



VAIBHAV GLOBAL LIMITED

Ref: VGL/CS/2017/75

Date: 16th August, 2017

**National Stock Exchange of
India Limited (NSE)**
Exchange Plaza, C-1, Block G,
Bandra Kurla Complex,
Bandra, Mumbai – 400051
Scrip Code: VAIBHAVGBL

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001
Scrip Code: 532156

Subject: Notice of 28th Annual General Meeting

Dear Sir / Madam,

This is to inform you that 28th Annual General Meeting of the Company is scheduled to be held on Thursday, 7th September, 2017 at 10:00 A.M (IST) at the Corporate Office of the Company i.e. E-69, EPIP, Sitapura Industrial Area, Jaipur – 302022. The Notice of 28th Annual General Meeting is enclosed herewith for your record.

The Company is providing e-voting facility through M/s Karvy Computershare Pvt. Ltd, to its Members whose name shall be recorded in the register of Members / Beneficial owners maintained by the depositories as on the cut-off date i.e. Thursday, 31st August, 2017 to exercise their right to vote at the 28th Annual General Meeting (AGM) by remote e-voting. The remote e-voting portal / facilities shall remain open from Sunday, 3rd September, 2017 at 10.00 A.M (IST) to Wednesday, 6th September, 2017 at 5.00 P.M (IST).

This is for your information and record.

Thanking you,

Yours Truly,

For Vaibhav Global Limited


Sushil Sharma
Company Secretary & Compliance Officer
FCS: 6535



E-69, EPIP, Sitapura, Jaipur-302022, Rajasthan, India • Tel.: 91-141-2771948/49, Fax : 91-141-2770510

Regd. Office : K-6B, Fateh Tiba, Adarsh Nagar, Jaipur-302004, Rajasthan, India • Tel.: 91-141-2601020, Fax : 91-141-2605077
CIN : L36911RJ1989PLC004945 • E-mail : investor_relations@vaibhavglobal.com • Website : www.vaibhavglobal.com



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 28th Annual General Meeting (AGM) of the Members of **VAIBHAV GLOBAL LIMITED** will be held on Thursday, 7th September, 2017 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 of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2017 together with the Reports of the Board of Directors and Auditors thereon.

2. Re-appointment of Mrs. Sheela Agarwal as a Director, liable to retire by rotation

To appoint a Director in place of Mrs. Sheela Agarwal (DIN: 00178548) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment.

3. To appoint Statutory Auditors and fix their remuneration

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

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. B S R & Co. LLP, Chartered Accountants (ICAI Registration No.: 101248W/W-100022) be and are hereby appointed as the Statutory Auditors of the Company for a term of five years commencing from the conclusion of the 28th Annual General Meeting of the Company till the conclusion of the 33rd Annual General Meeting (subject to ratification of their appointment by the Members at every intervening Annual General Meeting held

after this Annual General Meeting) on such remuneration as may be mutually agreed upon by the Board of Directors and the Auditors.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution.”

Special Business:

4. Re-appointment of Mr. Sunil Agrawal as Chairman and Managing Director 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 Sections 196, 197, 198 and 203 read with schedule V and other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and other laws rules, regulations as may be applicable, from time to time and subject to all other requisite approvals, permissions and sanctions and subject to such condition as may be prescribed by any of concerned authorities (if any), while granting such approvals, and pursuant to Articles of Association of the Company, the consent of the members be and is hereby accorded to the re-appointment of Mr. Sunil Agrawal (DIN: 00061142) as Chairman and Managing Director of the Company for a period of two years commencing from 1st February, 2017 to 31st January, 2019.”

“RESOLVED FURTHER THAT the remuneration payable to Mr. Sunil Agrawal shall not exceed the overall ceiling of the total Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 or such other

limit as may be prescribed and determined by the Board of Directors.”

“RESOLVED FURTHER THAT in terms of Article 64 of the Articles of Association of the Company, as long as Mr. Sunil Agrawal continues to act as Chairman and Managing Director, his office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to vary/alter/amend at any time the terms and conditions of the said appointment and payment of remuneration in such manner as may be approved by the Board of Directors and acceptable to Mr. Sunil Agrawal.”

“RESOLVED FURTHER THAT the Board of Directors, Group CFO and Company Secretary/Asst. Company Secretary be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.”

