

**INTRODUCTION**

This policy (the “**Policy**”) has been formulated to define certain materiality policies in respect of the proposed initial public offering of the equity shares of MOURI Tech Limited (the “**Company**”, and such offering, the “**Offer**”), pursuant to the disclosure requirements under Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “**SEBI ICDR Regulations**”), in respect of the following:

- a) identification of the ‘material’ companies to be disclosed as group companies of the Company; identification of the ‘material’ outstanding litigation (in addition to all criminal proceedings, actions by statutory/regulatory authorities and taxation matters) involving the Company, its promoters, its subsidiaries, and its directors (collectively, the “**Relevant Parties**”); and identification of the ‘material’ creditors of the Company.

APPLICABILITY

The board of directors of the Company (the “**Board**”) at their meeting held on April 30, 2025 discussed and approved this Policy. This Policy shall be effective from the date of such approval by the Board.

In this Policy, the term “**Offer Documents**” means the draft red herring prospectus, the red herring prospectus and the prospectus (together with any addenda or corrigenda thereto), as applicable, to be filed by the Company in connection with the Offer with the Securities and Exchange Board of India (“**SEBI**”), the Registrar of Companies, Telangana at Hyderabad and/or the stock exchanges where the equity shares of the Company are proposed to be listed, as applicable.

All capitalised terms not specifically defined in this Policy shall have the same meanings ascribed to such terms in the Offer Documents.

POLICY**A. Identification of material companies to be disclosed as group companies of the Company***Requirement*

As per the requirements of the SEBI ICDR Regulations, group companies of an issuer company include such companies (other than the promoters and subsidiaries of such issuer company) (i) with which there were related party transactions, during the period for which financial information is disclosed in the offer documents, as covered under the applicable accounting standards; and (ii) other companies as considered ‘material’ by the board of directors of such issuer company.

Policy on materiality

For the purpose of disclosure in the Offer Documents, the following companies shall be considered as ‘Group Companies’ of the Company: (i) such companies (other than the promoters and subsidiaries) with which there were related party transactions, during the period for which financial information is disclosed in the Offer Documents, as covered under Ind AS 24; and (ii) any other companies as may be considered ‘material’ by our Board of Directors.

In relation to (ii) above, companies (other than the promoters and subsidiaries) forming part of the promoter group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, with which the Company has had transactions in the most recent financial year or the relevant stub period, as applicable, which individually or in the aggregate, exceed 10% of the total restated consolidated revenue from operations of the Company for the most recent financial year or the stub period, as the case may be, as per the restated consolidated financial information included in the Offer Documents.



B. Identification of ‘material’ litigation (in addition to all criminal proceedings and actions by statutory/regulatory authorities)

Requirement

In accordance with the SEBI ICDR Regulations, the following outstanding litigation involving the issuer company, its promoters, directors and subsidiaries are required to be disclosed in the offer documents:

Accordingly, the following pending litigation involving the Company, its directors, subsidiaries and promoters (collectively “**Relevant Parties**” and individually, each “**Relevant Party**”, as applicable) shall be disclosed in the Offer Documents:

- (i) all criminal proceedings (including first information reports);
- (ii) all outstanding actions (including show cause notices) by regulatory and statutory authorities;
- (iii) disciplinary action including penalty imposed by SEBI or stock exchanges against the promoters in the last five financial years including outstanding action;
- (iv) all outstanding claims related to direct and indirect taxes, in a consolidated manner, giving the number of cases and total amount involved; and
- (v) Other pending litigation based on lower of the threshold criteria mentioned below:
 - (a) As per the policy of materiality defined by the board of directors of the issuer company and disclosed in the offer documents; or
 - (b) Litigation where the value or expected impact in terms of value, exceeds the lower of the following:
 - two percent of turnover, as per the latest annual restated consolidated financial statements of the issuer; or
 - two percent of net worth, as per the latest annual restated consolidated financial statements of the issuer, except in case the arithmetic value of the net worth is negative; or
 - five percent of the average of absolute value of profit or loss after tax, as per the last three annual restated consolidated financial statements of the issuer.

