



VIBRANT GLOBAL CAPITAL LIMITED

(CIN: L65900MH1995PLC093924)

Registered Office: Unit No. 202, Tower –A, Peninsula Business Park, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013, Maharashtra, India

Tel No.: 022-4173100; **e-mail:** investor@vibrantglobalgroup.com

Website: www.vibrantglobalgroup.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Rule 22 of the Companies (Management and Administration Rules, 2014)]

To

All Members,

Vibrant Global Capital Limited

Notice is hereby given that pursuant to the provisions of Section 110 of Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Companies Act, 2013, if any, (including any statutory modification, amendment or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below be passed by the Members through Postal Ballot and e-Voting.

Accordingly, draft Resolution & explanatory statement setting out the material facts & reasons thereof in respect of the proposed resolution in terms of Section 110 read with Section 102 of the Companies Act, 2013 is annexed herewith for your consideration.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the postal ballot form and return the same duly completed in the enclosed self-addressed postage prepaid envelope. Postal Ballot Form(s), if sent by courier or by registered post/ speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed postage prepaid envelope. The duly completed postal ballot form(s) should reach to the office of Scrutinizer not later than 5.00 p.m. on October 20, 2017, to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

As required under the provisions of Section 108 read with the Rule 20 of the Companies (Management & Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-Voting facility to its Members to exercise their votes by electronic voting system. Furthermore, the company has engaged the services of CDSL (Central Depository Services (India) Limited) to provide e-Voting facility. The instructions for e-Voting are annexed to this notice.

Mr. Roshan Harde, Practicing Company Secretary, of M/s. H. Roshan & Associates, Practicing Company Secretaries, having office at Business Plaza, Ground Floor, 6, Farm Land, Central Bazar Road, Near Lokmat Square, Nagpur – 440 010, Maharashtra, India, has been appointed as a Scrutinizer at the meeting of Board of Directors of the Company, who is in the opinion of the Board can conduct the Postal ballot voting as well as e-Voting process in a fair & transparent manner.

The Scrutinizer shall, after the receipt of assent or dissent of the Members in writing or by electronic means on or before October 20, 2017, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before October 24, 2017 to the Company. The Results shall be announced by the Chairman of the Company on Tuesday, October 24, 2017 at 4.30 p.m. at Company's Registered Office situated at Unit



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

The Resolution, if approved, will be taken as passed effectively on the date of declaration of Results i.e. October 24, 2017 & it will be communicated to the BSE Limited, Depository, Registrar and Share Transfer Agent and will also be displayed on the Company's website: www.vibrantglobalgroup.com

The Notice, alongwith Postal Ballot Form, has also been placed on the Company's website www.vibrantglobalgroup.com for perusal of Members.

SPECIAL BUSINESS:

Item No. 1 – Migration of the Company from SME Platform of BSE Limited to Main Board of BSE Limited.

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

"RESOLVED THAT pursuant to Chapter XB of SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009, SEBI Circular dated May 18, 2010, Circular issued by BSE Limited dated November 26, 2012, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force), consent of the Members be and is hereby accorded to migrate the Company, currently listed on SME Platform of BSE Limited to Main Board of BSE Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2009 and other applicable regulations notified by SEBI, as amended from time to time, to give effect to the above said resolution;

RESOLVED FURTHER THAT the Board of Directors and Company Secretary of the Company be and are hereby authorised jointly and severally to deal with any Government or Semi-Government authorities or any other concerned intermediaries, including but not limited to BSE Limited, SEBI, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company's present listing from SME Platform of BSE Limited to the Main Board of BSE Limited;

"RESOLVED FURTHER THAT Directors of the Company be and are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution, on behalf of the Company."

