

## NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF VIBRANT GLOBAL CAPITAL LIMITED WILL BE HELD ON WEDNESDAY, 30<sup>TH</sup> SEPTEMBER, 2020 AT 11.30 A.M. THROUGH VIDEO CONFERENCE (VC)/OTHER AUDIO-VISUAL MEANS (OVAM) TO TRANSACT FOLLWING BUSINESS:

### ORDINARY BUSINESS

1. To receive, consider and adopt both Standalone and Consolidated Audited Financial Statements of the Company for year ended on 31<sup>st</sup> March 2020, Reports of the Board of Directors and 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. To authorize Audit Committee/ Board of Directors, from time to time to fix remuneration of Statutory Auditors;

### SPECIAL BUSINESS

4. To appoint **Mr. Varun Vijaywargi** (DIN: 08641976), as a Non-Executive Independent Director of the Company;

To consider and if thought fit, to pass, with or without modification(s) 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. Varun Vijaywargi (DIN: 08641976), who was appointed by the Board of Directors as an Additional Director on 14<sup>th</sup> February, 2020, in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of a Director and who has submitted a declaration of satisfying criteria of Independence, as required under Section 149(6) of the Act, be and is hereby appointed as Non Executive Independent Director for 5 (Five) Years effective from 14<sup>th</sup> February 2020, whose office shall not be liable to determination by retirement of Directors by rotation.”

By Order of the **Board of Directors**

Sd/-  
**Jalpesh Darji**  
Company Secretary

5<sup>th</sup> September, 2020  
Mumbai

## NOTES:

1. In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5<sup>th</sup> May, 2020 in relation to “Clarification on holding of annual general meeting (AGM) through video conferencing (VC) or other audio visual means (OAVM)” read with General Circular No. 14/ 2020 dated 8<sup>th</sup> April, 2020 and the General Circular No. 17/ 2020 dated 13<sup>th</sup> April, 2020 in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19” (collectively referred to as “MCA Circulars”) and SEBI vide its circular dated 12<sup>th</sup> May, 2020 in relation to “Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, (“SEBI Listing Regulations”)-Covid-19 pandemic”. (“SEBI Circular”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC / OAVM on Wednesday, 30<sup>th</sup> September, 2020 at 11.30 a.m. (IST). The deemed venue for the 25<sup>th</sup> AGM will be the Registered Office of the Company.
2. **PURSUANT TO THE PROVISIONS OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/ HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING HELD PURSUANT TO THE MCA CIRCULARS THROUGH VC OR OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, IN TERMS OF THE MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND ROUTE MAP OF AGM ARE NOT ANNEXED TO THIS NOTICE.**
3. Corporate Members of the Company are encouraged to attend and vote at the 25<sup>th</sup> AGM through VC/OAVM facility. Corporate Members intending to appoint their authorized representatives pursuant to Sections 112 and 113 of the Act, as the case maybe, to attend the AGM through VC or OAVM or to vote through remote e-voting are requested to send a certified copy of the Board Resolution to the Company at [investor@vibrantglobalgroup.com](mailto:investor@vibrantglobalgroup.com).
4. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their questions on or before 3.00 p.m. Friday, 25<sup>th</sup> September, 2020, mentioning their name, demat account number/ folio number, email id, mobile number at [investor@vibrantglobalgroup.com](mailto:investor@vibrantglobalgroup.com) to enable the Company to reply suitably during the AGM. The Chairman will endeavour to respond to the same at the AGM. Queries received after this time and date may not be responded to, at the AGM. Further, the Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 4 of the Notice is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India, in respect of

Directors seeking appointment/re-appointment at this AGM are also annexed. Requisite declarations have been received from Director/s for seeking appointment/re-appointment.

7. The Members can join the AGM in the VC/OAVM mode 30 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The facility of participation at the AGM through VC/OAVM will be made available to the members.
8. In line with the MCA Circular dated 5<sup>th</sup> May, 2020 and SEBI Circular dated 12<sup>th</sup> May, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. The Notice convening the 25<sup>th</sup> AGM has been uploaded on the website of the Company at [www.vibrantglobalgroup.com](http://www.vibrantglobalgroup.com), and may also be accessed from the relevant section of the websites of the BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. The Register of Members and Share Transfer Books of the Company will be closed from Friday, 25<sup>th</sup> September, 2020 to Wednesday, 30<sup>th</sup> September, 2020 (both days inclusive).
10. During the 25<sup>th</sup> AGM, Members may access the electronic copy of Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, upon Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com>.

Members who wish to inspect the relevant documents referred to in the Notice can send an email to [investor@vibrantglobalgroup.com](mailto:investor@vibrantglobalgroup.com) upto date of this Meeting.

11. 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.
12. 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.
13. Wednesday, 23<sup>rd</sup> September, 2020 has been fixed as 'Cut-off Date' for determining Shareholders entitled to facility of voting by remote e-voting at said AGM following Regulation 44 of the SEBI LODR, 2015.
14. The instructions for remote e-voting are as under:

The remote e-voting period begins on Saturday, 26<sup>th</sup> September, at 09:00 A.M. and ends on Tuesday, 29<sup>th</sup> September, 2020 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.

