

Vishal Bearings Limited

**31st Annual Report
2021-2022**



Corporate Information

Board of Directors

Mr. Hiralal G. Changela
(DIN: 00247292)
Chairman

Mr. Dilipkumar Changela
(DIN: 00247302)
Managing Director

Mr. Vrajlal G. Changela
(DIN: 00247295)
Director

Mr. Niteshkumar J. Patel
(DIN: 01854443)
Director

Mrs. Ameer K. Dadhania
(DIN: 08546107)
Director

Mr. Kishan R. Sureja
(DIN: 08994262)
Director

Mr. Vishal Changela
Chief Financial Officer

Mr. Divyesh Changela
Chief Executive Officer

Company Secretary

Mr. Ketan V. Savaliya

Bankers

State Bank of India

Kotak Mahindra Bank

HDFC Bank Limited

Auditors

SVK & Associates

Secretarial Auditor

K. P. Ghelani & Associates

Registered Office

Survey No. 22/1, Plot No.1, Shapar Main Road, Shapar (Veraval), Rajkot, Gujarat-360024, India
Tel: 2827-252273, Fax: 2827-253087
Email: legal@vishalbearings.com
Website: www.vishalbearings.com

Units

Vishal Bearings Limited

- 1) Shapar Village Road, Rajkot, Gujarat
- 2) SIDC Main Road, Rajkot, Gujarat

Registrar & Share Transfer Agent

KFin Technologies Private Limited

Selenium Tower B, Plot no. 31-32, Gachibowli Financial District, Nanakramguda, Hyderabad 500032
Tel: 040 67162222 -24
Telefax: 040 – 23001153
Website: www.kfintech.com

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31st Annual General Meeting

31st ANNUAL GENERAL MEETING On Friday, September 30, 2022 at 04:00 PM at the Registered office of the Company

Dear shareholders,

I am delighted to share that Your Company recorded a robust performance in terms of revenue, as well as profitability, despite a challenging business environment.

Our total revenue grew by ₹10,817.44 Lacs in FY 2021-22 from ₹5,771.37 in FY 2020-21 and PAT increased to ₹941.39 Lacs from ₹61.85. Our ongoing efforts on process improvements, cost reduction, and revenue enhancement measures, have contributed to business growth and delivered a healthy profit.

Industry landscape

The auto component industry showed a recovery in revenue growth, increasing by 13–15% for 2021–2022, driven by demand from domestic OEMs, parts replacement, and export markets, as well as via passing through high commodity prices to end-customers. Despite the overall low automobile sales during the year, largely on account of the semiconductor shortage and global supply chain disruptions, the industry showcased significant rebound. The Commercial Vehicles segment has a witnessed strong growth in sales, as the construction and infrastructure sectors picked up pace.

Strategic priorities

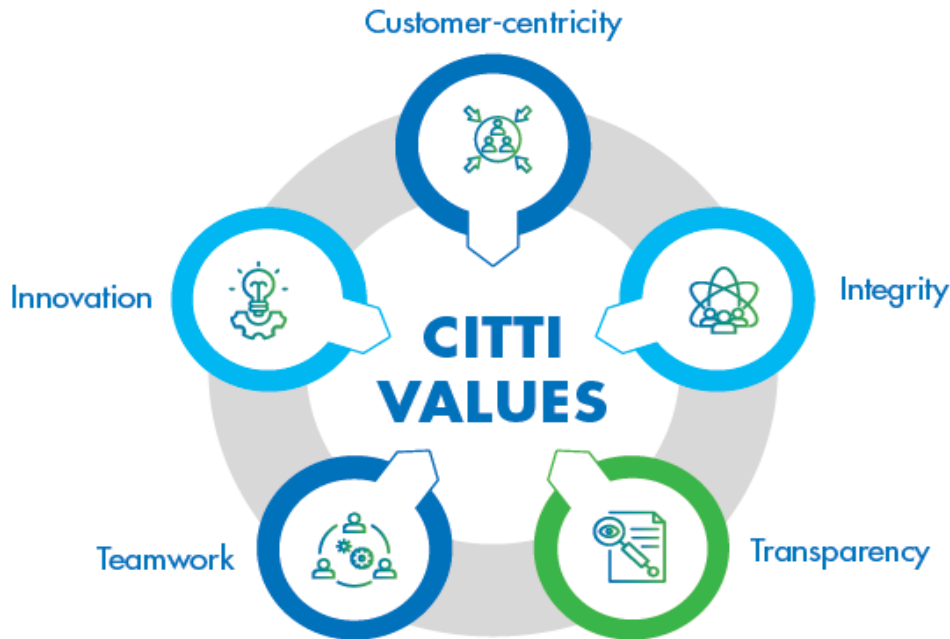
We have devised a clear strategy to maintain the growth momentum to sustain our market leadership. As per our mission 2025 strategy, we continue to focus on enhancing revenue and profit by increasing market share, cost control measures, driving operational excellence, strengthening workforce, and developing new products. We always prioritized exceeding customer expectations and creating high customer value by providing high quality products with improved performance.

Our people are the driving force behind the progress and growth of our business. It is their tireless efforts and perseverance that enabled us to record a strong performance

Regards,

Hiralal Changela
Chairman

On behalf of the Board, I would like to thank all our stakeholders including customers, suppliers, investors, shareholders, and governments for their continued trust and support. I would also like to extend my deepest gratitude to our people for their contributions to our progress in a dynamic business environment.



“We have to fine-tune our strategic concept with 5 focus areas. In doing so, we have been guided by the following fundamental principle: we will only be successful in the long run if we combine long-term thinking and the success factors that have proven themselves over the years – Quality, Technology, and Innovation – with a systematic orientation towards the future.”

Manufacturing Excellence	Value-Added Offerings
Wide and Diversified Product Suite	Management Vision
Operational and Cost Efficiencies	People Capabilities
Distribution Network	Sustainability Focus
Aftermarket Proposition	Quality Thrust

WE HAVE, OVER THE YEARS, PROGRESSIVELY ENHANCED OUR FOCUS ON LEAN DESIGN AND CONTINUOUS IMPROVEMENT IN PRODUCT PERFORMANCE, BACKED BY COST-COMPETITIVENESS, RELIABILITY AND QUALITY.

BOARD OF DIRECTORS' REPORT

Dear Shareholders,

Your directors are pleased to present the **31st Annual Report of Vishal bearings Limited (the "Company")** along with the audited Financial Statements for the financial year ended 31st March 2022 has been referred to wherever required.

FINANCIAL SUMMARY AND HIGHLIGHTS

A summary of the Company's financial results for the Financial Year 2021-2022 is as under:

Financial Particulars	For the year ended March 31	
	2022 (In Lacs)	2021 (In Lacs)
Revenue from operations	10817.44	5771.37
Other Incomes	100.42	34.10
Total revenues	10917.86	5805.47
Cost of Material consumed	6565.31	3584.20
Changes in Inventory	107.79	(37.40)
Employee Benefit expense	1194.61	776.35
Finance Costs	304.72	248.60
Depreciation and amortization expense	367.43	365.40
Other expenses	1436.60	805.86
Total Expenses	9976.47	5743.014
Profit before tax	941.39	62.46
Tax expense	264.98	22.63
Profit for the year	676.41	39.84

OPERATIONAL OVERVIEW

The financial statements for the year ended March 31, 2022, have been prepared under Indian Accounting Standards ("Ind AS") pursuant to notification by the Ministry of Corporate Affairs under the Companies (Indian Accounting Standards) Rules, 2015 as amended.

The total revenues for the financial year under review was ₹10917.86 as against ₹5805.47 Lacs for the previous financial year. The Profit was ₹676.41 for the financial year under review, as against ₹39.84 for the previous financial year.

IMPACT OF COVID-19

The impact of COVID-19 pandemic on the overall economic environment has receded to a great extent. Your company is consciously exploring and evaluating various opportunities that are arising in the new economic scenario.

PUBLIC DEPOSITS

Your Company has not accepted or renewed any deposits under Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014, during the Financial Year 2021-2022.

TRANSFER TO RESERVES

In view of the profit incurred, such amount has been transferred to reserves during the year under review.

DIVIDEND

During the year under review, the Company has not recommended and declared dividend by the Board of Directors.

SHARE CAPITAL

The paid-up Equity Share Capital as of March 31, 2022, stood at Rs. 10.79 crore. During the year under review, the Company has neither issued shares with differential voting rights, nor granted stock options, nor sweat equity and none of the Directors of the Company hold any convertible instruments.

LISTING

The equity shares of the Company are listed with BSE Limited. There are no arrears on account of payment of listing fees to the Stock Exchanges.

DEMATERIALIZATION OF SHARES

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Pursuant to dematerialization of shares, the company has entered into an agreement with NSDL & CDSL.

As on March 31, 2022, 100% of the share capital of the company is dematerialized.

MATERIAL CHANGES AND COMMITMENTS

In terms of Section 134(3)(l) of the Companies Act, 2013, the Company listed under BSE SME Platform were migrated and admitted to dealings on the Mainboard Platform of BSE in the list of "B" Group w.e.f. 31st May 2021 vide BSE Notice No. 20210527-5 dated 27th May 2021.

there are no material changes and commitments affecting the financial position of your Company which have occurred between the close of the financial year of the Company on 31st March 2022.

DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Pursuant to provisions of Sections 2(51) and 203 of Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 following persons are acting as directors and Key Managerial Personnel of the Company:

<u>1.</u>	<u>Managing Director</u>	<u>Mr. Dilipkumar Changela</u>
<u>2.</u>	<u>Whole time director</u>	<u>Mr. Hiralal Changela</u>
<u>3.</u>	<u>Whole time director</u>	<u>Mr. Vrajlal Changela</u>
<u>4.</u>	<u>Chief Financial Officer</u>	<u>Mr. Vishal Changela</u>
<u>5.</u>	<u>Chief Executive Officer</u>	<u>Mr. Divyesh Changela</u>
<u>6.</u>	<u>Company Secretary</u>	<u>Mr. Ketankumar Savaliya</u>

As stipulated under the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SS-2 issued by ICSI, the brief resume of the Directors proposed to be appointed/re-appointed is given in the notice convening the 31st Annual General Meeting.

In accordance with provisions of the Companies Act, 2013 and Articles of Association of the Company, Mr. Vrajlal Changela, Director of the Company, retires by rotation at the ensuing AGM and being eligible offers himself for re-appointment.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence and that there has been no change in the circumstances which may affect their status as independent director during the year as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015.

Further the names of the Independent Directors of the Company have been included in the Data bank maintained by the Indian Institute of Corporate Affairs of Independent directors as per the provisions of the Companies Act, 2013 and the rules made thereunder.

BOARD EVALUATION

The Companies Act, 2013 states that a formal Annual Evaluation needs to be made by the Board of its own performance and that of its committees and individual Directors. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the Board shall monitor and review the Board evaluation framework. Pursuant to these provisions, the Company has developed a framework for the Board evaluation. The framework includes evaluation on various parameters such as information flow, Board dynamics, decision making, company performance and strategy, Board and committee's effectiveness and peer evaluation.

The evaluation of all the Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

During the year 2021-22, Directors met, discussed, and reviewed the below:

- Performance of Non-Independent Directors
- Performance of the Chairman
- Performance of the Board Committees
- Discussed on the quality, quantity and timeliness of flow of information between the Company management and the Board Members.
- Overall performance of the Company.

The Nomination and Remuneration Committee is responsible for the formulation of criteria for evaluation.

FAMILIARISATION PROGRAM FOR THE BOARD MEMBERS

Your Company has in place a structured induction and familiarisation program for all its directors including Independent Directors and new appointee(s) to the Board. Through such programs, the Directors are briefed on the background of your Company, their roles, rights, responsibilities, nature of the industry in which it operates, business model operations, ongoing events etc.

The Board members are provided with the necessary documents, brochures, reports and internal policies to enable them to familiarise with the Company's procedure and practice.

Periodic presentations are made at the Board Meetings, Board Committee Meetings and Independent Directors Meetings on business and overall performance updates of the Company, business strategy and risk involved.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013 with respect to Directors' Responsibility Statement, your Directors make the following statements:

- (a) in the preparation of the annual accounts for the year ended March 31, 2022, the applicable accounting standards have been followed along with proper explanation relating to material departures if any;
- (b) we have 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, 2022 and of the profit of the company for the year ended on that date;
- (c) we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; the Directors have prepared the annual accounts of the Company on a "Going Concern" basis;
- (d) we have prepared the annual accounts on a going concern basis;
- (e) we have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) we have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

MEETINGS OF THE BOARD

The Meetings of the Board and Committees are pre-scheduled, and a tentative calendar of the meetings finalized in consultation with the Directors is circulated to them in advance to facilitate them to plan their schedule. In case of special and urgent business needs, approval is taken by passing resolutions through circulation. During FY21-22, six (6) Board Meetings were held. Other details including the composition of the Board and various Committees and Meetings thereof held in FY21-22 are given in the Corporate Governance Report forming part of this Report.

MEETING OF THE INDEPENDENT DIRECTORS

During the year, one (1) Meetings of Independent Directors were held on February 12, 2022. All Independent Directors have given a declaration that they meet the criteria of Independence and in the opinion of the Board, the Independent Directors fulfill the condition of Independence as laid down under the Act and Listing Regulations.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors is constituted to act in accordance with the terms of reference and perform roles, as prescribed under the Act and Listing Regulations. The composition of the Audit Committee, its terms of reference, roles and details of Meetings convened and held during the year under review is given in the Corporate Governance Report forming part of this Report.

During the year under review, all the recommendations of the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE

The Nomination and Remuneration Committee is constituted to act in accordance with the terms of reference and perform roles, as prescribed under the Act and Listing Regulations. The composition of the Nomination and Remuneration Committee, its terms of reference, roles and details of Meetings convened and held during the year under review is given in the Corporate Governance Report forming a part of this Report.

SHAREHOLDER'/INVESTORS RELATIONSHIP COMMITTEE

The Company has in place a Shareholder/Investors Relationship Committee in accordance with the requirements of the Companies Act, 2013 read with the rules made thereunder and Regulation 20 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Composition of Shareholder'/Investors Relationship Committee is given in Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has in place a Corporate Social Responsibility Committee in accordance with the requirements of the Companies Act, 2013 read with the rules made there under and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Composition of Corporate Social Responsibility Committee is given in Corporate Governance Report.

VBL firmly believes in growing the business in a socially and environmentally responsible way while meeting the interests of all its stakeholders. Our Company is committed to improving the lives of the community it works with and reducing impact of its operations on the environment it draws its resources from.

INTERNAL FINANCIAL CONTROLS

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.

During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed.

STATUTORY AUDITORS

Pursuant to section 139 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, M/s. SVK & Associates, Chartered Accountants, (Firm Registration No. 118564W) re-appointed as Statutory Auditor of the company to hold office for second term of the five years. Pursuant to amendments in Section 139 of the Companies Act, 2013, the requirements to place the matter relating to such appointment for ratification by members at every AGM, is not required. The Auditors have confirmed that they are not disqualified from continuing as Auditors of the Company.

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

INTERNAL AUDIT

The Board has appointed M/s. P. Ghanshyam & Co., Chartered Accountants as Internal Auditors for a period of 1 (One) year for Financial Year 2021-22 under Section 138 of the Companies Act, 2013 and they have completed the Internal Audit as per the scope as defined by the Audit Committee.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s. K. P. Ghelani & Associates, Practicing Company Secretaries, to conduct Secretarial Audit for the financial year 2021-22 as required by Section 204 of the Companies Act, 2013 and rules made thereunder. The Company provided all assistance and facilities to the Secretarial Auditors for conducting their audit. M/s. K. P. Ghelani & Associates has also conducted the Annual Secretarial Compliance pursuant to Listing Regulations, 2015. The Secretarial Audit Report for the financial year ended 31st March 2022 is annexed herewith.

There are no qualifications, reservations or adverse remarks made by the Secretarial Auditor in his report.

COST AUDITOR

pursuant to section 148(3) of the Companies Act, 2013 and rule 6(2) of the Companies (Cost records and Audit Rules) 2014 M/s. M.C. Bambhroliya & Associates (Mem. No. 33005) be and are hereby appointed as the Cost Auditors of the company to conduct audit of cost records made and maintained by the company for financial year 2022-2023.

AUDITOR'S QUALIFICATION

There are no qualifications in the reports of the Statutory Auditors and Secretarial Auditor. There was no instance of fraud during the year under review, which is required to be reported by Statutory Auditors in their reports as mentioned under sub-section (12) of Section 143 of the Act.

MAINTENANCE COST RECORDS AND COST AUDIT

In terms of Section 148 of the Companies Act, 2013 read with Rule 5 of Companies (Cost Records and Audit) Rules, 2014, ("Cost Records Rules") as amended from time to time, the Company maintained its Cost Records on regular basis in such manner which facilitates the calculation as may be prescribed by the Rules.

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of section 148(1) of the Companies Act, 2013 are applicable for the business activities carried out by the Company. Your company has not applied to cost audit during the financial year FY 2021-22.

CORPORATE GOVERNANCE

Corporate Governance is about maximizing the value and to ensure fairness to all its shareholders. Your Company is renowned for its exemplary governance standards and believes that sound corporate governance is critical to enhance and retain investor trust. Your Company ensures that performance is driven by integrity.

The Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have strengthened the governance regime in the country and your Company is in compliance with the governance requirements provided under the law both in letter and spirit. The Board also exercises its fiduciary responsibilities in the widest sense of the term.

Your Company has in place all the statutory committees required under the law. Details of the Board Committees along with their terms of reference, composition and meeting of the Board and its Committees held during the year are provided in the Corporate Governance Report which is presented in a separate section forming part of the Annual Report.

A Certificate from CS. Keyur Ghelani, Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Regulation

34(3) Schedule V (E) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached to the Corporate Governance Report.

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34(2)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 Management Discussion and Analysis Report is presented in a separate section forming part of the Annual Report.

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

The particulars relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are appended as this report.

PARTICULARS OF REMUNERATION OF DIRECTORS & CERTAIN SPECIFIED EMPLOYEES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, the ratio of remuneration of each Director to the median of the employees' remuneration, a statement containing the names of top ten employees in terms of remuneration drawn and every employee who is employed throughout the financial year, are appended as this report.

ANNUAL RETURN

Pursuant to Section 92(3) read with section 134(3)(a) of the Companies Act, 2013, copy of the Annual Return of the Company prepared in accordance with Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014, an extract of the Annual Return in Form MGT-9 is attached as Annexure to this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Particulars of loans covered under Section 186 of the Companies Act, 2013 form part of the notes to the financial statement provided in this Annual Report. These loans are primarily granted for furtherance of business of the borrowing companies.

Your Company has not given any guarantee or provided any security in connection with a loan to any other body corporate or persons and has not made any investment in the securities of any other body corporate.

POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION

The current policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board and separate its functions of governance and management. On March 31, 2022, the Board consist of seven members, one of whom is executive or whole-time director, two are non-executive directors and four are independent directors out of whom one is an Independent Woman Director.

The Nomination and Remuneration Policy of the Company has been formulated in accordance with the Act and Listing Regulations. The Policy is designed to guide the Board in relation to appointment and removal of directors, Key Managerial Personnel and Senior Management and recommend to the Board on remuneration payable to them. Policy enables the Company to retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.

RELATED PARTY TRANSACTIONS

The related party transactions that were entered into during the financial year were in the ordinary course of business and on the arm's length basis.

All related party transactions are placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee is obtained on a yearly basis for the transactions, which are foreseen and of repetitive nature.

Details of transactions with related parties as defined in the Act and the Rules framed thereunder, the Listing Regulations and Accounting Standard 18 of the Companies (Accounting Standards) Rules, 2006, have been reported in the Notes to financial statements and approval of the Audit Committee and the Board of Directors, as required under the Listing Regulations has been obtained for such transactions.

All transactions entered by the Company during 2021-2022, with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company has not entered any transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions. Accordingly, the disclosure of related party transactions as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC - 2 is applicable to your Company.

VIGIL MECHANISM

Your Company is committed to highest standards of ethical, moral, and legal business conduct. Accordingly, the Board of Directors have formulated a Whistle Blower Policy which is in compliance with the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Under the policy, the Directors and employees are free to report any violation of the applicable laws and regulations and the code of conduct of the Company. The reportable matters are to be disclosed to the Audit Committee. During the year under review, the Company has not received any complaints under the said mechanism.

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

Your Company has always believed in providing a safe workplace for every individual working in Company's premises through various interventions and practices. The Company always endeavours to create and provide an environment that is free from discrimination and harassment including sexual harassment.

In terms of provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, the Company has formulated a Policy to prevent Sexual Harassment of Women at Workplace. The Company has also constituted Internal Committee, as required under the said enactment. During the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

SIGNIFICANT OR MATERIAL ORDERS

No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES

The Company does not have any subsidiary, Associates or Joint Venture Companies and hence preparation of Consolidated Financial Statements and Statement containing salient

features of subsidiary in AOC-1 as per the provisions of Section 129 of the Companies Act, 2013 is not applicable to the Company.

CHANGE IN THE NATURE OF BUSINESS

The Company manufactures Rollers and bearings for industrial applications. There has been no change in the main nature of business activities of the Company during the financial year under review.

