


VAIBHAV GLOBAL LIMITED

CIN: L36911RJ1989PLC004945

Registered Office: K-6B, Fateh Tiba, Adarsh Nagar, Jaipur – 302004

Tele No.: 91-141-2601020 • Fax No.: 91-141-2605077

Email: investor_relations@vaibhavglobal.com • Website: www.vaibhavglobal.com

NOTICE

Notice is hereby given that the 30th Annual General Meeting (AGM) of the Members of VAIBHAV GLOBAL LIMITED will be held on Tuesday, 30th July, 2019 at 10.00 A.M. (IST) at E-69, EPIP, Sitapura, Jaipur-302022 (Rajasthan) to transact the following business:

Ordinary Business:

1. Adoption of Financial Statements

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31st March, 2019 together with the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of Mr. Nirmal Kumar Bardia as a Director, liable to retire by rotation

To appoint a Director in place of Mr. Nirmal Kumar Bardia (DIN: 00044624) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-appointment.

3. Declaration of dividend

To declare a final dividend of ₹5.00 per equity share for the year ended 31st March, 2019 and to confirm an interim dividend of ₹5.00 per equity share, already paid during the year 2018-19.

Special Business:

4. Adoption of new set of Articles of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014, including any statutory modification or re-enactment thereof, for the time being in force, the consent of the members be and is hereby accorded for adoption of new set of Articles of Association in substitution for and to the entire exclusion of the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

5. Alteration of the Object Clause & Liability Clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4 & 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014, including

any statutory modification or re-enactment thereof, for the time being in force, and subject to the necessary approval of the Central Government or any other statutory authority(ies), if any required in this behalf, the consent of the members be and is hereby accorded for effecting the following alterations in the existing Clause(s) of the Memorandum of Association (the “MOA”) of the Company by substitution/deletion of certain clauses in the following manner:-

1. Sub-heading III(A) “THE MAIN OBJECT TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE” be substituted by the new sub-heading “THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE”, with existing objects appearing under sub clauses 1 to 5 thereof.
2. Sub-heading III(B) “OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE” be substituted by the new sub-heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)”, with existing objects appearing under sub clauses 1 to 39 thereof.
3. Under sub-clause 9 of new sub-heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)”, the words “Section 293A of the Companies Act, 1956” be substituted with the words “the Companies Act, 2013 (“Act”).
4. Under sub-clause 12 of new sub-heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)”, the words “Section 58A of the Companies Act, 1956” be substituted with the words “the Act”.
5. Under sub-clause 29, 33 & 37 of new sub-heading “MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(A)”, the words “the Companies Act, 1956” be substituted with the words “the Act”.
6. The existing Clause III(C) comprising sub clauses 1 to 110 be and is hereby deleted permanently.
7. Clause IV of the Memorandum of Association be and is hereby altered and substituted with the following new Clause IV:
 - IV. The liability of members is Limited and this liability is limited to the amount unpaid, if any, on shares held by them.

“RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to



such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

**By order of the Board of Directors
For Vaibhav Global Limited**

Sd/-

Sushil Sharma

Company Secretary

(Membership No.: FCS 6535)

