

ANTI-HARASSMENT POLICY

1. Statement of Philosophy:

Momentive Performance Materials (India) Private Limited ("**Momentive India**") has a longstanding commitment to a work environment that respects the dignity of each individual. Momentive India recognizes the right of every individual to work in an environment without any discriminatory practices that may distress or inhibit an employee.

This is an effort to create awareness of professional behavior expected from each individual in the workplace and to promote mutual respect and dignity towards our co-workers. The purpose of the policy ("**Policy**") set forth below is not to regulate the personal morality of employees, consultants, customers, suppliers, interns, etc., engaged with Momentive India, but rather to allow a work environment that is free from all forms of discrimination and harassment whether that harassment is because of race, colour, gender, age, religion, national origin, disability, veteran status or any other characteristic protected under law.

2. Harassment Defined:

For purposes of this Policy, Harassment includes Sexual Harassment and is defined as verbal or physical and visual conduct that denigrates or shows hostility or aversion, threats, demands, toward an individual because of his or her race, colour, gender, age, religion, national origin, disability, veteran status or any other characteristic protected by law, and that:

- (i) Creates an intimidating, hostile or offensive work environment; or
- (ii) Unreasonably interferes with an individual's work performance or well being at work.

Examples of such Harassment are: using epithets or slurs; mocking, ridiculing or mimicking another's culture, accent, appearance or customs; publicly disclosing another's private information; sabotaging another's work; threatening, intimidating or engaging in hostile or offensive acts displaying or circulating in the workplace, written or graphic material that denigrates or shows hostility toward a person or group because of an individual's race, colour, gender, age, religion, national origin, disability, veteran status, or any other characteristic protected by law or any other conduct or behavior deemed inappropriate by Momentive India. This list is not intended to be all-inclusive.

3. Definition of Sexual Harassment:

Sexual Harassment consists of Unwelcome Sexual Conduct, requests for sexual favours or other verbal, visual or physical acts of a sexual or otherwise of offensive or gender-based nature when:

- (i) Submission to such conduct is either explicitly or implicitly made a term or condition of an individual's employment; or
- (ii) Submission to or rejection of such conduct is used as the basis for employment decisions affecting the individual; or

- (iii) implied or explicit threat about an individual's present or future employment status; or
- (iv) Such conduct unreasonably interferes with an individual's work performance or creates an intimidating, hostile, or offensive working environment; or
- (v) humiliating treatment likely to affect an individual's health or safety.

Some examples of what may constitute Sexual Harassment are: threatening or taking adverse employment action, such as discharge or demotion, if sexual favours are not granted; demands for sexual favours in exchange for favorable or preferential treatment; unwelcome and repeated flirtations; unwelcome physical contact; whistling and catcalls; leering; improper gestures; offensive, derogatory or degrading remark; unwelcome comments about appearance; sexual jokes or use of sexually explicit or offensive language; gender or sex based pranks; and the display of sexually suggestive objects or pictures in work areas; grabbing, groping, kissing, fondling; unwanted or offensive letters or poems; offensive e-mail or voice-mail messages; questions about one's sex life or experiences; repeated requests for dates or marriage; sexual assault or rape; any other conduct or behavior deemed inappropriate by Momentive India. The above list of examples is not intended to be all-inclusive.

A person shall be guilty of Sexual Harassment under this Policy when (i) she/ he indulges in conduct known to him/ her to be Unwelcome Sexual Conduct or should reasonably have been known to such person to be Unwelcome Sexual Conduct; or (ii) she/ he indulges in conduct that may reasonably be perceived by the victim as Unwelcome Sexual Conduct. For the purposes of this Policy, "Unwelcome Sexual Conduct" shall mean and include any unwelcome sexual advances, Sexual Harassment, unwelcome textual, graphic representations of a sexual nature: (i) to a person; (ii) in a person's presence, whether or not the representation concerns that person; (iii) about a person (when malicious).

4. Discrimination/ Harassment Prohibited:

Discrimination and Harassment, including Sexual Harassment, is unacceptable and will not be tolerated. Momentive India strictly prohibits any form of Harassment in the workplace whether committed by male or female, supervisory or non-supervisory personnel. All employees of Momentive India are expected to avoid any behavior that could be reasonably interpreted or perceived as a form of discrimination and Harassment. This Policy applies to all discrimination and Harassment occurring in the work environment whether at the premises, or in other work-related settings, and applies regardless of the gender of the individuals involved. This Policy covers all employees of Momentive India and applicants for employment. This Policy also covers discrimination and Harassment by a non-employee (e.g., family members, suppliers, customers, consultants, volunteers, contract employees, guests, etc.) to the extent that it affects the work environment or interferes with the performance of work and shall apply to all instances of Harassment which: (i) occurs between or among employees and contractors of Momentive India; (ii) arise due to a complaint by a third party against a Momentive India employee or contractor and where such third party and Momentive India employee or contractor are or was involved in an activity

pertaining to Momentive India; and (iii) to the extent permitted by law or the policies of another entity, arises when an employee of Momentive India is sent to such another entity on behalf of, or for any activity related to, Momentive India. Anyone who believes that he or she has been subjected to such Harassment ("**Complainant**") is encouraged to report the problem using the procedures set forth in this Policy. Momentive India will investigate a reported incident to the extent required by applicable law and will take remedial action where necessary.

