

VAIBHAV GLOBAL LIMITED

Declaration of the Postal Ballot Results with respect to Postal Ballot Notice dated

28th January, 2019

Dear Shareholders,

With reference to the Postal Ballot Notice dated 28th January, 2019, the following resolutions have been duly passed with requisite majority of the shareholders:-

- 1. Re-appointment of Mr. Sunil Agrawal as Managing Director of the Company.
- 2. Re-appointment of Mr. Rahim Ullah as Whole Time Director of the Company and fix the remuneration.
- **3.** Continuation of directorship of Mrs. Sheela Agarwal as Non-Executive Non-Independent Director of the Company.
- 4. Re-appointment of Mr. James Patrick Clarke as Independent Director of the Company.
- 5. Approval of 'Vaibhav Global Limited Restricted Stock Unit Plan 2019' of the Company.
- **6.** Approval of 'Vaibhav Global Limited Restricted Stock Unit Plan 2019' extended to the eligible employees of Subsidiaries.
- 7. Amendment in VGL ESOP (As Amended) -2006.
- 8. Amendment in VGL ESOP (As Amended) -2006 extended to the eligible employees of Subsidiaries

The above mentioned resolutions have been deemed to be passed on 30th March, 2019 which is the last date of receipt of postal ballot forms.

The detailed Voting Results along with the Report of Scrutinizer dated 01st April, 2019 is enclosed herewith.

Thanking you,

Yours Truly,

For Vaibhav Global Limited

Sushil Sharma Company Secretary

Place: Jaipur Date: 1st April, 2019



E-69, EPIP, Sitapura, Jaipur-302022, Rajasthan, India • Tel.: 91-141-2771948/49, Fax : 91-141-2770510

VOTING RESULTS

Company Name		VAIBHAV GLOBAL LIMITED						
Date of Postal Ballot Notice		Notice dated 28-Ja	nuary-2019 (voting	9 (voting Start date: 01-Mar-19 and voting end date: 30-Mar-19)				
Total number of shareholders on record date	2	6873 (Record Date	: 22-Feb-19)					
No. of shareholders present in the meeting e through proxy:	ither in person or	Postal Ballot	stal Ballot					
Promoters and Promoter Group:		NA						
Public:		NA						
No. of Shareholders attended the meeting the Conferencing	nrough Video	NA						
Promoters and Promoter Group:		NA						
Public:		NA						
Item No. 1	Re-appointment o	of Mr. Sunil Agrawa	f Mr. Sunil Agrawal as Managing Director of the Company					
Resolution required: (Ordinary/ Special)	SPECIAL							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)		% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		20696858	99.99	20696858	0	100.00	0.00
Promoter and Promoter Group	Poll	20699858	C	0.00	0	0	0.00	0.00
	Postal Ballot		C	0.00		0		
	E-Voting		7146354					
Public- Institutions	Poll	7690191	. <u> </u>			0	0.00	
	Postal Ballot		C	0.00	4	0		
	E-Voting	4	19811	0.46		0		
Public- Non Institutions	Poll	4307166		0.00		0	0.00	
	Postal Ballot		667				100.00	
	Total	32697215	27863690	85.22	27705134	158556	99.43	0.5