Place: Jaipur

Date: 21st May, 2019

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“The Act”) in respect of item number 4 to 5 and the information required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with secretarial standards 2 issued by ICSI, regarding the Directors seeking appointment/re-appointment in the Annual General Meeting are annexed hereto and both forms part of the Notice.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT TO BE A MEMBER OF THE COMPANY. The instrument appointing a proxy, duly completed must be deposited at the Company’s registered office not less than 48 hours before the commencement of the meeting. A proxy form for the AGM is enclosed.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
3. Members/proxies should bring the duly filled attendance slip enclosed herewith to attend the meeting.
4. Corporate members intending to send their authorized representative to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting on their behalf.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Members and Share Transfer Books of the Company will remain closed on Saturday, 13th July, 2019 for Annual General Meeting and payment of dividend.
7. The Register of Directors and KMP and their shareholding and Register of contracts or arrangements in which Directors are interested maintained under Sections 170 and 189 of the Companies Act, 2013 respectively will be available for inspection by the members at the AGM.
8. The copies of relevant documents are open for inspection at the Registered Office of the Company on all working days between 11.00 A.M. to 1.00 P.M. (IST) up to the date of the 30th Annual General Meeting.
9. Members are requested to send their demat/remat applications, request for share transmission, intimation of change of address and other correspondence to the Company’s Registrar and Share Transfer Agent, M/s Karvy Fintech Pvt. Ltd., Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad - 500 032.
10. Members who hold shares in physical form are requested to notify immediately, any change in their addresses to the Registrar and Share Transfer Agent of the Company at the above address and to their respective depository participants, in case shares are held in electronic form.
11. Non-Resident Indian Members are requested to inform Registrar and Share Transfer Agent of the Company in any change in their residential status on return to India for permanent settlement, particulars of their bank account maintained in India with complete name, branch account type, account number and address of the bank with pin code number, if not furnished earlier.
12. Pursuant to SEBI circular, shareholders, whose ledger folios do not have or have incomplete details with regard to PAN and Bank Particulars are required to compulsorily furnish the details to the RTA/to the Company for registration in their folio. The Companies Act, 2013 and rules made thereunder also require the further details to be submitted to the Company like PAN, email address, Father’s/ Mother’s/ Spouse’s name and bank particulars. Members holding shares in electronic form are, therefore requested to submit PAN and other details to their Depository Participants with whom they are maintaining demat accounts.
13. As per the provisions of section 72 of the Act, the facility for making a nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting form no.- SH-13.
14. Members wishing to claim dividends that remained unclaimed are requested to correspond with the RTA/Company Secretary. Members are requested to note that dividends that are not claimed within 7 years from the date of transfer to the company’s unpaid dividend account, will as per section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividends remain unclaimed for seven consecutive years will be transferred to the IEPF as per section 124 of the Act and the applicable rules.
15. The Notice of AGM along with the Annual Report 2018-19 is being sent to all the Members whose name appear in the Register of Members/List of Beneficial Owners received from National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) as on 29th June, 2019 by electronic mode to those members whose email address is registered with the Company/Depositories, unless any member has requested for a physical copy of the same. For Members who have not registered their email address, physical copies are being sent by the permitted mode.
16. As a measure of austerity, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report in the meeting.
17. The Annual Report of the Company circulated to the Members of the Company will be made available on the Company’s website at www.vaibhavglobal.com
18. We urge members to support our commitment to environmental protection by choosing their shareholding communication through email. You can do this by updating your email address with your depository participants/RTA.
19. The instruction for remote e-voting is being sent separately through permitted mode, shall form part of the Notice.
20. The route map showing direction to reach the venue of the 30th AGM is annexed at the end of the Report.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013**Item No. 4**

The Board of Directors in its meeting held on 21st May, 2019 approved to insert the provision for buy back of shares in the Articles of Association ("AoA"), inter-alia other amendments in conformity with the Companies Act, 2013 ('Act'), subject to the approval of shareholders, as the existing AoA of the Company are based on the provisions of Companies Act, 1956 and several clauses/regulations in the existing AoA contain references to specific sections of the Companies Act, 1956.

Further, in order to bring the Articles of Association in conformity with the Companies Act, 2013 and other relevant insertions/amendments/deletions, it is prudent to adopt a new Articles of Association since number of alterations required in existing Articles of Association are voluminous. Hence, it is considered desirable to adopt new set of Articles of Association in substitution of and to the exclusion of existing AOA.

Salient changes in the new draft AOA of the Company inter-alia include the following:

- Incorporation of references of new provisions/sections of the Act.
- Incorporation of provisions relating to allotment of shares otherwise than for cash, Buy Back of shares, Dematerialization of Securities, Independent Directors, Postal Ballot, Voting through electronic means etc.
- Amendment in the articles related to transfer/ transmission/ forfeiture of securities as per the provisions the Act.
- The Company may appoint fifteen (15) directors on its Board and any increase beyond this limit will require approval of shareholders in line with the Act.
- The Act has defined the term Key Managerial Personnel, the same is proposed to be incorporated.
- Incorporation of provision for the participation of the Directors in meetings in person or through video conferencing or other audio-visual means as permitted in the Act.
- Provisions related to joint holders inserted/ defined at single place.
- Deletion of Articles which are now irrelevant i.e. preliminary expenses for incorporation of Company, first auditors be appointed, appointment of auditors annually etc. and deletion of entire Part II of the existing Articles, the consent of the respective investor has been obtained.

The existing and new draft Articles of Association to be adopted has been placed on the website of the Company www.vaibhavglobal.com and is available for inspection by the members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days, upto date of Annual General Meeting. In order to adopt this new set of Articles

of Association, the approval of members is required by way of Special Resolution. Hence, the Board recommends the Special Resolution as set out at Item No. 4 of the Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

Item No. 5

In the light of the relevant provisions of the Companies Act, 2013, the object clause of a company is required to state the objects for which the company is incorporated, and matter(s) considered necessary in furtherance thereof. Hence, the Board of Directors at their meeting held on 21st May, 2019, subject to necessary approval of the members of the company, decided to amend the object clause of Memorandum of Association ("MOA") of the company to the extent relevant, so as to align the same with the requirement of the Companies Act, 2013.

