

ANNEXURE I
Corporate Governance Report

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - Vaibhav Global Limited
2. Quarter ending - 31-Dec-2019

i. Composition Of Board Of Director

Title (Mr./Ms)	Name of the Director	DIN	PAN	Category (Chairperson /Executive /Non-Executive/ Independent/ Nominee)	Sub Category	Initial Date of Appointment	Date of Appointment	Date of cessation	Tenure	Date of Birth	Whether special resolution passed ?	Date of passing special resolution	No. of Directorship in listed entities including this listed entity	No of Independent Directorship in listed entities including this listed entity	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	Remarks
Mr.	Sunil Agrawal	00061142	AEBPA5934J	ED	MD	08-May-1989	01-Feb-2019			13-Jul-1959	NA		1	0	0	0		
Mr.	Rahim Ullah	00043791	AANPR7069K	ED		25-Jan-1999	01-Feb-2019	12-Oct-2019		03-Mar-1956	NA		1	0	1	0	SC	
Mr.	Nirmal Kumar Bardiya	00044624	ABAPB9576F	NED		10-Jul-2001	28-Jul-2015			22-Jan-1960	NA		1	0	2	0	AC,SC, NRC	
Mrs.	Sheela Agarwal	00178548	AAMPA0018L	NED		10-Nov-2008	07-Jul-2017			12-Dec-1942	Yes	30-Mar-2019	1	0	0	0		
Mr.	Pulak Chandan Prasad	00003557	AADPP1169J	NED		29-Oct-2013	30-Jul-2018			27-May-1968	NA		3	1	1	0		
Mr.	Santiago Rocas	07246975	ZZZZ9999Z	ID		28-Jul-2015	28-Jul-2017		84	06-May-1963	NA		1	1	0	0		Dummy PAN Because he is a foreign director
Mr.	Harsh Bahadur	00724826	AAFPB9927N	ID,C & NED		26-Sep-2015	26-Sep-2017		84	01-Apr-1955	NA		2	2	3	0	AC,SC,RC,NRC	
Mr.	James Patrick Clarke	07725381	CEJPC9394E	ID		07-Feb-2017	07-Feb-2019		84	14-Dec-1965	NA		1	1	0	0		
Mr.	Sunil Goyal	00110601	ABBPB7668N	ID		08-Mar-2017	08-Mar-2017		36	23-Sep-1957	NA		2	2	3	3	AC,SC,RC,NRC	
Ms.	Monica Justice	08469874	CAPPJ6293M	ID		06-Sep-2019	06-Sep-2019		24	04-Sep-1969	NA		1	1	0	0		

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



ii. **Composition of Committees**

a. **Audit Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sunil Goyal	ID	Chairperson	08-Mar-2017	
2	Harsh Bahadur	ID,C & NED	Member	06-May-2017	
3	Nirmal Kumar Bardiya	NED	Member	25-Apr-2004	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. **Stakeholders Relationship Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sunil Goyal	ID	Chairperson	08-Mar-2017	
2	Harsh Bahadur	ID,C & NED	Member	06-May-2017	
3	Rahim Ullah	ED	Member	25-Apr-2004	12-Oct-2019
4	Nirmal Kumar Bardiya	NED	Member	31-Oct-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sunil Goyal	ID	Chairperson	28-Jan-2019	
2	Harsh Bahadur	ID,C & NED	Member	28-Jan-2019	
3	Puru Aggarwal	Group CFO	Member	28-Jan-2019	

Company Remarks	
Whether Permanent chairperson appointed	Yes



d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Sunil Goyal	ID	Chairperson	08-Mar-2017	
2	Harsh Bahadur	ID,C & NED	Member	06-May-2017	
3	Nirmal Kumar Bardiya	NED	Member	13-Aug-2001	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
30-Jul-2019	31-Oct-2019	Yes	9	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	92

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	30-Jul-2019		Yes	3	2
Audit Committee		31-Oct-2019	Yes	3	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	92



v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
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	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, 2019 to 31st December, 2019: Name of Related Party: ShopLC Global Inc. Nature of Transaction: Sale/Purchase/Management Fees Total Amount of Transaction: Rs. 206.91Crore
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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 100 listed entities) - **Not applicable**
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:

Name : Sushil Sharma
Designation : Company Secretary & Compliance Officer