Item No. 2	Re-appoint of Mr	. Rahim Ullah as W	hole Time Director	of the Company ar	nd fix the remuner	ation		
Resolution required: (Ordinary/ Special)	SPECIAL			• •				
Whether promoter/ promoter group are	JFLCIAL	1						······
interested in the agenda/resolution?	No							
interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)		No. of Votes — in favour (4)	against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		20696858	99.99	20696858	0	100.00	0.0
Promoter and Promoter Group	Poll	20699858	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	. 0	0	0.00	0.00
	E-Voting		7146354	92.93	7146354	0	100.00	0.00
Public-Institutions	Poll	7690191	0	0.00	0	0	0.00	
	Postal Ballot]	0	0.00	0	0	0.00	0.00
	E-Voting		19811	0.46	19811	0	100.00	0.00
Public- Non Institutions	Poll	4307166	0	0.00	0	0	0.00	0.00
	Postal Ballot		667	0.02	606			
	Total	32697215	27863690	85.22	27863629	61	100.00	0.0
tem No. 3 Resolution required: (Ordinary/ Special)	Continuation of d	lirectorship of Mrs.	Sheela Agarwal as	Non-Executive No	n-Independent Dir	ector of the Comp	any.	
Whether promoter/ promoter group are	No							
interested in the agenda/resolution?								
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5}/(2])*100
		lating					100.00	0.0
	E-Voting	1	20696858		20696858	C		
Promoter and Promoter Group	E-Voting Poll			0.00	C	C	0.00	0.0
Promoter and Promoter Group	Poll Postal Ballot	20699858		0.00	0 0		0.00	0.0
Promoter and Promoter Group	Poll	20699858	C	0.00	0 0		0.00 0.00 99.79	0.0 0.0 0.2
Promoter and Promoter Group Public- Institutions	Poll Postal Ballot E-Voting Poll	20699858		0.00 0.00 92.93 0.00	0 0 7131279 0	0 0 15075 0 0	0.00 0.00 99.79 0.00	0.0 0.0 0.2 0.0
	Poll Postal Ballot E-Voting		0 0 7146354 0 0 0	0.00 0.00 92.93 0.00 0.00	0 0 7131279 0 0	> CC CC 15075 CC > CC	0.00 0.00 99.79 0.00 0.00	0.0 0.0 0.2 0.0 0.0
Public- Institutions	Poll Postal Ballot E-Voting Poll Postal Ballot E-Voting	7690191	00000000000000000000000000000000000000	0.00 0.00 92.93 0.00 0.00 0.46	0 0 7131279 0 0 0 19780	0 CC 0 CC 15075 0 CC 0 CC 0 31	0.00 0.00 99.79 0.00 0.00 99.84	0.0 0.0 0.2 0.0 0.0 0.0 0.0
	Poll Postal Ballot E-Voting Poll Postal Ballot E-Voting Poll		00000000000000000000000000000000000000	0.00 0.00 92.93 0.00 0.00 0.46 0.00	0 0 7131279 0 0 0 19780 00	C C 15075 C C C C C C C C C C C C C C C C C C	0.00 0.00 99.79 0.00 0.00 99.84 0.00	0.0 0.2 0.0 0.0 0.0 0.0 0.1 0.0
Public- Institutions	Poll Postal Ballot E-Voting Poll Postal Ballot E-Voting	7690191	C 7146354 C C 19811 C C 667	0.00 0.00 92.93 0.00 0.00 0.46 0.00 0.02	0 0 7131279 0 0 0 19780 00 667	C C C C C C C C C C C C C C C C C C C	0.00 0.00 99.79 0.00 0.00 99.84 0.00 90.00	0.0 0.2 0.2 0.0 0.0 0.1 0.1 0.0 0.0

