



# VAIBHAV GLOBAL LIMITED

Ref: VGL/CS/2023/123

Date: 6<sup>th</sup> November, 2023

**National Stock Exchange of  
India Limited (NSE)**  
Exchange Plaza, C-1, Block G,  
Bandra Kurla Complex,  
Bandra, Mumbai – 400 051  
**Symbol: VAIBHAVGBL**

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
**Scrip Code: 532156**

**Subject: Notice of Postal Ballot dated 30<sup>th</sup> October, 2023**

Dear Sir / Madam,

Pursuant to SEBI (LODR) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated 30<sup>th</sup> October, 2023 along with Explanatory Statement which is being sent to the Members of the Company.

The same is available on the website of the Company i.e. [www.vaibhavglobal.com](http://www.vaibhavglobal.com)

Further, please find below the schedule of events of postal ballot:

Event	Date	Time (IST)
Cut-off date for sending Notice to Shareholders	27 <sup>th</sup> October, 2023	NA
Commencement of E-voting	7 <sup>th</sup> November, 2023	09:00 am
End of E-voting	6 <sup>th</sup> December, 2023	05:00 pm
Declaration of results	Within 48 hours from the closure of e-voting	NA

Kindly take the same on record.

Thanking you,

Yours Truly,

**For Vaibhav Global Limited**

**Sushil Sharma**  
**Company Secretary**  
**Membership No. F-6535**



## VAIBHAV GLOBAL LIMITED

Registered Office: K-6B, Fateh Tiba, Adarsh Nagar, Jaipur – 302004  
Tel No.: +91-141-2601020, Fax No : +91-141-2605077, CIN : L36911RJ1989PLC004945  
Website: www.vaibhavglobal.com; Email: investor\_relations@vaibhavglobal.com

### POSTAL BALLOT NOTICE

To the Members of the Company,

Notice is hereby given that the resolutions set out below are proposed to be passed by the members of Vaibhav Global Limited (“the Company”) by means of Postal Ballot, only by way of remote e-voting process (“e-voting”), pursuant to the provision of Section 110 and 108 of the Companies Act, 2013 (“the Act”), Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules made thereunder and pursuant to General Circular Nos. 14/2020 dated 8<sup>th</sup> April, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, 20/2020 dated 5<sup>th</sup> May, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 39/2020 dated 31<sup>st</sup> December, 2020, 10/2021 dated 23<sup>rd</sup> June, 2021, 20/2021 dated 8<sup>th</sup> December, 2021, 3/2022 dated 5<sup>th</sup> May, 2022, 11/2022 dated 28<sup>th</sup> December, 2022 and 09/2023 dated 25<sup>th</sup> September, 2023, issued by the Ministry of Corporate Affairs (“MCA Circulars”), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), SEBI Circulars, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations (including any statutory modification or re-enactment thereof, for the time being in force). In compliance with the aforesaid MCA Circulars, the physical copy of Postal Ballot Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the members.

The statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is annexed hereto.

The Board of Directors of the Company has appointed Mr. B.K. Sharma, Practicing Company Secretary, as Scrutinizer to ensure that the Postal Ballot process is conducted in a fair and transparent manner.

In accordance with the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to provide remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions provided in this Postal Ballot Notice so as to cast their vote electronically not later than 5:00 p.m. (IST) on Wednesday, 6<sup>th</sup> December, 2023 (the last day to cast vote electronically) to be eligible for being considered. The Resolutions, if passed by the requisite majority, shall be deemed to be passed on Wednesday, 6<sup>th</sup> December, 2023 i.e., the last date specified for the remote e-voting.

The Scrutinizer will submit his report to the Chairman or Company Secretary or any other authorized person, after the completion of e-voting. The results will be declared by the Chairman or any Director or Group CFO or Company Secretary of the Company within 48 hours from the closure of e-voting and will be displayed on the website of the Company i.e. www.vaibhavglobal.com and Registrar and Share Transfer Agent i.e. www.evoting.kfintech.com, besides being communicated to the Stock Exchanges.

