Vibrant Global Capital Ltd.

29th June, 2021

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, 2021.

Kindly take the same on your record.

Thanking You,

For **Vibrant Global Capital Limited**

VIBRANT GLOBAL CAPITAL LTD. MUMBAI

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 : support@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 2021

[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 2021 ("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: -

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; **(Not applicable during the review period)**

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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:-

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	***Deviations***	***Observations/ Remarks of the Practicing Company Secretary***
Regulation 17 (1)(c) of SEBI (LODR) Regulation, 2015	According to regulation, the top 2000 listed entities (with effect from April 1, 2020) shall comprise of not less than six directors. The Company had only 5 Directors on 1st April, 2020 and appointed 6th Director on 23rd December, 2020.	As on 1st April, 2020, the Company falls into category of top 2000 companies based on its market capitalization. As per Regulation, Board of the Company should comprise of 6 Directors but there were 5 Directors on the Board from 1st April, 2020. The Company appointed 6th Director on 23rd December, 2020.

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.



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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:

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
BSE	Regulation 17 (1)(c) of SEBI (LODR) Regulation, 2015	Notice/ Email was issued for Imposing fine of Rs. 5,000 per day totalling to Rs. 13,30,000. After deliberate requests by the Company, BSE has waived partial fine of Rs. 9,15,000 vide its email dated 23rd June, 2021.	The Company appointed Mr. Ajay Garg as 6th Director on the Board, through which the company complied with provisions of Regulation 17 of SEBI LODR. As per Directives of BSE, the Company will comply with directives of 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

C. P. No. 13138

Roshan Harde
Proprietor
Practicing Company Secretary

CoP No.: 13138
Membership No.: A34630

Date: 29th June, 2021
Place: Nagpur
UDIN: **A034630C000540366**