



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, 2019**

I. Composition of Board of Directors									
Title (Mr. / Mrs.)	Name of the Directors	PAN^s & DIN	Category (Chairperson/ Executive / Non Executive / Independent / Nominee)^{&}	Date of Appointment in the current term	Date of cessation	Tenure^(*)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of membership 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)
Mr.	Sunil Agrawal		Executive & Managing Director	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	1	NIL

Mr.	Santiago Rocas Moran ¹		Independent – Non Executive	28/07/2015		7 Years	1	NIL	NIL
Mr.	Harsh Bahadur ²		Chairperson – Independent – Non Executive	26/09/2015		7 Years	2	3	NIL
Mr.	James Patrick Clarke ⁴		Independent – Non Executive	07/02/2017		2 Years	1	NIL	NIL
Mr.	Sunil Goyal		Independent – Non Executive	08/03/2017		3 Years	2	1	2
Mr.	Purushottam Agarwal ³		Independent – Non Executive	15/05/2017		2 Years	2	3	NIL

1. His first term was from 28th July, 2015 to 27th July, 2017 and appointed for a further term of 5 years w.e.f. 28th July, 2017 to 27th July, 2022 hence the total period is 7 years.
2. His first term was from 26th September, 2015 to 25th September, 2017 and appointed for a further term of 5 years w.e.f. 26th September, 2017 to 25th September, 2022 hence the total period is 7 years. He has been appointed Chairperson of the Board w.e.f. 28th January, 2019.
3. His first term was from 15th May, 2017 to 14th May, 2018 and appointed for a further term of 1 year w.e.f. 15th May, 2018 to 14th May, 2019 hence the total period is 2 years.
4. His first term was from 07th February, 2017 to 6th February, 2019 and appointed for a further term of 5 years w.e.f. 7th February, 2019 to 6th February, 2024 hence the total period is 7 years.

§ PAN number of any director would not be displayed on the website of the Stock Exchange

& 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

(*) 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.

II. Composition of Committee		
Name of the Committee	Name of the Committee Members	Category (Chairperson/ Executive / Non Executive / Independent / Nominee)[§]
1. Audit Committee	<ol style="list-style-type: none"> 1. Mr. Sunil Goyal 2. Mr. Harsh Bahadur 3. Mr. Purushottam Agarwal 4. Mr. Nirmal Kumar Bardiya 	Chairperson - Independent – Non Executive Independent – Non Executive Independent – Non Executive Non-Executive

2. Nomination, Remuneration & Compensation Committee	1. Mr. Sunil Goyal 2. Mr. Harsh Bahadur 3. Mr. Purushottam Agarwal 4. Mr. Nirmal Kumar Bardiya	Chairperson - Independent – Non Executive Independent – Non Executive Independent – Non Executive Non-Executive
3. Risk Management Committee	1. Mr. Sunil Goyal 2. Mr. Harsh Bahadur 3. Mr. Puru Aggarwal	Chairperson - Independent – Non Executive Independent – Non Executive Group CFO
4. Stakeholders Relationship Committee	1. Mr. Sunil Goyal 2. Mr. Harsh Bahadur 3. Mr. Purushottam Agarwal 4. Mr. Rahimullah	Chairperson - Independent – Non Executive Independent – Non Executive Independent – Non Executive 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.

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
29 th October, 2018	28 th January, 2019	90 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: 28 th January, 2019	Yes – 3 Members were present	Audit Committee: 29 th October, 2018	90 days

(*) 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	Yes
Whether shareholder approval obtained for material transaction	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

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) – N.A. (Company has constituted a Risk Management Committee w.e.f. 28th January, 2019)
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

Sushil Sharma
Company Secretary
& Compliance Officer

Place: Jaipur

Date: 15th April, 2019

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.

Details of all material transactions with a related party under regulation 27(2b) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 from 1st April, 2018 to 31st March, 2019

Sr. No.	Name of Related Party	Nature of Transaction	Total Amount of Transactions (`) (1st April, 2018 to 31st March, 2019)
1.	Shop LC Global Inc	Sale/Purchase/Other	2,66,39,07,754

For Vaibhav Global Limited

**Sushil Sharma
Company Secretary
& Compliance Officer**

Place: Jaipur

Date: 15th April, 2019



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 at the end of the financial year (for the whole of financial year) – Annexure II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)^{refer note below}	
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	
II. Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)^{refer note below}
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 – Company has constituted a Risk Management Committee w.e.f. 28 th January, 2019
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)	Yes
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