5. Appointment of Mr. James Patrick Clarke as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. James Patrick Clarke (DIN: 07725381) who was appointed as an Additional Director w.e.f. 7th February, 2017 pursuant to the provisions of Section 161(1) of the Act, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and any other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. James Patrick Clarke (DIN: 07725381), be and is hereby appointed as an Independent Director for a term of two years commencing from 7th February, 2017 to 6th February, 2019 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors, Group CFO and Company Secretary/Asst. Company Secretary be and are hereby severally/ jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts,

deeds, matters and things as may be necessary, expedient and desirable in this regard.”

6. Appointment of Mr. Sunil Goyal as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sunil Goyal (DIN: 00110601) who was appointed as an Additional Director w.e.f. 8th March, 2017 pursuant to the provisions of Section 161(1) of the Act, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and any other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Act, Mr. Sunil Goyal (DIN: 00110601), be and is hereby appointed as an Independent Director for a term of three years commencing from 8th March, 2017 to 7th March, 2020 and whose office shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors and/or Group CFO and/or Company Secretary/Asst. Company Secretary be and are hereby severally/jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.”

7. Appointment of Dr. Purushottam Agarwal as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 160 and any other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. Purushottam Agarwal (DIN: 00272598) who was appointed as an Additional Director w.e.f. 15th May, 2017 pursuant to the provisions of Section 161(1) of the Act, in respect of whom the Company has received a notice in writing under Section

160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 149 and any other applicable provisions of the Act and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV of the Act, Dr. Purushottam Agarwal (DIN: 00272598), be and is hereby appointed as an Independent Director for a term of one year commencing from 15th May, 2017 to 14th May, 2018 and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors and/or Group CFO and/or Company Secretary/Asst. Company Secretary be and are hereby severally/jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.”

8. Re-appointment of Mr. Santiago Roces Moran as an Independent Director 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 Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Santiago Roces Moran (DIN: 07246975), in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a term of five years i.e. from 28th July, 2017 to 27th July, 2022 and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors, Group CFO and Company Secretary/Asst. Company

Secretary be and are hereby severally/jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.”

9. Re-appointment of Mr. Harsh Bahadur as an Independent Director 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 Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (the Act) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Harsh Bahadur (DIN: 00724826), in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a term of five years i.e. from 26th September, 2017 to 25th September, 2022 and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors, Group CFO and Company Secretary/Asst. Company Secretary be and are hereby severally/jointly authorized to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.”

By order of the Board of Directors

Sd/-
Sunil Agrawal
Chairman & Managing Director
(DIN: 00061142)

Place: Jaipur
Date: 15th May, 2017

NOTES:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of item number 3 to 9 and the information required pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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 authorising 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 from **Thursday, 31st August, 2017 to Thursday, 7th September, 2017 (both days inclusive)**.

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 10.30 A.M. to 12.30 P.M. (IST) upto the date of the Annual General Meeting.

9. Members are requested to send their demat/remat applications, request for share transfers, intimation of change of address and other correspondence to the Company's Registrar and Share Transfer Agent, M/s Karvy Computershare 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. The Securities Exchange Board of India (SEBI) mandates the submission of Permanent Account Number (PAN) by every participant in the securities market. 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. 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. Members holding shares in physical form can submit their PAN and other details to the Company's Registrar and Share Transfer Agent.

13. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under the Section 72 of the Companies Act, 2013 may do so.

14. Members wishing to claim their unpaid or unclaimed interim dividend for the financial year 2014-15 are requested to claim the same.

15. The Notice of AGM along with the Annual Report 2016-17 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 4th August, 2017 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 from part of the Notice.
20. The route map showing direction to reach the venue of the 28th AGM is annexed at the end of the Report.

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013

Item No. 3

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act.

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with applicable Rules framed thereunder, M/s Haribhakti & Co. LLP and M/s B. Khosla & Co., Chartered Accountants, the present Joint Statutory Auditors of the Company shall complete their term as Statutory Auditors at the ensuing Annual General Meeting.

In view of the above, M/s B S R & Co. LLP, Chartered Accountants, (ICAI Registration No.: 101248W/W-100022) have been recommended by the Board for the appointment as Statutory Auditors of the Company for a term of five years commencing from the Company's financial year 2017- 2018 to hold office from the conclusion of the 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting, subject to ratification of their appointment by the Members at every intervening Annual General Meeting on a remuneration plus applicable taxes out-of-pocket expenses etc., as may be mutually agreed upon by the Board of Directors and the Auditors.