item No. 4	Re-appoint of Mr	Re-appoint of Mr. James Patrick Clarke as Independent Director of the Company								
Resolution required: (Ordinary/ Special)	SPECIAL									
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
Category	Mode of Voting	No. of shares heid (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	favour on votes	% of Votes against on votes polled (7)=[(5)/(2)]*100		
	E-Voting		20696858	99.99	20696858	0	100.00	0.00		
Promoter and Promoter Group	Poll	20699858	0	0.00	. 0	0	0.00	0.00		
	Postal Ballot	1	0	0.00	0	0	0.00	0.00		
	E-Voting		7146354	92.93	7146354	0	100.00	0.00		
Public- Institutions	Poll	7690191	0	0.00	0	0	0.00	0.00		
	Postal Ballot	1	0	0.00	0	0	0.00	0.00		
· · · · · · · · · · · · · · · · · · ·	E-Voting		19811	0.46	19811	0	100.00	0.00		
Public- Non Institutions	Poll	4307166	0	0.00	00	0	0.00	0.00		
P	Postal Ballot	· ·	667	0.02	667	0	100.00	0.00		
······································	Total	32697215	27863690	85.22	27863690	0	100.00	0.00		
Item No. 5	Approval of 'Vaib	hav Global Limited	restricted Stock U	Approval of 'Vaibhav Global Limited restricted Stock Unit Plan-2019' of the Company						
Resolution required: (Ordinary/ Special)	SPECIAL									
	SPECIAL									
Whether promoter/ promoter group are		1								
Whether promoter/ promoter group are interested in the agenda/resolution?	No									
		No. of shares held (1)	No. of votes polled (2)	% of Votes Polied on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100		
interested in the agenda/resolution?	No			on outstanding shares (3)=[(2)/(1)]* 100	favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100		
interested in the agenda/resolution?	No Mode of Voting		polled (2) 20696858	on outstanding shares (3)=[(2)/(1)]* 100 99.99	favour (4) 20696858	against (5)	favour on votes polled (6)=[(4)/(2)]*100 100.00	on votes polled (7)=[(5)/(2)]*100 0.00		
interested in the agenda/resolution? Category	No Mode of Voting E-Voting	held (1)	polled (2) 20696858	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00	favour (4) 20696858	against (5) 0	favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00		
interested in the agenda/resolution? Category	No Mode of Voting E-Voting Poll	held (1)	polied (2) 20696858	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00	favour (4) 20696858 0 0	against (5) 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00		
interested in the agenda/resolution? Category	No Mode of Voting E-Voting Poll Postal Ballot	held (1)	polled (2) 20696858 0 0 7146354	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00 92.93	favour (4) 20696858 0 0 0 6987798	against (5) 0 0 0 158556	favour on votes polled (6)=[(4)/(2)]*100 0.00 0.00 97.78	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 2.22		
interested in the agenda/resolution? Category Promoter and Promoter Group	No Mode of Voting E-Voting Poll Postal Ballot E-Voting	held (1)	polled (2) 20696858 0 0 7146354	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00 92.93 0.00	favour (4)	against (5) 0 0 0 158556 0 0	favour on votes polled (6)=[(4)/(2)]*100 0.00 0.00 97.78 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 2.22 0.00		
interested in the agenda/resolution? Category Promoter and Promoter Group	No Mode of Voting E-Voting Poll Postal Ballot E-Voting Poll	held (1)	polled (2)	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00 92.93 0.00	favour (4)	against (5) 0 0 0 0 158556 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 0.00 0.00 97.78 0.00 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 2.22 0.00 0.00		
interested in the agenda/resolution? Category Promoter and Promoter Group	No Mode of Voting E-Voting Poll Postal Ballot E-Voting Poll Postal Ballot	held (1)	polled (2)	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00 92.93 0.00 0.00 0.00 0.46	favour (4)	against (5) 0 0 0 0 158556 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 0.00 0.00 97.78 0.00 0.00 99.84	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 2.22 0.00 0.00 0.00 0.16		
interested in the agenda/resolution? Category Promoter and Promoter Group Public- Institutions	No Mode of Voting E-Voting Poll Postal Ballot E-Voting Poll Postal Ballot E-Voting	held (1) 20699858 7690191	polled (2)	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00 92.93 0.00 0.00 0.00 0.46 0.00	favour (4)	against (5) 0 0 0 0 158556 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 0.00 0.00 97.78 0.00 0.00 99.84 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 2.22 0.00 0.00 0.00 0.16		



