

Vibrant Global Capital Ltd.

11th August, 2021



To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001,
Maharashtra, India

Ref: Vibrant Global Capital Limited (Script Code: 538732, Script Id: VGCL)

Sub: Intimation under Regulation 30 read with Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Scheme of Arrangement for Amalgamation of wholly-owned unlisted subsidiary namely, Vibrant Global Infraproject Private Limited with the Company and their respective Shareholders and Creditors ("Scheme")

Respected Madam/ Sir,

With reference to the above cited subject, we would like to inform you that the Board of Directors at its meeting held today i.e. 11th August, 2021 have considered and approved the Scheme of Arrangement for Amalgamation of wholly-owned unlisted subsidiary namely, Vibrant Global Infraproject Private Limited ("Transferor Company") with Vibrant Global Capital Limited ("Transferee Company") under the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Scheme").

As the Transferor Company is a wholly-owned subsidiary of the Company, hence the company is neither required to comply with the requirements laid under SEBI circular no. CFD/DIL3/CIR/2017/21 dated March 10, 2017 nor required to obtain No objection letter from the BSE Limited before filing of the Scheme with the Hon'ble National Company Law Tribunal (NCLT).

The Scheme will be filed with the BSE Limited as per the applicable provisions of Regulation 37 of LODR read with the SEBI Master Circular.

The detailed disclosure as required under Regulation 30 of the Listing Regulations, 2015 read with SEBI Circular CIR/CFD/CMD/4/2015 dated September 09, 2015 is enclosed as Annexure I.

This is for your information and necessary records.

For Vibrant Global Capital Limited

Jalpesh Darji
Company Secretary and Compliance Officer
Encl: As above



Registered Office :

Unit No 202, Tower-A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India.

Tel : +91 22 4173 1000 Fax : +91 22 4173 1010

Email : support@vibrantglobalgroup.com www.vibrantglobalgroup.com

CIN : L65900MH1995PLC093924

Annexure I

| Sr. No. | Particulars | Details | | | | | | | | | | | | | | | | | | |
|--------------------------|------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------|---------------------------------------------|--------------------------------|--------------|----------|----------|--------------------------|--------|----------|-----------------------|--------|----------|------------------------|----------|----------|--------------|----------|----------|
| 1. | Name of the entities forming part of the amalgamation /merger, details in brief such as, size, turnover etc. | <p>Name of Entities:</p> <p>Vibrant Global Infraproject Private Limited (Transferor Company) and Vibrant Global Capital Limited (Transferee Company).</p> <p>Details as on 31st March, 2021:</p> <p style="text-align: right;">Amount in Lakhs</p> <table> <tr> <th>Particulars</th><th>Vibrant Global Infraproject Private Limited</th><th>Vibrant Global Capital Limited</th></tr> <tr> <td>Total Income</td><td>1,106.44</td><td>2,313.79</td></tr> <tr> <td>Authorised Share Capital</td><td>200.00</td><td>2,525.00</td></tr> <tr> <td>Paid-up Share Capital</td><td>181.00</td><td>2,290.74</td></tr> <tr> <td>Net Profits Before Tax</td><td>1,089.52</td><td>2,050.79</td></tr> <tr> <td>Total Assets</td><td>1,676.97</td><td>6,275.37</td></tr> </table> | Particulars | Vibrant Global Infraproject Private Limited | Vibrant Global Capital Limited | Total Income | 1,106.44 | 2,313.79 | Authorised Share Capital | 200.00 | 2,525.00 | Paid-up Share Capital | 181.00 | 2,290.74 | Net Profits Before Tax | 1,089.52 | 2,050.79 | Total Assets | 1,676.97 | 6,275.37 |
| Particulars | Vibrant Global Infraproject Private Limited | Vibrant Global Capital Limited | | | | | | | | | | | | | | | | | | |
| Total Income | 1,106.44 | 2,313.79 | | | | | | | | | | | | | | | | | | |
| Authorised Share Capital | 200.00 | 2,525.00 | | | | | | | | | | | | | | | | | | |
| Paid-up Share Capital | 181.00 | 2,290.74 | | | | | | | | | | | | | | | | | | |
| Net Profits Before Tax | 1,089.52 | 2,050.79 | | | | | | | | | | | | | | | | | | |
| Total Assets | 1,676.97 | 6,275.37 | | | | | | | | | | | | | | | | | | |
| 2. | Whether the transaction would fall within related party transactions? If yes, whether the same is done at arm's length | <p>The Transferor Company is wholly owned subsidiary of the Transferee Company and as such the said companies are related party to each other.</p> <p>However, the Ministry of Corporate Affairs has clarified vide its General Circular No. 30/ 2014 dated 17th th July, 2014 that transactions arising out of Compromise, Arrangements and Amalgamations dealt with under specific provisions of the Companies Act, 2013, will not fall within the purview of related party transaction in terms of Section 188 of the Companies Act, 2013. Consequently, the Scheme would not be a related party transaction under Section 188 of the Act.</p> <p>Further, pursuant to Regulation 23(5) of SEBI LODR Regulations, the related party provisions are not applicable to the proposed Scheme.</p> | | | | | | | | | | | | | | | | | | |
| 3. | Areas of business of entities | <p>Vibrant Global Infraproject Private Limited has primary business of development and construction of infrastructure projects.</p> <p>Vibrant Global Capital Limited is a NBFC which has been in existence for more than two and a half decades. It is registered with the RBI as a NBFC without accepting public deposits under section 45 IA of the RBI Act, 1934 and has been in the business of providing short term and long-term loans and advances, investing in equity products for a substantial long time.</p> | | | | | | | | | | | | | | | | | | |

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|----|-----------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4. | Rationale for amalgamation/ merger | <p>The transferee Company is holding the entire stake in the Transferor Company. The amalgamation of Transferor Company with Transferee Company would inter-alia have the following benefits:</p> <ol style="list-style-type: none"> 1. The amalgamation will enable the Transferee Company to consolidate the businesses and lead to synergies in operation and create a stronger financial base. 2. It would be advantageous to combine the activities and operations of both companies into a single Company for synergistic linkages and the benefit of combined financial resources. This will be reflected in the profitability of the Transferee Company. 3. This Scheme of amalgamation would result into consolidation of business of the Transferor Company and the Transferee Company in one entity, all the shareholders of Transferee Company will be benefited by result of the amalgamation of Business and availability of a common operating platform. 4. The Amalgamation of the Transferor Company with the Transferee Company will also provide an opportunity to leverage combined assets and build a stronger sustainable business. Specifically, the amalgamation will enable optimal utilization of existing resources and provide an opportunity to fully leverage strong assets, capabilities, experience, expertise and infrastructure of both the companies. 5. The Scheme of amalgamation will result in cost saving for both the companies as they are capitalizing on each other's core competency and resources which is expected to result in stability of operations, cost savings and higher profitability levels for the Transferee Company. 6. The Transferor Company is a wholly owned subsidiary of the Transferee Company. The shareholders of Transferee company would consolidate their holdings and leverage the share value consequent to higher profitability. |
| 5. | In case of cash consideration - amount or otherwise | <p>Since the proposed Amalgamation is between the wholly-owned subsidiary and Holding company, no consideration, whether cash or otherwise is required to</p> |

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Vibrant Global Capital Ltd.



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|----|-------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| | share exchange ratio | be paid. |
| 6. | Details of change in shareholding pattern | Since, there will be no fresh issue of shares by the Holding company, its shareholding pattern would not undergo any change on account of the proposed Amalgamation. |

For Vibrant Global Capital Limited

Jalpesh Darji
Company Secretary and Compliance Officer
Encl: As above



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