



Vibrant Global Capital Limited Annual Report 2017-2018



Building Business

Collaboratively

Consistently

Responsively

Inside this Report



From Chairman's Desk	1
Directors' Report	3
Management Discussion and Analysis Report	37
Report on Corporate Governance	41
Standalone Financial Statements	55
Consolidated Financial Statement	83
Notice of Annual General Meeting	113

The Board:

Mr. Vinod Garg	Chairman and Managing Director
Mr. Vaibhav Garg	Whole Time Director and Chief Financial Officer
Mrs. Khushboo Pasari	Non-Executive Independent Director
Mr. Harsh Mehadia	Non-Executive Independent Director
Mr. Anand Khetan	Non-Executive Independent Director

Company Secretary & Compliance Officer:

Mr. Jalpesh Darji

Statutory Auditors:

M/S. Agrawal & Kedia

Chartered Accountants

**U. G. Floor, Business Plaza, Farmland,
Central Bazar Road, Lokmat Square,
Nagpur - 440 010, Maharashtra, India**

Bankers of The Company:

HDFC Bank Limited

IDBI Bank Limited

Registrar and Share Transfer Agent:

Bigshare Services Private Limited

**E - 2/3, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri (East), Mumbai - 400 072, Maharashtra, India,
Maharashtra, India**

23rd Annual General Meeting

Friday, September 21, 2018 at 11.30 a.m.

**Place: The Aqaba Banquets, Club House
Level P 5, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel, Mumbai
-400 013, Maharashtra, India**

Dear Shareholders,

Fiscal 2018 was a year in which we further consolidated our long term strategy of enhancing focus on the selected growth of our addressed markets. We successfully reinforced the foundations towards becoming an investment-led and niche investor. Although the Company has witnessed a decrease in the revenue due to an insalubrious economy dealing with the impact of demonetisation, however we continued to make significant efforts to strengthen our performance.

Performance of the Company

Our Company got made a transition from BSE SME listing to BSE mainboard listing on 23 February 2018.

On Standalone Business:

Our Net profit after tax for the fiscal year 2017-18 was INR 48.77 Lakhs as compared to INR 204.10 Lakhs in previous fiscal year. The Company made total revenue of INR 848.49 Lakhs for the fiscal year 2017-18 as compared to INR 1,926.04 Lakhs in previous fiscal year.

The aggregate market value of Investment made by the Company in listed equities increased to INR 4,581.46 Lakhs during current Financial year 2017-18, as compared to INR 2,814.50 Lakhs during previous year FY 2016-17, indicating an increase of 61.43%.

On Consolidated Business:

The Company incurred a Net Loss after tax of INR 55.52 Lakhs for the fiscal year 2017-18 as compared to the profit of INR 98.50 Lakhs for the previous fiscal year. The Company also saw a decline in the total revenue to INR 31,431.60 Lakhs for the fiscal year 2018, as compared to INR 36,707.13 Lakhs in previous fiscal year.

The Company has reduced its unsecured loans by INR 475 lakhs (Standalone) with an intention of making the Company and group companies debt-free.

Investment

Investments that are being made by the Company in liquid stocks remain to be high pedigree growth stocks considering factors such as low debt, dividend track records, high promoter ownership, industry leadership, credit rating, long term track record, capacity utilization and above all undervalued and undiscovered. The Company has built-up Investments on long-term basis under professional guidance.

The Company has invested in unlisted equity in Tapadia Polyesters Private Limited, which has significantly shown its positive turnaround. The Company is exploring other opportunities for growth.

The Company is seeking further investment in Vibrant Global Salt Private Limited (“VGSPL”), subsidiary company. The Company has also received an in - principle approval from the Board for further investment in VGSPL. As result of this Investment, VGSPL will become a wholly owned subsidiary of your Company.

Looking ahead with confidence

We enter FY 2019 with a confident spring in our step. At a macro level, the shift from physical savings to financial savings in India argues well for businesses. The government

continues to drive the right initiatives in the investment part. FII's made a comeback with strong net inflows, after a temporary exodus during the demonetization phase. Even domestic investors have shown continued interest through the equity mutual fund route.

The revival of the IPO market should only bring more quality companies into the listed space. As these broader trends translated into business opportunities, our investments into critical areas give us the ability to capture these opportunities as they unfold further.

Compared to our last round, on this occasion, growth will be on a banking platform with fund-raising capabilities, favourable macroeconomic conditions and an evolved and already profitable model that has been honed over the years. We have a growing ecosystem, a fast-growing economy, a transformative government, and a supportive regulator.

I believe everything is achievable with the right spirit, hard work, energy, commitment, honesty, the right platform and the right strategy.

If there is one thing I would like you to be swayed by, it is the incredible opportunities ahead. Growth is life, and with growth, everyone will have great opportunities. You have been wonderful partners in this progress and have worked night and day since its start-up stage. It is not the time to be concerned; instead, it is the time to be more motivated.

To my colleague Directors, I express my thanks to you for your constant guidance and encouragement. Thank you, shareholders, for your unstinted support over the years.

With best wishes.

Vinod Garg

Chairman and Managing Director

Directors' Report

TO THE MEMBERS,

The Directors of the Company take great pleasure in presenting the 23rd Annual Report on the business and operations of your Company and the Audited standalone and consolidated financial statements for the financial year ended March 31, 2018.

FINANCIAL HIGHLIGHTS

Our Company's financial performance for the year under review is summarized below:

Particulars	Consolidated (INR in Lakhs)		Standalone (INR in Lakhs)	
	2017-18	2016-17	2017-18	2016-17
Total Income	31,431.60	36,707.13	848.49	1,926.04
Less: Expenditure & Depreciation	31,431.34	36,489.39	791.84	1,591.95
Profit/ (Loss) before Tax (PBT)	(2.74)	217.78	56.65	334.09
Less: Tax	52.78	119.29	7.88	129.99
Profit/ (Loss) After Tax (PAT)	(55.52)	98.50	48.77	204.10
Profit/ Loss (After Minority Interest)	(22.51)	132.44		-
Paid-up Equity Share Capital	1,720.71	1,720.71	2,290.74	2,290.74
Reserves and Surplus	3,792.31	3,814.86	762.71	713.94
Earning Per Share (in INR)	(0.32)	0.57	0.21	0.89

REVIEW OF OPERATIONS

CONSOLIDATED INCOME AND PROFIT AFTER TAX:

The consolidated total income decreased from INR 36,707.13 Lakhs in FY 2016-17 to INR 31,431.60 Lakhs during year under review, a decrease of 14.37% over the previous financial year. The Company incurred a Loss after Tax of INR (55.52) Lakhs during the current year FY 2017-18, as compared to Profit after Tax of INR 98.50 Lakhs in previous financial year FY 2016-17. The Consolidated earning per share decreased to INR (0.32) from INR 0.57.

STANDALONE INCOME AND PROFIT AFTER TAX:

The standalone total income decreased from 1,926.04 Lakhs in FY 2016-17 to INR 848.49 Lakhs during FY 2017-18. The standalone Profit after Tax decreased from INR 204.10 Lakhs in FY 2016-17 to INR 48.77 Lakhs. Earning per share decreased from INR 0.89 to INR 0.21.

TRANSFER TO RESERVES

The Company has transferred INR 9.76 Lakhs to Statutory Reserve created under Section 45-IC of the Reserve Bank of India Act, 1934 during Financial Year 2017-18.

SUBSIDIARIES AND ASSOCIATE COMPANIES

As on March 31, 2018, your Company had 1 Wholly Owned Subsidiary, 2 Subsidiaries and 1 Associate Company.

1. Vibrant Global Infraproject Private Limited (*Wholly Owned Subsidiary*)
2. Vibrant Global Trading Private Limited (*Subsidiary*)
3. Vibrant Global Salt Private Limited (*Subsidiary*)
4. Vibrant Global Vidyut Private Limited (*Associates Company*)

FINANCIAL PERFORMANCE OF THE SUBSIDIARIES AND ASSOCIATE COMPANIES:

Vibrant Global Infraproject Private Limited (Wholly Owned Subsidiary Company)

Revenue for the FY 2017-18 is INR 9.61 Lakhs as compared to INR 5.73 Lakhs for the FY 2016-17, with an increase of INR 3.88 Lakhs over the previous financial year. Profit after tax decreased from INR 1.63 Lakhs in FY 2016-17 to INR 0.52 Lakhs in FY 2017-18.

Vibrant Global Trading Private Limited (Subsidiary)

Total revenue for the FY 2017-18 is INR 24,794 Lakhs as compared to INR 29,464 Lakhs for FY 2016-17, which is a decrease of 15.85% over previous financial year. Profit after tax decreased from INR 100.80 Lakhs in FY 2016-17 to INR 63.22 lakhs during FY 2017-18, a decrease of 37.28% over the previous financial year. In general, there was a lull in the steel market that resulted into decline in the total revenues.

Vibrant Global Salt Private Limited (Subsidiary)

Total revenue for the financial year 2017-18 is INR 5,822.46 Lakhs as compared to INR 5,348.86 Lakhs in FY 2016-17, which is an increase of 8.85%. The Company recorded Loss of INR 113.20 during FY 2017-18 as compared to loss of INR 155.32 Lakhs in FY 2016-17. While Vibrant Global Salt Pvt Ltd (VGSPL) created facilities to Manufacture Double Fortified salt and also signed contract for substantial sales of this product, it has not really matured to its potential. VGSPL is working on this product segment vigorously that is expected to reap dividends in the coming year.

Vibrant Global Vidyut Private Limited (Associate Company)

There are no revenues for the FY 2017-18 and FY 2016-17. Losses are by virtue of operational expenses. Also, the Company has incurred loss on sale of asset of INR 15.21 lakhs during FY 2017-18.

In accordance with Section 129(3) of the Companies Act, 2013 and as stipulated under Regulation 33 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consolidated financial statements of the Companies and its Subsidiaries and Associate Company are prepared, which forms part of the Annual Report. Further, a statement containing the salient features of the financial statement of our Subsidiaries and Associate Company in prescribed format of AOC-1 is appended as Annexure 1 to the Board Report.

The Statement also provides details of performance, financial positions of each of Subsidiaries and Associate Company. These documents will also be available for inspection during business hours at our Registered Office of the Company.

DIVIDEND

The Board of Directors of your Company do not recommend any dividend for FY 2017-18.

CHANGE IN THE NATURE OF BUSINESS

During the year under review, there is no change in the nature of business activities of the company.

SHARE CAPITAL

During the year, there was no change in the share capital of the Company. The outstanding, issued, subscribed and paid up capital of the Company was INR 2290.74 Lakhs as on March 31, 2018.

MIGRATION TO MAIN BOARD

During the year under review, following receipt of BSE's approval, your Company migrated from SME Platform of BSE Limited to Main Board of BSE Limited effective from 23 February 2018, after having presence on SME exchange for over 3+ years.

DEPOSITS

The Company being Non-Deposit accepting NBFC registered with the Reserve Bank of India under Section 45-IA of the Reserve Bank of India Act, 1934, has not accepted deposits from the public falling within the ambit of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF THE EMPLOYEES AND RELATED DISCLOSURES:

Information required under Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure 2 of the Directors' Report.

PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES AND SECURITIES

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements

RISK MANAGEMENT

The Company has implemented a Risk Management framework in order to anticipate, identify, measure, manage, mitigate, monitor and report the principal risks and uncertainties that can impact its ability to achieve its strategic business objectives. The Company has in place a Risk Management Policy in line business requirement. The Risk practices and conditions adopted are appropriate for the business environment and to assist the Board in discharge of its duties & responsibilities and in overseeing that all the risks that the organization faces such as strategic, financial, credit, market, liquidity, security, property, IT, legal, regulatory, reputational and other risks have been identified and assessed and there is an adequate risk management infrastructure in place capable of addressing those risks. The Company has introduced several improvements to Risk Management and processes to drive a common integrated view of risks and optimal risk mitigation responses. This integration is enabled by alignment of Risk Management, Internal Audit, Legal and compliance methodologies and processes in order to maximize enterprise value of the Company and ensure high value creation for our stakeholder over a time. The details of the Risk Management with details of the principal risks and the plans to mitigate the same are given in the Risk Management section of the Management Discussion and Analysis Report which forms part of this Annual Report.

INTERNAL FINANCIAL CONTROLS

The Company has proper and adequate system of internal control to ensure that all assets are safeguarded and protected against loss from unauthorized use or disposition and that transaction are authorized, recorded and reported correctly. The scope and functions of Internal Auditors are defined and reviewed by Audit Committee. During the year under review, the Internal Financial Controls were tested and no reportable material weakness in the design and operation were observed. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

The Board of Directors confirms that the company has established systems, standards, processes and structure which supports to implement Internal Financial controls across the organization and which provide reasonable assurance regarding reliability of financial reporting and preparation of financial statements. Thus, during the year under review, the Internal Financial Controls were tested and no reportable material weakness in the design and operation were observed.

POLICIES

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Companies Act, 2013 mandated the formulation of certain policies.

All these policies are available on the website of the Company (www.vibrantglobalgroup.com).

Sr. No.	Name of the Policy
1.	Prohibition of Insider Trading Policy
2.	Code of Conduct
3.	Vigil Mechanism Policy
4.	Archival Policy for Retention of Documents
5.	Policy for determination of Materiality of Event or Information
6.	Policy for Evaluation of Performance of the Board of Directors
7.	Nomination & Remuneration Policy
8.	Prevention of Sexual Harassment at workplace policy

OBLIGATION OF COMPANY UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

VGCL's quest for competitive excellence consists of its commitment to lawful and ethical conduct and adherence to its values. Integrity, honesty and respect for people remain same of its core values. Your Company is committed to providing a work environment that is professional and mature, free from animosity and one of that reinforce our value of integrity that includes respect for individual. The Company has always believed in providing a safe and Anti-harassment workplace for every individual working in the Company's premises through various interventions and practices. The Company always endeavors to create and provide an environment i.e. free from discrimination and harassment including sexual harassment.

All employees are treated with dignity with a view to maintain a work environment free of sexual harassment whether physical, verbal or psychological. The Policy aims to develop a harmonious and productive working environment free from sexual harassment.

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and rule (8) sub-rule (5) clause (x) of Companies (accounts) amendment Rules, 2018 the Company has formulated a Policy to prevent Sexual Harassment of Women at Workplace and Internal Complaint Committee has been constituted for the prevention and redressal of complaints of sexual harassment and to look after the matters connected therewith or incidental thereto.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Declaration by Independent Directors

The Company has obtained declarations from Independent Directors stating that they meet the criteria of Independence as laid down under Section 149(6) of the Act.

Retirement By Rotation By Board Of Directors

In accordance with the provisions of section 152(6) of the Companies Act, 2013 and in terms of Articles of Association of the Company, Mr. Vaibhav Garg (DIN: 02643884) retires by rotation at the ensuing Annual General Meeting (AGM) and being eligible offers himself for re-appointment. The Board recommends his reappointment by the members at the ensuing AGM.

PROFILE OF THE DIRECTOR SEEKING APPOINTMENT / REAPPOINTMENT

As required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements), 2015, particulars of the Directors retiring by rotation and seeking reappointment at the ensuing Annual General

Meeting is annexed to the notice convening 23rd Annual General Meeting.

Familiarization Program for Independent Directors:

With the commencement of SEBI (LODR) Regulation, 2015, the listed entity is required to conduct the program for new joining director of the Company to get him/her familiarization with the Company. No new Director joined the Board of the Company during the year under review. Hence no such program has been conducted during the FY 2017-18.

KEY MANAGERIAL PERSONNEL

Pursuant to the provisions of Sections 2(51) and Section 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, the following are the Key Managerial Personnel:

1. Mr. Vinod Garg, Chairman and Managing Director
2. Mr. Vaibhav Garg, Whole Time Director and Chief Financial Officer
3. Mr. Jalpesh Darji, Company Secretary and Compliance Officer

Appointment/ Designation of Key Managerial Personnel:

There was no appointment/ designation of Key Managerial Personnel during the year under review.

REMUNERATION TO MANAGING DIRECTOR AND WHOLE TIME DIRECTOR FROM SUBSIDIARY COMPANIES

During the Financial Year 2017-18, Mr. Vinod Garg, Managing Director and Mr. Vaibhav Garg, Whole Time Director and Chief Financial Officer drew following remuneration from Subsidiaries:

Name of Director	Remuneration from Vibrant Global Trading Private Limited (in INR)	Remuneration from Vibrant Global Salt Private Limited (in INR)	Remuneration from Vibrant Global Infraproject Private Limited (in INR)
Mr. Vinod Garg	Nil	36,00,000.00 p.a.	Nil
Mr. Vaibhav Garg	Nil	Nil	Nil

This disclosure is made under Section 197(14) of the Act and rules made thereunder.

BOARD MEETINGS

During the year, 6 (Six) Board Meetings were held on various dates. Gap between two meetings was within the period prescribed under the Act and rules made thereunder.

There was a separate meeting of Independent Directors.

BOARD EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration/ Compensation Committee and Stakeholders Relation Committee.

The Company has Policy for Evaluation of Performance of the Board of Directors. Also, the Policy for Evaluation of Performance of the Board of Directors is uploaded on the website of the Company.

COMMITTEES OF THE BOARD

Compositions of all Committees are as follows:

Audit Committee

Audit Committee comprised of 3 Members of the Board.

Mr. Anand Khetan, Chairman	Non-Executive Independent Director
Mr. Harsh Mehadia, Member	Non-Executive Independent Director
Mr. Vinod Garg, Member	Executive Director

Nomination and Remuneration/ Compensation Committee (“NRC”)

Nomination and Remuneration/ Compensation Committee comprised of 3 Members of the Board.

Mr. Anand Khetan, Chairman	Non-Executive Independent Director
Mr. Harsh Mehadia, Member	Non-Executive Independent Director
Mrs. Khushboo Pasari, Member	Non-Executive Independent Director

Stakeholders Relation Committee

Mr. Harsh Mehadia, Chairman	Non-Executive Independent Director
Mr. Anand Khetan, Member	Non-Executive Independent Director
Mr. Vinod Garg, Member	Executive Director

REMUNERATION POLICY

The Board, on the recommendation of the Nomination & Remuneration/ Compensation Committee framed a Remuneration Policy for Directors, Key Managerial Personnel and Senior Management. The Remuneration Policy is provided as Annexure 3.

RELATED PARTY TRANSACTIONS

All the contracts/ arrangements/ transactions that were entered into by the Company during the financial year with related parties were on an arm's length basis and in the ordinary course of business. During the year, the Company had not entered into any contract/ arrangement/ transaction with related parties which could be considered material in accordance with the provisions of the Act on materiality of related party transaction.

Details of Related Party Transactions are given in the note No. 36 to the Standalone Financial Statements. Also, Form AOC-2 on Related Party disclosures for the year under review, form part of this Annual Report as Annexure 4.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report for the year under review forms part of this Annual Report.

CORPORATE GOVERNANCE

As required under Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR, 2015), a Report on Corporate Governance along with a Certificate of Compliance from Practicing Company Secretary form part of this Report.

EXTRACT OF ANNUAL RETURN

Extract of Annual return in Form MGT - 9 forms part of this Annual Report and attached as Annexure 5.

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

CONSERVATION OF ENERGY: Not Applicable

TECHNOLOGY ABSORPTION: Not Applicable

FOREIGN EXCHANGE EARNINGS AND OUTGO: NIL

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Act and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. H. Roshan & Associates, Practicing Company Secretaries, , Nagpur, Maharashtra, to undertake the Secretarial Audit of the Company for the Financial Year 2017-18.

The Secretarial Audit Report given by M/s H. Roshan & Associates, Nagpur for the year under review is annexed herewith as Annexure 6 is self-explanatory and do not call for any further comments. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

STATUTORY AUDITORS AND AUDITORS' REPORT

The Company has appointed M/s. Agrawal & Kedia, Chartered Accountants, Nagpur, Maharashtra (FRN: 100114W), as Statutory Auditors of the Company for a period of 5 years, commencing from the conclusion of 22nd Annual General Meeting till conclusion of 27th Annual General Meeting.

Pursuant to amendment in Section 139(1) of the Companies Act, 2013, the ratification of appointment of statutory auditors is not required in the ensuing 23rd Annual General Meeting.

The Company has received Letter from M/s. Agrawal & Kedia, Chartered Accountants, to the effect that their appointment, is in accordance with Section 139 of the Companies Act, 2013 and read with the Companies (Audit and Auditors) Rules, 2014. They have further confirmed that:

- a) They satisfy criteria prescribed under Section 141 of the Companies Act, 2013
- b) They hold a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India, as required under SEBI (LODR), 2015.

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY

The Company has considered and approved further Investment in Vibrant Global Salt Private Limited (Subsidiary Company) ("VG SPL") by way of purchase of 7,00,000 Equity Shares in VG SPL. By way of this proposed Investment, VG SPL will become wholly-owned Subsidiary of the Company.

Except mentioned-above, there is no material changes which have occurred subsequent to the close of the financial year and before the date of this report affecting financial, position of the Company in any substantial manner.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the financial year 2017-18:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme save and except Employees Stock Option Scheme as referred to in this Report.
3. Policy on Corporate Social Responsibility
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operations in future.
5. No frauds against the Company reported by the Auditors for the period under report.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 134 of the Act, Directors of your Company state and confirm that:

1. In the preparation of the annual accounts for the financial year 2017-18, the applicable accounting standards have been followed and there are no material departures from the same;
2. The Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2018 and of the profit and loss of the Company for year ended on that date;
3. The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The Directors had prepared the annual accounts on a going concern basis; and
5. The Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
6. The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS

The Directors wish to place on record their sincere appreciation for the support and co-operation extended by all Business Associates, Bankers, Stakeholders and Employees. The Company also place on record their sincere appreciation for support extended by the Independent Directors. The Company also expresses its gratitude to the Reserve Bank of India (RBI), BSE Limited and various Governmental departments and organizations for their help and co-operation. The Board appreciates and values the contributions made by every stakeholder associated with the Company and is confident that with their continued support, the Company will achieve its objectives and emerge stronger in the coming years.

For and on behalf of the **Board of Directors**
Vinod Garg

Sd/-
Chairman and Managing Director
Mumbai

August 28, 2018

Annexure 1 to the Directors' Report

Form AOC-I

(Pursuant to first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Account) Rules, 2014)

Statement containing features of the financial statements of Subsidiaries/ Associate companies

PART "A": Subsidiaries

(INR in Lakhs)

Sr. No.	Name of the subsidiary	Vibrant Global Trading Private Limited	Vibrant Global Infraproject Private Limited	Vibrant Global Salt Private Limited
1	Reporting Period for the Subsidiaries concerned	April 1, 2017 to March 31, 2018	April 1, 2017 to March 31, 2018	April 1, 2017 to March 31, 2018
2	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	INR	INR	INR
3	Paid-up Share Capital	185.34	181.00	165.00
4	Reserves & Surplus	2,587.15	391.69	439.93
5	Total Assets	9,643.16	573.26	5,726.45
6	Total Liabilities (excluding Capital and Reserves)	6,870.68	0.56	5,121.52
7	Investment (including Investment in Holding and Group Companies)	457.86	270.16	-
8	Total Income	24,974.74	9.61	5,822.46
9	Profit/ (Loss) Before Tax	100.30	0.65	(105.51)
10	Provision for Tax (including Deferred Tax and Prior Period Taxes)	37.08	0.13	7.69
11	Profit/ (Loss) After Tax	63.22	0.52	(113.20)
12	Proposed Dividend (including tax thereon)	-	-	-
13	% of Shareholding	85.00%	100.00%	57.58%

1. Names of the subsidiaries which are yet to commence operations: None
2. Name of subsidiaries which have been liquidated or sold during the year: None

PART “B”: Associates
Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies

(INR in Lakhs)

Sr. No	Name of Associates	Vibrant Global Vidyut Private Limited
1.	Latest audited Balance Sheet Date	March 31, 2018
2.	Shares of Associate held by the company on the year end	
a)	Nos.	2,00,000
b)	Amount of Investment in Associates (INR in Lakhs)	20.00
3.	Description of how there is significant influence	Note A
4.	Reason why the associate is not consolidated	-
5.	Net worth attributable to Shareholding as per latest audited Balance Sheet (INR in Lakhs)	17.49
6.	Profit / Loss for the year*	(15.99)
7.	i. Considered in Consolidation**	-
	ii. Not Considered in Consolidation	(15.99)

Note A: There is significant influence due to percentage (%) of Share Capital

* Profit / Loss after Tax is referred.