5. Consensual Relationships:

Consensual romantic and/ or sexual relationships between a manager or supervisor, and non-managers or supervisors, or between an employee with supervisory authority and his or her subordinate, will compromise Momentive India's ability to enforce its Policy against Harassment. Momentive India encourages all its employees to make full disclosures about their relationship with fellow employees/ consultants, etc. All disclosures shall be made to the HR Leader of the HR Department at Bangalore. Consequently, considering any negative impact on the workplace environment, Momentive India shall take appropriate action. Such action may include a change in the responsibilities of the individuals involved in such relationships or transfer of location within the office to diminish or eliminate the supervisory relationship and workplace contact that may exist.

6. Reporting Discrimination and Harassment:

Momentive India strongly encourages the prompt reporting of all incidents of discrimination and Harassment to the Presiding Officer, within a maximum period of 3 (three) months from the date of such incident and in case of a series of incidents, within a period of 3 (three) months from the date of last incident. At the time of filing the complaint, the Complainant shall submit 6 (six) copies of the complaint, along with the supporting documents and the names and addresses of the witnesses. In the event the Complainant is unable to file a complaint within 3 (three) months of the incident, then the Committee may extend the time for making such complaint if it is satisfied with the circumstances that prevented the Complainant from making the complaint within such period. In the event that the Complainant is unable to make a complaint in writing, the Presiding Officer or a member of the Committee may render such assistance, as may be required, for the Complainant to make such complaint in writing.

Where the Complainant is unable to make a complaint on account of physical incapacity, his/ her relative or friend, a co-worker, an office of the National or State Commission of Women, any person who has knowledge of the incident (with written consent of the Complainant) may make a complaint under this Policy. Where the Complainant is unable to make a complaint on account of mental incapacity: his/ her relative or friend; a special educator; a qualified psychiatrist or psychologist; the guardian or authority under whose care he/ she is receiving treatment; any person who has knowledge of the incident with her relative or friend a co-worker or a special educator, a qualified psychiatrist or psychologist or guardian or authority under whose care he/ she is receiving treatment; may make a complaint under this Policy. Further, where the aggrieved individual is, for any other reason, unable to make a complaint, a complaint may be filed on his/ her behalf by a person who has knowledge of the incident, with a written consent from the Complainant. In the event the Complainant is dead, a

complaint may be filed on his/ her behalf by a person who has knowledge of the incident, with a written consent from the legal heir of the Complainant.

If you believe that you have been subjected to any Harassment, Momentive India requires you to promptly notify the Presiding Officer at Bangalore. Any supervisor who receives a report of discrimination and Harassment must immediately notify the Presiding Officer at the address mentioned above. Any question about this Policy or potential Harassment should be brought to the attention of the Presiding Officer at Bangalore.

7. Momentive India Internal Complaints Committee – (Anti-Harassment):

By this Policy, Momentive India has established an Internal Complaints Committee to deal with issues of Harassment as provided for under this Policy ("**Committee**").

The Committee shall consist of the following persons:

Name	
1.	Roopa Shanbhag ("Presiding Officer")
2.	Indumathi Ramakrishnan (Member)
3.	Saranya S (Member)
4.	Sreemukhi C (Member)
5.	Sriram Venkataraman (Member)
6.	Aravind R Menon (Member)
7.	Prof. Priya (External Member)

The Committee may co-opt such members of senior management of Momentive India and such other independent third party experts as it deems necessary from time to time to assist in investigation of the complaints.

The Committee shall comprise: (i) 1 (one) presiding officer, who shall be the director of the Human Resource Department if such director is a lady or the senior most lady member of the Human Resources Department acting as the first point of contact for the Complainant to assist him/ her in accordance with the provisions of this Policy and lead the Committee; in the absence of a senior lady in the Human Resource Department, then any senior lady from any other department in Momentive India may be appointed as presiding officer; (ii) at least 2 (two) members who shall be chosen from the employees preferably committed to the cause of women or who have had experience in social work or have legal knowledge; (iii) 1 (one) member from a non-governmental organization or association committed to the cause of women or a person familiar with the issues relating to Harassment and such member from the non-governmental organization shall be entitled to an allowance of Rs. 200/- (Rupees Two Hundred only) per day for holding a proceeding and travel expenses thereof. A person familiar with the issues relating to Harassment, as referred to \

point (iii) above, may include either: (a) a social worker with at least 5 (five) years' experience in the field of social work which leads to creation of empowerment of women and in particular addressing workplace sexual harassment, or (b) a person familiar with labour, services, civil criminal law. Further, at least one-half of the total members so nominated shall be women. The Presiding officer and any member of the Committee shall be appointed for a term of 3 (three) years from the date of their appointment.