In addition, all criminal proceedings involving the key managerial personnel and senior management of the issuer company and also the actions by regulatory and statutory authorities against such key managerial personnel and senior management shall also be disclosed in the offer documents.

Policy on materiality

Other than the litigation mentioned in points (i) to (iii) above, any other outstanding litigation involving the Relevant Parties (including tax litigation mentioned in point (iv) above) would be considered ‘material’ for the purpose of individual disclosure in the Offer Documents, if the monetary amount of claim/ amount in dispute, to the extent quantifiable exceeds, (a) two percent of turnover, for the most recent financial year as per the Restated Consolidated Financial Information; or (b) two percent of net worth, as at the end of the most recent financial period as per the Restated Consolidated Financial Information; or (c) five percent of the average of absolute value of profit or loss after tax, for the last three financial years as per the Restated Consolidated Financial Information, whichever is lower (“**Threshold**”).

In addition, as mentioned in (iv) above, all outstanding direct and indirect tax matters involving the Relevant Parties shall also be disclosed in a consolidated manner, indicating the number of such cases and the total amount involved.

Further, the following litigation shall also be considered ‘material’ and shall be disclosed in the Offer Documents, (i) litigation/ arbitration proceedings where the decision in one case is likely to affect the decision in similar cases, even though the amount involved in an individual litigation may not exceed the Threshold; and (ii) any outstanding civil litigation/ arbitration proceedings involving the Relevant Parties wherein the monetary liability is not



quantifiable, or does not exceed the Threshold, if the outcome of such litigation could have a material adverse effect on the business, operations, performance, prospects, financial position or reputation of the Company.

For the above purposes, pre-litigation notices received by the Relevant Parties from third parties (excluding notices from statutory, regulatory or tax authorities or notices threatening criminal action) shall not be evaluated for materiality until such time that the Relevant Party, as the case may be, are impleaded as defendants or respondents in proceedings before any judicial/arbitral forum or is notified by any governmental, statutory, or regulatory authority of any such proceeding that may be commenced.

Additionally, (i) all criminal proceedings (including first information reports) involving the key managerial personnel and senior management of the Company; (ii) all actions (including show cause notices) by regulatory and statutory authorities against the key managerial personnel and senior management of the Company; and (iii) all outstanding litigation involving the group companies of the Company (identified in accordance with the policy set out under section (A) of this Policy), that may have a material impact on the Company, shall also be disclosed in the Offer Documents.

C. Identification of ‘material’ creditors

Requirement

As per the requirements of the SEBI ICDR Regulations, the issuer company shall make relevant disclosures in the offer documents and on its website for outstanding dues to creditors as follows:

- (i) based on the policy on materiality defined by the board of directors of the issuer company, details of the creditors which include the consolidated number of creditors and the aggregate amount involved;
- (ii) consolidated information on outstanding dues to micro, small and medium enterprises and other creditors, separately giving details of number of cases and aggregate amount involved; and
- (iii) complete details about outstanding dues to material creditors along with the name and amount involved for each such material creditor shall be disclosed on the website of the issuer company with a web link thereto in the offer documents.

Policy on Materiality

For identification of material creditors, in terms of point (i) above, a creditor of the Company shall be considered to be ‘material’ for the purpose of disclosure in the Offer Documents, if the amounts due to such creditor by the Company is equal to or exceeds 5% of the consolidated trade payables of the Company as on the date of the most recent financial period for which the restated consolidated financial information are being included in the Offer Documents.

GENERAL

It is clarified that this Policy is solely for the purpose of disclosure requirements in the Offer Documents prescribed under the SEBI ICDR Regulations and should not be applied towards any other purpose including but not limited to disclosure(s) of material information by listed entities pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

This Policy shall be without prejudice to any disclosure requirements which may be prescribed by SEBI and/ or any other regulatory, judicial, quasi-judicial, administrative or statutory authority with respect to listed companies or disclosure requirements as may be prescribed by SEBI through its observations on the Offer Documents, or disclosures that may arise from any investor or other complaints.

This Policy shall be subject to review/ changes as may be deemed necessary and as required for compliance with regulatory amendments from time to time.