** On the basis of percentage shareholding.

1. Name of the associates which are yet to commence operations: **None**
2. Name of associates which have been liquidated or sold during the year: **None**
3. The Company has no Joint Ventures

Annexure 2 to the Directors’ Report

Part 1

(Details pertaining to Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

1. Employed throughout the financial year, was in receipt of remuneration exceeding INR 102 Lakhs, in the aggregate - *Not Applicable and hence no statement showing names and other particulars is given in this annexure*; and
2. Employed for a part of the financial year, was in receipt of remuneration exceeding INR 8.50 Lakhs per month - *Not Applicable and hence no statement showing names and other particulars is given in this annexure*; and
3. Employed throughout the financial year or part thereof, was in receipt of remuneration, in aggregate, at a rate which, in the aggregate, is in excess of that drawn by the managing director or whole-time director or manager and holds by himself or along with his spouse and dependent children, not less than two percent of the equity shares of the company - *As per Annexure 1-A*:

Annexure 2-A:

Name	Bhavna Jhunjhunwala
Designation	General Manager- Investment and Risk Analysis
Remuneration Received	48,00,000 Lakhs p.a. (Gross)
Qualifications	BE (electronics) and MS (financial engineering)
Experience (No. of Years)	14 years
Date of Commencement of Employment	April 1, 2016
Age in years	36 years
Last Employment and Designation held by the Employee in last employment	Cogencis information services Limited - Risk Analyst
Nature of employment, whether contractual or otherwise	Contractual employment terminable by either side
Percentage of equity shares held by the employee	None
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	None

4. Names of Top 10 Employees[†] in terms of Remuneration drawn - *As per Annexure 1-B:*

Annexure 2-B:

Name	Bhavna Jhunjhunwala	Sumeet Rathi (resigned on 15 December, 2017)	Jalpesh Darji	Chandrakant Salunkhe
Designation	General Manager- Investment and Risk Analysis	Manager- Finance & Accounts	Company Secretary and Compliance Officer	Assistant Officer - Accounts
Remuneration Received	48,00,000 p.a. (Gross)	8,27,179 p.a. (Gross)	5,77,608 p.a. (Gross)	3,97,368 p.a. (Gross)
Qualifications	BE (electronics) and MS (financial engineering)	B. Com and CA- Inter	B. Com and Company Secretary from ICSI	B. Com
Experience (No. of Years)	14 years	11 years	6 Years	7 Years
Date of Commencement of Employment	April 1, 2016	April 25, 2014	June 1, 2014	January 1, 2015
Age in years	36 years	36 Years	27 Years	30 Years
Last Employment and Designation held by the Employee in last employment	Cogencis information services Limited - Risk Analyst	V. K. Surana & Co.-Audit In Charge	Firstsource Solutions Limited -Management Trainee	V.A.Tungare & Co.-Executive
Nature of employment, whether	Contractual employment	Contractual employment	Contractual employment	Contractual employment

contractual or otherwise	terminable by either side	terminable by either side	terminable by either side	terminable by either side
Percentage of equity shares held by the employee	NIL	NIL	NIL	NIL
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	No	No	No	No

^aThe Company has only 3 employees as on March 31, excluding Managing Director and Whole Time Director.

Part 2

- (i) The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2017-18:

Name and Designation of the Director	Ratio to Median Remuneration
Mr. Vinod Garg, Managing Director	5.13 Times
Mr. Vaibhav Garg, Whole Time Director and Chief Financial Officer	1.71 Times
Mr. Harsh Mehadia, Non-Executive Independent Director	NIL
Mr. Anand Khetan, Non Executive Independent Director	NIL
Mrs. Khushboo Pasari, Non-Executive Independent Director	NIL

Independent Directors were paid only sitting fees during year under review. Hence, their Ratio to Median Remuneration has been shown as NIL.

- (ii) The percentage increase in remuneration of Managing Director, Whole Time Director and Chief Financial Officer, other Non-Executive Directors and Company Secretary of the Company in the financial year 2017-18.

Name & Designation	Remuneration of each Director & KMP for Financial Year 2017-18 (INR)	% increase/ decrease in Remuneration in the Financial Year 2017-18
Mr. Vinod Garg, MD	36,00,000	NIL
Mr. Vaibhav Garg, WTD and CFO	12,00,000	NIL
Mr. Harsh Mehadia, I-NED	-	-
Mr. Anand Khetan, I-NED	-	-
Mrs. Khushboo Pasari	-	-
B) Key Managerial Personnel		
Mr. Jalpesh Darji, CS	5,77,608	20.13%

Independent Directors were paid only sitting fees during year under review. Hence, their Ratio to Median Remuneration has been shown as NIL.

Legends: MD - Managing Director; WTD - Whole time Director; CFO - Chief Financial Officer; I-NED - Independent Non-Executive Director; CS - Company Secretary

Note: Median remuneration of all the employees of the Company (Excluding Managing Director and Whole Time Director of the Company) for the financial year 2017-18 is INR 7,02,393.50

(iii) The percentage increase/ decrease in the median remuneration of all employees in the financial year 2017-18

	Financial Year 2017-18 (INR)	Financial Year 2016-17 (INR)	Decrease (%)
Median remuneration of all employees	7,02,393.50	7,07,336.00	0.70%

(iv) The number of permanent employees on the rolls of Company

There were 3 (Three) permanent employees (excluding 1 (One) Managing Director and 1 (One) Whole Time Director) as on March 31, 2018.

(v) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration - Average percentile decrease in the median remuneration of comparable employees in the Financial Year 2017-18, other than the MD & Whole Time Director was 0.70% and there is no change in the remuneration of MD & Whole Time Director.

The increase in remuneration in the salaries of employees was in line with the market standards, retention motives and in line with profits of the Company during FY 2017-18.

(vi) Affirmation that the remuneration is as per the Remuneration Policy of the Company

Pursuant to Rule 5(1)(xii) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, it is affirmed that the remuneration paid to the Directors, KMPs, Senior Management and other employees of the Company is as per the Remuneration Policy of the Company.

Annexure 3 to the Directors' Report

NOMINATION AND REMUNERATION POLICY

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 52 of the BSE SME Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration/ Compensation Committee (NRC or the Committee) and has been approved by the Board of Directors.

Definitions:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-

- time Director;
- Chief Financial Officer;
- Company Secretary; and
- such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

-Objective:

The objective of the policy is to ensure that:

- the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
- relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

Role of the Committee:

The role of the NRC will be the following:

- To formulate criteria for determining qualifications, positive attributes and independence of a Director.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To identify persons who are qualified to become Directors and who may be appointed in Senior Management in accordance with the criteria laid down in this policy.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To carry out evaluation of Director’s performance.
- To recommend to the Board the appointment and removal of Directors and Senior Management.
- To recommend to the Board policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management.
- To devise a policy on Board diversity, composition, size.
- Succession planning for replacing Key Executives and overseeing.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modification, as may be applicable.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his/ her appointment, as per Company’s Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he

/ she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.

- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

TERM / TENURE

a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

b) Independent Director:

An Independent Director shall hold office for a term up to the term fixed by the Board of Directors of the Company and Members at the General Meeting of the Company will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Directors' report.

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5 years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

EVALUATION

The Committee shall carry out evaluation of performance of Director, KMP and Senior Management Personnel yearly or at such intervals as may be considered necessary.

REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

POLICY FOR REMUNERATION TO DIRECTORS/KMP/ SENIOR MANAGEMENT PERSONNEL

1. Remuneration to Managing Director / Whole-time Directors:

- i) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- ii) The Nomination and Remuneration/ Compensation Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

2. Remuneration to Non- Executive/ Independent Directors:

- i) The Non-Executive/ Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Remuneration/ Compensation Committee and approved by the Board of Directors.
- ii) All the remuneration of the Non-Executive/ Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197(5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Remuneration/ Compensation Committee and approved by the Board of Directors or shareholders, as the case may be.

An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

- i) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
- ii) The Services are rendered by such Director in his capacity as the professional; and
- iii) In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.
- iv) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Directors (other than Independent Directors).

3. Remuneration to Key Managerial Personnel and Senior Management:

- i) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- ii) The Compensation Committee of the Company, constituted for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- iii) The Fixed pay may include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- iv) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

IMPLEMENTATION

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

Annexure 4 to the Directors' Report

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/ arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto;

1) Details of contracts or arrangements or transactions not at arm's length basis: NIL

There were no contacts or arrangements or transactions entered in to during the year ended March 31, 2018, which were not at Arm's length.

2) Details of material contracts or arrangement or transactions at arm's length basis:

The details of contacts or arrangements or transactions Arm's length basis for the year March 31, 2018 are as follows:

- a. Names(s) of the related party and nature of relationship: As per Annexure to AOC -2
- b. Nature of contracts/ Arrangements/ Transactions: As per Annexure to AOC -2
- c. Duration of the contracts /Arrangements/ Transactions: As per Annexure to AOC -2
- d. Salient terms of the contracts or arrangements or transactions including the value, if any: No *salient terms defined for the transactions with the related parties.*
- e. Date(s) of approval by Audit Committee: May 30, 2017 (Omnibus Approval)
- f. Amount paid as advances during the F.Y. 2017-18, if any: As per Annexure to AOC -2.

ANNEXURE TO AOC -2

Name of the Related Party	Nature of Relationship	Duration of the contracts / arrangements / transaction	Nature of contracts/Arrangement s/ Transactions	Amount (INR)
Vibrant Global Infraproject Private Limited	Subsidiary	N.A.	Loans Accepted	1,25,00,000
Vibrant Global Infraproject Private Limited	Subsidiary	N.A.	Loans repaid back	1,25,00,000
Vibrant Global Infraproject Private Limited	Subsidiary	N.A.	Interest paid	6,16,438
Antriksh Barter Private Limited	Enterprises on which Key Managerial Personnel have	N.A.	Loans Accepted	15,24,00,000

	significant influence			
Antriksh Barter Private Limited	Enterprises on which Key Managerial Personnel have significant influence	N.A.	Loans repaid	15,24,00,000
Antriksh Barter Private Limited	Enterprises on which Key Managerial Personnel have significant influence	N.A.	Interest paid	25,52,871
Vibrant Global Salt Private Limited	Subsidiary	N.A.	Loan granted	19,97,00,000
Vibrant Global Salt Private Limited	Subsidiary	N.A.	Loan received back	23,23,81,877
Vibrant Global Salt Private Limited	Subsidiary	N.A.	Interest received	34,81,685
Vinod Garg	Key Managerial Personnel	N.A.	Remuneration	36,00,000
Vibrant Trading Limited	Global Private	N.A.	Rent paid	1,36,200

Annexure 5 to the Directors' Report

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on March 31, 2018

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. Registration and Other Details:

CIN	L65900MH1995PLC093924
Registration Date	October 26, 1995
Name of the Company	Vibrant Global Capital Limited
Category / Sub-Category of the Company	Company limited by shares/ Indian Non-Government Company
Address of the Registered office and contact details	Unit No. 202, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai-400013, Maharashtra; Tel no: 022-41731000; Fax: 022-41731010.
Website	www.vibrantglobalgroup.com
Whether listed company	Yes
Name, Address & contact details of the Registrar & Transfer Agent, if any	Bigshare Services Private Limited E - 2/3, Ansa Industrial Estate, Sakivihar Road, Sakinaka, Andheri (East), Mumbai - 400 072, Maharashtra, India. Tel. no: 022-40430200; Fax: 022-2847 5207.

II. Principal Business Activities of The Company

All the business activities contributing 10% or more of the total turnover of the company shall be stated:

Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
Financial Services	64990	100%

III. Particulars of Holding, Subsidiary and Associate Companies:

Sr. No.	Name of the Company	CIN	Subsidiary/ Associate	% of Shares held	Applicable Section [%]
1.	Vibrant Global Infraproject Private Limited	U45201MH2006PTC163487	Wholly Owned Subsidiary	100.00	2(87)
2.	Vibrant Global Trading Private Limited	U51909MH2003PTC141769	Subsidiary	85.00	2(87)
3.	Vibrant Global Salt Private Limited	U24233MH2010PTC208064	Subsidiary	57.58	2(87)

4.	Vibrant Global Vidyut Private Limited	U40105MH2009PTC193717	Associate	48.78	2(6)
----	---------------------------------------	-----------------------	-----------	-------	------

Address of Registered Office of all above companies is Unit No. 202, Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India.

%of Companies Act, 2013

IV.Share Holding Pattern (Equity Share Capital Breakup as Percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year (As on April 1, 2017)				No. of shares held at the end of the year (As on March 31, 2018)				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian	-	-	-	-	-	-	-	-	-
a) Individual/ HUF	1,00,55,050	-	1,00,55,050	43.90	1,01,27,505	-	1,01,27,505	44.21	0.31
b) Central Bank	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	57,00,244	-	57,00,244	24.88	57,00,244	-	57,00,244	24.88	-
e) Banks/FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1)	1,57,55,294	-	1,57,55,294	68.78	1,58,27,294	-	1,58,27,294	69.09	0.31
(2) Foreign	-	-	-	-	-	-	-	-	-
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any Other	-	-	-	-	-	-	-	-	-
Sub-total (A) (2)	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	1,57,55,294	-	1,57,55,294	68.78	1,58,27,294	-	1,58,27,294	69.09	0.31
B. Public Shareholding									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks/ FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-

e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions	-	-	-	-	-	-	-	-	-
a) Bodies Corporate	34,37,376	-	34,37,376	15.01	68,396	-	68,396	0.30	-14.71
i) Indian						-			
ii) Overseas						-			
b) Individual Shareholders						-			
i) Individual Shareholders holding Nominal Share Capital upto INR 2,00,000.00	3,77,110	-	3,77,110	1.65	4,71,492	-	4,71,492	2.06	0.41
i) Individual Shareholders holding Nominal Share Capital in excess of INR 2,00,000.00	27,25,600	-	27,25,600	11.90	52,59,482	-	52,59,482	22.96	11.06
c) Others - NRIs	6,12,000	-	612000	2.67	5,40,001	-	5,40,001	2.36	-0.31
d) Clearing Member	-	-	-		7,40,715	-	7,40,715	3.23	3.23
Sub-total (B)(2):	71,52,086	-	71,52,086	31.22	70,80,086	-	70,80,086	30.91	-0.31
Total Public Shareholding (B)=(B)(1)+ (B)(2)	71,52,086	-	71,52,086	31.22	70,80,086	-	70,80,086	30.91	-0.31
C. Shares held by Custodian for GDRs & ADRs									-
Grand Total (A+B+C)	2,29,07,380	-	2,29,07,380	100.00	2,29,07,380	-	2,29,07,380	100.00	-

ii) Shareholding of Promoters and Promoter Group entities

Sr. No.	Name	No. of Shares held at the beginning of the year (As on April 1, 2017)			No. of shares held at the end of the year (As on March 31, 2018)			
		No. of Shares	% of total Shares of the Company	% of Shares Pledged /encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged /encumbered to total shares	
1	Mr. Vinod Garg [#]	34,16,190	14.91	-	34,88,190	15.22	-	72,000
2	Mr. Vaibhav Garg	33,50,360	14.63	-	33,50,360	14.63	-	-
3	Vinod Vaibhav Garg (HUF)	32,88,500	14.36	-	32,88,500	14.36	-	-
4	Vibrant Global Trading Private	3,844	0.01	-	3,844	0.01	-	-
5	Vibrant Global Infraproject Private Limited	56,96,400	24.87	-	56,96,400	24.87	-	-
	Total	1,57,55,294	68.78	-	1,58,27,294	69.09	-	0.31

Note:

[#]Increase in Shareholding of Mr. Vinod Garg from 14.91% to 15.22% during April 1, 2017 upto March 31, 2018 is attributed to purchase of 72,000 Equity shares from Market.

iii) Change in Promoters Shareholding (please specify, if there is no change)

Sr. No.	Name	Shareholding at the beginning of the year (As on April 1, 2017)/ at the end of the year (March 31, 2018)		Cumulative Shareholding during the year (April 1, 2017 to March 31, 2018)	
		No. of shares	% of total shares of the company ^{ft}	No. of shares	% of total shares of the company
1. Mr. Vinod Garg					
	At the beginning of the Year	34,16,190	14.91	34,16,190	14.91
	(Add) Purchase of Shares (Market Purchase)				
	5 September 2017	48,000	0.21	34,64,190	15.12
	27 November 2017	6,000	0.03	34,70,190	15.15
	1 December 2017	3,000	0.01	34,73,190	15.16
	6 December 2017	6,000	0.03	34,79,190	15.19
	7 December 2017	3,000	0.01	34,82,190	15.20
	13 December 2017	6,000	0.03	34,88,190	15.23
	28 December 2017	3,000	0.01	34,91,190	15.24
	(Less) Sale of Shares	-	-	-	-
	12 December 2017	3,000	(0.01)	34,88,190	15.22
	At the End of the year	34,88,190	15.22	34,88,190	15.22
2. Mr. Vaibhav Garg					
	At the beginning of the Year	33,50,360	14.63	33,50,360	14.63
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	-	-	-	-
	At the End of the year	33,50,360	14.63	33,50,360	14.63
3. Vinod Vaibhav Garg HUF					
	At the beginning of the Year	32,88,500	14.36	32,88,500	14.36
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	-	-	-	-
	At the End of the year	32,88,500	14.36	32,88,500	14.36
4. Vibrant Global Trading Private Limited					
	At the beginning of the Year	3,844	0.01	3,844	0.01
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares Through Offer for Sale	-	-	-	-
	At the End of the year	3,844	0.01	3,844	0.01
5. Vibrant Global Infraproject Private Limited					
	At the beginning of the Year	56,96,400	24.86	56,96,400	24.86

	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	-	-	-	-
	At the End of the year	56,96,400	24.86	56,96,400	24.86

V. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name	Shareholding at the beginning of the year (As on April 1, 2017)/ at the end of the year (March 31, 2018)		Cumulative Shareholding during the year (April 1, 2017 to March 31, 2018)	
		No. of shares	% of total shares of the company ^{ft}	No. of shares	% of total shares of the company
1. Lokesh Industrial Services Private Limited ⁺⁺					
	At the beginning of the Year	11,65,200	5.09	11,65,200	5.09
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	(11,64,000)	(5.08)	1,200	0.01
	At the End of the year	1,200	0.01	1,200	0.01
2. Risa Securities Private Limited ⁺⁺					
	At the beginning of the Year	10,00,176	4.36	10,00,176	4.36
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	(9,96,000)	(4.35)	4,176	0.02
	At the End of the year	4,176	0.02	4,176	0.02
3. Nagpur Tools Private Limited ⁺⁺					
	At the beginning of the Year	7,92,000	3.46	7,92,000	3.46
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	(7,92,000)	(3.46)	-	-
	At the End of the year	-	-	-	-
4. Rakesh Garg					
	At the beginning of the Year	6,12,000	2.67	6,12,000	2.67
	(Add) Purchase of Shares Market Purchase	-	-	-	-
	(Less) Sale of Shares	(72,000)	(0.31)	5,40,000	2.36
	At the End of the year	5,40,000	2.36	5,40,000	2.36

5. Jayshree Shashikant Parekh⁺⁺					
	At the beginning of the Year	4,44,000	1.94	4,44,000	1.94
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	(4,44,000)	(1.94)	-	-
	At the End of the year	4,44,000	1.94	-	-
6. Haridwar Arun Kumar HUF⁺⁺					
	At the beginning of the Year	3,15,000	1.38	3,15,000	1.38
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	(3,12,000)	(1.36)	3,000	0.01
	At the End of the year	3,000	0.01	3,000	0.01
7. Sharekhan Limited⁺⁺					
	At the beginning of the Year	2,82,000	1.23	2,82,000	1.23
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	(2,82,000)	(1.23)	-	-
	At the End of the year	-	-	-	-
8. Nitika Rungta					
	At the beginning of the Year	1,68,000	0.73	1,68,000	0.73
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	-	-	-	-
	At the End of the year	1,68,000	0.73	1,68,000	0.73
9. Balmukund Lalchand Keyal⁺⁺					
	At the beginning of the Year	1,38,000	0.60	1,38,000	0.60
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	(1,38,000)	(0.60)	-	-
	At the End of the year	-	-	-	-
10. Bonanza Portfolio Limited⁺⁺					
	At the beginning of the Year	1,32,000	0.58	1,32,000	0.58
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	(1,32,000)	(0.58)	-	-
	At the End of the year	-	-	-	-

11. Siddhartha Bhaiya^{##}					
	At the beginning of the Year	-	-	-	-
	(Add) Purchase of Shares Market Purchase	53,46,000	23.34	53,46,000	23.34
	(Less) Sale of Shares	-	-	-	-
	At the End of the year	53,46,000	23.34	53,46,000	23.34
12. Aarti Javeri^{##}					
	At the beginning of the Year	30,000	0.13	30,000	0.13
	(Add) Purchase of Shares	77,900	0.34	1,07,900	0.47
	(Less) Sale of Shares	-	-	-	-
	At the End of the year	1,07,900	0.47	1,07,900	0.47
13. Vishal Golechha^{##}					
	At the beginning of the Year	1,26,000	0.55	1,26,000	0.55
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	(37,000)	0.16	89,000	0.39
	At the End of the year	89,000	0.39	89,000	0.39
14. Shilpa Golechha^{##}					
	At the beginning of the Year	1,26,000	0.55	1,26,000	0.55
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	(51,000)	0.22	75,000	0.33
	At the End of the year	75,000	0.33	75,000	0.33
15. Rahul Sudhakar Kulkarni^{##}					
	At the beginning of the Year	60,000	0.26	60,000	0.26
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	-	-	-	-
	At the End of the year	60,000	0.26	60,000	0.26
16. Niren Champaklal Ajmera^{##}					
	At the beginning of the Year	48,000	0.21	48,000	0.21
	(Add) Purchase of Shares	-	-	-	-
	(Less) Sale of Shares	(5,005)	(0.02)	42,995	0.19
	At the End of the year	42,995	0.19	42,995	0.19

17. Mahesh Laxminarayan Gupta ^{##}					
	At the beginning of the Year	-	-	-	-
	(Add) Purchase of Shares	36,000	0.16	36,000	0.16
	(Less) Sale of Shares	-	-	-	-
	At the End of the year	36,000	0.16	36,000	0.16
18. Nand Kishore Agarwal					
	At the beginning of the Year	-	-	-	-
	(Add) Purchase of Shares	30,000	0.13	30,000	0.13
	(Less) Sale of Shares	-	-	-	-
	At the End of the year	30,000	0.13	30,000	0.13

^{**}Ceased to be in the list of Top 10 shareholders as on 31-03-2018. The same is reflected above since the shareholder was one of the Top 10 shareholders as on 01-04-2017.

^{##}Not in the list of Top 10 shareholders as on 01-04-2017. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on 31-03-2018.

VI.Shareholding of Directors and Key Managerial Personnel (KMPs)

Name	Shareholding at the beginning of the year (As on April 1, 2017)/ at the end of the year (March 31, 2018)		Cumulative Shareholding during the year (April 1, 2017 to March 31, 2018)	
	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1) Mr. Vinod Garg, Managing Director				
At the beginning of the Year	34,16,190	14.91	34,16,190	14.91
(Add) Purchase of Shares (Market Purchase)	75,000	0.33	34,91,190	15.24
(Less) Sale of Shares	(3,000)	(0.01)	34,88,190	15.23
At the End of the year	34,88,190	15.22	34,88,190	15.23
2) Mr. Vaibhav Garg, Whole time Director and Chief Financial Officer				
At the beginning of the Year	33,50,360	14.63	33,50,360	14.63
(Add) Purchase of Shares	-	-	-	-
(Less) Sale of Shares	-	-	-	-
At the End of the year	33,50,360	14.63	33,50,360	14.63

Note: The Directors and Key Managerial personnel (KMP) of the Company who have not held any shares at any time during the year, are not shown in the above list.

For details of Date wise purchases, refer to shareholding of Promoter and Promoter Group on point no. (IV)(ii)

VII.INDEBTEDNESS

Indebtedness* of the Company, including interest outstanding/ accrued but not due for payment
(Amount in INR)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year (April 1, 2017)				
I) Principal Amount	5,33,30,997	13,95,66,576	-	19,28,97,573
II) Interest due but not paid	-	-	-	-
III) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	5,33,30,997	13,95,66,576	-	19,28,97,573
Change in Indebtedness during the financial year (FY 2017-18)				
* Addition	4,00,02,874	-	-	4,00,02,874
* Reduction	(31,90,935)	(4,72,68,992)	-	(5,04,59,927)
Net Change	3,68,11,939	(4,72,68,992)		(1,04,57,053)
Indebtedness at the end of the financial year (March 31, 2018)				
I) Principal Amount	9,01,42,936	9,00,00,000	-	18,01,42,936
II) Interest due but not paid	-	-	-	-
III) Interest accrued but not due	-	22,97,584	-	22,97,584
Total (i+ii+iii)	9,01,42,936	9,22,97,584		18,24,40,520

*Indebtedness referred herein is Long Term borrowings and Short-term borrowings of the Company as on March 31, 2018

VIII.REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Director:

Following Remuneration was paid to Managing Director and Whole Time Director during FY 2017-18:

Name of Director	Remuneration (in INR) p.a.
Mr. Vinod Garg, Managing Director	36,00,000.00
Mr. Vaibhav Garg, Whole Time Director and Chief Financial Officer	12,00,000.00

B. Remuneration to other directors:

Sr. No.	Particulars of Remuneration	Name of Directors			Total Amount (in INR)
	Independent Directors	Khushboo Pasari	Harsh Mehadia	Anand Khetan	
	a) Fees for attending Board and Committee Meetings	40,000	40,000	40,000	1,20,000
	b) Commission	-	-	-	-
	c) Others	-	-	-	-
	Total (A)	40,000	40,000	40,000	1,20,000

The Sitting Fees are paid to Independent Directors are fixed by the Board of Directors of the Company, which is well within the limits of Companies Act, 2013

Notes:

In terms of the provisions of the Companies Act, 2013, the remuneration payable to directors other than executive directors shall not exceed 1% of the net profit of the Company. The remuneration paid to the Non Executive Independent Directors is well within the said limit.

