

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF VIBRANT GLOBAL CAPITAL LIMITED WILL BE HELD ON THURSDAY, SEPTEMBER 29, 2016 AT 11.30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 202-TOWER A, PENINSULA BUSINESS PARK, SENAPATI BAPAT MARG, LOWER PAREL, MUMBAI – 400 013, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To consider and adopt:
 - (a) The Audited Financial Statements of the Company for the Financial year ended March 31, 2016, alongwith the reports of the Board of Directors and Auditors thereon;
and;
 - (b) The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, alongwith the report of Auditors thereon;
2. To appoint **Mr. Vaibhav Garg** (DIN 02643884), as a Director of the Company, who retires by rotation and being eligible, offers himself for re-appointment;
3. Re-Appointment of Statutory Auditors;

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and in consideration of recommendation of Audit Committee of the Board of Directors, M/s. Gupta Sarda & Bagdia, Chartered Accountants, Nagpur, Maharashtra, bearing Registration Number: 103447W, who were re-appointed as Statutory Auditors of the Company at 20th Annual General Meeting held on 30 September, 2015, to hold office from conclusion of 20th Annual General Meeting until conclusion of 22nd Annual General Meeting, be and is hereby ratified and confirmed from the conclusion 21st Annual General Meeting till conclusion of 22nd Annual General Meeting and that the Board of Directors be and is hereby authorized to fix their remuneration for Financial Year 2016-17, as may be determined by the Audit Committee in consultation with the Statutory Auditors.”

SPECIAL BUSINESS

4. Appointment of **Mr. Harsh Mehadia** as Non Executive Independent Director of the Company;

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Harsh Mehadia (DIN: 06966249)**, who was re-appointed by the Board of Directors as an Additional Director on September 1, 2016 for second term effective from September 10, 2016 and who has submitted a declaration of satisfying criteria of Independence, as required under Section 149(6) of the Act and in respect of whom a notice has been received from a Member proposing his candidature for the office of Director under Section 160(1) of the Act, be and is hereby re-appointed as Non Executive Independent Director for 5 (Five) Years effective from September 10, 2016, whose office shall not be liable to determination by retirement of Directors by rotation.”

5. Appointment of **Mr. Anand Khetan** as Non Executive Independent Director of the Company;

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mr. Anand Khetan (DIN: 07302683)**, who was appointed by the Board of Directors as an Additional Director on November 2, 2015 and who has submitted a declaration of satisfying criteria of Independence, as required under Section 149(6) of the Act and in respect of whom a notice has been received from a Member proposing his candidature for the office of Director under Section 160(1) of the Act, be and is hereby appointed as Non Executive Independent Director for 2 (Two) Years effective from November 2, 2015, whose office shall not be liable to determination by retirement of Directors by rotation.”

6. Appointment of **Mrs. Khushboo Pasari** as Non Executive Independent Director of the Company;

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mrs. Khushboo Pasari (DIN: 07587383)**, who was appointed by the Board of Directors as an Additional Directors on August 22, 2016 and who has submitted a declaration of satisfying criteria of Independence, as required under Section 149(6) of the Act and in respect of whom a notice has been received from a Member proposing her candidature for the office of Director under Section 160(1) of the Act, be and is hereby appointed as Non Executive Independent Director for 5 (Five) Years effective from August 22, 2016, whose office shall not be liable to determination by retirement of Directors by rotation.”

By Order of the **Board of Directors**

Jalpesh Darji
Company Secretary

September 1, 2016
Mumbai

Vibrant Global Capital Limited

CIN: U65900MH1995PLC093924

Registered Office: 202-Tower A, Peninsula Business Park,

Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Maharashtra, India

Tel: +91-22-41731000 Fax: +91-22-41731010

<http://vibrantglobalgroup.com/>

e-Mail: investor@vibrantglobalgroup.com

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. Corporate members intending to send their authorised representatives to attend the Annual General Meeting ("AGM") are requested to send a certified copy of the appropriate resolution/ authority, as applicable, authorizing their representatives to attend and vote on their behalf at the AGM.
3. The Register of Members and Share Transfer Books of the Company will be closed from Tuesday, September 27, 2016 to Thursday, September 29, 2016 (both days inclusive).
4. 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. and 1.00 p.m. on all working days upto the date of the AGM.
5. Members are requested to bring their duly filled Attendance Slip alongwith the copy of the Annual Report at the AGM.
6. 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.
7. 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.
8. Pursuant to the requirement of Corporate Governance Code under the BSE SME Listing Agreement, the information about the Directors proposed to be appointed/ re-appointed at the AGM is given in the Annexure to this Notice.
9. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company atleast 7 days before the AGM to enable the Company to keep the information ready at the AGM.
10. Brief resume of Director 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 clause 52 of the BSE SME Listing Agreement is attached to this Notice.
11. A statement pursuant to section 102(1) relating to special business to be transacted at meeting is annexed thereto

The Notice of the AGM along with the Annual Report for FY 2015-16 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Harsh Mehadia is Associate Member of Institute of Chartered Accountants of India (ICAI) and partner of Dugad Chordia & Associates, a Chartered Accountant firm in Nagpur since December, 2012. He has vast experience in the area of finance and audit and undertaken various audit assignments in the field of Infrastructure, Power, Steel Educational, Special Economic Zone, PSU' s, Logistics and Software.

