

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Vaibhav Global Limited**
 2. Quarter ending - **31-Mar-2023**

i. Composition Of Board Of Director

Title (M r. / M s)	Name of the Director	DIN	Category (Chair person /Executive/Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17 (1A) of Listing Regulations]	Date of passing special resolution	No. of Directorship in listed entities including this listed entity [in reference to Regulation 17A (1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 17A (1)]	No of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No.of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity	Membership in Committees of the Company
Mr.	Sunil Agrawal	00061142	ED	MD	08-May-1989	01-Feb-2019			13-Jul-1959	No				Active	NA		1	0	1	0	SC
Mrs.	Sheela Agarwal	00178548	NED		10-Nov-2008	02-Aug-2022			12-Dec-1942	No				Active	Yes	30-Mar-2019	1	0	0	0	
Mr.	Pulak Chandan Prasad	00003557	NED		29-Oct-2013	29-Jul-2021			27-May-1968	No				Active	NA		3	1	1	0	
Mr.	Harsh Bahadur	00724826	C & NED		26-Sep-2022				01-Apr-1955	No				Active	NA		2	1	2	0	SC,RC,NRC
Mr.	James Patrick Clarke	07725381	ID		07-Feb-2017	07-Feb-2019		84	14-Dec-1965	No				Active	NA		1	1	0	0	
Mr.	Sunil Goyal	00110601	ID		08-Mar-2017	08-Mar-2020		96	23-Sep-1957	No				Active	NA		1	1	0	2	AC,SC,RC,NRC
Mr.	Sanjeev Agrawal	00092746	NED		29-Oct-2020				20-Sep-1965	No				Active	NA		1	0	1	0	AC
Ms.	Stephanie R Spong	09295604	ID		06-Sep-2021	06-Sep-2021		24	01-Jun-1965	No				Active	NA		1	1	1	0	AC,NRC

Company Remarks	
Whether Regular chairperson appointed	Yes
Whether Chairperson is related to MD or CEO	No

ii. **Composition of Committees**

a. Audit Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Sunil Goyal	ID	Chairperson	08-Mar-2017	
2	Sanjeev Agrawal	NED	Member	23-May-2022	
3	Stephanie R Spong	ID	Member	26-Sep-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

b. Stakeholders Relationship Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Sunil Goyal	ID	Chairperson	08-Mar-2017	
2	Harsh Bahadur	C & NED	Member	26-Sep-2022	
3	Sunil Agrawal	ED	Member	23-May-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

c. Risk Management Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Sunil Goyal	ID	Chairperson	28-Jan-2019	
2	Harsh Bahadur	C & NED	Member	26-Sep-2022	
3	Nitin Panwad	Chief Financial Officer	Member	27-Oct-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

d. Nomination and Remuneration Committee

<i>Sr. No.</i>	<i>Name of Committee members</i>	<i>Category</i>	<i>Chairperson/Member</i>	<i>Date of Appointment</i>	<i>Date of Cessation</i>
1	Sunil Goyal	ID	Chairperson	08-Mar-2017	
2	Harsh Bahadur	C & NED	Member	26-Sep-2022	
3	Stephanie R Spong	ID	Member	23-May-2022	

Company Remarks	
Whether Regular chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present (All directors including Independent Director)	No. of Independent Directors attending the meeting
27-Oct-2022	Yes	8	8	3
24-Jan-2023	Yes	8	8	3

Company Remarks	
Maximum gap between any two consecutive (in number of days)	88

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors present (All directors including Independent Director)	Number of Independent directors attending the meeting	Number of Members attending the Meeting (Other than Board of Directors)
Nomination & Remuneration Committee	27-Oct-2022	Yes	3	3	2	0
Audit Committee	27-Oct-2022	Yes	3	3	2	0
Audit Committee	24-Jan-2023	Yes	3	3	2	0
Risk Management Committee	01-Mar-2023	Yes	2	2	1	1
Stakeholders Relationship Committee	29-Mar-2023	Yes	3	3	1	0

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	88

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Not Applicable	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	Detail of all material transaction with related party under regulation 27(2b) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 from 1st April 2022 to 31st March, 2023 is NIL
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VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 1000 listed entities) - **Yes**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **Sushil Sharma**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

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

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://www.vaibhavglobal.com/vgl-at-a-glance
Terms and conditions of appointment of	Yes		vaibhavglobal.com/admin_assets/images/ESG/1757874262297400.pdf
Composition of various committees of board of	Yes		https://www.vaibhavglobal.com/committees-directors
Code of conduct of board of directors and senior	Yes		https://www.vaibhavglobal.com/admin_assets/images/ESG/1703887781362463.pdf
Details of establishment of vigil mechanism/	Yes		https://www.vaibhavglobal.com/admin_assets/images/ESG/1753984319428033.pdf
Criteria of making payments to non-executive	Yes		https://www.vaibhavglobal.com/admin_assets/images/ESG/1703888235675638.pdf
Policy on dealing with related party transactions	Yes		https://www.vaibhavglobal.com/admin_assets/images/ESG/1731157269067128.pdf
Policy for determining 'material' subsidiaries	Yes		https://www.vaibhavglobal.com/admin_assets/images/ESG/1729992554152206.pdf
Details of familiarization programs imparted to	Yes		https://www.vaibhavglobal.com/admin_assets/images/ESG/1741929323411762.pdf
Email address for grievance redressal and other relevant details entity who are responsible for	Yes		https://www.vaibhavglobal.com/investor-helpdesk
Contact information of the designated officials of	Yes		https://www.vaibhavglobal.com/investor-helpdesk
Financial results	Yes		https://www.vaibhavglobal.com/financial_reporting
Shareholding pattern	Yes		https://www.vaibhavglobal.com/shareholder_pattern
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed entity to	Yes		https://www.vaibhavglobal.com/investor_presentation
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://www.vaibhavglobal.com/shareholder_communication/newspaper-
Credit rating or revision in credit rating obtained	Yes		https://www.vaibhavglobal.com/shareholder_communication/credit_rating
Separate audited financial statements of each	Yes		https://www.vaibhavglobal.com/financial_reporting/financial-results-of-subsiary
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://www.vaibhavglobal.com/disclosures-under-regulation-46-of-the-lodr
Materiality Policy as per Regulation 30	Yes		https://www.vaibhavglobal.com/admin_assets/images/ESG/1703888031400499.pdf
Dividend Distribution policy as per Regulation	Yes		https://www.vaibhavglobal.com/admin_assets/images/ESG/1703888307092446.pdf
It is certified that these contents on the website	Yes		https://www.vaibhavglobal.com/investor
II Annual Affirmations			

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination & remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	21(3A)	Yes	
<i>Vigil Mechanism</i>	22	Yes	

<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Annual Secretarial Compliance Report</i>	24(A)	Yes	
<i>Alternate Director to Independent Director</i>	25(1)	Not Applicable	
<i>Maximum Tenure</i>	25(2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes	
<i>D & O Insurance for Independent Directors</i>	25(10)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non- Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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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. - **Yes**

Other Information	
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Name : **Sushil Sharma**
Designation : **Company Secretary & Compliance Officer**