**By the Order of Board of Directors
For Vibrant Global Capital Limited**

**Sd/-
Vaibhav Garg
Whole Time Director-cum-
Chief Financial Officer**
Place: Mumbai
Date: September 11, 2017

Registered Office:
Unit No. 202, Tower-A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel, Mumbai,
Maharashtra 400013
CIN: L65900MH1995PLC093924
Website: www.vibrantglobalgroup.com
E-mail: investor@vibrantglobalgroup.com
Tel. No. 022-41731000



Notes:

1. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 stating in respect of the aforesaid item set out in the Notice is annexed hereto.
2. The Company has appointed Mr. Roshan Harde, Practicing Company Secretary, of M/s. H. Roshan & Associates, Practicing Company Secretaries having office at Business Plaza, Ground Floor, 6, Farm Land, Central Bazar Road, Near Lokmat Square, Nagpur – 440 010, Maharashtra, India for conducting the postal ballot process and e-Voting process, in a fair and transparent manner.
3. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on September 8, 2017 (*being cut-off date for determining the Members to whom the Notice shall be dispatched*).
4. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants and in case of Members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
5. Resolution 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.
6. 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 Form will be treated as invalid.
7. Members who have received Postal Ballot notice by email and who wish to vote through physical Postal Ballot Form or in case a Member is desirous of obtaining a duplicate Postal Ballot Form, he or she may send an e-mail to jalpesh@vibrantglobalgroup.com. The Registrar and Transfer Agents / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.
8. A Member cannot exercise his vote by proxy on postal ballot.
9. A person whose name is recorded in the Register of Members/ Register of Beneficial Owners maintained by the Depositories as on the cut-off date of September 8, 2017 only shall be entitled to avail the facility of e-Voting as well as voting through Postal Ballot. A person who is not a Member as on cut-off date should accordingly treat the Postal Ballot Notice for information purpose only.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed with the Assent (for) or Dissent (against), in the enclosed self-addressed postage prepaid envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 5:00 p.m.) on October 20 2017. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the Members will also be accepted. If any postal ballot is received after 5:00 p.m. on October 20, 2017, it will be considered that no reply from the Member has been received.
11. In compliance with Sections 108 and Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-Voting service facility arranged by CDSL. The instructions for



electronic voting are given in this Notice. E-Voting will commence on September 20, 2017 at 9:00 A.M. and will end on October 20, 2017 at 5:00 p.m. E-Voting shall not be allowed beyond the said time and date.

12. The Scrutinizer shall after the receipt of assent or dissent of the Members in writing or by electronic means on or before October 20, 2017, shall, after the completion of his Scrutiny, submit his report to the Chairman of the Company on or before October 24, 2017. The Results shall be announced by the Chairman of the Company on Tuesday, October 24, 2017 at 4.30 p.m. at Company's Registered Office situated at Unit No. 202, Tower –A Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai – 400 013, Maharashtra, India. The date of results of postal ballot will be taken to be date of passing the resolution.

VOTING THROUGH ELECTRONIC MEANS

The Company has made arrangements with Central Depository Services (India) Limited ('CDSL') for facilitating e-Voting for Postal Ballot process. The instructions to Members for voting electronically are as under:

- 1) The voting period (including e-Voting) begins on September 20, 2017 at 09.00 a.m. and ends on October 20, 2017 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 8, 2017 may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- 2) The Members should log on to the e-Voting website www.evotingindia.com.
- 3) Click on "Members" tab.
- 4) 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.
- 5) Next enter the Image Verification as displayed and Click on Login.
- 6) 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.
- 7) 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 Members as well as physical Members)</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 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details or Date	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.



of Birth (DOB)	<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 (v)
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- 8) After entering these details appropriately, click on “SUBMIT” tab.
- 9) Members holding shares in physical form will then directly reach 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.
- 10) For Members holding shares in physical form, the details can be used only for e-Voting on the resolutions contained in this Notice.
- 11) Click on the EVSN for the relevant <Vibrant Global Capital Limited>on which you choose to vote.
- 12) 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.
- 13) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 14) 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.
- 15) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 16) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 17) If a Demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 18) Note for Non–Individual Members and Custodians:
 - ❖ Non-Individual Members (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.



In case of Members receiving the physical copy of the Notice of Postal Ballot (for Members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy):

- A. Please follow all steps from Sr. no. (1) to (17)
- B. 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 or jalpesh@vibrantglobalgroup.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

ITEM NO 1:

As per Circular issued by SEBI dated May 18, 2010 read with Chapter XB of SEBI (Issue of Capital & Disclosure Requirements) Regulation, 2009, the Company listed on SME Platform of BSE Limited with post issue face value capital of more than Indian Rupees Ten Crores but up to Indian Rupees Twenty Five Crores can migrate from SME Platform of BSE Limited to Main Board of BSE Limited, subject to the approval of its Member in such manner as prescribed.