SECRETARIAL STANDARDS

The Directors have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS AND MANAGEMENT'S REPLY FOR THE SAME

There are no qualifications, reservations or adverse remarks made by the Statutory Auditors in their report on the Financial Statements of the Company for year ended March 31, 2022. The notes to the accounts are self-explanatory to comments/observations made by the Auditors in their report and do not require further explanation.

There are no qualifications, reservations, or adverse remarks in the Secretarial Audit Report of the Company during the period of review.

CODE FOR PREVENTION OF INSIDER TRADING

Your Company has adopted a comprehensive 'Code of Conduct to Regulate, Monitor and Report of Trading by Insiders' and a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information' relating to the Company, under the provisions of the Securities Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015.

The Board of Directors have approved and adopted the 'Code of Conduct to Regulate, Monitor and Report of Trading by Insiders' and a 'Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information'.

MSME

The Ministry of Micro, Small and Medium Enterprises vide their Notification dated 2nd November 2018 has instructed all the Companies registered under the Companies Act, 2013, with a turnover of more than Rupees Five Hundred crore to get themselves on boarded on the Trade Receivables Discounting system platform (TREDS), set up by the Reserve Bank of India. The Company is not covered under the above Criteria as mentioned in MSME.

ANNEXURES FORMING PART OF THIS ANNUAL REPORT

Annexure	Particulars
A	Form No. MR-3 Secretarial Audit Report
B	Conservation of energy, technology absorption, foreign exchange earnings and outgo
C	Statement of Disclosure of Remuneration u/s 197 of the Companies act, 2013 and Rule 5(1) of Companies (appointment and remuneration of managerial personnel) Rules, 2014
D	Form AOC – 2
E	MGT-9 Annual Return

OTHER DISCLOSURE

Your company has not made any application, nor any proceeding is pending against the company under the Insolvency and Bankruptcy Code, 2016 during the year under review.

As the company has not made any one-time settlement with any banks or financial institution during the year under review, Rule (8) subrule (4) clause (xii) of Companies (Accounts) Rules, 2014 is not applicable.

CAUTIONARY STATEMENTS

Certain statements in the "Management Discussion and Analysis" describing the Company's views about the industry, expectations/ predictions, objectives etc., may be forward looking within the meaning of applicable laws and regulations. Actual results may differ materially from those expressed in the Statement. Company's operations may inter-alia affect with the supply and demand stipulations, input prices and their availability, changes in Government regulations, taxes, exchange fluctuations and other factors such as Industrial relations and economic developments etc. Investors should bear the above in mind.

ACKNOWLEDGEMENT

Your directors wish to convey their gratitude and place on record their appreciation for the employees at all levels for their hard work, cooperation, and dedication during the year. Your Directors sincerely convey their appreciation to customers, shareholders, bankers, business associates, regulatory and government authorities for their continued support.

**For and on behalf of the Board
Vishal Bearings Limited**

Date: 29.08.2030

Place: Shapar, Rajkot

Sd/-
Dilipkumar Changela
Managing Director
DIN: 00247302

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2022

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

**The Members,
VISHAL BEARINGS LIMITED**

Survey No. 22/1, Plot No. 1, Shapar Main Road,
Shapar (Veraval) Rajkot – 360 002, Gujarat,
INDIA.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s VISHAL BEARINGS LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute 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, the Company has, during the audit period covering the Financial Year ended on 31ST March, 2022 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 the reporting made hereinafter:

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 31st March, 2022 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 there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) 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 Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014;

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 – **Not applicable as the company has not issued any debt securities;**
- 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 – **Not applicable as the company is not registered as Registrar to issue and Share Transfer Agent during the financial year under review;**
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 – **Not Applicable as the Company has not delisted / proposed to delist its equity shares from any Stock Exchange during the Financial Year under review;**
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable as the Company has not bought back / proposed to buy-back any of its securities during the financial year under review.**
- i) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange.

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

I further report that having regard to the compliance system prevailing in the Company and on the review of quarterly compliance reports taken on record by the Board of Directors and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the labor and environmental laws as applicable.

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this Audit since the same has been subject to review by statutory financial auditor and other designated professionals.

I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Director. 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 at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

I further report that during the audit period there was specific event/action having a major bearing on company's affair in pursuance of the above – referred laws, rules, regulations, guidelines, standards, etc as under.

(i) The Equity shares of the company which are listed under BSE SME Platform migrated to BSE Mainboard Platform w.e.f. May 31, 2021.

**For K. P. GHELANI & ASSOCIATES
Company Secretaries**

Date: August 27, 2022

Place: Rajkot

**CS Keyur Ghelani
Proprietor
Mem No. ACS 33400
CoP: 12468
UDIN: A033400C000881588**

Note: This report is to be read with our letter of even date that is annexed as Annexure I and forms an integral part of this report.

Annexure - I

The Members,

VISHAL BEARINGS LIMITED

Survey No. 22/1, Plot No. 1,
Shapar Main Road, Shapar (Veraval),
Rajkot – 360024, Gujarat, INDIA.

My report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of management of the Company. My responsibility is to express an opinion on these 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.
4. Wherever required, I have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules and 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.

For K. P. GHELANI & ASSOCIATES
Company Secretaries

Date: August 27, 2022

Place: Rajkot

CS Keyur Ghelani
Proprietor
Mem No. ACS 33400
CoP: 12468

ANNEXURE - B

STATEMENT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

pursuant to provisions of section 134 of the Companies Act, 2013 read with the companies (Accounts) Rules, 2014

A) CONSERVATION OF ENERGY

The Company is making continuous efforts on ongoing basis for energy conservation by adopting innovative measures to reduce wastage and optimize consumption.

Energy conservation initiatives are being planned and implemented across manufacturing locations. Apart from regular practices and measures for energy conservation, many new initiatives were driven across all the units. Some of the key measures taken in all the plants are as follows:

- Energy efficient chillers.
- New Machinery with low power consumption is installed.
- Alternative energy efficient neutral atmosphere.
- Energy efficient motors for utilities and replacement of capacitor panels to meet the current specifications and requirements.
- More usage of electricity purchased from GEB.

These measures have also led to power saving, reduced maintenance time and cost, improved hygienic condition and consistency in quality and improved productivity.

Consumption	Year Ended 31.03.2022	Year Ended 31.03.2021
Electric, Power and Fuel	397.54	291.62

B) TECHNOLOGY ABSORPTION

- Improved production methods to achieve higher yield and lower wastage
- Continuous benchmarking of products to achieve world class processes

Operations of the company do not involve any kind of special technology and there was no expenditure on research & development during this financial year. However, your company continues to upgrade its technology (computer technology and telecom infrastructure) in ensuring it is connected with its clients across the globe.

C) FOREIGN EXCHANGE EARNINGS AND OUTGO

Particulars	2021-2022	2020-2021
Earnings & Expenditure in foreign currency		
(a) Earnings		
- Export Sales	27.22	6.91
(b) Expenditures		
- Travelling Expenses	-	-

Date: 29.08.2021

Place: Shapar, Rajkot

Dilipkumar Changela

Managing Director

DIN: 00247302

ANNEXURE – C

STATEMENT OF DISCLOSURE OF REMUNERATION

Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

(I)	The remuneration of each Director of the company for the financial year:		
Sr.no.	Name	Designation	F.Y. 2021-2022 (in lacs)
1	Mr. Hiralal G. Changela	Whole time director	Rs.27.00
2	Mr. Dilipkumar G. Changela	Managing Director	Rs.27.00
3	Mr. Vrajlal G. Changela	Whole time director	Rs.27.00
(II)	The increase in salary/Remuneration/sitting fees of each Director, CEO, CFO, Company Secretary or Manager, if any, in the financial year:		
Sr.no.	Name	Designation	F.Y. 2021-2022 (in lacs)
1	Mr. Rakesh Savani	Independent Director	0.12
2	Mr. Niteshkumar Patel	Independent Director	0.12
3	Mrs. Urja Gami	Independent Director	0.12
4	Mr. Vishal V. Changela	CFO	25.20
5	Mr. Divyesh H. Changela	CEO	25.20
6	Mr. Ketankumar Savaliya	CS	5.00
(III)	The remuneration paid to Non – Executive Directors which includes sitting fees is to their attendance in Board and Committee Meetings.		
(IV)	the number of permanent employees on the rolls of company;	50 employees and 480 employees on contract basis as on 31.03.2022	
(V)	the explanation on the relationship between increase in remuneration and company performance;	Increase in remuneration of key managerial personnel for the year 2020 which is partly based on the results of the Company for the year ended 31.03.2022 and partly on the individual performance.	
(VI)	Variation in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year:	The market capitalization as on March 31, 2022, was Rs. 51.80 Crore. The price earnings ratio of the Company was 6.70 as at March 31, 2022 and was 0.72 as at March 31, 2021 (based on annualized EPS).	
(VII)	The key parameters for any variable component of remuneration availed by the directors;	All employees including Managing Director and Whole Time Director's not entitlement to incentive. Remuneration which is based on the individual's performance and company's financial performance.	
(VIII)	the ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	The Managing Director & Whole-time directors are the highest paid directors. No employee received salary/remuneration higher than Managing Director & Whole-time director.	
(X)	affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March 31, 2022, is as per the Remuneration Policy of the Company.	

We hereby confirm that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company.

Place: Shapar, Rajkot

Date: 29.08.2022

Dilipkumar G. Changela

Managing Director

DIN: 00247302

Rakesh Savani

Chairman (NR Committee)

DIN: 07191075

ANNEXURE – D

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 arms-length transactions under third proviso thereto.

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014)

FORM – AOC - 2

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

There were no contracts or arrangements, or transactions entered during the year ended March 31, 2022, which were not at arm's length basis: **NIL**

2. Details of contracts or arrangements or transactions at arm's length basis:

Sr. No.	Particulars	Details
1	Name(s) of the related party and nature of relationship	Virdeep Bearings Rollers LLP – Group LLP
2	Nature of contracts/arrangements/transactions	Sales, Job work, Transfer or purchase of products, materials, services, Repair & Maintenance, or other obligations
3	Duration of contracts/arrangements/transactions	Ongoing basis, normal and incidental to Company's business operations
4	Salient terms of the contracts or arrangements or transactions including the value if any	The information forms part of the notes to Financial Statement for the Year 2021-2022
5	Date of approval by Board	14.05.2019
6	Amount paid as advance if any	Nil

Sr. No.	Particulars	Details
1	Name(s) of the related party and nature of relationship	Virdeep Engineering Pvt. Ltd. – Group Company
2	Nature of contracts/arrangements/transactions	Sales, Job work, Transfer or purchase of products, materials, services, or other obligations
3	Duration of contracts/arrangements/transactions	Ongoing basis, normal and incidental to Company's business operations
4	Salient terms of the contracts or arrangements or transactions including the value if any	The information forms part of the notes to Financial Statement for the Year 2021-2022
5	Date of approval by Board	14.05.2019
6	Amount paid as advance if any	Nil

Sr. No.	Particulars	Details
1	Name(s) of the related party and nature of relationship	Vijay Petroleum – Group Firm
2	Nature of contracts/arrangements/transactions	Expenses, Transfer or purchase of products, materials, services or other obligations
3	Duration of contracts/arrangements/transactions	Ongoing basis, normal and incidental to Company's business operations
4	Salient terms of the contracts or arrangements or transactions including the value, if any	The information forms part of the notes to Financial Statement for the Year 2020-2021
5	Date of approval by Board	14.05.2019
6	Amount paid as advance, if any	Nil

Date: 29.08.2022

Place: Shapar, Rajkot

Dilipkumar Changela

Managing Director

DIN: 00247302

ANNEXURE – D

FORM NO. MGT 9 EXTRACT OF ANNUAL RETURN AS ON FINANCIAL YEAR ENDED ON 31.03.2022

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L29130GJ1991PLC016005
2	Registration Date	24 July 1991
3	Name of the Company	VISHAL BEARINGS LIMITED
4	Category/Sub-category of the Company	Company limited by shares / Indian Non-Government Company
5	Address of the Registered office & contact details	Survey No. 22/1, Plot No.1, Shapar Main Road, Shapar (Veraval), Rajkot – 360024, Gujarat. Tel: +91 2827-252273, E-Mail Id: legal@vishalbearings.com Website: vishalbearings.com
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	KFIN TECHNOLOGIES PRIVATE LIMITED Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500032, India. Tel: +91 040-6716-1527 Fax: +91 40-23431551 E-Mail Id: vasanth.g@kfintech.com Website: www.karvyfintech.com

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)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	All kinds of automobile and engineering bearing parts such as Cons, Tapper, Balls, Rollers and Needles	2814	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of Shares Held	Applicable Section
1	N.A.				

IV.SHAREHOLDING 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 01-April-2021]				No. of Shares held at the end of the year [As on 31-March-2022]				% Change during the year
	Demat	Physical	Total	% Of Total Shares	Demat	Physical	Total	% Of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	75,97,845	-	75,97,845	70.41	76,34,103	-	76,34,103	70.75	0.34%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total	75,97,845	-	75,97,845	70.41	76,34,103	-	76,34,103	70.41	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	75,97,845	-	75,97,845	70.41	76,34,103	-	76,34,103	70.41	0.00%
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt.	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) VC Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign VC Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B):	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. non-Institutions									
a) Bodies									

Corp.									
i) Indian	-	-	-	0.00%	-	-	-	0.00%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Individual shareholders holding Share Capital upto Rs. 2 lakh	984,151	-	984,151	9.12%	11,66,529		11,66,529	10.81%	1.69%
ii) Individual shareholders holding Share Capital in excess of Rs. 2 lakh	2,142,179	-	2,142,179	19.85%	19,33,398		19,33,398	17.92%	-1.93%
c) Others (specify)	66,825	-	66,825	0.62%	56,970		56,970	0.53%	-0.09%
NRI	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies – DR	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B):	31,93,155	-	31,93,155	29.59%	31,56,897	-	31,56,897	29.25%	0.00%
Total Public (B)	31,93,155	-	31,93,155	29.59%	31,56,897	-	31,56,897	29.25%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	107,91,000	-	10,791,000	100.00%	107,91,000	-	10,791,000	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
		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. Hiralal G. Changela	1215000	11.26%	-	1221100	11.32%	-	0.00%
2	Mr. Dilipkumar G. Changela	1208250	11.20%	-	1208250	11.20%	-	0.00%
3	Mr. Vrajlal G. Changela	1194750	11.07%	-	1194750	11.07%	-	0.00%

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

Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
			No. of shares	% of total shares	No. of Shares	% of total shares
Mr. Hiralal G. Changela						
At the beginning of year	01.04.2021		12,15,000	11.11%	12,15,000	11.11%
Changes during the year			6100	0.21	6100	0.21
At the end of the year	31.03.2022		12,21,100	11.32%	12,21,100	11.32%
Mr. Dilipkumar G. Changela						
At the beginning of year	01.04.2021		12,08,250	11.2%	12,08,250	11.2%
Changes during the year			-	-	-	-
At the end of the year	31.03.2022		12,08,250	11.2%	12,08,250	11.2%
Mr. Vrajlal G. Changela						
At the beginning of year	01.04.2021		11,94,750	11.07%	11,94,750	11.07%
Changes during the year			-	-	-	-
At the end of the year	31.03.2022		11,94,750	11.07%	11,94,750	11.07%

(iv) Shareholding pattern of the top ten shareholders

(other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Particulars	Date	Reason	Shareholding at the beginning/ended of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Darshit D. Changela						
	At the beginning of the year	01.04.2021		442,755	4.10%	4,42,755	4.10%
	Changes during the year			-	-	-	-
	At the end of the year	31.03.2022		442,755	4.10%	4,42,755	4.10%
2	Girishkumar G. Changela						
	At the beginning of the year	01.04.2021		391,500	3.63%	391500	3.63%
	Changes during the year			-	-	-	-
	At the end of the year	31.03.2022		391500	3.63%	391500	3.63%
3	Jayana G. Changela						
	At the beginning of the year	01.04.2021		3,91,500	3.63%	3,91,500	3.63%
	Changes during the year			-	-	-	-
	At the end of the year	31.03.2022		3,91,500	3.63%	3,91,500	3.63%
4	Rinkuben D. Changela						
	At the beginning of the year	01.04.2021		3,69,000	3.42%	3,69,000	3.42%
	Changes during the year			4500	0.04%	4500	0.04%
	At the end of the year	31.03.2022		3,73,500	3.46%	3,73,500	3.46%
5	Vishal V. Changela						
	At the beginning of the year	01.04.2021		3,65,400	3.39%	3,65,400	3.39%
	Changes during the year			-	-	-	-
	At the end of the year	31.03.2022		3,65,400	3.39%	3,65,400	3.39%
6	Jayshriben H. Changela						
	At the beginning of the year	01.04.2021		2,99,250	2.77%	2,99,250	2.77%

	Changes during the year		8,033	0.08%	8,033	0.08%
	At the end of the year	31.03.2022	3,07,283	2.85%	3,07,283	2.85%
7	Rasilaben D. Changela					
	At the beginning of the year	01.04.2021	2,99,250	2.77%	2,99,250	2.77%
	Changes during the year		-	-	-	-
	At the end of the year	31.03.2022	2,99,250	2.77%	2,99,250	2.77%
8	Jyotiben V. Changela					
	At the beginning of the year	01.04.2021	2,99,250	2.77%	2,99,250	2.77%
	Changes during the year		-	-	-	-
	At the end of the year	31.03.2022	2,99,250	2.77%	2,99,250	2.77%
9	Falguniben P. Vasani					
	At the beginning of the year	01.04.2021	2,76,750	2.56%	2,76,750	2.56%
	Changes during the year		-	-	-	-
	At the end of the year	31.03.2022	2,76,750	2.56%	2,76,750	2.56%
10	Paresh P. Vasani					
	At the beginning of the year	01.04.2021	2,66,625	2.47%	2,66,625	0.04%
	Changes during the year		3375	-	-	-
	At the end of the year	31.03.2022	2,66,625	2.47%	2,66,625	0.04%

(iv) Shareholding of Directors and Key Managerial Personnel

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of Total shares	No. of shares	% of total shares
1	Hiralal Changela – Whole time Director						
	At the beginning of the year	01.04.2021		12,15,000	11.11%	12,15,000	11.11%
	Changes during the year			6100	0.21	6100	0.21
	At the end of the year	31.03.2022		12,21,100	11.32%	12,21,100	11.32%
2	Dilipkumar Changela – Managing Director						
	At the beginning of the year	01.04.2021		12,08,250	11.2%	12,08,250	11.2%
	Changes during the year			-	-	-	-
	At the end of the year	31.03.2022		12,08,250	11.2%	12,08,250	11.2%
3	Vrajlal Changela – whole time Director						
	At the beginning of the year	01.04.2021		11,94,750	11.07%	11,94,750	11.07%
	Changes during the year			-	-	-	-
	At the end of the year	31.03.2022		11,94,750	11.07%	11,94,750	11.07%
4	Vishal Changela – CFO						
	At the beginning of the year	01.04.2021		3,65,400	3.39%	3,65,400	3.39%
	Changes during the year			-	-	-	-
	At the end of the year	31.03.2022		3,65,400	3.39%	3,65,400	3.39%
5	Divyesh kumar Changela – CEO						
	At the beginning of the year	01.04.2021		2,45,070	2.27%	2,45,070	2.27%
	Changes during the year			4640	0.04%	4640	0.04%
	At the end of the year	31.03.2022		2,49,710	2.31%	2,49,710	2.31%
6	Ketankumar Savaliya – CS						

	At the beginning of the year	01.04.2021	13,500	0.12%	13,500	0.12%
	Changes during the year	-	-	-	-	-
	At the end of the year	31.03.2022	13,500	0.12%	13,500	0.12%
7	Amee Dadhania – Independent Director					
	At the beginning of the year	01.04.2021	-	-	-	-
	Changes during the year	-	-	-	-	-
	At the end of the year	31.03.2022	-	-	-	-
8	Kishan Sureja – Independent Director					
	At the beginning of the year	01.04.2021	-	-	-	-
	Changes during the year	-	-	-	-	-
	At the end of the year	31.03.2022	-	-	-	-
9	Nitesh kumar Patel – Independent Director					
	At the beginning of the year	01.04.2021	-	-	-	-
	Changes during the year	-	-	-	-	-
	At the end of the year	31.03.2022	-	-	-	-

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	10,75,18,904	20,60,51,504	-	31,35,70,408
ii) interest due but not paid	-	-	-	-
iii) interest accrued but not due	-	-	-	-
Total (i+ii+iii)	10,75,18,904	20,60,51,504	-	31,35,70,408
Change in Indebtedness during the financial year				
* Addition	12,68,43,261	-	-	12,68,43,261
* Reduction	-	60,397	-	60,397
Net Change		6,761,163/-	-	12,67,82,864
Indebtedness at the end of the financial year				
i) Principal Amount	23,43,62,165	20,59,91,107	-	44,03,53,272
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	23,43,62,165	20,59,91,107	-	44,03,53,272

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount (Rs/Lac)
		Dilipkumar G. Changela	Hiralal G. Changela	Vrajlal G. Changela	
	Designation	MD	WTD	WTD	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	27,00,000	27,00,000	27,00,000	81,00,000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total	27,00,000	27,00,000	27,00,000	81,00,000

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Director			Total Amount (Rs/Lac)
		Mr. Kishan Sureja	Mr. Nitesh kumar Patel	Ms. Ameer Dhadhania	
1	Independent Directors				
	Fee for attending board committee meetings	12,000	12,000	12,000	36,000
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (1)	12,000	12,000	12,000	36,000
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	12,000	12,000	12,000	36,000
	Total Managerial Remuneration (A+B)				36,000

* Resignation of Mr. Niteshkumar Patel as on August 29, 2022.