Item No. 6	Approval of 'Vaibhav Global Limited restricted Stock Unit Plan-2019' extended to the eligible employees of Subsidiaries							
Resolution required: (Ordinary/ Special)	SPECIAL							
Whether promoter/ promoter group are	No							
interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)		No. of Votes – in favour (4)	No. of Votes – against (5)	favour on votes	% of Votes against on votes polled (7)=[(5)/(2)]*100
· ·	E-Voting		20696858	99.99	20696858	0	100.00	0.00
Promoter and Promoter Group	Poll	20699858	0	0.00	0	0	0.00	0.00
	Postal Ballot]	0	0.00	0	0	0.00	0.00
	E-Voting		7146354	92.93	6987798	158556	97.78	2.22
Public- Institutions	Poll	7690191	0	0.00	0	0	0.00	0.00
	Postal Ballot		0	0.00	0	0	0.00	0.00
	E-Voting		19811	0.46	19780	31	99.84	0.16
Public- Non Institutions	Poli ,	4307166	0	0.00	00	0	0.00	0.00
	Postal Ballot		667	0.02	617	50	92.50	7.50
	Total	32697215	27863690	85.22	27705053	158637	99.43	0.57
item No. 7		GL ESOP (As Amend	led)-2006					
Resolution required: (Ordinary/ Special)	SPECIAL	.				· ····		
Whether promoter/ promoter group are	No							
interested in the agenda/resolution?		i						
				· · · · · · · · · · · · · · · · · · ·				
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Category	Mode of Voting			on outstanding shares (3)=[(2)/(1)]* 100	favour (4)	against (5)	favour on votes polled (6)=[(4)/(2)]*100	on votes polled (7)=[(5)/(2)]*100
Category Promoter and Promoter Group			polled (2) 20696858	on outstanding shares (3)=[(2)/(1)]* 100 99.99	favour (4) 20696858	against (5)	favour on votes polled (6)=[(4)/(2)]*100 100.00	on votes polled (7)=[(5)/(2)]*100 0.00
	E-Voting	held (1)	polled (2) 20696858	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00	favour (4) 20696858	against (5)	favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00
	E-Voting Poll	held (1)	polled (2) 20696858	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00	favour (4) 20696858 0 00	against (5) 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 0.00
	E-Voting Poll Postal Ballot	held (1)	polled (2) 20696858 0 0 7146354	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00 92.93	favour (4) 20696858 0 00 6987798	against (5) 0 0 0 0 158556	favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00 0.00 97.78	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 2.22 0.00
Promoter and Promoter Group	E-Voting Poll Postal Ballot E-Voting	held (1)	polled (2) 20696858 0 0 7146354	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00 92.93 0.00	favour (4) 20696858 00 00 6987798 00 00	against (5) 0 0 0 158556 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00 97.78 0.00 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 2.22 0.00 0.00
Promoter and Promoter Group	E-Voting Poll Postal Ballot E-Voting Poll	held (1)	polled (2) 20696858 0 0 0 7146354 0	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00 92.93 0.00	favour (4) 20696858 00 00 6987798 00 00	against (5) 0 0 0 158556 0 0	favour on votes polled (6)=[(4)/(2)]*100 0.00 0.00 97.78 0.00 0.00	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 2.22 0.00 0.00
Promoter and Promoter Group	E-Voting Poll Postal Ballot E-Voting Poll Postal Ballot	held (1)	polled (2) 20696858 0 0 7146354 0 0 19811	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00 92.93 0.00 0.00 0.00 0.46	favour (4) 20696858 00 00 6987798 00 00 19780	against (5) 0 0 0 158556 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	favour on votes polled (6)=[(4)/(2)]*100 100.00 0.00 97.78 0.000 99.84 0.000	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 2.22 0.00 0.00 0.00 0.16 0.00
Promoter and Promoter Group Public- Institutions	E-Voting Poll Postal Ballot E-Voting Poll Postal Ballot E-Voting	held (1) 20699858 7690191	polled (2) 20696858 0 0 7146354 0 0 19811	on outstanding shares (3)=[(2)/(1)]* 100 99.99 0.00 0.00 92.93 0.00 0.00 0.00 0.46 0.00	favour (4) 20696858 00 00 6987798 00 19780 00	against (5) 00 00 158556 00 00 00 00 00 00 00 00 00 00 00 00 00	favour on votes polled (6)=[(4)/(2)]*100 0.00 0.00 97.78 0.000 99.84 0.000 99.84 0.000	on votes polled (7)=[(5)/(2)]*100 0.00 0.00 2.22 0.00 0.00 0.16 0.00 7.50