The Board recommends the given resolution for approval of the Members.

None of the Directors or Key Managerial Personnel and their relatives are concerned or interested in the Resolution.

Item No. 4

The Board of Director at its meeting held on 23rd January, 2014, approved the appointment of Mr. Sunil Agrawal as Chairman & Managing Director for a period of five years commencing

from 1st February, 2014 and shareholders' approval for the same was obtained by way of Postal Ballot on 26th March, 2014. The Company also filed an application to the Central Government seeking approval for the appointment of Mr. Sunil Agrawal as Chairman and Managing Director for a period of five years commencing from 1st February, 2014.

However, in line with newly notified Companies Act, 2013 and as a matter of abundant precaution, the Company sought approval from shareholders at their 25th Annual General Meeting held on 25th July, 2014 for the said appointment, for a period of three years commencing from 1st February, 2014. The Central Government, vide letter dated 26th December, 2014, accorded its approval for the appointment of Mr. Sunil Agrawal for a period of five years commencing from 1st February, 2014 to 31st January, 2019.

The Nomination, Remuneration and Compensation Committee at its meeting held on 30th January, 2017 evaluated the performance of Mr. Sunil Agrawal and reached to the conclusion that in view of global economic challenges and other factors, the Company is on a strong footing and Mr. Sunil Agrawal's performance as CMD is appreciable and to the satisfaction of the Committee and recommended to the Board to extend the term of appointment, as per Central Government approval, by reappointing Mr. Sunil Agrawal as Chairman & Managing Director for a further period of two years commencing from 1st February, 2017 to 31st January, 2019. Accordingly, the Board has approved the extension in the terms of appointment by reappointing him for a further period of two years and recommends the same for approval of shareholders of the Company.

The remuneration payable to Mr. Sunil Agrawal shall not exceed the overall ceiling of the total Managerial Remuneration as provided under Section 197 of the Companies Act, 2013 or such other limit as may be prescribed from time to time.

The profile and specific areas of his expertise as required under SEBI (LODR) Regulations, 2015, is provided at the end of this notice.

No Director, Key Managerial Personnel and their relatives, except Mr. Sunil Agrawal and Mrs. Sheela Agarwal being appointee and his relative, is in any way, concerned or interested in the resolution.

Item No. 5

The Board of Directors at its meeting held on 7th February, 2017 appointed Mr. James Patrick Clarke as an Additional Director in the category of Independent Director under Section 161 and 149 of the Companies Act, 2013 (the Act). In terms of Section 161(1) of the Act, an Additional Director shall hold office upto the date of next Annual General Meeting. Pursuant to Section 150(2) read with 152(2) of the Act, the appointment of the Independent Director shall be approved by the Company in the general meeting.

The Company has received a notice in writing under the provisions of Section 160(1) of the Act from a member along with a deposit of ₹1,00,000/- (One Lac only) proposing the candidature of Mr. James Patrick Clarke as an Independent Director of the Company. The Company has received the consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, Mr. James Patrick Clarke fulfils the conditions specified in the Act and he is independent of the management. The profile and specific areas of his expertise as required under SEBI (LODR) Regulations, 2015, is provided at the end of this notice. The Board has proposed to appoint him for a term of two years from 7th February, 2017 to 6th February, 2019 and recommends the given resolution for your approval.

No Director, Key Managerial Personnel and their relatives, except Mr. James Patrick Clarke being appointee, is in any way, concerned or interested in the resolution.

Item No. 6

The Board of Directors appointed Mr. Sunil Goyal as an Additional Director in the category of Independent Director under Sections 161 and 149 of the Companies Act, 2013 (the Act)

by a resolution passed by circulation on 8th March, 2017. In terms of Section 161(1) of the Act, an Additional Director shall hold office upto the date of next Annual General Meeting. Pursuant to Section 150(2) read with 152(2) of the Act, the appointment of Independent Director shall be approved by the Company in the general meeting.

The Company has received a notice in writing under the provisions of Section 160(1) of the Act from a member along with a deposit of ₹1,00,000/- (One Lac only) proposing the candidature of Mr. Sunil Goyal as an Independent Director of the Company. The Company has received the consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, Mr. Sunil Goyal fulfils the conditions specified in the Act and he is independent of the management. The profile and specific areas of his expertise as required under SEBI (LODR) Regulations, 2015, is provided at the end of this notice. The Board has proposed to appoint him for a term of three years from 8th March, 2017 to 7th March, 2020 and recommends the given resolution for your approval.