#### **Special Business:**

##### **Item No. 1**

#### **To approve the appointment of Mr. Jason Charles Goldberg (DIN: 10350403) as an Independent Director of the Company**

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:*

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other laws, rules and regulations as may be applicable from time to time and pursuant to the recommendation of Nomination, Remuneration and Compensation Committee and the Board of Directors (“the Board”), the consent of the members be and is hereby accorded for the appointment of Mr. Jason Charles Goldberg (DIN: 10350403), who was appointed as an additional director w.e.f. 17<sup>th</sup> October 2023 pursuant to the provision of Section 161(1) of the Act, as a Non-Executive

Independent Director of the Company, to hold office for a term of two years commencing from 17<sup>th</sup> October 2023 to 16<sup>th</sup> October 2025 (both days inclusive), whose office shall not be liable to retire by rotation, on such terms and conditions including remuneration determined/ to be determined by the Board.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### **Item No. 2**

#### **To re-appoint Mr. Sunil Agrawal (DIN: 00061142) as Managing Director of the Company**

*To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 196 and 203 read with schedule V and other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and other laws, rules and regulations as may be applicable from time to time and subject to approval of Central Government or any other authority, if required, or all other requisite approvals, permissions and sanctions and subject to such condition as may be prescribed by concerned authorities (if any), while granting such approvals and pursuant to the recommendation of Nomination, Remuneration and Compensation Committee and the approval of Board of directors (“the Board”), the consent of the members be and is hereby accorded for the re-appointment of Mr. Sunil Agrawal (DIN: 00061142) as Managing Director of the Company, for a period of five years commencing from 1<sup>st</sup> February, 2024 to 31<sup>st</sup> January, 2029 and whose office shall not be liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board (which term shall be deemed to include Nomination, Remuneration and Compensation Committee of the Board) be and is hereby authorised to settle any question, difficulty or doubt that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable in this regard.”

**Registered Office:**  
K-6B, Fateh Tiba, Adarsh Nagar, Jaipur – 302004  
CIN: L36911RJ1989PLC004945

**By Order of the Board of Directors**  
**For Vaibhav Global Limited**

**Sd/-**  
**Sushil Sharma**  
**Company Secretary**  
**FCS-6535**

**Place: Jaipur**  
**Date: 30<sup>th</sup> October, 2023**

#### **NOTES:**

1. An Explanatory Statement pursuant to Section 102 read with Sections 2(65) and 110 of the Companies Act, 2013 (“the Act”) setting out material facts and reasons for the proposed Resolutions are annexed hereto and forms part of this Postal Ballot Notice (“Notice”). All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11.00 a.m. to 1.00 p.m. (IST) upto the date of the closure of the Postal Ballot.
2. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting facility provided by listed entities, SS-2 and any amendments thereto, the Company is pleased to provide voting by electronic means (“e-voting”) facility to the Members, to enable them to cast their votes electronically on the resolutions mentioned in the Notice. The Company has engaged the services of KFin Technologies Limited (KFinTech) to provide e-voting facility to its members. E-voting instructions are being provided in this notice.
3. The Postal Ballot Notice is being sent to the Members in electronic form only having email addresses. Pursuant to MCA circulars, the hard copy of this Notice, Postal Ballot Form and pre- paid business envelope will not be sent to the Members. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting facility/system only.
4. In compliance with the MCA Circulars, the Postal Ballot Notice is being sent to the Members whose name appears in the Register of Members / List of Beneficial Owners received from National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on 27<sup>th</sup> October, 2023 (Cut-off date). A person who is not a member on the relevant cut-off date should treat this notice for information purpose only.
5. 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 on cut-off date.

6. This Postal Ballot Notice will also be available on the Company's website at [www.vaibhavglobal.com](http://www.vaibhavglobal.com), websites of the Stock Exchanges, i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Limited ('Kfintech') at [www.kfintech.com](http://www.kfintech.com).
7. The Company has appointed Mr. B K Sharma (Proprietor of M/s B K Sharma & Associates), Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot by remote e-voting process in a fair and transparent manner. He has communicated his willingness to be appointed for the said purpose.
8. Members holding shares either in physical form or dematerialized form, as on the Cut-Off Date i.e. Friday, 27<sup>th</sup> October, 2023, (including those members who may not receive this Postal Ballot Notice due to non-registration of their email address with KFin Technologies Limited, Registrar and Share Transfer Agents of the Company or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolution as set out in the Postal Ballot Notice only through the remote e-voting.
9. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members. The Resolutions, if passed by the requisite majority, shall be deemed to be passed on Wednesday, 6<sup>th</sup> December, 2023 i.e., the last date specified for the remote e-voting.

#### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

##### **Item No. 1**

The Board of Directors of the Company, on the recommendation of the Nomination, Remuneration and Compensation (NRC) Committee, has appointed Mr. Jason Charles Goldberg (DIN: 10350403) as an Additional Director in the category of Non-Executive Independent Director w.e.f. 17<sup>th</sup> October 2023 under Sections 161 and 149 of the Companies Act, 2013 ("the Act") read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulation, 2015") for a term of two years from 17<sup>th</sup> October 2023 to 16<sup>th</sup> October 2025 (both days inclusive), not liable to retire by rotation, subject to the approval of the shareholders.

The Company has received from Mr. Jason (i) consent in writing to act as Director of the Company; (ii) a declaration that he is not disqualified to act as Director under Section 164(2) of the Act; (iii) meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (LODR) Regulations, 2015; (iv) a confirmation that he is registered in the Independent Director's databank; and (v) a declaration that he is not debarred from holding of office of director pursuant to any SEBI order or any other such authority.

The Board noted that Mr. Jason meets all the attributes/skills/capabilities required for the role as an Independent Director, as identified by the NRC Committee of the Company. Mr. Jason, inter-alia, possesses (i) Sound business & financial knowledge and Strategic thinking; (ii) Professional experience of 30 years in e-commerce and digital marketing; (iii) Leadership quality and having sound judgement ability; and (iv) Good knowledge & understanding of customer behavior.

In the opinion of the Board, Mr. Jason Charles Goldberg fulfils the conditions of independent director as specified in the Act/Regulations and he is independent of the management. The Company has received a notice in writing pursuant to Section 160 of the Act from a Member proposing his candidature for the appointment as an Independent Director of the Company.

Pursuant to SEBI (LODR) Regulations, 2015, the approval of shareholders for the appointment of a director shall be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Accordingly, it is proposed to seek approval of shareholders of the Company by way of a Special Resolution through Postal Ballot for the appointment of Mr. Jason Charles Goldberg as a Non-Executive Independent Director of the Company for a term of two years from 17<sup>th</sup> October 2023 to 16<sup>th</sup> October 2025, not liable to retire by rotation, on such terms and conditions including remuneration by way of profit related commission determined/to be determined by the Board within the overall limit of remuneration approved by the shareholders vide resolution dated 18<sup>th</sup> January 2016 for all non-executive directors.

The Board recommends the Resolution set out at Item No. 1 of the Notice for the approval of the members as a Special Resolution.

The brief profile, specific areas of his expertise and other information as required under SEBI (LODR) Regulations, 2015 and SS-2, is provided as annexure to the notice. The terms and conditions of appointment of Director would be available for electronic inspection between 11.00 A.M. and 1.00 P.M. (IST) on all working days of the Company, except holiday, upto the date of the closure of the Postal Ballot. Members seeking to inspect such document can send an E-mail to [investor\\_relations@vaibhavglobal.com](mailto:investor_relations@vaibhavglobal.com)

No Director, Key Managerial Personnel, and their relatives, except appointee himself, is in any way, concerned or interested in the resolution.

## **Item No. 2**

The current term of appointment of Mr. Sunil Agrawal as the Managing Director of the Company will be completed on 31<sup>st</sup> January 2024. Considering his profound knowledge of various aspects of the business, strategic thinking, leadership skills, vast experience and sound judgment ability, the Board of Directors is of the opinion that for smooth and efficient running of the business, the services of Mr. Sunil Agrawal should be available to the Company for a further period of 5 (Five) years with effect from 1<sup>st</sup> February 2024.

On the recommendation of the Nomination, Remuneration and Compensation (NRC) Committee, the Board of Directors at its meeting held on 30<sup>th</sup> October 2023 approved the re-appointment of Mr. Sunil Agrawal as the Managing Director of the Company for a period of five years commencing from 1<sup>st</sup> February 2024 to 31<sup>st</sup> January 2029 subject to the approval of shareholders and Central Government or any other approvals as may be required in this regard. The main terms & conditions of his appointment are as follow:

1. **Term of Appointment:** Five years commencing from 1<sup>st</sup> February 2024 to 31<sup>st</sup> January 2029.
2. **Nature of Duties:** The Managing Director shall carry out such duties as described in the Act and Articles of Association of the Company and as may be entrusted to him by the Board from time to time and separately communicated to him and such powers as may be assigned to him, subject to superintendence, control and directions of the Board in connection with and in the best interests of the business of the Company /subsidiaries.
3. **Remuneration:** Mr. Sunil Agrawal is Non- Resident Indian & Green Card holder and largely based at Shop LC Global Inc., USA, therefore is receiving remuneration from Shop LC Global Inc., USA, a step down subsidiary of the Company. The information pertaining to his remuneration is being provided in the Annual Report under Consolidated Financial Statements in the note as Related Party Transactions. He has received remuneration of Rs. 498.72 lacs (USD 607K) during the financial year ended 31<sup>st</sup> March, 2023 from abovesaid stepdown subsidiary, which includes a fixed pay of USD 434K, Bonus upto 50% of fix pay based on group performance and profit related commission @ 0.2% of consolidated net profit. The Committee does not recommend any remuneration from Vaibhav Global Limited.
4. **General terms:**
  - i. He shall not enter into material, financial and commercial transactions, where he has personal interest that may has a potential conflict with the interest of company, without the approval of the Board.
  - ii. He shall not be liable to retire by rotation.
  - iii. He shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
  - iv. He shall adhere to the Company's Code of Conduct.
  - v. His office may be terminated by the Company or by him by giving prior notice in writing as per the policy of the Company.
  - vi. He shall not be entitled for any share-based employee benefit.

The Company has received from Mr. Sunil Agrawal, his consent to act as Managing Director of the Company along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred or disqualified from being appointed or continuing as Director of a company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. He satisfies all the conditions for being eligible for his re-appointment as set out under Section 196(3) of the Companies Act, 2013 ("the Act") and Part-I of Schedule V to the Act except condition (e) of Part-I of Schedule V, the Company may seek approval from Central Government, if required, for the same.

The above may be treated as a written memorandum setting out his terms of re-appointment under Section 190 of the Act. The Board recommends the Special Resolution set out at Item No. 2 of the Notice for approval by the members.

The brief profile, specific areas of his expertise and other information as required under SEBI (LODR) Regulations, 2015 and SS-2, is provided as annexure to the notice. The terms and conditions of reappointment of Director would be available for electronic inspection between 11.00 A.M. and 1.00 P.M. (IST) on all working days of the Company, except holiday, upto the date of the closure of the Postal Ballot. Members seeking to inspect such document can send an E-mail to investor\_relations@vaibhavglobal.com

No Director, Key Managerial Personnel and their relatives, except Mr. Sunil Agrawal, Mr. Sanjeev Agrawal and Mrs. Sheela Agarwal being appointee and his relative, is in any way, concerned or interested in the resolution.