Item No. 8	Amendment in V	Amendment in VGL ESOP (As Amended)-2006 extended to the eligible employees of Subsidiaries						
Resolution required: (Ordinary/ Special)	SPECIAL	SPECIAL						
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	favour on votes	% of Votes against on votes polled (7)=[(5)/(2)]*100
	E-Voting		20696858	99.99	20696858	0	100.00	0.00
Promoter and Promoter Group	Poll	20699858	0	0.00	0	0	0.00	0.00
	Postal Ballot		C	0.00	00	0	0.00	0.00
· · · · · · · · · · · · · · · · · · ·	E-Voting		7146354	92.93	6987798	158556	97.78	2.22
Public-Institutions	Poll	7690191	0	0.00	0	0	0.00	0.00
	Postal Ballot	1	0	0.00	0	0	0.00	0.00
	E-Voting		19811	. 0.46	19780	. 31	99.84	0.16
Public- Non Institutions	Poll	4307166	C	0.00) 00	0	0.00	0.00
	Postal Ballot		667	0.02	617	50	92.50	7.50
•	Total	32697215	27863690	85.22	27705053	158637	99.43	0.57

For Vaibha)/Slobal Limited

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B K Sharma & Associates

Company Secretaries

Report of Scrutinizer

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the Companies (Management and Administration) Rules, 2014]

The Company Secretary, Vaibhav global limited K-68, Fateh Tiba, Adarsh Nagar, Jaipur-302 004

Dear Sir,

Subject: Scrutinizer's Report on Postal Ballot and e-Voting.

I, Brij Kishore Sharma, Proprietor M/s. B.K. Sharma and Associates, Company Secretaries have been appointed by the Board of Directors as a Scrutinizer for the purpose of scrutinizing the remote e-voting and Voting through physical postal ballot process in fair and transferred manner. As per provision of section under 110 of the Companies Act. 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules 2014 as amended from time to time in respect of the Special Resolutions as circulated in the Postal Ballot Notice dated 28th January, 2019.

The Company, pursuant to the Provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, required to provide e-voting facility to the Shareholders for the passing of Resolutions through Postal Ballot.

Valbhav Global Limited has made arrangement with Karvy Fintech Private Limited for providing a system of recording votes of shareholders electronically through e-voting facilities on the website htpps://evoting.karvy.com

Vaibhav Global Limited has also uploaded the resolutions together with the explanatory statement on which e-voting is required and generated EVSN by Karvy Fintech Private Limited, the service provider. All necessary formalities in compliance with the requirements specified by the system provider have been done by the Company through its RTA. Necessary instructions in this regard to be followed by the shareholders have also been duly mentioned in the Postal Ballot Notice dated 28th January 2019 sent to the Shareholders by email and partly by registered post. The Postal Ballot Notice has been sent to all the Members, whose names appear in the Register of Members/ List of beneficiaries as on 22nd February, 2019.

We submit our report as under:-

1. The Company has completed on Thursday the 28th February, 2019 the dispatch postal ballot notice along with the postage prepaid business reply envelop to

AB-162, Vivekanand Marg, Nirman Nagar, Near DCM, JAIPUR-302019. Ph: +91-141-4013370, 9314517929 (M) Email: <u>bksharma162@gmail.com</u>

B K Sharma & Associates Company Secretaries

Members whose name(s) appeared on the Register of Members/ List of beneficiaries as on 22nd February, 2019. In addition to that the notices were also sent via electronic mode by the system provider to the Shareholders at their email addresses registered with the Depository Participants.

