



VISHVPRABHA VENTURES LIMITED[®]

SEPRATE MEETING OF INDEPENDENT DIRECTOR (REGULATION 25)

As required by the provisions of Schedule IV to the Companies Act, 2013 and the provisions of Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a 'Separate Meeting of Independent Directors (Regulation 25)' is as follows:-

The Independent Directors of the Company shall hold at least one meeting in a financial year, without the attendance of Non-independent Directors and members of the management

Chairman shall be elected by Independent Directors among themselves.

The meeting shall:

- review the performance of Non-independent Directors and the Board as a whole;
- review the performance of the Chairperson of the Company, taking into account the views of Executive Directors and Non-executive Directors;
- Assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

This meeting could be held prior or after the Board Meeting.

The Independent Directors are free to call such meeting at any point of time, as desired. Company Secretary of the Company may be engaged for the purpose of serving notice and agenda of the meeting to the independent directors, arranging for the venue and such other activity which is necessary for holding the meeting.



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FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

Pursuant to the provisions of Schedule IV to the Companies Act, 2013 and Regulation 25(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to develop a Familiarisation Programme for the Independent Directors of the Company.

Purpose

The Familiarization Programmes are aimed to familiarize the independent directors with the company, their roles responsibilities in the company, nature of industry in which the company operates and business model of the company by imparting suitable training sessions.

Accordingly, the Company hereby puts in place a system to familiarize its Independent Directors about the Company, industry, business etc. as per details set out below:-

- An induction programme for new Independent Directors will be conducted to familiarize them with their roles, rights, responsibilities in the Company along with the industry, business, operations and business model of the Company.
- Independent Directors will be made aware of code of conduct and other policies of Company from time to time.
- Updates on relevant regulatory changes and new developments will be given to Independent Directors from time to time as may be necessary.
- Updates will be given to Independent Directors on business developments (achievements / awards & recognition / new products / expansion / strategy / budgets), industry, operations, technology & financial statements of the Company in its quarterly Board / Committee meetings.

The Familiarization program for Independent Directors will be monitored and administered either by the Nomination and Remuneration Committee or by the Board itself.

Disclosure of the Policy

This policy shall be uploaded on the Company's website for public information and a web link for the same shall also be provided in the Annual Report of the Company.

Review of the Program

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