



# VAIBHAV GLOBAL LIMITED

Ref: VGL/CS/2023/74

Date: 02<sup>nd</sup> August, 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**

**Sub: 34<sup>th</sup> Annual General Meeting (AGM) and E-voting Results**

Dear Sir / Madam,

The 34<sup>th</sup> Annual General Meeting of the members of Vaibhav Global Limited ('the Company') was held on Wednesday 2<sup>nd</sup> August, 2023 at 09.00 AM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

In this regard, please find enclosed the following:

1. Brief proceedings as required under the Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure -1**.
2. Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **Annexure -2**.
3. Report of Scrutinizer dated 2<sup>nd</sup> August, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration), Rules 2014 as **Annexure-3**.

This is for your information and record.

Thanking you.

Yours truly,

**For Vaibhav Global Limited**

**Sushil Sharma**  
**Company Secretary**



# VAIBHAV GLOBAL LIMITED

## Annexure-1

### Brief Proceedings of the 34<sup>th</sup> Annual General Meeting of Vaibhav Global Limited

The 34<sup>th</sup> Annual General Meeting (AGM) of the members of Vaibhav Global Limited ('the Company') held on Wednesday, 2<sup>nd</sup> August, 2023 at 09.00 AM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM). The meeting was held in compliance with the General Circular numbers 14/2020, 17/2020, 20/2020, 02/2021, 02/2022 and 10/2022 dated 8 April 2020, 13 April 2020, 5 May 2020, 13 January 2021, 5 May 2022 and 28 December 2022 respectively, issued by the Ministry of Corporate Affairs (MCA) and Circular numbers SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated 12 May 2020, SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated 15 January 2021, SEBI/HO/ CFD/CMD2/CIR/P/2022/62 dated 13 May 2022, SEBI/HO/DDHS/DDHS\_Div2/P/CIR/2022/079 dated 3 June 2022 and SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5 January 2023 issued by the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'Circulars').

The Company Secretary commenced the meeting by welcoming all participants at 34<sup>th</sup> Annual General Meeting (AGM) who were participating the Meeting through Video Conferencing (VC) / Other AudioVisual Means (OAVM) and he also briefed the general instruction regarding participation in the meeting through video conferencing. He also informed that the Register of Directors and KMP, the Register of Contracts or Arrangements, have been made available for inspection electronically by the members during the AGM.

Mr. Harsh Bahadur chaired the meeting and welcomed all shareholders, directors, auditors and other invitees who has joined the meeting and informed that the Annual General Meeting is being held through video conference / other audio-visual means in accordance with the circulars issued by the Ministry of Corporate Affairs and SEBI. The Board members introduced themselves during the meeting. Thereafter he confirmed that requisite quorum was present and called the meeting in order. He addressed the meeting and presented an update on the business performance of the group for FY 2022-23 along with a brief outlook for future. Thereafter, Mr. Sunil Agrawal, Managing Director of the Company, greeted shareholders and gave a brief presentation on the Company's performance in FY 2022-23, Company's journey of transformation, business model, strategic investments and mid to long term outlook for VGL group.

The Chairman further informed that the Company had provided remote e-voting facility to members to cast the votes on all resolutions set forth in the Notice. Members who could not cast their votes through remote e-voting and who are participating in this meeting can cast their vote through the e-voting system provided by Kfin Technologies.

The Chairman also informed that the Audit Report on standalone & consolidated financial statements, and the secretarial audit report of the Company, for the financial year 2022-23 do not contain any qualification, reservation and adverse remark and disclaimer and the same shall be taken as read. With the permission of the members, the Notice of 34<sup>th</sup> AGM and Director's Report, were taken as read.



# VAIBHAV GLOBAL LIMITED

During Q & A session, the speaker shareholders asked questions and expressed their views. The Managing Director addressed to the respective speaker shareholders in turns.

