



VAIBHAV GLOBAL LIMITED

Ref: VGL/CS/2016/113

Date: 31st August, 2016

**National Stock Exchange of
India Limited (NSE)**
Exchange Plaza,
Bandra Kurla Complex
Bandra, Mumbai-400051

BSE Limited
Phiroze jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001

Scrip Code: VAIBHAVGBL; 532156

Sub: Postal Ballot Notice and Form

Dear Sir / Madam,

We wish to inform you that pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company has completed the electronic transmission and physical dispatch of the Postal Ballot Notice and Postal Ballot form on Tuesday, 30th August, 2016 to the Members for seeking their consent on the resolutions as set out in the Postal Ballot Notice dated 28th July, 2016.

The Board of Directors appointed Mr. B.K. Sharma, Practising Company Secretary as Scrutinizer for conducting the Postal Ballot and e-voting process in fair and transparent manner.

The Company has engaged the services of Karvy Computershare Private Limited for providing e-voting facility to all the Members of the Company. The e-voting facility will be available during the period as given below:

Commencement of E-Voting	End of E-voting
Wednesday, 31 st August, 2016 at 10.00 a.m.	Thursday, 29 th September, 2016 at 5.00 p.m.

Duly completed Postal Ballot Form should reach the Scrutinizer not later than 05.00 p.m. on Thursday, 29th September, 2016.

The result of Postal Ballot will be declared on Friday, 30th September, 2016 at 12.00 p.m. at the registered office of the Company. The same will also be displayed at the Company's website i.e. www.vaibhavglobal.com and Karvy's website i.e. <https://evoting.karvy.com>



E-69, EPIP, Sitapura, Jaipur-302022, Rajasthan, India • Tel.: 91-141-2771948/49, Fax : 91-141-2770510

Regd. Office : K-6B, Fateh Tiba, Adarsh Nagar, Jaipur-302004, Rajasthan, India • Tel.: 91-141-2601020, Fax : 91-141-2605077
CIN : L36911RJ1989PLC004945 • E-mail : investor_relations@vaibhavglobal.com • Website : www.vaibhavglobal.com


immediately after the results are declared by the Company and disclosed to the Stock Exchanges.

Further, we are enclosing a copy of Postal Ballot Notice, for your information and record.

Thanking you.

Yours truly,

For Vaibhav Global Limited

Brahm Prakash

Company Secretary & Compliance Officer



VAIBHAV GLOBAL LIMITED

Registered Office: K-6B, FatehTiba, 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 Pursuant to Section 110 of the Companies Act, 2013

Dear Members,

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the “Companies Act”) read with the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, that the resolutions appended are proposed to be passed as Special Resolutions by way of postal ballot / e-voting. An 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 a postal ballot form for your consideration.

The Board of Directors of the Company has appointed Mr. B.K. Sharma, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by physical postal ballot are requested to read the instructions carefully, printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope (postage will be borne and paid by the Company) so as to reach the Scrutinizer on or before the close of working hours i.e. 5:00 P.M. on Thursday, 29th September, 2016 failing which it will be considered that no reply has been received from the Member.

The Scrutinizer will submit his report to the Chairman or Company Secretary, after the completion of scrutiny of the postal ballots (including e-voting). The results will be declared by the Chairman or any Director or Company Secretary of the Company, at 12:00 P.M. on Friday, 30th September, 2016 at the registered office and will also be displayed on the websites of the Company i.e. www.vaibhavglobal.com, and Registrar and Share Transfer Agent i.e. <https://evoting.karvy.com> besides being communicated to the Stock Exchanges.

Resolution:

1. Approval for creating new Stock Options under VGL ESOP (As Amended) – 2006

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 and rules made there under, the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 (“SEBI Regulations”) and other rules, regulations, circulars and guidelines of any statutory / regulatory authority (ies) that are or may become applicable including any statutory modifications, amendments or re-enactments thereof (collectively referred herein as the “Applicable Laws”) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall include the Nomination, Remuneration and Compensation Committee), the approval and consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot at any time additional 5,00,000 (Five Lac only) Stock Options convertible into 5,00,000 (Five Lac only) Equity Shares of Rs. 10/- each, to the benefit of such person(s) who are in permanent employment of the Company, whether working in India or out of India including directors (other than promoters or promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company) in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the applicable laws.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to issue and allot Equity shares upon exercise of Stock Options from time to time in accordance with the “VGL ESOP (As Amended) - 2006” (hereinafter referred to as “ESOP Scheme”) and such Equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company.”

“**RESOLVED FURTHER THAT** the Equity Shares may be allotted directly to such eligible employees / directors in accordance with the Scheme framed in that behalf through a trust in any permissible manner and that the Scheme may also envisage providing any financial assistance to the trust to enable the employees / trust to subscribe to the Securities of the Company offered under “ESOP Scheme”.

