

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF VIBRANT GLOBAL CAPITAL LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 29, 2017 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, 2017, 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, 2017, 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. 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 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Agrawal & Kedia, Chartered Accountants (Firm Registration No. 100114W), be appointed as statutory auditors of the Company, in place of retiring auditors, M/s. Gupta Sarada & Bagdia, Chartered Accountants (FRN: 103447W), to hold office from the conclusion of this 22nd Annual General Meeting until the conclusion of 27th Annual General Meeting, subject to ratification by members every year, as applicable, at such remuneration and out of pocket expenses, as may be decided by the Board of Directors of the Company on the recommendation of the Audit Committee in consultation with the Statutory Auditors.”

SPECIAL BUSINESS

4. **Re-Appointment of Mr. Vinod Garg (DIN: 00152665), as Managing 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 provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other consents and permission as may be necessary, variations as may be approved and acceptable by the Members of the Company, approval be and is hereby accorded for the re-appointment of Mr. Vinod Garg (DIN: 00152665) as Managing Director of the Company, whose office will be liable to determination by retirement by rotation, for a period of 5 (five) years with effect from March 1, 2018 to February 23, 2023 and payment of

remuneration of 5% of net profit calculated in accordance with Section 198 of the Act, subject to minimum remuneration of INR 36,00,000.00 (Indian Rupees Thirty Six Lakhs Only) per annum and maximum remuneration of INR 84,00,000.00 (Indian Rupees Eighty Four Lakhs) 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 in the event of loss or inadequacy of profits in any financial year during the currency of tenure of the appointment, the Managing Director shall be paid, minimum remuneration as above, subject to ceiling as specified in Schedule V of the Companies Act, 2013 from time to time, in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors, be and is hereby also authorized to take such steps, actions and do things, deeds, matters as may be required or are necessary so as to give effect to this Resolution.”

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(s) the following resolution as a Special 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 re-appointed by the Board of Directors as an Additional Director on September 2, 2017 for second term effective from November 3, 2017 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 November 3, 2017 to November 2, 2022, 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 2, 2017
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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<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 Monday, September 25, 2017 to Friday, September 29, 2017 (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 36(3) of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015 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 2016-17 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 had been appointed as Managing Director of the Company on March 1, 2013 for a period of 5 years. The existing term of appointment of Mr. Vinod Garg, Managing Director of the Company expires on 28 February 2018. The Board of Directors, at its meeting held on September 2, 2017, subject to the approval of the Members, has considered and approved the re-appointment of Mr. Vinod Garg as Managing Director of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from March 1, 2018 to February 28, 2023.

Further based on the result of the performance evaluation and the need of the Company, the Nomination and Remuneration Committee of the Board has recommended that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as the Managing Director of the Company. Therefore, the Board proposes to seek approval of the Members of the Company, on the following terms and conditions including remuneration:

a	Designation	Managing Director
b	Remuneration	5% of the Net Profit Subject to Minimum: INR 36,00,000.00 per annum Maximum: INR 84,00,000.00 per annum
c	Revision of remuneration	Revision may be considered by the Board from time to time subject to limits set out in the Companies Act, 2013 and Schedule V thereof.

Mr. Vinod Garg is not disqualified from being re-appointed as a Managing Director of the Company in terms of Section 164 of the Act.

Brief profile along with other particulars of Mr. Vinod Garg, as required under provisions of Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as annexure to this Notice.

Mr. Vinod Garg is a relative of Mr. Vaibhav Garg Whole Time Director and CFO of the Company.

Approval of Members is solicited for re-appointment and payment of remuneration to Mr. Vinod Garg, as Managing Director, in terms of applicable provisions of the Act. The Directors recommend the resolution as set out at Item No. 4 of the accompanying Notice for the approval of Members.

Except Mr. Vinod Garg and Mr. Vaibhav Garg, and their relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested in the said resolution.

Item No. 4

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 a 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 associated with the Company for 2 Years from November 2, 2015 as an Independent Director. 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 re-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. 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. Anand Khetan, the appointee, is concerned or interested in the Resolution at Item No. 4 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. Vinod Garg (DIN 00152665)	Mr. Anand Khetan (DIN 07302683)
Age	61Years	32 Years
Date of Appointment on the Board	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). Mr. Vinod Garg was re-appointed as Managing Director for another term of 5 (Five) years on September 2, 2017 effective from March 1, 2018.	Appointed as Independent Director w.e.f. November 2, 2015 for 2 (Two) Years for 2 (Two) Years and whose term is to expire on November 1, 2017. Mr. Khetan was re-appointed as Independent Director by the Board for another term of 5 (Five) years on September 2, 2017 effective from November 1, 2017.
Brief Resume and nature of expertise in specific functional areas	Mr. Vinod Garg is Chartered Accountant by qualification, who carries with him experience spanning nearly 33 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	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.

	<p>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>	<p>Khetan was associated with Ernst and Young (E&Y), Pune, 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>
Names of other listed entities in which they are holding the directorships and the membership of Committees of the Board	None	None
Number of shares held in the Company	34,16,190 (As on date of the Notice)	NIL
Relationship with Other Directors	Mr. Vinod Garg is father of Mr. Vaibhav Garg, Whole Time Director and Chief Financial Officer of the Company.	None

Map for the AGM Venue

Landmark: Opposite Urmi Estate