No Director, Key Managerial Personnel and their relatives, except Mr. Sunil Goyal being appointee, is in any way, concerned or interested in the resolution.

Item No. 7

The Board of Directors at its meeting held on 15th May, 2017 appointed Dr. Purushottam Agarwal as an Additional Director in the category of Independent Director under Section 161 and 149 of the Companies Act, 2013 (the Act). In terms of Section 161(1) of the Act, an Additional Director shall hold office upto the date of the next Annual General Meeting. Pursuant to Section 150(2) read with 152(2) of the Act, the appointment of Independent Director shall be approved by the Company in the general meeting.

The Company has received a notice in writing under the provisions of Section 160(1) of the Act from a member along with a deposit of ₹1,00,000/- (One Lac only) proposing the candidature of Dr. Purushottam Agarwal as an Independent Director of the Company. The Company has received the consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, Dr. Purushottam Agarwal fulfils the conditions specified in the

Act and he is independent of the management. The profile and specific areas of his expertise as required under SEBI (LODR) Regulations, 2015, is provided at the end of this notice. The Board has proposed to appoint him for a term of one year from 15th May, 2017 to 14th May, 2018 and recommends the given resolution for your approval.

No Director, Key Managerial Personnel and their relatives, except Dr. Purushottam Agarwal being appointee, is in any way, concerned or interested in the resolution.

Item No. 8

Mr. Santiago Roces Moran is acting as an Independent Director of the Company. His current term will expire on 27th July, 2017. The Company has received a notice in writing under the provisions of Section 160(1) of the Companies Act, 2013 (the Act) from a member along with a deposit of ₹1,00,000/- (One Lac only) proposing the candidature of Mr. Santiago Roces Moran as an Independent Director of the Company.

As per Section 149(10) of the Act an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for further term of five years on passing a special resolution by the Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of the long and rich experience and continued valuable guidance to the management and strong Board performance of Mr. Santiago Roces Moran and on the recommendation of the Nomination, Remuneration and Compensation Committee and Board, it is proposed to re-appoint him as an Independent Director on the Board for a further term of five years commencing from 28th July, 2017 to 27th July, 2022. The Company has received the consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, Mr. Santiago Roces Moran fulfils the conditions specified in the Act and he is independent of the management. The profile and specific areas of his expertise as required under SEBI (LODR) Regulations, 2015, is provided at the end of this notice. The Board recommends the given resolution for approval of the Members.

No Director, Key Managerial Personnel and their relatives, except Mr. Santiago Roces Moran being appointee, is in any way, concerned or interested in the resolution.

Item No. 9

Mr. Harsh Bahadur is acting as an Independent Director of the Company. His current term will expire on 25th September, 2017. The Company has received a notice in writing under the provisions of Section 160(1) of the Companies Act, 2013 (the Act) from a member along with a deposit of ₹1,00,000/- (One Lac only) proposing the candidature of Mr. Harsh Bahadur as an Independent Director of the Company.

As per Section 149(10) of the Act an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment for further term of five years on passing a special resolution by the Company.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Harsh Bahadur and on the recommendation of the Nomination, Remuneration and Compensation Committee and Board, it is proposed to re-appoint him as an independent Director on the Board for a further term of five years commencing from 26th September, 2017 to 25th September, 2022. The Company has received the consent in writing from him to act as Director of the Company and a declaration that he is not disqualified to act as Director under Section 164(2) of the Act and meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015. In the opinion of the Board, Mr. Harsh Bahadur fulfils the conditions specified in the Act and he is independent of the management. The profile and specific areas of his expertise as required under SEBI (LODR) Regulations, 2015, is provided at the end of this notice. The Board recommends the given resolution for approval of the Members.

No Director, Key Managerial Personnel and their relatives, except Mr. Harsh Bahadur being appointee, is in any way, concerned or interested in the resolution.

