



MOURI TECH®

MOURI TECH LIMITED

**VIGIL MECHANISM AND
WHISTLE BLOWER POLICY**



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VIGIL MECHANISM AND WHISTLE BLOWER POLICY

The following is the Vigil Mechanism and Whistle Blower Policy (the “**Policy**”) adopted by MOURI Tech Limited (together with its subsidiaries, hereinafter referred to as the “**Company**”) in accordance with the provisions of the Articles of Association of the Company, the Companies Act, 2013 (“**the Act**”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”).

1. INTRODUCTION

The Company is committed to conducting business with integrity, including in accordance with all applicable laws and regulations.

Employees are required to report actual or suspected violations of applicable laws and regulations and the Code of Conduct, and the Company has an obligation to ensure that there is a procedure in place to enable the reporting of such violations.

2. OBJECTIVE

The Company adheres to the highest standards of ethical, moral, and legal business conduct. To uphold these standards, the Company actively encourages associates to report any unauthorized activities, including but not limited to anti-corruption practices such as direct bribery, indirect bribery (including payments through third parties), and other unethical behaviours. Our commitment is to conduct all business operations truthfully and honestly. We maintain a zero-tolerance stance towards bribery and corruption, demonstrating unwavering dedication to integrity in all our business dealings and relationships.

This Policy serves to outline our responsibilities to enable procedures for reporting of violations, offering guidance on recognizing and addressing these issues/violations and to provide Directors, Employees, customers and vendors an avenue to raise concerns, in line with the commitment to the highest possible standards of ethical, moral and legal business conduct and its commitment to open communication.

3. SCOPE

This Policy sets out the procedure to be followed when making a disclosure and provides necessary safeguards for protection of Complainants (as defined below) from reprisals or victimization, for whistle blowing in good faith.

It applies to all Directors, Employees, customers and vendors of the Company.



4. TERMS AND DEFINITIONS

- 4.1. **“Audit Committee”** means the committee constituted by the Board of Directors of the Company in accordance with the Act and the SEBI Listing Regulations, which has responsibility for supervising the development and implementation of this Policy.
- 4.2. **“Board”** or **“Board of Directors”** means the Board of Directors of the Company, as constituted from time to time.
- 4.3. **“Chief Investor Relations Officer”** means the officer of the Company who deals with dissemination of information and disclosure of Unpublished Price Sensitive Information (UPSI) in a fair and unbiased manner. The Compliance Officer of the Company shall be deemed to be the Chief Investor Relations Officer.
- 4.4. **“Code of Conduct”** means the Code of Conduct of the Company.
- 4.5. **“Director”** means a director duly appointed on the Board of the Company.
- 4.6. **“Employee”** means all persons employed by the Company.
- 4.7. **“Generally Available Information”** means information that is accessible to the public on a non-discriminatory basis, and “Generally Available” will be construed accordingly.
- 4.8. **“Improper Practice”** means genuine and serious concerns that could have a large impact on the Company, such as actions (actual or suspected) that:
- Breach of Company’s code of conduct;
 - Breach of business integrity and ethics;
 - Breach of terms and conditions of employment and rules thereof;
 - Financial irregularities including fraud or suspected fraud;
 - Forgery, falsification or alteration of documents;
 - Gross wilful negligence causing substantial and specific danger to the health, safety and environment;
 - Manipulation of Company’s data and records including computer files /data;
 - Perforation of confidential/proprietary information;
 - Deliberate violation of law/regulation;
 - Gross wastage/ misappropriation of Company’s funds and/or assets and/or resources;
 - Any incidence of harassment of any employee of the Company based on caste, colour, creed, religion, faith, disability, sexual orientation, national origin, age, marital status, sex, veteran or citizenship or other characteristics protected by law;



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- Instances of leak of Unpublished Price Sensitive Information (UPS).I).
- Any other unethical or improper conduct.

4.9. “Ombudsperson” means:

- (i) In case of complaints by or against Employees, customers and vendors, the Ombudsperson will be a compliance core committee member/top Management of Company, well respected for his/her integrity, independence and fairness, who will report directly to the Audit Committee in relation to any matters under this Policy. She/he would be authorized by the Board of the Company for the purpose of receiving all complaints under this Policy and supervising the investigation and ensuring appropriate action. In appropriate / exceptional cases, direct access to the Chairman of the Audit Committee will be permitted subject to approval of the Ombudsperson.
- (ii) In case of complaints by or against Directors, the Ombudsperson will be the Chairperson of the Audit Committee of the Board.
- (iii) In case the Complainant has reason to believe that the relevant Ombudsperson is involved in the suspected violation, the complaint may be made directly to the Chairman of the Audit Committee, or to the Board.