Mr. Harsh Mehadia was associated with the Company for 2 Years from September 10, 2014 as an Independent Director. The Board considers that his association would be of immense benefit to the Company in the field of Audit, Finance and Operations and hence it is desirable to appoint Mr. Harsh Mehadia as an Independent Director.

The Company has received a notice under Section 160 of the Companies Act, 2013, along with requisite deposit from a Member of the Company signifying his intention to propose Mr. Harsh Mehadia for being re-appointed as Independent Director of the Company.

Mr. Harsh Mehadia is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director.

In the opinion of the Board, Mr. Harsh Mehadia fulfills the conditions specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Management of the Company. Copy of draft letter for appointment of Mr. Harsh Mehadia setting out the terms and conditions would be available for inspection without any fees by the Members at the Registered Office of the Company during normal business hours on any working day excluding Saturday.

The Board recommends the resolution at Item No. 4 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Harsh Mehadia, the appointee, is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Item No. 5

Mr. Anand Khetan is Bachelor of Commerce from Nagpur University and Chartered Accountant by profession. He is All India 10th Rank Holder in C.A. PEE-I examination and stood 1st at Western India Regional Council level. As an Non executive Independent Director of our Company with an experience of more than 8 years and corporate insightfulness, he contributes professional competency to our Company.

Mr. Anand Khetan was appointed as Additional Director (Independent) by the Board on November 2, 2015 and the Board considers that his association would be of immense benefit to the Company in the field of Taxation and Finance and hence it is desirable to appoint Mr. Anand Khetan as an Independent Director.

The Company has received a notice under Section 160 of the Companies Act, 2013, along with requisite deposit from a Member of the Company signifying his intention to propose Mr. Anand Khetan for being appointed as Independent Director of the Company.

Mr. Anand Khetan is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director.

In the opinion of the Board, Mr. Anand Khetan fulfills the conditions specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Management of the

Company. Copy of draft letter for appointment of Mr. Anand Khetan setting out the terms and conditions would be available for inspection without any fees by the Members at the Registered Office of the Company during normal business hours on any working day excluding Saturday.

The Board recommends the resolution at Item No. 5 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. Anand Khetan, the appointee, is concerned or interested in the Resolution at Item No. 5 of the accompanying Notice.

Item No. 6

Mrs. Khushboo Pasari is Bachelor of Commerce from Nagpur University and Company Secretary by profession. She also holds Masters' degree in Business Administration (MBA). She possesses vast experience of 10 years in Company Law, SEBI and Capital Market, Litigation as well as corporate restructuring. She is currently working with Solar Industries India Limited (Listed Company with BSE and NSE) as a Company Secretary & Compliance Officer.

Mrs. Khushboo Pasari was appointed as Additional Director (Independent) by the Board on August 22, 2016 and the Board considers that her association would be of immense benefit to the Company in sphere of Regulatory Compliances and hence it is desirable to appoint Mrs. Khushboo Pasari as an Independent Director.

The Company has received a notice under Section 160 of the Companies Act, 2013, along with requisite deposit from a Member of the Company signifying his intention to propose Mrs. Khushboo Pasari for being appointed as Independent Director of the Company.

Mrs. Khushboo Pasari is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director.

In the opinion of the Board, Mrs. Khushboo Pasari fulfills the conditions specified in Section 149(6) of the Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Management of the Company. Copy of draft letter for appointment of Mrs. Khushboo Pasari setting out the terms and conditions would be available for inspection without any fees by the Members at the Registered Office of the Company during normal business hours on any working day excluding Saturday.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Khushboo Pasari as an Independent Director.

The Board recommends the resolution at Item No. 6 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mrs. Khushboo Pasari, the appointee, is concerned or interested in the Resolution at Item No. 6 of the accompanying Notice.