The total managerial remuneration payable to directors, including Managing Director and whole-time Director shall not exceed 11% of the net profits of the Company. The Company has already obtained approval of Members in previous Annual General Meeting of the Company for the remuneration being paid to Executive Directors

C. Remuneration to Key Managerial Personnel, other than Managing Director/ Manager/ Whole Time Director

Sr. No.	Particulars of Remuneration	Name of the Key Managerial Personnel			Total Amount (in INR)
		Mr. Vinod Garg, Managing Director	Mr. Vaibhav Garg, Whole Time Director and Chief Financial Officer	Mr. Jalpesh Darji, Company Secretary	
1	Gross Salary	36,00,000	12,00,000	5,77,608	53,77,608
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) of the Income-tax Act, 1961	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others (Incentive)	-	-	-	-
	Total (A)	36,00,000	12,00,000	5,77,608	53,77,608

IX. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

ENTERED / PUNISHMENT / COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty/punishment/ Compounding fees imposed	Authority [RD/NCLT/ COURT]	Appeal made, if any
A. COMPANY					
Penalty	NONE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NONE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NONE				
Punishment					
Compounding					

Annexure 6 to the Directors' Report

**FORM MR 3
SECRETARIAL AUDIT REPORT**

For the financial year ended 31st March 2018

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration) Rules, 2014]

To,
The Members,
Vibrant Global Capital Limited,
Mumbai, Maharashtra.

1. I have conducted the secretarial audit of the compliance of applicable statutory provisions and adherence to good corporate practices by **VIBRANT GLOBAL CAPITAL LIMITED** (herein after called 'the company') Secretarial audit was conducted in a manner that provided to me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

- i. Management's Responsibility for Secretarial Compliances

The Company's Management is responsible for preparation and maintenance of Secretarial Records and for devising proper systems to ensure compliance with the provisions of applicable laws and regulations.

- ii. Auditor's Responsibility

My responsibility is to express an opinion on the Secretarial records, standards and procedures followed by the Company with respect to Secretarial Compliances.

I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for my opinion.

2. Based on my verification of the Company's books, papers, minutes books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, and to the best of my information, knowledge and belief and according to the explanations given to us, the Company has, during the audit period covering the financial year ended on 31st March 2018, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to reporting made herein after.
3. I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company, for the financial year ended on 31 March 2018, according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the Rules made there under;
 - ii. The Securities Contracts (Regulation) Act, 1956 (SCRA) and the Rules made there under;
 - iii. The Depositories Act, 1996 and the Regulations and Bye laws framed there under;

- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment.
- v. The following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992, (SEBI Act):
 - A. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011;
 - B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,
 - C. The Securities and Exchange Board of India (Issue of capital and Disclosure of requirements) Regulations, 2009,
 - D. The Securities and exchange Board of India (Employees Stock option scheme and employees stock purchase scheme) Guidelines, 1999 - **Not Applicable during the financial year**
 - E. The Securities and Exchange Board of India (Issue and listing of Debt Securities) Regulations 2008 -**Not Applicable during the financial year**
 - F. The Securities and exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client,
 - G. The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2009 - **Not Applicable during the financial year**
 - H. The Securities and Exchange Board of India (Buy back of securities) Regulations, 1998- **Not Applicable during the financial year**

INDUSTRY SPECIFIC ACTS

The Company is Non-Deposit Accepting NBFC registered with the Reserve Bank of India under Section 45IA of Reserve Bank of India Act, 1934. It Bank of India under Section 45 IA of the Reserve Bank of India Act, 1934 It has generally complied with the Regulations prescribed thereunder.

I have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by the Institute of Company Secretaries of India: **Complied**
- b) The SME Listing agreement and SEBI (LODR) Regulations, 2015 entered in to by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of Act, Rules, Regulations, Guidelines, standards etc. mentioned above subject to above subject.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board meetings, agenda and detailed notes on agenda were sent seven days in advance, and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through and based on the verification of the minutes book for the year under review there were no instances of any Director having expressed a dissenting view.

I further report that there are adequate systems and process in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For H. Roshan & Associates
Practicing Company Secretaries

Name: Roshan Harde
Designation: Proprietor
M. No: 34630; CoP No.: 13138

Place: Nagpur
Date: August 24, 2018

Annexure - A to Secretarial Audit Report dated

My Secretarial Audit Report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on the secretarial records based on my audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and books of accounts of the Company as it is a part of financial audit.
4. I have obtained the Management's representation about the compliance of laws, rules and regulations and happening of events, etc., wherever required.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. My examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Name: Roshan Harde
Designation: Proprietor
M. No: 34630; CoP No.: 13138

Place: Nagpur
Date: August 24, 2018

Management Discussion and Analysis

Your company is a NBFC which has been in existence form almost two decades. Your Company is registered with the RBI as a NBFC without accepting public deposits under section 45 IA of the RBI Act, 1934 and has been in the business of providing short term and long-term loans and advances, investing in equity products for a substantial long time now.

Your Company is a professionally managed company with registered office at Mumbai and has an in-house team of experts to ensure effective utilization of the assets and improve the overall profitability and financial efficiencies of the company.

MACROECONOMIC OVERVIEW:

Financial Year 2018 began uncertainly with the economy still dealing with the impact of demonetisation of Rs. 500 and Rs. 1000 notes. Further second, second quarter (July - September 2017) saw considerable disturbance in economic activity because of teething troubles that accompanied the rollout of the Goods and Services Tax (GST). The third quarter (October - December 2017), however, had shown an uptick – posting 7.2% GDP growth vis-a-vis the same quarter in the previous year. This has prompted some to argue that the economy has recovered from demonetisation and the transition to GST, and that one should now expect a period of higher growth.

As it stands, however, the second advance estimates of national income for FY2018 released by the Central Statistics Office (CSO) on 28 February 2018 forecasts real GDP growth for the year at 6.6%, which is 50 basis points less than the 7.1% growth witnessed in FY2017.

There are, however, some worrying trends. The first is the rising current account deficit (CAD). Slowdown in export growth and a sharp rise in crude oil prices threatens India's CAD, which crossed 2% of GDP during the quarter ended 31 December 2017. Though manageable, the room for maneuver is getting reduced, especially if crude oil prices remain above US\$ 70 per barrel. The second is rising inflation. 'Core inflation' (that is, excluding food and fuel) averaged at 4.7% during FY2018, which exceeds the RBI's medium-term target of 4%. If this continues, one could expect the RBI to again pursue a tight monetary policy. The third is the slower than anticipated bankruptcy resolution, which has effectively put a brake on bank credit. Moreover, market interest rates have begun to harden. Bank lending rates have started rising; and other market driven interest rates such as that of the benchmark 10-year Government security have seen significant volatility during January-March 2018. A positive is India should see higher GDP growth in next year. RBI has issued a growth forecast of 7.4% for FY2019. BFS, too, expects higher GDP growth, but is also prepared for greater uncertainties and higher interest rates.

Growth of Company Business

The Company has identified identification, analysis of suitable Equity investment opportunities in different sectors as of its key focus areas. The Management of the Company believe that they are well placed to expand the business by investing in different sectors and doing suitable due diligence exercises, negotiations with customers and counterparties and researching and advising on the optimal structure for the investment.

A part of its strategy is to make a profitable exit from the investment over a period of few years. The belief behind such strategy is to earn maximum profit from the investment.

Competitive Strengths

- **Proven track record of Management Team with relevant domain expertise**
Your Company is spearheaded by management professionals with combined experience of several decades and the management makes efforts to ensure effective utilization of our assets and improve the overall profitability and financial efficiencies of the company.
- **Diversified Investment**
Diversification of Investment in different sectors is one of the core area which gives your Company a competitive edge. Effective due diligence exercises and researching activities are the support system for diversification.
- **Strong Relationships**
Our client relationships are established over a period as a result of proper client servicing and the company intends to expand its loan portfolio to cover high net worth individuals with healthy credit record to whom the company may advance funds under both secured/unsecured modes.

Segment-wise performance

A table showing Brief on the Segment-wise revenue is stated as below:

(INR in Lakhs)				
Particulars	Standalone		Consolidated	
	FY 2017-18	FY 2016-17	FY 2017-18	FY 2016-17
Capital Market	803.81	1,855.64	809.38	1,855.64
Lending	36.89	62.56	5.48	32.76
Unallocated	7.79	7.84	32.15	40.84
Trading	-	-	24,772.37	29,450.49
Manufacturing	-	-	5812.22	5,327.40
Total	848.49	1,926.04	31,431.60	36,707.13

The standalone capital market revenue decreased to INR 803.81 Lakhs in FY 2017-18 from INR 1,855.64 Lakhs in FY 2016-17. The standalone revenue from Lending decreased from INR 62.56 Lakhs to INR 36.89 Lakhs from previous fiscal year. The total standalone segment revenue decreased to INR 848.49 Lakhs from INR 1,926.04 Lakhs.

The Consolidated capital market revenue decreased to INR 809.38 Lakhs in FY 2017-18 from INR 1,855.64 Lakhs in FY 2016-17. The Consolidated Trading revenue decreased to INR 24,772.37 Lakhs from INR 29,450.49 Lakhs. The total consolidated revenue decreased to INR 31,431.60 Lakhs from INR 36,707.13 Lakhs

Risks Management

Risk management forms an integral part of Company's business. As an NBFC, the Company is exposed to various risks related to its investment business. The objective is to evaluate and monitor various risks that the Company is subject to and follow stringent policies and procedures to address these risks. A documented, systematic assessment of processes and outcomes surrounding key risks including internal control will be undertaken from time to time. Finance costs are dependent on various external factors, including Indian and global credit markets and interest rate movements and adequate liquidity in the debt markets. All the diverse product portfolios are strictly monitored to ensure minimal delinquency levels and in addition, the security also serves as the underlying collateral for the loan taken by the borrowers, securing its credit portfolio.

The Audit Committee also will provide an independent and objective oversight on corporate accountability and risks and consider reports of the Board on all categories of identified risks.

Synergy & Strength derived from our group and subsidiary Companies

Our company is a part of “Vibrant Global Group” with the operation of our group and Subsidiaries and Associate companies spanning from Trading of steel products, Manufacturing of polyester films, Biaxially Oriented Polyethylene Terephthalate films and manufacturing of Salt.

A brief highlight of the revenues of our subsidiary & group companies for FY 2017-18 is as follows:

(INR in Lakhs)		
Name of the Company	Revenue	PAT/LAT
Vibrant Global Infraproject Pvt. Ltd. - Wholly Owned Subsidiary Company	9.61	0.52
Vibrant Global Trading Pvt. Ltd. - Subsidiary Company	24,795	63.22
Vibrant Global Salt Pvt. Ltd. - Subsidiary Company	5,822	(113)
Vibrant Global Vidyut Pvt. Ltd. - Associate Company	-	(15.99)

Experienced Management Team

Our core management team has substantially contributed to the growth of our business operations. Our Company is managed by Mr. Vinod Garg, Managing Director and Mr. Vaibhav Garg, Whole Time Director and Chief Financial Officer. Our professionally qualified Directors have added to our operational and business strengths.

HUMAN RESOURCES

The Company has a dedicated team that has been contributing to the progress and growth of the Company. Your company has further strengthened the management team to propel the business expeditiously. The manpower requirement at the offices of the Company is assessed continuously and recruitment is conducted accordingly.

PERFORMANCE DURING THE YEAR (Consolidated)

During the year under review, the Company has made a Loss after Tax of INR 55,52,388/- (Rupees Fifty-Five Lakhs Fifty-Two Thousand Three Hundred and Eighty-Eight only) in Financial

Year 2017-18 as compared to a Profit after tax (PAT) of INR 98,49,576 /- (Rupees Ninety Eight Lakhs Forty Nine Thousand Five Hundred and Seventy Six only) in the previous year.

CAUTIONARY STATEMENT

Statements made herein describing the Company's expectations or predictions are "forward-looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, Government policies & regulations, economic development within/outside country etc.

Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended 31st March 2018.

BOARD OF DIRECTORS

The Company's philosophy on Corporate Governance continues to apply best management practices, compliance of law in true letter and spirit, adherence to ethical standards for effective management and distribution of wealth and discharge of social responsibility for sustainable development of all stakeholders.

Following receipt of BSE's approval, the Company migrated to Main Board of BSE Limited effective from 23 February 2018, after having presence on SME exchange for over 3+ years. The Company, while having on SME platform was in complete compliance of SEBI (LODR), Regulations, 2015. The Company is committed to adhere to SEBI LODR, 2015 and thus consistently and continually meet requirements of Corporate Governance and all obligations on account thereof.

The composition of the Board and attendance at Board Meetings and at the last Annual General Meeting (AGM) held during the year under review is given below:

Sr. No.	Name of the Director	Category	No. of Board Meetings held during FY 2018	No. of Board Meetings attended	Attendance at last AGM
1.	Mr. Vinod Garg	Executive	6	6	Yes
2.	Mr. Vaibhav Garg	Executive	6	6	Yes
3.	Mrs. Khushboo Pasari	Non-Executive, Independent	6	4	Yes
4.	Mr. Harsh Mehadia	Non-Executive, Independent	6	4	Yes
5.	Mr. Anand Khetan	Non-Executive, Independent	6	4	Yes

During the year 2017, 6 (Six) Board Meetings were held, i.e. on 30th May, 2017, 1st July, 2017, 2nd September, 2017, 11th September, 2017, 14th November, 2017 and 13th February, 2018 with time gap not exceeding 4 months between two such meetings. The Annual General Meeting was held on 29th September, 2017.

Directorships and Committee Memberships/Chairmanships in other public limited companies are given below, as on 31st March, 2018:

Sr. No.	Name of the Director	Other Directorships%	Committee positions in other Companies (excluding VGCL) ^{tt}		
			Member	Chairman	Total
1	Mr. Vinod Garg	2	1	Nil	1
2	Mr. Vaibhav Garg	2	Nil	Nil	Nil
3	Mrs. Khushboo Pasari	Nil	Nil	Nil	Nil
4	Mr. Harsh Mehadia	2	1	Nil	1
5	Mr. Anand Khetan	1	Nil	1	1

“The number of Directorships excludes Directorships of private limited companies, foreign companies and companies licensed under Section 8 of the Companies Act, 2013

%Committee includes only Audit Committee and Stakeholders Relationship Committee of public limited companies (excluding foreign companies and Section 8 companies) in terms of Regulation 26 of the Listing Regulations.

Relationship between Directors inter-se:

Except Mr. Vinod Garg, Managing Director, who is father of Mr. Vaibhav Garg, Whole time Director and CFO, there are no inter-se relationships amongst the Directors.

Information provided to the Board:

The annual calendar of the Board and Committee Meetings is agreed upon at the beginning of the year. The agenda is circulated well in advance to the Board members, along with comprehensive background information on the items in the agenda to enable the Board to deliberate on relevant points and arrive at an informed decision. All relevant information related to the working of the Company, including the information required under Part A Schedule II of SEBI Listing Regulations, 2015 is made available to the Board. In addition to matters, which require to be placed before the Board for its noting and / or approval, information is also provided on various other significant matters.

Review of legal compliance reports:

During the year, the Board periodically reviewed reports placed by the management with respect to compliance of various laws applicable to the Company. The Internal Auditors also reviewed compliance status and reported the same to the Audit Committee, if any.

COMMITTEES OF THE BOARD:

The Board has constituted various Committees, viz., Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee.

a) Audit Committee:

The Audit Committee comprises of Two Non-Executive Independent Directors and One Executive Director, all of whom are financially literate and one of them possesses accounting and/or financial management expertise.

During the Financial year FY 2017-18, 4 (Four) Audit Committee meetings were held i.e. on 30th May, 2017, 2nd September, 2017, 14th November, 2017 and 13th February, 2018 and the time gap between two consecutive meetings of the Audit Committee was not more than four months.

The composition of the Audit Committee and the attendance of Directors at its meetings are given hereunder:

Sr. No.	Name of the Director	Qualification	Meetings attended / held during FY 2017
1.	Mr. Anand Khetan - Chairman	Non-Executive, Independent	4/4
2.	Mr. Vinod Garg	Executive	4/4
3.	Mr. Harsh Mehadia	Non-Executive, Independent	4/4

The terms of reference of the Audit Committee are in line with Regulation 18 read with Part C of Schedule II of Listing Regulations and Section 177 of the Companies Act, 2013. The terms of reference of the Audit Committee include the following:

- Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions;
 - modified opinion(s) in the draft Audit Report;
- reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- approval or any subsequent modification of transactions of the listed entity with related parties;
- scrutiny of inter-corporate loans and investments;
- valuation of undertakings or assets of the listed entity, wherever it is necessary;
- evaluation of internal financial controls and risk management systems;
- reviewing, with the management, performance of statutory and internal
- auditors, adequacy of the internal control systems;
- reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- discussion with internal auditors of any significant findings and follow up there on;
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- to review the functioning of the whistle blower mechanism;
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;
- carrying out any other function as is mentioned in the terms of reference of the audit committee.

The Chairman of the Audit Committee was present at the last Annual General Meeting of the Company held in 2017 for addressing shareholders queries. The MD, CFO, the Statutory Auditors and the Internal Auditors are invited by the Committee to attend the Audit Committee meetings. The minutes of the Audit Committee meetings are placed before the Board. The Compliance Officer of the Company acts as Secretary to the Audit Committee.

M/s. Agrawal & Kedia, Chartered Accountants, are the Company's Statutory Auditors. They are responsible for performing an independent audit of the financial statements and expressing an opinion on the conformity of those financial statements with accounting principles generally accepted in India.

b) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee comprises of three Independent Directors. The composition of the Committee and their attendance at the meetings for the Financial year 2017-18 is given hereunder:

Sr. No.	Name of the Director	Qualification	Meetings attended / held during FY 2017
1.	Mr. Harsh Mehadia - Chairman	Non-Executive, Independent	2/2
2.	Mr. Anand Khetan	Non-Executive, Independent	2/2
3.	Mrs. Khushboo Pasari	Non-Executive, Independent	2/2

The Company Secretary of our Company shall act as a Secretary to the Nomination and Remuneration Committee.

The scope and function of the Committee and its terms of reference shall include the following:

Tenure: The Nomination and Remuneration Committee shall continue to be in function as a committee of the Board until otherwise resolved by the Board.

Meetings: The committee shall meet as and when the need arises for review of Managerial Remuneration. The quorum for the meeting shall be one third of the total strength of the committee or two members, whichever is higher. Meeting of the Nomination and Remuneration Committee shall be called by at least seven days' notice in advance.

Terms of Reference:

- Identify persons who are qualified to become directors and may be appointed in senior management in accordance with the Criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance.
- Formulate the criteria for determining the qualifications, positive attributes and independence of a director and recommend to the board a policy relating to the remuneration for directors, KMPs and other employees.
- Determine our Company's policy on specific remuneration package for the Managing Director / Executive Director including pension rights.
- Decide the salary, allowances, perquisites, bonuses, notice period, severance fees and increment of Executive Directors.
- Define and implement the Performance Linked Incentive Scheme (including ESOP of the Company) and evaluate the performance and determine the amount of incentive of the Executive Directors for that purpose.
- Decide the amount of Commission payable to the Whole time Directors.
- Review and suggest revision of the total remuneration package of the Executive Directors keeping in view the performance of the Company, standards prevailing in the industry, statutory guidelines etc.
- To formulate and administer the Employee Stock Option Scheme.

PERFORMANCE EVALUATION OF BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

- The Board has mechanism for evaluating the performance of its Board, Committees & individual Directors, including the Chairman of the Board. Further, performance evaluation exercise was carried out based on criteria such as Board/ Committee Compositions, Structure & responsibilities thereof, effectiveness of Board process, participation and contribution by member, information & functioning; Board/ Committee culture & dynamics, degree of fulfilment of key responsibilities, etc.
- The performance of Board, Committee thereof, Chairman, Executive & Non- Executive Directors and individual Director is evaluated by the Board/ Separate meeting of Independent Directors. The results of such evaluation are presented to the NRC and Board of Directors.

c) Stakeholders Relationship Committee:

The Committee comprises of two Non-Executive Directors. During the Financial year 2017-18, two Stakeholders Relationship Committee meetings were held.

The composition of the Audit Committee and the attendance of Directors at its meetings are given hereunder:

Sr. No.	Name of the Director	Qualification	Meetings attended / held during FY 2017
1.	Mr. Harsh Mehadia - Chairman	Non-Executive, Independent	2/2
2.	Mr. Anand Khetan	Non-Executive, Independent	2/2
3.	Mr. Vinod Garg	Executive	2/2

The Company has not received any Investor's grievances/ queries/information/ requests during the Financial Year 2017-18. Mr. Jalpesh Darji, Company Secretary is the Compliance Officer of the Company.

REMUNERATION OF DIRECTORS:

Remuneration to Executive Directors:

The remuneration paid to Mr. Vinod Garg, Chairman and Managing Director and Mr. Vaibhav Garg, Whole-Time Director-cum-Chief Financial Officer for the Financial year 2017-18 is as under:

Name of the Director	Remuneration (INR) p.a.
Mr. Vinod Garg	36,00,000.00
Mr. Vaibhav Garg	12,00,000.00
Total	48,00,000.00

The remuneration was approved by the Shareholders at their Annual General Meeting held on 30 September 2015.

Remuneration to Non-Executive Independent Directors:

Non-Executive Independent Directors are paid sitting fees for attending Board/ Committee Meetings as approved by the Board within the limits prescribed under the Companies Act, 2013.

Details of Sitting Fees paid to the Non-Executive Independent Directors during the Financial Year 2017-18 are as follows:

Name of the Director	Sitting Fees (INR)
Mr. Anand Khetan	40,000
Mrs. Khushboo Pasari	40,000
Mr. Harsh Mehadia	40,000
Total	1,20,000

None of the Non-Executive Independent Directors are holding any equity shares in the Company.

ANNUAL GENERAL MEETINGS:

The details of last three Annual General Meetings/ Extra-Ordinary General Meetings held were as under:

Year	Day, Date and Time	Venue of AGM	Special Resolutions passed at the AGM
Financial Year 2016-17	Friday, September 29, 2017 11.30 a.m.	Registered Office of the Company	Appointment of Mr. Anand Khetan as Non-executive Independent Director of the Company for second term for 5 years
Financial Year 2015-16	Thursday, September 29, 2016 11.30 a.m.	Registered Office of the Company	None
Financial Year 2014-15	Wednesday, September 30, 2015 11.30 a.m.	Registered Office of the Company	1. Fixing of Remuneration of Mr. Vinod Garg, Managing Director 2. Fixing Remuneration of Mr. Vaibhav Garg, Whole Time Director and Chief Financial Officer

Postal Ballot

The Company passed one Special Resolution through postal ballot during current year 2017-18. No other business was ever carried out by the Postal Ballot.

Date of Postal Ballot Notice:

September 11, 2017

Date of declaration of result:

October 24, 2017

Voting period:

September 20, 2017 to October 20, 2017

Date of approval:

October 24, 2017

Name of the Resolution	Type of resolution	No. of votes polled	Votes cast in favor	Votes cast against
Migration from SME Platform to Main Board of BSE	Special Resolution	2,17,23,840	2,17,23,840 (100.00%)	0 (00.00%)

Roshan Harde, Practicing Company Secretary, of H. Roshan & Associates, Practicing Company Secretaries, was appointed as the scrutinizer for carrying out the postal ballot process in a fair and transparent manner.

For the ensuing Annual General Meeting, there is no any special resolution proposed to be conducted by the postal ballot.

Means of Communication

The Company migrated to Main board of BSE Limited from SME Platform of BSE Limited effective from 23 February 2018. The Company has always promptly reported to BSE, where the securities of the

Company are listed, all material information including declaration of quarterly/ half-yearly and annual financial results in the prescribed formats.

The financial results and other statutory information are communicated to the shareholders by way of advertisement in “Freepress Journal”, English newspaper having nationwide circulation and “Navshakti” Marathi newspaper (local language), as per the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The said results are also made available on the Company’s website at www.vibrantglobalgroup.com. The Official Company information, Financial Results, Policies, Annual Reports and other relevant details are displayed on the Company’s website. As the financial results are published in leading newspapers as well as hosted on the Company’s website, the results are not sent to the households of the individual shareholders.

GENERAL SHAREHOLDER INFORMATION

Details of ensuing Annual General Meeting:

Friday, September 21, 2018	11.30 a.m.	The Aqaba Banquets, Club House Level P 5, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India
-------------------------------	------------	---

Company’s Financial Year: April 1, 2017 to March 31, 2018

Financial Results Schedule for FY 2018-19:

First Quarter Results	by second week of August 2018
Second Quarter Results	by second week of November 2018
Third Quarter Results	by second week of February 2019
Audited Results for the year ending 31 st March 2019	by last week of May 2019

Listing on Stock Exchanges

Equity Shares of the Company are were listed on SME Platform of BSE Limited (Address: *Phiroze Jeejeebhoy Towers, Dalal St, Kala Ghoda, Fort, Mumbai, Maharashtra 400001*). Effective from 23 February, 2018, the Company migrated from SME Platform of BSE Limited to Main Board of BSE Limited and as on 31st March 2018, equity Shares of the Company is listed on Main Board of BSE Limited (Script Code: 538732; Security Id: VGCL).

The ISIN of Company’s equity shares is INE761Q01015

Annual Listing fees for FY 2017-18 has been paid to BSE. Further, Annual Issuer fees for FY 2017-18 to National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) have been paid to respective depository.

Address for correspondence:

Registered Office: Unit No. 202, Tower A, Peninsula Business Park,
Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India
Phone: +91 22 41731000, Fax: +91 22 41731010

Corporate Identification Number (CIN):

All the forms, returns, balance sheets, charges, if any and all other documents, papers etc. filed by the Company with the Registrar of Companies are available for inspection on the official website of MCA www.mca.gov.in, under the Company Identification Number (CIN): L65900MH1995PLC093924.