4.10. “Policy” means this Vigil mechanism and Whistle Blower Policy of the Company.

4.11. “Protected Disclosure” means a communication of a concern made in good faith, which discloses or demonstrates information that may evidence an unethical or improper activity under “Scope” of the Policy with respect to the Company. It should be factual and not speculative and should contain as much specific information as possible to allow for proper assessment of the nature and extent of the concern.

4.12. “Reportable Matter” means a genuine concern concerning actual or suspected:

- (i) fraudulent practices, such as improperly tampering with the Company’s books and records, or theft of Company property;
- (ii) corruption, including bribery and money laundering;
- (iii) breaches of the Code of Conduct.

Please note that complaints concerning personal grievances, such as professional development issues or Employee compensation, are not Reportable Matters for purposes of this Policy.



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- 4.13. **“Subject”** means a person or group of person against whom or in relation to whom a Protected Disclosure is made or evidence gathered during the course of an investigation.
- 4.14. **“Unpublished Price Sensitive Information” or “UPSI”** means any information, relating to the Company or its Securities, directly or indirectly, that is not Generally Available, which upon becoming Generally Available, is likely to materially affect the price of the Securities of the Company and shall, ordinarily include but not be restricted to, information relating to the following:
- (i) financial results
 - (ii) dividends
 - (iii) change in capital structure
 - (iv) mergers, de-mergers, acquisitions, delistings, disposals and expansion of business and such other transactions; and
 - (v) changes in key managerial personnel.
- 4.15. **“UPSI Leak Inquiry Procedure Policy”** means policy governing the procedure of inquiry in case of leak or suspected leak of unpublished price sensitive information of the Company.
- 4.16. **“Whistle-blower”** means any Director / Employee / customer / vendor making a complaint/referral under this Policy is commonly referred to as a (Complainant). The Whistleblower role is as a reporting party. He/she is not an investigator. Although the Whistleblower is not expected to prove the truth of an allegation, the Whistleblower needs to reasonably demonstrate to the Ombudsperson that there are sufficient grounds for concern.

5. PROCEDURE

- 5.1. All the Protected Disclosures should be reported in writing by the Complainant as soon as possible. A whistle blower can immediately write an e-mail to hear.in@mouritech.com with detailed description of the incident occurred. All the Protected Disclosures should be reported in writing by the complainant as soon as possible, but not later than 30 days after the whistle blower becomes aware of the same.
- 5.2. All Protected Disclosure should be addressed to the Ombudsperson or to the Managing Director in absence of Ombudsperson or to the chairperson of the Audit Committee. Protected Disclosure against the Chairman of the Company should be addressed to the Chairman of the Audit Committee. Protected Disclosure against the Chairman of the Audit Committee should be addressed to the Board of Directors.



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- 5.3. The Protected Disclosure should be submitted under a covering letter signed by the Complainant in a closed and secured envelope to the Ombudsperson or may be sent through email with the subject “Protected Disclosure under Vigil Mechanism Policy”. The failure to super scribe the complaint as “Protected Disclosure under Vigil Mechanism” shall not relieve the Ombudsperson from his/her duty to treat such a complaint as Protected Disclosure.
- 5.4. In order to protect the identity of the Complainant, the Ombudsperson, as the case maybe, shall not issue any acknowledgement to the Complainant and they are advised neither to write their name/address on the envelope nor enter into any further correspondence with the Ombudsperson.
- 5.5. A deep investigation will be taken place by the Internal Compliance Committee (ICC) which may include individual interviews with the parties involved and, where necessary, with individuals who may have observed the alleged conduct or may have others with relevant knowledge.
- 5.6. The responsibility for overseeing this Policy lies with the ICC in consultation with the Audit Committee, with the initial communication facilitated by the HR department. It is incumbent upon management, including leaders at all levels, to ensure that their team members are not only aware of but also comprehend this Policy.
- 5.7. At first when a concern is raised by an associate, it is communicated to the Ombudsperson, who would be the person compliance core committee member/Top Management.
- 5.8. This would result in initial enquiry, which could be dismissed when it is found that the complaint is frivolous or insignificant and the proceedings can be stopped.
- 5.9. Any associate found in violation of any terms outlined in this Policy will be subject to disciplinary action, including the possibility of termination.
- 5.10. On the other hand, if the complaint turns out to be a genuine one an enquiry committee can be appointed, and which may take up further investigations and based on the results of the investigation appropriate action may be taken against the wrongdoer.
- 5.11. The training and communication of this Policy for new joined associates shall be carried out at the time of Orientations and Inductions.