ANNEXURE TO THE NOTICE

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

| Name of the Director and DIN | Mr. Vaibhav Garg (DIN 02643884) | Mr. Harsh Mehadia (DIN 06966249) | Mr. Anand Khetan (DIN 07302683) | Mr. Khushboo Pasari (DIN 07587383) |
|--|---|---|--|--|
| Age | 29 Years | 28 Years | 32 Years | 31 Years |
| Date of Appointment on the Board | Appointed as Director w.e.f. May 16, 2011. Appointed as Chief Financial Officer effective from July 1, 2014 | Appointed as Independent Director w.e.f. September 10, 2014 for 2 (Two) Years and whose term is to expire on September 9, 2016. Mr. Mehadia was re-appointed as Independent Director by the Board for another term of Five years on September 1, 2016 effective from September 10, 2016. | Appointed by the Board as Independent Director w.e.f. November 2, 2015 for 2 (Two) Years. | Appointed by the Board as Independent Director w.e.f. August 22, 2016 for 5 (Five) Years. |
| Brief Resume and nature of expertise in functional areas | Mr. Vaibhav Garg is the Whole-time Director and Chief Financial Officer of the Company. He is Bachelors 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 | Mr. Harsh Mehadia is Associate Member of Institute of Chartered Accountants of India (ICAI) and partner of Dugad Chordia & Associates, a Chartered Accountant firm in Nagpur since December, 2012. He has more than 3 years of experience in the area of finance and audit and undertaken various audit assignments in the field of Infrastructure, Power, Steel Educational, | Mr. Anand Khetan has more than 8 years of professional expertise in providing consultancy and litigation services on various indirect taxes matters to multinational clients. Mr. Anand Khetan currently serves as Head-Indirect Tax practice for Roedl & Partner with responsibility of Mumbai, Delhi, Bangalore, Chennai and Pune offices. Prior to Roedl & Partner, Mr. Khetan was associated with Ernst and Young (E&Y), Pune, | Mrs. Khushboo Pasari possesses vast experience of 10 years in Company Law, SEBI and Capital Market, Litigation as well as corporate restructuring. She is currently working with Solar Industries India Limited (Listed Company with BSE and NSE) as a Company Secretary & Compliance Officer. Mr. Khushboo Pasari serves as Non Executive Independent Director on the Board of |

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|---|---|--|---|---------------------------------|
| | <p>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 With financial acumen and experience of Mr. Vaibhav Garg in spears of Finance Industry, Vibrant Global Capital Limited is expected to further grow at profitable level, in standalone and at consolidated basis.</p> <p>Mr. Vaibhav Garg is Promoter of Vibrant Global Capital Limited.</p> | <p>Special Economic Zone, PSU's, Logistics and software.</p> <p>Mr. Harsh Mehadia serves as Non Executive Independent Director on the Board of Vibrant Global Capital Limited.</p> | <p>for providing consultancy to various multinational clients/ groups on various indirect taxes matters.</p> <p>Mr. Anand Khetan serves as Non Executive Independent Director on the Board of Vibrant Global Capital Limited.</p> | Vibrant Global Capital Limited. |
| Directorships held in other public Companies [excluding foreign and private Companies] | Vibrant Global Trading Private Limited | <ol style="list-style-type: none"> 1. Vibrant Global Trading Private Limited 2. Vibrant Global Infraproject Private Limited | Vibrant Global Trading Private Limited | NIL |
| Memberships/ Chairmanships of Committees of other Public Companies | NIL | 1 (One) | 1 (One) | NIL |
| Number of shares held in the Company | 33,50,360 (As on date of the Notice) | NIL | NIL | NIL |
| Relationship with Other Directors | Mr. Vaibhav Garg is son of Mr. Vinod Garg, Managing Director of the Company. | None | None | None |

Map for the AGM Venue

Landmark: Opposite Urmi Estate





VIBRANT GLOBAL CAPITAL LIMITED

**Registered Office: 202-Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013, Maharashtra, India**

TWENTY FIRST ANNUAL GENERAL MEETING

Thursday, September 29, 2016

ATTENDANCE SLIP

I/We hereby record my/ our presence at the Twenty First Annual General Meeting of the Company held on Thursday, September 29, 2016 at 11.30 a.m. at the Registered Office of the Company situated at Unit No. 202, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Maharashtra, India and at any adjournment thereof.

Member's/Proxy's Name

Member's/ Proxy's Signature

Folio/DPID & Client ID No.

Note: Please sign the Attendance Slip and hand it over at the entrance of the Meeting.



VIBRANT GLOBAL CAPITAL LIMITED

**Registered Office: 202-Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013, Maharashtra, India**

FORM OF PROXY

I/We _____ of _____
in the District of _____ being a Member(s) of Vibrant Global Capital Limited,
hereby appoint _____ of _____ in the District
of _____ or failing him/her _____ of _____ in the District
of _____ as my/ our Proxy to attend and vote for me/ us and on my/ our behalf at the Twentieth Annual General Meeting of the
Company held on Thursday, September 29, 2016 at 11.30 a.m. at the Registered Office of the Company situated at Unit No. 202,
Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Maharashtra, India at any adjournment(s) thereof.

Dated this _____ day of _____ 2016

| For Office Use only | |
|-----------------------------|----------------|
| Proxy No.: | No. of Shares: |
| Folio/DPID & Client ID No.: | |

Affix 15 Paise
Revenue Stamp

Notes:

1. The Proxy Form should be signed by the Member(s) across the Revenue Stamp as per specimen signature(s) registered with Company/Depository Participant.
2. The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the Meeting.
3. A Proxy need not be a member.