

**VAIBHAV GLOBAL LIMITED**

CIN: L36911RJ1989PLC004945

Regd. Office : K-6B, Fateh Tiba, Adarsh Nagar, Jaipur - 302004

Email : investor_relations@vaibhavglobal.com; Website : www.vaibhavglobal.com;

Phone: 91-141-2601020; Fax : 91-141-2605077

POSTAL BALLOT FORM

Serial No.

1. Name and Registered Address of :
sole / first Joint Shareholder2. Name(s) of the Joint Shareholder :
holder(s), if any3. Registered Folio No./DP ID :
No.*/Client ID No.*
(*applicable to shareholders
holding shares in dematerialized
form)

4. Number of Shares held :

I / We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 28th January, 2019, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below:

Resolution No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
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			

Place :

Date :

Signature of the Shareholder

In this regard, please find below USER ID and Password for voting through electronic means:-

EVEN (E-Voting Event Number)	User ID	Password

Note: Members are requested to read carefully the instructions printed overleaf before exercising your vote.

Instructions

1. A member desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form duly signed and send it to the Scrutinizer on the self - addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, Postal Ballot, if deposited in person or sent by courier/registered post at the expenses of the member shall also be accepted.
2. The self-addressed Business Reply Envelope bears the name of the Scrutinizer.
3. Unsigned, incomplete or incorrectly ticked Postal Ballot Form(s) will be rejected. The Postal Ballot shall not be exercised by a proxy.
4. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
5. Duly completed Postal Ballot form should reach the Scrutinizer not later than the close of working hours (i.e. upto 05:00 P.M.) on **Saturday, 30th March, 2019**. All the Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authorization together with the specimen signature(s) of the duly authorized signatory(ies).
7. Voting rights shall be reckoned on the paid - up value of Shares registered in the name of the Member on **Friday, 22nd February, 2019**. A person who is not a member as on cut-off date should treat this notice for information purpose only.
8. Members are requested not to send any other paper along with the Postal Ballot Form as all such letters will be sent to Scrutinizer and any extraneous paper found with such letter will be destroyed by the Scrutinizer.
9. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint - holders.
10. A member need not exercise all the vote(s) or need not to cast all the vote(s) in the same way.
11. Members are requested to fill the Postal Ballot Form in indelible ink and not by any erasable writing mode.

The instructions and other information relating to e-voting are as under:

1. A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e., **User ID and password** as mentioned in email). Your Folio No. / DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, Click on "**LOGIN**".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., **Vaibhav Global Limited**.
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut Off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Shareholders holding multiple folios/demat accounts shall choose the voting process separately for each folios/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify or change the votes cast. During the voting period, Members can login any number of times till they have voted on all the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at Email Id: bksharma162@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "**Vaibhav Global Limited - Postal Ballot**". The documents should reach the scrutinizer on or before **Saturday, 30th March, 2019 at 05.00 P.M.**
- B. In case of Members receiving physical copy of Postal Ballot Notice through permitted mode [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
 - i) **User ID and Initial password** as provided along with Postal Ballot Form.
 - ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. The e-voting period will commence on **Friday, 1st March, 2019 at 10.00 A.M. and ends on Saturday, 30th March, 2019 at 05.00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **Friday, 22nd February, 2019** may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy website) or contact **Mrs. C. Shobha Anand, Contact No. 040-67162222, e-mail Id: evoting@karvy.com at [Unit: Vaibhav Global Limited] Karvy Fintech Private Limited, Karvy Selenium Tower B, Plot 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India.**
4. The voting rights of the Members shall be in proportion to their shares of the paid up equity share capital of the Company, subject to the provisions of Companies Act, 2013 as amended, as on cut-off date, being **Friday, 22nd February, 2019**.
5. The Board of Directors has appointed **Mr. B.K. Sharma, Practicing Company Secretary, as a Scrutinizer** to scrutinize the e-voting process in a fair and transparent manner.
6. All timings mentioned herein are IST.