- 2. As stated in Sub-Rule 3 of Rule 22 of the Companies (Management and Administration) Rules, 2014, an advertisement was published by the Company In, 'Nafa Nuksan' in vernacular Language and 'Financial Express' in English on 1st March, 2019 informing about completion of dispatch of the Postal Ballot notices both by registered post and email, wherever applicable, to the Shareholders along with other related matter mentioned therein.
- 3. We have received the Postal Ballot Forms from the Shareholders during the period starting from the Friday 1st March, 2019 till Saturday 30th March, 2019. All the postal ballot forms together with all votes cast by e-voting through M/s. Karvy Fintech Private Limited, received up to 5.00 PM on Saturday 30th March, 2019, being the last date fixed by the Company for receipt of the Ballot Forms/ e-voting, were considered for our scrutiny.
- 4. Envelopes containing Postal Ballot Forms received after 30th March, 2019 were not considered for our scrutiny.
- 5. The postal ballot forms were kept under our safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
- The Ballot Forms were opened on Saturday 30th March, 2019 and scrutinized and the shareholding was confirmed with the Register of Members of the Company/ List of beneficiaries as on 22nd February, 2019.
- 7. E-voting facility was provided by M/s. Karvy Fintech Private Limited, the details of the e-voting exercised by the shareholders as also the votes exercised through Postal Ballots, duly scrutinized and processed, were duly compiled. The details of the e-voting was provided by the Service Provider M/s. Karvy Fintech Private Limited in respect of Postal ballot containing the statement of Shareholder's name, number of shares held, number of shares exercised, votes in favour, votes against and those which were rejected.
- 8. We find no defaced Postal Ballot Forms.

On Scrutiny, we report that out of 6873 Shareholders, 45 Shareholders have exercised their votes through e-voting and 7 Shareholders have exercised their votes through Postal Ballot Forms, as received. The details of the voting results for the items placed for consideration of the members are given below:-

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AB-162, Vivekanand Marg, Nirman Nagar, Near DCM, JAIPUR-302019. Ph: +91-141-4013370, 9314517929 (M) Email: bksharma162@gmail.com

Company Secretaries

Item No. 1: Re-appointment of Mr. Sunil Agrawal as Managing Director of the Company

(i) Voted in favour of resolution:

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Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	27	27704467	99.4286
Physical Ballot	7	667	0.0024
Total	34	27705134	99,4310

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	18	158556	0.5690
Physical Ballot	-		
Total	18	158556	0.5690

(iii) Invalid/Abstained votes:

j.

Mode of Polling	Total numbers of members whose votes were declared invalid	Total number of votes cast by them
Remote E-voting		-
Physical Ballot	96-	
Total		

Item No. 2: Re-appoint of Mr. Rahim Ullah as Whole Time Director of the Company and fix the remuneration

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast	
Remote E-voting	45	27863023	99.9976	
Physical Ballot	6	606	0.0022	
Total	51	27863629	99,9998	Jal

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Company Secretaries

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	0		+=
Physical Ballot		61	0.0002
Total	1	61	0.0002

(iii) Invalid/Abstained votes:

Mode of Polling	Total numbers of members whose votes were declared invalid	
Remote E-voting		
Physical Ballot		an -
Total		1

Item No. 3: Continuation of directorship of Mrs. Sheela Agarwal as Non-Executive Non-Independent Director of the Company.

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	43	27847917	99.9434
Physical Ballot	7	667	0.0024
Total	50	27848584	99.9458

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	2	15106	0.0542
Physical Ballot			-
Total	2	15106	0.0542

(iii) Invalid/Abstained votes:

	Total number of votes cast by them	Number of members voted	Mode of Polling
Ral	-	an a	Remote E-voting
No S		500	Physical Ballot
131			Total

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Item No. 4: Re-appoint of Mr. James Patrick Clarke as Independent Director of the Company

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	45	27863023	99.9976
Physical Ballot	7	667	0.0024
Total	52	27863690	100

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	`-		
Physical Ballot			¥
Total	*	*	-

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(iii) Invalid/Abstained votes:

Mode of Polling	Number of members voted	Total number of votes cast by them
Remote E-voting		-
Physical Ballot	-	
Total		Net State St