** Appointment of Mr. Anil Nindroda as on August 29, 2022.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD						
SN.	Particulars of Remuneration		Name of Key Managerial Personnel			Total Amount (Rs/Lac)
	Name		Mr. Vishal Changela	Mr. Divyesh Changela	Mr. Ketan Savaliya	
	Designation		CFO	CEO	CS	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		25,20,000/-	25,20,000/-	5,00,000	55,40,000
	(b) Value of perquisites u/s 17(2)		-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961		-	-	-	-
2	Stock Option		-	-	-	-
3	Sweat Equity		-	-	-	-
4	Commission					
	- as % of profit		-	-	-	-
	- others, specify		-	-	-	-
5	Others, please specify		-	-	-	-
	Total		25,20,000/-	25,20,000/-	5,00,000	55,40,000

II. PENALTIES / 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 (give details)
A. COMPANY					
Penalty			NIL		
Punishment					
Compounding					
B. DIRECTORS					
Penalty			NIL		
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty			NIL		
Punishment					
Compounding					

By Order of The Board of Directors
 Vishal Bearings Limited

Date: 29.08.2022
 Place: Shapar, Rajkot

Dilipkumar Changela
 Managing Director
 DIN: 00247302

MANAGEMENT DISCUSSION AND ANALYSIS

GLOBAL ECONOMY

Global growth is projected to slow from an estimated 6.1% in 2021 to 3.6% in 2022 and 2023 mainly due to the Russia-Ukraine conflict which has resulted in worldwide inflationary pressure and disruptions in supply chain. Higher, broader, and more persistent price pressures also led to a tightening of monetary policy in many countries. Overall risks to economic prospects have risen sharply and policy trade-offs have become ever more challenging.

Climate change and global focus

The current prevailing global uncertainty has further underlined the importance of transfer of climate finance and low-cost technologies from developed to developing countries. Though certain measures have been taken to steer the green transition, climate change threat continues to be grave. Global emissions presently seem to overshoot the temperature goals set during Paris Agreement. As a result, this could lead to catastrophic climate change impacting the entire ecology. In fact, the effects of global warming are already starting to show in the form of droughts, forest fires, floods, and major hurricanes, which have become more frequent and more severe.

International commodity prices

The disruptions triggered by the global pandemic and the geopolitical unrest caused by the Russia-Ukraine conflict have underscored the need for policymakers to not lose sight of longer-term goals. The Pandemic challenge has highlighted the productivity of hybrid work models. The geopolitical unrest has defeated global interdependence and seriously disrupted trade flows, notably for energy and food, and led to sharp increase in the price of oil. The hike in oil price is likely to be contained over the medium term on account of the spare capacity in other countries and the release of petroleum reserves. In contrast, the relatively inflexible infrastructure needed to transport gas means that global supply can adjust less easily, raising the prospect of higher gas prices for longer period.

(Source: World Economic Outlook April 2022, IMF; World Bank June 2022)

2022 automotive outlook

The economy and the global health situation are slowly starting to take a step in the right direction, and the development for light vehicle sales is following suit. With several hurdles overcome during the last year, the outlook for 2022 looks positive by comparison – but that doesn't mean the future is risk-free.

The Delta variant for example poses a challenge to economic recovery by prolonging the pandemic, increasing the need for restrictions and changing consumer behaviour.

While OEMs, parts suppliers and consumers are adapting well to these challenges, and end user demand is solid, this does not necessarily equate to increased sales, not least because supply chain pressure, including the semiconductor shortage, is holding production back.

Today, light vehicle inventories are at a record low, but with production of semiconductors now ramping up, we assume the situation will stabilise during the second half of 2022.

INDIAN ECONOMY

In FY2021-22, India witnessed a GDP growth of 8.7%, compared to a sharp contraction of 6.6% in FY2020-21. With this, India became the world's fastest growing major economy. The growth can be attributed to the government's massive stimulus package and timely policy interventions, as well as the government's response to the pandemic with a rapid

vaccination drive, increased capital expenditure, record high tax revenue and GST collections, and the RBI's accommodative monetary policies. According to provisional estimates by the NSO, the agriculture and allied sector grew by 3.0% over the last year. With a favourable base and government's thrust on domestic production, the manufacturing sector grew by 9.9% for the year compared to a de-growth of 0.6% in the previous year. The construction sector recorded a significant growth of 11.5% in FY 2021-22, recovering from a contraction of 7.3% aided by the base effect and a strong recovery in the economy.

However, inflation is a growing concern with rising prices of oil, gas, and other commodities due to the impact of the conflict between Russia and Ukraine. India's CPI averaged over 6% in the last six months, whereas the WPI averaged more than 13%. The RBI raised the repo rate by 90 basis points to keep inflation under control.

[Source: Economic Survey 2021-22, IMF, RBI MPC, ICRA]

INDIA CONTINUES TO STAY FIRM ON A HIGH-GROWTH TRAJECTORY PATH AND IS SET TO REMAIN THE FASTEST GROWING ECONOMY IN THE WORLD. ACCORDING TO THE PROVISIONAL ESTIMATES BY THE NATIONAL STATISTICS OFFICE (NSO), GDP GROWTH RATE IS PEGGED AT 8.7% FOR FY 2021-22.

OUTLOOK

The Indian economy is well positioned to register a GDP growth of 7.3% in FY 2023, on the back of the government's focus on capital investment and exports, as well as structural reforms and a robust financial system. Long-term economic growth is expected to be aided by sector-specific policies such as the Production Linked Incentive (PLI) scheme, which aims to encourage domestic manufacturing across 15 industries, a credit guarantee programme for SMEs, and increased infrastructure spending. The government announced a higher capex spending in the Budget goals for FY2022-23, up 35.4% from 5.54 lakh crore in FY 2021-22 to 7.5 lakh crore in FY 2022-23, which will have a multiplier impact in revitalizing the economy. With all these measures of macroeconomic stability, India is prepared to meet the challenges and maintain robust growth in the coming year.

AUTOMOBILE INDUSTRY

The preceding year was full of unanticipated challenges and new learnings for the sector. In FY 2021-22, the automobile industry experienced a 6% decline in overall sales growth. All vehicle segments are experiencing supply chain issues, and the industry is yet to fully recover from the interruptions it has been experiencing since early 2020. The Indian automobile industry worked hard to indigenise parts, control costs, invest in new technologies and expand exports to keep the value chain running. The government also launched several targeted initiatives, such as the PLI scheme and the expansion of the FAME scheme.

One of the key challenges in the automobile industry is semiconductor availability. In response to the challenge, the government envisioned a comprehensive programme for developing semiconductors and display manufacturing ecosystem in India, with a budget of Rs. 76,000 crore+.

Commercial vehicles witnessed a robust recovery, with the industry selling 6,64,009 units in FY 2021-22, a 26% increase from the 5,26,073 units sold in the previous year. The growth in the Commercial Vehicles segment was aided by the increased activity in road construction, mining and improved infrastructure spending by the Central and State Governments as well as a surge in the e-commerce sector. In the Truck segment, the growth was bolstered by

replacement demand, resumption of economic activity and government infrastructure spending. The reopening of schools and offices, as along with the gradual return to normalcy, aided growth in the Bus segment.

Medium and Heavy Commercial Vehicle sales increased by double digits, owing to a rise in fleet utilization levels, driven by increased economic and infrastructure activity. Intermediate Commercial Vehicle volumes increased by double digits as the e-commerce sector shifted to more CNG-powered vehicles. The Small Commercial Vehicle segment grew in the single digits due to chip shortages, which caused production issues.

AUTO COMPONENTS INDUSTRY

In FY 2021-22, the auto component industry revenue grew by approximately 13-15% on the back of domestic OEMs, replacement, export volumes and commodity price pass-through. Exports have increased because of the 'China+1 strategy', which has been a bright spot in the Indian auto component growth story. Export growth in FY 2021-22 would have been much higher if not for the semiconductor constraint. While auto ancillaries have witnessed a healthy export order book for the upcoming months, geopolitical and supply-chain problems must be closely monitored.

OPPORTUNITIES, CHALLENGES, THREATS, RISKS AND CONCERNS:

The hardening of crude oil prices, however, presents a major upside risk to the inflation outlook. The transmission of input cost pressures to selling prices remains muted in view of the continuing slack in demand.

Change in the policies of the Government of India may adversely affect economic conditions in the country generally, which could impact our business and prospects.

The Company is concerned about the various threats that it is exposed to which includes factors such as uncertain business environment including impact of COVID-19 pandemic, fluctuating rupee, slowdown in demand & possibility of increase in interest rates, etc.

The broader trends in the economy are expected to have a direct impact on your Company's growth prospects as well. Inflation is expected to remain elevated for the foreseeable future, driven by war-induced commodity price increases and broadening price pressures. In addition, the anticipated increase in interest rates by Central Banks in the coming year are also expected to lower growth and exert pressure on economies particularly those in emerging markets.

New and changing regulatory compliance, governance and disclosure requirements may increase our costs of compliance.

The Company tries to mitigate these risks by taking quick actions and proactive initiatives & sound business management practices and minimize the impact of these risks to the extent possible.

COMPLIANCE:

The Company has a well-structured, documented, and demonstrable compliance framework. This helps the management monitor and report compliance risk and exposure. The Board periodically reviews compliance reports of all laws applicable to the Company. It also assesses steps taken by the Company to rectify instances of non-compliances. The Company has further invested in a system to monitor and ensure compliance with all the applicable laws.

Various cross-functional teams work together to ensure strict compliance. It enables the Company to keep up with the rapid pace of regulatory changes. The Company pro-actively analyzes the impact of imminent changes well in advance.

DEVELOPMENT IN HUMAN RESOURCES:

Overall harmonious industrial relations prevailed at all the Company's locations during FY 2021-22.

Significant emphasis was also laid towards raising awareness on health and wellness of employees through health awareness activities.

In line with the 'Go Green' philosophy, your Company is continuously adopting new techniques to eliminate and minimize the overall environmental impact. The Company continuously works to nurture this environment to keep its employees highly motivated, result oriented and adaptable to changing business environment.

Your directors wish to place on record their appreciation for the dedicated and commendable services rendered by the employees of the Company.

Our progress is the outcome our HR team's efforts towards efficient human capability utilization. At VBL, we onboard talent and nurture their growth through regular training and other knowledge-enhancing and skill upgradation mechanisms. Our robust rewards and recognitions programme at VBL motivates our dynamic and determined team to deliver their best.

The Company strives to develop the most superior workforce so that it can accomplish along with the individual employees, their work goals & services to its customers & stakeholders. Our fundamental belief in immense power of human potential and teamwork. Transformational force that stimulates enterprise accelerates our constant pursuit of excellence and empowers our people to realize their full potential. The Company also believes human resources as the supporting pillars for the organization's success.

Employee engagement

We promote the 'One VBL' concept across all our locations to build team spirit, collaborative approach, and camaraderie. Our employee satisfaction surveys help us gain direction to enhance employee engagement in the organization.

We undertake several initiatives like family day, festival celebrations for our employees and for their families. Besides, we organize different programmes like World Environment Day International Women's Day, Blood Donation Champ and among others.

Training and development

We have been nurturing talent through exhaustive training and development programmes for various levels, including Supervisory Development, Managerial Development and Leadership Development.

Identifying key talent and nurturing people through training and development is conducted with the objective of managerial and leadership development, skill development and retention. We launched the Supervisory Development programme in January 2021 to strengthen discipline among employees on the shop floor. The programme focuses on learning supervisory behaviours that positively affect employees' attitude and performance through effective communication, building interpersonal relations and creating accountability.

Skill development

VBL has also taken various skill development initiatives to promote employment enhancing vocation skills and livelihood enhancement projects.

Culture at VBL

We have built a diverse culture that we defend at every step. Our core culture objectives are:

- Treating employees with respect/dignity
- Continuous improvement
- Promoting a culture of performance through teamwork and innovation

RESOURCES AND LIQUIDITY

Our principal sources of liquidity are cash and cash equivalents, investments, and the cash flow that we generate from our operations. We understand that liquidity in the Balance Sheet must balance between earning adequate returns and the need to cover financial and business requirements.

Our Cash and cash equivalents include deposits with banks and funds deployed with financial institutions under various Mutual Fund Schemes and Money market instruments. We continue to be maintained adequate liquidity to meet our operational requirements.

SAFETY, HEALTH, AND ENVIRONMENT

As the health and safety of our communities are equally important to us as that of our people, we actively undertake initiatives around various causes to constantly uplift them. We ensure the efficient management of our sustainability drivers, safety, health, and environment, to build the overall health and well-being of communities.

Safety

To ensure a healthy and safe work environment for our people, we strive to create 'Safety First Priority' across the organization at all levels. We prepare our employees and contractors for the groundwork and foundations to work safely with continuous training on safety measures. Through safety induction trainings, refresher safety sessions and customized safety workshops, we educate our employees on the prevention of any accidents. We incorporated various visual displays on all the machinery on operational hazards and defined and displayed various safety protocols within the factory's premises

Health

We conduct several healthcare practices for our people at all levels to ensure good health. Every year, we organize several annual and bi-annual medical check-ups for different personnel, even for new recruits. Last year, we conducted several awareness sessions on COVID-19 precautions, personal hygiene, and social distancing to prevent spreading of the virus. Our vaccination drive ensured that all our employees and their families were protected.

Environment

Focusing on our vision towards sustainability, we introduced several environmental initiatives including water conservation, reusable packaging, carbon emission control, energy conservation and waste management.

DEVELOPMENT & UP-GRADATION OF TECHNOLOGY:

All the staff members working in manufacturing departments have been advised to take different projects to:

- Reduce rejection and wastage in raw materials and consumables,

- To reduce setting time and to focus on production,
- To optimize production activities to reduce electrical energy per unit of production,
- To work on packing to enhance preservation and safety,
- To develop new items in shortest possible time to have early business,

This is ongoing process and projects are getting completed one by one and new projects are being undertaken. This has given increase in top as well as bottom line.

OUR FOCUS CONTINUES TO INCREASE OUR MARKET SHARE IN EACH PRODUCT SEGMENT WHILE EXPANDING OUR RANGE OF PRODUCTS.

INTERNAL CONTROL SYSTEMS:

We have a robust internal control system corresponding to our size and operating structure. The Internal Control System is integrated with our financial and operating systems which directs in a more effective manner. We conduct Extensive Internal Audit and Internal Financial Control Reviews yearly to identify and strengthen our Internal process control system.

REPORTING OF FRAUDS BY AUDITORS

During the year under review, neither the statutory auditors nor the secretarial auditor has reported to the Audit Committee, under Section 143(12) of the Companies Act, 2013, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's report.

GREEN INITIATIVES

In commitment to keep in line with the Green Initiatives and going beyond it, electronic copy of the Notice of 31st Annual General Meeting of the Company including the Annual Report for FY 2021-22 are being sent to all Members whose e-mail addresses are registered with the Company / Depository Participant(s).

KEY FINANCIAL RATIOS

In accordance with the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, the Company is required to give details of significant changes in key sector-specific financial ratios.

The Company has identified the following ratios as key financial ratios:

Sr. No.	Particulars	FY 2021-2022	FY 2020-2021
01	Return on capital employed (%)	25.05	7.10
02	Inventory Turnover Ratio (times)	3.79	2.68
03	Current Ratio (times)	1.55	2.28
04	Debt Equity Ratio (times)	0.93	1.30
05	Net capital turnover ratio (times)	4.90	2.82
06	Net Profit Ratio (%)	6.69	1.34
07	Return on investment (%)	16.44	5.21

FORWARD LOOKING STATEMENTS:

Certain statements in the Management Discussion and Analysis Report describing the Company's objectives, projections, estimates, expectations, or predictions may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ from those expressed or implied therein. Important factors that could make a difference include raw material availability and prices thereof, cyclical demand and pricing in the Company's principal markets, changes in Government regulations and tax regime, economic developments within India and the countries in which the Company conducts business and other incidental factors.

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate governance practices reflect our value system encompassing our culture, policies, and relationship with our stakeholders. We at Vishal Bearings Limited believe at maintaining a corporate governance system which is transparent, best in board practices and ensure highest standards of conduct towards all stakeholders.

Vishal Bearings Limited ensures to disclose timely and accurate information regarding its financial position, performance and other vital information including the leadership and governance of the Company. Your Company believes that an active, well informed, and independent board is necessary to ensure the highest standards of corporate governance.

Vishal Bearings Limited believes the 'Board of Directors' (the 'Board') is the core of the corporate governance practice, which oversees the management's functions and protects the long-term interest of its stakeholders. As on March 31, 2022, the Board consists of six members of which three are Independent Directors.

At Vishal Bearings Limited, we have adopted practices as mandated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and have established procedures and systems to be fully compliant with the Regulations.

BOARD OF DIRECTORS:

Size and Composition of the Board

Your Company recognizes and embraces the importance of diversity of board for its success. Your Company believes that a truly diverse board will leverage difference in thought, perspective, knowledge and skill, regional and industry experience, cultural and geographical background that will help the Company retain its competitive advantage. Accordingly, your board has the appropriate mix of executive and independent directors to maintain its independence and separate its functions of governance and management. On March 31, 2022, Board comprised of six (6) Directors.

The Board consists of three (3) Executive Director and three (3) Non-executive Directors, who are independent. This composition comprises of one-woman director as well. The Board periodically evaluates the need for change in its composition and size.

Directors' Attendance Record and Directorships:

The name and categories of the Directors on the Board, their attendance at the Board Meetings held during the year 2021-22, the attendance at last Annual General Meeting held on THURSDAY, SEPTEMBER 30, 2021, and the number of Directorships and Committee Chairmanships/Memberships held by them in other Indian Companies as on March 31, 2022, are given herein below:

Category	Name of Directors	Designation
Promoter Directors (Executive Director)	Dilipkumar G. Changela	Managing Director
	Vrajlal G. Changela	Whole-time Director
	Hiralal G. Changela	Whole-time Director

Non-Executive	Niteshkumar J. Patel	Director
Independent Director	Kishan Sureja	Director
	Amees K. Dadhanania	Director

The directors are appointed or re-appointed with the approval of the shareholders and shall remain in office as per their terms of appointment.

BOARD MEETINGS

In Financial Year 2021-22 (Apr'21-Mar'22), the Board met five (6) times on June 29, 2021, August 14, 2021, September 02, 2021, October 26, 2021, November 14, 2021, and February 12, 2022. The maximum gap between any two Board Meetings was less than one hundred and twenty (120) days.

Sr. No.	Name of Director	Designation	Attendance at Meetings			No. of Shares held
			Board	AGM	Committee	
1	Dilipkumar Changela	MD	6	Y	Y	12,08,250
2	Vrajlal Changela	WTD	6	Y	Y	11,94,750
3	Hiralal Changela	WTD	6	Y	Y	12,15,000
4	Niteshkumar Patel	ID	6	Y	Y	-
5	Kishan Sureja	ID	6	Y	Y	-
6	Amees Dadhanania	ID	6	Y	Y	-
7	Divyesh Changela	CEO	6	Y	Y	2,45,070
8	Vishal Changela	CFO	6	Y	Y	3,65,400
9	Ketankumar Savaliya	CS	6	Y	Y	13,500

INDEPENDENT DIRECTORS:

Schedule IV of the Companies Act, 2013 and the Rules under mandates that the Independent Directors of the Company hold at least one meeting in a year, without the attendance of non-independent directors and the members of management. It is recommended that all the independent directors to be present at such meetings. These meetings are expected to review the performance of the non-independent directors and the Board as a whole, as well as the chairman of the Board, considering the views of the non-executive directors, assess the quality, quantity and timeliness of the flow of information between the management and the Board that is necessary for it to effectively and reasonably perform its duties.

In the opinion of the board, the independent directors fulfill the conditions specified under Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and are independent of the management.

During the year 2021-22, Independent Directors met on February 12, 2022, discussed, and reviewed the below:

- Performance of Non-Independent Directors

- Performance of the Chairman
- Performance of the Board Committees
- Discussed on the quality, quantity, and timeliness of flow of information between the Company management and the Board Members.
- Overall performance of the Company

AVAILABILITY OF INFORMATION TO THE BOARD MEMBERS

The Board has unrestricted access to all the Company related information necessary for decision making. Detailed notes, as necessary, are presented well in advance of the meeting along with the agenda. The following is the list of some of the information provided regularly to the Board of Directors:

- Annual Operating Plan and budgets, capital budgets and updates
- Quarterly results of the Company and its Operating Divisions
- Minutes of meetings of Audit and other Committees of the Board
- General notice of interests of Directors
- Declaration of Independent Directors at the time of appointment/annual declaration
- Dividend data
- Information on recruitment and remuneration of senior officers just below the board level, including appointment or removal of Chief Financial Officer and the Company Secretary
- Materially important issues, disputes with the Government Authorities on show cause notices, demands, prosecutions and penalty notices
- Fatal or serious accidents, dangerous occurrences, effluent, or pollution problems
- Any material default in financial obligations to and by the Company
- Significant development in human resources and industrial relations front.
- Any material default in financial obligations to and by the company or substantial non-payment for goods sold by the company
- Making of loans and investments, if any.
- Compliance Certificate with respect to all the laws as applicable to the Company
- Constitution/reconstitution of Board Committees
- Show cause, demand, prosecution notices and penalty notices, if any, which are materially important.
- Transactions, if any, that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Non-compliance, if any, of any regulatory, statutory, or listing requirements and shareholders service such as nonpayment of dividend, delay in share transfer etc.

