



VAIBHAV GLOBAL LIMITED

Ref: VGL/CS/2022/129

Date: 02nd November, 2022

**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

Dear Sir / Madam,

Pursuant to SEBI (LODR) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated 27th October, 2022 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

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

Event	Date	Time (IST)
Cut-off date for sending Notice to Shareholders	28 th October, 2022	NA
Commencement of E-voting	3 rd November, 2022	09:00 am
End of E-voting	2 nd December, 2022	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



VAIBHAV GLOBAL LIMITED

Registered Office: K-6B, Fateh Tiba, Adarsh Nagar, Jaipur – 302004
Tele 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 resolution set out below is 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”), Rule 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 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021, 20/2021 dated 08.12.2021 and 3/2022 dated 05.05.2022 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 and as amended from time to time. 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 resolution 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 Friday, 2nd December, 2022 (the last day to cast vote electronically) to be eligible for being considered. The Resolution will be deemed to have been passed on the last date of e-voting i.e. Friday, 2nd December, 2022.

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 also 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. Harsh Bahadur (DIN: 00724826) as a Non-Executive Non-Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of Companies Act, 2013 (‘Act’) and the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and rules made thereunder, for the time being in force), Mr. Harsh Bahadur (DIN: 00724826), who was appointed as an Additional Director in the category of Non-Executive Non-Independent Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as Non-Executive Non-Independent Director, liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, regulation 17(6) and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, pursuant to the recommendation of Nomination, Remuneration and Compensation Committee and approval of the Board, the consent of the members be and is hereby accorded for the payment of remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment), by way of profit related commission including the amount of sitting fees, if any, for attending the meetings of Board and/or Committee thereof, to Mr. Harsh Bahadur upto Rs. 30,00,000 (Rupees Thirty Lacs only) per annum.”

“RESOLVED FURTHER THAT the Board of Directors (which term shall be deemed to include any Committee of the Board or person(s) empowered to exercise its powers) be and is hereby authorised to do all such acts, deeds and as may be deemed necessary, proper or desirable for the purpose of giving effect to this Resolution.”

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: 27th October, 2022

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 Resolution is 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 resolution 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 28th October, 2022 (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, websites of the Stock Exchanges, that is, BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of KFin Technologies Limited (‘Kfintech’) at 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, 28th October, 2022, (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. Resolution 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 Resolution, if passed by the requisite majority, shall be deemed to be passed on Friday, 2nd December, 2022 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.

Mr. Harsh Bahadur was appointed as an Independent Director of the Company with effect from 26th September, 2015 for a first term of two years which was approved by the shareholders in the 29th Annual General Meeting. Upon Completion of his first tenure, he was further re-appointed as an Independent Director for a second term with effect from 26th September, 2017 for a period of five years. Accordingly, his second term has been completed on 25th September, 2022.

Considering his Business acumen, strategic thinking, leadership skills, financial knowledge, relevant business experience, performance evaluation, sound judgement ability, effective participation, board services and substantial contribution made by him being a Chairman and Director of the Board and member of various Committees of the Board during his tenure, the Board of Directors of the Company on 26th September, 2022, based on the recommendations of Nomination and Remuneration Committee and pursuant to the provisions of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, has appointed Mr. Harsh Bahadur (DIN: 00724826) as an Additional Director of the Company in the category of Non-Executive Non-Independent Director and Chairman of the Board w.e.f. 26th September, 2022, liable to retire by rotation. The Board believes that the continuation of Mr. Harsh Bahadur on the Board of the Company shall strengthen the overall Board's skills and governance and his immense business knowledge, leadership, strategic thinking and sound Judgement approach shall provide continuous benefit to the Company.

The remuneration (including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) will be paid by way of profit related commission including the amount of sitting fees, if any, for attending the meetings of Board and/or Committee thereof, to Mr. Harsh Bahadur upto Rs. 30,00,000 (Rupees Thirty Lac only) per annum subject to the overall limit of remuneration approved by the shareholders vide resolution dated 18th January, 2016 for all non-executive directors which shall be not exceeding five per cent of the net profits of the Company, as computed in accordance with the provisions of Section 198 of the Companies Act, 2013 for each financial year.

The abovesaid remuneration shall be subject to the provisions of Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel), Rules, 2014 and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions of the said regulations.