Our Company is currently listed on SME Platform of BSE Limited with post issue face value capital of INR 22,90,73,800 (Indian Rupees Twenty-Two Crores Ninety Lakhs Seventy-Three Thousand and Eight Hundred). Our Company was listed on SME Platform of BSE Limited on October 21, 2014. As per the requirement of BSE Limited Circular dated November 26, 2012, the Company complies the requirement of Equity Share capital of more than INR 10,00,00,000 (Indian Rupees Ten Crores) & continued listing of 2 years on SME Platform of BSE Limited for migration purpose. The Board of Directors are of the view that Migration to Main Board will act as a catalyst in the growth and expansion of the Company and will also help the Members of the Company to enjoy sufficient returns on their investments. Hence, the Board of Directors of the Company at their meeting held on September 11, 2017 decided to migrate from SME Platform of BSE Limited.

In view of above, you are requested to grant your consent to above said special resolution as set out herein in the postal ballot notice of the Company.

None of the Directors and Key Managerial Personnel (including relatives of directors or key managerial personnel) of the Company is concerned or interested, financially or otherwise, in this resolution except to the extent of their shareholding in the Company.

**By the Order of Board of Directors
For Vibrant Global Capital Limited**

Sd/-
Vaibhav Garg
**Whole Time Director-cum-
Chief Financial Officer**
Place: Mumbai
Date: September 11, 2017

Registered Office:
Unit No. 202, Tower-A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel, Mumbai,
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CIN: L65900MH1995PLC093924
Website: www.vibrantglobalgroup.com
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Tel No.: 022-4173100; **e-mail:**investor@vibrantglobalgroup.com

Website: www.vibrantglobalgroup.com

POSTAL BALLOT FORM

Name(s) of the Member(s) [including joint-holder(s), if any]	
Registered Address of the sole/first named Member	
Registered Folio/ DP ID & Client ID	
Number of Equity Shares held	

I / We hereby exercise my / our vote(s) in respect of the following Special Resolution to be passed through Postal Ballot for the business stated in the Postal Ballot Notice of the Company by sending my / our assent / dissent to the said Resolutions by placing the tick mark (v) at the appropriate boxes below:

S.No.	Brief Particulars of the Resolution	No. of Shares held	FOR I / we assent to the Resolution	AGAINST I / we dissent to the Resolution
1	Migration of the Company from SME Platform of BSE Limited to Main Board of BSE Limited.			

.....
Signature of the Member/ Authorised representative

Place:

Date:



GENERAL INSTRUCTIONS

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed business reply envelope. However, envelopes containing Postal Ballot Form, if sent by courier or by registered post at the expense of the Member will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This Postal Ballot Form should be completed and signed by the Member as per the specimen signature registered with the Company or the Depository Participant. In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence, by the next named joint Member.
4. There will be only one Postal Ballot Form for every Folio/ Client ID irrespective of number of joint holders.
5. The votes should be casted either in favour or against by putting the tick (v) mark in the column provided for assent or dissent. Postal Ballot Form bearing tick marks in both the columns for the same shares will render the Postal Ballot Form invalid.
6. Unsigned, incorrectly signed or incomplete Postal Ballot Forms will be rejected.
7. Duly completed Postal Ballot forms should reach the Scrutinizer not later than 5:00 p.m. on the October 20, 2017. Postal Ballot forms received after this date will be treated as if the reply from the Member has not been received and the same will not considered for the purpose of Postal Ballot.
8. Voting rights shall be reckoned on the number of shares registered in the name of Members as on September 8, 2017.
9. Postal Ballot Forms signed in the representative capacity must be accompanied by the requisite certified true copy of Power of Attorney/ Resolution of Board of Directors of the Corporate Member being represented. If the same is/ are already registered with the Company, please quote the registration no. beneath the signature.
10. Members are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything on the Postal Ballot Form except giving their assent or dissent and putting their signature.
11. The Scrutinizer's decision on the validity of a postal ballot will be final.
12. The results of e-Voting & Postal Ballot forms shall be aggregated and declared by the Chairman on October 24, 2017.