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- 5.12. Individuals who perceive themselves as victims of conduct prohibited by this Policy statement or who have witnessed such conduct are encouraged to bring their concerns to the attention of their immediate reporting manager, Human Resources, or any committee member identified by management. The reported concerns will be promptly routed to the committee for immediate action and root cause analysis (RCA) of the recorded grievance.
- 5.13. The Company promotes the timely reporting of complaints or concerns to facilitate swift and constructive action before relationships reach an irreparable state. While no fixed reporting period has been established, it is emphasized that early reporting and intervention have proven to be the most effective means of resolving actual or perceived incidents.
- 5.14. Prompt investigation will be conducted for any reported incidents. This investigation may entail individual interviews with the parties involved and, if necessary, with individuals who may have witnessed the alleged conduct or possess another relevant knowledge.
- 5.15. Confidentiality will be upheld during the investigatory process to the extent that it aligns with conducting a thorough investigation and implementing appropriate corrective action. Retaliation against any individual for reporting an incident or participating in an investigation is deemed a serious violation of this Policy and will result in disciplinary action. Instances of retaliation should be reported immediately, and they will be promptly investigated and addressed.
- 5.16. False and malicious complaints or retaliation may also be the subject of appropriate disciplinary action.
- 5.17. The investigation by itself would not tantamount to an accusation and is to be treated as a neutral fact finding process.
- 5.18. The identity of a subject will be kept confidential to the extent possible given the legitimate needs of the investigation. The subject will be informed of the allegations at the outset of a formal investigation and shall be given an opportunity to explain his side.
- 5.19. Subjects shall have a duty to co-operate with the Vigilance Committee during investigation to the extent that such co-operation sought does not merely require them to admit guilt. Subjects shall have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.



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- 5.20. Unless there are compelling reasons not to do so, the Subject will be given the opportunity to respond to material findings contained in an investigation report. No allegation of wrongdoing against the Subject shall be considered as maintainable unless there is good evidence in support of the allegation.
- 5.21. The investigation shall be completed normally within 90 days of the receipt of the Protected Disclosure and is extendable by such period as the Audit Committee deems fit.
- 5.22. Any member of the Committee/ Audit Committee or other officer having any conflict of interest with the matter shall disclose his/her concern forthwith and shall not deal with the matter.
- 5.23. In case the concern does not fall within the ambit of the Whistle Blower Policy, the sender shall be informed that the concern is being forwarded to the appropriate department/authority for further action, as deemed necessary.

6. REPORTING

- 6.1. The whistle blowing procedure is intended to be used for genuine, serious and sensitive issues. Only genuine and serious concerns of the nature set out in this Policy should be reported to the concerned Ombudsperson.
- 6.2. In line with the objectives of the Policy, routine grievances from customers / vendors shall be dealt with by the customer / vendor grievance mechanism of the Company and shall not be covered under this Policy. With respect to referrals from customer / vendors, those alleging corruption charges and reputational risks will be dealt with under this Policy.

7. INVESTIGATION

- 7.1. All complaints received will be recorded and looked into.
- 7.2. If initial enquiries by the Ombudsperson indicate reasonably that the concern has no basis, or it is not a matter to be pursued under this Policy, it may be dismissed at this stage by the concerned Ombudsperson and the decision shall be documented by him/her.
- 7.3. It is clarified that if the complaint received is in relation to an Improper Practice that involves leakage of Unpublished Price Sensitive Information, the complaint shall be forwarded to the Chief Investor Relations Officer under the UPSI Leak Inquiry Procedure Policy and shall be investigated under that Policy in accordance with its terms. However, the Ombudsperson must work with the Chief Investor Relations Officer, the Inquiry Committee and the Compliance Officer under the UPSI Leak Inquiry Procedure Policy to



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ensure that the protections available to the Complainant (and penal provisions applicable to malicious/frivolous allegations) under this Policy continue to be available/applicable (as the case may be).