By order of the Board of Directors

Sd/-
Sunil Agrawal
Chairman & Managing Director
(DIN: 00061142)

Place: Jaipur
Date: 15th May, 2017

Details of Directors seeking appointment/re-appointment at 28th Annual General Meeting

S. No	Name of the Director	Date of the Appointment	Brief Profile / Expertise in Specific field	Directorship held in other Listed Entities as on 31.03.2017	Membership/ Chairmanship of Committees of other Listed Entities as on 31.03.2017) ²	Number of shares held in the Company
1.	Mrs. Sheela Agarwal (DIN: 00178548)	10-11-2008	Mrs. Sheela Agarwal is an active social worker. She possesses great acumen and business understanding. She is a religious lady and is the mother of Mr. Sunil Agrawal, Chairman and Managing Director.	Nil	Nil	21,826
2.	Mr. Sunil Agrawal (DIN: 00061142)	08-05-1989	Mr. Sunil Agarwal is a commerce graduate with an MBA from Columbia University, New York (USA). A first generation entrepreneur, he established Vaibhav Enterprises in 1980 with an objective to professionalize the Gems and Jewelry Trade. He has travelled widely and garnered immense knowledge of gemstones and jewellery. He has brought this expertise to bear on the success of the company. He has represented the company at all major international trade shows and jewellery fairs and is also credited with the pioneering commercialization of popular gemstones like Tanzanite.	Nil	Nil	28,140
3.	Mr. James Patrick Clarke (DIN: 07725381)	07-02-2017	Mr. James Patrick Clarke is a Bachelor of Science from United States Military Academy, West Point, New York and MBA from Harvard University Graduate School of Business Administration, Boston. He has 26 years of rich experience in e-commerce, retail, business development, product planning, distribution warehouse, quality assurance, market analysis, process analysis & engineering, strategic analysis, distribution, supply chain and cost reduction. Mr. James has worked in Guardsmark Inc., Omni Computer Products, Employer Benefit Services, YaYa Interactive Media, American Vantage Media, Affinity Media and QVC. His last assignment was with QVC, the world's leading video and e-commerce retailer of fashion, jewelry and home products, as Chief Executive Officer, QVC China.	Nil	Nil	Nil
4.	Mr. Sunil Goyal (DIN: 00110601)	08-03-2017	Mr. Sunil Goyal has vast experience in the fields of Finance, Internal Control, Risk Assessment and Risk Management, Corporate Governance, Accounting Standards, Assurance, Banking and Insurance as well as Judicial process being member of various disciplinary committees. He has been deeply involved with setting and implementation of Accounting and Auditing Standards in India. He has authored various books and articles in leading journals. Mr. Goyal has been President of the Institute of Chartered Accountants of India in the year 2004-05 and a Council member for more than 12 years. He has been a member of the Board of Directors and/or various Committee of International Federation of Accountants, New York, an apex body of the accounting profession during 2004-08. He has also been the President of South Asian Federation of Accountants, an official accredited body of SAARC. He has also been Ex. Committee member of Confederation of Asia and Pacific Accountants, Malaysia. He is an independent director on various listed and non-listed entities. He served as independent director of United Bank of India also. He has been a member of various committee set up by Government of India relating to Accounting, Finance, Banking and Insurance in India. Mr. Goyal is a Post Graduate in Commerce and Arts, Graduate in Law, Post Graduate Diploma in Taxation and Post Graduate Diploma in Labour Laws. He is also a member of The Institute of Chartered Accountants of India, The Institute of Company Secretaries of India and The Institute of Cost & Works Accountants of India.	1. Shree Rajasthan Syntex Ltd.	1. Member Audit Committee - Shree Rajasthan Syntex Ltd.	Nil