Further, the questions received during the meeting through given platform were read by Company Secretary. The Managing Director responded to the questions asked by the members. The voting for the members attending the AGM, who could not cast their vote by remote e-voting, was opened and remained open for 15 minutes after conclusion of the Meeting.

The Chairman authorised the Company Secretary to announce the results at the earliest. It was informed that the results shall be disseminated on the website of the company and shall be communicated to the stock exchanges. The resolutions shall deemed be passed in this AGM subject to receipt of requisite votes.

The meeting was declared as closed after thanks to the members who attended the meeting. The Meeting concluded at 09.45 A.M (IST).



**Vaibhav Global Limited**

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

Phone: 91-141-2601020; Fax: 91-141-2605077; CIN: L36911RJ1989PLC004945

Email : investor\_relations@vaibhavglobal.com ; Website : www.vaibhavglobal.com

Name of the Company	VAIBHAV GLOBAL LIMITED
Date of the AGM/EGM	02-08-2023
Total number of shareholders on record date	130204
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	4
Public:	67

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements									
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)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	94,485,991.00	92,160,191.00	97.54	92,160,191.00	0.00	100.00	0.00	0.00	0.00
	Poll		2,233,700.00	2.36	2,233,700.00	0.00	100.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total		94,393,891.00	99.90	94,393,891.00	0.00	100.00	0.00	0.00	0.00
Public- Institutions	E-Voting	45,325,817.00	44,327,460.00	97.80	44,327,460.00	0.00	100.00	0.00	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total		44,327,460.00	97.80	44,327,460.00	0.00	100.00	0.00	0.00	0.00
Public- Non Institutions	E-Voting	25,346,942.00	2,296,042.00	9.06	2,295,960.00	82.00	100.00	0.00	0.00	150.00
	Poll		7,268.00	0.03	7,268.00	0.00	100.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total		2,303,310.00	9.09	2,303,228.00	82.00	100.00	0.00	0.00	150.00
<b>Total</b>		<b>165,158,750.00</b>	<b>141,024,661.00</b>	<b>85.39</b>	<b>141,024,579.00</b>	<b>82.00</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>150.00</b>

<b>Resolution No.</b>	2										
<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY - Declaration of Dividend										
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No										
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>	<b>Votes Invalid</b>	<b>Votes Abstained</b>	
Promoter and Promoter Group	E-Voting	94,485,991.00	92,160,191.00	97.54	92,160,191.00	0.00	100.00	0.00	0.00	0.00	
	Poll		2,233,700.00	2.36	2,233,700.00	0.00	100.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	<b>Total</b>		94,393,891.00	99.90	94,393,891.00	0.00	100.00	0.00	0.00	0.00	
Public- Institutions	E-Voting	45,325,817.00	44,327,460.00	97.80	44,327,460.00	0.00	100.00	0.00	0.00	0.00	
	Poll		0.00	0.00	0.00	0.00	0.00	0.00	0.00		
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00		
	<b>Total</b>		44,327,460.00	97.80	44,327,460.00	0.00	100.00	0.00	0.00	0.00	
Public- Non Institutions	E-Voting	25,346,942.00	2,296,067.00	9.06	2,295,882.00	185.00	99.99	0.01	0.00	125.00	
	Poll		7,268.00	0.03	7,268.00	0.00	100.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	<b>Total</b>		2,303,335.00	9.09	2,303,150.00	185.00	99.99	0.01	0.00	125.00	
<b>Total</b>		<b>165,158,750.00</b>	<b>141,024,686.00</b>	<b>85.39</b>	<b>141,024,501.00</b>	<b>185.00</b>	<b>100.00</b>	<b>0.00</b>	<b>0.00</b>	<b>125.00</b>	

