

Policy Name	Prevention of Sexual Harassment (PoSH) Policy – India
Legal Entity	Zuora India Private Limited
Last Reviewed	01-December-2021
Applicable Law	POSH Act, 2013 and applicable rules

1. Objective and Commitment

Zuora India (Pvt) Ltd (referred to as Zuora) is committed to maintaining a workplace free from all forms of bullying, harassment, and discrimination. All forms of bullying, harassment and discrimination are against the law and all employees have a legal right to a workplace free from these types of misconduct.

Sexual harassment is a form of workplace discrimination and all employees of Zuora India (Pvt) Ltd. are required to work and conduct themselves in a manner that prevents any and all forms of harassment in the workplace.

This “Sexual Harassment At Workplace Policy” addresses the prevention, prohibition, and redressal of sexual harassment of women at the workplace.

This Policy confirms the specific and express commitment of Zuora to promote a workplace free of sexual harassment towards any women in their India workplace, promote gender-safe spaces and remove underlying factors that contribute to a hostile work environment against women.

Sexual harassment of women at the workplace is unlawful under India’s Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 (“Act”) and amounts to misconduct under the Zuora’s Global Code of Business and Ethics.

In the event that any person not protected by the Act wishes to complain against any form of harassment, including sexual harassment, he/she/they may complain in accordance with Zuora’s Inc.’s Policy Prohibiting Discrimination, Harassment & Retaliation.

2. Scope and Applicability

This Policy applies to:

1. The members of the Board of Directors, officer, senior leaders, managers, executives, employees (including regular, temporary, or ad-hoc employees, probationers, apprentices, and interns working with or without remuneration), independent contractor or consultant of Zuora (referred to collectively, including directors as ZEO’s;)

2. All contract labour working in the Zuora Workplace (defined below) in India;
3. Customers, vendors, and any others visiting the Zuora Workplace; or
4. Any other person as may be decided by the Internal Committee which holds the sole prerogative to decide whether to cover a matter within the framework of this policy or provide assistance to the aggrieved as it deems fit.

The workplace referred to in this Policy and any orders/documents/SoPs created under it, is not only restricted to Zuora's India office premises but may also include Zuora's company vehicles, third party premises where attendance is required for the performance of one's job, off site meetings and office external venues or any other place or forums which may be defined as 'extended workplace' by the management and the Internal Committee when the same may be related to work, ZEO's or may impact work or workplace conduct or environment.

The workplace also includes the extended workplace during work-remote and work-from-home and may also include cyberspace and social media as well as electronic communication between persons covered under this Policy when behaviors enabled online/virtually may have work related consequences (collectively defined herein as the Zuora Workplace).

3. What Constitutes Sexual Harassment?

Sexual Harassment as defined under the Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 includes:

"Any one or more of the following unwelcome acts or behaviour (whether directly or by implication) namely:

- a) physical contact or advances; or
- b) a demand or request for sexual favours, or
- c) Making sexually coloured remarks;
- d) Showing pornography; or
- e) Any other unwelcome physical, verbal, or non-verbal conduct of sexual nature.

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 also be sexual harassment:

- a) Implied or explicit promise of preferential treatment in employment;
- b) Implied or explicit threat of detrimental treatment in employment;
- c) Implied or explicit threat about present or future employment;

- d) Interference with work or creating an intimidating or offensive or hostile work environment; or
- e) Humiliating treatment likely to affect health or safety.

Examples of Sexual Harassment

Sexual harassment may be verbal, physical, visual, written or electronic. Examples include, but are not limited to:

- **Verbal/Written:** Unwelcome sexual jokes, comments, remarks, requests for dates or sexual/romantic relationships, or questions about a person's private life.
- **Physical:** Unwelcome touching, physical advances, blocking movement, or other unwanted physical conduct of a sexual nature.
- **Visual/Digital:** Sharing or displaying pornography or sexually suggestive images, videos, messages, emojis or other content through workplace or work-related communication channels.
- **Other:** Offering or threatening employment-related benefits or consequences in connection with sexual or romantic conduct, or creating an intimidating, hostile or offensive work environment.

Important: These examples are illustrative and not exhaustive. Whether conduct constitutes sexual harassment depends on the facts and circumstances, including whether the conduct was unwelcome and its impact on the individual and workplace.

Important Note: It is the perception of the recipient and/or the impact or effect of the behaviour and not the intent of the offender that is critical in an assessment of such issues/cases. Sexism, sexist conduct, sex stereotyping or sex-based harassment may also be construed as a form of Sexual Harassment at the Workplace.

