



# Vaibhav Global Limited

Regd. Off. : K-6B , Fateh Tiba, Adarsh Nagar, Jaipur – 302004

Phone: 91-141-2601020; Fax: 91-141-2605077 CIN: L36911RJ1989PLC004945

Email: investor\_relations@vaibhavglobal.com ; Website: www.vaibhavglobal.com

## Format to be submitted by listed entity on quarterly basis – Annexure -1

1. Name of Listed Entity: **Vaibhav Global Limited**
2. Quarter ending: 31<sup>st</sup> March, 2017

<b>I. Composition of Board of Directors</b>									
<b>Title (Mr. / Mrs. )</b>	<b>Name of the Directors</b>	<b>PAN<sup>s</sup> &amp; DIN</b>	<b>Category (Chairperson/ Executive / Non Executive / Independent / Nominee)<sup>&amp;</sup></b>	<b>Date of Appointment in the current term</b>	<b>Date of cessation</b>	<b>Tenure<sup>(*)</sup></b>	<b>No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations )</b>	<b>Number of membership in Audit / Stakeholders Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>	<b>No. of post of Chairperson in Audit / Stakeholders Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)</b>
Mr.	Sunil Agrawal		Chairperson – Executive	08/05/1989			1	NIL	NIL
Mr.	Rahimullah		Executive	25/01/1999			1	1	NIL
Mr.	Nirmal Kumar Bardiya		Non-Executive Non-Independent	10/07/2001			1	1	NIL
Mrs.	Sheela Agarwal		Non-Executive Non-Independent	10/11/2008			1	NIL	NIL

Mr.	Pulak Chandan Prasad		Non-Executive Non-Independent	29/10/2013			3	NIL	NIL
Mr.	Surendra Singh Bhandari <sup>#</sup>		Independent – Non Executive	01/04/2014	31/03/2017	3 Years	2	1	2
Mr.	Mahendra Kumar Doogar <sup>#</sup>		Independent – Non Executive	01/04/2014	31/03/2017	3 Years	6	4	4
Mr.	P.N. Bhandari <sup>#</sup>		Independent – Non Executive	29/01/2015	31/03/2017	2 Years 2 Months	1	1	NIL
Mr.	Santiago Rocas Moran		Independent – Non Executive	28/07/2015		2 Years	1	NIL	NIL
Mr.	Harsh Bahadur		Independent – Non Executive	26/09/2015		2 Years	2	1	NIL
Mr.	James Patrick Clarke		Independent – Non Executive	07/02/2017		2 Years	1	NIL	NIL
Mr.	Sunil Goyal		Independent – Non Executive	08/03/2017		3 Years	2	3	NIL

<sup>\$</sup> PAN number of any director would not be displayed on the website of the Stock Exchange

<sup>&</sup> Category of Directors means executive / non – executive / independent / nominee. If a director fits into more than one category write all categories separating them with hyphen

<sup>(\*)</sup> to be filled only for Independent Director. Tenure would mean total period from which Independent directors is serving on Board of Directors of the Listed entity in continuity without any cooling off period.

<sup>#</sup>Mr. Surendra Singh Bhandari (DIN:00043525), Mr. P. N. Bhandari (DIN:00355178) and Mr. Mahendra Kumar Doogar (DIN:00319034), Non-Executive Independent Directors of the Company, have completed their tenure as Independent Directors on the Board of the Company on 31<sup>st</sup> March, 2017. Accordingly, Mr. Surendra Singh Bhandari, Mr. P. N. Bhandari and Mr. Mahendra Kumar Doogar ceased to be Directors on the Board of the Company w.e.f. closing hours of 31<sup>st</sup> March, 2017.

<b>II. Composition of Committee</b>		
<b>Name of the Committee</b>	<b>Name of the Committee Members</b>	<b>Category (Chairperson/ Executive / Non Executive / Independent / Nominee)<sup>\$</sup></b>
1. Audit Committee	1. Mr. Surendra Singh Bhandari 2. Mr. P.N. Bhandari 3. Mr. Mahendra Kumar Doogar 4. Mr. Nirmal Kumar Bardiya 5. Mr. Sunil Goyal	Chairperson - Independent – Non Executive Independent – Non Executive Independent – Non Executive Non-Executive Independent – Non Executive