Item No. 5: Approval of 'Vaibhav Global Limited restricted Stock Unit Plan-2019' of the Company

(i) Voted in favour of resolution:

Mode of Polling	Number members voted	of Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	26	27704436	99,4285
Physical Ballot	6	617	0.0022
Total	32	27705053	99.4307

(ii) Voted against the resolution:

	Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Al Ph	3-162,Vivekanand Ma +91-141-4013370, 9	arg, Nirman Naga 1314517929 (M) E	r, Near DCM, JAIPUR mail: <u>bksharma162@c</u>	302019 2 FRN mail conto 52013R0233500 2



Company Secretaries

Remote E-voting	19	158587	0.5691
Physical Ballot	1	50	0.0002
Total	20	158637	0.5693

(iii) Invalid/Abstained votes:

Mode of Polling	Number of members voted	Total number of votes cast by them
Remote E-voting		
Physical Ballot		
Total		

Item No. 6: Approval of 'Vaibhav Global Limited restricted Stock Unit Plan-2019' extended to the eligible employees of Subsidiaries

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	26	27704436	99.4285
Physical Ballot	6	617	0.0022
Total	32	27705053	99.4307

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	19	158587	0.5691
Physical Ballot	1	50	0.0002
Total	20	158637	0.5693

(iii) Invalid/Abstained votes:

Mode of Polling	Number of members voted	Total number of votes cast by them
Remote E-voting	ана стана и на стана и На стана и на стана и на Па стана и на стана и н	
Physical Ballot		
Total	-	

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B K Sharma & Associates

Company Secretaries

Item No. 7: Amendment in VGL ESOP (As Amended)-2006

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	26	27704436	99.4285
Physical Ballot	6	617	0.0022
Total	32	27705053	99.4307

•(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	19	158587	0.5691
Physical Ballot	1	50	0.0002
Total	20	158637	0.5693

(iii) Invalid/Abstained votes:

Mode of Polling	Number of members voted	Total number of votes cast by them
Remote E-voting	in the second	
Physical Ballot		-
Total		· •

Item No. 8: Amendment in VGL ESOP (As Amended)-2006 extended to the eligible employees of Subsidiaries

(i) Voted in favour of resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	26	27704436	99.4285
Physical Ballot	6	617	0.0022
Total	32	27705053	99.4307

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PS

B K Sharma & Associates

Company Secretaries

(ii) Voted against the resolution:

Mode of Polling	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote E-voting	19	158587	0.5691
	1	50	0.0002
Physical Ballot Total	20	158637	0.5693

(iii) Invalid/Abstained votes:

Mode of Polling	Number of members voted	Total number of votes cast by them
Remote E-voting		Tail
Physical Ballot		Las.
Total		

Result:

We report that pursuant to the Provisions of Section 110 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, the all Special Resolutions under Item No. 1, 2, 3, 4, 5, 6, 7 & 8 as set out in the Notice of Postal Ballot dated 28th January, 2019 have been passed by the Shareholders with requisite majority. Hence, the Resolutions are deemed to be passed as on 30th March, 2019.

Thanking you.

CP. NO- 12636 M. No.: F6206

For B K Sharma & Associates

Company Secretaries FRN: S2013RJ233500

70 [B K SHARMA] Proprietor

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Company Secretaries

We the undersigned witnesses that the votes in respect of **e-voting** of shareholders of M/s. Vaibhav Global Limited were unblocked from e-voting website of National Securities Depository Limited in our presence at 5.40 PM on 30th March, 2019.

1. Ashish Sharma C-683, Budh Vihar, Alwar, Rajasthan Avrie 01/04/2019

 Girdhar Singh Naruka
 52, Bhagirath Nagar, Triveni Nagar, Jaipur

8 Jung 3 01/04/2019

Countersigned by: For Vaibhav Global Limited

Sushil Sharma Company Secretary

Place: Jaipur Dated: 1st April, 2019



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