“**RESOLVED FURTHER THAT** in case the Equity Shares of the Company are either sub-divided or consolidated, the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the securities, allotted under ESOP Scheme, on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Regulations with the concerned Stock Exchanges and other applicable guidelines, rules and regulations.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may at its absolute discretion, deem necessary or desirable for such purpose and on behalf of the Company, to settle any question, difficulty or doubt that may arise in regard to such issue or offer, allocation, allotment and utilization of the proceeds and to make modifications, changes, variations, alterations or revisions in ESOP Scheme as it may deem fit, from time to time in its sole and absolute discretion in conformity with the provisions of the Companies Act, 2013, SEBI Regulations, the Memorandum and Articles of Association of the Company and other Applicable Laws including any modifications, amendments and re-enactments thereof, without requiring the Board to secure any further approval(s) of the Members of the Company to the end and intent that they

shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board in connection with the above and all incidental & ancillary things done are hereby specifically approved and ratified."

2. Approval for granting Stock Options to the eligible employees of Subsidiaries under VGL ESOP (As Amended) – 2006

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Securities and Exchange Board of India (Share Based Employee Benefit) Regulations, 2014 (hereinafter referred to as "SEBI Regulations"), Foreign Exchange Management Regulations and other rules, regulations, circulars and guidelines of any statutory / regulatory authority(ies) that are or may become applicable including any statutory modifications, amendments or re-enactments thereof and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall include the Nomination, Remuneration and Compensation Committee), the approval and consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot at any time to or to the benefit of such person(s) who are in permanent employment of the Subsidiary Companies, whether working in India or out of India including directors of the subsidiaries (other than promoters or promoter group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), out of the additional 5,00,000 (Five Lac only) Stock Options convertible into 5,00,000 (Five Lacs only) Equity Shares of Rs. 10/- each in one or more tranches, and on such terms and conditions as may be fixed or determined by the Board in accordance with the applicable laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot Equity shares upon exercise of Stock Options from time to time in accordance with the "VGL ESOP (As Amended) - 2006" (hereinafter referred to as "ESOP Scheme") and such Equity shares shall rank pari passu in all respects with the existing Equity Shares of the Company."

"RESOLVED FURTHER THAT the Equity Shares may be allotted directly to such eligible employees / directors or in accordance with the Scheme framed in that behalf through a trust in any permissible manner and that the Scheme may also envisage providing any financial assistance to the trust to enable the employees / trust to subscribe to the Securities of the Company offered under "ESOP Scheme".

"RESOLVED FURTHER THAT in case the Equity Shares of the Company are either sub-divided or consolidated, the number of shares to be allotted and the price of acquisition payable by the Option Grantees under the scheme shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs. 10/- per Equity Share bears to the revised face value of the Equity Shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities, allotted under ESOP Scheme, on the Stock Exchanges, where the securities of the Company are listed as per the provisions of the Listing Regulations with the concerned Stock Exchanges and other applicable guidelines, rules and regulations and all actions taken by the Board in connection with the above and all incidental & ancillary things done are hereby specifically approved and ratified."

**By Order of the Board of Directors
For Vaibhav Global Limited**

**Date : 28th July, 2016
Place: Jaipur**

**Sd/-
Brahm Prakash
Company Secretary**

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Sections 2(65) and 110 of the Companies Act, 2013 setting out material facts and reasons for the proposed Special Resolutions is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members whose name appear 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 August, 2016. 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 the said date.
3. The Postal Ballot Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agent (in case of physical shareholding). For Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a self-addressed Business Reply Envelope (postage will be borne and paid by the Company).
4. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically on the resolutions through e-voting service facility arranged by Karvy Computershare Private Limited and business may be transacted through such voting. E-voting instructions are being enclosed separately.
5. The Members can opt for only one mode of voting, i.e., either by physical ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
6. The Resolutions 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.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an email to evoting@karvy.com.
8. A Member cannot exercise his vote by proxy on postal ballot.

9. The resolutions would be deemed to have been passed on Thursday, 29th September, 2016, if passed by requisite majority.

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

Item No. 1 & 2 :

In terms of the provisions of Section 62(1)(b) of the Companies Act, 2013 where at any time, a Company having share capital proposes to increase its subscribed capital by issue of further shares, such shares shall be offered, subject to Special Resolution passed by the Shareholders of the Company. Since, it is proposed to offer, issue and allot the shares under VGL ESOP (As Amended) -2006 (“the Scheme”) to the eligible employees of the Company and Subsidiaries, hence, it is necessary to pass a Special Resolution in terms of Section 62(1)(b) of the Companies Act, 2013 and regulation 6 of SEBI (Share Based Employee Benefit) Regulations, 2014 (“SEBI Regulations”).

