

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FOURTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VIBRANT GLOBAL CAPITAL LIMITED WILL BE HELD ON MONDAY, 30TH SEPTEMBER, 2019 AT 11.30 A.M. AT CANTO RESTAURANT & BANQUET, CLUB HOUSE, LEVEL P5, PENINSULA BUSINESS PARK, SENAPATI BAPAT MARG, LOWER PAREL, MUMBAI - 400 013, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt both Standalone and Consolidated Audited Financial Statements of the Company for year ended on 31st March 2019, Reports of the Board of Directors and Auditors thereon.
2. To appoint **Mr. Vinod Garg** (DIN: 00152665), as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment;
3. To authorize Audit Committee/ Board of Directors, from time to time to fix remuneration of Statutory Auditors;

SPECIAL BUSINESS

4. To re-appoint **Mr. Vaibhav Garg** (DIN: 02643884), as a Whole-Time Director of the Company;

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

“**RESOLVED THAT** pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company, subject to approval of the Central Government and such other consents and permission as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for the re-appointment of Mr. Vaibhav Garg (DIN: 02643884) as Whole Time Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of 5 (Five) years from 1st October, 2019 to 30th September, 2024 and payment of remuneration of 2.5% of the Net profits calculated in accordance with Section 198 of the Act for relevant financial year, subject to minimum remuneration of INR 12,00,000.00 (Indian Rupees Twelve Lakhs) per annum and maximum remuneration of INR 84,00,000.00 (Indian Rupees Eighty-Four Lakhs) per annum, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Vaibhav Garg;

RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorised to take such steps and do all other acts, deeds and things as may be necessary or desirable to give effect to this resolution.”

By Order of the Board of Directors

Sd/-
Jalpesh Darji
Company Secretary

4th September, 2019
Mumbai

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND, ON A POLL, TO VOTE ON HIS BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before Friday, 27th September, 2019, 11.30 a.m. IST). A proxy form for the AGM is enclosed.
3. Corporate members intending to send their authorised representatives to attend the Annual General Meeting ("AGM") are requested to send a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the AGM.
4. The business set out in the Notice will be transacted through remote electronic voting (e-voting) system and the Company is providing facility for voting by remote electronic means. Instructions and other information relating to remote e-voting are given in the Notice.

Members attending the AGM, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM through ballot papers.
5. The Register of Members and Share Transfer Books of the Company will be closed from Wednesday, 25th September, 2019 to Monday, 30th September, 2019 (both days inclusive).
6. All the documents referred to in the Notice and Explanatory Statement will be available for inspection by the Members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days upto the date of the AGM with prior notice of 2 days in advance.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
8. Members/ proxies/ authorized representatives are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report at the AGM.
9. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote.
10. Members holding shares in electronic (dematerialised) form are advised to send the requests for change of address, bank particulars, bank mandate, residential status or requests for transmission of shares etc. to their Depository Participants. The Company or its Registrars cannot act on any such requests received directly from the members holding shares in electronic form.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company at least 7 days before the AGM to enable the Company to keep the information ready at the AGM.

12. Brief resume of Directors seeking appointment/ re-Appointment, including nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership /chairmanship of Board Committees, as stipulated under 36(3) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 is attached as Annexure to this Notice.
13. The Notice of the AGM along with the Annual Report for FY 2018-19, is being sent by electronic mode to those Members whose email addresses are registered with the Company/ Depository Participants unless any Member has requested for a physical copy of the same. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. To support the 'Green Initiative', the Members who have not registered their email addresses, are requested to register the same with their Depository Participants. Members holding shares in physical mode are requested to register their email addresses with the Registrar & Transfer Agent of the Company.
14. Members may note that Annual Report for FY 2018-19 and Notice of the 24th AGM is also available on the Company's website www.vibrantglobalgroup.com for download. Physical copy is also available both at the Company's Registered Office for inspection during normal business hours on all working days (except Saturdays) upto the date of the AGM. Even after registering for e-communication, members are entitled to receive such documents in physical form, upon making a request for the same, by post free of cost.
15. Monday, 23th September, 2019 has been fixed as 'Cut-off Date' for determining Shareholders entitled to facility of voting by remote e-voting as well as by ballot at said AGM following Regulation 44 of the SEBI LODR, 2015.
16. Map for 24th AGM is given at the end of this Annual Report.
17. The instructions for remote e-voting are as under:
 - (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Log on to the e-voting website www.evotingindia.com
 - (iii) Click on Shareholders / Members
 - (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
 - (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (Under provisions of Regulation 36(3) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015)

Name of the Director	Mr. Vinod Garg (DIN 00152665)	Mr. Vaibhav Garg (DIN 02643884)
Age	63 years	32 years
Date of Appointment on the Board	Appointed as Director w.e.f. May 1, 2012. Appointed as Managing Director effective from March 1, 2018 to February 23, 2023.	Joined as Director w.e.f. May 16, 2011; Appointed as Whole Time Director & Chief Financial Officer effective from July 1, 2014; On 30 th September, 2015, he was re-appointed as Whole-time Director.
Brief Resume and nature of expertise in functional areas	<p>Mr. Vinod Garg is Chartered Accountant by qualification, who carries with him experience spanning nearly 30 years wherein he has held various positions in Ispat Industries Limited.</p> <p>Mr. Vinod Garg has been actively involved in the business of the Company and has played a key role in the growth of Company with his inputs in strategic planning and business development. His functional responsibility in our Company involves handling the overall business affairs of our Company including devising investment strategies.</p> <p>Mr. Vinod Garg is Promoter of Vibrant Global Capital Limited.</p>	<p>Mr. Vaibhav Garg is Bachelor of Science in Business from Indiana University, USA where he majored in Finance and Supply Chain Management. He has done his summer internship at Arcelor Mittal at their Raw Material Procurement division. Currently, he is managing finance, strategy, risk management and strategic sourcing for the group. He is also looking after the all new business developments of the Group. He has been instrumental in investing funds for the Company successfully and across a wide basket of industries.</p> <p>Mr. Vaibhav Garg is Promoter of Vibrant Global Capital Limited.</p>
<p>a) Names of other listed entities in which they are holding the directorships</p> <p>b) membership of Committees of the Board</p>	<p>a) None</p> <p>b) 1 (One)</p>	<p>a) None</p> <p>b) None</p>
Number of shares held in the Company	36,74,090 (As on date of the Notice)	33,50,360 (As on date of the Notice)
Relationship with Other Directors	Mr. Vinod Garg is father of Mr. Vaibhav Garg, Whole Time Director and Chief Financial Officer of the Company.	Mr. Vaibhav Garg is son of Mr. Vinod Garg, who is Managing Director of the Company