The Company has received notice from shareholder of the Company under section 160 for regularization of director and Mr. Harsh Bahadur had given his consent to act as director of the Company and declared that he is not disqualified to act as director as per the provisions of Section 164 and he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority of the Act. In the opinion of the Board, Mr. Harsh Bahadur fulfills the conditions prescribed under the Act and Listing Regulation, and the said appointment of Mr. Harsh Bahadur as Non-Executive Non-Independent Director of the Company, post completion of his tenure as Independent Director, is in due compliance of the Companies Act, 2013 and SEBI Listing Regulations, amended as on date.

The brief profile, specific area of expertise along with other details of Mr. Harsh Bahadur is provided in the "Annexure" to the Notice, pursuant to the provisions of (i) Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The terms and conditions of appointment of Mr. Harsh Bahadur as director of the Company would be available for electronic inspection between 11.00 a.m. and 1.00 p.m. (IST) on all working day of the Company upto the date of the closure of the Postal Ballot. Members seeking to inspect such documents can send an email to investor_relations@vaibhavglobal.com.

In accordance with provisions of the Listing Regulations, appointment of Director shall be subject to the approval of shareholders and such approval of shareholders must be obtained at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. The Board recommends the resolution set out in the notice for the approval of the members of the Company as an ordinary resolution.

No Director, Key Managerial Personal and their relatives, except appointee himself, is in any way, concerned or interest 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: 27th October, 2022

Sd/-
Sushil Sharma
Company Secretary
FCS-6535

Brief resume of Director seeking appointment

Name	Mr. Harsh Bahadur (DIN: 00724826)
Date of Birth	01/04/1955
Brief Resume, Qualifications, Experience and expertise in specific functional areas	<p>Mr. Harsh Bahadur, age 67 years, is MA in History from St. Stephen's College, Delhi University, and MBA from Boston University, the USA, in 1979. He has three decades of rich experience in the Retail, Branded FMCG, Music, Sportswear, Business services, and Jewellery industries. He is currently on the Board of Indian Terrain Fashions Ltd. as an Independent Director and is also working as a senior advisor in PricewaterhouseCoopers (PWC).</p> <p>Mr. Bahadur also advises Private Equity Funds and has evaluated Companies in the automobile servicing, branded food, and e-commerce sectors. In the past, he has worked with Hindustan Unilever for 11 years. He has held the office of CEO for the RP G Music International – a group Company that owned over 80% of the Indian music catalog, focusing on marketing Indian music to the diaspora across the world for two years. In 1997, he joined the US-based Sara Lee Corporation as the CEO for their food foray into India. In October 2000, he was appointed as Managing Director – India by the Dusseldorf-based Metro Group, the fourth largest retail and wholesale Company globally, to lead the launch of this International retailer into the Indian Market. After serving Metro India as the MD for six and a half years, he joined a Reliance Retail Initiative division as the President and CEO. He also worked as General Manager, Wholesale – India for Tesco, the world's 3rd largest retailer.</p> <p>Mr. Harsh Bahadur has been serving the VGL since last 7 years being an independent director of the Company and as a Chairman of the Board since 2019. He has also been serving as an Independent Director in the subsidiaries of the Company i.e. VGL Retail Ventures Limited, Mauritius Shop LC Global Inc., USA, Shop TJC Limited, UK. He is also an Independent director in Indian Terrain Fashions Limited.</p>
Disclosure of relationships with Directors/KMP	NIL
Date of first appointment on the Board	26 th September, 2015 - Non Executive Independent Director
Date of current appointment	26 th September, 2022 - Non Executive Non Independent Director
Terms and Conditions of Appointment including Remuneration proposed to be paid	<p>Terms of Appointment – Non-Executive Non-Independent Director, liable to retire by rotation</p> <p>Proposed Remuneration – Rs. 30 lacs per annum by way of profit related commission including the amount of sitting fees, if any, subject to the overall limit of remuneration approved by the shareholders vide resolution dated 18th January, 2016 for all non-executive directors.</p>
Remuneration last drawn (including sitting fees, if any)	Rs. 30 lacs (including sitting fees) for FY 2021-22
Number of meetings of the Board attended during the financial year (FY 2021-22)	Meeting held: 4 Meeting attended : 4
Directorships held in other public Companies (excluding foreign & section 8 companies)	Indian Terrain Fashion Limited – Independent Director
Memberships / Chairmanships of committees across companies	Indian Terrain Fashions Limited – Audit Committee - Member Vaibhav Global Limited – Stakeholders Relationship Committee – Member
Listed entities from which resigned from past three years	NIL (except completed the tenure of independent director in the Vaibhav Global Limited on 25 th September, 2022)
No. of shares held in the Company including shareholding as beneficial owner	NIL
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.

