

CORPORATE GOVERNANCE REPORT

ANNEXURE I

Format to be submitted by listed entity on quarterly basis1. Name of Listed Entity - **Vaibhav Global Limited**2. Quarter ending - **30-Sep-2021****i. Composition Of Board Of Director**

Title (Mr./Ms)	Name of the Director	DIN	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	29-Jul-2021			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	
Mrs.	Monica Justice	08469874	ID		06-Sep-2019	06-Sep-2019	05-Sep-2021	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		
Ms.	STEPHANIE RENEE SPONG	09295604	ID		06-Sep-2021	06-Sep-2021		24	01-Jun-1965	NA		1	1	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

<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	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
12-May-2021	29-Jul-2021	Yes	5	5

Company Remarks	
Maximum gap between any two consecutive (in number of days)	77

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	12-May-2021		Yes	3	2
Audit Committee		29-Jul-2021	Yes	3	2
Nomination & Remuneration Committee	10-May-2021		Yes	3	2
Risk Management Committee		23-Jul-2021	Yes	4	2

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	77

v. **Related Party Transactions**

<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i>	<i>Remark</i>
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	Detail of all material transaction with related party under regulation 27(2b) of the SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015 from 01st April, 2021 to 30th September, 2021: Name of Related Party: NA Nature of transaction: NA Total amount of transaction: NA
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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:

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

ANNEXURE III

Affirmations

Broad Heading	Regulation Number	Compliance Status	Company Remark
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	

Note:

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Name : Sushil Sharma
Designation : Company Secretary & Compliance Officer

ANNEXURE IV

%symbol%	%companyName%	%quarterEnded%
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(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to

Aggregate amount advanced during six months	Balance outstanding at the end of six months
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<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>	<i>Promoter or any other entity controlled by them</i>	<i>Promoter Group or any other entity controlled by them</i>	<i>Directors (including relatives) or any other entity controlled by them</i>	<i>KMPs or any other entity controlled by them</i>
0	0	0	0	0	0	0	0

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
<i>Promoter or any other entity controlled by them</i>	0	0	0
<i>Promoter Group or any other entity controlled by them</i>	0	0	0
<i>Directors (including relatives) or any other entity controlled by them</i>	0	0	0
<i>KMPs or any other entity controlled by them</i>	0	0	0

(D) If the Listed Entity would like to provide any other information the same may be indicated here

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Affirmations	
<i>All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company</i>	
Company Remarks in case of non-compliant status	

<p>Name: Vineet Ganeriwala Designation: Chief Financial Officer Place: JAIPUR Date: 20-Oct-2021</p>