- 7.4. Where initial enquiries indicate that further investigation is necessary, this will be carried through either by the Ombudsperson alone, or by a committee nominated by the Ombudsperson for this purpose (“**Committee**”). The Committee shall consist of persons who meet the criteria of independence and fairness and who do not have a conflict of interest in the investigation. The investigation would be conducted in a fair manner, as a neutral fact-finding process and without presumption of guilt. A written report of the findings would be made. In case of absence or unavailability of the Ombudsperson, the Board may authorize a person to carry out the functions and responsibilities of the Ombudsperson.

8. INVESTIGATION RESULT

- 8.1. Based on a thorough examination of the findings, the Ombudsperson (or Committee) would submit the report of finding and recommend an appropriate course of action to the Audit Committee of the Company in case of complaints by or against Employees, customers and vendors; to Audit Committee of the Board in case of complaints by or against Directors. The said recommendation will be based on the internal whistleblower process of the Company, involving reference to the Compliance Officer and co-ordination with the respective functional / business heads of the Company.
- 8.2. Where an improper practice is proved, this would cover suggested disciplinary action, including dismissal, if applicable, as well as preventive measures for the future. All discussions would be minuted and the final report will be prepared, setting out the facts, evidence, observations and discussions in relation to the complaint and the investigation.
- 8.3. If an investigation leads to a conclusion that an improper or unethical act has been committed, the chairperson of the Audit Committee shall recommend to the Board to take such disciplinary or corrective action as it may deem fit. Any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures. The Company may also opt to reward the whistle blower, based on merits of the case.
- 8.4. The investigation shall be deemed as closed upon conclusion of the inquiry and disciplinary action, recovery proceedings, initiation of extant legal proceedings, or reporting as required by the policies, after which the investigation shall be reported as closed to the Audit Committee. A quarterly report with number of complaints received



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under the Policy and their outcome shall be placed before the Audit Committee and the Board.

9. INVESTIGATION SUBJECT

- 9.1. The investigation subject is the person/group of persons who are the focus of the enquiry/ investigation, against whom the complaint has been made.
- 9.2. Their identity would be kept confidential to the extent possible, subject to legal constraints, by all people who are involved in handling the complaint and those who receive any information in relation to such a complaint.

10. REPORTING BY OMBUDSPERSON

In case of complaints by or against Employees or Directors, the Ombudsperson will provide quarterly reports to the Audit Committee. Such reports shall include details of any malicious, frivolous, or baseless complaints made by any Employee or Director of the Company.

11. COMMUNICATION WITH COMPLAINANT

- 11.1. The Complainant will receive an acknowledgement on receipt of the concern by the Ombudsperson.
- 11.2. The amount of contact between the Complainant and the body investigating the concern will depend on the nature of the issue and the clarity of the information provided. Further information may be sought from him/her.
- 11.3. Subject to legal constraints, she/he will receive information about the outcome of any investigations.

12. CONFLICT OF INTEREST

In case the Ombudsmen or members of the Audit Committee or the Board have any conflict of interest, with respect to the complaint, the Complainant or the persons named in the complaint, such persons shall recuse themselves from the investigation, hearing and decision making on the said complaint. Such persons will in no way attempt to influence the process of the investigation, hearing and decision making on the said complaint, failing which they may also face disciplinary action, including suspension or termination.



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13. PROTECTION OF WHISTLE-BLOWERS

If a Whistle-blower does provide his or her name when making a complaint, the Company will treat as confidential the identity of the Whistle-blower and the fact that a Protected Disclosure has been made, except as otherwise required by law and to the extent possible while allowing an investigation to proceed.

14. RECORDS

14.1. The Audit Committee should ensure that the following minimal set of records is kept for matters attended by the Committee:

- (i) The nature of the grievance
- (ii) Written grievance statement
- (iii) Action taken with reasons
- (iv) A written statement of the decisions

14.2. The Human Resources department shall be the responsible unit that ensures the filing and safekeeping of the records.

15. REVIEW AND AMENDMENTS

Any subsequent amendment/modification in the Companies Act, 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 the Act, 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 Policy is approved and adopted by the Board of Directors of the Company in its meeting held on July 25, 2024)
