

# VINAYAK VANIJYA LIMITED

Registered Office: Flat No. 28, Stilt Floor, Devika Tower, 6, Nehru Place, New Delhi-110019,  
Website: [www.vinayakvanijya.co.in](http://www.vinayakvanijya.co.in) , Phone: 9079738420, Email id: [vvaniija1985@gmail.com](mailto:vvaniija1985@gmail.com)  
CIN: L52110DL1985PLC020109

## FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS of Vinayak Vanijya Limited

### 1. INTRODUCTION

Pursuant to the provisions of **Regulation 25(7)** of the **SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, every listed company is required to familiarise its Independent Directors with the Company, their roles, rights, responsibilities in the Company, the nature of the industry in which the Company operates, the business model of the Company and related matters.

Further, under **Regulation 46(2)(i)** of the SEBI Listing Regulations, the Company is required to disseminate details of familiarisation programmes imparted to Independent Directors on the website of the Company.

In compliance with the above provisions, Vinayak Vanijya Limited (“the Company”) has formulated a structured Familiarisation Programme for its Independent Directors.

### 2. OBJECTIVE OF THE PROGRAMME

The Familiarisation Programme aims to:

- provide insights into the Company’s business operations;
- familiarise Independent Directors with the industry environment;
- update them on statutory and regulatory changes;
- explain their duties and responsibilities;
- strengthen corporate governance practices;
- improve participation in Board discussions;
- enhance understanding of financial matters;
- provide awareness of risk management systems; and
- enable Independent Directors to discharge their functions effectively.

### 3. APPLICABILITY

This programme applies to:

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- existing Independent Directors;
- newly appointed Independent Directors;
- any future Independent Directors appointed to the Board.

The present Independent Directors of the Company are:

- **Mr. Bhupender Singh – Independent Director**
- **Ms. Ruchi Chordia – Independent Director**

Past Independent Director covered under earlier programmes:

- **Mr. Anand Prakash – Former Independent Director**

## 4. MODE OF FAMILIARISATION

The familiarisation of Independent Directors is carried out through:

### 4.1 At the time of appointment

Independent Directors are provided with:

- appointment letter;
- role and responsibilities note;
- Company profile;
- annual reports;
- organisation structure;
- Code of Conduct;
- committee charters;
- statutory policies.

### 4.2 Through Board Meetings

At each Board meeting:

- business updates are presented;
- legal changes are discussed;
- financial performance is reviewed;
- compliance matters are explained.

### 4.3 Through separate sessions

Special sessions may be organised on:

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- governance matters;
- industry updates;
- legal changes;
- operational performance.

## 4.4 Through interactions

Direct interaction with:

- senior management;
- Company Secretary;
- finance team;
- internal auditors.

## 5. YEAR-WISE SUBJECT MATTER OF FAMILIARISATION PROGRAMMES

The Independent Directors were familiarised with the Company through various sessions over the previous financial years as detailed below:

Financial Year	Subject Matter	Conducted By	Duration
FY 2018–19	Overview of Company's business model and role of Independent Directors	Company Secretary	2 Hours
FY 2018–19	Internal financial controls and statutory compliance framework	Chief Financial Officer	2 Hours
FY 2019–20	Corporate governance requirements under SEBI Listing Regulations	Company Secretary	2 Hours
FY 2019–20	Budgetary controls and financial reporting process	Senior Management	2 Hours
FY 2020–21	Risk management framework and internal audit systems	Internal Auditor / Senior Management	2 Hours
FY 2020–21	Impact of amendments under Companies Act and SEBI Regulations	Company Secretary	2 Hours

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Financial Year	Subject Matter	Conducted By	Duration
FY 2021–22	Related Party Transactions and Audit Committee responsibilities	Company Secretary / CFO	2 Hours
FY 2021–22	Industry developments and business strategy review	Senior Management	2 Hours
FY 2022–23	Familiarisation of newly appointed Independent Directors	Company Secretary	2 Hours
FY 2022–23	ESG principles and stakeholder relationship management	Senior Management	2 Hours
FY 2023–24	Cyber security risk and data protection controls	IT Consultant / Senior Management	2 Hours
FY 2023–24	Board evaluation process and performance assessment	Company Secretary	2 Hours
FY 2024–25	Fraud prevention mechanism and vigil mechanism policy	Internal Auditor	2 Hours
FY 2024–25	Financial planning and capital management	Chief Financial Officer	2 Hours
FY 2025–26	Recent amendments in SEBI LODR and governance updates	Company Secretary	2 Hours
FY 2025–26	Long-term business strategy and operational review	Senior Management	2 Hours

