



VAIBHAV GLOBAL LIMITED

Ref: VGL/CS/2019/76

Date: 19th June, 2019

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: Amended ESOP Trust Deed

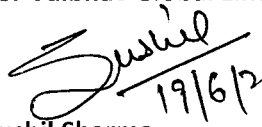
Dear Sir / Madam,

With reference to the captioned subject and pursuant to clause 3 of Regulation 3 of SEBI (Share Based Employee Benefits) Regulations, 2014, the amended ESOP Trust Deed is enclosed herewith. Kindly take the above said information on record as per the requirement of SEBI (Share Based Employee Benefits) Regulations, 2014.

Thanking you,

Yours Truly,

For Vaibhav Global Limited


19/6/2019
Sushil Sharma
Company Secretary





**SUPPLEMENTARY TRUST DEED OF VAIBHAV GLOBAL
EMPLOYEE STOCK OPTION WELFARE TRUST**

THIS SUPPLEMENTARY TRUST DEED is made on 21th May, 2019
at Jaipur

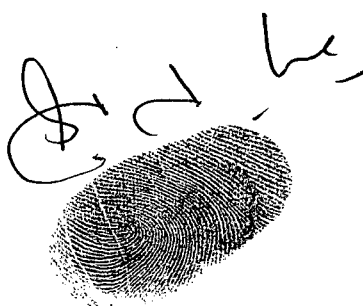
By and Between

(1) Vaibhav Global Limited, a company incorporated under the laws of India with corporate Identification number L36911RJ1989PLC004945 and whose registered office is at K-6B Adarsh Nagar, Fateh Tiba, Jaipur - 302 004 Rajasthan, India **through its Authorized Officer**, (hereinafter referred to as the "settlor", which expression shall, unless the context otherwise requires, mean and include its successors and permitted assigns) of the FIRSTPART;

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And

[Signature]

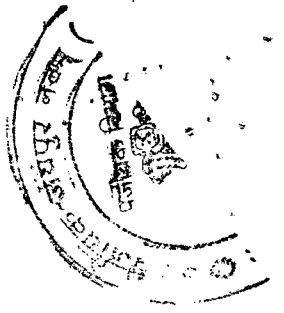


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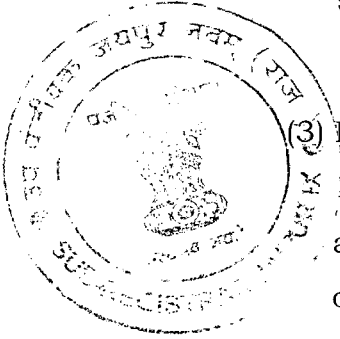
[Signature]







(2) Mr. Pushpendra Singh, Indian resident, residing at 211, Sunflower Apartment, Manglam Ananda City, Opp. Sanganer Railway Station, Hajyawala, Sanganer, Jaipur (hereinafter referred as the "Trustee", which expression shall, unless the context otherwise requires, mean and include his successors, heirs, executors and administrators),



(3) Mr. Alok Dadheech, Indian resident, residing at Plot No.D-18(A-1), Mera Marg, Bani Park, Jaipur (hereinafter referred as the "Trustee", which expression shall, unless the context otherwise requires, mean and include his successors, heirs, executors and administrators),

(4) Mr. Anshumah Khandelwal, Indian resident, residing at A-8-C, Raghunath Colony, Galta Gate, Delhi Road, Jaipur (hereinafter referred as the "Trustee", which expression shall, unless the context otherwise requires, mean and include his successors, heirs, executors and administrators), of the SECOND PART.

Together hereinafter referred as the 'Trustees'

The Settlor and the Trustee are hereinafter collectively referred to as the "Parties" and individually as "Party"

WHEREAS a Trust under the name and style of "Vaibhav Global Employee Stock Option Welfare Trust deed) ("the Original trust deed")" was created by a Trust Deed dated 24th March, 2014 which has been registered in the office of Sub Registrar- II, Jaipur on 09-05-2014 in book no. 4, jild no. 164 at page no. 89, s.no. 2014052000196 and pasted in additional book no. 4 jild no. 629 at page no. 781 to 790.