2. Nomination, Remuneration & Compensation Committee	1. Mr. P.N. Bhandari 2. Mr. Surendra Singh Bhandari 3. Mr. Nirmal Kumar Bardiya 4. Mr. Sunil Goyal	Chairperson - Independent – Non Executive Independent – Non Executive Non-Executive Independent – Non-Executive
3. Risk Management Committee	NA	NA
4. Stakeholders Relationship Committee	1. Mr. Surendra Singh Bhandari 2. Mr. Mahendra Kumar Doogar 3. Mr. Rahimullah 4. Mr. Sunil Goyal	Chairperson - Independent – Non Executive Independent – Non Executive Executive Independent – Non Executive

& Category of Directors means executive / non – executive / independent / nominee. If a director fits into more than one category write all categories separating them with hyphen.

<b>III. Meetings of Board of Directors</b>		
<b>Date(s) of Meeting (if any ) in the previous Quarter</b>	<b>Date(s) of Meeting (if any ) in the relevant Quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days</b>
28 <sup>th</sup> October, 2016	30 <sup>th</sup> January, 2017 07 <sup>th</sup> February, 2017	93 days

<b>IV. Meetings of Committees</b>			
<b>Date(s) of Meeting (if any ) in the relevant Quarter</b>	<b>Whether requirement of Quorum met (Details)</b>	<b>Date(s) of Meeting (if any ) in the previous Quarter</b>	<b>Maximum gap between any two consecutive meetings in number of days(*)</b>
<b>Audit Committee:</b> 07 <sup>th</sup> February, 2017	Yes - 3 out of 4 members were present	<b>Audit Committee :</b> 28 <sup>th</sup> October, 2016	101 days
<b>Nomination, Remuneration &amp; Compensation Committee:</b> 30 <sup>th</sup> January, 2017 07 <sup>th</sup> February, 2017	Yes – 2 out of 3 members were present Yes – 2 out of 3 members were present	<b>Nomination, Remuneration &amp; Compensation Committee:</b> Nil	-

(\*) This information has to be mandatorily be given for audit committee, for rest of the committee giving this information is optional.

<b>V. Related Party Transaction</b>	
<b>Subject</b>	<b>Compliance Status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material transaction	NA

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA
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**Note:**

1. In column "Compliance status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the word "N.A." may be indicated.
2. If Status is "No" details of non-compliance may be given here:

**VI. Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The Composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015:
  - a. Audit Committee
  - b. Nomination, Remuneration & Compensation Committee
  - c. Stakeholders relationship Committee
  - d. Risk Management Committee (applicable to the top 100 listed entities)
3. The Committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing obligations & disclosure requirements), Regulations 2015
4. The meetings of the Board of Directors and above committees have been conducted in the manner as specified in SEBI(Listing obligations & disclosure requirements) Regulations, 2015
5. This report and / or the report submitted in the previous quarter has been placed before Board of Directors.  
Any comments/observations/advice of Board of Directors may be mentioned here: NA

**For Vaibhav Global Limited**

**Sunil Agrawal**  
**Chairman & Managing Director**  
**DIN:00061142**

Place: Austin (USA)  
 Date: 14<sup>th</sup> April, 2017

**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**Details of all material transactions with a related party under regulation 27(2b) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 from 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017**

<b>Sr. No.</b>	<b>Name of Related Party</b>	<b>Nature of Transaction</b>	<b>Total Amount of Transactions ( ` ) (1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017)</b>
		<b>NIL</b>	



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## Format to be submitted by listed entity at the end of the financial year (for the whole of financial year) – Annexure II

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>	
Details of business	Yes	
Terms and Conditions of appointment of Independent Directors	Yes	
Composition of various committees of Board of Directors	Yes	
Code of Conduct of Board of Directors and Senior Management Personnel	Yes	
Details of establishment of Vigil Mechanism/ Whistle Blower Policy	Yes	
Criteria of making payments to non-executive directors	Yes	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
Email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	NA	
New name and the old name of the listed entity	NA	
<b>II. Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)<sup>refer note below</sup></b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes

Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	NA. However, Omnibus approval has been taken for Related Party Transactions.
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**For Vaibhav Global Limited**

**Sunil Agrawal**  
**Chairman & Managing Director**  
**DIN: DIN:00061142**

Place: Austin (USA)  
Date: 14<sup>th</sup> April, 2017