Pursuant to Regulation 6 of SEBI Regulations, 2014 and requirements specified by the SEBI vide circular no. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015, the key details of theVGL ESOP (As Amended)-2006 are set out below:

1. The brief description of the Scheme :

The Scheme was originally formulated by the Board of Directors (“the Board”) of the Company at its meeting held on 31stOctober 2006 which was further amended by the Board from time to time pursuant to the approval of Shareholders and the same is administrated by the Nomination, Remuneration and Compensation Committee (“the Committee”). The purpose of the Scheme is to attract and retain the talented employees and provide additional incentives.

2. Total number of Stock Options to be granted:

At present, the maximum aggregate number of Stock Options to be granted under the Scheme is 18,08,655 (Eighteen Lac Eight Thousand Six Hundred Fifty Five only). It is proposed to increase the number by additional 5,00,000 (Five Lac) Stock Options and consequently, the total number of Stock Options to be granted under the Scheme will be increased to 23,08,655 (Twenty Three Lac Eight Thousand Six Hundred and Fifty Five only) Stock Options convertible into 23,08,655 (Twenty Three Lac Eight Thousand Six Hundred and Fifty Five only) Equity Shares.

3. Identification of classes of employees entitled to participate and beneficiaries in the Scheme:

All employees, as defined by the SEBI Regulations, of the Company and Subsidiary Companies whether working in India or abroad, would be entitled to participate in ESOP Scheme, subject to fulfilment of eligibility criteria as may be specified in SEBI Regulations and / or as may be determined by the Committee from time to time.

4. Requirement of vesting and period of vesting:

The Stock Options would vest not earlier than one year from the date of grant. The options granted under the Scheme will vest as under:

Year	% of Options Granted
On completion of One year from the date of grant of options	20%
On completion of Two year from the date of grant of options	30%
On completion of Three year from the date of grant of options	50%
Total	100%

5. Maximum period within which the options shall be vested :

All Stock Options granted under the Scheme will vest in three years from the date of grant.

6. Exercise Price/Pricing Formula:

The exercise price means the market price which would be the latest available closing price of the shares on the Stock Exchange, which records the highest trading volume of the Company’s equity shares on the date prior to the date of meeting of the Committee / the Board at which the options are granted.

7. Exercise Period and the process of Exercise:

The Exercise Period means the period of seven years from the date of vesting of Stock Options. The Stock Options will be exercisable by the Employees through written or electronic application to Trust / Company in order to exercise the vested Stock Options and on payment of exercise price, if applicable.

8. Appraisal Process for determining the eligibility of the employees for the Scheme:

The appraisal process for determining the eligibility of the employees will be determined by the Committee having considered the criteria such as role, designation, length of service with the Company, performance, future potential of the employees and/or such other factors as the Committee shall deem relevant for accomplishing the Scheme.

9. Maximum number of Stock Options to be issued per employee and in aggregate:

The maximum number of Stock Options that can be granted to an eligible employee under the Scheme will not be equal to or exceed 1% of the issued capital of the Company at the time of grant of Stock Options. Also, the total number of Stock Options to be granted shall not exceed 23,08,655 (Twenty Three Lac Eight Thousand Six Hundred and Fifty Five only) Stock Options convertible into 23,08,655 (Twenty Three Lac Eight Thousand Six Hundred and Fifty Five only) Equity Shares.

10. Maximum quantum of benefits to be provided per employee under the Scheme:

The maximum quantum of benefits to be provided per employee under the Scheme will not be equal to or exceed 1% of the issued capital of the Company at the time of grant of Stock Options.

11. Whether the Scheme is to be implemented and administrated directly by the Company or Trust:

The Company has set up a Trust for the implementation and administration of the Scheme.

12. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by trust or both:

The scheme involves new issue of shares by the Company.

13. Amount of Loan to be provided for implementation of the Scheme by the Company to Trust, its tenure, utilization, repayment terms, etc:

The Company provides loan to the trust of such amount as may be required by the Trust from time to time for implementation of the Scheme. The Amount of loan is utilized for payment of Share Application money for subscription of shares and the same is repaid on availability of the funds with Trust.

14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme :

NIL

15. A statement to the effect that the Company shall confirm to the accounting policies specified in Regulation 15 :

The Company shall comply with the accounting policies prescribed in the requirements of guidance note on accounting for employee share-based payments ("Guidance Note") or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

16. The method which the Company shall use to value its options:

The Company shall use the Intrinsic Value Method for valuation of Stock Options. Accordingly, the difference between the employee compensation cost so computed and the cost that shall have been recognized if it had used the Fair Value, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors' Report.