WHEREAS the existing Board of Trustee through their unanimous resolution in Board meeting dated 21-05-2019

Sushil



Art. 6



Alok



Anshumah





Presentation Endorsement

आज दिनांक 29 माह 05 सन् 2019 को 12:25 PM बजे
श्री/श्रीमती/सुश्री SUSHIL SHARMA पुत्र/पुत्री/पत्नि श्री BABU LAL
SHARMA
उम्र 40 वर्ष, जाति BRAHMIN, व्यवसाय Other
निवासी House No.: 6029, Colony: STREET NO. 3, NEAR SARMALA
CHOWK, GURU ARJUN DEV NAGAR,, Area: BAGGA KALAN, City:
LUDHIANA, Pin code: 141008, District: LUDHIANA, State: PUNJAB
ने मेरे सम्मुख दर्तावेज पंजीयन हेतु प्रस्तुत किया।

हस्ताक्षर प्रस्तुतकर्ता
201901182003700

Supplementary Deed/Correction Deed

हस्ताक्षर उप पंजीयक
JAIPUR

उप पंजीयक
जयपुर नव

Fees Receipt Endorsement

रसीद नं.	201902182004371
दिनांक	29-05-2019
पंजीयन शुल्क ₹	200
प्रतिलिपि शुल्क ₹	0
पृष्ठांकन शुल्क ₹	200
अन्य शुल्क ₹	0
कमी स्टाम्प शुल्क ₹	500
कमी सरचार्ज शुल्क ₹	100
कुल योग	1000

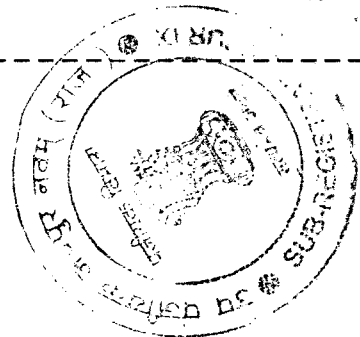
201901182003700

Supplementary Deed/Correction Deed

उप पंजीयक, JAIPUR

उप पंजीयक
जयपुर नव

Endorsement of Execution

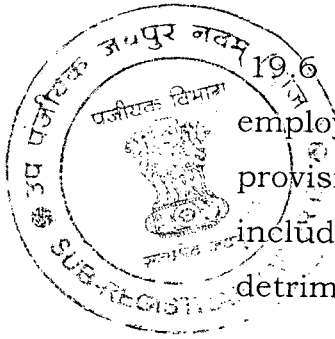




intended to make several changes for the better management and functioning of the Trust and have decided to carry out the following changes.

NOW THIS SUPPLEMENTARY TRUST DEED WITNESSETH AS FOLLOWS:

- That Clause (19.6) is added to the original Trust Deed which may be read as:



19.6 It is the duty of the trustees to act in the interest of employees who are beneficiaries of the trust and subject to provisions of the regulations, it shall not act in any manner or include any provision in the trust deed that would be detrimental to the interests of the beneficiaries.

- That Clause (20) on pg.9 of the original Trust Deed may be read as

20 Provisions on dissolution of the trust;

On the date of dissolution of the Trust, the Trustee shall pay, transfer and hand over the Trust Fund and all undistributed income, if any, of repayment of outstanding loan, if any, and subsequently, for distribution to employees as recommended by the Settlor or Nomination, Remuneration and Compensation Committee of the Settlor.

- That Clause (21) is added to the original Trust Deed which may be read as:

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21. Pursuant to Circular No. CIR/CFD/POUCY CELL/2/2015 issued by SEBI under Share based Employee Benefits Regulations, 2014 dated 16th June 2015 read with SEBI (Share Based Employee Benefits) Regulations, 2014, and the following clauses are to be incorporated in the trust:

[Signature]



[Signature]

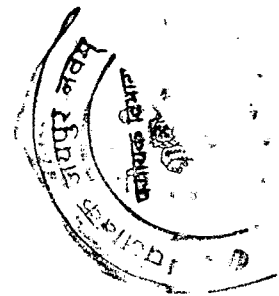


[Signature]



[Signature]