**How do I vote electronically using NSDL e-Voting system?**

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

Details on Step 1 is mentioned below:

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you

retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.

d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.

4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

6. Upon confirmation, the message "Vote cast successfully" will be displayed.

7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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)**

<b>Name of the Director</b>	Mr. Vaibhav Garg (DIN 02643884)	Mr. Varun Vijaywargi (DIN: 08641976)
<b>Age</b>	33 years	39 years
<b>Date of Appointment on the Board</b>	Joined as Director w.e.f. May 16, 2011; Appointed as Whole Time Director & Chief Financial Officer effective from July 1, 2014; On 30 <sup>th</sup> September, 2015, he was re-appointed as Whole-time Director.	Was appointed as Additional Director designated as Non-executive Independent Director.
<b>Brief Resume and nature of expertise in functional areas</b>	<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>Mr. Varun Vijaywargi is Chartered Accountant by profession and is a fellow member of the ICAI since 2006.</p> <p>He has worked with Economic Laws Practice, Pune (till June 2014). In July 2014, Varun co-founded a multi-disciplinary chartered accountancy firm at Nagpur i.e. Vijaywargi Khabiya &amp; Saoji. Mr. Varun Vijaywargi primarily practices in GST, Customs and Foreign Trade Policy matters [including SEZs and EOUs].</p> <p>Mr. Varun Vijaywargi has been included by the Indirect Tax Committee of ICAI as one of the faculty members for delivering lectures on GST at programs, seminars, certificate courses, etc.</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) None</p>	<p>a) None</p> <p>b) None</p>
<b>Number of shares held in the Company</b>	33,50,360 (As on date of the Notice)	NIL
<b>Relationship with Other Directors</b>	Mr. Vaibhav Garg is son of Mr. Vinod Garg, who is Managing Director of the Company	None

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

**Item No. 4: To appoint Mr. Varun Vijaywargi (DIN: 08641976), as Non-Executive Independent Director of the Company**

At the Board Meeting of the Company held on 14<sup>th</sup> February, 2020, the Board had, based on the recommendations of the Nomination and Remuneration Committee, appointed Mr. Varun Vijaywargi (DIN: 08641976) as an Additional director of the Company with effect from 14<sup>th</sup> February, 2020 subject to the approval of the Members. Mr. Varun Vijaywargi was also appointed as a Non-Executive Independent Director of the Company, for a term of 5 consecutive years from 14<sup>th</sup> February, 2020, not liable to retire by rotation. In terms of Section 161(1) of the Act, Mr. Varun Vijaywargi, being an Additional Director, holds office upto the date of forthcoming AGM but is eligible for appointment as a Director. The Company has, in terms of Section 160(1) of the Act received in writing a notice from a Member, proposing his candidature for the office of Director.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. In the opinion of the Board, he fulfils the conditions specified in the Act and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.

Mr. Varun Vijaywargi is Chartered Accountant by profession and is a fellow member of the ICAI since 2006. He has worked with Economic Laws Practice, Pune (till June 2014). In July 2014, Varun co-founded a multi-disciplinary chartered accountancy firm at Nagpur i.e. Vijaywargi Khabiya & Saoji. Mr. Varun primarily practices in GST, Customs and Foreign Trade Policy matters [including SEZs and EOUs]. Varun has been included by the Indirect Tax Committee of ICAI as one of the faculty members for delivering lectures on GST at programs, seminars, certificate courses, etc. Mr. Varun Vijaywargi has been a speaker on Indirect tax related topics at various platforms and has contributed numerous articles in newspaper. Mr. Varun Vijaywargi was also actively involved in implementation of VAT and related consultation to companies present in Saudi / UAE which was introduced there with effect from January 1, 2018. Mr. Varun Vijaywargi is currently Joint Secretary at Vidarbha Economic Development Council wherein he was instrumental in drafting representation to the Finance Ministry seeking area bench of GST Appellate Tribunal at Nagpur.

The Board, based on the recommendation of Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience (including the proficiency), the association of Mr. Varun Vijaywargi would be beneficial to the Company and it is desirable to avail his services as an Independent Director.

The appointment of Mr. Varun Vijaywargi as a Non-Executive Independent Director is being placed before the Members at this AGM for approval. Members who wish to inspect the letter for appointment can send a request at [investor@vibrantglblobalgroup.com](mailto:investor@vibrantglblobalgroup.com).

Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 4 of the accompanying Notice in relation to appointment of Mr. Varun Vijaywargi as a Non-Executive Independent Director for a period of 5 Years commencing from 14<sup>th</sup> February, 2020 for approval by the Members.

Except Mr. Varun Vijaywargi, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution at Item No. 5 of the Notice.

Mr. Varun Vijaywargi is not related to any other Director or Key Managerial Personnel of the Company. The details of the Director along with a brief resume are given in the Annexure to the Notice.