S. No	Name of the Director	Date of the Appointment	Brief Profile / Expertise in Specific field	Directorship held in other Listed Entities as on 31.03.2017	Membership/ Chairmanship of Committees of other Listed Entities as on 31.03.2017) ²	Number of shares held in the Company
5.	Dr. Purushottam Agarwal (DIN: 00272598)	15-05-2017	<p>Dr. Purushottam Agarwal is a retired IAS officer. He comes with a rich experience of 34 years in Government Service in various capacities including general administration, finance & tax functions, industrial promotion & policy formulation, investment promotion, discharging administrative and regulatory functions including pollution control etc.</p> <p>He has been Finance Secretary (Revenue) and has served on the Board of several Public Sector Undertaking and Cooperative units as Government Nominee including Rajasthan Industrial and Infrastructure Development Corporation (RICCO), Rajasthan Finance Corporation (RFC), Ganganagar Sugar Mills, Rajasthan Small Industries Corporation, Hanumangarh Co-Operative Spinning Mills, Shriganganagar Co-Operative Cotton Complex and Jaipur Metals Limited, etc.</p> <p>Dr. Agarwal is a Gold Medalist in B.Com (Hons) from A.C. College of Commerce, Jalpaiguri. He has done his LL.B. from Delhi University, MBA from University of HULL, UK, and has also attained a Ph.D from the University of Rajasthan.</p>	1. Transcorp International Ltd	1. Member Audit Committee – Transcorp International Ltd.	Nil
6.	Mr. Santiago Rocés Moran (DIN : 07246975)	28-07-2015	<p>Mr. Santiago Rocés Moran is a Law graduate from Oviedo University School of Law, Spain and an MBA graduate from Madrid Business School, University of Houston. He has extensive turnaround strategy and start-up experience with Walmart, SUPERVALU / Save-A-Lot, Yum! Brands and Carrefour. He achieved revenue and profit objectives that required innovative strategic planning and sales/merchandising tactical programs in highly complex organizational structures. Mr. Moran has vast experience in International Market, Retail Business Models, Operational Excellence and Business Development. He has served as President and CEO – SAVE-A-LOT FOOD STORES, St. Louis, MO; Senior Vice President & General Manager – Walmart Stores Inc.; President and CEO – Walmart Korea; Chief Merchandising Officer – Walmart Argentina; and General Manager Food – Walmart Argentina and Germany.</p>	Nil	Nil	Nil



S. No	Name of the Director	Date of the Appointment	Brief Profile / Expertise in Specific field	Directorship held in other Listed Entities as on 31.03.2017	Membership/ Chairmanship of Committees of other Listed Entities as on 31.03.2017 ²	Number of shares held in the Company
7.	Mr. Harsh Bahadur (DIN: 00724826)	26-09-2015	Mr. Harsh Bahadur is MA in History from St. Stephen's College, Delhi University and MBA from Boston University, U.S.A. in 1979. He has 33 years of rich experience in the Retail, Branded FMCG, Music, Sportswear, Business services and Jewelry industries. He is currently on the Board of Indian Terrain Fashions Ltd. as an Independent Director and is also working as a senior advisor in PriceWaterhouseCoopers (PWC). Mr. Bahadur also advises Private Equity Funds and has evaluated Companies in the automobile servicing, branded food and e-commerce sectors. In past, he has worked with Hindustan Unilever for 11 years and has held the office of CEO for the RP G Music International – a group Company that owned over 80% of Indian music catalogue, focusing on marketing Indian music to the diaspora across the world for two years. In 1997, he joined the US based Sara Lee Corporation as the CEO for their food foray into India. In October 2000, he was appointed as Managing Director – India by the Dusseldorf-based Metro Group, the fourth largest retail and wholesale Company in the world, to lead the launch of this International retailer into the Indian Market. After serving Metro India as the MD for six and half years, he joined a division of Reliance Retail Initiative as the President and CEO. He also worked as General Manager, Wholesale – India for Tesco, the world's 3rd largest retailer.	1. Indian Terrain Fashions Ltd.	1. Member Audit Committee – Indian Terrain Fashions Ltd.	Nil

Note:

1. There is no inter-se relationship between board members except Mrs. Sheela Agarwal, who is the mother of Mr. Sunil Agrawal, Chairman and Managing Director.
2. Membership/Chairmanship of Committee includes Audit Committee and Stakeholders' Relationship Committee.



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

PROXY FORM

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

28th Annual General Meeting – 7th September, 2017

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 28th Annual General Meeting of the Company, to be held on Thursday, 7th September, 2017 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 Mrs. Sheela Agarwal as a Director liable to retire by rotation		
3.	To appoint Statutory Auditors and fix their remuneration		
	Special Business		
4.	Re-appointment of Mr. Sunil Agrawal as Chairman and Managing Director of the Company		
5.	Appointment of Mr. James Patrick Clarke as an Independent Director of the Company		
6.	Appointment of Mr. Sunil Goyal as an Independent Director of the Company		
7.	Appointment of Dr. Purushottam Agarwal as an Independent Director of the Company		
8.	Re-appointment of Mr. Santiago Roces Moran as an Independent Director of the Company		
9.	Re-appointment of Mr. Harsh Bahadur as an Independent Director of the Company		

Signed this.....day of.....2017.

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.



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

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 28th Annual General Meeting of the Company on Thursday, the 7th September, 2017 at 10:00 A.M (IST) at 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