Role of Board of Directors

The primary role of the Board is that of trusteeship to protect and enhance shareholder value through strategic direction to the Company. As trustees, the Board has the fiduciary relationship to ensure that the Company has clear goals aligned to shareholder value and its growth. The Board exercises its duties with care, skill, diligence, and exercises independent judgement. The Board sets strategic goals and seeks accountability for their fulfillment. The Board also directs and exercise appropriate control to ensure that the Company is managed in a manner that fulfils stakeholder's aspirations and societal expectations.

Board Membership Criteria

The Nomination and the Remuneration Committee works with the entire Board to determine the appropriate characteristics, skills, and required experience for the Board as a whole and for individual members. Members are expected to possess the required qualification, integrity, expertise, and experience for the position. They should also possess deep expertise

and insight in sectors/areas relevant to the Company and ability to contribute to the Company's growth.

The Board members are expected to rigorously prepare to attend and participate in all Board and applicable committee meetings. Each member is expected to ensure that their other current and planned future commitments do not materially interfere with the responsibilities with the Company.

Selection of New Director

The Board is responsible for the selection of new Directors. The Nomination and the Remuneration Committee makes recommendation to the Board on induction of new member after screening and the selection process, which is based on the nomination and remuneration policy of the Company.

Training of Board Members

All new Directors inducted to the Board are introduced to Company's culture, its operations, customers, practices, organisational structure, role and responsibilities, services, board procedures, matters reserved for the board, risk and the compliance details and such other details to familiarize the new Director about the Company.

A separate Independent Directors meeting was conducted during the year.

Code of Conduct

In compliance with the Companies Act, 2013 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has framed and adopted Code of Conduct (the Code). This is applicable to all Directors, Independent Directors, and Senior Management of the Company. The Code gives guidance and support needed for ethical conduct of business and compliance of law. All members of the Board and Senior Management personnel have affirmed the compliance with the Code as on March 31, 2022.

Prevention of Insider Trading

The Board has formulated a policy on Trading of shares by an insider and code of conduct for regulating, monitoring, and reporting of trading of shares by insider.

The code lays down guidelines, procedures to be followed and disclosure to be made while dealing with the shares of the Company and cautioning them on consequences of non-compliances.

BOARD COMMITTEES

As on March 31, 2022, the Company has four committees namely Audit Committee, Stakeholders Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee. The Board Committees are set up under the formal approval of the Board to carry out respective roles which are considered to be performed by the members of the respective Board Committees.

The Company's guidelines relating to Board Meetings are applicable to Committee Meetings, as far as may be practicable. Each Committee has the authority to engage outside experts, advisors, and counsels to the extent it considers appropriate to assist in its work. Minutes of the proceedings of the Committee Meetings are placed before the Board meeting for perusal and noting. The Company Secretary acts as the secretary of all Committees.

Board and Committee composition as on March 31, 2022

Directors	Board	Audit Committee	Nomination & Remuneration Committee	Stakeholders Relationship Committee	Corporate Social Responsibility Committee
Mr. Dilipkumar Gordhandas Changela	✓			Member	Member
Mr. Hiralal Gordhandas Changela	✓				Member
Mr. Vrajlal Gordhandas Changela	✓	Member			
Mr. Niteshkumar J. Patel	✓		Chairman		Chairman
Mr. Kishan Rajeshkumar Sureja	✓	Chairman	Member	Member	
Mrs. Ameer Ketankumar Dadhanania	✓	Member	Member	Chairman	

AUDIT COMMITTEE

During the year, there was no change in the members of the Audit Committee. All members of the Committee are financial literates and possess required expertise.

The committee met four (4) times during the year on August 14, 2021, September 02, 2021, November 14, 2021, and February 12, 2022.

The meetings of the Audit Committee are also attended by the Executive Director, Chief Financial Officer, Company Secretary, Statutory Auditors, Internal Auditors, and other Management representatives as special invitees.

Composition and Attendance

Sr. No.	Name of the Member	Status	No. of Meetings	
			Held	Attended
1	Mr. Kishan Rajeshkumar Sureja	Chairman	4	4
2	Mrs. Ameer Ketankumar Dadhanania	Member	4	4
3	Mr. Vrajlal Gordhandas Changela	Member	4	4

The Audit Committee assists the Board in its responsibility to oversee the quality and integrity of the accounting, auditing, and reporting practices of the Company and its compliance with the legal and regulatory requirements. The Committee's purpose is to oversee the accounting and financial reporting statements, the appointment, independence, performance, and remuneration of the Statutory Auditors, including the Secretarial Auditor and Internal Auditors of the Company.

Qualified and Independent Audit Committee

The composition of the Audit Committee meets with the requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

1. Audit Committee presently consists of the two Independent Directors and one executive director.
2. All members of the committee are financially literate and having requisite financial management expertise.
3. The Chairman of the Audit Committee is an Independent Director.

Powers of the Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of the Audit Committee

The brief description of the few of the terms of reference of Audit Committee is provided below:

- Review of Management discussion and analysis of financial condition and results of operations.
- Oversight of Company's financial reporting system.
- Review of the annual financial statements, before submission to the Board, focusing primarily on changes if any, in the accounting policies or practices, compliance of accounting standards, qualifications, related party transactions, Directors' responsibility statement etc.
- Reviewing with the management the quarterly financial statements before submission to the board for approval.
- Reviewing the adequacy of internal control systems with the management, statutory and internal auditors.
- Evaluation of internal financial controls and risk management systems.
- Review and monitor the auditor's independence and performance effectiveness of audit process.
- Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the Statutory Auditors, scope and the fixation of audit fees.
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- Review of Management letters/letters of internal control weaknesses issued by the Statutory Auditors.
- The appointment, removal, and terms of remuneration of the Internal Auditors.
- Reviewing the effectiveness and adequacy of internal audit function and discussion with internal auditors any significant findings and follow up there on.
- Approval or any subsequent modification of transactions of the Company with related parties.
- Scrutiny of inter-corporate loans and investments.
- Valuation of undertakings or assets of the Company, wherever it is necessary.
- To review the functioning of the Whistle Blower mechanism.
- Carrying out such other functions, as may be specifically referred to the Committee by the Board of Directors and or other Committees of Directors of the Company.

NOMINATION AND REMUNERATION COMMITTEE (NRC)

Pursuant to the provisions of Section 178 of Companies Act, 2013 and Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has duly constituted the Nomination and Remuneration Committee. The Nomination and Remuneration Committee, inter alia, recommends the remuneration payable to executive directors and senior management personnel of the Company. The Nomination and Remuneration Committee consists of three Independent Directors:

The Company Secretary and Compliance Officer of the Company acts as a secretary to the Committee.

During the year under review, the Nomination and Remuneration Committee met 2 (two) times on September 02, 2021, and November 14, 2021.

Composition and Attendance

Sr. No.	Name of the Member	Status	No. of Meetings	
			Held	Attended
1	Mr. Niteshkumar Jamnadas Patel	Chairman	2	2
2	Mrs. Ameer Ketankumar Dadhania	Member	2	2
3	Mr. Kishan Rajeshkumar Sureja	Member	2	2

Terms of Reference

- To identify qualified persons to become directors and senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and to carry out evaluation of every director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration for the directors, key managerial personnel, and other employees.
- Formulation of criteria for evaluation of Independent Directors and the Board
- Devising policy on Board diversity
- To act in terms of any consequent statutory modification(s) / amendment(s) / revision(s) to any of the applicable provisions to the said Committee.
- To decide on terms of appointment/re-appointment of Independent Director based on the performance evaluation report received.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.

Performance evaluation criteria for independent directors:

- Attendance and participation in the meetings and timely inputs on the minutes of the meetings
- Adherence to ethical standards and code of conduct of company and disclosure of non-independence, as and when exists and disclosure of interest
- Raising of valid concerns to the Board and constructive contribution to resolution of issue at meetings
- Interpersonal relations with other Directors & Management
- Objective evaluation of Board's performance, rendering independent, unbiased opinion
- Understanding of the company and the external environment in which it operates and contribution to strategic direction.
- Safeguarding interest of whistle-blowers under vigil mechanism and safeguard of confidential information.

STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC)

The Stakeholders Relationship Committee comprises of three directors and meets the requirement under section 178(5) of the Companies Act, 2013 and Regulation 20 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015. All the members of the Committee are independent directors.

During the year under review, the Stakeholders' Relationship Committee met 2 (two) time on September 02, 2021, and November 14, 2021.

The Company Secretary and Compliance Officer of the Company acts as a secretary to the Committee.

Composition and Attendance

Sr. No.	Name of the Member	Status	No. of Meetings	
			Held	Attended
1	Mrs. Ameer Ketankumar Dadhania	Chairman	1	1
2	Mr. Kishan Rajeshkumar Sureja	Member	1	1
3	Mr. Dilipkumar Gordhandas Changela	Member	1	1

Terms of Reference of SRC inter alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company
- To act in terms of any consequent statutory modification(s)/amendment(s)/revision(s) to any of the applicable provisions to the said Committee.

Status of investors' complaints handled by the Company and its Registrar & Share Transfer Agents during the year 2021-2022 is as under:

Opening balance at the beginning of the year	Nil
Received during the year	Nil
Disposed during the year	Nil
Closing balance at the end of the year	Nil

CORPORATE SOCIAL RESPONSIBLY (CSR) COMMITTEE:

Pursuant to the provisions of Section 135 of the Companies Act, 2013, the Board of Directors has duly constituted the Corporate Social Responsibility (CSR) Committee.

Composition and Attendance

Sr. No.	Name of the Member	Status	No. of Meetings	
			Held	Attended
1	Mr. Niteshkumar Patel,	Chairman	0	0
2	Mr. Dilipkumar Changela	Member	0	0
3	Mr. Hiralal Changela	Member	0	0

Your Company has not implemented any CSR activities during the year.

Terms of reference inter alia includes the following:

- To formulate and recommend to the Board, a Corporate Social Responsibility Policy in terms of Schedule VII of the Companies Act, 2013.
- To review the Corporate Social Responsibility Policy of the Company from time to time
- To act in terms of any consequent statutory modification(s) /amendment(s)/ revision(s) to any of the applicable provisions to the said Committee.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of CSR Policy.

CSR Expenditure Calculation

Financial Year	Profit Before Tax Amount
2019-2020	(3,57,100)
2020-2021	61,84,938
2021-2022	9,41,39,156
2% of Avg profit of last 3 Years	6,66,446.63

REMUNERATION OF DIRECTORS

(a) Non-Executive Directors pecuniary transaction or relationship with the Company

There was no pecuniary relationship or transactions between the Company and any of the Non-Executive Directors during the year as contemplated under relevant guidelines of the SEBI/Stock Exchanges.

(b) Criteria of making payments to Non-Executive Directors

Non-Executive Directors are paid sitting fees for attending the Meetings of the Board and of Audit Committee.

(c) Criteria of making payments to Executive Directors

The Executive Director is paid as per the remuneration approved by the Shareholders at the time of their appointment which are in line with the statutory requirements and Company's policies. The revision in remuneration, if any is recommended by the Nomination Remuneration Committee to the Board for its consideration by taking into account their individual performance and as well performance of the Company in a

given year. Perquisites, performance linked incentives and retirement benefits are paid in accordance with the Company's policies, as applicable to all employees.

SECRETARIAL AUDIT FOR RECONCILIATION OF SHARE CAPITAL

As mandated by the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 – Regulation 55A quarterly Secretarial Audits are carried out to verify if the total issued/ paid-up capital is in agreement with the aggregate of the total number of the shares in physical form and the total number of dematerialised shares held with NSDL and CDSL.

GENERAL BODY MEETINGS

The Company convenes Annual General Meeting generally within five months from the close of the Financial Year. The details of Annual General Meetings held in last 3 years are as under:

Details of Annual General Meetings held in last three years are as follows:

Particulars	Meetings		
Date	AGM 30.09.2021	AGM 26.12.2020	AGM 28.09.2019
Venue	Registered office of the Company	through Video Conferencing	Registered office of the Company

No Extraordinary General Meeting of the Members was held during the financial year 2021-22.

MEANS OF COMMUNICATION

Your Company puts forth all vital information about the Company's performance including quarterly results, communication to investors, Press Releases and Presentations made to the institutional investors / analysts after the declaration of the quarterly, half-yearly and annual results on Company's website: www.vishalbearings.com regularly for the benefit of the public at large simultaneously on submitting it to the BSE Limited (BSE).

The unaudited Financial Results for every Quarter and the Annual Audited Results of the Company, in the prescribed format are taken on record by the Board and are submitted to the stock exchanges. The same are published within 48 hours in "The Financial Express" in both English language as well as regional language. The quarterly/annual results are also uploaded on the Company's website at: <https://www.vishalbearings.com>

ANNUAL GENERAL MEETING

DAY AND DATE	: Friday, September 30, 2022
TIME	: 4:00 P.M.
VENUE	: At the Registered office of the Company
Financial Year	: The Company follows the period of 1st April to 31st March, as the Financial Year.
Book Closure	: The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2022, to Friday, September 30, 2022 (both days inclusive).
Cut-off date for remote e-voting	: The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date Friday, September 23, 2022 ("cut-off Date")
remote e-voting period	The remote e-voting period will commence at 9.00 a.m. on

	Tuesday, September 27, 2022, and will end at 5.00 p.m. on Thursday, September 29, 2022.
Stock Exchanges	: BSE Ltd. 25 th Floor, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001.
Scrip Code	: 539398
Scrip ID	: VISHALBL

SHAREHOLDING PATTERN AS ON MARCH 31, 2022

Category	Nos. of Shareholders	No. of Shares Held	Percentage
Promoter & Promoters Group	19	7597845	70.41
Public	153	3193155	29.59
Total	172	10,791,000	100.00

SHARE PRICE DATA

Month	Open	High	Low	Close
May 2021	27.70	30.40	25.50	26.55
June 2021	28.65	44.50	27.50	36.00
July 2021	36.45	37.25	30.50	35.00
August 2021	36.45	39.80	31.60	33.95
September 2021	33.50	35.20	29.40	31.50
October 2021	32.00	32.00	27.05	29.15
November 2021	29.75	70.00	29.00	55.15
December 2021	57.80	57.80	40.65	46.40
January 2022	46.40	54.45	44.50	52.00
February 2022	50.00	69.40	48.05	57.85
March 2022	57.85	66.95	52.55	58.00

Unclaimed Dividend/ Shares

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act.

SHARE TRANSFER SYSTEM

100% of the equity shares of the Company are in electronic form. Transfers of these shares are done through depositories with no involvement of the Company.

The transfer of shares in physical form is processed and completed by Registrar & Transfer Agent within a period of seven days from the date of receipt thereof provided all the documents are in order. In case of shares in electronic form, the transfers are processed by NSDL/CDSL through respective Depository Participants. In compliance with the Listing Regulations, a Practicing Company Secretary carries out audit of the System of Transfer and a certificate to that effect is issued.

INVESTOR GRIEVANCE CORRESPONDENCE

Company

Secretarial Dept., Vishal Bearings Limited
Survey No. 22/1, Plot No. 1, Shapar Main Road, Shapar (Veraval),
Rajkot – 360 024, GUJARAT.
Tel: +91-2827-252273
Email: legal@vishalbearings.com
Website: www.vishalbearings.com

Share Transfer Agents

KFin Technologies Private Limited
Karvy Selenium Tower B, Plot 31-32,
Gachibowli, Financial District,
Nanakramguda, Hyderabad,
Telangana-500032, India.

DISCLOSURES

Related Party Transactions:

All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. A statement giving details of all related party transactions is placed before the Audit Committee and the Board of Directors for their approval on a quarterly basis.

None of the transactions with any of the related parties conflicted with the interest of the Company. Attention of the Members is drawn to the disclosure set out in notes to Financial Statement.

MANAGEMENT DISCUSSION & ANALYSIS:

This Annual Report has a detailed chapter on Management Discussion and Analysis and includes discussion on various matters specified under Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

WHISTLE BLOWER MECHANISM

The Board has formulated a Whistle Blower Policy for directors and employees of the Company. The policy comprehensively provides an opportunity for an employee/Director to report the instances of unethical behavior, actual or suspected fraud or any violation of the Code of Conduct and /or laws applicable to the Company and seek redressal. The policy provides for a mechanism to report such concerns to the Audit Committee through specified channels. The policy has been communicated to the employees and posted on Company's website. The Whistle Blower Policy complies with the requirements of Vigil mechanism as stipulated under Section 177 of the Companies Act, 2013.

DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has zero tolerance for sexual harassment at workplace and has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules made thereunder for prevention and redressal of complaints of sexual harassment at workplace.

- number of complaints filed during the financial year: NIL
- number of complaints disposed of during the financial year: NIL
- number of complaints pending as on end of the financial year: NIL

DISCLOSURES WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT:

There were no shares which are liable to be transferred to Demat Suspense account or Unclaimed Suspense Account during the year under review.

COMPLIANCE WITH MANDATORY & NON-MANDATORY REQUIREMENTS/DISCRETIONARY REQUIREMENTS:

The Company has complied with the applicable mandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has adopted following nonmandatory requirements of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Regulation 27(1)).

MODIFIED OPINION(S) IN AUDIT REPORT

The Company is in the regime of financial statements with unmodified audit opinion.

REPORTING OF INTERNAL AUDITOR

The Internal auditor reports directly to the Audit Committee.

SEBI COMPLAINTS SYSTEM (SCORES)

The investor complaints are processed in a centralized web-based complaints redress system. The salient features of this system are centralized database of all companies, online upload of Action Taken reports by concerned companies and online viewing by investors of action taken on the complaints and its status.

REMINDERS TO INVESTORS

Every year reminder letters for unpaid/unclaimed dividend are sent to the shareholders who have not claimed their dividend.

PRESENTATIONS TO INSTITUTIONAL INVESTOR AND ANALYST

Detailed presentations are made to the Institutional Investors and Financial Analysts on the un-audited quarterly financial results as well as the annual audited financial results of the company.

DECLARATION ON COMPLIANCE WITH THE CODE OF CONDUCT

I, Dilipkumar Changela, Managing Director of Vishal Bearings Limited hereby declare that all the Board Members and Senior Managerial Personnel have affirmed for the year ended March 31, 2022, compliance with the Code of Conduct of the Company laid down for them.

Dilipkumar Changela
Managing Director
DIN: 00247302

the Board of Directors of Vishal Bearings Limited

Certification by Chief Executive Officer and Chief Financial Officer of the Company

We, Divyeshkumar Changela, Chief Executive Officer and Vishal Changela, Chief Financial Officer of Vishal Bearings Limited as required under the Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the best of our knowledge and belief, certify with respect to the financial results for the financial year ending March 31, 2022, as follows:

- a) We have reviewed the financial statements and the cash flow statement for the year and that to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
 - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered by the Company during the year which are fraudulent, illegal, or violative of the Company's code of conduct.
- c) We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the listed entity pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) We have indicated to the auditors and the Audit committee:
- significant changes in internal control over financial reporting during the year;
 - significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: 29.08.2022

Place: Shapar, Rajkot

Divyeshkumar Changela

CEO

Vishal Changela

CFO

CERTIFICATE OF THE COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE
under Securities and Exchange Board of India (Listing Obligations and Disclosures
Requirements) Regulations, 2015

The Members of
Vishal Bearings Limited

Survey No. 22/1, Plot No. 1, Shapar Main Road,
Shapar (Veraval) Rajkot – 360 002, Gujarat, India.

I have examined the compliance of the conditions of Corporate Governance by Vishal Bearings Limited (hereinafter referred to as 'Company'), for the financial year ended March 31, 2022, as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as LODR Regulations).

The compliance with the conditions of Corporate Governance is the responsibility of the management. My examination was limited to the procedure and implementation thereof by the Company. This Certificate 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.

On the basis of my examination of the records produced, explanations and information furnished to me by the Company, I certify that the Company has complied with the mandatory conditions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For K. P. GHELANI & ASSOCIATES
Company Secretaries

Date: August 29, 2022

Place: Rajkot

Sd/-
CS Keyur Ghelani
Proprietor
Mem No. ACS 33400
CoP: 12468
UDIN:

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS
(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

The Members,

VISHAL BEARINGS LIMITED

SURVEY NO. 22/1, PLOT NO. 1, SHAPAR MAIN ROAD,
 SHAPAR (VERAVAL) RAJKOT – 360 002,
 GUJARAT, INDIA.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of VISHAL BEARINGS LIMITED having CIN L29130GJ1991PLC016005 and having registered office at SURVEY NO. 22/1, PLOT NO. 1, SHAPAR MAIN ROAD, SHAPAR (VERAVAL) RAJKOT – 360 002, GUJARAT (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority:

Sr. No.	Name of Director	DIN	Date of Appointment in Company
1	HIRALAL GORDHANDAS CHANGELA	00247292	24/07/1991
2	VRAJLAL GORDHANDAS CHANGELA	00247295	16/10/1991
3	DILIPKUMAR GORDHANDAS CHANGELA	00247302	24/07/1991
4	NITESHKUMAR JAMNADAS PATEL	01854443	28/05/2015
5	AMEE KETANKUMAR DADHANIA	08546107	27/08/2019
6	KISHAN RAJESHKUMAR SUREJA	08994262	01/12/2020

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For K. P. GHELANI & ASSOCIATES
Company Secretaries

Date: August 27, 2022

Place: Rajkot

CS Keyur Ghelani

Proprietor

Mem No. ACS 33400

CoP: 12468

UDIN: A033400D000862327

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF 'VISHAL BEARINGS LIMITED'

Report on the Audited Financial Statements

Opinion

We have audited the accompanying financial statements of **VISHAL BEARINGS LIMITED ('the Company')**, which comprises the Balance Sheet as at 31st March, 2022; the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements read together with the notes thereon, give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, to the extent applicable; of the state of affairs of the Company as at 31st March, 2022; its Profit (including Other Comprehensive Income), its Cash Flows and the Statement Changes in Equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, are of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon.