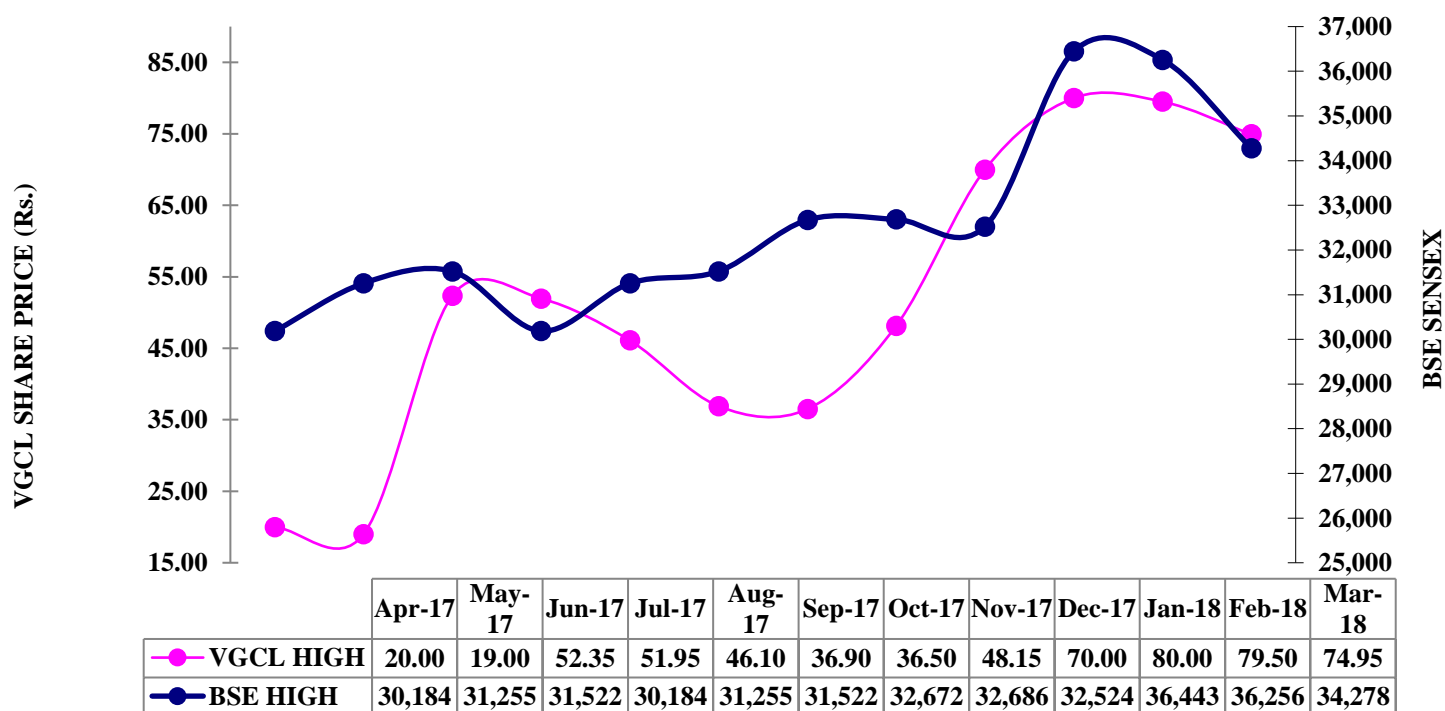
Market Price Data

Equity Shares of the Company have regularly been traded on BSE during FY 2017-18. Following is the month-wise high/ low prices of the Company's Equity Shares on BSE during the FY 2017-18.

Months	BSE	
	High Price (INR)	Low Price (INR)
April' 2017	20.00	19.00
May' 2017	19.00	18.00
June' 2017	52.35	17.00
July' 2017	51.95	47.55
August' 2017	46.10	36.00
September' 2017	36.90	32.05
October' 2017	36.50	30.00
November' 2017	48.15	33.00
December' 2017	70.00	40.00
January' 2018	80.00	60.00
February' 2018	79.50	54.00
March' 2018	74.95	50.00

The chart herein below shows the comparison of the Company's share price movement vis-à-vis the movement of the BSE Sensex:

COMPANY SHARE PRICE AND BSE SENSEX-HIGH



Registrar and Share Transfer Agent (RTA): Bigshare Services Private Limited

Registered office: E - 2/3, Ansa Industrial Estate, Sakivihar Road,
Sakinaka, Andheri (East), Mumbai - 400 072, Maharashtra, India,
Maharashtra, India

Corporate Office: 1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol, Andheri East,
Mumbai- 400 059, Maharashtra, India.
Phone: 91 (22) 62638200
Fax: 91 (22) 62638299

Share Transfer System

Stakeholders Relationship Committee of the Directors of the Company inter-alia deal with matters relating to transfer/ transmission of its Equity Shares and ensure that transfers are registered within maximum of 15 days from the date of receipt provided documents are complete in all respects. All Share Transfers, if any, will be approved by the Company Secretary under the authority delegated to him.

Distribution of Equity Shareholding

Following is the distribution of Company's Equity Shares as on 31st March 2018.

Category	Number of Shareholders	Number of Shares	% of Shares
Promoters & Promoter Group* (Individual/ HUF)	3	1,01,27,050	44.21%
Promoters & Promoter Group* (Corporate Bodies)	2	57,00,244	24.88%
Clearing Members	4	7,40,715	3.23%
Corporate Bodies	8	68,396	0.30%
Non-Resident Indians-Repatriable	1	5,40,000	2.36%
Non-Resident Indians-Non-Repatriable	1	1	0.00%
Public	122	57,30,974	25.02%
Total	141	2,29,07,380	100.00%

**Not pledged or otherwise encumbered in any manner.*

Nominal Value of Shares (INR)		Number of Shareholders	Nominal Value of Shares (INR)	% of Shares
1	5,000	35	29,530	0.01%
5,001	10,000	2	13,300	0.00%
10,001	20,000	3	42,410	0.02%
20,001	30,000	17	5,02,000	0.22%
30,001	40,000	4	1,58,440	0.07%
40,001	50,000	4	1,72,790	0.08%
50,001	1,00,000	49	29,73,200	1.30%
1,00,001	99,99,99,99,99	27	22,51,82,130	98.30%
		141	22,90,73,800	100.00%

Compliance Officer

Mr. Jalpesh Darji, Company Secretary

Registered office:

Unit No. 202, Tower A, Peninsula Business Park,

Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India

Phone: +91 22 41731000, Fax: +91 22 41731010

E-mail: jalpesh@vibrantglobalgroup.com

All communications on matters relating to Rematerialization, Share Transfers etc. may be sent directly to Registrar and Share Transfer Agent and Complaints, if any, on these matters may also be sent to investor@vibrantglobalgroup.com or to the Compliance Officer.

DEMATERIALISATION OF SHARES AND LIQUIDITY

All equity shares of the Company having ISIN: INE761Q01015 are in Dematerialized with the Depositories, NSDL and CDSL and following is the distribution as on 31st March 2018.

In Demat with-	Number of Shares	% of Total Equity Shares
NSDL	1,64,79,983	71.94%
CDSL	64,27,397	28.06%
Physical	-	-
Total	2,29,07,380	100.00%

UNCLAIMED DIVIDEND/ SHARES

The Company has not declared Dividend and hence, no amount is due to transfer to Investor Education and Protection Fund (IEPF) on 31st March 2018.

Disclosures:

- A Statement in summary form of transactions with related parties in the ordinary course of business was placed periodically before the Board of Directors/Audit Committee. All transactions with the related parties have been on an arms-length basis. A Policy on transactions with related parties is formulated by the Company and is available on the website of the Company at www.vibrantglobalgroup.com
- The Company have had no materially significant related party transactions, which may have potential conflict with interest of the Company.
- For disclosures of related party relationship and transactions as per Ind AS 24, Related Party Disclosure, Note 36 to the Annual Audited Accounts of the Company for the FY ended 31st March 2018 may be referred to.
- Resume and other information of the Director proposed to be re-appointed at the ensuing AGM of the Company are given in the Notice relating thereto to the Shareholders as required under Regulation 36(3) of SEBI LODR, 2015.
- Management Discussion and Analysis Report has been included as a part of the Directors' Report to the Shareholders for FY ended 31st March 2018.
- In accordance with requirement of Corporate Governance, the Board of Directors of the Company formulated a Code of Conduct for Board of Directors including Independent Directors and Senior Management Personnel and the compliance thereof has been affirmed by all concerned. The Code provide for duties of Independent Directors as laid down in the Act. Required declaration to this effect signed by the Managing Director of the Company is appended as a separate Annexure to this Report. This Code of Conduct, adopted by the Company, has also been hosted on Company's website www.vibrantglobalgroup.com.
- No penalties/strictures were imposed on the Company by any regulatory authority on any matter related to capital markets during last three years.

- The Company has laid down procedures to inform the Board Members about the risk assessment and minimisation. Said procedures were periodically reviewed to ensure that Executive Management control risks through means of a properly defined framework. These procedures have also been adopted by the Company.
- The Company has formulated the Code of Conduct for prevention of Insider Trading in securities of the Company by its Directors and Employees in accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 and a Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information following said SEBI Insider Trading Regulations. These Codes of Conduct adopted by the Company have been hosted on Company's website www.vibrantglobalgroup.com. For the purposes of these Codes, Company Secretary, Mr. Jalpesh Darji, Company Secretary has been appointed as Compliance Officer.
- The Board of Directors of the Company has put in place a Policy on Prevention of Sexual Harassment following provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder. Copy of said Policy has been hosted on Company's website www.vibrantglobalgroup.com. During FY 2017-2018, no complaint regarding Sexual Harassment has been received.
- The Board of Directors of the Company have received a Certificate from the Managing Director and Chief Financial Officer of the Company in compliance of Regulation 17(8) of SEBI LODR, 2015.
- The Company has a Vigil Mechanism Policy for Directors and Employees, to report concerns about unethical conduct and improper practices or alleged fraud or violation of Code of Conduct or Ethics Policy, to the Managing Director or Compliance Officer or the Audit Committee soon after becoming aware of the same. Said Policy inter-alia provide for adequate safeguards against victimisation of persons availing mechanism of the same and also provide for direct access to the Chairman of the Audit Committee in exceptional cases. The Company has adopted said Policy and hosted a copy thereof on Company's website www.vibrantglobalgroup.com and no complaint thereunder was received during FY ended on 31st March 2018.
- Pursuant to Regulation 40 of SEBI LODR, 2015, Certificate, for half year ended on 31st March 2018 has been issued by a Company Secretary-in-Practice for due compliance of Share Transfer formalities by the Company and filed with Stock Exchanges within prescribed time.
- A Company Secretary in full time practice carried out Reconciliation of Share Capital Audit to reconcile total admitted capital with NSDL and CDSL and the total issued and listed capital of the Company. The Audit confirmed that the total issued/paid up capital has been in agreement with the aggregate of total number of Shares in physical form and the total number of Shares in dematerialised form (held with NSDL and CDSL).
- The Company has complied all mandatory requirements of Corporate Governance. Compliance of non mandatory requirements are dealt with at the end of the Report. Compliance Reports in format prescribed has been sent to Stock Exchanges within prescribed time.
- Independent Directors have confirmed that they meet criteria of 'Independence' as stipulated under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI LODR, 2015.
- None of the Independent Directors is serving as Independent Directors in more than seven listed Companies. Formal letters of appointment have been issued to the Independent Directors and hosted on Company's website www.vibrantglobalgroup.com.

- A meeting of the Independent Directors of the Company has been on 13th February, 2018, whereat all of them were present. Independent Directors following Company's Policy familiarised themselves with their roles, rights and responsibilities nature of industry in which the Company operated, business models of the Company etc.
- In a meeting recently held, Independent Directors of the Company inter-alia reviewed performance of Non Independent Directors and the Board as a whole and the Chairperson of the Company taking into account views of Executive Directors and Non-Executive Directors. Quality, Quantity and Timeliness of flow of information between the Company Management and the Board necessary for the Board to effectively and reasonably perform their duties was also assessed. These were found to be satisfactory.
- Website www.vibrantglobalgroup.com of the Company is functional and provide information in accordance with Regulation 46 of SEBI LODR, 2015.
- In compliance of Regulation 7(3) of SEBI LODR, 2015, a Compliance Certificate duly signed by Compliance Officer of the Company and authorised representative of Share Transfer Agent for half year ended on 31st March 2018 has been submitted to the BSE Limited within time prescribed.
- Regulation 21 of SEBI LODR, 2015 regarding constitution of Risk Management Committee is not applicable to the Company.

STATUS OF ADOPTION OF THE NON-MANDATORY REQUIREMENTS:

- **Non-Executive Chairman's Office/ Separate persons to the post of Chairman and Managing Director:**

Mr. Vinod Garg is Chairman and Managing Director of the Company

- **Audit Qualification**

There is no qualification made by Statutory Auditors on Financial Statements of the FY under review.

- **Other Items**

Text in compliance of Regulation 33 of SEBI LODR, 2015 has been published by the Company in English and Vernacular Newspapers, filed with BSE and also hosted on its website. Internal Auditor of the Company reported to Chairman and Managing Director and their Quarterly Reports mandatorily placed before the Audit Committee for discussion. The Company has implemented relevant and applicable provisions of the Act and Rules framed thereunder and also SEBI LODR, 2015.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required under Para E of Schedule V of SEBI LODR, 2015, Certificate by Practicing Company Secretaries stating that the conditions of Corporate Governance has been complied by the Company is attached.

Annual Certificate under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

DECLARATION

As required under Regulation 34(3) read with Para D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby declare that affirmation for compliance of Code of Conduct has been received from all the Board Members and Senior Management Personnel of the Company for financial year ended 31st March 2018.

Mumbai
August 24, 2018

Vinod Garg
Managing Director
DIN: 00152665

Independent Auditors' Certificate on Corporate Governance

**TO THE MEMBERS OF
VIBRANT GLOBAL CAPITAL LIMITED**

We, Agrawal & Kedia, Chartered Accountants, the statutory auditors of Vibrant Global Capital Limited (the Company) have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2018, as stipulated in Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations).

Managements' Responsibility

1. The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of Internal Control and procedures to ensure the compliance with the conditions of the Corporate Governance stipulated in Listing Regulations.

Auditor's Responsibility

2. Our responsibility is limited to examining the procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. We have examined the books of account and other relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.
4. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Chartered Accountants of India (the ICAI), the Standards on Auditing specified under Section 143(10) of the Companies Act, 2013, in so far as applicable for the purpose of this certificate and as per the Guidance Note on Reports or Certificates for Special Purposes issued by the ICAI which requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information and Other Assurance and Related Service Engagements.

Opinion

6. Based on our examination of the relevant records and according to the information and explanations provided to us and the representations provided by the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in

Regulations 17 to 27 and Clauses (b) to (i) of Regulation 46(2) and Para C and D of Schedule V of the Listing Regulations during the year ended 31st March 2018.

7. We state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For H. Roshan & Associates
Practicing Company Secretaries
CoP No.: 13138

Roshan Harde
Designation: Proprietor
Membership No.: 34630

Mumbai
August 24, 2018

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF M/S. VIBRANT GLOBAL CAPITAL LIMITED

I. Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **VIBRANT GLOBAL CAPITAL LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2018, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

II. Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendments Rules, 2016. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

III. Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and order issued under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing, issued by The Institute of Chartered Accountants of India, as specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes

evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the standalone financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

IV. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March, 2018, its profit and its cash flows for the year ended on that date.

V. Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order), issued by the Central Government of India in the terms of sub-section (11) of section 143 of the Companies Act 2013, we give in the Annexure A, a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Accounting Standards) Amendments Rules, 2016.
 - e) On the basis of the written representations received from the directors as on 31st March, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to adequacy of Internal Financial Control over financial reporting of the company & the operating effectiveness of such controls, refer to our separate report in 'Annexure B'. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as

amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations in its financial position in its standalone financial statements.
- ii. The Company did not have any long-term contract including derivative contracts for which there were any material foreseeable losses.
- iii. There was no amount, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR AGRAWAL & KEDIA
Chartered Accountants
(Registration No. 100114W)

Place: MUMBAI
Date: May 30, 2018

(RAVI AGRAWAL)
(Partner)
Membership No: 34492

ANNEXURE A TO THE AUDITORS' REPORT

(Referred to in paragraph V (1) of our Report of even date on the Accounts for the year ended 31st March, 2018 of Vibrant Global Capital Ltd)

1. As required by Section 143(3) of the Act, we report that:
 - a) As per information and explanation given to us, the company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
 - b) As per information and explanations given to us these assets have been physically verified by the management at reasonable intervals. No material discrepancies were noticed on such verification.
 - c) As there are no immovable properties, provision of Clause no.(i)(c) is not applicable.
2. The inventory of shares has been verified through de-mat statement during the year as confirmed by the management. In our opinion, the frequency of verification is reasonable. There was no discrepancy between the stock as per book records and de-mat statement.
3. According to the information and explanations given to us, we are of the opinion that, apart from the opening balance, during the year the Company has granted unsecured loan amounting to Rs. 1,997 lakhs (P.Y. Rs.857 lakhs) to 1 party covered in the register maintained under section 189 of the Companies Act, 2013. The maximum amount involved during the year was Rs. 1,339 lakhs (P.Y. Rs.530 Lakhs) and year end balance of such party is Rs. NIL (P.Y. Rs. 326.81 lakhs).
 - a) In our opinion, the terms and conditions on which the loans had been granted to the bodies corporate listed in the register maintained under Section 189 of the Act were not, prima facie, prejudicial to the interest of the Company.
 - b) As informed to us, there is no formal agreement in respect of the loans granted and accordingly we are unable to comment on the receipt of interest and repayment status of such loan. However, year end balance is NIL.
 - c) In view of our comment in (b) above, we are unable to comment on overdue status. Considering the year end balance being NIL, the advance is not overdue.

4. The Company has complied with the provisions of Section 185 of the Act. It has also complied with the provisions of Section 186 of the Act after taking into account the status of the company to be an NBFC.
5. The Company has not accepted any deposit from public. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 73 to 76 or other relevant provisions of the Act, the rules framed there under and the directives issued by Reserve Bank of India. There have been no proceedings before the Company Law Board or National Company Law Tribunal (as applicable) or Reserve Bank of India or any other Tribunal in this matter and no order has been passed by any of the aforesaid authorities.
6. Central Government has not prescribed maintenance of cost records under clause (d) of subsection (1) of section 148 of the Companies Act, 2013 in respect of products of the Company and hence no comments are warranted in respect of those.
7.
 - a) As informed, the Company does not come under the purview of the Provident Fund Act and Employees State Insurance Act. According to the records of the Company, no undisputed amounts payable in respect of Income Tax, sales tax, service tax, custom duty, excise duty, Value Added Tax, cess and other material statutory dues applicable to it are outstanding as at 31st March, 2018 for a period of more than six months from the date they become payable.
 - a. According to the information and explanation given to us, there are no dues of sales tax, income tax, service Tax, customs duty, wealth tax, excise duty, Value Added Tax and cess which have not been deposited on account of any dispute, except:

Due under the act	Period	Amount (Rs. in crores)	Forum in which pending
Income Tax Act	F.Y 2013-14	2.92	Commissioner Appeals, Mumbai
Income Tax Act	F.Y 2014-15	0.24	Commissioner Appeals, Mumbai

8. In our opinion and according to the information and explanations given to us, the company has not defaulted in repayment of loans & borrowings to bank. The Company has no borrowings from financial institution or government. The Company has not issued any debenture.
9. During the year, the company has neither raised money by way of IPO or FPO nor taken any term loan and accordingly its proper utilisation is not required to be commented upon.
10. According to the information and explanations given to us, no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year under audit.
11. On the basis of examination of documents & resolutions, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. As the company is not a Nidhi company, provision of clause (xii) is not applicable to it.
13. In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
14. According to the information and explanation given to us, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15. As informed the company has not entered into any non-cash transactions with directors or persons connected with them. Therefore the compliance of section 192 of the companies act is not required.
16. The company is required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and the registration has been obtained.

ANNEXURE B TO THE AUDITORS' REPORT

(Referred to in paragraph V (2) (f) of our Report of even date on the Account for the year ended on 31st March 2018 of M/S VIBRANT GLOBAL CAPITAL LTD.)

Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act')

We have audited the internal financial controls over financial reporting of M/S VIBRANT GLOBAL CAPITAL LTD. ('the Company') as of 31 March, 2018 in conjunction with our audit of the standalone financial statements of the Company for the year ended on the date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial control over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditors' judgement including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING.

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls over financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March, 2018, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the

Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR AGRAWAL & KEDIA
Chartered Accountants
(Registration No. 100114W)

Place: MUMBAI
Date: May 30, 2018

(RAVI AGRAWAL)
(Partner)
Membership No: 34492

VIBRANT GLOBAL CAPITAL LTD
BALANCE SHEET AS AT 31st MARCH 2018

Particulars	Note		As at 31.03.2018		As at 31.03.2017
			Amount in Rs.		Amount in Rs.
EQUITY AND LIABILITIES					
Shareholders' Funds					
Share Capital	3	2290,73,800		2290,73,800	
Reserves and Surplus	4	762,70,728	3053,44,528	713,93,707	3004,67,507
Non-current liabilities					
Long-term borrowings	5	900,00,000		1395,66,576	
Deferred tax liabilities (net)	6	6,486	900,06,486	12,131	1395,78,707
Current Liabilities					
Short Term Borrowings	7	901,42,936		533,30,997	
Trade Payables	8	5,59,931		357,10,747	
Other Current Liabilities	9	49,36,725		28,50,630	
Short Term Provisions	10	0	956,39,591	99,354	919,91,728
TOTAL			4909,90,606		5320,37,942
ASSETS					
Non- Current Assets					
Fixed assets	11				
(i) Tangible assets		38,166		7,799	
(ii) Intangible Assets		59,059		79,687	
Non Current Investment	12	4493,50,340		3897,28,919	
Long Term Loans and Advances	13	58,77,995	4553,25,561	58,77,995	3956,94,401
Current Assets					
Current Investments	14	69,70,618		0	
Inventories	15	0		175,80,500	
Cash and Cash Equivalents	16	103,31,437		529,10,474	
Short Term Loans and Advances	17	147,47,384		646,60,474	
Other Current Assets	18	36,15,606	356,65,045	11,92,093	1363,43,541
TOTAL			4909,90,606		5320,37,942
Significant Accounting Policies	1				
Contingent Liability	2				

See accompanying notes forming part of the financial statements

FOR VIBRANT GLOBAL CAPITAL LTD.

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR AGRAWAL & KEDIA
CHARTERED ACCOUNTANTS

Vinod Garg
MANAGING DIRECTOR
DIN-00152665
PLACE: MUMBAI
DATE: MAY 30, 2018

Jalpesh Darji
SECRETARY

Vaibhav Garg
CFO
DIN-02643884

RAVI AGRAWAL
PARTNER
M. NO. 34492
FR NO. 100114W

VIBRANT GLOBAL CAPITAL LTD
Statement of Profit and Loss for the year ended 31st March, 2018

Particulars		Note No.	For the year ended 31 March, 2018	For the year ended 31 March, 2017
			Amount in Rs.	Amount in Rs.
1	CONTINUING OPERATIONS			
	Revenue from operations (gross)	19	201,70,011	1884,00,727
2	Other income	20	646,79,071	42,03,132
3	Total revenue (1+2)		848,49,082	1926,03,859
4	Expenses			
	(a) Purchases of stock-in-trade		0	763,93,101
	(b) Changes in inventories of stock-in-trade	21	175,80,500	480,15,766
	(c) Employee benefit Expenses	22	113,77,308	113,04,917
	(d) Finance costs	23	111,30,374	35,47,366
	(e) Depreciation and amortisation expense	11	67,251	27,613
	(f) Other expenses	24	390,28,714	199,06,161
	Total expenses		791,84,146	1591,94,924
5	Profit / (Loss) before tax (3 - 4)		56,64,936	334,08,935
6	Tax expense:			
	(a) Current tax expense for current year	25	3,50,000	101,19,800
	(b) Current tax expense relating to prior years	26	4,43,560	12,806
	(c) Net current tax expense		7,93,560	101,32,606
	(d) Deferred tax		(5,646)	28,66,247
			7,87,914	129,98,853
7	Profit / (Loss) from continuing operations (5 - 6)		48,77,022	204,10,082
8	Profit / (Loss) for the year		48,77,022	204,10,082
9	Earnings per share (of Rs. 10 /- each):			
	(a) Basic	32	0.21	0.89
	(b) Diluted	32	0.21	0.89

See accompanying notes forming part of the financial statements

FOR VIBRANT GLOBAL CAPITAL LTD.