Accordingly, under the proposed amendment in object clause, it is, inter-alia, includes to rename the sub heading III(A) and III(B), deletion of sub heading III(C) and entire clauses thereunder. It is also proposed to replace the liability clause of the Memorandum of Association of the Company by substituting the same with existing Clause IV to re-word the same appropriately and make it in line with the requirements of the Companies Act, 2013. The liability clause of the MOA is being replaced to clarify that the liability of members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

The existing and proposed draft Memorandum of Association has been placed on the website of the Company www.vaibhavglobal.com and is available for inspection by the members at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on all working days, upto date of Annual General Meeting. For the proposed aforesaid amendments in the Memorandum of Association, the approval of members is required by way of Special Resolution. Hence, the Board recommends the Special Resolution as set out at Item No. 5 of the Notice for your approval.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

**By order of the Board of Directors
For Vaibhav Global Limited**

Sd/-

Sushil Sharma*Company Secretary*

(Membership No.: FCS 6535)

Place: Jaipur

Date: 21st May, 2019

Details of Directors seeking appointment/re-appointment at 30th Annual General Meeting

Name of the Director	Mr. Nirmal Kumar Bardia (DIN: 00044624)
Date of Birth	22nd January, 1960
Date of first appointment on the Board	10th July, 2001
Date of re-appointment	30th July, 2019
Brief Profile / Expertise in Specific field/ Qualification	Mr. Nirmal Kumar Bardiya, Commerce Graduate, is one of the most renowned jewelers of Jaipur with over 35 years of experience in colored gemstone manufacturing. He has been associated with VGL for the last 18 years. He is highly specialized in high volume gemstones and beads and is one of the leading global players in this segment. Mr. Bardiya is the Chairman & Managing Director of RMC Gems India Limited, Director of Zari Silk India Pvt. Ltd. and Bardiya Construction Co. Pvt. Ltd. (Hotel Clarion Bela Casa), Jaipur. He holds the position as Vice President of International Colored Gemstone Association, New York, Regional Chairman of The Gem & Jewellery Export Promotion Council, Jaipur, Ex-President of Jewellers Association, Jaipur, and President of Anuvibha Jaipur Kendra.
Board Meetings held & attended during the FY 2018-19	Four (held) out of which Three (attended)
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	RMC Gems India Limited VGL Softech Limited
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee)	NIL
Number of shares held in the Company	11,25,581 equity shares
Remuneration paid during FY 2018-19	₹4,55,000 (Sitting Fee)
Relationships with other directors/KMP	NIL



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PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

30th Annual General Meeting – 30th July, 2019

Name of the Member (s) :	.....
Registered address :	.....
Email ID :	.....
Folio No./Client ID :	.....
DP ID :	.....

I/We, being the member(s) ofshares of Vaibhav Global Limited, hereby appoint:

Name :	.....	Email ID:-	.....
Address:	.....	
Signature:	..... or failing him / her;		

Name :	.....	Email ID:-	.....
Address:	.....	
Signature:	..... or failing him / her;		

Name :	.....	Email ID:-	.....
Address:	.....	
Signature:	.....	

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 30th Annual General Meeting of the Company, to be held on Tuesday, 30th July, 2019 at 10:00 A.M. (IST) at E-69, EPIP, Sitapura, Jaipur – 302022 and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolutions	Vote (Optional, see note 2) Please mention no. of shares	
		For	Against
	Ordinary Business		
1.	Adoption of Financial Statements		
2.	Re-appointment of Mr. Nirmal Kumar Barida as a Director, liable to retire by rotation		
3.	Declaration of dividend		
	Special Business		
4.	Adoption of new set of Articles of Association of the Company		
5.	Alteration of the Object Clause & Liability Clause of the Memorandum of Association of the Company		

Signed this.....day of.....2019.

Signature of Shareholder

Affix Revenue Stamp

Signature of first proxy holder

Signature of second proxy holder

Signature of third proxy holder

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is optional to indicate your preference. If you leave the 'for' or 'against' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he / she may deem appropriate.



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ATTENDANCE SLIP

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

DP ID		Regd. Folio No.	
Client ID		No. of Shares Held	

I / we hereby record my / our presence at the 30th Annual General Meeting of the Company on Tuesday, the 30th July, 2019 at 10.00 A.M. (IST) at the Corporate Office of the Company at E-69, EPIP, Sitapura, Jaipur-302022.

.....
Name of the Shareholder (in BLOCK LETTERS)

.....
Signature

.....
Name of the proxy (in BLOCK LETTERS)

.....
Signature

NOTE: PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE.

Route map of the AGM venue

VAIBHAV GLOBAL LIMITED

E-69, EPIP, Sitapura, Jaipur - 302022