Based on our audit of Financial Statements of the Company for the period under review, we did not come across any material Key Audit Matters to be communicated in our report.

Emphasis of Matter

We draw attention to Clause ii(b) of Annexure B to this report on material differences in amounts reported in quarterly statements filed by the company as compared to books of accounts. In the opinion of the management of the company, the said quarterly statements needs to be submitted on respective due dates, pending the finalization of books of accounts. However, the books of accounts are to be considered as final, hence our opinion is not modified in this regard.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect, to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015, as amended. The Management and Board of Directors of the company are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of assets of the Company and for preventing and detecting frauds and other irregularities; 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 financial statements by the Management and Directors of the Company, as aforesaid.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud

or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. we are also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the

current period and are therefore the key audit matters, if any identified. We describe these matters, if any in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. 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 of aforesaid financial statements;
- 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, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the statement of changes in Equity dealt with by this Report are in agreement with the relevant books of account, as submitted to us;
- d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015 as amended;
- e) On the basis of the written representations received from the directors as on March 31, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 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 Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". 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 the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) 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. There were no pending litigations which would impact the financial position of the Company;
 - II. The Company has made all material provisions, except as mentioned in the notes to accounts, if any, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
 - III. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

IV.

- a. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (intermediaries), with the understanding that the intermediary shall; directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
 - b. The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall; directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
 - c. Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of rule 11(e), as provided under (a) and (b) above, contain any material misstatement; and
 - d. Since the Company has not declared or paid any dividend during the year, the requirement of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 is not applicable.
2. As required by the Companies (Auditor's Report) Order, 2020("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For SVK & ASSOCIATES

Chartered Accountants
Firm Reg. No. – 118564W

CA. Sameer S. Chandarana

Partner
M. No. 609340
UDIN: 22609340AJYALV8562

Date: 30th May 2022

Place: Rajkot.

ANNEXURE – A TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 1 (f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **VISHAL BEARINGS LIMITED** of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 **VISHAL BEARINGS LIMITED (“the Company”)** as of March 31, 2022, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company 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. 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 respective 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 internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 was 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 controls 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 auditor’s 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, insufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

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 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 fraud may occur and not be detected. Also, projections of any evaluation 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, to the best of our information and according to the explanations given to us, 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 March 31, 2022, 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 SVK & ASSOCIATES

Chartered Accountants
Firm Reg. No. – 118564W

CA. Sameer S. Chandarana

Partner
M. No. 609340
UDIN: 22609340AJYALV8562

Date: 30th May 2022
Place: Rajkot.

ANNEXURE – B TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph 2 under ‘Report on Other Legal and Regulatory Requirements’ section of our Report to the Members of VISHAL BEARINGS LIMITED of even date)

i. FIXED ASSETS

- a) (A) In our opinion, the company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
(B) Since the company does not have any intangible assets during or as at end of the year, the provisions of this sub-clause are not applicable to the company.
- b) As explained to us, the Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As further explained to us, pursuant to the said program, certain fixed assets were physically verified by the management during the year. According to the said information and explanations given to us, no material discrepancies were noticed on such verification.
- c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- d) According to the information and explanations given to us, the records examined by us and also based on the examination of the books of accounts of the company, we report that, during the year ended 31st March, 2022, the company has not revalued its Property, Plant & Equipment (Incl. Right of Use Assets) or Intangible Assets or both during the year ended.
- e) According to the information and explanations given to us by the management of the company, there are not any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause (i)(e) of the Order is not applicable.

ii. INVENTORIES

- a) According to the information and explanation given to us, the inventories have been physically verified during the year by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. Further, according to the information and explanation given to us as explained to us, no material discrepancies were noticed on physical verification of inventories as compared to the book records.
- b) The Company has been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, from banks on the basis of security of current assets; according to the information and explanations given to us and on the basis of records examined by us, the variations in quarterly returns and statements comprising stock and creditors statements, book debt statements and other stipulated financial information filed by the Company with such bank as

compared to books of account of the Company, of the respective quarters are as mentioned below:

Quarter	Particulars	Amount as per books of Accounts (a) in lacs	Amount as per Stock Statement (b) in lacs	Differences (c) in lacs
I	Inventory	2491.89	2464.61	27.28
	Book Debts	1512.15	1416.37	95.78
	Trade Payable	1055.83	633.85	421.99
II	Inventory	2408.47	2408.47	-
	Book Debts	1914.06	1780.28	133.78
	Trade Payable	813.51	534.07	279.44
III	Inventory	2849.81	2849.81	-
	Book Debts	1940.36	1793.11	147.24
	Trade Payable	1209.34	899.99	309.34
IV	Inventory	3811.03	3811.03	-
	Book Debts	2104.94	2105.75	-0.81
	Trade Payable	1935.80	1436.51	499.29

iii. INVESTMENTS, LOANS, ADVANCES IN THE NATURE OF LOAN, GUARANTEE OR SECURITY

According to the information and explanations given to us and on the basis of our examination of the books of account, during the year under review, the company has not made any investments in, or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties. Consequently, the provisions of clause (iii) of the order are not applicable to the company.

iv. LOANS, INVESTMENTS & GUARANTEES

According to the information and explanations given to us and on the basis of our examination of the books of account, the company has not granted any loans directly or indirectly to any directors or person or entities in which directors are interested and/or has not given any guarantee or provided any security in connection with loans taken by them.

Further, according to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has complied with the provisions of section 186 in respect of investments made.

v. DEPOSITS

As explained to us, the company has not accepted any loans or deposits within meaning of Section 73 to 76 of the Companies Act, 2013 read with Rule 2(b) of the Companies (Acceptance of Deposit's) Rules 2014, during the year under review. Consequently, the provisions of clause (v) of the order are not applicable to the company.

vi. COST RECORDS

We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, prescribed by the Central Government under Section 148(1)(d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been

maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete

vii. STATUTORY DUES

- a. As per information and explanation available to us, undisputed statutory dues including provident fund, income-tax, goods and service tax, custom duty, cess, and other material statutory dues have been generally regularly deposited with the appropriate authorities, applicable to it, though there had been some delays in certain cases. Further according to information explanation given to us, No undisputed statutory dues applicable to the company were outstanding as at 31st March, 2022 for a period of more than 6 months from the date they become payable.
- b. According to the information and explanation available to us, there are no dues outstanding on account provident fund, income-tax, goods and service tax, custom duty, cess, and other material statutory dues on account of dispute except as mentioned below:

Sr. No.	Name of the statue	Nature of dues	Amount under dispute	Period to which amount relates	Forum was dispute is pending	Amount Paid under Protest
1	Government of Gujarat, State tax Department	Tax + Penalty	6.82 Lacs	FY 2021-22	GST Appellate Authority	6.82 Lacs

viii. UNRECORDED INCOME

According to the information and explanations given to us, the Company did not have any transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

ix. DUES TO LENDER OF FINANCE

- a. Based on our audit procedures and as per information and explanation given to us by the management of the company, we are of the opinion that company has not defaulted in repayment of dues to financial institutions or banks or any other lenders during the year under review. The Company has not taken any loan or borrowing from Government and has not issued any debenture during the year.
- b. According to the information and explanations given to us and on the basis of our audit procedures, the Company is not declared willful defaulter by any bank or financial institution or other lender.
- c. According to the information and explanations given to us and on the basis of the books and records examined by us, the term loans taken during the year have been applied for the purposes for which those were obtained.
- d. According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds raised on short-term basis have not been utilized for long-term purposes

- e. According to the information and explanations given to us and on the overall examination of the balance sheet of the company, the company has not been taken funds borrowed from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures, as per sub-clause (e) are not applicable.
- f. According to the information and explanations given to us and on the overall examination of the balance sheet of the company, the company has not been raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures, or associate companies, as per sub-clause (f) are not applicable.

x. PUBLIC ISSUE, PREFERENTIAL ALLOMENT / PRIVATE PLACEMENT

- a. In our opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer during the year. Consequently, the provisions of sub-clause (a) of clause (x) of the order are not applicable to the company
- b. Based on the audit procedures performed and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year under review. Consequently, the provisions of sub-clause (b) of clause (x) of the order are not applicable to the company.

xi. FRAUD

- a. Based upon the audit procedures performed and as per the information and explanation given by the management, we report that no fraud by the company or any fraud on the company by its officers / employees has been noticed or reported during the course of our audit.
- b. According to the information and explanations given to us, no report under section 143(12) of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- c. As represented to us by the management, the Company has not received any whistle-blower complaint during the year and upto the date of this report.

xii. NIDHI COMPANY

In our opinion, the company is not a Nidhi Company. Consequently, the provisions of clause (xii) of the order are not applicable to the company.

xiii. RELATED PARTY TRANSACTIONS

Based upon the audit procedures performed and as per the information and explanation given by the management, all the transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and have been duly disclosed in the financial statements, as required by the applicable accounting standards.

xiv. INTERNAL AUDIT

- a. According to the information and explanations given to us, in our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.

- b. We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing, and extent of our audit procedures.

xv. NON-CASH TRANSACTIONS

Based on the audit procedures performed and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected to its directors. Consequently, the provisions of clause (xv) of the order are not applicable to the company.

xvi. REGISTRATION UNDER SECTION 45-IA OF RBI ACT, 1934

- a. According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- b. According to the information and explanations given to us and based on our examination of the records of the company, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c. According to the information and explanations given to us and based on our examination of the records of the company, the company is not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d. According to the information and explanations given to us, the company does not have any Core Investment Company (CIC). Consequently, the provisions of sub-clause (d) of clause (xvi) of the order are not applicable to the company.

xvii. CASH LOSSES

Based on the audit procedures performed, we report that the company has not incurred any cash losses during the financial year under review and also in the immediately preceding financial year.

xviii. RESIGNATION BY STATUTORY AUDITORS

There has been no resignation by the statutory auditors of the Company during the year. Consequently, the provisions of clause (xviii) of the order are not applicable to the company.

xix. MATERIAL UNCERTAINTY OF MEETING LIABILITIES FALLING DUE IN ONE YEAR

On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx. TRANSFER OF UNSPENT AMOUNT TO SPECIFIED FUND

According to the information and explanations given to us and based on the audit procedures performed, the company is not required to transfer any unspent amount with regards to on-going projects to a Fund specified Schedule VII of the companies act, 2013.

xxi. QUALIFICATIONS OR ADVERSE REMARKS IN AUDIT REPORTS OF COMPANIES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS

Since the consolidated financial statements are not applicable to the company, reporting requirements clause (xxi) are not applicable.

For SVK & ASSOCIATES

Chartered Accountants
Firm Reg. No. – 118564W

CA. Sameer S. Chandarana

Partner
M. No. 609340
UDIN: 22609340AJYALV8562

Date: 30th May 2022

Place: Rajkot.

BALANCE SHEET

(All amounts are in Indian rupees lakhs, except share data and where otherwise stated)

Particulars	Note No.	31-03-2022 Rupees	31-03-2021 Rupees
I. ASSETS:			
1. NON-CURRENT ASSETS:			
(a) Property, Plant & Equipment		2146.49	2094.16
(b) Capital Work in Progress	3	-	3.57
(c) Right of Use of Assets (Refer Note 45)		0.23	0.25
Sub Total		2147.00	2098.00
Financial Assets			
(a) Investments	4	381.96	210.23
Sub Total		381.96	210.23
Deferred Tax Assets Other Non-Current Assets			
(a) Long Term Loans & Advances	5	(58.52)	(63.86)
(b) Other Non-Current Assets	6	53.21	53.13
	7	0.02	0.45
Sub Total		53.23	53.58
TOTAL NON-CURRENT ASSETS		2523.39	2297.94
2. CURRENT ASSETS:			
Inventories	8	3811.03	1900.53
Sub Total		3811.03	1900.53
Financial Assets			
Trade Receivables	9	2104.94	1268.49
Cash and Cash Equivalents	10	7.58	7.00
Other Bank Balances		27.93	183.74
Sub Total		2140.45	1459.24
Other Current Assets			
(a) Short-term Loans and Advances	11	782.52	2,41,93,948
(b) Other Current Assets	12	0.99	3.81
Sub Total		783.51	245.75
TOTAL CURRENT ASSETS		6735.00	3605.51
TOTAL ASSETS		9258.38	5903.45
II. EQUITY AND LIABILITIES:			
EQUITY			
Equity Share capital	13	10,79.10	10,79.10
Other Equity	14	1468.21	798.75
Equity attributable to Owners		2547.31	1877.85
TOTAL EQUITY		2547.31	1877.85
LIABILITIES			
NON-CURRENT LIABILITIES:			
Financial Liabilities			
Borrowings	15	2368.73	2441.00
Sub Total		2368.73	2441.00
Other Non-Current Liabilities (Refer Note 45)		0.42	0.39

	Sub Total	0.42	0.39
	TOTAL NON-CURRENT LIABILITIES	2369.14	2441.39
CURRENT LIABILITIES:			
Financial Liabilities			
(a) Short-Term Borrowings	16	2034.81	694.70
(b) Trade Payables	17		
Total Outstanding Dues of Micro Enterprises & Small Enterprises		-	-
Total Outstanding Dues of Creditors other than Micro Enterprises & Small Enterprises		1935.80	751.92
(c) Other Financial Liabilities	18	9.29	2.95
	Sub Total	3979.90	1449.57
Provisions	19	46.97	45.90
Employee Benefit Obligations	20	11.17	9.02
Current Tax Liabilities	21	270.00	17.74
Other Current Liabilities	22	33.88	61.97
	Sub Total	362.02	134.64
	TOTAL CURRENT LIABILITIES	4341.93	1584.21
	TOTAL LIABILITIES	6711.07	4025.60
	TOTAL EQUITY AND LIABILITIES	9258.38	5903.45

Accompanying Notes forming part of the Financial Statements 1 to 51

As per our report of even date attached
For SVK & ASSOCIATES
Chartered Accountants
Firm Reg. No. 118564W

On behalf of the Board of Directors
FOR, VISHAL BEARINGS LTD.

CA. Sameer S. Chandarana
Partner
M. No. 609340

D. G. Changela
Managing Director
DIN: 00247302

H. G. Changela
Whole Time Director
DIN: 00247292

Place: Rajkot
Date: 30th May, 2022
UDIN: 22609340AJYALV8562

V. V. Changela
Chief Financial Officer
Date: 29.08.2022

K. V. Savaliya
Company Secretary
Place: Shapar, Rajkot

PROFIT AND LOSS ACCOUNT

(All amounts are in Indian rupees lakhs, except share data and where otherwise stated)

Particulars	Note No.	For the Year 31-03-2022 Rupees	For the Year 31-03-2021 Rupees
I. Revenue from Operation	23	10,817.44	5771.37
II. Other Income	24	100.42	34.10
III. Total Revenue (I + II)		10,917.86	5805.47
IV. Expenses:			
1. Cost of Materials and Stores Consumed	25	6565.31	3584.20
2. Changes in Inventories of Finished Goods, Work-in-process and Stock-in trade	26	107.79	(37.40)
3. Employee Benefits Expenses	27	1194.61	776.35
4. Financial Costs	28	304.72	249.19
5. Depreciation and Amortization Exp.	3	367.43	365.42
6. Other Expenses	29	1436.60	805.86
Total Expense		9976.47	5743.62
V. Profit Before Tax (III - IV)		941.39	61.85
Items and Tax (III - IV)			
Exceptional Items			
Profit Before Extraordinary Items and Tax (V-VI)		941.39	61.85
Extraordinary Items			
Profit Before Tax (VII - VIII)		941.39	61.85
VI. Tax Expenses:			
(1) Current tax - Pertaining to Current Year		270.00	17.74
(2) Current tax - Pertaining to Prior Year		0.32	2.58
(3) Deferred Tax		(5.34)	2.15
Total Tax Expenses		264.98	22.47
VII. Profit/(Loss) for the period		676.41	39.38
Other Comprehensive Income, net of income tax			
(a) i) items that will not be reclassified to profit and loss		47.01	37.95
ii) income tax relating to items that will not be reclassified to profit and loss		-	-
(b) i) items that will be reclassified to profit and loss		-	-
ii) income tax relating to items that will be reclassified to profit and loss		-	-
VIII. Total Other Comprehensive Income, net of income tax		47.01	37.95

IX. Total Comprehensive Income, net of income tax (VII + VIII)		723.42	77.33
X. Earning per equity share			
(1) Basic & diluted	30	6.70	0.72

Accompanying Notes forming part of the Financial Statements 1 to 51

As per our report of even date attached

On behalf of the Board of Directors

For SVK & ASSOCIATES

FOR, VISHAL BEARINGS LTD.

Chartered Accountants
Firm Reg. No. 118564W

CA. Sameer S. Chandarana

Partner
M. No. 609340

D. G. Changela

Managing Director
DIN: 00247302

H. G. Changela

Whole Time Director
DIN: 00247292

Place: Rajkot

Date: 30th May, 2022

UDIN: 22609340AJYALV8562

V. V. Changela

Chief Financial Officer

Date: 29.08.2022

K. V. Savaliya

Company Secretary

Place: Shapar, Rajkot

CASH FLOW STATEMENT

(All amounts are in Indian rupees lakhs, except share data and where otherwise stated)

Particulars	Year ended 31-03-2022	Year ended 31-03-2021
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	941.39	61.85
Adjustment for:		
Depreciation and Amortization Exp	367.43	365.39
Interest & Dividend Received	(8.55)	(2.69)
Other Comprehensive Income	47.01	35.65
Financial Cost	304.72	248.60
Operating profit before working capital changes	1651.99	708.81
Adjustment for:		
(Increase) / Decrease in Inventory	(1910.51)	513.14
(Increase) / Decrease in Trade Receivables	(836.45)	(109.80)
(Increase) / Decrease in Loans and Advances	(540.58)	(20.27)
Increase / (Decrease) in Current & Non-Current Liabilities and Provisions	1121.99	452.37
(Increase) / Decrease in Other Current Assets (to the extent not written off)	2.82	(2.87)
Cash Generated from Operation	(510.74)	1541.38
Taxes paid	(270.32)	(11.00)
Net Cash Flow from Operating Activity	(781.05)	1530.38
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Increase) / Decrease in Property, Plant & Equipment (net)	(416.16)	(353.55)
(Increase) / Decrease in Investments	(171.73)	(145.99)
(Increase) / Decrease in Non-Current Assets	0.35	0.52
Interest and Dividend Income Received	8.55	2.69
Net Cash Flow from Investing Activities	(578.98)	(496.33)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase / (Decrease) in Long Term Borrowings	222.37	78.42
Increase / (Decrease) in Short Term Borrowings	1340.10	(686.22)
Finance Cost	(304.72)	(248.60)
Dividend & DDT	(53.96)	-
Net Cash Flow from Financing Activities	1203.80	(856.40)
Net Increase / (Decrease) in Cash and Cash Equivalents	(156.23)	177.65
Opening Balance of Cash and Cash Equivalents	190.74	13.09
Closing Balance of Cash and Cash Equivalents	35.51	190.74

Components of Cash and Cash Equivalents	For the Year 31/03/2022 Rs.	For the Year 31/03/2021 Rs.
Cash on hand & Equivalents		
- Cash on hand	7.58	7.00
Balances with Scheduled Banks		
- In Current Accounts	27.32	183.64
- In Earmarked Accounts	0.61	0.10
	35.51	190.74

Notes:

(1) The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS)- 7 on "Cash Flow Statement" issued by ICAI.

(2) Figures of Cash & Cash Equivalents have been taken from Note 10

As per our report of even date attached

For SVK & ASSOCIATES

Chartered Accountants

Firm Reg. No. 118564W

CA. Sameer S. Chandarana

Partner

M. No. 609340

Place: Rajkot

Date: 30th May,2022

UDIN: 22609340AJYALV8562

On behalf of the Board of Directors

FOR, VISHAL BEARINGS LTD.

