

Annexure XI

Quarterly Compliance Report on Corporate Governance

Name of the Company: Vaibhav Global Limited

Quarter ending on: 31st December, 2014

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
II Board of Directors	49 (II)		
(A) Composition of Board	49(IIA)	Yes	Mr. M. L. Mehta, Non-Executive Independent Director, expired on 7 th December, 2014 and the Company intimated the Stock Exchange via letter no. VGL/CS/2014/220 dated 8 th December, 2014. The Company is in process to fill the vacancy in accordance with clause 49(II)(D)(4) of the Listing Agreement and will inform the Stock Exchange as soon as the same is done.
(B) Independent Director	49(IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	Yes	A declaration with respect to Sub-clause (2) will be compiled in the Annual Report 2014-15
(F) Whistle Blower Policy	49(IIF)	Yes	
III. Audit Committee	49 (III)		
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit Committee	49 (IIIE)	Yes	
IV. Nomination and	49(IV)	Yes	

Remuneration Committee			
V. Subsidiary Companies	49 (V)	Yes	Sub clause (A) is not applicable
VI. Risk Management	49(VI)	Yes	Sub clause (C), (D) and (E) are not applicable
VII. Related Party Transaction	49(VII)	Yes	
VIII. Disclosures	49 (VIII)		
(A) Related Party Transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	N. A.	The financial statements have no different treatment from Accounting Standards.
(C) Remuneration of Directors	49 (VIII C)	Yes	Will be compiled in the Annual Report 2014-15
(D) Management	49 (VIII D)	Yes	Sub-clause (1) will be compiled in the Annual Report 2014-15
(E) Shareholders	49 (VIII E)	Yes	Sub-clause (1) will be compiled in the Annual Report 2014-15
(F) Proceeds from public issues, rights issues, preferential issues etc	49 (VIII F)	NA	
IX. CEO/CFO Certification	49 (IX)	Yes	
X. Report on Corporate Governance	49 (X)	Yes	Sub-clause (A) will be compiled in the Annual Report 2014-15
XI. Compliance	49 (XI)	Yes	Will be compiled in the Annual Report 2014-15

For Vaibhav Global Limited

Brahm Prakash
Company Secretary and Compliance Officer

Date: 15-01-2015

Place: Jaipur