8. Role, Power and Duties of the Presiding Officer/ Committee:

- (i) The Presiding Officer is the first contact for an aggrieved person and shall advise the Complainant of the mechanisms available for resolution of a Harassment matter in accordance with the mechanism available under this Policy.
- (ii) The Presiding Officer shall ensure implementation of this Policy and regularly review the functioning and effectiveness of this Policy.
- (iii) The Presiding Officer shall exercise such other powers and perform such other duties as may be conferred or imposed on her/ him by or under this Policy.
- (iv) Upon receipt of a complaint, the Committee shall forward 1 (one) copy of the complaint to the alleged accused within a period of 7 (seven) working days. The alleged accused shall be required to file the response, along with supporting documents, within a period of 10 (ten) days.
- (v) The Committee will complete the inquiry within a period of 90 (ninety) days and prepare a report of the inquiry conducted under this Policy and submit the same to the management of Momentive India within 10 (ten) days of completion of the inquiry proceedings.
- (vi) The Presiding Officer shall prepare an annual report of all activities undertaken in each calendar year and submit the same to the management of Momentive India and the concerned statutory authority formed under any statute, whether extant or in the future. Such report shall contain: (a) the number of harassment complaints received in a year, (b) number of complaints disposed of in a year, (c) number of cases pending more than 90 (ninety) days, (d) number of workshops conducted against harassment, (e) nature of action taken by Momentive India.
- (vii) The Presiding Officer shall circulate this Policy to ensure that all employees, contractors, etc., of Momentive India have access to the same.
- (viii) Momentive India shall ensure that it carries out orientation programmes, seminars, skill building programmes for the members of the Committee. Further, Momentive India shall also, whether by using modules developed by the state government or otherwise, carry out employee awareness programmes and create forums of dialogue with respect to the anti-Harassment.

- (ix) The Committee would meet and review on a quarterly basis the complaints and the proposed recommendations based on the investigations.
- (x) In the event of conflict of interest with regard to any matter with any member of the Committee, then such member will immediately bring such conflict to the notice of the Committee so that the member may be asked to abstain from any meeting dealing with the subject matter in question.

9. Resolving the Matter:

The Presiding Officer to whom the complaint is made shall advise the Complainant of the mechanisms available for resolution of the matter which are as follows:

- (i) If the employee merely suspects Harassment but wishes to pre-empt the perceived Harassment from progressing any further, it is advisable that the employee talks to the offending individual at a personal level and share her/ his apprehensions. However, Momentive India recognizes that disparity of power and status between the alleged accused and a target may at times make such a warning difficult, if not impossible. In the event such direct communication between individuals is either ineffective or extremely difficult, the individual so harassed may contact the Presiding Officer.
- (ii) If the suspicions are beginning to be confirmed and the Harassment appears to persist, the Complainant may bring the matter before the Presiding Officer. The Presiding Officer concerned may confidentially talk to the offending person to stop such conduct forthright.
- (iii) If the Presiding Officer is unable to stop the offending behaviour or if the employee considers the Harassment serious enough, the employee may submit his/ her request for enquiry either in writing or may submit his/ her request orally to any of the members of the Committee.
- (iv) During the pendency of the inquiry, on a written request made by the Complainant or the aggrieved person, the Committee may recommend: (a) a transfer of the Complainant or the alleged accused to any other department or office of Momentive India, (b) restraining the alleged accused from reporting on the work performance of the Complainant or writing her confidential report and assign the same to another office, (c) grant of leave to the Complainant up to a period of 3 (three) months; or (d) grant of such other relief, as may be prescribed under applicable law. However, any leave granted herein shall be in addition to the leave that such individual would be otherwise entitled to.
- (v) The Committee shall conduct the inquiry in accordance with the principles of natural justice.
- (vi) The Committee will treat the matter, discussions and communications in respect of any complaints with utmost confidentiality at all times. The Complainant and alleged accused or any person who becomes aware

of the matter in the course of grievance handling process shall also maintain such matter, discussions and communications in strict confidence. Where any person entrusted with the duty to handle the complaint and inquiry in confidence breaches such duty, he or she will be punishable with a penalty of Rs. 5,000/- (Rupees Five Thousand only).