D. G. Changela

Managing Director

DIN: 00247302

V. V. Changela

Chief Financial Officer

Date: 29.08.2022

H. G. Changela

Whole Time Director

DIN: 00247292

K. V. Savaliya

Company Secretary

Place: Shapar, Rajkot

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31st MARCH 2022

(A) EQUITY SHARE CAPITAL:

Particulars	Number of Shares	Amount (In. Rs.)
ISSUED, SUBSCRIBED AND PAID-UP CAPITAL		
EQUITY SHARES OF RS. 10/- EACH		
As At 1st April, 2020	1,07,91,000	1079.10
Add: New Shares Allotted during the year 20-21	-	-
As At 1st April, 2021	1,07,91,000	1079.10
Add: New Shares Allotted during the year 21-22	-	-
As At 31st March, 2022	1,07,91,000	1079.10

(B) OTHER EQUITY:

Particulars	Reserves & Surplus			Retained Earnings	Other Comprehensive Income	Total
	Securities Premium	General Reserve	Balance in Statement of P&L			
Balance as on 01.04.2020		54.55	657.12	14.21	(4.46)	721.42
Profit of year	-	-	39.38	-	37.95	77.33
Dividend	-	-	-	-	-	-
DD Tax	-	-	-	-	-	-
Balance as on 31.03.2021		54.55	696.50	14.21	33.49	798.75
Balance as on 01.04.2021		54.55	696.50	14.21	33.49	798.75
Profit of year	-	-	676.41	-	47.01	723.42
Dividend	-	-	(53.96)	-	-	(53.96)
DD Tax	-	-	-	-	-	-
Balance as on 31.03.2022		54.55	1318.95	14.21	80.50	1468.21

As per our report of even date attached
For SVK & ASSOCIATES
 Chartered Accountants
 Firm Reg. No. 118564W

On behalf of the Board of Directors
FOR, VISHAL BEARINGS LTD.

CA. Sameer S. Chandarana
 Partner
 M. No. 609340

D. G. Changela
 Managing Director
 DIN: 00247302

H. G. Changela
 Whole Time Director
 DIN: 00247292

Place: Rajkot
Date: 30th May, 2022
UDIN: 22609340AJYALV8562

V. V. Changela
 Chief Financial Officer
Date: 29.08.2022

K. V. Savaliya
 Company Secretary
Place: Shapar, Rajkot

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2021-2022

1. CORPORATE INFORMATION

Vishal Bearings Ltd. ("the company") having its manufacturing facilities at Shapar (Veraval), Rajkot, is presently engaged in the business of manufacturing of Bearing Rollers, earning Job work Income & Wind Power Generation.

The equity shares of Vishal Bearings Limited (Scrip Code 539398) listed under BSE SME Platform were migrated and admitted to dealings on the Mainboard Platform of BSE in the list of "B" Group w.e.f. 31st May 2021 vide BSE Notice No. 20210527-5 dated 27th May 2021.

2. SIGNIFICANT ACCOUNTING POLICIES

(i) Basis of preparation:

These financial statements are prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015; and other relevant provisions of Companies Act, 2013 and the rules made thereunder. The financial statements up to the year ended 31st March 2021 were prepared under the historical cost convention in accordance with the Accounting Standards notified under section 133 of the Companies Act, 2013 (The Act) read with rule 7 of Companies (Accounts) Rules, 2014 and other provisions of the Act.

These financial statements are the first financial statements of the Company under Ind AS. The date of transition to Ind AS is 1st April 2020. Refer Note 2A for an explanation of how the transition from Indian GAAP (IGAAP) to Ind AS has affected the Company's financial position, financial performance, and the cash flows.

The financial statements are prepared on accrual basis and going concern basis of accounting under historical cost convention in accordance with generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified thereunder, except for certain financial assets liabilities measured at fair value. The accounting policies adopted in the preparation of financial statements are consistent with those of previous year unless otherwise stated.

(ii) Use of Estimates:

The preparation and presentation of financial statements requires the management to make estimates, judgements and assumptions that affect the amounts of assets and liabilities reported as on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as and when the Management becomes aware of the changes in the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which the changes are made and if material, their effects are disclosed in the notes to the financial statements.

Information about significant areas of estimation, uncertainty, and critical judgements in applying accounting policies that may have significant impact on the amounts recognized in the financial statements are as below:

- * Useful lives of property, plant & equipment
- * Measurement of defined benefit obligations
- * Provisions & contingencies

(iii) Property, Plant & Equipment:

All the items of property, plant & equipment are stated at historical cost net of recoverable taxes, less accumulated depreciation, and impairment loss, if any. The cost of an Property, Plant & Equipment comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into its present location and the condition necessary for it to be capable of operating in the manner intended by the management, and also taking into account the initial estimate of any decommissioning obligation, if any, and Borrowing Costs for the assets that necessarily take a substantial period of time to get ready for their intended use. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The estimated useful lives of assets are in accordance with the Schedule II of the Companies Act, 2013.

Gains or losses arising from de-recognition / disposal of a Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss when the asset is derecognized / disposed off.

(iv) Depreciation / Amortization:

The company has charged depreciation on Property, Plant & Equipments on Written Down Value (WDV) method on the basis of useful life / remaining useful life and in the manner as prescribed in, Part C, Schedule II of the Companies Act, 2013. Depreciation on additions/ disposals during the year has been provided on pro-rata basis with reference to the nos. of days utilized.

Depreciation on additions/ disposals during the year has been provided on pro-rata basis. Details of useful life of an asset and its residual value estimated by the management:

Type of Asset	Useful Life as per management's estimate
Factory Building	30 Years
Plant & Machinery *	20 Years
Furnace	15 Years
Electrification	15 Years
Furniture & Fixtures	10 Years
Computers	3 Years
Computer Software	6 Years
Refrigerator	15 Years
EPBX System	15 Years
Air Conditioner	15 Years
Fax Machine	15 Years

Water Filter	15 Years
Mobile & Telephone	15 Years
CCTV System	15 Years
Weighing Scale Machine	15 Years
Motor Cars	8 Years
Motorcycles	10 Years
Windmill Plant & Machinery	22 Years

In none of the case, residual value of an asset is more than five per cent of original cost of the asset.

* For this class of asset, based on internal assessment and independent technical evaluation carried out by chartered engineer, the useful life is estimated to be 20 Years from the date of it put to use, whereas the useful life for the said class of asset as per Schedule II is 15 Years.

(v) Impairment of Assets

At each balance sheet date, the company reviews the carrying amounts of its assets to determine whether there is any indication that those assets suffered any impairment loss. If any such indication exists or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. An impairment loss, if any, is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use.

(vi) Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial Assets

Initial Recognition and Measurement

A financial asset is recognized in the balance sheet when the Company becomes party to the contractual provisions of the instrument. At initial recognition, the company measures a financial asset taking into account transactions cost that are directly attributable to the acquisition or issue of the financial asset.

Subsequent Measurement

(a) Financial Assets measured at Amortised Cost (AC)

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(b) Financial Assets measured at Fair Value through Other Comprehensive Income (FVTOCI)

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

(c) Financial Assets measured at Fair Value Through Profit or Loss (FVTPL)

Financial Assets which are not classified in any of the above categories are measured at FVTPL.

Inventories

Inventories of Raw Materials, Semi-Finished Goods, Finished Goods and Waste & Scrap are stated at cost or net realizable value, whichever is lower. Cost comprises all cost of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the experience of the Company.

Cash and Cash Equivalents

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand, and fixed deposits, that are readily convertible to know amounts of cash, and which are subject to an insignificant risk of change in value.

Cash flows are reported using the indirect method, whereby 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 income or expenses associated with investing or financing cash flows. Cash flows from operating, investing and financing activities of the Company are segregated, accordingly.

Non-Current Investments

Quoted investments being investments in Mutual Funds (not held for sale) are measured at fair value through Other Comprehensive Income.

Unquoted investments being shares of co-operative society (not held for sale) are valued at cost in the absence of any independent market value available for the same. Also, the realizable value of the said shares in co-operative bank is equal to its face value only whenever the same gets transferred. Hence the same are valued at cost only.

(vii) Provisions, contingent liabilities, and contingent assets:

A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

Contingent liabilities are disclosed by way of notes to the accounts.

Contingent assets are not recognized.

(viii) Revenue Recognition:

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sales of Goods:

Sales are recognised when significant risks and rewards of ownership of goods have been passed to the buyer.

Job work Income:

Revenue is recognised on the basis of completion of services being provided.

Power Generation Income:

Power generation income is recognised on the basis of electrical units generated and eligible for captive consumption or captive consumed or sold as shown in the power generation reports issued by the concerned authorities. Power generation income is booked as the per unit electricity rate, being paid by the company / actually sold by the company.

Interest:

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend:

Dividend Income is recognised when the Company's right to receive the amount has been established.

Insurance Claim:

Receipt of insurance claim booked as income on settlement of claim and right to receive the same is established.

(ix) Retirement Benefits and other employee benefits:

Defined Contribution Plans:

Defined contribution to provident fund is charged to the profit and loss account on accrual basis.

Defined Benefit Plans:

Provision for gratuity liability is provided based on actuarial valuation made at the end of the financial year.

Leave encashment expenditure is charged to profit and loss account at the time of leave encashed and paid, if any. Bonus expenditure is charged to profit and loss account on accrual basis.

(x) Foreign Currency Transactions:

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Exchange difference arising on settlement of transactions is recognised as income or expense in the year in which they arise.

Monetary assets and liabilities related to foreign currency transactions outstanding at the balance sheet date are translated at the exchange rate prevailing on that date and the net gain or loss is recognized in the profit and loss account.

Foreign currency translation differences relating to liabilities incurred for purchasing of fixed assets from foreign countries are adjusted in the carrying cost of fixed asset for differences up to the year-end in the year of acquisition, whereas differences

arising thereafter to be recognized in the profit and loss account. All other foreign currency gain or losses are recognized in the profit and loss account.

(xi) Leasing:

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Lease disclosures (entity as a lessee)

Transition:

Effective from 1st April 2020, the Company adopted Ind AS 116 "Leases", applied to material contracts having lease component existing on the transition date using the modified retrospective method. Accordingly, comparatives for the year ended 31st March 2020 have not been retrospectively adjusted. The Company has measured the Right of Use Assets (RoU) and Lease Liability based on remaining lease period. On such date, the adoption of new standard resulted in recognition of RoU and Lease Liability of Rs. 0.28 Lacs and 0.36 Lacs respectively. The effect of this adoption is insignificant on the profits of the period and earnings per share. The company measures the lease liability at the present value of the future lease payments that are not paid at the commencement date of the lease.

(xii) Borrowing Cost:

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalised as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Costs incurred in raising funds are amortised equally over the period for which the funds are acquired. All other borrowing costs are charged to profit and loss account.

(xiii) Taxes on Income:

Tax expenses comprise Current Tax and deferred tax charge or credit.

Current Tax:

Provision for current tax is made based on tax liability computed after considering tax allowances and exemptions, in accordance with the provisions of The Income Tax Act, 1961.

Deferred Tax:

Deferred tax assets and liability is recognized, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred

tax assets arising mainly on account of brought forward losses, unabsorbed depreciation and minimum alternate tax under tax laws, are recognised, only if there is a virtual certainty of its realisation, supported by convincing evidence. At each Balance Sheet date, the carrying amount of deferred tax assets are reviewed to reassure realisation. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

(xiv) Earnings/(Loss) per Share

Basic earnings/(loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders by the weighted average number of equities shares outstanding during the period. The weighted average number of equities shares outstanding during the period are adjusted for any bonus shares issued during the year and after the balance sheet date but before the date the financial statements are approved by the board of directors.

(xv) Government Grants & Assistance:

This includes cash subsidy being received from State Government and District Industries Centre (DIC) for Property, Plant & Equipments being non-repayable grouped under Capital Reserve transferred to retained earnings on the date of transition.

(xvi) Segment Reporting:

In accordance with Accounting Standard-17 – “Segment Reporting” issued by the Institute of Chartered Accountants of India; the Company has identified its business segment as "Manufacturing of Bearing Rollers & Other Allied Activities". There are no other primary reportable segments applicable to the company. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

(xvii) De-recognition:

The Company derecognizes a Financial Asset when the contractual rights to the cash flows from the Financial Asset expire or it transfers the Financial Asset, and the transfer qualifies for de-recognition under Ind AS 109. A Financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

(xviii) Offsetting:

Financial Assets and Financial Liabilities are offset, and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2A. TRANSITION TO IND AS

These are the company's first standalone financial statements in accordance with Ind AS.

The accounting policies as set out in Note 2 have been applied in preparing the financial statements for the year ended 31st March, 2022, the comparative information presented in these financial statements for the year ended 31st March, 2021 and in the preparation of opening Ind AS balance sheet as at 1st April, 2020 (the Company's date of transition).

In preparing its opening Ind AS Balance Sheet, the Company has adjusted amounts reported previously in the financial statements prepared in accordance with the accounting

standards notified under Companies (Accounting Standards) Rules, 2006 (as amended) and other relevant provisions of the Act (Indian GAAP or previous GAAP). An explanation of how the transition from previous GAAP to Ind AS has affected the company's financial position, financial performance and cash flows is set out as below:

Exceptions and Exemptions applied

Estimates:

Ind AS estimates on the date of transition are consistent with the estimates as at the same date made in conformity with previous GAAP.

Classification and measurement of financial assets:

The company has assessed classification and measurement of financial assets based on facts and circumstances prevalent on the date of transition to Ind AS.

Deemed Cost:

The Company has elected to continue with the carrying value of all of its property, plant & equipment recognized as at 1st April, 2020 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant & equipment.

Designation of previously recognised financial instruments:

The Company has classified investment in mutual funds at fair value through other comprehensive income.

Reconciliation of Other Equity:

Particulars	Note No.	(Amt. In Rs.)	
		31st March, 2021	1st April, 2020
Reserves & Surplus as per IGAAP		765.80	725.96
Add: Measurement of Borrowings Cost at Effective Interest Rate in Retained Earnings	1	0.76	1.32
Add/(Less): Measurement of Investments in mutual funds at Fair Value through Other Comprehensive Income	2	32.54	(5.41)
Add / (Less): Effect of Right of Use Assets / Lease liability	3	(0.14)	(0.09)
Add / (Less): Tax Adjustments	4	(0.21)	(0.37)
Other Equity as per Ind AS		798.75	721.41

Reconciliation of Total Comprehensive Income:

Particulars	Note No.	(Amt. In Rs.)
		31st March, 2021
Profit after Tax as per IGAAP		39.84
Add: Measurement of Borrowings Cost at Effective Interest Rate in Retained Earnings	1	(0.56)
Add / (Less): Measurement of Investments in mutual funds at Fair Value through OCI	2	37.95
Add / (Less): Effect of Right of Use Assets / Lease liability	3	(0.05)
Add / (Less): Tax Adjustments	4	0.16
Total Comprehensive Income after Ind AS Adjustment		77.34

Notes:

- 1) Borrowing cost measured applying effective interest rate method as described in Ind AS 109. The cost related to the period prior to 1st April, 2020 has been adjusted to the retained earnings and the cost related to the period thereafter has been debited to the statement of profit and loss of respective periods.
- 2) Under Ind AS, investments in mutual funds are shown at fair value through other comprehensive income, which were shown at cost under previous IGAAP.
- 3) On the date of transition, i.e. 1st April, 2020, the Company has measured the Right of Use Assets (RoU) and Lease Liability based on remaining lease period. On such date, the adoption of new standard resulted in recognition of RoU and Lease Liability of Rs. 0.28 Lacs and 0.36 Lacs respectively. Difference between the same has been recognised in other equity.
- 4) Above Ind AS adjustments resulted into Deferred Tax adjustments, effect of which duly given in respective periods.

As per our report of even date attached
For SVK & ASSOCIATES
 Chartered Accountants
 Firm Reg. No. 118564W

On behalf of the Board of Directors
FOR, VISHAL BEARINGS LTD.

CA. Sameer S. Chandarana
 Partner
 M. No. 609340

D. G. Changela
 Managing Director
 DIN: 00247302

H. G. Changela
 Whole Time Director
 DIN: 00247292

Place: Rajkot
Date: 30th May, 2022
UDIN: 22609340AJYALV8562

V. V. Changela
 Chief Financial Officer
Date: 29.08.2022

K. V. Savaliya
 Company Secretary
Place: Shapar, Rajkot

Note-3 PROPERTY, PLANT & EQUIPMENTS:
(in Lacs)

Particulars	GROSS BLOK			DEPRECIATION				NET BLOK		
	Balance 01.4.21	Addition	Disposal	Balance 31.3.22	Balance 01.4.21	For the Year	Disposal	Balance 31.3.22	Balance 31.3.22	Balance 31.3.21
I TANGIBLE ASSETS										
Lands	19.25	-	-	19.25	-	-	-	19.25	19.25	19.25
Factory Building	704.17	3.57	-	707.75	271.66	45.40	-	313.09	394.66	432.51
Plant & Machineries										
Machinery	3422.14	120.36	-	3542.50	1893.65	280.16	-	2173.81	1368.69	1528.49
Furnace	15.71	-	-	15.71	13.54	0.40	-	13.93	1.77	2.17
Electric Attend, System	2.46	-	-	2.46	1.44	0.19	-	1.63	0.84	1.02
Electrification	35.94	-	-	35.94	30.03	1.09	-	31.12	4.82	5.91
Refrigerator	0.59	-	-	0.59	0.37	0.09	-	0.46	0.13	0.22
Mobile & Telephone	5.07	0.35	-	5.43	3.26	0.36	-	3.62	1.80	1.81
Air Conditioner	14.43	1.33	-	15.76	8.05	2.56	-	10.60	5.16	6.38
Water Filter	0.94	-	-	-	0.82	0.28	-	0.85	0.10	0.12
CCTV System	18.94	-	-	18.94	11.16	1.42	-	12.58	6.37	7.78
Weighing Scale	1.80	-	-	1.80	1.10	0.13	-	1.22	0.58	0.70
Furniture & Fixtures	25.33	3.26	-	28.59	16.41	2.46	-	18.86	9.73	8.93
Computers & Software	49.52	1.29	-	53.97	37.03	7.63	-	44.66	9.31	12.49
Vehicles										
Motor Cars	136.08	14.30	12.72	137.65	101.52	25.46	3.34	109.79	293.20	34.55
Motorcycles	1.41	-	-	1.41	1.33	0.06	-	1.34	1.94	0.08
Office Equipment	0.94	0.38	-	1.32	0.45	0.13	-	0.58	0.74	0.49
Windmill Plant & Machinery	129.30	-	-	129.30	98.06	3.84	-	101.90	27.40	31.25
Right of Use Leasehold Land						0.03				
TOTAL - TANGIBLE ASSETS	4584.05	144.83	12.72	4719.32	2489.88	367.43	3.34	2840.03	2146.49	2094.16
Previous year Total	4234.06	349.98	-	4584.05	2124.448	365.40	-	2489.88	2094.16	2109.58
II Intangible Assets										
Assets	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Previous year	-	-	-	-	-	-	-	-	-	-
III CAPITAL WORK IN PROGRESS										
Factory Building - New Construction	3.57	-	-	3.57	-	-	-	3.57	-	-
Total	3.57	-	-	3.57	-	-	-	3.57	-	-
GRAND TOTAL	4587.61	144.83	16.29	4719.32	2489.88	367.43	3.34	2840.03	2146.49	2097.73
GRAND TOTAL PREVIOUS YEAR	4234.06	353.55	-	4587.61	2124.48	365.40	-	2489.88	2097.73	2109.58

For Capital Work-in Progress, following aging schedule shall be given:
CWIP Aging schedule

CWIP	Aging in CWIP for a period of FY 2020-21				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Project in Progress	3.57	-	-	-	3.57

(All amounts are in Indian rupees lakhs, except share data and where otherwise stated)

PARTICULARS	31-03-2022 Rupees	31-03-2021 Rupees
4 NON-CURRENT INVESTMENT:		
Unquoted: (Measured at Cost)		
SHARES OF CO-OPERATIVE SOCIETY	0.38	0.38
Quoted: (Measured At Fair Market Value through OCI)		
MUTUAL FUNDS	381.58	209.85
TOTAL	3,81,95,517	2,10,23,010
5 DEFERRED TAX ASSETS (NET)		
Deferred Tax Liabilities		
Related to Property, Plant & Equipments	58.44	63.65
Related to Processing Charges (EIR)	0.08	0.21
(a)	58.52	63.86
Deferred Tax Assets		
Related to Property, Plant & Equipments	-	-
Related to statutory dues	-	-
(b)	-	-
Total	(58.21)	(63.86)
6 LONG TERM LOANS AND ADVANCES		
(Unsecured and considered good as certified by the management)		
Security Deposits	53.21	53.13
Total	53.21	53.13
7 OTHER NON-CURRENT ASSETS		
(Unsecured and considered good as certified by the management)		
Unamortized Expenses	0.02	0.45
Total	0.02	0.45
8 INVENTORIES		
(As taken, valued & certified by the management)		
(a) Raw Materials	2867.72	849.42
(b) Semi Finished Goods	937.93	1041.05
(c) Others - Waste & Scrap	5.38	10.06
Total	3811.03	1900.53
9 TRADE RECEIVABLES		
Unsecured, considered good: (Refer Note no 47(a))	2104.94	1268.49
Total	2104.94	1268.49
10 CASH AND CASH EQUIVALENTS		
(i) Cash and Cash Equivalents:		
Cash on hand	7.58	7.00

	(a)	7.58	7.00
(ii) Bank Balances other than Cash and Cash Equivalents:			
(a) Balance with banks		27.32	183.64
(b) Earmarked balances with banks		0.61	0.10
	(b)	27.93	183.74
Total		35.51	190.74
11 SHORT TERM LOANS AND ADVANCES (Unsecured and considered good as certified by the management)			
(a) Balances with Revenue Authorities		312.35	183.03
(b) Advance to Suppliers & Others		456.81	52.30
(c) Prepaid Expenses		13.36	6.61
Total		782.52	241.94
12 OTHER CURRENT ASSETS Advance Recoverable in cash or in kind or for value to be received (Considered Good)			
- Income Receivable		0.71	3.50
- Unamortized Expenses (Processing Fees)		0.28	0.31
Total		0.99	3.81