None of the Directors, Key Managerial Personnel, Promoters or their relatives are concerned or interested in the resolution except to the extent of Stock Options that can be granted or to the extent of their shareholding as members.

The Board of Directors recommends the resolutions stated in item no. 1 & 2 for the approval of the members as Special Resolutions.

**By Order of the Board of Directors
For Vaibhav Global Limited**

**Date : 28th July, 2016
Place: Jaipur**

**Sd/-
Brahm Prakash
Company Secretary**



VAIBHAV GLOBAL LIMITED

Registered Office: K-6B, FatehTiba, 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 FORM

Serial No.

1. Name and Registered Address of sole / first Joint Shareholder :

2. Name(s) of the Joint Shareholder holder(s) if any :

3. Registered Folio No./DP ID No.*/Client ID No.* :
(*applicable to shareholders holding shares in dematerialized form)

4. Number of Shares held :

I / We hereby exercise my/our vote in respect of the Special Resolutions to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 28th July, 2016, by sending my/our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate boxes below:

Resolution No.	Description	No. of Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Approval for creating new Stock Options under VGL ESOP (As Amended) – 2006			
2.	Approval for granting Stock Options to the eligible employees of Subsidiaries under VGL ESOP (As Amended) – 2006			

Place :

Date :

Signature of the Shareholder

In this regard, please find below USER ID and Password for voting through electronic means:-

EVEN (E-Voting Event Number)	User ID	Password

Note: Members are requested to read the instructions carefully printed overleaf before exercising your vote.

Instructions

1. A member desirous of exercising his/her vote by Postal Ballot may complete this Postal Ballot Form duly signed and send it to the Scrutinizer on the self – addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, Postal Ballot, if deposited in person or sent by courier/registered post at the expenses of the member shall also be accepted.
2. The self-addressed Business Reply Envelope bears the name of the Scrutinizer.
3. Unsigned, incomplete or incorrectly ticked Postal Ballot Form(s) will be rejected. The Postal Ballot shall not be exercised by a proxy.
4. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
5. Duly completed Postal Ballot form should reach the Scrutinizer not later than the close of working hours (i.e. upto 05:00 P.M.) on **Thursday, 29th September, 2016**. All the Postal Ballot Forms received after this date will be strictly treated as if reply from such Member has not been received.
6. In case of shares held by companies, trusts, societies etc. the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/Authorization together with the specimen signature(s) of the duly authorized signatory(ies).
7. Voting rights shall be reckoned on the paid – up value of Shares registered in the name of the Member on **Friday, 19th August, 2016**. A person who is not a member as on cut-off date should treat this notice for information purpose only.
8. Members are requested not to send any other paper along with the Postal Ballot Form as all such letters will be sent to Scrutinizer and any extraneous paper found with such letter will be destroyed by the Scrutinizer.
9. There will be one Postal Ballot Form for every Folio/Client ID, irrespective of the number of joint – holders.
10. A member need not exercise all the vote(s) or need not to cast all the vote(s) in the same way.
11. Members are requested to fill the Postal Ballot Form in indelible ink and not by any erasable writing mode.

The instructions and other information relating to e-voting are as under:

1. A. In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participant(s)]
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e., **User ID and password** as mentioned in email). Your Folio No./ DP ID-Client ID will be your User ID. However, if you are already registered with Karvy 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 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, Members can login any number of times till they have voted on all 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. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at EmailId: bksharma162@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format “**Vaibhav Global Limited – Postal Ballot**”. The documents should reach the scrutinizer on or before **Thursday, 29th September, 2016 at 05.00 p.m.**
- B. In case of Members receiving physical copy of Postal Ballot Notice through permitted mode [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:
 - i) **User ID and Initial password** as provided along with Postal Ballot Form.
 - ii) Please follow all steps from Sr. No. (i) to (xii) as mentioned in (A) above, to cast your vote.
2. The e-voting period will commence on **Wednesday, 31st August, 2016 at 10.00 A.M. and ends on Thursday, 29th September, 2016 at 05.00 P.M.** During this period, the Members of the Company holding shares in physical form or in dematerialized form, as on the cut-off date, being **Friday, 19th August, 2016**, 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.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy website) or contact **Mrs. C. Shobha Anand, Contact No. 040-67162222**, e-mail Id: evoting@karvy.com at [Unit: **Vaibhav Global Limited**] **Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500 032, Telangana, India.**
4. 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 amended, as on cut-off date, being **Friday, 19th August, 2016**.
5. The Board of Directors has appointed **Mr. B.K. Sharma, Practicing Company Secretary, as a Scrutinizer** to scrutinize the e-voting process in a fair and transparent manner.