



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: 31st March, 2016

I. Composition of Board of Directors								
Title (Mr. / Mrs.)	Name of the Directors	PAN [§] & DIN	Category (Chairperson/ Executive / Non Executive / Independent / Nominee) ^{&}	Date of Appointment in the current term / cessation	Tenure ^(*)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit / Stakeholders Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit / Stakeholders Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
SAME AS PREVIOUS QUARTER								
<p>[§] PAN number of any director would not be displayed on the website of the Stock Exchange</p> <p>^{&} 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</p> <p>^(*) 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.</p>								

II. Composition of Committee		
Name of the Committee	Name of the Committee Members	Category (Chairperson/ Executive / Non Executive / Independent / Nominee) [§]
1. Audit Committee	SAME AS PREVIOUS QUARTER	

2. Nomination, Remuneration & Compensation Committee	SAME AS PREVIOUS QUARTER
3. Risk Management Committee	SAME AS PREVIOUS QUARTER
4. Stakeholders Relationship Committee	SAME AS PREVIOUS QUARTER
& 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.	

III. Meetings of Board of Directors		
Date(s) of Meeting (if any) in the previous Quarter	Date(s) of Meeting (if any) in the relevant Quarter	Maximum gap between any two consecutive meetings in number of days
04 th November, 2015 09 th December, 2015	25 th January, 2016	46 days

IV. Meetings of Committees			
Date(s) of Meeting (if any) in the relevant Quarter	Whether requirement of Quorum met (Details)	Date(s) of Meeting (if any) in the previous Quarter	Maximum gap between any two consecutive meetings in number of days(*)
Audit Committee: 25 th January, 2016	Yes – 3 Out of 4 members were present	Audit Committee : 03 rd November, 2015	82 days
Nomination, Remuneration & Compensation Committee: Nil		Nomination, Remuneration & Compensation Committee: Nil	
(*) This information has to be mandatorily be given for audit committee, for rest of the committee giving this information is optional.			

V. Related Party Transaction	
Subject	Compliance Status (Yes/No/NA)
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
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

**Sd/-
Brahm Prakash
Company Secretary & Compliance officer**

Date: 14th April, 2016

Place: Jaipur

Note:

Information at Table I and II above need to be necessarily given in 1st 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.



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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

I. Disclosure on website in terms of Listing Agreement		
Item	Compliance Status (Yes/No/NA) <small>refer note below</small>	
Details of business	Yes	
Terms & Conditions of appointment of Independent Directors	Yes	
Composition of various committees of Board of Directors	Yes	
Code of Conduct of Board of Directors & Senior Management Personnel	Yes	
Details of establishment of vigil mechanism / Whistle Blower Policy	Yes	
Criteria of making payments to non – executive directors	NA	
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 investors grievances	Yes	
Email address for grievance redressal & 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	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance Status (Yes/No/NA) <small>refer note below</small>
Independent director(s) have been appointed in terms of specified criteria of ‘independent’ 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) & 19(2)	Yes
Composition of Stakeholders Relationship Committee	20(1) & (2)	Yes
Composition and role of Risk Management Committee	21 (1), (2), (3), (4)	NA
Vigil Mechanism	22	Yes
Policy of 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 have 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
Affirmations with Compliance of 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 & Senior Management	26 (2) & 26 (5)	Yes

Note

1. In the column “Compliance Status”, compliance or non – compliance may be indicated Yes/ No/ N.A.. For example if the Board has been composed in accordance with requirement by 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

Sd/-

Brahm Prakash

Company Secretary & Compliance officer

Date: 14th April, 2016

Place: Jaipur