

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTIETH ANNUAL GENERAL MEETING OF THE MEMBERS OF VIBRANT GLOBAL CAPITAL LIMITED WILL BE HELD ON WEDNESDAY, SEPTEMBER 30, 2015 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, 2015 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, 2015 alongwith the report of 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. Re-Appointment of Statutory Auditors;

To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time M/s. Gupta Sarada & Bagdia, Chartered Accountants, Nagpur bearing Registration Number: 103447W, be and are hereby re-appointed as the Statutory Auditors of the Company for two years to hold office from the conclusion of this Annual General Meeting until the Annual General Meeting of the Company for Financial Year 2016-17, at such remuneration and out-of-pocket expenses, as may be decided by the Audit Committee/ Board of Directors of the Company in consultation with Statutory Auditors.”

### SPECIAL BUSINESS

4. Fixing Remuneration of Mr. Vinod Garg, Managing Director of the Company

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 provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and rules made thereunder, as amended or re-enacted from time to time, read with Section II of Schedule V to the Act, the Company hereby approves remuneration of Mr. Vinod Garg (DIN 00152665), as the Managing Director of the Company with effect from April 1, 2015 upto a period of his tenure as Managing Director of the Company, of 5% of the Net profits calculated in accordance with Section 198 of the Act for relevant financial year, subject to minimum remuneration of ₹ 36,00,000.00 (Rupees Thirty Six Lacs) per annum and maximum remuneration of ₹ 84,00,000.00 (Rupees Eighty Four Lacs) 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. Vinod Garg;

**RESOLVED FURTHER THAT** the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

5. Fixing Remuneration of Mr. Vaibhav Garg, Whole Time Director and Chief Financial Officer of the Company

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 provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013, (“Act”) and rules made thereunder, as amended or re-enacted from time to time, read with Section II of Schedule V to the Act, the Company hereby approves remuneration of Mr. Vaibhav Garg (DIN 02643884), as Whole Time Director and Chief Financial Officer of the Company for a period of 3 (Three) years with effect from April 1, 2015, 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 ₹ 12,00,000.00 (Rupees Twelve Lacs) per annum and maximum remuneration of ₹ 84,00,000.00 (Rupees Eighty Four Lacs) 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** the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution.”

By Order of the **Board of Directors**

**Jalpesh Darji**  
**Company Secretary**  
September 5, 2015  
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](mailto: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 Monday, September 28, 2015 to Wednesday, September 30, 2015 (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.

The Notice of the AGM along with the Annual Report for FY 2014-15 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. Vinod Garg, Chartered Accountant by qualification, is the Chairman and Managing Director of the Company who carries with him experience spanning nearly 30 years wherein he has held various positions in Ispat Industries Limited. He was on the Board of Directors of Ispat Industries Limited for over a decade and last served the Company as Executive Director-Commercial. He was responsible for entire supply chain functions at Ispat Industries Limited including purchase of all raw materials and consumables and sales and marketing of all products of the Company.

In the leadership of Mr. Vinod Garg, Vibrant Global Capital Limited made its big move in the revenue in FY 2014-15, wherein the Company clocked Revenue of ₹ 3,143.50 Lacs and Profit After Tax of ₹ 304.90 Lacs. The Company also listed on SME platform of BSE Limited on October 21, 2014.

At our Company, he has been actively involved in the business and has played a key role in the growth of our 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.

Mr. Vinod Garg has been a member of various policy guiding bodies and associations such as CII, ASSOCHAM, FICCI, CORSMA, ISA.

Mr. Vinod Garg was inducted as Director on Board of Vibrant Global Capital Limited on May 1, 2012 and at the Extra-Ordinary General Meeting of the Company held on March 1, 2013, the Members had approved the Appointment of Mr. Vinod Garg as Managing Director for a period of 5 (five) years (from March 1, 2013 upto February 28, 2018) without any remuneration. Subsequently on April 1, 2014, Mr. Vinod Garg was designated as Key Managerial Personnel under provisions of Section 203 of Companies Act, 2013 ("Act").