Vinod Garg Jalpesh Darji
MANAGING DIRECTOR SECRETARY
DIN-00152665

Vaibhav Garg
CFO
DIN-02643884

PLACE: MUMBAI
DATE: MAY 30, 2018

AS PER OUR REPORT OF EVEN DATE ATTACHED
FOR AGRAWAL & KEDIA
CHARTERED ACCOUNTANTS

RAVI AGRAWAL
PARTNER
M. NO. 34492
FR NO. 100114W

VIBRANT GLOBAL CAPITAL LTD
CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2018

Particulars	31-03-2018	31-03-2017
A. Cash flow from operating activities:		
Net (loss)/profit before tax but after prior period expenses	56,64,936	334,08,935
Adjustments for:		
Depreciation	67,251	27,613
Interest Expenses (Net of Interest Income)	105,42,038	27,54,296
(Profit)/Loss on Sale of Investment	(599,84,756)	334,36,609
Reversal of Provision for diminution in the Value of Investments	-	(357,10,813)
Reversal of provision for NPA , doubtful debts and balances written off	(25,73,354)	22,49,765
Dividend Income	(39,15,283)	(11,45,177)
Operating profit/(loss) before working capital changes	(501,99,168)	350,21,227
Adjustments for changes in working capital:		
(INCREASE)/DECREASE in Loans & Advances	572,48,779	(131,28,128)
(INCREASE)/DECREASE in Inventories	175,80,500	480,15,766
(INCREASE)/DECREASE in Other Current Assets	(21,11,508)	33,49,611
INCREASE/(DECREASE) in Sundry Creditors & Other Payables	(329,16,775)	365,88,942
Cash used in Operations	(103,98,172)	1098,47,419
Direct taxes Paid	(56,55,249)	(58,55,268)
Net cash inflow/(outflow) in operating activities	(160,53,421)	1039,92,151
B. Cash flow from investing activities:		
(Increase)/Decrease in Investment in Quoted Shares	(665,92,040)	(1021,14,549)
Profit/(Loss) on Sale of Investment	599,84,756	17,10,188
Purchase of Fixed Assets	(76,990)	(94,713)
Interest received on FD	2,76,330	8,41,093
Dividend received	39,15,283	11,45,177
Net cash inflow/(outflow) from investing activities	(24,92,660)	(985,12,805)
C. Cash flow from financing activities:		
Proceeds from issue of Fresh Equity Shares	-	-
Proceeds from long term borrowings	1559,00,000	303,66,576
Repayment of long term borrowings	(2056,14,522)	(383,00,000)
Proceeds from short term borrowings	602,21,040	1034,28,703
Repayment of short term borrowings	(234,09,101)	(563,57,462)
Interest Paid	(111,30,374)	(35,38,047)
Net cash inflow/(outflow) from financing activities	(240,32,956)	355,99,769
Net Increase/(Decrease) in Cash & Cash Equivalents	(425,79,038)	410,79,116
Opening Cash & Cash Equivalents	529,10,474	118,31,358
Cash & Cash Equivalents as at March 31, 2018	103,31,437	529,10,474
Cash & Cash Equivalents comprise		
Cash in Hand	19,912	1,06,099
Cheques in Hand	-	420,00,000
Balance with Banks	103,11,525	108,04,376
	103,31,437	529,10,474

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.
2. Figures in brackets indicate Outflows.
3. Cash & cash equivalents include Rs.1,00,00,000/- (Prev. Year Rs.1,05,05,113) which are not available for the use of the company being margin money with HDFC Bank (Refer Note 16).

This is the Cash Flow Statement referred to in our report of even date attached.
FOR VIBRANT GLOBAL CAPITAL LTD.

Vinod Garg
MANAGING DIRECTOR
DIN: 00152665

Jalpesh Darji
SECRETARY

Vaibhav Garg
CFO
DIN: 02643884

FOR AGRAWAL & KEDIA

RAVI AGRAWAL
PARTNER
M. NO. 34492
FR NO. 100114W

PLACE: MUMBAI
DATE: MAY 30, 2018

NOTES TO THE FINANCIAL STATEMENTS**NOTE 1 A]****BACKGROUND:**

Vibrant Global Capital Limited ('the Company') is registered as a Non-Banking Financial Company ('NBFC') as defined under Section 45-IA of the Reserve Bank of India Act, 1934. The Company is principally engaged in lending and investing activities.

B] SIGNIFICANT ACCOUNTING POLICIES:**a) Basis of Preparation of Financial Statements**

- (i) The financial statements have been prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India under the historical cost convention on accrual basis. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).
- (ii) The Company complies with the directions issued by the Reserve Bank of India (RBI) for Non-Banking Financial (Non-Deposit Accepting or Holding) Companies (NBFC-ND).
- (iii) As required by Schedule III, the Company has classified assets and liabilities into current and non-current based on the operating cycle. An operating cycle is the time between the acquisition of assets and their realisation in cash and cash equivalents. Since in case of non-banking financial company normal operating cycle is not applicable, the operating cycle has been considered as 12 months.

b) Revenue Recognition:

Interest income is recognised on its accrual. Revenue from share trading & derivative trading is accounted on its sale. Dividend income is recognised when right to receive income is established.

c) Use of Estimates

The preparation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenue and expenses during the reporting period. Difference between the actual results and estimates are recognised in the period in which the results are known/materialized.

d) Provisions, Contingent Liabilities & Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognised when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognised but are disclosed in the notes. Contingent Assets are neither recognised nor disclosed in the financial statements.

e) Taxes on Income

- (i) **Current Tax:** Provisions for Income Tax is determined in accordance with provisions of Income Tax Act, 1961.
- (ii) **Deferred Tax:** Deferred tax is recognised on timing difference being difference between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent period(s) and is recognised using the tax rates and tax laws that have been enacted or substantially enacted. Deferred tax assets are not recognised unless there is sufficient assurance with respect to reversal of the same in future years.
- (iii) **Minimum Alternate Tax:** Minimum Alternate Tax (MAT) paid in a year is charged to the Statement of Profit and Loss as current tax. The company recognizes MAT credit available as an asset only to the extent there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT Credit is allowed to be carried forward. In the year in which the Company recognizes MAT Credit as an asset in accordance with the Guidance Note on Accounting for Credit Available in respect of Minimum Alternate Tax under the Income Tax Act, 1961, the said asset is created by way of credit to the statement of Profit and Loss and shown as "MAT Credit Entitlement." The Company reviews the "MAT Credit Entitlement" asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the sufficient period.

- f) **Investment**
- (i) Investments are classified as non-current or current based on intention of management at the time of purchase.
 - (ii) Non- Current Investments are carried at cost less any other-than-temporary diminution in value.
 - (iii) Current Investments are carried at the lower of cost and fair value.
 - (iv) Any reduction in the carrying amount and any reversals of such reduction are charged or credited to the statement of profit and loss.
- g) **Fixed Assets and depreciation.**
- Fixed Assets are stated at cost less depreciation. Depreciation is being provided on Written Down Value Method as per the rates & life prescribed by Schedule II of the Companies Act, 2013. Depreciation on addition / deletions of assets during the year is provided on pro-rata basis.
- h) **Derivatives Transactions**
- Fair value of derivative contracts is determined based on the appropriate valuation techniques considering the terms of the contract as at the balance sheet date. Mark to market losses in derivative contracts are recognised in the statement of profit and loss in the period in which they arise. Mark to market gains are not recognised keeping in view the principle of prudence as enunciated in “Accounting Standard (AS) I - Disclosure of Accounting Policies”.
- i) **Employee Benefits**
- a) Short-term Employee Benefits:**
Short term benefits are recognized as an expense at the undiscounted amount in the Profit & Loss Account of the year in which the related services are rendered.
- b) Long-term Employee Benefits:**
Considering the present staff strength of the Company as well as contracts entered into with its personnel, presently there is no legal/contractual obligation for payment of any long term employee benefits and accordingly no accounting is being done for the same.
- j) **Closing Stock**
- Closing stock is valued at lower of cost or net realisable value. Cost is ascertained on FIFO basis.
- k) **Earnings per Share**
- The basic earnings per share (‘EPS’) is computed by dividing the net profit after tax attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, net profit after tax attributable to the equity shareholders for the year and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares. The dilutive potential equity shares are deemed converted as of the beginning of the period, unless they have been issued at a later date. The diluted potential equity shares have been adjusted for the proceeds receivable had the shares been actually issued at fair value (i.e. the average market value of the outstanding shares).
- l) **Provisions for standard assets**
- Provisions for standard assets are made as per the Reserve Bank of India Master Direction No. DNBR.PD.007/03.10.119/2016-17/2016-17, Dated 01-09-2016.
- m) **Provisions for Non-Performing Assets (NPA) and doubtful debts**
- NPA including loans and advances, receivables are identified as bad / doubtful based on the duration of the delinquency. The duration is set at appropriate levels for each product. NPA provisions are made based on the management’s assessment of the degree of impairment and the level of provisioning meets the NBFC prudential norms prescribed by Reserve Bank of India.
- n) **Cash Flow Statement**

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals, or accruals of past or future operating cash receipts or payments and item of expenses associated with investing or financing cash flow. The cash flow from operating, investing and financing activities of the company are segregated.

o)

Cash and Cash Equivalents

In the cash flow statements, cash and cash equivalents includes cash in hand, demand deposits with banks and other short-term highly liquid investments with original maturities of three months or less.

NOTE 2	CONTINGENT LIABILITIES	(Rs. In Crores)	
	Particulars	31.03.2018	31.03.2017
a)	<u>Liabilities for which company is contingently liable : -</u>		
	Corporate Guarantee given to Bank	47.30	47.30
b)	<u>Claims against the company not acknowledged as debts</u>		
	Demand of Income Tax U/s 156 for AY 2014-15 which is contested by the company.	2.92*	3.47*
	Demand of Income Tax U/s 156 for AY 2015-16 which is contested by the company.	0.24*	0.00
	TOTAL	50.77	50.77

* Net of payment already made.

<u>NOTE : 3 SHARE CAPITAL</u>		31.03.2018	31.03.2017		
(a)	AUTHORISED CAPITAL 2,52,50,000 (Prev. Year 2,52,50,000) Equity Share of Rs. 10/- each	2525,00,000	2525,00,000		
	ISSUED, SUBSCRIBED & PAID UP CAPITAL 2,29,07,380 (Prev. Year 2,29,07,380) Equity Share of Rs. 10/- each	2290,73,800	2290,73,800		
	TOTAL	2290,73,800	2290,73,800		
(b)	Reconciliation Statement of Shares Outstanding				
	Particulars	No. of Shares as on 31.03.2018	Amount in Rs.	No. of Shares as on 31.03.2017	Amount in Rs.
	<u>Equity Shares</u>				
	Number of shares at the beginning of the year	229,07,380	2290,73,800	229,07,380	2290,73,800
	Shares Issued during the year	0	0	-	0
	Shares bought back during the year	0	0	-	0
	Number of shares at the end of the year	229,07,380	2290,73,800	229,07,380	2290,73,800
(c)	Shareholders holding more than 5% of Shares				
	Name of Shareholders	No. of Shares as on 31.03.2018	% of holding	No. of Shares as on 31.03.2017	% of holding
	Vinod Vaibhav Garg (HUF)	32,88,500	14.36%	32,88,500	14.36%
	Vaibhav Garg	33,50,360	14.63%	33,50,360	14.63%
	Vibrant Global Infraproject Private Limited	56,96,400	24.87%	56,96,400	24.87%
	Lokesh Industrial Services Private Limited	0	0.00%	11,65,200	5.09%
	Vinod Garg	34,88,190	15.22%	34,16,190	14.91%
	Siddhartha Bhaiya	53,46,000	23.34%	0	0.00%
d)	Terms and Rights attached to Equity Shares				
i.	The Company has only one class of Equity Shares having a par value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share except Vibrant Global Infraproject Private Limited and Vibrant Global Trading Private Limited as the Company is holding company of these companies. As per the provisions of Section 19(1) of Companies Act,2013, these shareholders will not have voting rights at the meetings of Vibrant Global Capital Ltd.				
ii.	They are also entitled to dividend if proposed by the Board of Directors and approved by the shareholders in the ensuing Annual General Meeting except in case of interim dividend.				
iii.	In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.				

<u>NOTE : 4 RESERVE & SURPLUS</u>	31.03.2018	31.03.2017
<u>Securities Premium Reserve</u>		
Balance as per last Balance Sheet	342,46,843	342,46,843
Add : Securities premium credited on Share issue	-	-
Less : Utilised during the year towards Initial Public Offering Expenses	-	-
	342,46,843	342,46,843
<u>Surplus in the Statement of Profit and Loss</u>		
Balance as per last Balance Sheet	250,95,806	87,85,724
Add: Profit for the year	48,77,022	204,10,082
Less: Transfer to Statutory Reserve	(9,76,000)	(41,00,000)
	289,96,827	250,95,806
<u>Statutory Reserve *</u>		
Balance as per last Balance Sheet	115,35,000	74,35,000
Add: Amount transferred from surplus in statement of profit and loss	9,76,000	41,00,000
Less : - Appropriation	-	-
	125,11,000	115,35,000
<u>General Reserve</u>		
Balance as per last Balance Sheet	5,16,058	5,16,058
Add: Transfer From Surplus	-	-
Less: Utilised for depreciation of computer	-	-
	5,16,058	5,16,058
TOTAL	762,70,728	713,93,707
<i>* Created pursuant to section 45-IC of Reserve Bank of India Act, 1934.</i>		
<u>NOTE : 5 LONG TERM BORROWINGS</u>	31.03.2018	31.03.2017
<u>UNSECURED LOAN</u>		
Loan received :		
- From others	900,00,000	1395,66,576
TOTAL	900,00,000	1395,66,576
As informed by the management, there is no specific stipulation about the period of repayment about the above loans but the same is not repayable within the next 12 months. As further represented by management entire loan is interest free.		
<u>NOTE : 6 DEFERRED TAX LIABILITIES (NET)</u>	31.03.2018	31.03.2017
The Deferred Tax Liabilities comprises of the following:		
Depreciation	6,486	12,131
NET DEFERRED TAX LIABILITY	6,486	12,131

<u>NOTE : 7 SHORT TERM BORROWINGS</u>	31.03.2018	31.03.2017
<u>SECURED LOAN</u>		
<u>Loans Repayable on Demand</u>		
- From Banks		
-HDFC Bank (OD A/c) 08308180000060	1,42,936	33,33,871
<u>Other Loans and Advances</u>		
-Bajaj Finance Limited	900,00,000	499,97,126
TOTAL	901,42,936	533,30,997
NOTE: Secured Loans: The company has taken a short-term loan against shares from Bajaj Finserv Ltd. & an overdraft from HDFC Bank Ltd. against lien of Fixed Deposit amounting to Rs. 1,00,00,000/- which carries interest @ 6.5% p.a.& 5.5% p.a. respectively.		
<u>NOTE : 8 TRADE PAYABLE</u>		
31.03.2018 31.03.2017		
Sundry Creditors	5,59,931	357,10,747
TOTAL	5,59,931	357,10,747
<u>NOTE : 9 OTHER CURRENT LIABILITIES</u>		
31.03.2018 31.03.2017		
Expenses Payable	49,36,725	28,50,630
TOTAL	49,36,725	28,50,630
<u>NOTE : 10 SHORT TERM PROVISIONS</u>		
31.03.2018 31.03.2017		
Provision on Standard Asset	-	99,354
TOTAL	-	99,354

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE - 11

FIXED ASSETS AS ON 31st MARCH, 2018

PARTICULARS	GROSS BLOCK				DEPRECIATION			NET BLOCK	
	AS ON 01-04-2017	ADD- ITIONS	SALES/ TRANSFER	AS ON 31.03.2018	UPTO 31-03-2017	PROVIDED DURING THE PERIOD	TOTAL	AS ON 31.03.2018	AS ON 31-03-2017
<u>FIXED ASSETS :</u>									
<u>TANGIBLE</u>									
Computer & Laptop	60,914.00	76,990.00	0.00	1,37,904.00	53,851.11	46,333.81	1,00,184.92	37,719.08	7,062.89
Furniture & Fixture	7,319.94	0.00	0.00	7,319.94	6,583.59	289.00	6,872.59	447.35	736.35
<u>INTANGIBLE</u>									
Computer Software	94,713.00	0.00	0.00	94,713.00	15,025.61	20,628.32	35,653.93	59,059.07	79,687.39
TOTAL:	1,62,946.94	76,990.00	0.00	2,39,936.94	75,460.31	67,251.13	1,42,711.44	97,225.50	87,486.63
PREVIOUS YEAR :	68,234	94,713	0.00	1,62,947	47,848	27,613	75,460	87,487	

NOTE : 12 NON CURRENT INVESTMENT		31.03.2018	31.03.2017
TRADE INVESTMENT			
<u>UNQUOTED INVESTMENT IN EQUITY SHARES (AT COST)</u>			
<u>INVESTMENT IN SUBSIDIARIES</u>			
18,10,000 (18,10,000) Vibrant Infraproject Pvt.Ltd.		46,00,000	46,00,000
9,50,000 (9,50,000) Vibrant Global Salt Pvt. Ltd.		145,00,000	145,00,000
15,75,360 (15,75,360) Vibrant Global Trading Pvt. Ltd.		557,53,600	557,53,600
	Total (a)	748,53,600	748,53,600
<u>INVESTMENT IN ASSOCIATES</u>			
2,00,000 (2,00,000) Vibrant Global Vidyut Pvt Ltd.		20,00,000	20,00,000
	Total (b)	20,00,000	20,00,000
<u>OTHERS</u>			
54,00,000 (54,00,000) Tapadia Polyesters Pvt. Ltd.		540,00,000	540,00,000
		540,00,000	540,00,000
Less : Provision for diminution in the Value of Investments		-	-
	Total (c)	540,00,000	540,00,000
<u>UNQUOTED INVESTMENT IN PREFERENCE SHARES (AT COST)</u>			
<u>OTHERS</u>			
31,277 (31,277) Preference Shares of Crest Steel & Power Pvt. Ltd		156,38,900	156,38,900
50,00,000 (50,00,000) Tristar car Pvt. Ltd.		500,00,000	500,00,000
10(10) JSW Steel Ltd		-	-
	Total (d)	656,38,900	656,38,900
	TOTAL UNQUOTED (a + b + c + d)	1964,92,500	1964,92,500
OTHER LONG TERM INVESTMENT			
<u>QUOTED INVESTMENT IN EQUITY SHARES</u>			
0 (8,050) CCL Products India Ltd.		-	15,08,345
34,400 (16,280) Deepak Fertilisers		76,06,436	27,07,676
0(8,670) Finolex Cables Ltd.		-	22,11,633
453 (5,011) Garware - Wall Ropes Ltd.		1,11,452	10,71,989
11,089(19,065)HEG Ltd.		18,01,667	30,71,778
0(6,960) Heritage Foods India Ltd.		-	30,62,893
12,301 (0) Jindal Polyfilms Ltd.		50,13,290	-
11,634 (11,634) Indian Hume Pipe Company Ltd.		19,85,369	19,85,369
29,914 (14,957) Jayant Agro Organics		24,97,401	24,97,401
2,690 (3,951) Savita Oil Technologies Ltd.		15,37,082	22,19,150
0 (45,600) Emkay Taps and Cutting Tools Ltd.		-	150,95,869
19,510 (19,510) Apar Industries Ltd.		98,03,473	98,03,473
31,687 (0) Polyplex Corporation Ltd.		169,02,483	-
62,218 (64,032) DCM Shriram Ltd.		157,41,705	147,60,022
1,33,629 (1,30,310) Gujarat Ambuja Export Ltd.		108,93,746	102,66,216
69,790 (0) Gujarat Industries Power Co.		87,11,291	-
73,000 (80,300) HDFC Warrants		100,98,693	112,20,972
53,070 (63,570) IFGL Refractories Ltd.		69,29,938	85,04,669
2,00,000 (0) Sunflag Iron & Steel Co. Ltd.		174,28,816	-

420 (1,420) ISGEC Heavy Engineering Ltd.	19,77,764	70,49,670
0 (11,194) Maharashtra Seamless Ltd.	-	27,79,993
81,319 (0) Elecon Engineering Co. Ltd.	61,48,022	-
29,451 (0) EID (Parry) India Ltd.	93,61,474	-
38,456 (38,456) Maithan Alloys Ltd.	90,13,631	90,13,631
6,340 (18,220) Motilal Oswal Financial Services	37,29,691	82,10,808
7,510 (7,510) Nilkamal Ltd.	96,34,802	96,34,802
2,25,640 (2,25,640) Rain Industries Ltd.	154,57,474	154,57,474
10,073 (0) Technocraft Industries Ltd.	46,97,820	-
40,960 (40,960) Zuari Agro Chemicals Ltd.	88,21,999	88,21,999
2,991 (7,500) HIL Ltd.	18,15,740	51,49,474
0 (10,000) Nucleus Software Exports Ltd.	-	24,34,042
0 (20,000) Inox wind Ltd Ambit	-	34,34,505
36,930 (36,930)Sanghvi Movers	102,97,059	102,97,059
6,00,000 (0) Uttam Galva Steels	145,48,775	-
26,000 (26,000) Simplex Casting	28,65,427	28,65,427
35,611 (15,000) Vindhya Telelink	292,66,566	99,41,326
4,400 (4,400) VST Tillers	81,58,756	81,58,756
TOTAL QUOTED	2528,57,840	1932,36,419
Less : Provision for diminution in the Value of Investments	-	-
TOTAL QUOTED INVESTMENTS	2528,57,840	1932,36,419
GRAND TOTAL	4493,50,340	3897,28,919
Aggregate of Unquoted Investment	1964,92,500	1964,92,500
Aggregate of Quoted Investment	2528,57,840	1932,36,419
Aggregate Market value of Quoted Investment	4581,45,609	2814,50,263
Aggregate provision for diminution in the value of quoted investments	-	-
Aggregate provision for diminution in the value of unquoted investments	-	-
NOTE : 13 LONG TERM LOAN & ADVANCES		
	31.03.2018	31.03.2017
(Unsecured, Considered Good)		
Capital Advance		
Advance against Property (Topworth Property)	58,77,995	58,77,995
TOTAL	58,77,995	58,77,995
NOTE : 14 CURRENT INVESTMENTS		
	31.03.2018	31.03.2017
QUOTED INVESTMENT IN MUTUAL FUND		
2,044 (0) HDFC Liquid Fund Direct Plan - Growth	69,70,618	-
TOTAL	69,70,618	-
Aggregate of Quoted Investment	69,70,618	-
Aggregate Market value of Quoted Investment	69,99,002	-
Aggregate provision for diminution in the value of quoted investments	-	-

NOTE : 15 INVENTORIES	31.03.2018	31.03.2017
Stock of Shares (Valued at lower of cost or net realisable value)	-	175,80,500
TOTAL	-	175,80,500

NOTE : 16 CASH & BANK BALANCES	31.03.2018	31.03.2017
CASH & CASH EQUIVALENTS		
Balances with Banks		
-HDFC Bank Ltd. (3501)	1,01,304	29,524
-IDBI Bank (OD A/c) 0187102000001809	2,10,221	2,69,739
Cheques in Hand	-	420,00,000
Cash on Hand	19,912	1,06,099
Other Bank Balances		
Bank Deposit		
- Having maturity more than 12 months		
Fixed Deposit (HDFC Bank)	100,00,000	105,05,113
TOTAL	103,31,437	529,10,474
Note :- Out of the above Bank Deposits held as margin money against overdraft	100,00,000	105,05,113

NOTE : 17 SHORT TERM LOAN & ADVANCES	31.03.2018	31.03.2017
Advance with Revenue Authorities (Unsecured, Considered Good)	145,75,379	97,13,691
Advances to related parties (Unsecured, Considered Good)		
- To Other Related Parties (Standard)	-	326,81,877
Advances to others (Unsecured)		
- Standard	-	70,59,863
- Sub Standard	-	167,40,000
Less: Provision	-	16,74,000
- Doubtful	-	8,00,000
Less: Provision	-	8,00,000
Debit Balances in Creditors Account (Unsecured, Considered Good)	1,72,004	1,39,043
TOTAL	147,47,384	646,60,474

NOTE:

All the above advances are towards normal NBFC business of the company and are utilised by borrowers for their short term business needs. These advances bear varied interest as per agreed terms between borrower and the company

NOTE : 18 OTHER CURRENT ASSETS	31.03.2018	31.03.2017
Accrued Interest on FDR	4,39,516	1,27,511
Interest Receivable	31,33,516	-
Prepaid Insurance	-	5,00,000
Life Membership Fees of National Sports Club of India (Deferred)	-	4,49,888
Prepaid Expenses	5,050	8,135
Ambit Finvest Pvt. Ltd.	37,524	1,06,559
TOTAL	36,15,606	11,92,093

INCOME

NOTE : 19 REVENUE FROM OPERATIONS (GROSS)	31.03.2018	31.03.2017
<u>Sale of Products</u>		
Sale of Shares	164,80,248	1530,76,750
<u>Other Operating Revenues</u>		
Profit/(Loss) from Intra-day trade	955	(17,277)
Profit/ (Loss) from Trading on Derivatives	-	290,85,151
Interest Income on loans	36,88,809	62,56,103
TOTAL	201,70,011	1884,00,727

NOTE : 20 OTHER INCOME	31.03.2018	31.03.2017
Dividend	39,15,283	11,45,177
Interest on Fixed Deposits	5,88,335	7,83,751
Income of Hdfc LIC	1,90,696	-
Reversal of provision for diminution in the Value of Investments (Net)	-	22,74,204
Gain on sale of Investments	599,84,756	-
TOTAL	646,79,071	42,03,132

EXPENSES

NOTE : 21 CHANGES IN INVENTORIES	31.03.2018	31.03.2017
<u>A. OPENING STOCK</u>		
Opening Stock of Shares	175,80,500	655,96,266
Total Opening Stock (A)	175,80,500	655,96,266
Less : Closing Stock of Shares (B)	-	175,80,500
CHANGE IN INVENTORY (A-B)	175,80,500	480,15,766

NOTE : 22 EMPLOYEE BENEFIT EXPENSES	31.03.2018	31.03.2017
Salary to director	48,00,000	48,00,000
Salaries & Wages	59,39,836	58,91,295
Medical Reimbursement to employees	2,19,973	2,17,625
Ex Gratia	2,19,973	2,18,000
Leave Travel Allowance	1,79,976	1,77,997
Full & Final Settlement	17,550	-
TOTAL	113,77,308	113,04,917

Short term Employee benefit: NIL

Long term Employee benefit : NIL (Refer Note 1(B)(i))

NOTE : 23 FINANCE COST	31.03.2018	31.03.2017
Interest to Bank (HDFC Bank OD A/c)	4,77,295	5,06,082
Interest on Loan	106,51,975	30,24,989
Interest to Revenue Authorities	-	6,976
Bank Charges	1,104	9,319
TOTAL	111,30,374	35,47,366

NOTE : 24 OTHER EXPENSES	31.03.2018	31.03.2017
Professional Tax	2,500	2,500
Share Trading Expenses	1,79,747	17,76,548
Security Transaction tax	2,74,003	5,97,905
Payment To Auditors :		
-For Audit Fees	2,83,200	2,52,850
-For Other Services	46,000	34,500
Professional Fees	204,14,738	127,84,811
Exchange & Depository Expenses	14,50,134	9,21,493
Provision for NPA , doubtful debts and balances written off *	(25,73,354)	22,49,765
Office & Miscellaneous expenses	1,15,587	72,544
Director Sitting Fees	1,20,000	60,000
Internet Expense	77,538	64,452
Computer Stationery & Other Expenses	2,039	-
Roc & Legal Exp	37,300	6,600
Rent, Rates & Taxes	1,39,159	1,48,258
Repairs and Maintenance - Computer	6,850	4,000
Advertisement Expenses	30,862	2,748
Insurance Expenses	-	5,741
Travelling Expenses	93,435	88,974
Business Promotion Expenses	1,24,153	3,27,869
Membership & Subscription	4,49,888	4,76,860
Stationery & Printing	34,400	27,688
Bad Debts Written off	177,20,466	-
Balance written off	69	55
TOTAL	390,28,714	199,06,161

*** Breakup of provision for NPA, doubtful debts and bad debts written off**

	<u>TO BE CREATED</u>	<u>OPENING BAL</u>
Provision for NPA and Doubtful Debts	(24,74,000)	24,74,000
Provision for Standard Assets	(99,354)	99,354
	(25,73,354)	25,73,354
Bad debts written off	177,20,466	-

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 25

CURRENT TAX			
Particulars		31.03.2018	31.03.2017
Current Tax		3,50,000	101,19,800
TOTAL		3,50,000	101,19,800

NOTE 26

Current tax expense relating to prior years			
Particulars		31.03.2018	31.03.2017
Prior Period Tax		4,43,560	12,806
Less : MAT Credit Entitlement		-	-
TOTAL		4,43,560	12,806

NOTE 27

In the opinion of the Board Current Assets, Loans and Advances have a realisable value at an amount at which they are stated in the balance sheet, if realised in the ordinary course of business.