<b>Resolution No.</b>	3										
<b>Resolution required: (Ordinary/ Special)</b>	ORDINARY - Re-appointment of Mr. Pulak Chandan Prasad (DIN: 00003557) as a Director, liable to retire by rotation										
<b>Whether promoter/ promoter group are interested in the agenda/resolution?</b>	No										
<b>Category</b>	<b>Mode of Voting</b>	<b>No. of shares held (1)</b>	<b>No. of votes polled (2)</b>	<b>% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100</b>	<b>No. of Votes – in favour (4)</b>	<b>No. of Votes – against (5)</b>	<b>% of Votes in favour on votes polled (6)=[(4)/(2)]*100</b>	<b>% of Votes against on votes polled (7)=[(5)/(2)]*100</b>	<b>Votes Invalid</b>	<b>Votes Abstained</b>	
Promoter and Promoter Group	E-Voting	94,485,991.00	92,160,191.00	97.54	92,160,191.00	0.00	100.00	0.00	0.00	0.00	
	Poll		2,233,700.00	2.36	2,233,700.00	0.00	100.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	<b>Total</b>		94,393,891.00	99.90	94,393,891.00	0.00	100.00	0.00	0.00	0.00	
Public- Institutions	E-Voting	45,325,817.00	44,327,460.00	97.80	43,823,667.00	503,793.00	98.86	1.14	0.00	0.00	
	Poll		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	<b>Total</b>		44,327,460.00	97.80	43,823,667.00	503,793.00	98.86	1.14	0.00	0.00	
Public- Non Institutions	E-Voting	25,346,942.00	2,296,042.00	9.06	2,295,725.00	317.00	99.99	0.01	0.00	150.00	
	Poll		7,268.00	0.03	7,268.00	0.00	100.00	0.00	0.00	0.00	
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	
	<b>Total</b>		2,303,310.00	9.09	2,302,993.00	317.00	99.99	0.01	0.00	150.00	
<b>Total</b>		<b>165,158,750.00</b>	<b>141,024,661.00</b>	<b>85.39</b>	<b>140,520,551.00</b>	<b>504,110.00</b>	<b>99.64</b>	<b>0.36</b>	<b>0.00</b>	<b>150.00</b>	

Resolution No.	4									
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Ms. Stephanie Renee Spong (DIN: 09295604) as an Independent Director of the Company									
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)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	94,485,991.00	92,160,191.00	97.54	92,160,191.00	0.00	100.00	0.00	0.00	0.00
	Poll		2,233,700.00	2.36	2,233,700.00	0.00	100.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total		94,393,891.00	99.90	94,393,891.00	0.00	100.00	0.00	0.00	0.00
Public- Institutions	E-Voting	45,325,817.00	44,327,460.00	97.80	44,200,707.00	126,753.00	99.71	0.29	0.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total		44,327,460.00	97.80	44,200,707.00	126,753.00	99.71	0.29	0.00	0.00
Public- Non Institutions	E-Voting	25,346,942.00	2,296,042.00	9.06	2,295,738.00	304.00	99.99	0.01	0.00	150.00
	Poll		7,268.00	0.03	7,268.00	0.00	100.00	0.00	0.00	0.00
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Total		2,303,310.00	9.09	2,303,006.00	304.00	99.99	0.01	0.00	150.00
<b>Total</b>		<b>165,158,750.00</b>	<b>141,024,661.00</b>	<b>85.39</b>	<b>140,897,604.00</b>	<b>127,057.00</b>	<b>99.91</b>	<b>0.09</b>	<b>0.00</b>	<b>150.00</b>



# B K Sharma and Associates

## Company Secretaries

### Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4)(xii) and of the Companies (Management and Administration) Rules, 2014 as amended up to date]

To  
The Chairman / Company Secretary  
Vaibhav Global Limited  
K-6B Fateh Tiba, Adarsh Nagar  
Jaipur- 302004 (Rajasthan)

