

## ANNEXURE I

### Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - %companyName%
2. Quarter ending - %quarterEnded%

#### 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		ED	MD	08-May-1989	01-Feb-2019			13-Jul-1959	NA		1	0	0	0		
Mr.	Nirmal Kumar Bardiya	00044624		NED		10-Jul-2001	30-Jul-2019			22-Jan-1960	NA		1	0	2	0	AC,SC,RC, NRC	
Mrs.	Sheela Agarwal	00178548		NED		10-Nov-2008	30-Jul-2020			12-Dec-1942	Yes	30-Mar-2019	1	0	0	0		
Mr.	Pulak Chandan Prasad	00003557		NED		29-Oct-2013	30-Jul-2018			27-May-1968	NA		3	1	1	0		
Mr.	Santiago Roces	07246975		ID		28-Jul-2015	28-Jul-2017		84	06-May-1963	NA		1	1	0	0		
Mr.	Harsh Bahadur	00724826		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		ID		07-Feb-2017	07-Feb-2019		84	14-Dec-1965	NA		1	1	0	0		
Mr.	Sunil Goyal	00110601		ID		08-Mar-2017	08-Mar-2020		96	23-Sep-1957	NA		1	1	0	2	AC,SC,RC, NRC	
Ms.	Monica Justice	08469874		ID		06-Sep-2019	06-Sep-2019		24	04-Sep-1969	NA		1	1	0	0		
Mr.	Sanjeev Agrawal	00092746		NED		29-Oct-2020	29-Oct-2020			20-Sep-1965	NA		1	0	0	0		

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

**ii. Composition of Committees**

**a. Audit Committee**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
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**

<i>Sr. No.</i>	<i>Name of the Director</i>	<i>Category</i>	<i>Chairperson/Membership</i>	<i>Appointment Date</i>	<i>Cessation Date</i>
1	Sunil Goyal	ID	Chairperson	08-Mar-2017	
2	Harsh Bahadur	ID,C & NED	Member	06-May-2017	
3	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	Nirmal Kumar Bardiya	NED	Member	21-Feb-2020	
4	Vineet Ganeriwala	Member	Member	21-Feb-2020	

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
29-Oct-2020	29-Jan-2021	Yes	9	5
	22-Mar-2021	Yes	10	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	91

iv. **Meeting of Committees**

<b>Name of the Committee</b>	<b>Date(s) of meeting during of the committee in the previous quarter</b>	<b>Date(s) of meeting of the committee in the relevant quarter</b>	<b>Whether requirement of Quorum met (Yes/No)</b>	<b>Number of Directors present</b>	<b>Number of independent directors present</b>
Audit Committee	29-Oct-2020		Yes	3	2
Audit Committee		29-Jan-2021	Yes	3	2
Nomination & Remuneration Committee	29-Oct-2020		Yes	3	2
Nomination & Remuneration Committee		29-Jan-2021	Yes	3	2
Stakeholders Relationship Committee		29-Jan-2021	Yes	3	2
Risk Management Committee		29-Mar-2021	Yes	4	2

<b>Company Remarks</b>	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	91

v. **Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>	<b>Remark</b>
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	<b>Detail of all material transaction with related party under regulation 27(2b) of the SEBI (Listing Obligations &amp; Disclosure Requirement) Regulations, 2015 from 1st April, 2020 to 31st March, 2021: Name of Related Party: Shop LC Global Inc. Nature of transaction: Sales/Purchase/Management Fees Total amount of transaction: Rs. 273.42 crore</b>
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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) - **Yes**
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**

## ANNEXURE II

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on website in terms of Listing Regulations</b>			
<b>Item</b>	<b>Compliance status</b>	<b>Company Remark</b>	<b>Website</b>
<b>As per regulation 46(2) of the LODR:</b>			
Details of business	Yes		www.vaibhavglobal.com
Terms and conditions of appointment of	Yes		www.vaibhavglobal.com
Composition of various committees of	Yes		www.vaibhavglobal.com
Code of conduct of board of directors and	Yes		www.vaibhavglobal.com
Details of establishment of vigil mechanism/	Yes		www.vaibhavglobal.com
Criteria of making payments to non-	Yes		www.vaibhavglobal.com
Policy on dealing with related party	Yes		www.vaibhavglobal.com
Policy for determining 'material' subsidiaries	Yes		www.vaibhavglobal.com
Details of familiarization programs imparted	Yes		www.vaibhavglobal.com
Email address for grievance redressal and other relevant details entity who are	Yes		www.vaibhavglobal.com
Contact information of the designated	Yes		www.vaibhavglobal.com
Financial results	Yes		www.vaibhavglobal.com
Shareholding pattern	Yes		www.vaibhavglobal.com
Details of agreements entered into with the media companies and/or their associates	Not Applicable		
Schedule of analyst or institutional investor meet and presentations made by the listed	Yes		www.vaibhavglobal.com
New name and the old name of the listed	Not		
Advertisements as per regulation 47 (1)	Yes		www.vaibhavglobal.com
Credit rating or revision in credit rating	Yes		www.vaibhavglobal.com
Separate audited financial statements of	Yes		www.vaibhavglobal.com
<b>As per other regulations of the LODR:</b>			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.vaibhavglobal.com
Materiality Policy as per Regulation 30	Yes		www.vaibhavglobal.com
Dividend Distribution policy as per	Yes		www.vaibhavglobal.com

It is certified that these contents on the website of the listed entity are correct.	Yes		www.vaibhavglobal.com
<b>II Annual Affirmations</b>			
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status</b>	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Quorum of Board meeting</i>	17(2A)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment &amp; Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Recommendation of Board</i>	17(11)	Yes	
<i>Maximum number of directorship</i>	17A	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes	
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes	
<i>Meeting of nomination &amp; remuneration committee</i>	19(3A)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes	
<i>Meeting of stakeholder relationship committee</i>	20(3A)	Yes	

<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes	
<i>Meeting of Risk Management Committee</i>	22	Yes	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6)	Yes	
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Not Applicable	
<i>Disclosure of related party transactions on consolidated basis</i>	23(9)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes	
<i>Other Corporate Governance requirements with respect to subsidiary of Annual Secretarial Compliance Report</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Alternate Director to Independent Director</i>	24(A)	Yes	
<i>Maximum Tenure</i>	25(1)	Yes	
<i>Meeting of independent directors</i>	25(2)	Yes	
<i>Familiarization of independent directors</i>	25(3) & (4)	Yes	
<i>Declaration from Independent Director</i>	25(7)	Yes	
<i>D &amp; O Insurance for Independent</i>	25(8) & (9)	Yes	
<i>Memberships in Committees</i>	25(10)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(1)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(3)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(4)	Yes	
	26(2) & 26(5)	Yes	



**III Affirmations:**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

**Name** : **Sushil Sharma**  
**Designation** : **Company Secretary & Compliance Officer**