What Does Not Amount to Sexual Harassment: Any expressly welcome behaviour that is based on mutual attraction, respect and/or friendship is not sexual harassment provided that the same does not have any deleterious effect on the workplace environment or on fellow colleagues. Provided that, even in the case of formerly welcome behaviour, once unwelcome or once discomfort is expressed, the same behaviour may amount to sexual harassment.

4. The Internal Committee (IC)

We have constituted an Internal Committee (IC) to redress all complaints. The committee is headed by a senior woman employee and includes an independent external member. We have two separate committees for our Chennai and Bengaluru office respectively.

IC Committee for Chennai

S.No	Position	Name	Designation
1	Presiding Officer	Shanmugapriya Achuthan	Sr. Manager, Support (sachuthan@zuora.com , +91 9566251032)
2	Member 1	Bhuvaneshwari Muthukumaran	Senior Solution Architect
3	Member 2	Durga Chilamkurthy	Sr. Director, Customer Solution Engineering COE
4	Member 3	Madhu Malar Duraisamy	Sr Manager, Accounting
5	External Member	Shivakami Ravichandran	Advocate, Cohere Consultants

IC Committee for Bengaluru

Position	Name	Designation
Presiding Officer	Shanmugapriya Achuthan	Sr. Manager, Support (sachuthan@zuora.com , +91 9566251032)
Member 1	Manish Anand	Senior Manager, Software Engineering
Member 2	Vinay Swamynathan	Sr. CSE
Member 3	Sandhya Raghavan	Sr Manager, Regional HR
Member 4	Sumeet Kumar	Senior Director, Global Services
Member 5	Sheetal Nanda	Sr Manager, SDET
External Member	Dr. Devika Singh	Advocate, Cohere Consultants

It is the duty of every employee to bring any matters or complaints concerning sexual harassment in the workplace to the immediate attention of the IC. Complaints can be submitted to **icteam@zuora.com**. Persons perpetrating sexual harassment at the workplace shall be dealt with strictly in accordance with the company policy and law and may even face disciplinary action.

5. Complaint and Redressal Mechanism

- **Filing a Complaint:** A complaint may be submitted in writing by an Aggrieved Woman to **icteam@zuora.com** or to any member of the Internal Committee mentioned above within three (3) months of occurrence of an act of Sexual Harassment. If for any reason, a complaint cannot be made in writing, the Aggrieved Woman may reach out to any member of the Internal Committee to render her reasonable assistance for making her complaint in writing.

The Internal Committee may extend the time limit for filing a complaint by up to a further three months where it is satisfied that circumstances prevented the aggrieved woman from filing the complaint within the initial three-month period, with reasons recorded in writing."

- **Submission:** Send your complaint directly to the IC members or via email to **icteam@zuora.com**
- **Confidentiality:** All identities, testimonies, and proceedings are kept strictly confidential by law.
- **Timelines:** An inquiry will be completed no later than ninety (90) calendar days (not including ordinary days of closure and national, emergency and company holidays) from initiation of inquiry. Any delays beyond this period may require reasons in writing to be provided by the Internal Committee in its report.
- **Inquiry Process :** Complaint → Preliminary review → Notice to respondent → Response/evidence → IC inquiry → Opportunity to be heard → IC report → Recommendation → Employer action
- **Protection:** The company strictly prohibits retaliation against anyone reporting an incident in good faith.

Employees are duty bound to assist in an inquiry. All complainants, whistle-blowers, Aggrieved Women and witnesses shall be protected from retaliation. Retaliation is a serious violation of this policy and any person found to have retaliated against an individual for reporting an alleged act of Sexual Harassment or bringing up a concern about violation of this Policy or for acting as a witness, or where a person is stopped, dissuaded, pressurised or influenced in any manner so that s/he faces difficulty in participating in proceedings of the IC, such acts shall be viewed as retaliatory acts and will be subject to appropriate disciplinary actions up to and including termination. Retaliation will be treated as misconduct and will be treated as seriously as an alleged case of harassment and will apply even if the original complaint is not substantiated.