अनु क्र.	पक्षकारों का नाम व पता	छायाचित्र	अंगूठा	पक्षकारों का प्रकार
1	श्री/श्रीमती/सुश्री PUSHPENDRA SINGH, पुत्र/पुत्री/पत्नि श्री JAIKARAN SINGH, व्यवसाय Otherजाति HINDU House No.:211, Colony: SUNFLOWER APARTMENT, MANGALAM ANANDA CITY, OPP. SANGANER RAILWAY STATION,, Area: HAJYAWALA, City: SANGANER, Pin code: 302029, District: JAIPUR, State: RAJASTHAN			Executant Age : 49 Signature :
2	श्री/श्रीमती/सुश्री SUSHIL SHARMA, पुत्र/पुत्री/पत्नि श्री BABU LAL SHARMA, व्यवसाय Otherजाति BRAHMIN House No.:6029, Colony: STREET NO. 3, NEAR SARMALA CHOWK, GURU ARJUN DEV NAGAR,, Area: BAGGA KALAN, City: LUDHIANA, Pin code: 141008, District: LUDHIANA, State: PUNJAB			Executant Age : 40 Signature :
3	श्री/श्रीमती/सुश्री ALOK DADHEECH, पुत्र/पुत्री/पत्नि श्री KEDAR NATH DADHEECH, व्यवसाय Otherजाति BRAHMIN House No.:D-18(A-1), Colony: MEERA MARG, Area: BANI PARK, City: JAIPUR, Pin code: 302016, District: JAIPUR, State: RAJASTHAN			Executant Age : 38 Signature :
4	श्री/श्रीमती/सुश्री ANSHUMAN KHANDELWAL, पुत्र/पुत्री/पत्नि श्री RAMSHARAN KHANDELWAL, व्यवसाय Otherजाति MAHAJAN House No.:A-8-C, Colony: RAGHUNATH COLONY, Area: DELHI ROAD, City: JAIPUR, Pin code: 302003, District: JAIPUR, State: RAJASTHAN			Executant Age : 39 Signature :

ने लेख्यपत्र Supplementary Deed/Correction Deed को पढ़ सुन व समझकर निष्पादन करना स्वीकार किया ।

प्रतिफल राशि रु 0/- पूर्व में / मेरे समक्ष / में से रु 0/- पूर्व में ————— ये मेरे समक्ष प्राप्त करना स्वीकार किया ।

उक्त निष्पादन कर्ता की पहचान निम्न व्यक्तियों ने की है , जिनके हस्ताक्षर एवं अंगूठा निशान मेरे समक्ष लिए गए हैं।

अनु क्र.	गवाहों का नाम व पता	छायाचित्र	अंगूठा	हस्ताक्षर
1	Name: श्री/श्रीमती/सुश्री PURAN SINGH RATHORE, पुत्र/पुत्री/पत्नि श्री PRABHU SINGH RATHORE जाति RAJPUT Age: 35 Add: House No.:194, Colony: ZS-B, BJS COLONY,, Area: MARG-30, City: JODHPUR, Pin code: 342001, District: JODHPUR, State: RAJASTHAN			Signature :

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A) The Right and obligations of the beneficiaries

In addition to the rights and obligation of the beneficiaries in the respective scheme administered through the trust , the beneficiary(s) shall have following rights and obligations:

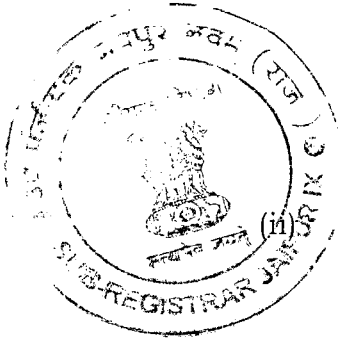
- (i) The beneficiary shall have the right, with notice to Trust, to inspect and take copies of trust deed , the Audited and Unaudited accounts of Trust, and any scheme related and other document relating to the trust, in accordance with the Trust act.

None of the beneficiary shall have the right to receive dividend, or to vote, or to enjoy any other benefit available to shareholder of the Settler any respect of any stock option granted to such beneficiary, till equity share of the settler/benefit (in cashless mode) are transferred upon exercise of stock option issued to such beneficiary.

- (iii) Subject to applicable law, the trust fund shall not be liable for any debt of the beneficiary or be subject to any judgement rendered against any beneficiary or to the process of any Court in aid of execution of any judgement so rendered.

- (iv) Subject to applicable law, the beneficial interest of any of beneficiaries in the trust shall not be encumbered, sold, transferred and subject to any third party right by the beneficiaries, whether directly or indirectly or to any extent and in any manner whatsoever. In particular the Beneficiaries shall not have the right to transfer, pledge, hypothecate, mortgage or otherwise alienate any stock option granted to them by the trust or Nomination Remuneration and Compensation Committee/Board of the settler.

- (v) In addition to the above, the trustees shall have the power to prescribe any other right, and obligation of the beneficiaries in accordance with the applicable law, and



Sushil



Dr. H. S.