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, 28th October, 2022 (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 1-800-3454-001.
 - d) Shareholders may send an e-mail request to evoting@kfintech.com and 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 Thursday, 3rd November, 2022
 - b) End of e-voting: At 5.00 p.m. (IST) on Friday, 2nd December, 2022 (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
Individual Shareholders holding securities in demat mode with NSDL	<p>1. User already registered for IDeAS facility:</p> <ol style="list-style-type: none"> I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e-Voting” 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. <p>2. User not registered for IDeAS e-Services</p> <ol style="list-style-type: none"> I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields. IV. Follow steps given in points 1 <p>3. Alternatively by directly accessing the e-Voting website of NSDL</p> <ol style="list-style-type: none"> I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. 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. IV. Post successful authentication, you will requested to select the name of the company and the e-Voting Service Provider name, i.e.KFintech. V. On successful selection, you will be redirected to KFintech e-Voting page for casting your vote during the remote e-Voting period.
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Existing user who have opted for Easi / Easiest</p> <ol style="list-style-type: none"> I. Visit URL: https://web.cdslindia.com/myeasi/home/login or URL: www.cdslindia.com II. Click on New System Myeasi III. Login with your registered user id and password. IV. The user will see the e-Voting Menu. The Menu will have links of ESP i.e. KFintech e-Voting portal. V. Click on e-Voting service provider name to cast your vote. <p>2. User not registered for Easi/Easiest</p> <ol style="list-style-type: none"> I. Option to register is available at

	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>II. Proceed with completing the required fields.</p> <p>III. Follow the steps given in point 1</p> <p>3. Alternatively, by directly accessing the e-Voting website of CDSL</p> <p>I. Visit URL: www.cdslindia.com</p> <p>II. Provide your demat Account Number and PAN No.</p> <p>III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.</p> <p>IV. After successful authentication, user will be provided links for the respective ESP, i.e KFintech where the e- Voting is in progress.</p>
Individual Shareholder login through their demat accounts / Website of Depository Participant	<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 – Kfintech and you will be redirected to e-Voting website of KFintech 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 evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

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

- (A) 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
 - 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) 7055, 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 with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "Vaibhav Global Limited Postal Ballot 2022."
- (B) Members whose email IDs are not registered with the Company/Depository Participants(s), and consequently the Notice of postal ballot and e-voting instructions cannot be serviced, will have to follow the following process:
- i. Members who have not registered their email address and in consequence the Notice of Postal Ballot and e-voting instructions cannot be serviced, may temporarily get their email address and mobile number provided with KFinTech, by accessing the link: <https://ris.kfintech.com/clientservices/postalballot/registration.aspx> Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, member may write to einward.ris@kfintech.com.
 - ii. Alternatively, member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and Client Master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Notice of Postal Ballot and the e-voting instructions.
 - iii. After receiving the e-voting instructions, please follow all steps above to cast your vote by electronic means.
 - a. 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., to cast vote on its behalf together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at E-mail bksharma@gmail.com with a copy marked to evoting@kfintech.com not later than 5.00 p.m. on Friday, 2nd December, 2022. The scanned image of the above mentioned documents should be in the naming format "Vaibhav Global Limited Postal Ballot 2022."
 - b. The remote e-voting facility shall be available during the following period:
 - i. Commencement from 9.00 a.m. IST on Friday, 3rd November, 2022
 - ii. Ends at 5.00 p.m. IST on Friday, 2nd December, 2022 (both days inclusive)The e-voting shall be disabled by Kfintech at 5.00 p.m. IST on Friday, 2nd December, 2022.
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. General Manager 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 and evoting@kfintech.com or call KFin's Toll free No. 1-800-3454-001 for any further clarifications.

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: 27th October, 2022

Sd/-
Sushil Sharma
Company Secretary
FCS-6535