**Registered Office:**  
K-6B, Fateh Tiba, Adarsh Nagar, Jaipur – 302004  
CIN: L36911RJ1989PLC004945

**By Order of the Board of Directors**  
**For Vaibhav Global Limited**

**Place: Jaipur**  
**Date: 30<sup>th</sup> October, 2023**

**Sd/-**  
**Sushil Sharma**  
**Company Secretary**  
**FCS-6535**

**ANNEXURE TO THE NOTICE**

**Brief profile, specific areas of expertise and other information of directors seeking appointment/re-appointment.**

<b>Name</b>	<b>Mr. Jason Charles Goldberg (DIN: 10350403)</b>	<b>Mr. Sunil Agrawal (DIN:00061142)</b>
Date of Birth	10/12/1967	13/07/1959
Brief Resume, Qualifications, Experience and expertise in specific functional areas	<p>Mr. Jason Charles Goldberg is the Chief Commerce Strategy Officer at Publicis Groupe and Lead all thought leadership and subject matter expertise in digital commerce and shopper marketing for Publicis Worldwide, including developing the firms POVs on digital marketing tactics relevant to e-commerce and retail clients.</p> <p>Mr. Jason is a 4<sup>th</sup> generation retailer, who has been helping brands and retailers respond to digital disruption for 30 years. With a focus on e-commerce and digital marketing for omni-channel retailers, he has worked with over 100 clients on the Internet Top 500 and has been responsible for billions of dollars in on-line revenues. Under his twitter feed @retailgeek, he is one of the most followed e-commerce subject matter experts on the web. He is the executive chairman of the board of directors of shop.org (National Retail Federation Digital Advisory Board).</p> <p>Mr. Jason has served as an expert witness in Federal Court on e-commerce, a guest lecturer on retail and e-commerce at the Kellogg School of Management for Northwestern University, hosts iTunes top e-commerce podcast called “The Jason &amp; Scot Show”, and has been voted one of retail’s top global influencers by Vend five consecutive years. He’s a Forbes contributor, Retailwire Braintrust, and Path to Purchase Institute faculty. In 2017, he was inducted into the National Retail Federation “The List” of people shaping the future of retail. He is B.S. in Information and Computer Science from University of California.</p>	<p>Mr. Sunil Agrawal is a commerce graduate with an MBA from Columbia University, New York (USA). A first-generation entrepreneur, he established Vaibhav Enterprises in 1980, intending to professionalize the Gems and Jewellery Trade. He has travelled widely and garnered immense knowledge of gemstones and jewellery. He has brought this expertise to bear on the success of the Company. He has represented the Company at most significant international trade shows and jewellery fairs and is also credited with pioneering the commercialization of popular gemstones like Tanzanite.</p>
Disclosure of relationships with Directors/KMP	NIL	He is son of Mrs. Sheela Agarwal and brother of Mr. Sanjeev Agrawal, Non-Executive Non-Independent Directors of the Company.
Date of first appointment on the Board	17 <sup>th</sup> October 2023	8 <sup>th</sup> May 1989
Date of current appointment	17 <sup>th</sup> October 2023	1 <sup>st</sup> February 2024 to 31 <sup>st</sup> January 2029
Terms and Conditions of Appointment including Remuneration proposed to be paid	<p><b>Terms of Appointment</b> – 17<sup>th</sup> October 2023 to 16<sup>th</sup> October 2025</p> <p><b>Proposed Remuneration</b> – Profit related commission determined/to be determined by Board, subject to the overall limit of remuneration approved by the shareholders vide resolution dated 18<sup>th</sup> January 2016 for all non-executive directors.</p>	<p><b>Terms of Appointment</b> 1<sup>st</sup> February 2024 to 31<sup>st</sup> January 2029</p> <p><b>Proposed Remuneration - NIL</b></p>

Remuneration last drawn (including sitting fees, if any)	NA	NIL
Number of meetings of the Board attended during the financial year (FY 2022-23)	NA	Board Meeting held – 4 Board Meeting attended - 4
Directorships held in other public Companies (excluding foreign & section 8 companies)	NIL	Vaibhav Vistar Limited - Director
Memberships / Chairmanships of committees across companies	NIL	Member of Stakeholders Relationship Committee and Chairman of CSR Committee in Vaibhav Global Limited
Listed entities from which resigned from past three years	NIL	NIL
No. of shares held in the Company including shareholding as beneficial owner	NIL	140700 Equity Shares
Skills and capabilities required for the role and the manner in which such requirements are met	Business acumen, strategic thinking, leadership skills, financial knowledge, relevant business experience, board services and governance, judgement ability, effective participation and other diversity.	Business acumen, strategic thinking, leadership skills, financial knowledge, relevant business experience, board services and governance, judgement ability, effective participation and other diversity.

## E-Voting Instructions

### General instructions and other information relating to E-voting are as under:

1. A person whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on Friday, 27<sup>th</sup> October, 2023 (cut-off date) only shall be entitled to avail the facility of e-voting.
2. Any Member, who has not received the User ID and Password, may obtain the same in the following manner:
  - a) If the mobile number of the shareholder is registered against Folio No./DP ID Client ID, the shareholder may send SMS: MYEPWDE-voting Event Number+Folio No. or DP ID Client ID to +91 9212993399.  
Example for NSDL: MYEPWD IN12345612345678  
Example for CDSL: MYEPWD 1402345612345678  
Example for Physical: MYEPWD XXX1234567890
  - b) If e-mail address or mobile no. of the shareholder is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the shareholder may click “Forgot password” and enter Folio No. or DP ID Client ID and Permanent Account Number (“PAN”) to generate a password.
  - c) Shareholders may call KFintech’s toll free number - 1-800-309-4001
  - d) Shareholders may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com) and [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com). If the shareholder is already registered with the KFintech’s evoting platform, such shareholder can use his/her existing User ID and password for casting the vote through e-voting.
3. The e-voting facility will be available during the following period:
  - a) **Commencement of e-voting: From 9.00 a.m. (IST) on Tuesday, 7<sup>th</sup> November, 2023**
  - b) **End of e-voting: At 5.00 p.m. (IST) on Wednesday, 6<sup>th</sup> December, 2023 (both days inclusive)**  
The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFintech upon expiry of the aforesaid period.