Alak



Shruti



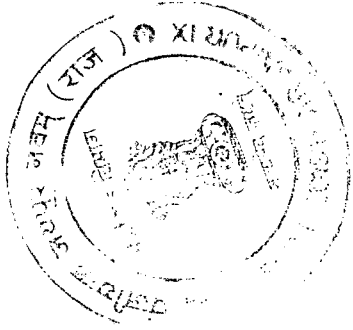


<p>2 Name: श्री/श्रीमती/सुश्री YASHASVI PAREEK, पुत्र/पुत्री/पत्नि श्री RAVI SHANKAR PAREEK जाति BRAHMIN Age: 26 Add: House No.:237, Colony: PUROHIT JI KA KATLA, Area: JOHRI BAZAR, City: JAIPUR, Pin code: 302001, District: JAIPUR, State: RAJASTHAN</p>			Signature
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उप पंजीयक, JAIPUR-IX
उप पंजीयक
जायपुर नगर

Supplementary Deed/Correction Deed



may also seek the recommendation of Nomination, Remuneration and compensation committee of the settler in this regard.

- **That Clause (22) is added to the original Trust Deed which may be read as:**

(22. Consolidation of Documents

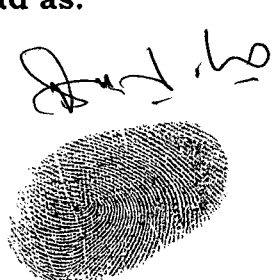
The Original trust Deed henceforth be read and constructed together with this Supplementary Trust Deed.

- **That Clause (23) is added to the original Trust Deed which may be read as:**

23. Deeming Provision

This Supplementary Deed and original trust deed shall on the effective date deemed to be consolidated to form and read as one trust deed. Subject to the variations contained in this Supplementary Deed, the Parties agree that all existing terms and conditions of the Trust Deed not expressly, varied, amended or modified herein shall apply and remain in full force and effect and be read, constructed, enforceable as if the terms and conditions of the Supplementary 'trust Deed were inserted in the original Trust Deed by way of addition, variation and/or substitution, as the case may be. For the avoidance of doubt, all references to "this trust deed" in the original Trust deed shall be constructed to include this Supplementary Trust Deed and any subsequent supplement, amendment, variation and/or modification to the Original trust deed as may be from time to time.

- **That Clause (24) is added to the original Trust Deed which may be read as:**





Registration Endorsement

आज दिनांक 29/05/2019 को

पुस्तक संख्या 1 जिल्द संख्या 121 में

पृष्ठ संख्या 87 क्रम संख्या 201903182103360 पर पंजीबद्ध किया गया तथा

अतिरिक्त पुस्तक संख्या 1 जिल्द संख्या 482 के

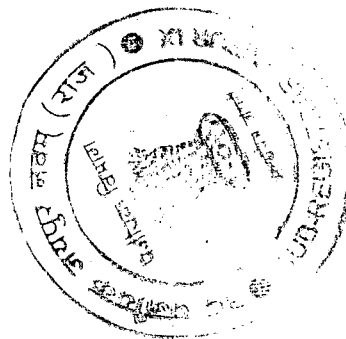
पृष्ठ संख्या 519 से 529 पर चस्पा किया गया ।

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उप पंजीयक, J&K PUR-IX

Supplementary Deed/Correction Deed

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24. Severability

If any provisions of his Supplementary Trust Deed become invalid, illegal or unenforceable in any respect under any law, the validity, the legality and enforceability of the remaining provisions shall not in any way be affected or impaired.

- That Clause (25) is added to the original Trust Deed which may be read as:

25. Governing Law

This Supplementary Trust Deed along with the Original Trust Deed shall be governed by and constructed in accordance within the laws of India.

IN Witness Whereof, the parties above-named have signed this Deed on the day and year herein first mentioned, and **all of current** Trustees have signed in acceptance of the Trust in the presence of the witnesses attesting hereunder:

Settlor

Vaibhav Global Limited

Through it's Authorized Officer

Trustees

1. Mr. Pushendra Singh

2. Mr. Alok Dadheech

3. Mr. Anshuman Khandelwal

Witnesses

1.

(Pushen Singh Khatwa)

Add: - 194, ZSB, BJS Colony,
Wing-30, Jodhpur, Rajasthan.

2. Yash

(Yashansvi Ramesh)
Add: - 237, Purohita
Ka Path, Sahi Bagan
Jaipur.

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जयपुर नवम्