Further, subject to approval of Members in this Annual General Meeting, the Board of Directors of the Company at their meeting held on September 5, 2015 approved Remuneration of 5% of Net Profits of the Company during relevant Financial year, subject to minimum remuneration of ₹ 36,00,000 and maximum remuneration of ₹ 84,00,000, as specified in under provisions of Schedule II and Schedule V of Act read with Section II of schedule V of the Act. Same has been approved by Remuneration Committee of the Board.

Mr. Vinod Garg is also drawing remuneration from Vibrant Global Salt Private Limited in capacity of Managing Director. However the remuneration from both the Companies is and/ or will be compliance of Schedule V of the Act.

A brief profile of Mr. Vinod 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:

<b>A. General Information</b>					
1	Nature of industry	Financial Services Industry			
2	Financial performance based on given indicators (₹ In Lacs)		<b>FY 2014-15</b>	<b>FY 2013-14</b>	<b>FY 2012-13</b>
		Total Revenue	3143.50	189.57	392.22
		Profit After Tax	304.9	(25.71)	(238.23)
3	Foreign investments or collaborations, if any.	<p>The Company does not have any collaboration.</p> <p>The Company has not made any Foreign Investment but there is Foreign Direct Investment by a Non Resident Indian amounting to 2.67% of paid up capital of the Company.</p>			
<b>B. Information about the Managing Director</b>					
1	Past remuneration	NIL			
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)	<p>The remuneration payable to the Mr. Vinod Garg has been benchmarked with the remuneration being drawn by similar positions in Financial Service Industry and has been considered by the Compensation/ Remuneration Committee of the Company at their meeting held on September 5, 2015.</p>			
3	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	<p>Mr. Vinod Garg is Promoter of the Company and he is also a Karta of Vinod Vaibhav Garg HUF, who is Promoter of the Company.</p> <p>Mr. Vaibhav Garg, son of Mr. Vinod Garg is whole time Director and Chief Financial Officer of the Company.</p> <p>Apart from this, Mr. Vinod Garg has no pecuniary relationship directly or indirectly with the Company except to the extent of his Remuneration and Shareholdings in the Company.</p>			
<b>C. Other information:</b>					
1	Reasons of loss or inadequate profits	<p>The performance of the Company in the last two financial years has been impacted due to slowdown in global and Indian economies. The situation has aggravated further due to short-term downtrend in the financial service industry.</p> <p>Vibrant Global Capital Limited, being Non Banking Finance Company (NBFC), has been affected by the same.</p>			
2	Steps taken or proposed to be taken for improvement	<p>The Company will remains committed to generating superior returns for its stakeholders. Vibrant Global Capital Limited would continue to drive growth through asset light business models and release cash by existing capital intensive business models.</p>			
3	Expected increase in productivity and profits in measurable terms.	<p>With foresight and years of experience of Mr. Vinod 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>			

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.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs except Mr. Vinod Garg and Mr. Vaibhav Garg is concerned or interested in the resolutions at Item No. 4 of the Notice

The Board commends the Resolution at Item No. 4 for approval by the Members.

#### Item No. 5

**Mr. Vaibhav Garg (DIN 02643884)**, 29 years, 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 business developments of the Group. He has been instrumental in investing funds for the Company successfully and across a wide basket of industries.

With expertise of Mr. Vaibhav Garg in Finance field, Vibrant Global Capital Limited able to trigger profitability in FY 2014-15, wherein the Company clocked Revenue of ₹ 3,143.50 Lacs and Profit After Tax of ₹ 304.90 Lacs.

Mr. Vaibhav Garg joined Vibrant Global Capital Limited 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.

Further, subject to approval of Members in this Annual General Meeting, the Board of Directors of the Company at their meeting held on September 5, 2015 approved Remuneration of 2.5% of Net Profits of the Company during relevant Financial year, subject to minimum remuneration of ₹ 12,00,000 and maximum remuneration of ₹ 84,00,000, as specified in under provisions of Schedule II and Schedule V of Act read with Section II of schedule V of the said Schedule. Same has been approved by Remuneration Committee of the Board.

