VAIBHAV GLOBAL LIMITED

Ref: VGL/CS/2021/34 **Date: 25th March, 2021**

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: Postal Ballot Notice dated 22nd March, 2021

Dear Sir / Madam,

Pursuant to SEBI (LODR) Regulations, 2015, please find enclosed herewith Postal Ballot Notice dated 22nd March, 2021 along with Explanatory Statement which are 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	Friday, 19th March, 2021	NA
Commencement of E-voting	Friday, 26th March, 2021	10:00 am
End of E-voting	Saturday, 24th April, 2021	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
Digitally signed by SUSHIL SHARMA
Date: 2021.03.25 18:59:35 +05'30'

Sushil Sharma
Company Secretary

Vaibhav Global Limited

CIN: L36911RJ1989PLC004945
Regd. Off. : K-6B , Fateh Tiba, Adarsh Nagar, Jaipur – 302004
Phone: 91-141-2601020; Fax: 91-141-2605077
Email: investor_relations@vaibhavglobal.com; Website : www.vaibhavglobal.com

POSTAL BALLOT NOTICE

Notice is hereby given pursuant to Section 110 and 108 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (hereinafter referred to as the "Act"/ "Companies Act") read together with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (hereinafter referred to as the "Rules"), read with the General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No. 33/2020 dated September 28, 2020 and No. 39/2020 dated December 31, 2020, issued by the Ministry of Corporate Affairs, Government of India (collectively, referred to as the "MCA Circulars"), Secretarial Standard on General Meetings ("SS-2"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended are proposed to be passed by the Members of the Company through postal ballot only by remote voting through electronic means (E-voting).

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts pertaining to the resolutions is annexed hereto along with instructions for e-voting for your consideration.

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.

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:

1. **Approval of Sub-division of 1 (One) Equity Share of face value of Rs. 10/- each fully paid-up into 5 (Five) Equity Shares of Rs. 2/- each fully paid-up**

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the approval(s), consent(s), permission(s), sanction(s), if any, as may be necessary from the appropriate statutory authority(ies), approval of the Members of the Company be and is hereby accorded for sub-division of 1 (One) Equity

Share of the Company having a face value of Rs. 10/- (Rupees Ten only) each fully paid-up into 5 (Five) Equity Shares of the face value of Rs. 2/- (Rupees Two only) each fully paid-up on such date as may be fixed by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof or any other person(s) for the time being exercising the powers conferred by the Board and as may be authorized by the Board in that behalf) for this purpose (hereinafter referred to as "Record Date")."

"RESOLVED FURTHER THAT pursuant to the sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of 1 (One) equity share of the face value of Rs. 10/- (Rupees Ten Only) each shall stand sub-divided into 5 (Five) equity shares having a face value of Rs. 2/- (Rupees Two only) each existing on the Record Date and shall rank pari-passu in all respects with each other and carry the same rights as to the existing fully paid-up equity share of Rs. 10/- (Rupees Ten only) each of the Company."

"RESOLVED FURTHER THAT upon sub-division of equity shares as aforesaid, the existing share certificate(s) in relation to the existing issued equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled with effect from the Record Date to be fixed by the Board, and the Board be and is hereby authorised, without requiring to surrender the existing issued share certificate(s) by the members, to issue new share certificates in lieu of the existing share certificate(s), with regard to the sub-divided shares, and in case of the equity shares held in the dematerialized form, the number of sub-divided equity shares be credited to the respective beneficiary accounts of the members with the Depository Participants, in lieu of the existing credits in their beneficiary accounts representing the equity shares of the Company before sub-division."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make appropriate adjustments due to sub-division of equity shares to the outstanding options/units granted by the Company to the eligible employees under all schemes/plans i.e. Vaibhav Global Limited, Employee Stock Options Plan (As Amended) -2006, Vaibhav Global Limited Restricted Stock Unit Plan-2019, Vaibhav Global Limited Management Stock Option Plan-2021 and Vaibhav Global Limited Employees Stock Option Plan-2021 framed pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014 and amendments thereto from time to time, such that the exercise price for all outstanding options/units as on the 'Record Date' shall be proportionately adjusted and the number of options/units which are available for grant and those already granted but not exercised as on the Record Date shall be appropriately adjusted."