- (vii) The Committee would be the authority for fact finding and assessment of the incidents and would finally report the same to the management of Momentive India. The Committee will seek the Human Resources Department's help for fact-finding and assessment of the case, wherever required.
- (viii) The hearing of the complaint could be a one to one discussion between the Complainant and the members of the Committee. The Complainant and the alleged accused shall not be allowed to bring a legal practitioner to represent them at any stage of the inquiry. The Complainant and the alleged accused will have the right to present their cases in writing or verbally, and the Committee may use recording or written record in order to prevent any misreporting or misunderstanding. The Committee shall seek the confirmation of the Complainant and the alleged accused on the contents of their submissions. The Committee shall also have similar powers as vested with a civil court to (a) summon the attendance of any person and examine him/ her under oath; and (b) requiring the discovery and production of documents; and (c) to use such legal methods to successfully complete the enquiry.
- (ix) At least 3 (three) of the Committee, including the Presiding Officer, should be present for drawing the fact-finding report, if necessary and the assessment for issue of sanction against the alleged accused.
- (x) The Committee shall have the right to terminate the inquiry or pass an ex-parte decision on the complaint, in the event the Complainant or the alleged accused fail, without reasonable cause, to present themselves for 3 (three) consecutive hearings. However, an ex-parte order will not be passed by the Committee without giving a written notice of 15 (fifteen) days to the relevant party.
- (xi) Using the procedure will not prejudice any aspect of the Complainant's future employment with Momentive India in any way whatsoever. The records of written evidence of the complaint will not be filed in the Complainant's personal file.

Upon completion of the investigation, corrective action will be taken, if appropriate and supported by the facts. Corrective action may include, but is not limited to, oral or written reprimand, referral to formal counseling, disciplinary suspension or probation, or discharge from Momentive India. If necessary, Momentive India may initiate appropriate action in accordance with law by making a complaint with an appropriate authority where such conduct amounts to a specific offence under the Indian Penal Code or under any other applicable law.

10. Sanctions:

Where the Committee arrives at the conclusion that the allegation has been proved, it shall recommend to the management of Momentive India: (i) to obtain a written apology from the accused or reprimand, censure, withhold promotion or pay rise or increment, (ii) termination of the accused from employment or compel the accused to undertake counseling sessions or carry out community service, (iii) to take action for Harassment as a misconduct in accordance with the provisions of the employment terms applicable to the accused; (iii) to deduct, notwithstanding anything in the employment terms, from the salary of the accused such sum as it may consider appropriate to be paid to the Complainant or to the legal heirs, as it may determine. Such sums may be determined by the Committee keeping in mind the following/: the mental trauma suffered by the Complainant, loss of career opportunity, medical expenses for any physical/ psychological treatment, income/ financial status of the alleged accused, feasibility of payments in installments. Further, the management of Momentive India shall act upon such recommendation of the Committee within a period of 60 (sixty) days from receipt thereof.

In addition to the above prescribed, an indicative list of sanctions may be recommended to the management of Momentive India by the Committee based on the gravity of the Harassment on the person found guilty.

Gravity Level	Kinds of Sanction	Department/ Authority taking Cognizance	Mode of Sanction
Level 1	Warning	HR Department	Warning Letter
Level 2	Warning + Salary Deduction	HR Department	Warning Letter + Meeting/ Counselling with the HR Department
Level 3	Warning/ Suspension + Salary Deduction + Disqualification from Employee Benefits (offered by Momentive India over and above such benefits applicable under law)	HR Department	Sanction Letter + Meeting/ Counselling with the HR Department
Level 4	Termination	HR Department	Termination Letter
Level 5	Filing a complaint with the relevant authority for violations under the Indian Penal Code	HR Department/ Legal Department	Filing a private complaint / FIR

11. Non-Retaliation:

An individual who reports an incident, which in good faith, he or she believes to be violations of this Policy, or who is involved in the investigation of discrimination and Harassment, will not be subject to reprisal or retaliation. Retaliation is a serious violation of this Policy and should be reported immediately. The report and investigation of allegations of retaliation will follow the procedures set forth in this Policy. Any person found to have retaliated against an individual for reporting discrimination and Harassment or for participating in an investigation of allegations of such conduct would be subject to appropriate disciplinary action, up to and including termination of employment.

12. Communication:

This Policy is part of Momentive India's overall commitment to open communication. Momentive India encourages any employee with workplace concerns of any nature to bring those concerns to the attention of the Presiding Officer.

Complaints received in the form of letters that are very general in nature (lack seriousness) would not be entertained within the purview of this Policy. Complainants who misuse the process under this Policy for personal reasons or personal gain/ rivalry may be subject to appropriate disciplinary action by Momentive India including without limitation, sanctions as mentioned under this Policy. However, it is clarified that a mere inability to substantiate a complaint or provide adequate proof need not attract action against the Complainant under this section. Any malicious complaint shall be established after an inquiry in accordance with the Policy, prior to recommending any action.
