

**MOURI TECH LIMITED**

**POLICY ON FAMILIARISATION  
PROGRAM FOR NON-  
EXECUTIVE INDEPENDENT  
DIRECTORS**



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## **POLICY ON FAMILIARISATION PROGRAM FOR NON-EXECUTIVE INDEPENDENT DIRECTORS**

The following is the Familiarization Program imparted to the Non-Executive Independent Directors of MOURI Tech Limited (together with its subsidiaries, hereinafter referred to as the “**Company**”).

### **1. INTRODUCTION**

Pursuant to the Companies Act, 2013 (the “**Act**”) and Regulation 25(7) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), the Company shall conduct the familiarization program for non-executive independent directors about their roles and responsibilities in the Company and the Company’s operations and business models.

### **2. PURPOSE**

To provide insights into the Company and enable non-executive independent directors to understand the Company’s business in depth that would facilitate their active participation in managing the affairs of the Company.

### **3. INDUCTION ON JOINING THE BOARD OF THE COMPANY**

**3.1.** On their appointment, all new non-executive independent directors inducted to the Board of Directors (“**Board**”) are introduced to the Company’s culture through orientation sessions, and familiarized about the Company’s operations, business models and group practices which include:

- a. Updates on business model of the Company.
- b. Nature of industry in which the Company operates.
- c. Operations and financial performance of the Company.
- d. Roles and responsibilities of independent directors.
- e. Review of the performance of non-independent directors and the Board as a whole.
- f. Updates on significant developments in the Company.
- g. Policies of the Company on vigil mechanism, related party transactions, risk management etc.
- h. Update on significant amendments in corporate and other laws and their impact on the Company.



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**3.2.** The executive directors and senior management shall provide an overview of operations, and detailed presentations on the business of each of the divisions and familiarize the new non-executive independent directors with matters related to the Company's values and commitments.

**3.3.** Introduction to the organization structure, services and business verticals, group structure and subsidiaries, constitution, Board procedures, matters reserved for the Board, major risks and risk management strategy.

### **4. CIRCULATION OF HANDBOOK**

As part of the familiarization program, a handbook is provided to all directors including independent directors at the time of their appointment. The handbook provides a snapshot to the directors of their duties and responsibilities, rights, appointment process and evaluation, compensation, Board procedure and stakeholders' expectations. The handbook also provides the directors with an insight into the group's practices.

**4.1.** All the directors who are members of the audit committee are also provided with a manual on the audit committee detailing the specific duties and responsibilities of the audit committee.

**4.2.** The handbook includes the following documents/information:

- Memorandum of association and articles of association of the Company.
- Annual reports of the last three consecutive years.
- Code of conduct for directors and senior management personnel.
- Note on directors' roles and responsibilities.
- Policy handbook of the Company comprising of policies on various business aspects and practices.
- Organizational chart of the Company and the profile of all the directors and the senior management personnel of the Company.
- List of contact details of the directors, senior management personnel and their personal / executive assistants.
- Publicity material of the Company that explains the range of products, services and solutions offered by the Company to its customers.
- Note on key customers of the Company and their geographical distribution in terms of the work across and the revenue.
- Note on the budget of the Company for the particular financial year.



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The director's handbook and the audit committee manual are updated from time to time, based on the changes/amendments made to the applicable statutes.

## **5. TRAINING AND ENGAGEMENTS**

The Board from time to time imparts/continues the training and engagement sessions to ensure that the Board members are kept up to date and the non-executive independent directors of the Board are familiarized through various kinds of training and engagements such as:

- 5.1.** On an ongoing basis, the executive directors, business heads, chief financial officer and senior management make presentations on the industry scenario, strategy, operations and performance of the business / Company and the independent directors can interact with the senior management during these presentations.
- 5.2.** Periodic emails are sent to all the directors covering events that may have an impact on the business of the Company.
- 5.3.** Invitation to participate in the Company's leadership meetings and annual strategy meeting to upgrade their domain knowledge about the Company, wherein information on the Company's road map, future plans, and business insights are conveyed for a better understanding of the Company's business model, revenue/growth model, system procedures and strategies and new opportunities for the Company and the IT sector as a whole in the times to come ahead.
- 5.4.** Periodical session for knowledge transfer is also facilitated by the Company by the industry experts on the current legal scenario for the companies, compliance management, risk mitigation as well as the changing role and responsibilities of the Board.
- 5.5.** Deep dives and immersion sessions are conducted by senior management in their respective business units. The business unit can be an industry vertical or a service offering unit. These sessions serve the dual purpose of providing a platform for the Board members to bring their expertise to the projects, while also providing an opportunity for them to understand detailed aspects of execution and challenges relating to the specific theme.

Key aspects that are covered in these sessions include:

- Industry/market and technology trends
- The Company's performance
- Competition
- Strategic bets and their progress
- Future outlook



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## **6. DISCLOSURE**

In accordance with Regulation 46(2)(i) of the SEBI Listing Regulations:

- 6.1.** This Policy will be uploaded on the Company's website for public information and a web link for the same will also be provided in the annual report of the Company.
- 6.2.** The details of the familiarization program(s) imparted to the non-executive independent directors for each financial year will be uploaded on the website of the Company. Such details include:
  - 6.2.1.** number of programmes attended by independent directors (during the year and on a cumulative basis till date),
  - 6.2.2.** number of hours spent by independent directors in such programmes (during the year and on cumulative basis till date), and
  - 6.2.3.** other relevant details related to familiarization programs.

## **7. REVIEW AND AMENDMENTS**

Any subsequent amendment/modification in the Act, the SEBI Listing Regulations and/or other applicable laws in this regard shall automatically apply to the Policy.

The Board (including its duly constituted committees) may, from time to time, make amendments to this Policy to the extent required due to changes in applicable laws and the SEBI Listing Regulations or as deemed fit on a review. The modifications, if any, made to the Policy shall be disclosed on the website of the Company.

***(This Familiarization Program is approved and adopted by the Board of Directors of the Company in its meeting held on July 25, 2024)***

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