"RESOLVED FURTHER THAT the Board be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents, papers and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to above resolutions."

2. Alteration of Clause V (Capital Clause) of Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the Section 13, Section 61 of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder (including any amendment or re-enactment thereof for the time being in force), and subject to such other approval(s)/consent(s) as may be required from the concerned Statutory/Regulatory Authority(ies), the consent of the members be and is hereby accorded to substitute the existing clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorized Share Capital of the Company is Rs. 86,00,00,000/- (Rupees Eighty Six Crores only) divided into:

- 20,50,00,000 (Twenty Crores Fifty Lakhs only) Equity Shares of Rs. 2/- (Rupees Two only) each.
- 45,00,000 (Forty-Five Lakhs only) Unclassified Shares of Rs. 100/- (Rupees One Hundred only) each.

"RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any Committee thereof for the time being exercising the powers conferred by the Board), be and is hereby authorized, to take such steps as may be necessary including the delegation of all or any of its powers herein conferred to any Director(s), the Company Secretary or any other officer(s) of the Company for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to do all such acts, deeds, matters and things that may be necessary, proper, expedient or incidental 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

Date: 22nd March, 2021
Place: Jaipur

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 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, 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 Private 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. 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")/Central Depository Services (India) Limited ("CDSL") as on **19th March, 2021 (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. Shareholders who have not registered their e-mail address are requested to register the same in respect of Equity Shares held in electronic form with the depository through their depository participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited, Selenium, Plot 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032.
7. Members may note that this Notice will be available on the Company's website www.vaibhavglobal.com and shall sent to the Stock Exchange(s) i.e. BSE Limited and National Stock Exchange of India Limited for dissemination on their website www.bseindia.com, www.nseindia.com respectively and shall also available on the website of RTA i.e, KFin Technologies Private Limited at evoting.kfintech.com.
8. The 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.
9. The Resolution, if passed by requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. 24th April, 2021.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 1 & 2

At present, the equity shares of the Company are listed on National Stock Exchange of India Limited (NSE) and BSE Limited (BSE). The face value of the equity share of the Company is Rs. 10/- (Rupees Ten Only). In order to improve the liquidity of the Company's Equity Shares in the Stock Markets and to make them more affordable for the small retail investors, the Board of Directors in their meeting held on 22nd March, 2021 has considered and recommended the sub-division of 1 (One) Equity Share of the Company of the face value of Rs. 10/- (Rupees Ten Only) each fully paid-up into 5 (Five) Equity Shares of the Company of face value of Rs. 2/- (Rupees Two only) each fully paid-up subject to approval of the Members and other statutory and regulatory approvals, as applicable.

The proposed sub-division of equity shares will not result in any change in the amount of authorized and paid-up share capital of the Company.

Table showing Present share capital and share capital after sub-division:

Particulars	Present Share Capital			Share Capital after Subdivision		
	No. of Shares	Face value per share (Rs.)	Total Capital (in Rs.)	No. of Shares	Face value per share (Rs.)	Total Capital (in Rs.)
Authorized Share Capital	4,10,00,000 Equity Shares	10	41,00,00,000	20,50,00,000 Equity Shares	2	41,00,00,000
	45,00,000 Unclassified Shares	100	45,00,00,000	45,00,000 Unclassified Shares	100	45,00,00,000
Issued, Subscribed & Paid-up Share Capital	3,25,38,152 Equity shares	10	32,53,81,520	16,26,90,760 Equity Shares	2	32,53,81,520

However, the paid-up equity share capital may change as on the record date on account of allotment of shares upon exercise of stock options, if any, before the record date.

The sub-division as aforesaid would also require consequential amendments to the existing Clause V of the Memorandum of Association ("MOA") of the Company as set out in Item No. 2 of the Postal Ballot Notice to reflect the change in face value of each Equity Share of the Company from existing

Rs. 10/- (Rupees Ten only) each to proposed Rs. 2/- (Rupees Two only) each. As per the provision of the Section 13 and 61 of the Companies Act, 2013, any alteration in the Capital clause of MOA of the Company shall be affected only after the approval of the Members by passing an Ordinary Resolution.

