



VAIBHAV GLOBAL LIMITED

Annexure XI

Quarterly Compliance Report on Corporate Governance

Name of the Company: Vaibhav Global Limited

Quarter ending on: 30th September, 2015

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------|--------------------------|---|
| II Board of Directors | 49 (II) | | |
| (A) Composition of Board | 49(IIA) | Yes | |
| (B) Independent Director | 49(II B) | Yes | Sub-clause 5(b) for criteria of performance evaluation and 7(b) with respect to web link of familiarization programme for Independent Directors has been complied in the Annual Report 2014-15. |
| (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) has been complied in the Annual Report 2014-15. |
| (F) Whistle Blower Policy | 49(II F) | Yes | The details of policy with respect to sub-clause (3) have been complied in Board's Report which forms a part of Annual Report 2014-15. |
| 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 Remuneration Committee | 49(IV) | Yes | The remuneration policy with respect to sub-clause B(4) has been complied in the Annual Report 2014-15. |

| | | | |
|---|-------------|-------|---|
| V. Subsidiary Companies | 49 (V) | Yes | Sub clause (A) is not applicable and details as required by sub – clause (d) with respect to web link has been complied in Annual Report 2014 – 15. |
| 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 | Sub-clause (2) with respect to web link has been complied in the Annual Report 2014-15. |
| (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 | Has been complied in the Annual Report 2014-15. |
| (D) Management | 49 (VIII D) | Yes | Sub-clause (1) has been complied in the Annual Report 2014-15. |
| (E) Shareholders | 49 (VIII E) | Yes | Sub-clause (1) and (2) has been complied 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 | Has been complied in the Annual Report 2014-15. |
| X. Report on Corporate Governance | 49 (X) | Yes | Sub-clause (A) has been complied in the Annual Report 2014-15. |
| XI. Compliance | 49 (XI) | Yes | Has been complied in the Annual Report 2014-15. |

For Vaibhav Global Limited

Brahm Prakash
Company Secretary and Compliance Officer

Date: 09-10-2015

Place: Jaipur