PARTICULARS	As At		As At	
	31-March-22 No.	31-March-22 Amt	31-March-21 No.	31-March-21 Amt
13 SHARE CAPITAL				
(a) Authorized: Equity Shares of Rs. 10/- Each (Rs. 10/- Each)	1,20,00,000	12,00,00,000	1,20,00,000	12,00,00,000
TOTAL	1,20,00,000	12,00,00,000	1,20,00,000	12,00,00,000
(b) Issued, Subscribed & Fully Paid: Equity Shares of Rs. 10/- Each (Rs. 10/- Each)	1,07,91,000	10,79,10,000	1,07,91,000	10,79,10,000
TOTAL	1,07,91,000	10,79,10,000	1,07,91,000	10,79,10,000

Reconciliation of Number of Shares outstanding at the beginning and at the end of the reporting period

	As At		As At	
	31-March-22 No.	31-March-22 Amt	31-March-22 No.	31-March-22 Amt
Equity Shares: Shares outstanding at the	1,07,91,000	10,79,10,000	1,07,91,000	10,79,10,000

beginning of the year				
Shares issued during the period	-	-	-	-
Shares bought back during the year	-	-	-	-
Sub-division of Shares	-	-	-	-
Shares outstanding at the end of the year	1,07,91,000	10,79,10,000	1,07,91,000	10,79,10,000

(iii) Terms/rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Sr. No.	Name of the Promoter	at the beginning		at the end		During the year	
		No. of shares held	% Of shares held	No. of shares Held	% Of shares held	No. of shares transferred /gifted /Issued if any	% Of change in the shareholding if any
1	HIRALAL GORDHANDAS CHANGELA	1215000	11.26	1221100	11.32	6100	0.06
2	JAYSHARIBEN HIRALAL CHANGELA	299250	2.77	307283	2.85	8033	0.07
3	DIVYESHKUMAR HIRALAL CHANGELA	245070	2.27	249710	2.31	4640	0.04
4	RINKUBEN DIVYESHKUMAR CHANGELA	369000	3.41	373500	3.46	4500	0.04
5	PRANSHU DIVYESH CHANGELA	0.00000	0.00	2000	0.02	2000	0.02
6	VRAJLAL GORDHANDAS CHANGELA	1194750	11.07	1194750	11.07	-	-
7	JYOTIBEN VIRAJLAL CHANGELA	299250	2.77	299250	2.77	-	-
8	VISHAL	365400	3.39	365400	3.39		

	VRAJLAL CHANGELA					-	-
9	PUNARVA VISHAL CHANGELA	27000	0.25	27000	0.25	-	-
10	VIJAY VRAJLAL CHANGELA	194355	1.80	204355	1.89	10000	0.93
11	PRIYA VIJAY CHANGELA	27000	0.25	27000	0.25	-	-
12	DILIPKUMAR GORDHANDAS CHANGELA	1208250	11.20	1208250	11.20	-	-
13	RASILABEN DILIPKUMAR CHANGELA	299250	2.77	299250	2.77	-	-
14	CHANGELA DARSHIT DILIPKUMAR	442755	4.10	443740	4.11	985	0.00913
15	YESHA DARSHIT CHANGELA	211500	1.96	211500	1.96	-	-
16	GIRISHKUMAR GORDHANBHAI CHANGELA	391500	3.63	391500	3.63	-	-
17	CHANGELA JAYANA GIRISHKUMAR	391500	3.63	391500	3.63	-	-
18	PRASHANT GIRISHBHAI CHANGELA	210195	1.95	210195	1.95	-	-
19	RAJAN GIRISHBHAI CHANGELA	206820	1.92	206820	1.92	-	-

Shareholders holding more than 5% Shares: Names of Shareholders:	As at 31.03.2022		As at 31.03.2021	
	No. of Shares held	% Of Holding	No. of Shares held	% Of Holding
1 Hiralal G. Changela	12,21,100	11.32%	1,215,000	11.26%
2 Dilipkumar G. Changela	12,08,250	11.20%	1,208,250	11.20%
3 Vrajlal G. Changela	11,94,750	11.07%	1,194,750	11.07%

Shares issued other than cash, bonus issue and shares bought back				
Equity Shares:	2021-2022	2020-2021	2019-2020	2018-19
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil	Nil	4,796,000
Shares bought back	Nil	Nil	Nil	Nil

Preference Shares:

Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil

Unpaid Calls	2021-2022	2020-2021	2019-2020	2018-2019
By Director	Nil	Nil	Nil	Nil
By Others	Nil	Nil	Nil	Nil

Particulars	As at 31-03-2022 Rupees	As at 31-03-2021 Rupees
14 OTHER EQUITY		
(a) Other Reserves		
- General Reserve	54.55	54.55
(a)	54.55	54.55
(b) Balance in Statement of Profit and Loss Account		
Opening Balance	729.99	652.66
Less: Interim Dividend	53.96	-
Add: Profit for the year	723.42	77.33
Closing Balance	1399.45	729.99
(c) Retained Earnings	14.21	14.21
Total	1468.21	798.75
15 LONG TERM BORROWINGS		
(a) Term Loans:		
Secured Loan:		
- From banks	156.74	380.49
- From Financial Institutions	152.08	-
(a)	3,08,81,496	38,048,580
(b) Loans and Advances from Related Parties:		
Unsecured:		
- From Directors	456.15	461.35
- From Relatives	1451.53	1446.53
- From Others	152.33	152.64
(b)	2368.73	2441.00
Total	2368.73	2441.00

Notes:

Secured Loans:

Term Loans from Banks

Secured by first and exclusive charge on all existing & Future receivables/ current assets / movable assets / movable fixed assets in the name of the company, Registered Equitable Mortgage of factory land & building, for WCTL under ECLGS-Second charge on above, and Personal guarantee of Directors and relative of Directors. Rate of Interest of Term Loan ranges from 8.25% to 9.80% p.a. subject to change from time to time and repayable within 1 to 4 Years from the balance sheet date.

Unsecured Loans from Directors

Unsecured Loans from directors and relatives are long term in nature, taken to comply with bank stipulation in respect of secured borrowings and as per management explanation, generally not repayable within one year from the balance sheet date. Rate of Interest @ 9% P.a. (6% P.a)

16 SHORT TERM BORROWINGS

Secured:

Working Capital Facilities from Bank
Current Maturities of Long-Term
Borrowing

	1740.16	461.20
	294.65	233.50
Total	2034.81	694.70

Notes:

Working Capital Facilities from Banks:

Secured by first and exclusive charge on all existing & Future receivables/ current assets / movable assets / movable fixed assets in the name of the company, Registered Equitable Mortgage of factory land & building, for WCTL under ECLGS-Second charge on above, and Personal guarantee of Directors and relative of Directors. Rate of Interest at 8.25% p.a. subject to change from time to time.

17 TRADE PAYABLES

Trade payables (Dues to Micro, Small & Medium Enterprise)
Trade payables (Others)
(Refer Note 47(b))

	-	-
	1935.80	751.92
Total	1935.80	751.92

18 OTHER FINANCIAL LIABILITIES

Interest Accrued but not Due on Borrowings

	9.29	2.95
Total	9.29	2.95

19 PROVISIONS

Provision for unpaid expenses

	46.97	45.90
Total	46.97	45.90

20 EMPLOYEE BENEFIT OBLIGATIONS

Provision for employee benefits

	11.17	9.02
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	Total	11.17	9.02
21 CURRENT TAX LIABILITIES			
Provision for current income-tax		270.00	17.74
	Total	270.00	17.74
22 OTHER CURRENT LIABILITIES			
Advances Received from Customers		-	1.17
Statutory Liabilities		33.82	60.74
Unpaid Dividend		0.07	0.07
	Total	33.88	61.97
23 REVENUE FROM OPERATION			
Sale of Products		10811.88	5745.84
Sale of Services		-	-
Other Operating Revenues		5.55	25.54
		10817.44	5771.37
Less: Discount & Rate Difference		-	-
	Total	10817.44	5771.37
24 OTHER INCOME			
Interest Income		8.55	2.69
Insurance Claim Received		3.26	-
Foreign Exchange Rate Difference		84.60	28.89
Profit on Sale of Fixed Assets		3.34	-
Duty Drawback on Export Sales		0.42	0.19
Sundry Creditor Written Bank/Misc Income		0.09	1.27
Rodtep Income		0.16	-
Commission Income		-	0.96
	Total	100.42	34.10
25 COST OF RAW MATERIAL AND STORES CONSUMED			
Opening Stock		849.42	1399.96
Add: Purchases		8583.61	3033.65
		9433.03	4433.61
Less: Closing Stock		2867.72	849.42
	Total	6565.31	3584.20
26 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS & STOCK-IN-TRADE			
Opening Stock			
Semi-Finished Goods		1041.05	1000.86
Scrap/Wastage		10.06	12.85
		1051.11	1013.71
Less: Closing stock			
Semi-Finished Goods		937.93	1041.05
Scrap/Wastage		5.38	10.06
		943.31	1051.11

	Total	107.79	(37.40)
27 EMPLOYEE BENEFITS EXPENSES			
Salary, Wages and Bonus (Including directors' remuneration)		1158.83	747.41
Contribution to PF & Gratuity Fund		11.93	11.96
Staff Welfare Expenses		23.85	16.98
Total	Total	1194.61	776.35
28 FINANCIAL COSTS			
Interest Expenses		302.12	243.71
Other Borrowing Costs		2.11	4.89
Loan Processing Fees (Ind AS)		0.46	0.56
Interest Component on Lease (Ind As)		0.03	0.03
Total	Total	304.72	249.19
29 OTHER EXPENSES			
(a) Manufacturing & Operating Costs			
Consumption of Electric, Power and Fuel		397.54	291.62
Machinery Repairs & Maintenance		174.16	98.56
Other Manufacturing & Operating Exp'.		771.77	370.80
(a)	(a)	1343.47	760.99
(b) Sales & Distribution Expenses			
Advertisement Expenses		0.45	0.58
Travelling Expenses		0.63	0.21
Outward Transportation Exp'. (Godown Rent)		1.50	-
Rent, Rates & Taxes		0.60	0.47
(b)	(b)	3.18	1.26
(c) General & Administrative Expenses			
Audit Fees		2.25	0.65
Legal & Professional Expenses		9.01	8.63
Insurance		7.92	7.06
Other General & Administration Expenses		70.77	27.28
(c)	(c)	89.96	43.62
Total	Total	1436.61	805.86
30 Earnings per Share (EPS)			
Profit after tax for calculation of		723.42	77.33
(a) Basic and Diluted EPS			
Weighted average number of		107.91	107.91
(b) equities shares outstanding for calculating EPS			
(c) Basic and Diluted EPS		6.70	0.72
31 Contingent Liabilities and Commitments (to the extent not provided for)			

Contingent Liabilities		
(a) Disputed Liability in Appeal (Contingent liabilities as disclosed above are as 100% paid. Hence, now there are no more in contingent nature as per certification of the management)	6.82	-
32 Value of imports calculated on CIF basis by the company during financial year in respect of:		
Raw materials & Parts	4697.84	1593.99
Capital Goods / Parts for machinery	17.74	216.38
33 Earnings & Expenditure in foreign currency		
Earnings		
- Export Sales	27.22	6.91
Expenditures		
- Travelling Expenses	-	-
34 Imported and Indigenous Material Consumed		
i. Total value of imported raw materials, spare parts and components consumed during the financial year	3319.68	2319.25
ii. Total value of all indigenous raw materials, spare parts and components similarly consumed	3245.63	1264.94
iii. Total value of imported and indigenous raw materials, spare parts consumed during the financial year	6565.31	3584.20
iv. Imported raw materials and spare parts consumed in %	50.56%	64.71%
v. Indigenous raw materials and spare parts consumed in %	49.44%	35.29%
35 Payment to Auditors (without GST)		
Audit Fees	2.25	0.65
36 Details of raw materials consumed (In Rupees)		
Steel Coil, Consumable Stores & Packing Material	6565.31	3584.20
37 Details of Manufactured Goods (In Rupees)		
Product	Bearing Rollers & Scrap	
Opening Stock	10.06	12.85
Closing Stock	5.38	10.06

Sales	10811.88	5745.84
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38 In the opinion of the Board and to the best of its knowledge and belief, the value on realisation of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

39 In the opinion of the Board and to the best of its knowledge and belief, all other contractual liabilities connected with business operations of the Company have been appropriately provided for.

40 Gratuity Benefits

The Company has defined benefit gratuity plan. Every employee who has completed five years or more of services gets a gratuity on departure at 15 days salary (Last drawn salary) for each completed year of service.

The following table summarizes the component of net benefit expenses recognized in Statement of Profit & Loss. Gratuity Obligation as at year end as per Actuarial Valuation Report.

Particulars	2021-2022	2020-2021
Opening defined benefit obligation	0.90	1.10
Adjustment during the year (Net)	(0.03)	(0.20)
Closed Defined benefit obligation	0.87	0.90

41 Previous year's figure has been reworked, regrouped, rearranged, and reclassified wherever necessary. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

42 Balances of Trade Payables, Unsecured Loans, Advances Received, Other Payables, Provisions, Trade Receivables, Long Term and Short-Term Loans & Advances, Other Current and Other Non-Current Assets are subject to the confirmation of the parties concerned. Wherever confirmation of the parties for the amounts due to them / amounts due from them as per books of accounts are not received, necessary adjustments, if any, will be made when the accounts are reconciled / settled.

43 Related Party Disclosure

(i) List of Related Parties, with whom transactions are done and their respective Relationship

Name of Related party

Relationship

Key Management Personnel (KMP)

DILIPKUMAR G. CHANGELA	Managing Director
VRAJLAL G. CHANGELA	Whole Time Director
HIRALAL G. CHANGELA	Whole Time Director
VISHAL V. CHANGELA	Chief Financial Officer
KETANKUMAR V. SAVALIYA	Company Secretary
NITESHKUMAR J. PATEL	Independent Director
AMEE K. DADHANIA	Independent Director
KISHAN R. SUREJA	Independent Director

Relatives of KMP

RASILABEN DILIPKUMAR CHANGELA
 CHANGELA DARSHIT DILIPKUMAR
 YESHA DARSHIT CHANGELA
 JYOTIBEN VIRAJLAL CHANGELA
 VISHAL VRAJLAL CHANGELA
 PUNARVA VISHAL CHANGELA
 VIJAY VRAJLAL CHANGELA
 PRIYA VIJAY CHANGELA
 JAYSHARIBEN HIRALAL CHANGELA
 DIVYESHKUMAR HIRALAL CHANGELA
 RINKUBEN DIVYESHKUMAR CHANGELA
 PRANSHU DIVYESH CHANGELA
 GIRISHKUMAR GORDHANBHAI
 CHANGELA
 MANJULABEN JAYANTILAL MARVANIA
 HANSABEN GOPALDAS PATEL

Companies/Entities owned/significantly influenced by directors & their relatives

Virdeep Engineering Pvt. Ltd.
 Virdeep Bearings Rollers LLP
 Vijay Petroleum Co.

(ii) Disclosure of Transactions with Related Parties

Particulars	Remuneration (R) / Salary (S) / Bonus (B) / Sitting Fees (SF) / Leave Pay (LP)	Loan Received/Advance received back (Loan Repaid/Advance given)	Interest	Purchases (P) Sales (S) Job Work (JW) Repair & maintenance (RM) and Expenses (E)
2021-2022				
Key Management Personnel				
Dilipkumar G. Changela	27.00 (R)	-	13.29	-
Hiralal G. Changela	27.00 (R)	-	19.21	-
Vrajlal G. Changela	27.00 (R) 25.20 (S)	(5.00)	8.90	-
Vishal V. Changela	1.65(B) 1.71 (LP) 5.00(S)	-	9.00	-
Ketan V. Savaliya	0.15 (B) 0.09 (LP)	-	-	-
Niteshkumar J Patel	0.12 (SF)	-	-	-
Amee K Dadhania	0.12 (SF)	-	-	-
Kishan R Sureja	0.12 (SF)	-	-	-
Relatives of Key Management Personnel				
	25.20 (S)	-	-	-

Darshit D. Changela	1.65 (B)	(5.00)	12.68	-
	1.71 (LP)	-	-	-
	25.20 (S)	-	-	-
Divyeshbhai H. Changela	1.65 (B)	-	6.92	-
	1.71 (LP)	-	-	-
	25.20 (S)	-	-	-
Vijaykumar V. Changela	1.65 (B)	5.00	9.18	-
	1.71 (LP)	-	-	-
Girishkumar G. Changela	-	-	14.05	-
Hansaben G. Dharsandia	-	-	3.96	-
Jayshreeben H. Changela	-	-	13.19	-
Manjulaben J. Marvania	-	-	2.10	-
Jyotiben V. Changela	-	-	8.02	-
Priya V. Changela	-	-	8.63	-
Punarva V. Changela	-	-	8.63	-
Rasilaben D. Changela	-	-	12.68	-
Rinkuben D. Changela	-	-	8.10	-
Yesha Darshit Changela	-	5.00	13.15	-

Associate: (Where Company Exercises Significant influence):

Virdeep Bearings	-	-	-	150.90 (JW)
Rollers LLP	-	-	-	5.95 (P)
	-	-	-	4.43 (RM)
	-	-	-	67.55 (S)
Vijay Petroleum	-	-	-	0.16 (E)
Virdeep Engineering Pvt. Ltd. (Advance for regular business transaction received back	-	54.25	-	-
Virdeep Engineering Pvt. Ltd. (Advance given for regular business transactions)	-	(54.25)	-	-

CLOSING BALANCES:
Key Management Personnel

Dilipkumar G. Changela	1.69 (R)	147.63 Credit	-	-
Hiralal G. Changela	1.69 (R)	213.38 Credit	-	-
Vrajlal G. Changela	1.69 (R)	95.14 Credit	-	-
Vishal V. Changela	1.65 (S)	100.01 Credit	-	-
Ketan V. Savaliya	0.40 (s)	-	-	-

Relatives of Key Management Personnel

Darshit D. Changela	-	138.42 Credit	-	-
Divyeshbhai H. Changela	-	76.84 Credit	-	-
Vijaykumar V. Changela	-	105.73 Credit	-	-
Girishkumar G. Changela	-	156.21 Credit	-	-
Hansaben G. Dharsandia	-	43.99 Credit	-	-
Jayshreeben H. Changela	-	146.54 Credit	-	-
Manjulaben J. Marvania	-	23.30 Credit	-	-
Jyotiben V. Changela	-	89.08 Credit	-	-
Priya V. Changela	-	95.92 Credit	-	-
Punarva V. Changela	-	95.94 Credit	-	-
Rasilaben D. Changela	-	140.93 Credit	-	-

Rinkuben D. Changela	-	89.95 Credit	-	-
Yesha Darshit Changela	-	148.66 Credit	-	-

Associate: (Where Company Exercises Significant influence):

Virdeep Bearings Rollers LLP	-	-	-	41.69 Debit
Vijay Petroleum	-	-	-	0.05 Credit

2020-2021

Nature of transactions	Interest Rupees	Loan Received (Paid) Rupees	Remuneration /Salary /Leave Pay/Bonus Rupees	Purchase/sales/ Job work expense/ job work income
Dilipkumar G. Changela	14.24	4.00	24.75	-
Dilipkumar G. Changela	-	(143.17)	-	-
Hiralal G. Changela	12.81	(11.85)	24.75	-
Vrajlal G. Changela	14.25	10.00	24.75	-
Vrajlal G. Changela	-	(216.18)	-	-
Vishal V. Changela	4.58	34.00	21.68	-
Vishal V. Changela	-	(5.78)	-	-
Rambhoben G. Changela	0.86	0.06	-	-
Rambhoben G. Changela	-	(30.13)	-	-
Darshit D. Changela	-	20.00	21.88	-
Darshit D. Changela	7.94	(11.34)	-	-
Divyeshbhai H. Changela	4.62	(11.34)	21.88	-
Girishkumar G. Changela	9.38	(8.67)	-	-
Hansaben G. Dharsandia	2.64	(2.44)	-	-
Jayshreeben H. Changela	8.80	(8.13)	-	-
Jayshreeben H. Changela	-	-	-	-
Manjulaben J. Marvania	2.05	(13.90)	-	-
Jyotiben V. Changela	6.78	(40.28)	-	-
Vijaykumar V. Changela	4.15	47.00	21.88	-
Vijaykumar V. Changela	-	(7.38)	-	-
Priya Vijay Changela	1.21	78.00	-	-
Priya Vijay Changela	-	(1.12)	-	-
Punarva Vishal Changela	1.21	78.00	-	-
Punarva Vishal Changela	-	(1.12)	-	-
Rasilaben D. Changela	6.75	63.50	-	-
Rasilaben D. Changela	-	33.74	-	-
Rinkuben D. Changela	5.09	10.00	-	-
Rinkuben D. Changela	-	(4.71)	-	-
Yesha Darshit Changela	6.28	64.00	-	-
Yesha Darshit Changela	-	(15.80)	-	-
Virdeep Bearings Rollers LLP	-	-	78.73 (JE)	-
Virdeep Bearings Rollers LLP	-	-	32.56 (S&JI)	-
Vijay Petroleum	-	-	0.22(E)	-

