



Report of Scrutinizer

[Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 (3)(xii) & Rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman

26th Annual General Meeting of the Equity Shareholders of Vaibhav Global Limited held on Tuesday, July 28, 2015 at 10.00 AM at E-69 EPIP, Sitapura, Jaipur-302 022.

Dear Sir,

I, B. K. Sharma, Proprietor of M/s. B K Sharma & Associates, Company Secretaries, having its registered office at AB-162, Vivekanand Marg, Nirman Nagar, Ajmer Road, Jaipur - 302019, appointed as a Scrutinizer for the purpose of Remote e-voting and the poll taken on the below mentioned resolution(s) at the 26th Annual General Meeting of the Equity Shareholders of Vaibhav Global Limited, held on Tuesday, the 28th day of July, 2015 at 10:00A.M., at E-69, EPIP, Sitapura, Jaipur-302022, submit our Report as under:

1. The Remote E-voting remained open from July 24, 2015 at 10.00 AM to July 27, 2015 at 05.00 PM.
2. The Shareholders holding shares as on the "cut off" date i.e. 21st July, 2014, were entitled to vote through Remote E-voting on the proposed resolutions (item no. 1 to 6 as set out in the Notice dated May 21, 2015 convening the 26th Annual General Meeting of Vaibhav Global Limited.
3. After the time fixed for closing of the poll by the Chairman, ONE ballot box kept for polling were locked in our presence with due identification marks placed by us.
4. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

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5. We did not find any poll papers invalid.
6. The remote Remote E-voting was unblocked on 28th July 2015 around 10.46 A.M. in the presence of two witnesses, Mr. Jitesh Sadhwani, 133, Ranjeet Nagar, Khatipura, Jaipur-302012 and Ms. Monika Pareek, 54A, Kanak Vihar, Near Kamla Nehru Nagar, Ajmer Road, Jaipur-302024 (who are not in the employment of the Company). They have signed below in confirmation of the votes being unblocked in their presence.

Jitesh
.....
Name: Jitesh Sadhwani

Monika Pareek
.....
Name: Monika Pareek

7. Thereafter, the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the Remote E-voting website of Karvy Computershare Private Limited i.e. <https://evoting.karvy.com>.
8. The overall result of Remote E-voting and Poll at AGM is as under :
- a) Resolution 1: To receive, consider and adopt the audited financial statements of the Company along with Consolidated Financial Statements for the year ended 31st March, 2015 together with the Reports of the Board of Directors and Auditors thereon.

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	72	24037264	100%
Ballot at AGM	18	7568	100%
Total	90	24044832	

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(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast in against the resolution	% of total number of valid votes cast
Remote E-voting	-	-	-
Ballot at AGM	-	-	-
Total	-	-	-

(iii) Invalid votes:

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
Ballot at AGM	-	-
Total	-	-

b) Resolution 2: To confirm the payment of interim dividend paid @ Rs. 2.40 per equity share:-

c)

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	72	24037264	100%
Ballot at AGM	18	7568	100%
Total	90	24044832	

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(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast in against the resolution	% of total number of valid votes cast
Remote E-voting	-	-	-
Ballot at AGM	-	-	-
Total	-	-	-

(iii) Invalid votes:

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
Ballot at AGM	-	-
Total	-	-

- c) Resolution 3- To appoint the Director in place of Mr. Nirmal Kumar Bardiya (holding DIN : 00044624) who retires by rotation at this Annual General Meeting and being eligible, offers himself for reappointment.

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	43	23372294	97.23%
Ballot at AGM	18	7568	100%
Total	61	23379862	

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(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast in against the resolution	% of total number of valid votes cast
Remote E-voting	29	664970	2.77%
Ballot at AGM	-	-	-
Total	29	664970	-

(iii) Invalid votes:

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
Ballot at AGM	-	-
Total	-	-

- d) Resolution 4- To re-appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting (AGM) and to fix their remuneration.

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	69	24017398	99.986%
Ballot at AGM	18	7568	100%
Total	87	24024966	

(ii) Voted against the resolution:

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Mode of Polling	Number of members voted	Number of votes cast in against the resolution	% of total number of valid votes cast
Remote E-voting	1	3450	0.014%
Ballot at AGM	-	-	-
Total	1	3450	-

(iii) **Invalid votes:**

Mode of Polling	Number of members voted	Total number of votes cast by them
Remote E-voting	2	16416
Ballot at AGM	-	-
Total	2	16416

e) **Resolution 5- Appointment of Mr. Pashupati Nath Bhandari as Independent Director.**

(i) **Voted in favour of resolution:**

Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	71	24033814	99.986%
Ballot at AGM	18	7568	100%
Total	89	24041382	-

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(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	1	3450	0.014%
Ballot at AGM	-	-	-
Total	1	3450	

(iii) Invalid votes:

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
Ballot at AGM	-	-
Total	-	-

Resolution 6 - Appointment of Mr. Hemant Sultania as Director

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	45	23383177	97.279%
Ballot at AGM	18	7568	100%
Total	63	23390745	

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(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast in favour of resolution	% of total number of valid votes cast
Remote E-voting	27	654087	2.721%
Ballot at AGM	-	-	-
Total	27	654087	

(iii) Invalid votes:

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting	-	-
Ballot at AGM	-	-
Total	-	-

9. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

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10. The poll papers and relevant records relating to electronic voting and Poll at AGM were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Thanking you,
Yours faithfully,
For B K Sharma & Associates
Company secretaries

B K Sharma

(B K Sharma)
Proprietor
CP. NO- 12636
M. No.: F6206



Place: Jaipur
Dated: 28th July, 2015