NOTE 28

The stock of shares is valued at lower of cost or net realisable value whichever is less. Cost is ascertained on FIFO basis.

NOTE 29

Investments in Shares includes the shares valuing Rs. 9,37,61,301 pledged with Bajaj Finserv Ltd as security against loan.

NOTE 30

Payment to Auditors		31.03.2018	31.03.2017
For Audit Fees*		2,83,200	2,52,850
For other services		46,000	34,500

* Includes audit fees for review of interim financial statements.

NOTE 31

Following are the details of Income from Investment activity:

		31.03.2018	31.03.2017
Dividend	Short Term	-	-
	Long Term	31,55,282.75	8,83,627
Profit/(Loss) on sale of Investments	Short Term	3,92,902	-
	Long Term	595,91,854.97	(334,36,609)

NOTE 32

Earning Per Share (EPS):

EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Calculation of Basic earnings per equity share is stated below:

	31.03.2018	31.03.2017
a) Profit (loss) after tax	48,77,022	204,10,082
b) No. of Equity Shares (Weighted Average)	229,07,380	229,07,380
c) Earning Per Share (BASIC & DILUTED)	0.21	0.89

NOTE 33 Long term loans and advances includes Rs. 58,00,000 being part payment made for purchase of property. As reported in earlier years, the company has filed a suit in the High Court of Judicature at Mumbai for specific performance of this agreement for purchase.

NOTE 34 The Company has borrowed interest free loan from certain corporate entities. Opening balance of such borrowings is Rs.13,75,00,000 and after repayment of Rs. 4,75,00,000 closing balance of such loan is Rs.9,00,00,000.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

NOTE 35 Previous year figures have been regrouped/rearranged wherever felt necessary to make them comparable with current year figures.

NOTE 36 **RELATED PARTY DISCLOSURE-AS-18**

According to the Accounting Standard 18 (Related Party Disclosure) issued by the Institute of Chartered Accountants of India, the disclosure of transactions with the related parties as defined in the Accounting Standard are given as per Annexure I attached.

NOTE 37 **SEGMENT REPORTING - AS - 17**

According to the Accounting Standard 17 (Segment Reporting) issued by the Institute of Chartered Accountants of India, the disclosure of reportable segments as defined in the Accounting Standard are given as per Annexure II attached.

SIGNATURE TO NOTE 1 TO 37

FOR Vibrant Global Capital Ltd

Vinod Garg
MANAGING DIRECTOR
DIN-00152665

Jalpesh Darji
SECRETARY

Vaibhav Garg
CFO
DIN-02643884

PLACE: MUMBAI
DATE: MAY 30, 2018

FOR AGRAWAL & KEDIA
CHARTERED ACCOUNTANTS

RAVI AGRAWAL
PARTNER
M.NO.34492

Firm Registration No.100114W

ANNEXURE II TO NOTE 37 OF NOTES TO ACCOUNTS

DISCLOSURE REQUIREMENT AS PER AS-17 : SEGMENT REPORTING

A. Segment information as per Accounting Standard - 17 on Segment Reporting :

Information provided in respect of revenue items for the year ended 31st March, 2018 and in respect of assets / liabilities as at 31st March, 2018.

I Primary Segment : Business Segment

	Capital Market	Lending Activity	Unallocated	Total
1. <u>REVENUE</u>				
External Revenue	803,81,242 (1855,64,005)	36,88,809 (62,56,103)	7,79,032 (7,83,751)	848,49,082 (1926,03,859)
Inter-Segment Revenue	- (-)	- (-)	- (-)	- (-)
Total Revenue	803,81,242	36,88,809	7,79,032	848,49,082
<i>Previous Year</i>	<i>(1855,64,005)</i>	<i>(62,56,103)</i>	<i>(7,83,751)</i>	<i>(1926,03,859)</i>
2. <u>RESULTS</u>				
Segment Results - Profit / (Loss) before Tax	360,85,697 (479,76,762.96)	(148,31,653) (24,75,581.04)	(155,89,108) (-170,43,409.35)	56,64,936 (334,08,934.65)
Unallocated Expenses	- (-)	- (-)	- (-)	- (-)
Profit / (Loss) before Tax	360,85,697	(148,31,653)	(155,89,108)	56,64,936
	<i>(479,76,763)</i>	<i>(24,75,581)</i>	<i>(-170,43,409.35)</i>	<i>(334,08,934.65)</i>
3. <u>OTHER INFORMATION</u>				
Segment Assets	4665,30,487 (4180,60,134)	35,73,032 (968,07,740)	- (-)	4701,03,519 (5148,67,874)
Unallocated Corporate Assets	- (-)	- (-)	208,87,087 (171,70,068)	208,87,087 (171,70,068)
Total Assets	4665,30,487	35,73,032	208,87,087	4909,90,606
	<i>(4180,60,134)</i>	<i>(968,07,740)</i>	<i>(171,70,068)</i>	<i>(5320,37,942)</i>
Segment Liabilities	907,02,866 (890,41,744)	900,00,000 (1396,65,930)	-	1807,02,866 (2287,07,674)
Unallocated Corporate Liabilities	- (-)	- (-)	49,43,211 (28,62,761)	49,43,211 (28,62,761)

Total Liabilities	907,02,866 (890,41,744)	900,00,000 (1396,65,930)	49,43,211 (28,62,761)	1856,46,077 (2315,70,435)
Capital Expenditure	- (-)	- (-)	76,990 (94,713)	76,990 (94,713)
Depreciation	- (-)	- (-)	67,251 (27,613)	67,251 (27,613)
Figures in bracket represents previous year's amounts.				

B. Segment Identification, Reportable Segments and definition of each segment:

i. Primary/ Secondary Segment Reporting Format:

The risk return profile of the Company's business is determined predominantly by the nature of its product. Accordingly, the business segments constitute the Primary Segments for the disclosure of segment information.

ii. Reportable Segments:

Segments have been identified and reported taking into account the differing risks and returns, nature of the products, the organisational structure and the internal reporting system of the Company.

iii. Segment Composition:

Capital Market Segment includes trading and investment in Shares and Futures and Options.

Financing Activity includes business of lending activities

FOR & ON BEHALF OF BOARD OF DIRECTORS
OF Vibrant Global Capital Ltd

FOR AGRAWAL & KEDIA
CHARTERED ACCOUNTANTS

Vinod Garg
MANAGING DIRECTOR
DIN: 00152665
PLACE: MUMBAI
DATE: MAY 30, 2018

Jalpesh Darji
SECRETARY

Vaibhav Garg
CFO
DIN: 02643884

(RAVI AGRAWAL)
PARTNER.
M.NO. 34492
FRNo:100114W

ANNEXURE I TO NOTE 36 OF NOTES TO ACCOUNTS

DISCLOSURE REQUIREMENT AS PER AS-18: RELATED PARTY DISCLOSURE (01.04.2017 TO 31.03.2018)

List of related parties and relationship

Sr. No.	NAME OF THE RELATED PARTIES	Relation
1	Vaibhav Vinod Garg	Key Management Personnel
2	Vinod Ramnivas Garg	
3	Anand Khetan (Independent director)	
4	Harsh Rajkumar Mehadia (Independent director)	
5	Khushboo Anish Pasari (Independent director)	
1	Vibrant Global Infraproject Pvt. Ltd.	Subsidiary
2	Vibrant Global Salt Pvt Ltd	
3	Vibrant Global Trading Pvt. Ltd.	
1	Vibrant Global Vidyut Pvt Ltd.	Associate
1	Antriksh Barter Pvt. Ltd.	Enterprises on which Key Management Personnel along with Relatives Have Significant Influence.

NATURE OF RELATIONSHIP →	SUBSIDIARY			Associate	Key Management Personnel		ENTERPRISES ON WHICH KEY MANAGEMENT PERSONEL HAVE SIGNIFICANT INFLUENCE
NATURE OF TRANSACTION ↓	Vibrant Global Trading Pvt. Ltd.	Vibrant Global Salt Pvt Ltd	Vibrant Global Infraproject Pvt. Ltd.	Vibrant Global Vidyut Pvt Ltd.	Vinod Garg	Vaibhav Garg	Antriksh Barter Pvt. Ltd.
INVESTMENT							
SHARES PURCHASED	-	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(1,00,000)	(-)	(-)
SHARES SOLD	-	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
FINANCE							
LOAN ACCEPTED	-	-	125,00,000	-	-	-	1524,00,000
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
LOAN REPAID BACK	-	-	125,00,000	-	-	-	1524,00,000
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
LOAN GRANTED	-	1997,00,000	-	-	-	-	-
	(-)	(857,00,057)	(-)	(-)	(-)	(-)	(-)
LOAN RECEIVED BACK	-	2323,81,877	-	-	-	-	-
	(-)	(652,70,824)	(-)	(-)	(-)	(-)	(-)
INTEREST RECEIVED	-	34,81,685	-	-	-	-	-
	(-)	(2357,13,356)	(-)	(-)	(-)	(-)	(-)
INTEREST PAID	-	-	6,16,438	-	-	-	25,52,871
	(-)	(-)	(-)	(-)	(-)	(-)	(-)
BALANCE OUTSTANDING IN THE BOOKS OF ACCOUNTS							
DEBIT	NIL	31,33,516	NIL	NIL	NIL	NIL	NIL
	(-)	(326,81,877)	(-)	(-)	(-)	(-)	(-)
CREDIT	NIL	NIL	554,795	NIL	NIL	NIL	22,97,584

	(-)	(-)	(-)	(-)	(-)	(-)	(-)
BUSINESS							
REMUNERATION PAID	-	-	-	-	36,00,000	12,00,000	-
	(-)	(-)	(-)	(-)	(36,00,000)	(12,00,000)	(-)
RENT PAID	1,36,200	-	-	-	-	-	-
	(1,20,000)	(-)	(-)	(-)	(-)	(-)	(-)
BALANCE OUTSTANDING IN THE BOOKS OF ACCOUNTS							
	-	NIL	NIL	NIL	NIL	NIL	NIL
	(60,000)	(-)	(-)	(-)	(-)	(-)	(-)

FOR & ON BEHALF OF BOARD OF DIRECTORS
OF Vibrant Global Capital Ltd

FOR AGRAWAL & KEDIA
CHARTERED ACCOUNTANTS

Vinod Garg
MANAGING DIRECTOR
DIN: 00152665
PLACE: MUMBAI
DATE: MAY 30, 2018

Jalpesh Darji
SECRETARY

Vaibhav Garg
CFO
DIN: 02643884

(RAVI AGRAWAL)
PARTNER
M.NO. 34492
FRNo:100114W

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF VIBRANT GLOBAL CAPITAL LIMITED

I. Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of VIBRANT GLOBAL CAPITAL LIMITED (hereinafter referred to as “the Holding Company”) and its subsidiaries (the Holding Company and its subsidiaries together referred to as “the Group”) and its associate, comprising of the Consolidated Balance Sheet as at 31st March, 2018, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as “the consolidated financial statements”).

II. Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as “the Act”) that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group and of its associates are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

III. Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and order issued under section 143(11) of the Act.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraph (a) of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

IV. Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and its associate as at 31st March, 2018, and their consolidated loss and their consolidated cash flows for the year ended on that date.

V. Other Matters

(a) We did not audit the financial statements of three subsidiary companies whose financial statements reflect total assets of Rs. 15980.34 Lakhs as at 31st March, 2018, total revenues of Rs. 30626.81 Lakhs and net cash flows amounting to Rs. 2.12 Lakhs for the year ended on that date, as considered in the consolidated financial statements. The Consolidated financial statements does not include any share of net loss for the year ended 31st March, 2018, in respect of an associate, whose financial statements have not been audited by us. These financial statements have been audited by other auditors whose report has been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of the subsidiaries and the associate, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

VI. Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, we report, to the extent applicable, that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 and Companies (Accounting Standards) Amendment Rules, 2016.
- (e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2018 and taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the Group companies and its associate companies incorporated in India is disqualified as on 31st March, 2018 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in the form of 'Annexure'. Our report expresses an unmodified opinion of the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Group has disclosed the impact of pending litigations on its financial position in its consolidated financial statements.
 - ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2018.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiary companies, associate companies and jointly controlled companies incorporated in India.

FOR AGRAWAL & KEDIA
Chartered Accountants
(Registration No. 100114W)

(RAVI AGRAWAL)
(Partner)

Membership No: 34492

Place: MUMBAI
Date: May 30, 2018

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph VI (f) of our Report of even date on the Account for the year ended on 31st March 2018 of VIBRANT GLOBAL CAPITAL LTD.)

Report on the Internal Financial Controls under clause (i) of sub-section 3 of Section 143 of the Companies Act, 2013 ('the Act').

In conjunction with our audit of the Consolidated financial statements of the company as of and for the year ended 31st March 2018, we have audited the internal financial controls over financial reporting of M/S VIBRANT GLOBAL CAPITAL LTD. ('The Holding Company'), its subsidiary companies & an associate Company incorporated in India as of date.

Management's Responsibility for Internal Financial Controls

The respective Board of directors of the Holding Company, its subsidiary companies & its associate which are companies incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the 'Guidance Note') and the standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial control over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of

internal control based on the assessed risk. The procedures selected depend on the auditors' judgement including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of the Management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or frauds may occur and not be detected. Also, projections of any evaluations of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company, its subsidiary companies, which are companies incorporated in India, including and based on the report on the internal financial control of its associate company, by its statutory auditors, have, in all material respects, an adequate internal financial controls system over financial reporting which were operating effectively as at 31 March, 2018, based on the internal control over financial reporting criteria established by the respective companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR AGRAWAL & KEDIA
Chartered Accountants
(Registration No. 100114W)

Place: MUMBAI
Date: May 30, 2018

(RAVI AGRAWAL)
(Partner)
Membership No: 34492

VIBRANT GLOBAL CAPITAL LIMITED
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2018

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017
		Amount in Rs.	Amount in Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	3	1720,71,360	1720,71,360
Reserves and Surplus	4	3792,31,522	3814,82,674
Share Application Money pending allotment		-	-
Minority Interest		426,68,665	459,69,896
Non-current liabilities			
Long-term borrowings	5	4670,51,288	4855,04,000
Deferred Tax Liabilities (Net)	12	-	-
Current Liabilities			
Short Term Borrowings	6	3560,73,082	3999,52,215
Trade Payables	7	5002,14,045	4903,28,850
Other Current Liabilities	8	461,18,250	438,97,012
Short Term Provisions	9	-	99,354
TOTAL		19634,28,212	20193,05,362
ASSETS			
Non- Current Assets			
(a) Fixed assets	10		
(i) Tangible assets		3952,17,171	4105,71,243
(ii) Intangible assets		115,84,807	116,33,644
Non-Current Investments	11	4421,47,349	3367,42,851
Deferred tax Asset (net)	12	1436,914	38,28,796
Long Term Loans and Advances	13	505,77,403	525,19,324
Current Assets			
Current Investments	14	6970,618	-
Inventories	15	1202,22,626	1594,49,347
Trade Receivables	16	7934,71,282	7645,83,616
Cash and Cash Equivalents	17	478,63,171	1396,21,901
Short Term Loans and Advances	18	856,80,827	1282,94,896
Other Current Assets	19	82,56,044	120,59,743
TOTAL		19634,28,212	20193,05,362
Significant Accounting Policies	1		
Contingent Liability	2		

See accompanying notes forming part of the financial statements

AS PER OUR REPORT OF EVEN DATE ATTACHED

FOR & ON BEHALF OF BOARD OF DIRECTORS
OF Vibrant Global Capital Ltd

FOR AGRAWAL & KEDIA
CHARTERED ACCOUNTANTS

Vinod Garg
MANAGING DIRECTOR
DIN: 00152665
PLACE: MUMBAI
DATE: MAY 30, 2018

Jalpesh Darji
SECRETARY

Vaibhav Garg
CFO
DIN: 02643884

(RAVI AGRAWAL)
PARTNER
M.NO. 34492
FRNo:100114W

VIBRANT GLOBAL CAPITAL LIMITED
CONSOLIDATED STATEMENT OF PROFIT & LOSS
FOR THE YEAR ENDED 31ST MARCH 2018

Particulars		Note No.	2017-18	2016-17
			Amount in Rs.	Amount in Rs.
1	Revenue from operations (Gross)	20	30732,87,509	36593,57,819
2	Other income	21	698,72,142	113,55,448
3	Total revenue (1+2)		31431,59,651	3670713267
4	Expenses			
	(a) Purchases of stock-in-trade	22	25454,85,689	29071,26,586
	(b) Cost of Material Consumed	23	3056,26,216	4016,81,899
	(c) Changes in inventories of finished goods	24	218,46,232	691,01,188
	(d) Employee costs	25	366,38,724	364,54,991
	(e) Finance costs	26	665,33,568	858,88,505
	(f) Depreciation and amortisation expense	10	302,39,806	273,24,933
	(g) Other expenses	27	1370,63,860	1213,57,474
	Total expenses		31434,34,094	36489,35,577
5	Profit / (Loss) before exceptional & extraordinary items and tax (3 - 4)		(2,74,444)	217,77,690
6	Exceptional Item			
	Sale of immovable property		-	-
7	Profit / (Loss) before tax (5 - 6)		(2,74,444)	217,77,690
8	Tax expense:			
	(a) Current tax expense for current year	28	22,62,428	134,61,311
	(b) Current tax expense relating to prior years	29	6,23,634	(1,44,747)
	(c) Net current tax expense		28,86,062	133,16,564
	(d) Deferred tax		23,91,883	(13,88,450)
			52,77,945	119,28,114
9	Profit / (Loss) after tax (7-8)		(55,52,388)	98,49,576
10	Add: Share in profit /(loss) (net) of associate companies		-	(10,89,869)
11	Less: Minority Interest		(33,01,231)	(44,84,654)
12	Profit / (Loss) for the year		(22,51,157)	132,44,361
13	Earnings per share (of Rs. 10 /- each):			
	(a) Basic	35	(0.32)	0.57
	(b) Diluted	35	(0.32)	0.57

See accompanying notes forming part of the financial statements
FOR & ON BEHALF OF BOARD OF DIRECTORS
OF Vibrant Global Capital Ltd

FOR AGRAWAL & KEDIA
CHARTERED ACCOUNTANTS

Vinod Garg
MANAGING DIRECTOR
DIN: 00152665
PLACE: MUMBAI
DATE: MAY 30, 2018

Jalpesh Darji
SECRETARY

Vaibhav Garg
CFO
DIN: 02643884

(RAVI AGRAWAL)
PARTNER
M.NO. 34492
FRNo:100114W

VIBRANT GLOBAL CAPITAL LTD
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31st MARCH, 2018

Particulars	31-03-2018	31-03-2017
A. Cash flow from operating activities:		
Net (loss)/profit before tax but after prior period expenses	(2,74,444)	217,77,690
Adjustments for:		
Depreciation	302,39,806	273,24,933
(Profit)/Loss on Sale of Investment	(599,84,756)	334,36,609
(Profit)/Loss on Sale of Asset	(5,05,147)	-
Interest Expenses (Net of Interest Income)	675,63,183	844,36,477
Delay & Penalty Charges	-	(10,00,000)
Bank Charges for enhancement of Limit	4,18,200	24,55,825
Provision of NPA, Doubtful debts and balance written off	(25,73,354)	22,49,765
Reversal of Provision for diminution in the Value of Investments	-	(357,10,813)
Dividend Income	(44,72,318)	(11,90,036)
Rent Income	(14,07,600)	(11,09,032)
Operating profit/(loss) before working capital changes	290,03,571	1326,71,417
Adjustments for changes in working capital:		
(INCREASE)/DECREASE in Loans & Advances	555,76,371	1697,88,409
(INCREASE)/DECREASE in Inventories	392,26,722	438,38,679
(INCREASE)/DECREASE in Trade Receivables	(288,87,756)	(1951,69,619)
(INCREASE)/DECREASE in Other Current Assets	(23,24,718)	25,47,749
INCREASE/(DECREASE) in Sundry Creditors & Other Payables	146,26,401	(770,44,639)
Cash used in Operations	1072,20,591	766,31,997
Direct taxes Paid	(120,05,298)	(101,65,466)
Net cash inflow/(outflow) in operating activities	952,15,293	664,66,532
B. Cash flow from investing activities:		
Purchase of Fixed Assets	(193,94,644)	(27,44,019)
Proceeds from sales of Fixed Assets	49,93,337	-
(Increase)/Decrease in Investment in Shares	(1123,75,116)	(910,50,761)
Purchase of Shares of subsidiaries	-	(93,53,600)
Profit/(Loss) on Sale of Investment	604,76,676	(1,78,011)
Interest received (including on FD)	52,76,421	60,02,992
Investment in Long term fixed deposits	(186,04,199)	-
Dividend	44,72,318	11,90,036
Delay & Penalty Charges	-	10,00,000
Rent Income	14,07,600	11,09,032
Net cash inflow/(outflow) from investing activities	(737,47,608)	(940,24,332)
C. Cash flow from financing activities:		
Proceeds from long term borrowings	948,45,320	630,22,858
Repayment of long term borrowings	(1107,29,598)	(468,11,214)
Proceeds from short term borrowings	293,13,258	1759,56,954
Repayment of short term borrowings	(731,92,391)	(563,57,462)
Proceeds from issue of Shares of subsidiary	-	238,00,000
Finance Cost (including borrowing cost capitalized)	(720,67,202)	(934,83,324)
Net cash inflow/(outflow) from financing activities	(1318,30,614)	662,27,811
Net Increase/(Decrease) in Cash & Cash Equivalents	(1103,62,929)	386,70,011
Opening Cash & Cash Equivalents	1396,21,900	1009,51,888
Cash & Cash Equivalents as at March 31, 2018	292,58,972	1396,21,899
Cash & Cash Equivalents comprise		
Cash in Hand	1,49,214	8,89,854
Cheques in Hand	-	420,54,614
Balance with Banks	146,15,104	966,77,432
Short term highly liquid Investments	144,94,654	-
	292,58,972	1396,21,900

Notes:

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard - 3 "Cash Flow Statements" issued by the Institute of Chartered Accountants of India.
2. Figures in brackets indicate Outflows.
3. Cash & cash equivalents include Rs.1,00,00,000/- (Prev. Year Rs.1,05,05,113) which are not available for the use of the company being margin money with HDFC Bank (Refer Note 16).

This is the Cash Flow Statement referred to in our report of even date attached.
FOR VIBRANT GLOBAL CAPITAL LTD.

