case presented by both the parties, the ICC or the respective investigating officer comes to a finding that no case of sexual harassment exists, it shall make a report to that effect, giving the reasons for arriving at such a finding.

If the ICC comes to a finding that a case of sexual harassment is found, it shall make a report to that effect and make recommendations for disciplinary action. The disciplinary action recommended by the ICC shall be commensurate with the severity of the sexual harassment. The disciplinary action that may be taken against the perpetrator can be, but is not limited to, the following:

- Counselling
- A written reprimand
- Compensation, if any, as arrived by order of the court or for loss in employment of complainant due to sexual harassment
- Suspension, with or without pay
- A transfer, if it is not reasonable for the people involved to continue working together
- A demotion
- Withholding of increment and/or incentives, removal of people management responsibilities, withholding of promotion, career movement, onsite assignment for a specific period
- Dismissal of services

The ICC may also recommend to Xactly to deduct from the salary or wages of the respondent, such sum of compensation to be paid to the aggrieved woman or to the legal heirs of such aggrieved woman.

Where the investigation has proven the allegation, a record of the disciplinary action and correspondence with the respondent will be kept on the personnel file of the respondent. This information will also be used and/or disclosed as required by applicable law.

Other Relevant Points

- Pursuant to the investigation and inquiry, if an employee is found guilty of sexual harassment, he/she could be liable for immediate "Termination from Services", or a

warning would be given with an “apology” from the employee.

- During the pendency of the inquiry, upon written request by the aggrieved employee:
 - Transfer the aggrieved woman or the respondent to any other workplace
 - Grant leave to the aggrieved woman up to a period of three months
- In the event that the accused is the complainant’s manager, Xactly shall review the possibility of relocating the employee within the organization and ensure that the complainant is not subject to appraisal by the accused. Where the accused is an outsider, the accused shall not be allowed to enter Xactly premises except for the purpose of attending the inquiry process.
- The ICC will evaluate the nature and quantum of the penalty based on the inquiry findings & may recommend to the Country Head of Xactly India to impose any punishment which will be deemed fit by its members.
- Determination and pay the Compensation to the Complainant, commensurate with the gravity of the act of sexual harassment and the income and financial status of the Accused. In determining appropriate compensation to the Complainant, the Company will consider the following possible factors:
 - the mental trauma, pain, suffering, and emotional distress caused to the Complainant;
 - loss in the Complainant’s career opportunity due to the incident of sexual harassment;
 - medical expenses incurred by the Complainant for physical or psychiatric treatment; and
 - feasibility of such payment in lump sum or in installments
- If the conduct of the accused amounts to a specific offence under the Indian Penal Code or under any other law, Xactly shall initiate appropriate action in accordance with law by making a complaint with the appropriate authority.
- If the accused has been proven guilty for the second time for any act of sexual harassment, then he/she shall be terminated.
- The management shall provide all necessary assistance for ensuring full, effective, and speedy implementation of this policy.
- Where sexual harassment occurs because of an act or omission by any third party or outsider, third-party contractor shall take all steps necessary and reasonable to assist the affected person in terms of support and preventive action.
- The ICC shall analyze and put up report on all complaints of this nature at the end of the year for submission to Country Head of Xactly India.
- In case the ICC finds the degree of offence coverable under the Indian Penal Code, then this fact shall be mentioned in its report and appropriate action shall be initiated by the Management, for making a Police Complaint.

- This Policy will not prejudice any rights available under the Protection of Human Rights Act, 1993 and under the Constitution of India.

Complaints made with malicious intent:

This policy is intended to serve as a tool to ensure that in the interest of justice and fair play, our employees have a forum to approach in the event of instances of sexual harassment.

However, if upon investigation it is revealed that the complaint was made with malicious intent and with the motive of maligning the concerned individual, tarnishing the individual's image at Xactly and/or to settle personal/professional scores, strict disciplinary action will be taken against the complainant.

Confidentiality

The contents of a complaint, the identity, and addresses of the complainant, accused and witnesses, if any, any information relating to conciliation and inquiry proceedings, recommendations of the ICC and the action taken by Xactly under this Policy and/or applicable law are strictly confidential and shall not be published, communicated, or made known to the public, press and media in any manner.

Information may be disseminated regarding the justice secured to any proven complainant without disclosing the name, address, identity, or any other calculated to lead to the identification of the complainant and witnesses.

