



VAIBHAV GLOBAL LIMITED

(FORMERLY KNOWN AS VAIBHAV GEMS LIMITED)

CIN NO: L36911RJ1989PLC004945

Ref – VGL/CS/2014/124

Date – 25th July, 2014

The Manager
BSE Limited
Corporate Relationship Department
1st Floor, PJ Tower
Dalal Street, Fort
Mumbai – 400 001

The Manager
National Stock Exchange Limited
Exchange Plaza, 5th Floor
Plot No. C/1, G Block
Bandra-Kurla Complex
Bandra (E), Mumbai-400 051

Scrip Code: 532156; VAIBHAVGBL

Sub: Outcome of 25th Annual General Meeting (AGM) of the Company

Dear Sir / Madam,

The 25th Annual General Meeting (AGM) of the Company, held on 25th July, 2014 at 11:00 a.m. at E-69, EPIP, Sitapura, Jaipur -302022.

Total 47 members (including proxies) attended the Meeting as per the records of the attendance.

Mr. Sunil Agrawal, chaired the proceedings of the Meeting and after ascertaining the quorum is present, called the meeting in order.

The Chairman gave an overview of the financial performance of the Company for the financial year ended 31st March, 2014.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company extended the e-voting facility to the Members of the Company in respect of business to be transacted at the Annual General Meeting. The e-voting commenced at 9.00 a.m. on 19th July, 2014 and ended at 6.00 p.m. on 21st July, 2014. Mr. B. K. Sharma, Company Secretary in Practice, Partner of JAKS & Associates, appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

He further informed the Members that the Company has arranged for a poll on all the 23 resolutions to be passed at the Meeting. Thereafter, all the 23 resolutions were proposed and seconded. The Chairman appointed Mr. B. K. Sharma, Company Secretary in Practice, Partner of JAKS & Associates, as the Scrutinizer for the poll process.

Thereafter, the Chairman ordered for a poll to be taken at the meeting by ballot.

After the poll process, on the invitation of the Chairman, several members raised queries with respect to the Company's financials and business, which were replied by the Chairman.

E-69, EPIP, Sitapura, Jaipur-302022, India • Phone: 91-141-2770648 FAX: 91-141-2770510

Regd. Office : K-6B, Fateh Tiba, Adarsh Nagar, Jaipur - 302004
Email : vgl@vaibhavglobal.com • Website : www.vaibhavglobal.com





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The Company Secretary with the permission of Chair, announced the combined result of e-voting and poll.

The following resolutions passed by the Members:

Ordinary Business:

1. To receive, consider and adopt the audited financial statements of the Company for the year ended 31st March, 2014 together with the Reports of the Board of Directors and Auditors thereon. (Ordinary Resolution)
2. To consider and approve the payment of Interim Dividend of ₹ 289.67 lacs on 44,00,000 1% Non-Convertible Redeemable Cumulative Preference shares of ₹ 100/- each declared and paid during the financial year ended 31st March, 2014. (Ordinary Resolution)
3. To appoint a Director in place of Mrs. Sheela Agarwal (holding DIN : 00178548) who retires by rotation at this Annual General Meeting and being eligible, offers herself for re-appointment. (Ordinary Resolution)
4. To re-appoint Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of next Annual General Meeting (AGM) and to fix their remuneration. (Ordinary Resolution)

Special Business:

5. Appointment of Mr. Pulak Chandan Prasad as a Director. (Ordinary Resolution)
6. Appointment of Mr. Vikram Kaushik as an Independent Director. (Ordinary Resolution)
7. Appointment of Mr. Mahendra Kumar Doogar as an Independent Director. (Ordinary Resolution)
8. Appointment of Mr. Peter Duncan Whitford as an Independent Director. (Ordinary Resolution)
9. Appointment of Mr. Mitha Lal Mehta as an Independent Director. (Ordinary Resolution)
10. Appointment of Mr. Surendra Singh Bhandari as an Independent Director. (Ordinary Resolution)
11. Payment of Remuneration to Mr. Vikram Kaushik, Independent Director. (Special Resolution)
12. Payment of Remuneration to Mr. Mahendra Kumar Doogar, Independent Director. (Special Resolution)

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13. Payment of Remuneration to Mr. Peter Duncan Whitford, Independent Director. (Special Resolution)
14. Payment of Remuneration to Mr. Mitha Lal Mehta, Independent Director. (Special Resolution)
15. Payment of Remuneration to Mr. Surendra Singh Bhandari, Independent Director. (Special Resolution)
16. Appointment of Mr. Sunil Agrawal as Chairman and Managing Director of the Company and approval of remuneration. (Special Resolution)
17. Change in the Articles of Association of the Company. (Special Resolution)
18. Approval of Vaibhav Global Employee Stock Option Scheme – 2014 (VGL-ESOS) 2014. (Special Resolution)
19. Approval for issue of shares to the eligible employees of subsidiaries of the Company under VGL –ESOS 2014. (Special Resolution)
20. Approval for creating new Stock Options under existing VGL ESOP (As Amended) - 2006. (Special Resolution)
21. Approval for enhancing the exercise period under existing VGL ESOP (As Amended) -2006. (Special Resolution)
22. Approval of funding to Vaibhav Global Employee Stock Option Welfare Trust. (Special Resolution)
23. Approval for borrowing power in terms of Section 180(1)(c) of the Companies Act, 2013. (Special Resolution)

Thanking You.

For Vaibhav Global Limited

Company Secretary



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