### 4. Instructions for Remote E-voting are as under:

#### **Step 1: Login method for remote e-Voting for Individual shareholders holding securities in demat mode.**

Type of shareholders	Login Method
<a href="#">Individual Shareholders holding securities in demat mode with NSDL</a>	<ol style="list-style-type: none"> <li>1. <b>User already registered for IDEAS facility:</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Click on the “Beneficial Owner” icon under “Login” under ‘IDEAS’ section.</li> <li>III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting”</li> <li>IV. Click on company name or e-Voting service provider and you will be re-directed to e-Voting service provider website for casting the vote during the remote e-Voting period.</li> </ol> </li> <li>2. <b>User not registered for IDEAS e-Services</b> <ol style="list-style-type: none"> <li>I. To register click on link : <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a></li> <li>II. Select “Register Online for IDEAS” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>III. Proceed with completing the required fields.</li> <li>IV. Follow steps given in points 1.</li> </ol> </li> <li>3. <b>Alternatively by directly accessing the e-Voting website of NSDL</b> <ol style="list-style-type: none"> <li>I. Open URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a></li> <li>II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section.</li> <li>III. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e. KFintech.</li> <li>V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.</li> </ol> </li> </ol>
<a href="#">Individual Shareholders holding securities in demat mode with CDSL</a>	<ol style="list-style-type: none"> <li>1. <b>Existing user who have opted for Easi / Easiest</b> <ol style="list-style-type: none"> <li>I. Visit URL: <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></li> <li>II. Click on New System Myeasi</li> <li>III. Login with your registered user id and password.</li> <li>IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal.</li> <li>V. Click on e-Voting service provider name to cast your vote.</li> </ol> </li> </ol>



	<p><b>2. User not registered for Easi/Easiest</b></p> <p>I. Option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p><b>3. Alternatively, by directly accessing the e-Voting website of CDSL</b></p> <p>I. Visit URL: <a href="http://www.cdslindia.com">www.cdslindia.com</a></p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e. <b>KFintech</b> where the e- Voting is in progress.</p>
<a href="#">Individual Shareholder login through their demat accounts / Website of Depository Participant</a>	<p>I. You can also login using the login credentials of your demat account through your DP registered with NSDL /CDSL for e-Voting facility.</p> <p>II. Once logged-in, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature.</p> <p>III. Click on options available against company name or e-Voting service provider – <b>Kfintech</b> and you will be redirected to e-Voting website of <b>KFintech</b> for casting your vote during the remote e-Voting period without any further authentication.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot user ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: <b>1800 1020 990</b> and <b>1800 22 44 30</b>
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at <b>022- 23058738</b> or <b>022-23058542-43</b>

**Step 2: Login method for e-Voting for shareholders other than Individual’s shareholders holding securities in demat mode and shareholders holding Securities in Physical mode.**

Members whose email IDs are registered with the Company/ Depository Participants(s), will receive an email from KFintech which will include details of E-Voting Event Number (EVEN), USER ID and password. They will have to follow the following process:

- i. Launch internet browser by typing the [URL:evoting.kfintech.com](http://URL:evoting.kfintech.com)
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 7742, followed by folio number.–In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFintech for e-voting, you can use your existing User ID and password for casting the 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 “EVEN” i.e., ‘Vaibhav Global Limited Postal Ballot’ and click on “Submit”

- 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member 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. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/ 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 have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on 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., authorizing its representative to cast its vote through remote e-voting. Together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id [bksharma162@gmail.com](mailto:bksharma162@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com). The scanned image of the above-mentioned documents should be in the naming format "Vaibhav Global Limited Postal Ballot 2023."
5. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User manual for Shareholders available at the "Downloads" section of <https://evoting.kfintech.com> or contact Mrs. C Shobha Anand, Dy. Vice President at KFin Technologies Limited, Unit: Vaibhav Global Limited, Selenium Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032, Telangana, India or at [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) and [evoting@kfintech.com](mailto:evoting@kfintech.com) or call KFin's Toll free No. 1-800-309-4001 for any further clarifications.

**Registered Office:**  
K-6B, Fateh Tiba, Adarsh Nagar, Jaipur – 302004  
CIN: L36911RJ1989PLC004945

**Place: Jaipur**  
**Date: 30<sup>th</sup> October, 2023**

**By Order of the Board of Directors**  
**For Vaibhav Global Limited**

**Sd/-**  
**Sushil Sharma**  
**Company Secretary**  
**FCS-6535**