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 this Policy and/or applicable law contravenes the provisions of this Clause, he/she shall be liable for penalty in accordance with the provisions of the standing orders of Xactly as applicable.

Appeal

Any Employee aggrieved from the recommendations of the ICC Committee made or non-implementation of such recommendations by the Company may prefer an appeal to the appropriate body in accordance with applicable law. This appeal must be made within a period of 90 working days from the date of filing of the Report with the Company²

Proceedings under Indian Penal Code

Under Section 509 of the Indian Penal Code, 1860 (the "IPC"), any word, gesture or act intended to insult the modesty of a woman is an offence. Where the conduct of an employee amounts to a specific offence under the Section 509 or any other provision of the IPC, or under any other law, the Company shall initiate appropriate action in accordance with such law by making a complaint with the appropriate authority. The Company shall also aid a female complainant if she chooses to file a complaint in relation to the offence under the Indian Penal Code or any other extant law.



Preventive Measures

The Company shall undertake the following preventive measures to ensure that Sexual Harassment does not occur:

- Provide a safe working environment at the workplace which shall include safety from the persons coming into contact at the workplace;
- Placing a copy of this Policy and a notice displaying the names and contact information of the ICC, penal consequences of indulging in sexual harassment on the intranet of the Company and/or such prominent places as a continual reminder to the Employees of the Company's Policy on Sexual Harassment;
- Sensitizing employees and providing training related to Sexual Harassment issues and redressal mechanisms.

Company's Discretion

This policy is implemented in the sole discretion of the Company, and it may be modified or amended at any time in the sole discretion of Xactly.

Frequently Asked Questions

Q. Which complaints can be raised under this Policy?

Ans: All incidents of sexual harassment involving one or many employees of the Company can be raised in this policy. The other involved parties can be employees, customers, vendors or any stakeholder of the Company's business.

Q. I am not personally involved in the incident. Should I raise a complaint?

Ans: If you have reasonable grounds to believe that the incident(s) amounts to sexual harassment, you are advised to bring the matter to the notice of the HR team.

Q. What if the perpetrator is not an employee of the company?

Ans: The perpetrator or the victim or both can be employees, customers, vendors, visitors, or anyone who is involved in the company's business; and can be male or female. As long as at least one employee of the company is involved in the incident, it is a valid complaint.

Q. I am facing harassment from a person who is not involved with the company's business. Can I make a complaint?

Ans: Since the other party is not involved or connected with the company's business, this will be a personal matter and hence doesn't come under the purview of this policy. Your complaint will not be processed under this policy.

Q. If an employee (subordinate or colleague) has come to me with a complaint, what should I do?

Ans: The complainant should be directed to the ICC immediately if the complainant is a female. Others should be directed to report the matter to their Manager and Human Resources. You can reach the ICC by emailing poshindia@xactlycorp.com.

Q. If an employee has raised a complaint, and I do not think it is critical or valid, what should I do?

Ans: The employee should be directed to send his/her complaint to the respective stakeholders; that is, the ICC in case of female complainants and the Manager and Human Resources. In case of complaints arising from other genders. Only the respective committee members can decide on the criticality and validity of complaints.

Q. If I come to know of a sexual harassment complaint, but the employee is not willing to make a formal complaint, what should I do?

Ans: Please request the person to make a formal complaint. Please assure the person about confidentiality and the neutrality of the complaint redressal process. You are also advised to keep the HR Team informed so that they can reach out to the respective persons and help initiate a complaint.

Q. How confidential is the investigation process?

Ans: The investigating authority will maintain confidentiality of the process to the extent possible for a fair and just investigation. The complaint will be shared with the person it is made against, the highlights of the complaint may be shared with other witnesses in the investigation and key findings/recommendations will be shared with the Board of Directors.

Q. How will the complainant know of what action has been taken by the employer?

Ans: The ICC will inform the complainant of the final decision at the completion of the process.

Q. What happens in case of false complaints?

Ans: Appropriate disciplinary action shall be taken against the complainant for false/motivated complaints.

Q. Is the policy meant for women employees only?

Ans: This policy applies to all employees (men and women) equally. However, complaints arising from women shall be redressed by the ICC and complaints arising from other genders shall be redressed by their Manager and Human Resources.