Vinod Garg
MANAGING DIRECTOR
DIN: 00152665

Jalpesh Darji
SECRETARY

Vaibhav Garg
CFO
DIN: 02643884

FOR AGRAWAL & KEDIA

RAVI AGRAWAL
PARTNER

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(a)	<u>NOTE: 3 SHARE CAPITAL</u>	As at 31.03.2018	As at 31.03.2017
	AUTHORISED CAPITAL 2,52,50,000 (Prev. Year 2,52,50,000) Equity Share of Rs. 10/- each	2525,00,000	2525,00,000
	ISSUED, SUBSCRIBED & PAID UP CAPITAL 1,72,07,136 (Prev. Year: 1,72,07,136) Equity Share of Rs. 10/- each	1720,71,360	1720,71,360
	TOTAL	1720,71,360	1720,71,360

(b) Reconciliation Statement of Shares Outstanding:

Particulars	No. of Shares as at 31.03.2018	Amount in Rs.	No. of Shares as at 31.03.2017	Amount in Rs.
<u>Equity Shares</u>				
Number of shares at the beginning of the year	172,07,136	1720,71,360	172,07,136	1720,71,360
Shares Issued during the year	0	-	0	-
Shares sold by subsidiary company under offer for sale	0	-	0	-
Shares bought back during the year	0	-	0	-
Number of shares at the end of the year	172,07,136	1720,71,360	172,07,136	1720,71,360

(d) Terms and Rights attached to Equity Shares :

- i. The Company has only one class of Equity Shares having a par value of Rs.10 per share. Each holder of Equity Shares is entitled to one vote per share except Vibrant Global Infraproject Pvt. Ltd and Vibrant Global Trading Pvt. Ltd. as the Company is holding company of these companies. As per the provisions of Section 19(1) of Companies Act,2013, these shareholders will not have voting rights at the meetings of Vibrant Global Capital Ltd.
- ii. They are also entitled to dividend if proposed by the Board of Directors and approved by the shareholders in the ensuing Annual General Meeting except in case of interim dividend.
- iii. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company after distribution of all preferential amount, in proportion to their shareholding.

<u>NOTE : 4 RESERVE & SURPLUS</u>	As at 31.03.2018	As at 31.03.2017
Capital Reserve		
Balance as per last Balance Sheet	2181,08,708	1603,29,252
Add : Capital Reserve credited on Consolidation	-	577,79,456
	2181,08,708	2181,08,708
Securities Premium Reserve		
Balance as per last Balance Sheet	1526,79,612	1378,91,733
Add : Securities premium received on Share issue	-	23120000
Less : Utilised during the year towards Initial Public Offering Expenses	-	0
Less : Elimination on Consolidation	-	(8332121)
	1526,79,612	1526,79,612
Surplus in the Statement of Profit and Loss		
Balance as per last Balance Sheet	(11,73,169)	(98,31,977)
Add : Profit/(Loss) for the year	(22,51,157)	132,44,361
Less : - Transfer to Statutory Reserve	(9,76,000)	(41,00,000)
Less : Elimination on Consolidation	-	(4,85,557)
	(44,00,326)	(11,73,173)
Statutory Reserve *		
Balance as per last Balance Sheet	115,35,000	74,35,000
Add: Amount transferred from surplus in statement of profit and loss	9,76,000	41,00,000
Less : - Appropriation	-	0
	125,11,000	115,35,000
General Reserve		
Balance as per last Balance Sheet	3,32,528	3,32,528
Add: Transfer From Surplus	-	0
Less: Utilised for depreciation of computer	-	0
Less : Elimination on Consolidation	-	0
	3,32,528	3,32,528
TOTAL	3792,31,522	3814,82,674

* Created pursuant to section 45-IC of Reserve Bank of India Act,1934.

<u>NOTE : 5 LONG TERM BORROWINGS</u>	As at 31.03.2018	As at 31.03.2017
<u>SECURED LOAN</u>		
<u>-TERM LOAN</u>		
- From Banks	1510,74,595	1704,78,972
- From Others	9,76,693	29,58,452
<u>UNSECURED LOAN</u>		
<u>Loan received :</u>		
- From Related Party		
- From Director	1150,00,000	715,00,000
- From Corporates	1100,00,000	920,00,000
- From Other Related Party	-	90,00,000
<u>- From Others</u>	900,00,000	1395,66,576
<u>Deposits:</u>		
Security Deposit	-	-
TOTAL	4670,51,288	4855,04,000

NOTES:

PARTICULARS	PERIOD OF MATURITY	NO OF INSTALL MENTS	AMT OF INSTALL MENTS	PERIODICITY OF INSTALLMENT	RATE OF INTEREST	SECURITY
ICICI Bank Car Loan	5 Yrs	60	95,152	Monthly	10.24%	Hypothecation of Motor car
Deutsche Bank Term Loan (9.5 cr)	10 Yrs	120	13,27,517	Monthly	10.65%	Equitable mortgage of commercial block situated Peninsula business park
State Bank of India Term Loan Unit I (4.75 Cr)	6 Yrs	51	7,50,000	Monthly	13.10%	Equitable mortgage of building/ shed and hypothecation of plant & Machinery, office equipment and Misc. Asset and personal guarantee of directors
State Bank of India Term Loan Unit II (12.5 Cr)	6 Yrs	59	10,00,000	Monthly	13.10%	
Kotak Mahindra Prime Ltd	5 Yrs	60	1,84,515	Monthly	8.94%	Hypothecation of Motor car
Toyota Financial Services	5 Yrs	60	30,233	Monthly	8.74%	Hypothecation of Motor car
Deutsche Bank Term Loan (70 Lakhs)	10 Yrs	120	89,623	Monthly	9.25%	Equitable mortgage of commercial block situated Peninsula business park
State Bank of India	7 Yrs	84	63,648	Monthly	8.65%	Hypothecation of Motor car
State Bank of India	4 Yrs	48	25,000	Monthly	9.85%	Hypothecation of Motor car

Rate of interest are floating

* Including interest component

5.2 TERMS OF REPAYMENT OF UNSECURED LOAN :-

- a) Security- NIL
- b) As informed by the management, there is no specific stipulation about the period of repayment about the above loans but the same is not repayable within the next 12 months. As further represented by the management, the unsecured loans are interest free.

<u>NOTE: 6 SHORT TERM BORROWINGS</u>	As at 31.03.2018	As at 31.03.2017
<u>SECURED LOAN</u>		
<u>Loans Repayable on Demand</u>		
- From Banks		
- HDFC Bank (OD A/c) 08308180000060	1,42,936	33,33,871
- Deutsche Commercial Bank O/D	(124,83,701)	196,80,835
- State Bank of India CC a/c (1)	2186,33,907	2173,77,154
- State Bank of India CC a/c (2)	597,79,940	1095,63,230
- State Bank of India (Buyer's Credit)	-	-
<u>Other Loans and Advances</u>		
-Bajaj Finserv Limited	900,00,000	499,97,126
TOTAL	3560,73,082	3999,52,215

6.1 Secured Loans: (a) The company has taken an overdraft from HDFC Bank Ltd. against lien of Fixed Deposit amounting to Rs.1,00,00,000/- which carries interest @ 6.5% p.a.& 5.5% p.a respectively.

(b)

PARTICULARS	Rate	NATURE OF INTEREST	SIGNIFICANT TERMS
State Bank of India CC a/c (1)	MCLR +2.75%	On Reducing balance	<u>Security</u> - Flat: Rameshwaram Apt-1101/1102, FDR of Rs. 1,00,00,000 & Stock
State Bank of India CC a/c (2)	12.75%	On Reducing balance	<u>Security</u> - Hypothecation of Raw Material, WIP, Finished Goods, Book Debts, other receivables of the Company and Personal Guarantee of Directors
Deutsche Commercial Bank O/D	MCLR +2.40%	On Daily Outstanding	<u>Security</u> - Office premises Peninsula Business Park
Bajaj Finserv Ltd.	9.50%	On Daily Outstanding	<u>Security</u> : Against shares.

<u>NOTE: 7 TRADE PAYABLE</u>	As at 31.03.2018	As at 31.03.2017
Trade Payables	5002,14,045	4903,28,850
TOTAL	5002,14,045	4903,28,850

NOTE:

In Trade Payable amount due to Micro, Small & Medium Business Enterprises as defined under Micro, Small & Medium Enterprise Development Act, 2006 could not be separately disclosed as the necessary information regarding the status of the creditors is not available with the company.

<u>NOTE : 8 OTHER CURRENT LIABILITIES</u>	As at 31.03.2018	As at 31.03.2017
(a) Current Maturities of Long Term Debt	354,53,802	322,85,369
(d) Advances from customers	25,03,318	0
(d) Other Payables	81,61,130	116,11,643
TOTAL	461,18,250	438,97,012

<u>NOTE : 9 SHORT TERM PROVISION</u>	As at 31.03.2018	As at 31.03.2017
Provision on Standard Asset	-	99,354
TOTAL	-	99,354

NOTE -10
FIXED ASSETS AS ON 31ST MARCH 2018

SR. NO.	PARTICULARS	GROSS BLOCK				DEPRECIATION				NET BLOCK	
		AS ON 01-04-2017	ADDITIONS	SALES/ TRANSFER	AS ON 31-03-2018	UPTO 31-03-2017	PROVIDED DURING THE YEAR	DEDUCTION DURING THE YEAR	TOTAL	AS ON 31-03-2018	AS ON 31-03-2017
I	Tangible Assets										
1	Land	277,05,100	5,89,880	0	282,94,980	0	0		0	282,94,980	277,05,100
2	Factory Building	979,73,696	0		979,73,696	63,14,868	28,04,977		91,19,845	888,53,851	916,58,828
3	Non-Factory Building	132,06,117	0		132,06,117	16,61,261	4,15,347		20,76,608	111,29,509	115,44,856
4	Plant and Equipment (Continuous Process)	1874,48,310	0	0	1874,48,310	372,24,802	106,74,824		478,99,625	1395,48,684	1502,23,508
5	Laboratory Equipment	4,36,140	0	0	4,36,140	1,48,086	37,837		1,85,923	2,50,217	2,88,054
7	Furniture & Fixture	193,15,784	0	0	193,15,784	119,19,741	19,35,249		138,54,991	54,60,793	73,96,042
8	Computer	8,73,933	95,990	0	9,69,923	7,48,816	1,03,895		8,52,712	1,17,211	1,25,117
9	Office Equipment	28,94,232	1,35,739	0	30,29,971	24,53,726	2,33,658		26,87,384	3,42,586	4,40,505
10	Motor Vehicle	213,78,363	184,91,474	85,06,847	313,62,990	96,41,225	80,23,223	40,18,661	136,45,787	177,17,203	117,37,138
11	Vehicles (Motor Cycles)	2,13,316			2,13,316	57,938	22,307		80,245	1,33,071	1,55,378
12	Office Building (Peninsula)	1250,08,705		0	1250,08,705	187,77,649	52,58,437		240,36,086	1009,72,619	1062,31,056
13	Electrification	62,58,992	12,000	0	62,70,992	31,93,331	6,81,214		38,74,545	23,96,447	30,65,661
II	Intangible Asset (See Note Below)										
1	Trade Marks	25,20,000	0		25,20,000	0	0		0	25,20,000	25,20,000
2	Goodwill Including Commercial Rights	89,25,000	0		89,25,000	0	0		0	89,25,000	89,25,000
3	Computer Software	2,90,277	0	0	2,90,277	1,01,633	48,837		1,50,470	1,39,807	1,88,644
	TOTAL:	5144,47,964	193,25,083	85,06,847	5252,66,200	922,43,076	302,39,806	40,18,661	1184,64,222	4068,01,979	4222,04,888
	PREVIOUS YEAR:	1606,50,610	3538,00,703	0	5144,51,313	296,83,113	625,63,312		922,46,425	4222,04,888	

Note:

- In FY 2014-15, one of the subsidiaries had purchased certain Trademarks amounting to Rs. 25,20,000 and Goodwill of the Business belonging to Jagdamba Salts amounting to Rs. 89,25,000 and treated as addition to Fixed Asset under the head Intangible Asset. The Subsidiary is in the process of Filing application with the competent authority for getting the trademarks registered in the name of Company and thereafter it will be put to use. Accordingly, no depreciation is being charged during the year in accordance with accounting standard AS-26 "Intangible Assets" issued by the Institute of Chartered Accountants of India.
- Unit-1 of one of the subsidiaries remains suspended for production for major part of Financial Year. However, Company Continues to Charge Depreciation due to afflict of time.

<u>NOTE : 11 NON CURRENT INVESTMENT</u>		As at 31.03.2018	As at 31.03.2017
<u>TRADE INVESTMENT</u>			
<u>(A) In Investment Property (See Note 1 below)</u>		238,67,532	2,38,67,532
<u>(B) UNQUOTED INVESTMENT IN EQUITY SHARES (AT COST)</u>			
<u>INVESTMENT IN ASSOCIATES</u>			
2,00,000 (2,00,000) Vibrant Global Vidyut Pvt Ltd.	20,00,000		
(Including Goodwill of Rs. 19,87,435 (P.Y. 19,87,435/-)		-	
Less: Share in losses	20,00,000	-	
	Total(a)	-	-
<u>Other Investments</u>			
54,00,000 (54,00,000) Tapadia Polyesters Pvt. Ltd.		540,00,000	540,00,000
101 (0) North Kanara Gaud saraswat Bank Ltd.		1,010	-
		540,01,010	540,00,000
Less : Provision for diminution in the Value of Investments		-	-
	Total(b)	540,01,010	540,00,000
<u>INVESTMENT IN PREFERENCE SHARES (AT COST)</u>			
50,00,000 (50,00,000) Tristar car Pvt. Ltd.		500,00,000	500,00,000
10 (10) JSW Steel Ltd		-	-
31,277 (31,277) Crest Steel & Power Pvt. Ltd		156,38,900	156,38,900
Total(c)		656,38,900	656,38,900
(B) TOTAL UNQUOTED (a + b + c)		1196,39,910	1196,38,900
<u>NON TRADE INVESTMENT</u>			
<u>QUOTED INVESTMENT IN EQUITY SHARES</u>			
<u>(LOWER OF COST OR MARKET VALUE)</u>			
7500 (0) Andhra Sugar Ltd.		25,56,952	15,08,345
0 (8,050) CCL Products India Ltd.		-	15,08,345
43,700(16,280) Deepak Fertilisers		101,31,761	27,07,676
0 (8,670) Finolex Cables Ltd.		-	22,11,633
453 (5,011) Garware - Wall Ropes Ltd.		1,11,452	10,71,989
14,889(19,065) HEG Ltd.		28,87,952	30,71,778
0 (6,960) Heritage Foods India Ltd.		-	30,62,893
27,301 (0) Jindal Polyfilms Ltd.		112,09,331	0
11,634 (11,634) Indian Hume Pipe Company Ltd.		19,85,369	19,85,369
29,914 (14,957) Jayant Agro Organics		24,97,401	24,97,401
2,690 (3,951) Savita Oil Technologies Ltd.		15,37,082	22,19,150
0 (45,600) Emkay Taps and Cutting Tools Ltd.		-	150,95,869
22,610 (19,510) Apar Industries Ltd.		123,11,414	98,03,473
36,687 (0) Polyplex Corporation Ltd.		196,06,047	
69,218 (64,032) DCM Shriram Ltd.		183,05,168	147,60,022

5000 (0) Graphite India Ltd.	32,25,930	
1,52,629 (1,30,310) Gujarat Ambuja Export Ltd.	133,90,607	102,66,216
69,790 (0) Gujarat Industries Power Co.	87,11,291	
73,000 (80,300) HDFC Warrants	100,98,693	1,12,20,972
63,570 (63,570) IFGL Refractories Ltd.	94,47,929	85,04,669
3,00,000 (0) Sunflag Iron & Steel Co. Ltd.	261,47,011	0
420 (1,420) ISGEC Heavy Engineering Ltd.	19,77,764	70,49,670
0 (11,194) Maharashtra Seamless Ltd.	-	27,79,993
81,319 (0) Elecon Engineering Co. Ltd.	61,48,022	
29,451 (0) EID (Parry) India Ltd.	93,61,474	
38,456 (38,456) Maithan Alloys Ltd.	90,13,631	90,13,631
6,340 (18,220) Motilal Oswal Financial Services	37,29,691	82,10,808
7,510 (7,510) Nilkamal Ltd.	96,34,802	96,34,802
2,25,640 (2,25,640) Rain Industries Ltd.	154,57,474	154,57,474
10,073 (0) Technocraft Industries Ltd.	46,97,820	
40,960 (40,960) Zuari Agro Chemicals Ltd.	88,21,999	88,21,999
2,991 (7,500) HIL Ltd.	18,15,740	51,49,474
0 (10,000) Nucleus Software Exports Ltd.	-	24,34,042
0 (20,000) Inox wind Ltd Ambit	-	34,34,505
36,930 (36,930) Sanghvi Movers	102,97,059	102,97,059
6,00,000 (0) Uttam Galva Steels	145,48,775	
26,000 (26,000) Simplex Casting	28,65,427	28,65,427
45,611 (15,000) Vindhya Telelink	379,50,087	99,41,326
4,400 (4,400) VST Tillers	81,58,756	81,58,756
	2986,39,907	1932,36,419
Less : Provision for diminution in the Value of Investments	-	
Total (D)	2986,39,907	1932,36,419
TOTAL (A) + (B) + (C) + (D)	4421,47,349	3367,42,851
Aggregate of Unquoted Investment	1196,39,910	1196,38,900
Aggregate of Quoted Investment	2986,39,907	1932,36,419
Aggregate Market value of Quoted Investment	5168,53,609	2814,50,263
Aggregate provision for diminution in the value of quoted investments	-	-
Aggregate provision for diminution in the value of unquoted investments	-	-

<u>NOTE : 12 DEFERRED TAX ASSET / (LIABILITIES) (NET)</u>	As at 31.03.2018	As at 31.03.2017
The Deferred Tax Asset / (Liability) comprises of the following:		
Depreciation	14,36,914	38,28,796
Unabsorbed Business loss	-	-
NET DEFERRED TAX ASSET/ (LIABILITIES)	14,36,914	38,28,796

NOTE : 13 LONG TERM LOAN & ADVANCES	As at 31.03.2018	As at 31.03.2017
(Unsecured, Considered Good)	221,97,556	224,97,556
(a) Capital Advances	55,42,171	60,44,091
Advance against Property		
(b) Security Deposit	-	-
(c) Loan given :	228,37,676	239,77,677
- To Related Party	505,77,403	525,19,324

Note:

The Particulars of Long term loans given during the year by the Subsidiary company

Party Name and Loan Amount	Rate of Interest	Purpose of Loan
Lokesh Infrproject Private Limited Rs. 228,37,676	24%	Business Purpose

NOTE : 14 CURRENT INVESTMENTS	As at 31.03.2018	As at 31.03.2017
QUOTED INVESTMENT IN MUTUAL FUND		
2,044 (0) HDFC Liquid Fund Direct Plan - Growth	69,70,618	-
TOTAL	69,70,618	-
Aggregate of Quoted Investment	69,70,618	-
Aggregate Market value of Quoted Investment	69,99,002	-
Aggregate provision for diminution in the value of quoted investments	-	-

NOTE : 15 INVENTORIES	As at 31.03.2018	As at 31.03.2017
Stock of Shares (Valued at lower of cost & net realisable value)	-	175,80,500
Stock in Trade (Valued at lower of cost & net realisable value)	-	-
Raw Material	870,46,916	1044,27,406
Finished Goods (Valued at Cost or NRV whichever is lower)	331,75,710	374,41,442
TOTAL	1202,22,626	1594,49,347

NOTE : 16 TRADE RECEIVABLES	As at 31.03.2018	As at 31.03.2017
(Unsecured, Considered Good)		
Outstanding for a period exceeding six months *	1133,79,237	522,04,545
Others	6809,65,762	7128,43,700
Less : Provision for Bad debts	(8,73,717)	(4,64,629)
TOTAL	7934,71,282	7645,83,616

NOTE :

As per information & explanation received from management of subsidiary company, Trade Receivable becomes due as per mutual terms and conditions agreed upon and accordingly we have classified outstanding balances.

*Under litigation Rs. 6,70,58,465

<u>NOTE : 17 CASH & CASH EQUIVALENTS</u>	As at 31.03.2018	As at 31.03.2017
<u>(a) Balances with Banks</u>		
-HDFC Bank Ltd. (3501)	1,01,304	29,524
-IDBI Bank (OD A/c) 0187102000001809	2,10,221	2,69,739
-HDFC Bank Ltd.	128,91,365	33,014
-State Bank of India	12,63,804	14,873
-SBI (Current A/c No. 31826404472)	10,115	10,115
-IDBI PRIVATE PLACEMENT ACCOUNT (0173102000015002)	11,485	11,485
-HDFC 1022320003542	1,04,885	0
-State Bank of Bikaner & Jaipur	21,925	7,99,984
<u>(b) Cheques in Hand</u>	-	545,00,000
<u>(c) Cash on Hand</u>	1,49,214	8,89,854
<u>(d) Other Bank Balances</u>		
<u>Bank Deposit</u>		
- Having maturity more than 12 months		
Fixed Deposit (State Bank of India)	186,03,669	699,57,670
- Having maturity less than 3 months		
Fixed Deposit (State Bank of India)	44,94,654	26,00,000
Fixed Deposit (HDFC Bank)	100,00,000	105,05,113
- Others		
Fixed Deposit (Tirupati Urban Co-Op Bank Limited) (No.36/9679/1)	-	-
Fixed Deposit (Tirupati Urban Co-Op Bank Limited) (No.36/9672/1)	-	-
Fixed Deposit (State Bank of India)	-	-
Fixed Deposit (State Bank of India)	-	-
Fixed Deposit (Kalyan Janta Sahakari Bank)	530	530
TOTAL	478,63,171	1396,21,900
Note :- Out of the above Bank Deposits held as margin money	286,03,669	804,62,782

<u>NOTE : 18 SHORT TERM LOAN & ADVANCES</u>	As at 31.03.2018	As at 31.03.2017
<u>(a) To Related Parties (Unsecured, Considered Good) :</u>		
<u>To Directors</u>	-	-
<u>To Others</u>	-	-
<u>(b) To Others :</u>		
<u>Advance with Revenue Authorities (Unsecured, Considered Good)</u>	348,81,392	158,70,143
<u>Advances to creditors (Unsecured, Considered Good)</u>	27,000	27,000

<u>Advances to Staff</u>	20,000	1,48,921
<u>Advances to others(Unsecured)</u>		
- Standard	380,40,704	131,22,049
- Sub Standard		
Less: Provision	-	150,66,000
<u>MAT Credit Entitlement</u>	21,34,758	21,34,758
<u>Other Debit Balances (Unsecured, Considered Good) :</u>	105,76,972	819,26,025
TOTAL	856,80,827	1282,94,896

NOTE:

18.1 The particulars of other short term loan given during the year by subsidiary companies.

Party Name	Amount	Rate of Interest	Purpose of Loan
Richa Infra Holding Pvt. Ltd.**	51,36,500	15.00%	Business purpose
Aaryan Devcon Pvt. Ltd.	6,76,850	15.00%	Business purpose
AI Instruments Pvt. Ltd.	9,69,041	15.00%	Business purpose
Bajaj Project Consultancy Pvt. Ltd.	6,43,560	15.00%	Business purpose
Cotex Laxmi Impex Pvt. Ltd.	2,49,657	12.00%	Business purpose
Mehadia Sales Trade Corporation Pvt. Ltd.**	3,76,439	NIL	Business purpose
Ramsons Industries Limited	299,88,657	NIL	Business purpose

**Under Litigation.

<u>NOTE : 19 OTHER CURRENT ASSETS</u>	As at 31.03.2018	As at 31.03.2017
Accrued Interest on FDR	33,81,705	42,42,123
Prepaid Expenses	47,34,055	62,79,174
Life Membership Fees of National Sports Club of India (Deferred)	-	4,49,888
Margin Money	97,710	67,711
Other Current Assets	5,050	9,14,288
Ambit Finvest Pvt. Ltd.	37,524	1,06,559
Interest Receivable	-	-
TOTAL	82,56,044	120,59,743

<u>NOTE : 20 REVENUE FROM OPERATIONS (GROSS)</u>	2017-18	2016-17
<u>Sale of Products</u>		
Sale of Shares	164,80,248	1530,76,750
Sales (Trading)	24722,36,501	29440,49,348
Sales (Manufacturing)	5793,62,681	5298,87,607
Service Charges	50,00,000	
<u>Other Operating Revenues</u>		
Profit/Loss from day trade	955	-17,277
Profit/ Loss from Trading on Derivatives	-	290,85,151
Interest Income on loans	2,07,124	32,76,240
TOTAL	30732,87,509	36593,57,819

<u>NOTE : 21 OTHER INCOME</u>	2017-18	2016-17
Dividend	44,72,318	11,90,036
Interest Income	3,41,096	0
Interest on Fixed Deposits	13,09,989	15,20,573
Income of HDFC LIC	1,90,696	0
Interest on Income Tax Refund	3,888	0
Rent Income	14,07,600	11,09,032
Income from Waste	18,59,224	28,51,937
Gain on Sale of Investment	599,84,756	
Delay & Penalty Charges	-	10,00,000
Reversal of provision for diminution in the Value of Investments (Net)	-	22,74,204
Miscellaneous Income	3,02,575	14,09,666
TOTAL	698,72,142	113,55,448

<u>NOTE : 22 PURCHASES OF STOCK-IN-TRADE</u>	2017-18	2016-17
Purchases of Shares	-	763,93,101
Purchases (Trading)	25454,85,689	28307,33,485
TOTAL	25454,85,689	29071,26,586

<u>NOTE : 23 COST OF MATERIAL CONSUMED</u>	2017-18	2016-17
Opening Stock	1044,27,406	791,64,896
Purchases	2882,45,726	4269,44,408
Closing Stock	870,46,916	1044,27,406
TOTAL	3056,26,216	4016,81,899

<u>NOTE : 24 CHANGES IN INVENTORIES</u>	2017-18	2016-17
Opening Stock (A)	550,21,942	1241,23,130
Less : Closing Stock (B)	331,75,710	550,21,942
CHANGE IN INVENTORY (A-B)	218,46,232	691,01,188

<u>NOTE : 25 EMPLOYEE COST</u>	2017-18	2016-17
Salaries & Wages	288,10,446	276,44,352
Salary to Director	48,00,000	53,51,613
Medical Reimbursement to employees	2,19,973	2,17,625
Ex Gratia	2,19,973	2,18,000
Leave Travel Allowance	1,79,976	1,77,997
Full & Final Settlement	17,550	-
Staff-Welfare Expenses	17,67,812	21,28,879
Contribution To Provident Fund	6,22,994	7,16,525
TOTAL	366,38,724	364,54,991

Note:

Note on employees benefits:

(a) Defined contribution plans: During the year Company has recognized the following amounts in profit and loss accounts.

i) Contribution to Provident Fund 6,22,994 7,16,525

(b) As per the terms of employment, no post-employment benefits or other long-term employee benefit is due to the employees and accordingly, no provisions has been made in relations thereto.