Dear Sir,

**Sub.: Consolidated Scrutinizer's Report on remote e-voting and e-voting at Annual General Meeting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 for the 34<sup>th</sup> Annual General Meeting of Vaibhav Global Limited held on Wednesday, August 02, 2023 at 9:00A.M. through video conferencing ('VC') / other audio visual means ('OAVM') concluded at 09:45 A.M.**

I, Brij Kishore Sharma of M/s. B K Sharma and Associates, Practicing Company Secretaries, has been appointed as Scrutinizer by the Board of Directors of Vaibhav Global Limited pursuant to Section 108 of The Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended to conduct the remote e-voting process in respect of the below mentioned resolutions at the 34<sup>th</sup> Annual General Meeting of Vaibhav Global Limited, held on Wednesday, the 2<sup>nd</sup> August, 2023 at 9:00A.M., through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.



The notice dated May 17, 2023, as confirmed by the Company was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020 and January 13, 2021, May 5, 2022, December 28, 2022(collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020 and January 15, 2021, May 13, 2022, June 3, 2022 and January 5, 2023.

The Company had availed the e-voting facility from KFin Technologies Limited (KFintech) for conducting remote e-voting and e-voting during AGM by the Shareholders of the Company.

The voting period for remote e-voting commenced on Saturday, 29 July, 2023 at 10:00 A.M.(IST) and ended on Tuesday, 1 August, 2023 at 5:00 P.M. (IST) and the KFin Technologies Limited (KFintech) e-voting platform was blocked thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through Insta Poll and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, July 26, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes casted therein based on the data downloaded from the Kfintech e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the e-voting is restricted for making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and e-voting during AGM in respect of the said resolutions.





**Resolution No.1: (Ordinary Resolution)****Adoption of Financial Statements:**

To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended 31<sup>th</sup> March, 2023 together with the Reports of the Board of Directors and Auditors thereon.

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
203	141024579	100.00

**(ii) Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	82	0.00

**(iii) Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
3	150

**Resolution No. 2- (Ordinary Resolution)****Declaration of dividend:**

To declare a final dividend of Rs.1.50 per equity share (@75%) for the year ended 31 March 2023 and to confirm 1st interim dividend of Rs. 1.50 per equity share (@75%), 2nd interim dividend of Rs. 1.50 per equity share (@75%) and 3rd interim dividend of Rs.1.50 per equity share (@75%), already paid during the year 2022-23.



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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
203	141024501	100

(ii) **Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	185	0:00

(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
2	125

**Resolution No. 3- (Ordinary Resolution)**

**Re-Appointment of Mr. Pulak Chandan Prasad as a director liable to retire by rotation:**

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

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
184	140520551	99.64

(ii) **Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
24	504110	0.36



(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
3	150

**Resolution No. 4 - (Special Resolution)**

**Re-appointment of Ms. Stephanie Renee Spong (DIN: 09295604) as an Independent Director of the Company:**

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

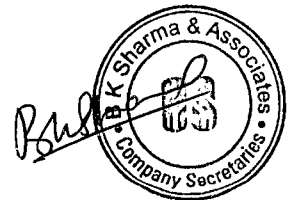
Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
198	140897604	99.91

(ii) **Voted against the resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	127057	0.09

(iii) **Invalid/Abstained votes:**

Number of members whose votes were declared invalid	Number of votes cast by them
3	150





The electronic data and all other relevant records relating to Remote e-voting and e-voting during the AGM through KFintech E-voting Platform will remain in safe custody until the Chairman considers, approves and signs the Minutes of the 34<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for the safe keeping.

Thanking you.

For **B K Sharma & Associates**

Company Secretaries

Unique Code: S2013RJ233500

**[BRIJ KISHORE SHARMA]**

CP. No.:12636

M. No.: F6206

Peer Review Certificate No.: 1172/2021

**UDIN: F006206E000721822**

Place: Jaipur

Date: 02<sup>nd</sup> August, 2023



  
Countersigned by

For **Vaibhav Global Limited**  
Chairman / Company Secretary