

MIRZA INTERNATIONAL LIMITED

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

PREAMBLE

In terms of Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company shall familiarise the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc., through various programmes.

OBJECTIVE

All Independent Directors are aware and further updated about their roles, rights, responsibilities in the Company.

The Program aims to provide insights into the Company to enable the Independent Directors to be in a position to take well-informed timely decisions and contribute significantly to the Company.

FAMILIARISATION AND ORIENTATION PROCESS

At the time of appointing a Director, a formal letter of appointment is given to him, which *inter alia* explains the role, function, duties and responsibilities expected from him as a Director of the Company.

The Company conducts an introductory familiarization program / presentation, when a new Independent Director comes on the Board of the Company. At the outset, all the independent directors are provided an overview of;

- Criteria of independence applicable to Independent Directors as per Regulations 25 of the SEBI (LODR) Regulations, 2015 and the Companies Act, 2013.
- Financial controls, overseeing systems of Risk Management, Financial Management Compliance, Corporate Social Responsibility, Stakeholders Conflicts, Board effectiveness, strategic direction, Meetings and performance assessment of the Company.
- Roles, functions, Duties, Responsibilities and liabilities of Independent Directors.
- With a view to familiarize him with the Company's operations, the Director is also given detailed presentations giving the organisational set up of the Company, the functioning of various divisions / departments, the Company's market share and the markets in which it operates, governance and internal control processes and other relevant information pertaining to the Company's business.

The above initiatives help the Director to understand the Company, its business and the regulatory framework in which the Company operates and equips him to effectively fulfill his role as a Director of the Company.

CONTINUAL FAMILIARISATION PROGRAMME

The Company will follow a structured orientation programme for the Independent Directors to understand and get updated on the business and operations of the Company on a continuous basis.

Quarterly updates on relevant statutory changes and landmark judicial pronouncements encompassing important laws are regularly circulated to the Directors.

Each Director of the Company has complete access to any information relating to the Company. Independent Directors have the freedom to interact with the Company's management. They are given all the documents sought by them for enabling a good understanding of the Company, its various operations and the industry segments of which it is a part. Further, they meet without the presence of the Company's Management Personnel to discuss matters pertaining to the Company's affairs.

REVIEW OF THE PROGRAMME

The Board will review this program and make revisions as may be required from time to time.