All Short term employees benefits has been duly provided in the books of accounts.

NOTE : 26 FINANCE COST	2017-18	2016-17
Interest to Bank & LC Discounting Charges	537,76,899	780,18,432
Interest on Loan	103,87,647	42,97,089
Interest to Revenue Authorities	-	6,976
Bank Charges	23,69,023	33,51,851
Exchange rate fluctuation loss	-	2,14,158
TOTAL	665,33,568	858,88,505

NOTE : 27 OTHER EXPENSES	2017-18	2016-17
Share Trading Expenses	2,60,059	17,76,548
Security Transaction tax	3,14,470	5,97,905
<u>Payment To Auditors:</u>	-	-
-For Audit Fees	6,21,900	5,97,850
-For Other Services	76,000	63,250
Profession Tax Company	5,000	5,000
Professional and Consultancy Fees	267,64,823	172,34,944
Exchange & Depository Expenses	14,50,134	9,21,493
Provision for NPA, doubtful debts and balances written off *	(25,73,354)	22,49,765
Director Sitting Fees	1,20,000	60,000
Electricity charges	5,50,397	7,84,724
Power & Fuel Expenses	261,62,607	260,56,906
Membership & subscription	8,97,488	9,43,900
Telephone Mobile & Internet Exp	5,38,617	6,78,036
Roc & Legal Expenses	2,06,005	2,55,711
Conveyance & Vehicle fuel Expenses	7,80,685	13,94,833
Donation	2,01,000	-
Brokerage & Commission Charges	5,97,903	11,28,415
Advertisement Charges	12,98,344	11,81,867
Affiliation Expenses & Royalty	42,12,586	39,00,000
MVAT Paid	2,92,656	
Business Promotion Expenses	2,60,219	14,53,651
Transportation Charges	207,33,463	219,70,781
Rent, Rates & Taxes	18,01,604	7,44,442
Repair & Maintance Exp.	4,87,359	6,76,385
Travelling Expenses	18,03,970	31,58,739
Loss on sale of Fixed Assets	(5,05,147)	-
Insurance	4,82,321	5,35,369
Balance Written off**	44,82,289	43,60,015
Rate differences & written off accounts	1,03,195	11,671

Processing Labour Charges	155,04,884	176,70,646
Testing Charges/Laboratory Chemical expenses	40,506	83,961
Bad Debts written off	184,85,758	86,348
Water Expenses	7,12,525	10,10,025
Heap Expenses	8,48,323	22,65,293
Consumption of Stores & Spares	53,92,559	50,15,400
Other Expenses	36,52,712	24,83,602
TOTAL	1370,63,860	1213,57,474

* Breakup of provision for NPA, doubtful debts and bad debts written off		
Provision for NPA and Doubtful Debts	(24,74,000)	22,54,000
Provision for Standard Assets	(99,354)	(4,235)
Bad debts written off	-	-
	(25,73,354)	22,49,765

*** Represents 10% of total outstanding Rs. 4,33,22,204 in respect of one of the Debtors in a Subsidiary. As per Board. As per board resolution provided by the management of one of the subsidiary company, every year 10% will be written-off in the book of the subsidiary company, as the said amount is under litigation.*

<u>NOTE : 28 CURRENT TAX</u>	2017-18	2016-17
Current Tax	22,62,428	134,61,311
Less : MAT Credit Entitlement	-	-
TOTAL	22,62,428	134,61,311

<u>NOTE : 29 Current tax expense relating to prior years</u>	2017-18	2016-17
Current Tax	6,23,634	(1,44,747)
Less : MAT Credit Entitlement	-	-
TOTAL	6,23,634	(1,44,747)

NOTE 30 a) In the opinion of the Board, Current Assets, Loans and Advances have a realisable value at an amount at which they are stated in the balance sheet, if realised in the ordinary course of business.
b) Balances of sundry Debtors, Creditors, Loans & advances are subject to confirmation.

NOTE 31 The accounts are prepared on historical cost basis and as a going concern. Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles.

NOTE 32 The stock of shares & other trading items are valued at lower of cost or net realisable value whichever is less. Cost is ascertained on FIFO basis.

NOTE 33 Previous year's figures are regrouped and re-casted wherever necessary.

NOTE 34 Investments in Shares includes the shares valuing Rs.9,37,61,301 pledged with Bajaj Finserv Ltd as security against loan.

NOTE 35	<u>Payment to Auditors</u>	31.03.2018	31.03.2017
	For Audit Fees	6,21,900	5,97,850
	For other services	76,000	63,250

NOTE 36	<u>Following are the details of Income from Investment activity:</u>		31.03.2018	31.03.2017
			(Of holding company)	(Of holding company)
	Dividend	Short Term	-	-
		Long Term	31,55,283	8,83,627
	Profit/(Loss) on sale of Investments	Short Term	-	-
		Long Term	599,84,756	(334,36,609)

NOTE 37 **Earning Per Share (EPS):**
EPS is calculated by dividing the profit attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. Calculation of Basic earnings per equity share is stated below:

	31.03.2018	31.03.2017
a) Profit (loss) after tax	(55,52,388)	98,49,576
b) No. of Equity Shares (Weighted Average)	172,07,136	172,07,136
c) Earning Per Share (BASIC & DILUTED)	(0.32)	0.57

NOTE 38 Long term loans and advances includes Rs. 58,00,000, being part payment made for purchase of property by the holding company. As reported in earlier years, the holding company has filed a suit in the High Court of Judicature at Mumbai for specific performance of this agreement for purchase.

NOTE 39 The Holding Company has borrowed interest free loan from certain corporate entities. Opening balance of such borrowings is Rs. 13,75,00,000 and after repayment of Rs. 4,75,00,000. Closing balance of such loan is Rs.9,00,00,000 /-.

NOTE 40 **RELATED PARTY DISCLOSURE-AS-18**
According to the Accounting Standard 18 (Related Party Disclosure) issued by the Institute of Chartered Accountants of India, the disclosure of transactions with the related parties as defined in the Accounting Standard are given as per Annexure attached.

NOTE 41 **SEGMENT REPORTING - AS - 17**
According to the Accounting Standard 17 (Segment Reporting) issued by the Institute of Chartered Accountants of India, the disclosure of reportable segments as defined in the Accounting Standard are given as per Annexure II attached.

NOTE 42 Total Value of Imports by one of its subsidiary company on CIF Basis is NIL (P.Y- NIL).

NOTE 43 **Expenditure Incurred in Foreign Currency by one of its subsidiary company :-**

	2017-18	2016-17
Towards Travelling Exp	-	465,027
Towards Buyers Credit Interest	-	18,651

NOTE 44 The subsidiary & associate companies considered in the consolidated financial statements with their proportion of ownership are as under:

Sr. No.	Name	Relationship	Country of Incorporation	Year Ending	Proportion of Ownership Interest (%)
1.	Vibrant Global Infraproject Private Limited	Subsidiary	India	31-Mar-18	100.00%
2.	Vibrant Global Trading Private Limited	Subsidiary	India	31-Mar-18	85.00%
3.	Vibrant Global Salt Private Limited	Subsidiary	India	31-Mar-18	57.58%
4.	Vibrant Global Vidyut Private Limited	Associate	India	31-Mar-18	48.78

FOR & ON BEHALF OF BOARD OF DIRECTORS
OF Vibrant Global Capital Ltd

FOR AGRAWAL & KEDIA
CHARTERED ACCOUNTANTS

Vinod Garg
MANAGING DIRECTOR
DIN: 00152665
PLACE: MUMBAI
DATE: MAY 30, 2018

Jalpesh Darji
SECRETARY

Vaibhav Garg
CFO
DIN: 02643884

(RAVI AGRAWAL)
PARTNER
M.NO. 34492
FRNo:100114W

ANNEXURE II TO NOTE 41 OF NOTES TO ACCOUNTS

DISCLOSURE REQUIREMENT AS PER AS-17 : SEGMENT REPORTING

- A. **Segment information as per Accounting Standard - 17 on Segment Reporting :**
Information provided in respect of revenue items for the year ended 31st March, 2018 and in respect of assets / liabilities as at 31st March, 2018.

I **Primary Segment : Business Segment**

	Capital Market	Lending Activity	Trading Activity	Manufacturing Activity	Unallo- cated	Total
1. <u>REVENUE</u>						
External Revenue	809,38,277	5,48,220	24772,36,501	5812,21,905	32,14,748	31431,59,651
	(1855,64,005)	(32,76,240)	(29450,49,348)	(5327,39,544)	(40,84,130)	(36707,13,267)
Inter-Segment Revenue	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Total Revenue	809,38,277	5,48,220	24772,36,501	5812,21,905	32,14,748	31431,59,651
<i>Previous Year</i>	(1855,64,005)	(32,76,240)	(29450,49,348)	(5327,39,544)	(40,84,130)	(36707,13,267)
2. <u>RESULTS</u>						
Segment Results - Profit / (Loss)	365,21,953	-173,55,804	103,08,201	(30,58,833)	-266,89,960	-2,74,444
before Tax	(479,76,763)	(-504282)	(18,51,243)	(-918788)	(-26627246)	(217,77,690)
Unallocated Expenses	-	-	-	-	-	-
	(-)	(-)	(-)	(-)	(-)	(-)
Profit / (Loss) before Tax	365,21,953	-173,55,804	103,08,201	-30,58,833	-266,89,960	-2,74,444
	(479,76,763)	(-504,282)	(18,51,243)	(-918,788)	(-26,627,246)	(217,77,690)

3.

OTHER INFORMATION

Segment Assets	4358,99,480	608,78,380	8048,43,456	5538,79,835	-	18555,01,151
	(3307,01,421)	(941,65,726)	(8690,13,621)	(5684,22,161)	(-)	(18623,02,929)
Unallocated Corporate Assets	-	-	-	-	1079,27,061	1079,27,061
	(-)	(-)			(1570,02,433)	(1570,02,433)
Total Assets	4358,99,480	608,78,380	8048,43,456	5538,79,835	1079,27,061	19634,28,212
	(3307,01,421)	(941,65,726)	(8690,13,621)	(5684,22,161)	(1570,02,433)	(20193,05,362)
Segment Liabilities	907,02,866	900,00,000	6754,46,736	5088,68,686	-	13650,18,289
	(890,41,744)	(1396,65,930)	(7052,04,025)	(4830,01,852)		(14169,13,551)
Unallocated Corporate Liabilities	-	-	-	-	44,38,376	44,38,376
	(-)	(-)	(-)	(-)	(28,67,880)	(28,67,880)
Total Liabilities	907,02,866	900,00,000	6754,46,736	5088,68,686	44,38,376	13694,56,665
	(890,41,744)	(1396,65,930)	(7052,04,025)	(4830,01,852)	(28,67,880)	(14197,81,431)
Capital Expenditure	-	-	-	-	193,25,083	193,25,083
	(-)	(-)	(-)	(-)	(23,74,458)	(23,74,458)
Depreciation	-	-	-	-	302,39,806	302,39,806
	(-)	(-)	(-)	(-)	(273,24,933)	(273,24,933)
Figures in bracket represents previous year's amounts.						

B. Segment Identification, Reportable Segments and definition of each segment :

i. Primary/ Secondary Segment Reporting Format :

The risk return profile of the Company's business is determined predominantly by the nature of its product. Accordingly, the business segments constitute the Primary Segments for the disclosure of segment information.

ii. Reportable Segments :

Segments have been identified and reported taking into account the differing risks and returns, nature of the products, the organisational structure and the internal reporting system of the Company.

iii. Segment Composition :

(i) Capital Market Segment includes trading and investment in Shares and trading of Futures and Options.

(ii) Trading activity includes trading of all types

(iii) Lending Activity denotes business of lending to third parties.

(iv) Manufacturing Activity consist of manufacturing of iodised Salt.

**FOR & ON BEHALF OF BOARD OF DIRECTORS
OF Vibrant Global Capital Ltd**

**FOR AGRAWAL & KEDIA
CHARTERED ACCOUNTANTS**

**Vinod Garg
MANAGING DIRECTOR
DIN: 00152665
PLACE: MUMBAI
DATE: MAY 30, 2018**

**Jalpesh Darji
SECRETARY**

**Vaibhav Garg
CFO
DIN: 02643884**

**(RAVI AGRAWAL)
PARTNER
M.NO. 34492
FRNo:100114W**

ANNEXURE TO NOTE 40 OF NOTES TO ACCOUNTS

DISCLOSURE REQUIREMENT AS PER AS-18 : RELATED PARTY DISCLOSURE

(01.04.2017 TO 31.03.2018)

List of related parties and relationship

Sr.No.	NAME OF THE RELATED PARTIES	Relation
1	Vaibhav Vinod Garg	Key Management Personnel
2	Vinod Ramnivas Garg	
3	Ajay Garg	
4	Umesh Chunilal Juman	
5	Nitin S. Shrivastava	
6	Anand Khetan (Independent director)	
7	Harsh Rajkumar Mehadia (Independent director)	
8	Khushboo Anish Pasari (Independent director)	
1	Vibrant Global Vidyut Pvt Ltd.	Associate
1	Allyis India Pvt. Ltd.	Enterprises on which Key Management Personnel along with Relatives Have Significant Influence.
2	Interfer Vibrant Steel Private Limited	
3	Vibrant Global Housing Finance Pvt. Ltd.	
4	Val Pack Solutions Pvt. Ltd.	
5	Antriksh Barter Pvt. Ltd.	
6	Vinod Vaibhav Garg HUF	

NATURE OF RELATIONSHIP →	KEY MANAGEMENT PERSONNEL	ENTERPRISES ON WHICH KEY MANAGEMENT PERSONNEL HAVE SIGNIFICANT INFLUENCE
NATURE OF TRANSACTION ↓		
INVESTMENT		
SHARES PURCHASED	-	-
	(1,00,000)	(-)
SHARES SOLD	-	-
	(18,011)	(-)
FINANCE		
LOAN ACCEPTED	4266,00,000	1524,00,000
	(1627,00,000)	(920,00,000)
LOAN REPAYED	36,16,00,000	1524,00,000
	(912,00,000)	(-)
INTEREST PAID	-	25,52,871
	(-)	(-)
DEPOSIT	-	-
	(600,000)	(-)
BUSINESS		
Rent Received	-	1,36,200
	(-)	(2,40,000)

Salary	106,45,680	-
	(108,94,443)	(-)
BALANCE OUTSTANDING IN BOOKS OF ACCOUNTS	1150,00,000 Cr.	22,97,584 Cr.
	(7,15,16,050) Cr.	(9,20,00,000) Cr.

* Figures in bracket represents Previous Year figures

**FOR & ON BEHALF OF BOARD OF DIRECTORS
OF Vibrant Global Capital Ltd**

**FOR AGRAWAL & KEDIA
CHARTERED ACCOUNTANTS**

**Vinod Garg
MANAGING DIRECTOR
DIN: 00152665
PLACE: MUMBAI
DATE: MAY 30, 2018**

**Jalpesh Darji
SECRETARY**

**Vaibhav Garg
CFO
DIN: 02643884**

**(RAVI AGRAWAL)
PARTNER
M.NO. 34492
FRNo:100114W**

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY THIRD ANNUAL GENERAL MEETING OF THE MEMBERS OF VIBRANT GLOBAL CAPITAL LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 21, 2018 AT 11.30 A.M. AT THE AQABA BANQUETS, CLUB HOUSE LEVEL P 5, PENINSULA BUSINESS PARK, SENAPATI BAPAT MARG, LOWER PAREL, MUMBAI - 400 013, MAHARASHTRA, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS

1. To receive, consider and adopt both Standalone and Consolidated Audited Financial Statements of the Company for year ended on 31st March 2018, 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;

By Order of the Board of Directors

Sd/-
Jalpesh Darji
Company Secretary

August 28, 2018
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
Tel: +91-22-41731000 Fax: +91-22-41731010

<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. The instrument appointing the proxy, duly completed, must be deposited at the Company's registered office not less than 48 hours before the commencement of the meeting (on or before September 21, 2018, 11.30 a.m. IST). A proxy form for the AGM is enclosed.

3. Corporate members intending to send their authorised representatives to attend the Annual General Meeting (“AGM”) are requested to send a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the AGM.
4. 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.

Members attending the AGM, who have not cast their vote by remote e-voting, shall be able to exercise their right to vote at the AGM through ballot papers.

5. The Register of Members and Share Transfer Books of the Company will be closed from Saturday, 15 September, 2018 to Friday, 21 September, 2018 (both days inclusive)
6. 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.
7. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM
8. Members/ proxies/ authorized representatives are requested to bring their duly filled Attendance Slip along with the copy of the Annual Report at the AGM.
9. 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.
10. 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.
11. Members desirous of getting any information about the accounts and operations of the Company are requested to write to the Company at least 7 days before the AGM to enable the Company to keep the information ready at the AGM.
12. Brief resume of Director seeking 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 as Annexure to this Notice.
13. The Notice of the AGM along with the Annual Report for FY 2017-18, 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.

14. Members may note that Annual Report for FY 2017-2018 and Notice of the 23rd AGM is also available on the Company's website www.vibrantglobalgroup.com for download. Physical copy is also available both at the Company's Registered Office for inspection during normal business hours on all working days (except Saturdays) upto the date of the AGM. Even after registering for e-communication, members are entitled to receive such documents in physical form, upon making a request for the same, by post free of cost.
15. Friday, 14 September, 2018 has been fixed as 'Cut off Date' for determining Shareholders entitled to facility of voting by remote e-voting as well as by ballot at said AGM following Regulation 44 of the SEBI LODR, 2015.
16. Map for 23rd AGM is given at the end of this Annual Report.
17. The instructions for remote e-voting are as under:
 - (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Log on to the e-voting website www.evotingindia.com
 - (iii) Click on Shareholders / Members
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.
 - (vii) 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 shareholders as well as physical shareholders)</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 (refer serial no. printed on the name and address sticker/Postal Ballot Form/mail) 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.

	E.g. If your name is Ramesh Kumar with serial number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then reach directly 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (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.

(xx) 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.

In case of members receiving the physical copy:

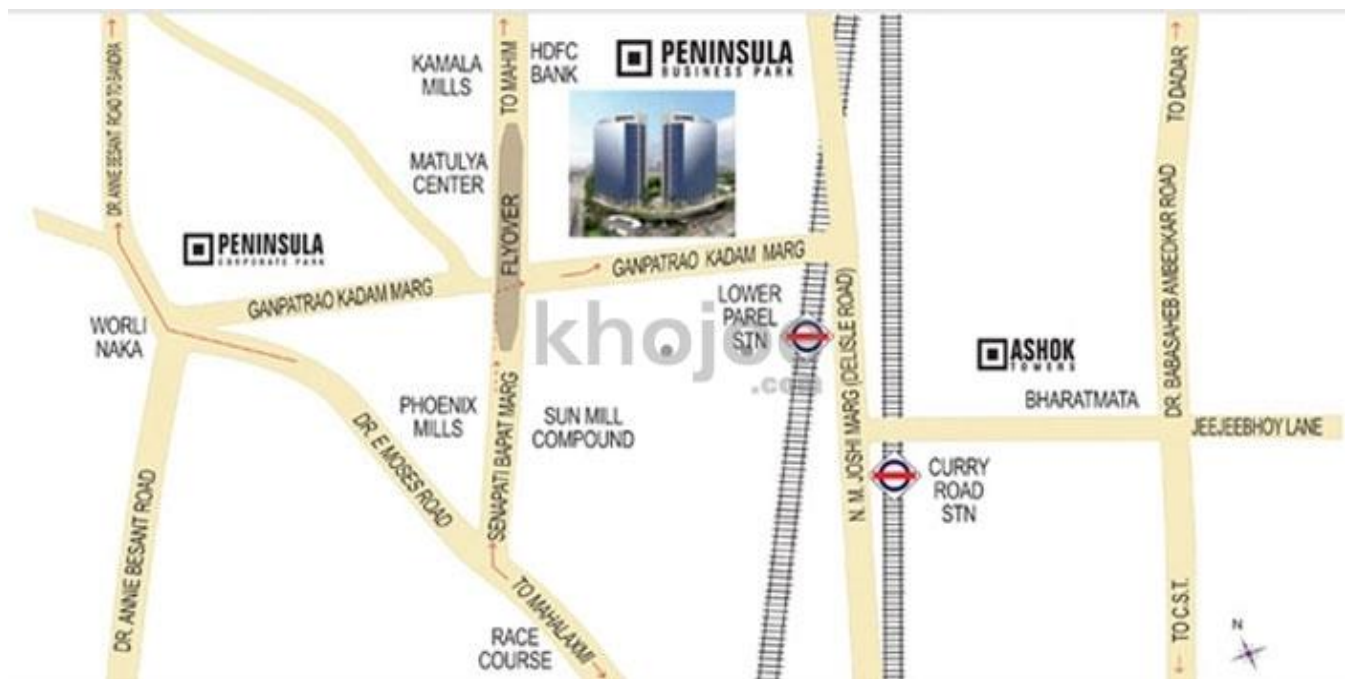
- (A) Please follow all steps from sl. no. (i) to sl. no. (xix) above to cast vote.
- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.

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)*

Name of the Director and DIN	Mr. Vaibhav Garg (DIN 02643884)
Age	31 Years
Date of Appointment on the Board	Appointed as Director w.e.f. May 16, 2011. Appointed as Chief Financial Officer effective from July 1, 2014
Brief Resume and nature of expertise in specific functional areas	<p>Mr. Vaibhav Garg is the Whole-time Director and Chief Financial Officer of the Company. He is Bachelors of Science in Business from Indiana University, USA where he majored in Finance and Supply Chain Management. While doing his bachelors from Indiana University, 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 With financial acumen and experience of Mr. Vaibhav Garg in spears of Finance Industry, Vibrant Global Capital Limited is expected to further grow at profitable level, in standalone and at consolidated basis.</p> <p>Mr. Vaibhav Garg is Promoter 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
Relationship with Other Directors	Mr. Vaibhav Garg is son of Mr. Vinod Garg, who is Managing Director of the Company

Map for the AGM Venue
Landmark: Opposite Urmi Estate





VIBRANT GLOBAL CAPITAL LIMITED

Registered Office: 202-Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India

TWENTY THIRD ANNUAL GENERAL MEETING

Friday, September 21, 2018

ATTENDANCE SLIP

I/ We hereby record my/ our presence at the Twenty Third Annual General Meeting of the Company held on Friday, September 21, 2018 at 11.30 a.m. at the Aqaba Banquets, Club House Level P 5, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India and at any adjournment thereof.

Member's/ Proxy's Name

Member's/ Proxy's Signature

Folio/ DP ID & Client ID No.

Note: Please sign the Attendance Slip and hand it over at the entrance of the Meeting.



VIBRANT GLOBAL CAPITAL LIMITED

Registered Office: 202-Tower A, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India

FORM OF PROXY

I/We _____ of _____
in the District of _____ being a Member(s) of Vibrant Global Capital
Limited, hereby appoint _____ of _____ in the
District of _____ or failing him/ her _____ of _____ in the
District

of _____ as my/ our Proxy to attend and vote for me/ us and on my/ our behalf at the Twenty Second Annual General Meeting of the Company held on Friday, September 21, 2018 at 11.30 a.m. at the Aqaba Banquets, Club House Level P 5, Peninsula Business Park, Senapati Bapat Marg, Lower Parel, Mumbai - 400 013, Maharashtra, India at any adjournment(s) thereof.

Dated this _____ day of _____, 2018.

For office use only	
Proxy No.:	No. of Shares:
Folio/DP ID & Client ID No.:	

Affix
Revenue
Stamp

Notes:

- The Proxy Form should be signed by the Member(s) across the Revenue Stamp as per specimen signature(s) registered with Company/ Depository Participant.
- The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time fixed for holding the Meeting.
- A Proxy need not be a member.