## 6. FINANCIAL YEAR-WISE DETAILS OF PROGRAMMES ATTENDED

Financial Year	Name of Independent Director	Number of Programmes Attended	Hours Spent During the Year	Cumulative Programmes	Cumulative Hours
FY 2018–19	Mr. Anand Prakash	2	4 Hours	2	4 Hours

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Financial Year	Name of Independent Director	Number of Programmes Attended	Hours Spent During the Year	Cumulative Programmes	Cumulative Hours
FY 2018-19	Mr. Bhupender Singh	2	4 Hours	2	4 Hours
FY 2019-20	Mr. Anand Prakash	2	4 Hours	4	8 Hours
FY 2019-20	Mr. Bhupender Singh	2	4 Hours	4	8 Hours
FY 2020-21	Mr. Anand Prakash	2	4 Hours	6	12 Hours
FY 2020-21	Mr. Bhupender Singh	2	4 Hours	6	12 Hours
FY 2021-22	Mr. Anand Prakash	2	4 Hours	8	16 Hours
FY 2021-22	Mr. Bhupender Singh	2	4 Hours	8	16 Hours
FY 2022-23	Mr. Bhupender Singh	2	4 Hours	10	20 Hours
FY 2022-23	Ms. Ruchi Chordia	2	4 Hours	2	4 Hours
FY 2023-24	Mr. Bhupender Singh	2	4 Hours	12	24 Hours
FY 2023-24	Ms. Ruchi Chordia	2	4 Hours	4	8 Hours
FY 2024-25	Mr. Bhupender Singh	2	4 Hours	14	28 Hours
FY 2024-25	Ms. Ruchi Chordia	2	4 Hours	6	12 Hours
FY 2025-26	Mr. Bhupender Singh	2	4 Hours	16	32 Hours

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Financial Year	Name of Independent Director	Number of Programmes Attended	Hours Spent During the Year	Cumulative Programmes	Cumulative Hours
FY 2025-26	Ms. Ruchi Chordia	2	4 Hours	8	16 Hours

## 7. CUMULATIVE DETAILS OF CURRENT YEAR

Particulars	Details
Number of programmes attended during the year	2
Number of programmes attended on cumulative basis	16
Number of hours spent during the year	4 Hours
Number of hours spent on cumulative basis	32 Hours

## 8. BROAD AREAS COVERED

The familiarisation programme generally covers:

### Governance

- Board roles
- committee roles
- fiduciary duties
- ethical conduct

### Finance

- financial statements
- controls
- audit systems
- budgeting

### Regulatory

- Companies Act
- SEBI Regulations

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- BSE requirements
- secretarial standards

## Business

- business operations
- market conditions
- strategic direction
- industry updates

## Risk

- internal controls
- cyber risks
- fraud risks
- compliance risks

## 9. COORDINATION OF PROGRAMME

The programme is coordinated by:

**Ms. Sunayana Anand**  
**Company Secretary & Compliance Officer**

who is responsible for:

- scheduling sessions;
- circulation of materials;
- recording attendance;
- ensuring disclosures.

## 10. DISCLOSURE

The details of the familiarisation programme shall be disclosed:

- on the website of the Company;
- in the Annual Report;
- before stock exchanges wherever required.

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## 11. REVIEW

The Board shall periodically review the programme to ensure:

- continued relevance;
- regulatory compliance;
- effectiveness.

## 12. AMENDMENT

The Board may amend this programme at any time in line with:

- legal changes;
- governance practices;
- business requirements.

## For and on behalf of the Board of Directors

Vinayak Vanijya Limited

SD/-

**Mukhtar Singh**  
Whole-time Director  
DIN: 06525800