Mr. Vaibhav Garg is also drawing remuneration from Vibrant Global Trading Private Limited in capacity of Whole Time Director. However the remuneration from both the Companies is and/ or will be compliance of Schedule V of the Act.

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			
2	Financial performance based on given indicators (₹ In Lacs)		<b>FY 2014-15</b>	<b>FY 2013-14</b>	<b>FY 2012-13</b>
		Total Revenue	3143.50	189.57	392.22
		Profit After Tax	304.9	(25.71)	(238.23)
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 2.67% of paid up capital of the Company.			

<b>B. Information about the Managing Director</b>		
1	Past remuneration	Nil
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 Compensation/ Remuneration Committee of the Company at their meeting held on September 5, 2015.
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 Promoter 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.
<b>C. Other information:</b>		
1	Reasons of loss or inadequate profits	The performance of the Company in the last two financial years has been impacted due to slowdown in global and Indian economies. The situation has aggravated further due to short-term downtrend in the financial service industry.  Vibrant Global Capital Limited, being Non Banking Finance Company (NBFC), has been affected by the same.
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 drive growth through asset light business models and release cash by existing capital intensive 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 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.

None of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMPs except Mr. Vaibhav Garg and Mr. Vaibhav Garg is concerned or interested in the resolutions at Item No. 5 of the Notice

The Board commends the Resolution at Item No. 5 for approval by the Members.

**ANNEXURE TO THE NOTICE**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING (Pursuant to Clause 52 of BSE SME Listing Agreement)**

**A. Profile of Mr. Vinod Garg**

<b>Name of the Director</b>	Mr. Vinod Garg (DIN 00152665)
<b>Age</b>	59 years
<b>Date of Appointment on the Board</b>	Appointed as Director w.e.f. May 1, 2012. Appointed as Managing Director effective from March 1, 2013 for the term of 5 years (From March 1, 2013 upto February 28, 2018)
<b>Brief Resume and nature of expertise in functional areas</b>	<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. He was on the Board of Directors of Ispat Industries Limited for over a decade and last served the Company as Executive Director-Commercial. He was responsible for entire supply chain functions at Ispat Industries Limited including purchase of all raw materials and consumables and sales and marketing of all products of the Company.</p> <p>Mr. Vinod Garg has been actively involved in the business 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>
<b>Directorships held in other public Companies [excluding foreign and private Companies]</b>	<ol style="list-style-type: none"> <li>Vibrant Global Trading Private Limited</li> <li>Paramshakti Steels Limited</li> </ol>
<b>Memberships / Chairmanships of Committees of other Public Companies</b>	2 (Two)
<b>Number of shares held in the Company</b>	12,20,190 (As on date of the Notice)
<b>Relationship with Other Directors</b>	Mr. Vinod Garg is father of Mr. Vaibhav Garg, Whole Time Director and Chief Financial Officer of the Company.

By Order of the **Board of Directors**

**Jalpesh Darji**  
**Company Secretary**  
 September 5, 2015  
 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

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e-Mail: [investor@vibrantglobalgroup.com](mailto:investor@vibrantglobalgroup.com)





VIBRANT GLOBAL CAPITAL LIMITED

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

TWENTIETH ANNUAL GENERAL MEETING

Wednesday, September 30, 2015

ATTENDANCE SLIP

I/We hereby record my/our presence at the Twentieth Annual General Meeting of the Company held on Wednesday, September 30, 2015 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 Wednesday, September 30, 2015 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 \_\_\_\_\_ 2015

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

Affix 15 Paise Revenue Stamp

Notes:

- The Proxy Form should be signed by the Member(s) across the Revenue Stamp as per specimen signature(s) registered with Company/Depository Participant.
- 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.
- A Proxy need not be a member.