Vibrant Global Capital Ltd.

31st July, 2020

To,
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001,
Maharashtra, India

Ref: Vibrant Global Capital Limited *(Script Code: 538732, Script Id: VGCL)*

Sub: Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Respected Madam/ Sir,

In terms of Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Annual Secretarial Compliance Report for the financial year ended March 31, 2020.

Kindly take the same on your record.

Thanking You,

For **Vibrant Global Capital Limited**



Jalpesh Darji
Company Secretary and Compliance Officer

Registered Office :
Unit No 202, Tower-A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, India.
Tel : +91 22 4173 1000 Fax : +91 22 4173 1010
Email : suppot@vibrantglobalgroup.com www.vibrantglobalgroup.com
CIN : L65900MH1995PLC093924

CS ROSHAN HARDE ACS, B. Com	H. ROSHAN & ASSOCIATES
	COMPANY SECRETARIES
	Business Plaza, Ground Floor, 6 Farmland
	Central Bazar Road, Near Lokmat Square,
	Nagpur-440010.
	Phone: 2437195,2438181 FAX: 0712-2435068

SECRETARIAL COMPLIANCE REPORT
OF

VIBRANT GLOBAL CAPITAL LIMITED

FOR THE YEAR ENDED 31ST MARCH 2020

[Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015]

To,
Vibrant Global Capital Limited
Unit No. 202, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel,
Mumbai – 400 013, Maharashtra, India

I have examined:

a) all the documents and records made available to us and explanation provided by **Vibrant Global Capital Limited** ("the listed entity"),
b) the filings/ submissions made by the listed entity to the BSE Limited,
c) website of the listed entity,
d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

through electronic mode due to COVID-19 for the year ended 31st March 2020 ("Review Period") in respect of compliance with the provisions of :-

a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

H. ROSHAN & ASSOCIATES C. P. No. 13138 Company Secretaries

CS ROSHAN HARDE ACS, B. Com	H. ROSHAN & ASSOCIATES
	COMPANY SECRETARIES
	Business Plaza, Ground Floor, 6 Farmland
	Central Bazar Road, Near Lokmat Square,
	Nagpur-440010.
	Phone: 2437195,2438181 FAX: 0712-2435068

a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not applicable during the review period)**

e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **(Not applicable during the review period)**

f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable during the review period)**

g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; **(Not applicable during the review period)**

h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

i) Securities and Exchange Board of India (Depository and Participants) Regulations, 2018;

And Circulars/ guidelines issued thereunder and based on the above examination, I hereby report that, during the Review Period:

a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

Sr. No	***Compliance Requirement (Regulations/ circulars / guidelines including specific clause)***	***Deviations***	***Observations/ Remarks of the Practicing Company Secretary***
1.	Regulation 19 of SEBI (LODR) Regulation, 2015	According to regulation the nomination and remuneration committee shall comprise of at least three non-executive directors, but On 4th September 2019. Mr. Harsh Mehadia resigned	Consequent to the resignation of Mr. Harsh Mehadia, on 4th September, 2019, various committees of the Board were re-constituted as per compliance of SEBI (LoDR) Regulation, 2015, which includes re-constitution of

H. ROSHAN & ASSOCIATES C. P. No. 13138 Company Secretaries

CS ROSHAN HARDE ACS, B. Com	H. ROSHAN & ASSOCIATES
	COMPANY SECRETARIES
	Business Plaza, Ground Floor, 6 Farmland
	Central Bazar Road, Near Lokmat Square,
	Nagpur-440010.
	Phone: 2437195,2438181 FAX: 0712-2435068

		from Directorship and hence members of committee fell below the required no. of members as per SEBI (LoDR) Regulation, 2015.	Nomination/ Remuneration committee of the Board and Mr. Vinod Garg, Managing Director & Chairman of the Company was appointed as member of the Committee w.e.f. 4th September, 2019.
2.	Regulation 33(3) of SEBI (LODR) Regulation, 2015	The company has not filed its unaudited standalone & consolidated Financial Results for the first quarter ended 30th June, 2019 within due date.	The Company was facing difficulties in implementation of Ind-AS since the Company & its subsidiaries were implementing Ind-AS for very first time.

b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

c) The following are the details of actions taken against the listed entity/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/guidelines issued there under:

Sr. No.	Action taken by	Details of Violation	Details of Action Taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any
1.	BSE	Regulation 19 of SEBI (LODR) Regulation, 2015, for Constitution of nomination and remuneration committee.	Notice was issued for Imposing fine of Rs. 2,000 per day totalling to Rs. 66,080	Consequent to the changes in Directors of the Company, Nomination/ Remuneration committee of the Board was re-constitution of and Mr. Vinod Garg, Managing Director & Chairman of the Company was appointed as member of the Committee w.e.f. 4th September, 2019. As per Directives of BSE, the

H. ROSHAN & ASSOCIATES C. P. No. 13138 Company Secretaries

CS ROSHAN HARDE ACS, B. Com	H. ROSHAN & ASSOCIATES
	COMPANY SECRETARIES
	Business Plaza, Ground Floor, 6 Farmland
	Central Bazar Road, Near Lokmat Square,
	Nagpur-440010.
	Phone: 2437195,2438181 FAX: 0712-2435068

				Company replied to BSE's letter and rectified necessary reports.
2.	BSE	Regulation 33(3) of SEBI (LODR) Regulation, 2015 for not filing its unaudited standalone & consolidated Financial Results for the first quarter ended 30th June, 2019 within Due Date.	Imposed fine of Rs. 5000 per day totalling to Rs. 53,100	The Company was facing difficulties in implementation of Ind-AS, since the Company is implementing Ind-AS for very first time. The Company paid the necessary penalties, as levied by the BSE.

d) The listed entity has taken the following actions to comply with the observations made in previous reports. **(Not applicable during the review period)**

For **H. ROSHAN & ASSOCIATES**
Practicing Company Secretaries

H. ROSHAN & ASSOCIATES ★ Company Secretaries ★ C. P. No. 13138

Roshan Harde
Proprietor
Practicing Company Secretary

CoP No.: 13138
Membership No.: A34630

Date: 31st July 2020
Place: Nagpur
UDIN :- A034630B000530598