**ANNEXURE TO THE NOTICE Explanatory Statement
[Pursuant to Section 102(2) of the Companies Act, 2013]**

Item No. 4: To re-appoint **Mr. Vaibhav Garg** (DIN: 02643884), as a Whole-Time Director of the Company

Mr. Vaibhav Garg (DIN 02643884), 32 years, is the Whole-time Director and Chief Financial Officer of the Company. He is Bachelor of Science in Business from Indiana University, USA where he majored in Finance and Supply Chain Management. While doing his bachelors from Indiana University, he has done his summer internship at Arcelor Mittal at their Raw Material Procurement division. Currently, he is managing finance, strategy, risk management and strategic sourcing for the group. He is also looking after the all new business developments of the Group. He has been instrumental in investing funds for the Company successfully and across a wide basket of industries.

Mr. Vaibhav Garg joined Vibrant Global Capital Limited as Director on May 16, 2011. On July 1, 2014, he was appointed as Whole Time Director and Chief Finance Officer of the Company without any remuneration and on the 20th AGM of the shareholders held on 30th September 2015, he was appointed as Whole-time Director and his remuneration was approved.

The present proposal is to seek the Shareholders' approval for the re-appointment of Mr. Vaibhav Garg as the Whole Time Director in terms of the applicable provisions of the Companies Act, 2013. The Board of Directors of the Company (the 'Board'), at its meeting held on 4th September, 2019 has, subject to the approval of the Shareholders and on the basis of recommendation of Nomination and Remuneration committee have re-appointed Mr. Vaibhav Garg for a further period of 5 years effective from 1st October, 2019. The payment of remuneration has already been approved by the Nomination & Remuneration Committee in its meeting held on 4th September 2019 & subsequently by the Board of Directors in its Board Meeting held on the same date.

The Board recommends the Resolution as mentioned in Notice for your approval.

Expect Mr. Vaibhav Garg and Mr. Vinod Garg, none of the other Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No 4.

A brief profile of Mr. Vaibhav Garg is given below:

The other Information as required under Section II of Part II of Schedule V of the Companies Act, 2013 is given below:

A. General Information					
1	Nature of industry	Financial Services Industry (in Lakhs)			
2	Financial performance based on given indicators (Rs. In Lacs)		FY 2018-19	FY 2017-18	FY 2016-17
		Total Revenue	INR 2,829.51	INR 848.50	INR 1,926.04
		Profit After Tax	INR 358.26	INR 48.77	INR 204.10
3	Foreign investments or collaborations, if any.	The Company does not have any collaboration. The Company has not made any Foreign Investment but there is Foreign Direct Investment by a Non-Resident Indian amounting to 2.36% of paid up capital of the Company.			
B. Information about the Whole-time Director					
1	Past remuneration	12,00,000.00 p.a.			

2	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to the Mr. Vaibhav Garg has been benchmarked with the remuneration being drawn by similar positions in Financial Service Industry and has been considered by the Nomination & Remuneration Committee of the Company at their meeting held on 4 th September, 2019.
3	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Vaibhav Garg is promoter of the Company and he is also a Member of Vinod Vaibhav Garg HUF, who is part of Promoter Group of the Company. Mr. Vinod Garg, father of Mr. Vaibhav Garg is Chairman and Managing Director of the Company. Apart from this, Mr. Vaibhav Garg has no pecuniary relationship directly or indirectly with the Company except to the extent of his Remuneration and Shareholdings in the Company.
C. Other information:		
1	Reasons of loss or inadequate profits	The performance of the Company in the last two financial years is good but not upto the mark as expected by the management. FY 2018-19 witnessed a surge in indices led by key constituents of the Nifty although the broader market including the midcap segment failed to show the kind of buoyancy displayed by the index. Mid 2018 witnessed considerable weakness in inflows into debt mutual funds. The year also saw considerable stress in certain Housing Finance Companies and other reputed corporate groups.
2	Steps taken or proposed to be taken for improvement	The Company will remains committed to generating superior returns for its stakeholders. Vibrant Global Capital Limited would continue to invest in the companies with potential growth in long term and innovative business models.
3	Expected increase in productivity and profits in measurable terms.	With financial acumen and experience of Mr. Vaibhav Garg in spears of Finance Industry, Vibrant Global Capital Limited is expected to further grow at more profitable level, in standalone and at consolidated basis.

Section II of Schedule V of Act specifies the limits of remuneration, which can be paid to the managerial personnel of the Company in case of inadequacy or absence of profits based on effective capital. The limit can be doubled with special resolution of passed at the General Meeting. Hence the Special Resolution is proposed to double the limit.

Map for the AGM Venue
Landmark: Opposite Urmi Estate