Further, sub-division of face value of Equity Shares, inter-alia, require appropriate adjustments with respect to all the options/units granted by the Company to the eligible employees under all schemes/plans i.e. Vaibhav Global Limited, Employee Stock Options Plan (As Amended) -2006, Vaibhav Global Limited Restricted Stock Unit Plan-2019, Vaibhav Global Limited Management Stock Option Plan-2021, and Vaibhav Global Limited Employees Stock Option Plan-2021 framed pursuant to SEBI (Share Based Employee Benefits) Regulations, 2014 such that all the options/units outstanding as on the Record Date as well as options/units which are available for grant and those already granted but not exercised as on the Record Date shall be proportionately adjusted and the exercise price of all the outstanding stock options/units shall also be adjusted proportionately.

The Board recommends the resolutions set out at Item No. 1 and 2 of this Notice to the Members for their consideration and approval by way of Ordinary Resolutions.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in any way concerned or interested in the resolutions except to the extent of equity shares held by them in the Company or the Stock Options granted, if any.

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

Date: 22nd March, 2021
Place: Jaipur

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

(i) A person whose name is recorded in the register of members or in register of beneficial owners maintained by the depositories as on **Friday, 19th March, 2021** (cut-off date) only shall be entitled to avail the facility of e-voting.

(ii) Any shareholder who holds the Equity Shares as on the cut-off date may obtain the User ID and password in the manner as mentioned below:

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 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.

(iii) The e-voting facility will be available during the following period:

a) **Commencement of e-voting: From 10.00 a.m. (IST) on Friday, 26th March, 2021**
b) **End of e-voting: At 5.00 p.m. (IST) on Saturday, 24th April, 2021 (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.

Instructions and other information relating to e-voting:

1. In case a shareholder receives an email from KFin Technologies Private Limited for shareholders whose email IDs are registered with the Company/depository participant(s):

   (i) Launch internet browser by typing the URL: https://evoting.kfintech.com

   (ii) Enter the login credentials (i.e., User ID and password as mentioned in email). Event Number followed by the Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with KFin Technologies Private Limited for e-voting, you can use your existing User ID and password for casting your vote.

   (iii) After entering these details appropriately, Click on "LOGIN".

   (iv) You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

   (v) You need to login again with the new credentials.

   (vi) On successful login, the system will prompt you to select the "EVENT" i.e., Vaibhav Global Limited.

   (vii) On the voting page, enter the number of Equity Shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as mentioned hereinabove. You may also choose the option ABSTAIN. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

   (viii) Shareholders holding multiple folios/ demat accounts shall choose the voting process separately for each folios/ demat accounts.

   (ix) Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained

   (x) You may then cast your vote by selecting an appropriate option and click on "Submit".

   (xi) A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify or change the votes cast. During the voting period, shareholders can login any number of times till they have voted on all the resolution(s).

(xii) Corporate/ institutional shareholders (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the board resolution/authority letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email Id: bksharma162@gmail.com with a copy marked to evoting@kfintech.com and investor_relations@vaibhavglobal.com. The scanned image of the abovementioned documents should be in the naming format "Vaibhav Global Limited - Postal Ballot". The documents should reach the scrutinizer on/before the completion of e-voting.

2. **In case of shareholders who have not registered their e-mail address (including shareholders holding shares in physical form), please follow the steps for registration of e-mail address and obtaining User ID and Password for e-voting as mentioned in the "Notes" and the other instructions provided below.**

   a) If the mobile number of the shareholder is registered against Folio No./DP ID Client ID, the Member may send SMS:
   MYEPWD E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
   Example for NSDL - MYEPWD IN12345612345678
   Example for CDSL - MYEPWD 1402345612345678
   Example for Physical - MYEPWD XXXX1234567890

   b) If e-mail address or mobile number of the shareholder is registered against Folio No./DP ID Client ID, 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 PAN to generate a password.

   c) Please follow all steps from Sl. No. (i) to (xii) as mentioned in (1) above, to cast your vote.

3. The e-voting period will commence on Friday, 26th March, 2021, at 10.00 a.m. (IST) and will end on Saturday, 24th April, 2021 at 5.00 p.m. (IST). During this period, the shareholders of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, i.e. 19th March, 2021 may cast their vote by electronic means in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

4. 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 Mr. Naveen Muthyala, Dy. Manager at KFin Technologies Private 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

Sd/-
Sushil Sharma
Company Secretary
FCS-6535

Date: 22nd March, 2021
Place: Jaipur