6. Recommendations

1. Where substantiation is found of allegations raised in a complaint by the Internal Committee, it shall recommend disciplinary action including but not limited to:

- a. Counselling
- b. Warning (verbal or written)
- c. Written apology from Respondent
- d. Bond of good behaviour from Respondent
- e. Debarring from supervisory duties
- f. Transfer
- g. Denial of employee benefits like increments/promotion/salary correction etc.
- h. Cancellation of specific work Assignment
- i. Suspension
- j. Separation (non-stigmatic)
- k. Dismissal
- l. Other actions/outcomes expressly provided for in the subject Act such as monetary compensation to Aggrieved Woman or community service by the Respondent may also be recommended subject to the provisions of the Act.
- m. If the Internal Committee has reasons to believe that the Aggrieved Woman or the witnesses can be subject to retaliation, then it can recommend change of reporting from the Respondent, transfer of either party etc.

2. Recommendations made by the Internal Committee shall be proportionate and keeping in consideration of any one or all of the following factors: a) the nature / gravity of the act(s) of the Respondent, b) repetition of acts of Sexual Harassment, if any, c) the impact on the Aggrieved Woman, d) the seniority / position of the Respondent; e) prior complaints, if any against the Respondent f) prior feedback (formal or informal), if any, given to the Respondent and/or g) the impact of the offence on the workplace environment, workplace relationships and / or the company profile as a whole.

3. Such recommendations shall form part of the inquiry report of the Internal Committee and shall be acted upon by the Employer within sixty days of receipt. A report of the resulting action taken shall be provided by the Employer to the Internal Committee.

4. In case of a finding of the Internal Committee that the allegations raised in the complaint cannot be substantiated, no further action will be taken.

Notwithstanding the aforesaid, the Internal Committee may still take actions that are preventive in nature and designed to ensure that there is no hostility or continuing concerns between the parties. Change of reporting, shift times, teams etc., counseling and/or workshops and training(s) may be part of such preventive actions.

5. In case of a prima facie finding in the inquiry that the complaint may have been filed with malicious intent, the Internal Committee may recommend action against the person making the complaint. However, no such recommendations may be made without such malicious intent being established through a separate and an independent inquiry. Mere inability to substantiate a complaint does not indicate a malicious intention.

6. Confidentiality

Zuora will exercise utmost care in ensuring confidentiality of the process, protection of the parties involved and treat the entire process with dignity and merit it deserves. Breaches of confidentiality which are found to have taken place may result in the same disciplinary actions as stated above. The reports of the Internal Committee as well as all documents regarding Sexual Harassment complaints shall be in the custody of the designated person Director, Regional Human Resources and will be kept as strictly confidential. The identities of the parties or other identifying information, or case details and proceedings shall not be published or communicated to the public or the press. However, information about cases may be shared in reporting (as mandated by authorities), or in an anonymised manner in preventive and awareness measures within Zuora or for ZEO's.

6. General Guidelines

Zuora as an Employer is responsible for ensuring that all duties under Section 19 of the Act are complied with. Accordingly, Zuora undertakes that:

1. It shall provide a safe working environment at the Zuora workplace, which shall include safety from the persons coming into contact at the Zuora workplace;
2. It shall display at any conspicuous place in the Zuora workplace, the penal consequences of sexual harassment; and the order constituting the ICs under sub-section (1) of section 4;
3. It shall organize workshops and awareness programmes at regular intervals for sensitizing ZEO's with the provisions of the Act and orientation programmes for the members of the ICs;
4. It shall provide necessary facilities to the IC for dealing with the complaint and conducting an inquiry;

5. It shall assist in securing the attendance of the respondent and witness before the ICs,
6. It shall make available such information to the IC as it may require having regard to the complaint made;
7. It shall provide assistance to the woman if she so chooses to file a complaint in relation to the offences under the Indian Penal Code, 1860 or any other law for the time being in force;
8. It shall cause to initiate action, under the IPC or any other law for the time being in force, against the perpetrator, or if the aggrieved woman so desires, where the perpetrator is not an employee, in the workplace at which the incident of sexual harassment took place;
9. It shall treat sexual harassment as a misconduct under the Zuora Code of Conduct and initiate action for such misconduct in accordance with this Policy;
10. It shall monitor the timely submission of reports by the Internal Committee.

Wherever required, all ZEO's, particularly leaders, managers and supervisors, shall play their part in cooperating with this policy, the proceedings of the Internal Committee(s) and supporting the initiatives and responsibilities of Zuora under it and the Act.

Zuora reserves the right to modify and amend the provisions of this Policy, so as to comply with applicable legal requirements, internal policies, or with a view to fine tune or alter the provisions of this Policy to the extent deemed necessary by Zuora from time to time. Except where specifically stated, this Policy shall be applicable and will be in addition to and not in derogation of the provisions of any other policy and service rules for the time being in force within the organization.