Closing Balances

Particulars		31/03/2021
Dues from company under the same management / entities where KMP and relatives of KMP have significant influence:		
Trade Receivables	Virdeep Bearing Rollers LLP	132.81
	Virdeep Engineering Pvt Ltd	Nil
Trade Payables	Virdeep Bearing Rollers LLP	32.25
Advances to Creditors	Virdeep Bearing Rollers LLP	Nil
	Virdeep Engineering Pvt Ltd	Nil

- 44** There are no dues payable (including interest) by the company as at the end of the year to Micro and Small Enterprises as per Micro, Small & Medium Enterprises Development Act, 2006 and also no interest due and payable for the year on account of delay in making payment during the year. *(As certified by the management of the Company)*

45 Lease Disclosures as per Ind AS 116 "Leases"

Particulars	Amt (Rs. In Lacs)
Right of Use	
Balance as at 1st April, 2020	
Add: Initial Recognition on Transition date i.e. 1st April, 2020	0.28
(Less): Amortisation (Depreciation) on ROU Assets	(0.03)
Balance as at 31st March, 2021	0.25
Add: Additions	-
Less: Amortisation (Depreciation) on ROU Assets	(0.03)
Balance as at 31st March, 2022	0.23
Lease Liabilities	
Balance as at 1st April, 2020	
Add: Initial Recognition on Transition date i.e. 1st April, 2020	0.36
Add: Finance Cost accrued during the period	0.03
Less: Payments of Lease Liabilities	-
Balance as at 31st March, 2021	0.39
Add: Lease liabilities recognized in 21-22	-
Add: Finance Cost accrued during the period	0.03
Less: Payments of Lease Liabilities	-
Balance as at 31st March, 2022	0.42

46 Segment Information

In accordance with Ind AS 108- "Operating Segments", the Company has identified its business segment as "Manufacturing & selling of Bearing Rollers & Allied Activities". There are no other primary reportable segments. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

47

A Ageing of Trade Receivables:

Particulars	Outstanding for following periods from the date of Transactions * (FY 2021-22)				
	Less than 6 Months	6 Months- 1 Year	1-2 Years	2-3 Years	More than 3 years
i) Undisputed Trade Receivables- Considered Good	2089.93	8.46	5.47	-	1.08
ii) Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-
iii) Disputed Trade Receivables- Considered Good	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-

* Here no due date of Payment specified, in that case disclosure made from the date of transactions

Particulars	Outstanding for following periods from the date of Transactions * (FY 2020-21)				
	Less than 6 Months	6 Months- 1 Year	1-2 Years	2-3 Years	More than 3 years
i) Undisputed Trade Receivables- Considered Good	1135.79	32.12	43.79	56.79	0.01
ii) Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-
iii) Disputed Trade Receivables- Considered Good	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-

* Here no due date of Payment specified, in that case disclosure made from the date of transactions

B Ageing of Trade Payables:

Particulars	Outstanding for following periods from the date of transactions* (FY 2021-22)				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	1932.58	3.22	-	-	1935.80
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-

* Here no due date of Payment specified, in that case disclosure made from the date of transactions

Particulars	Outstanding for following periods from the date of transactions* (FY 2021-22)				
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	Total
MSME	-	-	-	-	-
Others	713.22	34.78	3.91	-	751.92
Disputed dues- MSME	-	-	-	-	-

Disputed dues-
Others

* Here no due date of Payment specified, in that case disclosure made from the date of transactions

48 Additional Regulatory Information

A Analytical Ratio:

Sr. No.	Ratio	Numerator	Denominator	31st March 2022	31st March 2021	% Variance (+) Positive (-) Negative	Reason for variance (In case of change exceeding 25%)
1	Current ratio (times)	Current Assets	Current Liabilities	1.55	2.28	-31.84	On account of higher increase in the current liabilities as compared to increase in current assets.
2	Debt equity ratio (times)	Long Term Debt	Shareholder's Equity	0.93	1.30	28.46%	On account of increase in profitability in 21-22 and repayment of long term debt.
3	Debt service coverage ratio (times)	Net Profit before taxes + non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc	Interest & Lease Payments + Principal Repayments	5.65	3.28	72.04%	On account of increase in profitability in 21-22
4	Return on Equity (%)	Net Profits after taxes (Excl. Extra-ordinary item) – Preference Dividend (if any)	Average Shareholder's Equity	32.70%	4.20%	678.59%	On account of increase in profitability in 21-22
5	Inventory turnover ratio (times)	Cost of goods sold OR sales	Average Inventory (Opening + Closing balance / 2)	3.79	2.68	41.58%	On account of Increase in Turnover in 21-22
6	Trader receivable turnover ratio (times)	Net Credit Sales (Gross credit sales minus sales return)	Average Accounts Payable (Opening + Closing balance / 2)	6.39	5.75	11.12%	Increase is due to increase in Purchase value for current year which is in line with increase in turnover.

7	Trade payable turnover ratio (times)	Net Credit Purchases (gross credit purchases minus purchase return)	Average Accounts Payable (Opening + Closing balance / 2)	6.39	5.75	11.12%	Increase is due to increase in Purchase value for current year which is in line with increase in turnover.
8	Net capital turnover ratio (times)	Net Sales (total sales minus sales returns)	Average Working Capital	4.90	2.82	73.61%	Higher turnover achieved in 21-22 without much deployment of average working capital as compared to previous year.
9	Net profit ratio (%)	Net Profit (Excl. Extra-Ordinary Item)	Net Sales	6.69%	1.34%	399.12%	On account of increased turnover and effective cost management.
10	Return on capital employed (%)	Earnings before interest and taxes (Excl. Extra Ordinary Activity)	Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)	25.05%	7.10%	252.96%	On account of increase in profitability in 21-22 as compared increase in capital employed.
11	Return on investment (%)	Return (Earnings before interest and taxes (Excl. Extra Ordinary Activity))	Investment (Avg. of Total Assets)	16.44%	5.21%	215.32%	On account of increase in profitability in 21-22 as compared increase in total assets.
12	Interest service coverage ratio (times)	Earnings before interest and taxes (Excl. Extra Ordinary Activity)	Interest Cost	4.12	1.28	223.18%	On account of increase in profitability in 21-22

- B** As Informed to us by Management, The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property
- C** As Informed to us by Management, The Company has not been declared as a willful defaulter by any lender who has powers to declare a company as a willful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved
- D** As Informed to us by Management, The Company does not have any transactions with struck-off companies.
- E** As Informed to us by Management, The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period
- F** The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- G** The company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities(intermediaries), with the understanding that the intermediary shall;
i. Directly or indirectly lend or invest in other persons or entities identified in any manner

whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
 ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

H The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;
 i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries),
 or
 ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

I As informed to us by the Management, The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

J As informed to us by the management, The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

49 Wherever no vouchers and documentary evidence were made available for our verification, we have relied on the authentication given by management of the company.

50 As certified by the management of the company, the company has generally made all the applicable provisions with respect to the business operations of the company.

51 Figures have been rounded off to nearest lac rupee and have been regrouped, rearranged, and reclassified wherever necessary.

Signature to Notes No. 1 to 50

As per our report of even date attached
For SVK & ASSOCIATES
 Chartered Accountants
 Firm Reg. No. 118564W

On behalf of the Board of Directors
FOR, VISHAL BEARINGS LTD.

CA. Sameer S. Chandarana
 Partner
 M. No. 609340

D. G. Changela
 Managing Director
 DIN: 00247302

H. G. Changela
 Whole Time Director
 DIN: 00247292

Place: Rajkot
Date: 30th May, 2022
UDIN: 22609340AJYALV8562

V. V. Changela
 Chief Financial Officer
Date: 29.08.2022

K. V. Savaliya
 Company Secretary
Place: Shapar, Rajkot

Notice

NOTICE IS HEREBY GIVEN THAT THE 31ST ANNUAL GENERAL MEETING (“AGM”) OF THE MEMBERS OF VISHAL BEARINGS LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 30, 2022, AT 4:00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1) ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31ST MARCH 2022

To receive, consider, approve, and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, along with the Board's Report, the Report of Auditors' thereon and Comments of the Comptroller & Auditor General of India, thereof and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution(s):

“RESOLVED THAT Audited Standalone Financial Statements for the Financial Year ended March 31, 2022, Board's Report, Independent Auditors' Report and are hereby received, considered, approved and adopted.”

2) APPOINTMENT OF SHRI HIRALAL CHANGELA (DIN: 00247292) AS A DIRECTOR LIABLE TO RETIRE BY ROTATION

To appoint a director in place of Shri Hiralal Changela (DIN: 00247292) whole-time director, who retires by rotation and being eligible, offers himself for re-appointment and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution(s):

“RESOLVED THAT Shri Hiralal Changela (DIN: 00247292) whole-time director, be and is hereby re-appointed as Director of the Company liable to retire by rotation.”

SPECIAL BUSINESS:

3) APPOINTMENT OF COST AUDITOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, the Company hereby to appoint M/s. M.C. Bambhroliya & Associates (Mem. No. 33005), who have been appointed by the Board of Directors as the Cost Auditors of the Company, to conduct the audit of the cost records of the Company, for the financial year 2022-2023.”

4) APPOINTMENT OF MR. AMIT PRAVINBHAI NINDRODA (DIN:03489435) AS AN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as Special resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Amit Pravinbhai Nindroda (DIN:03489435), who was appointed as an Additional Independent Director of the Company and has submitted a declaration confirming that he meets the criteria of independence under Section 149(6) of the Act and whose candidature for the office of Director has been recommended by the Nomination and Remuneration Committee and Board of Directors and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as an Independent (non-executive) Director of the Company, to hold office for a term of five years, with effect from Monday, August 29, 2022 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and is /are hereby authorized, singly and/or jointly to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this resolution.”

5) TO APPROVE INCREASE IN REMUNERATION TO MR. DILIPKUMAR CHANGELA (DIN: 00247302), MANAGING DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

“RESOLVED THAT pursuant to provisions of sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities as may be required in this regard and subject to the provisions of the Article of Association of the Company, approval of the Members be and is hereby accorded to increase a remuneration from ₹.27,00,000/- (Rupees Twenty-Seven Lacs Only) to ₹.36,00,000 (Rupees Thirty-Six Lacs Only) per annum to Mr. Dilipkumar Changela (DIN: 00247302), Managing Director of the Company on following terms and conditions from October 01, 2022, for a period of 3 (three) years.

Particulars	Amount
Term	: 3 (three) w.e.f. October 01, 2022
Basic Salary	: ₹.36,00,000 Per Annum

RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Dilipkumar Changela shall be such amount as may be fixed by the Board from time to time on recommendation of the NRC and Audit Committee but not exceeding ₹ 20 crores at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied/altered/revised within said overall limit, in such manner as may be required during aforesaid period of 3 (three) years.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Managing Director, the Company has no profits or Profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper, or desirable and settle any question, difficulty or doubt that may arise in the said regard.”

6) TO APPROVE INCREASE IN REMUNERATION TO MR. HIRALAL CHANGELA (DIN:00247292) WHOLE TIME DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

“**RESOLVED THAT** pursuant to provisions of sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said act, and such other approvals, permissions and sanctions of such authorities as may be required in this regard and subject to the provisions of the Article of Association of the Company, approval of the Members be and is hereby accorded to increase a remuneration from ₹.27,00,000/- (Rupees Twenty-Seven Lacs Only) to ₹.36,00,000 (Rupees Thirty-Six Lacs Only) per annum to Mr. Hiralal Changela (DIN:00247292), whole-time director of the Company on following terms and conditions from October 01, 2022 for a period of 3 (three) years.

Particulars	Amount
Term	: 3 (three) w.e.f. October 01, 2022
Basic Salary	: ₹.36,00,000 Per Annum

RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Hiralal Changela shall be such amount as may be fixed by the Board from time to time on recommendation of the NRC and Audit Committee but not exceeding ₹ 20 crores at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied/alterd/revised within said overall limit, in such manner as may be required during aforesaid period of 3 (three) years.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Director, the Company has no profits or Profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.”

RESOLVED FURTHER THAT the Board of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper, or desirable and settle any question, difficulty or doubt that may arise in the said regard.”

7) TO APPROVE INCREASE IN REMUNERATION TO MR. VRAJLAL CHANGELA (DIN:00247295) WHOLE TIME DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

“**RESOLVED THAT** pursuant to provisions of sections 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the said act, and such other approvals, permissions and sanctions

of such authorities as may be required in this regard and subject to the provisions of the Article of Association of the Company, approval of the Members be and is hereby accorded to increase a remuneration from ₹.27,00,000/- (Rupees Twenty-Seven Lacs Only) to ₹.36,00,000 (Rupees Thirty-Six Lacs Only) per annum to Mr. Vrajlal Changela (DIN:00247295), whole-time director of the Company on following terms and conditions from October 01, 2022 for a period of 3 (three) years.

Particulars	Amount
Term	: 3 (three) w.e.f. October 01, 2022
Basic Salary	: ₹.36,00,000 Per Annum

RESOLVED FURTHER THAT the overall managerial remuneration payable to Mr. Vrajlal Changela shall be such amount as may be fixed by the Board from time to time on recommendation of the NRC and Audit Committee but not exceeding ₹ 20 crores at any point of time and that the terms and conditions of the aforesaid remuneration payable to the said Managing Director be varied/alterd/revised within said overall limit, in such manner as may be required during aforesaid period of 3 (three) years.

RESOLVED FURTHER THAT where in any Financial Year during the tenure of the said Director, the Company has no profits or Profits are inadequate, the aforesaid remuneration or remuneration as may be approved by the Board of Directors of the Company from time to time shall be paid as minimum remuneration.

RESOLVED FURTHER THAT the Board of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may in their absolute discretion deem necessary, proper, or desirable and settle any question, difficulty or doubt that may arise in the said regard.”

8) TO APPROVE INCREASE IN BORROWING LIMIT FROM ₹ 50 CRORES TO ₹ 100 CRORES OR THE AGGREGATE OF THE PAID-UP CAPITAL AND FREE RESERVES OF THE COMPANY, WHICHEVER IS HIGHER

To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

“**RESOLVED THAT** in supersession of the resolution passed by the shareholders of the Company, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, and the Articles of Association of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) for borrowing, from time to time, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves provided that the total amount so borrowed by the Board shall not at any time exceed ₹ 100 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

9) TO APPROVE, CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS

To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

“RESOLVED THAT in supersession of the resolution passed by shareholders of the Company, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the substantial assets of the Company in certain events in favour of banks/financial institutions, other investing agencies and trustees for the holders of debentures/bonds/other instruments to secure rupee/foreign currency loans and/or the issue of debentures whether partly/fully convertible or non-convertible and/or securities linked to Ordinary Shares and/or rupee/foreign currency convertible bonds and/or foreign currency bonds and/or bonds with share warrants attached (hereinafter collectively referred to as “Loans”) provided that the total amount of Loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premium on pre-payment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of the said Loans for which the charge is to be created, shall not, at any time exceed ₹ 100 crores or the aggregate of the paid up capital and free reserves of the Company, whichever is higher.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

10) AUTHORIZING THE BOARD TO MAKE LOANS TO ANY PERSON OR OTHER BODIES CORPORATE AND/OR GIVE ANY GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH A LOAN TO ANY OTHER BODY CORPORATE OR PERSON; AND/OR ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE SECURITIES OF ANY BODIES CORPORATE UP TO ₹ 100 CRORES

To consider and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

“RESOLVED THAT pursuant to Section 186 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder and subject to such approvals as may be required in this regard, approval of the Members be and is hereby accorded to the Board of Directors of the Company to (a) grant/give loans, from time to time, on such terms and conditions as it may deem expedient, to any person or other bodies corporate; (b) provide guarantee / security to secure any loan / obligations of any other person or bodies corporate; and (c) acquire by way of subscription, purchase or otherwise the securities of any other bodies corporate, in excess of limits prescribed under Section 186 of the Companies Act, 2013 by an aggregate sum of upto ₹ 100 crores (Rupees One Hundred Crores only), notwithstanding that the aggregate of loans and investments so far made and/or guarantees so far issued to entities other than wholly owned subsidiaries of the Company, along with the investments, loans, guarantee or security proposed to be

made or given by the Board may exceed limits prescribed under Section 186 of the Companies Act, 2013."

BY ORDER OF THE BOARD OF DIRECTORS
For Vishal Bearings Limited

Place: Shapar, Rajkot

Date: 29.08.2022

Dilipkumar Changela
Managing Director
DIN: 00247302

Registered Office:

VISHAL BEARINGS LIMITED
Survey No. 22/1, Plot No. 1,
Shapar Main Road, Shapar (Veraval),
Rajkot – 360 024, GUJARAT.
Tel: +91-2827-252273
Email: legal@vishalbearings.com
Website: www.vishalbearings.com

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** Further, a person can act as proxy on behalf of member or members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.
- 2. PROXIES:** The Members/Proxies are requested to bring duly filed in Attendance slip along with the Annual Report at the Annual General Meeting (AGM). Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the AGM.
- 3. BOOK CLOSURE:** The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 23, 2022, to Friday, September 30, 2022 (both days inclusive).
- 4.** The information of Directors proposed to be appointed/re-appointed at the ensuing the AGM in terms of Regulation 36(3) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) issued by the institute of Company Secretaries of India (ICSI) is annexed to the Notice. The Company is in receipt of relevant disclosures/consents from the Directors pertaining to their re-appointment.

5. Annual Report physical copies: Pursuant to the General Circular No. 20/2020 dated 5th May, 2020, Para A (III) considering the current COVID-19 outbreak situation in the country and the difficulties involved in dispatching of Physical copies of Financial statements for the FY 2021-22 (including the Board Report, Auditors Report or other documents required to be attached therewith) such statement shall be sent only by email to the members and all other persons such entitled.

In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. Members may note that the Notice and Annual Report 2021-22 will also be available on the websites of the Stock Exchanges i.e. BSE Limited.

6. Pursuant to Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations, the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on **Friday, September 23, 2022 ("cut-off Date")**.
7. The details Pursuant to the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standards-2 regarding the appointment and re-appointment of Directors are annexed to this notice.
8. Members seeking any information regarding the accounts or any matter to be placed at the AGM are requested to write to the Company on or before September 26, 2022, through email on legal@vishalbearings.com. The same will be replied by the Company suitably.
9. The shareholders who are holding shares in Demat form and have not yet registered their e-mail IDs, are requested to register their e-mail IDs with their Depository Participant at the earliest, to enable the Company to use the same for serving documents to them electronically, hereinafter.
10. **The remote e-voting period will commence at 9.00 a.m. on Tuesday, September 27, 2022, and will end at 5.00 p.m. on Thursday, September 29, 2022.**
11. Members are requested to furnish bank details, email address, change of address etc. to KFin Technologies Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032, India who are the Company's Registrar and Share Transfer Agents to reach them latest, to take note of the same. In respect of members holding shares in electronic mode, the details as would be furnished by the Depositories as at the close of the aforesaid date will be considered by the Company. Hence, members holding shares in Demat mode should update their records at the earliest.
12. The Company has appointed M/s. K. P. Ghelani & Associates, Company Secretaries, Rajkot, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given hereinafter.
13. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting

and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

- 14.** As per Section 72 of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nomination are requested to send their request in Form No: SH-13 (which will be made available on request) to the Company or Registrar and Share Transfer Agent.
- 15.** Investor Grievance Redressal:
The Company has designated an exclusive email id viz. legal@vishalbearings.com to enable Investors to register their complaints, if any.
- 16.** With a view to help us serve the members better, members who hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER

The remote e-voting period begins on Tuesday, September 27, 2022 (09.00 A.M.) to till Thursday, September 29, 2022 (05.00 P.M.). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, September 23, 2022, may cast their vote electronically.

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

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





STEP 1: ACCESS TO NSDL E-VOTING SYSTEM

A) Login method for e-Voting for Individual shareholders holding securities in Demat mode

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their Demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected

	<p>to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period</p>

Important note:

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

HELPEDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE FOR ANY TECHNICAL ISSUES RELATED TO LOGIN THROUGH DEPOSITORY I.E. NSDL AND CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cDSLindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name, and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period Now you are ready for e-Voting as the Voting page opens.
3. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

4. Upon confirmation, the message "Vote cast successfully" will be displayed.
5. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
6. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cskeyurghelani@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories/ company for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to legal@vishalbearings.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to legal@vishalbearings.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (ACT), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL THE MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED UNDER ITEM NO. 2 TO 9 OF THE ACCOMPANYING NOTICE DATED AUGUST 26, 2022:

ITEM NO.02 DIRECTOR RETIRE BY ROTATION

Details of the Directors seeking appointment and re-appointment at the 31st Annual General Meeting of the company as per Regulation 36(3) SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015:

Name of the Director	Mr. Hiralal G. Changela
DIN	00247292
Nature	Re-appointment as Whole-Time Director (Retire by Rotation)
Date of Birth	04-08-1949
Qualification	Bachelor of Commerce (B. Com)
Date of Appointment	11-05-2016
Expertise in Specific Functional Area	Experience of More than 42 Years
Directorship held in another Public Limited Company	NA
No. of Shares Held (As on 31.03.2022)	12,21,100
List of other Companies in which Directorship are held	VIJAY FASTNERS PRIVATE LIMITED
Chairmanship or membership on other companies	NA

ITEM NO.03 APPOINTMENT OF COST AUDITOR

In accordance with the provisions of Section 148 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company is required to appoint Cost Auditors to audit the cost records of the applicable products of the Company relating to the business.

The Board has appointed M/s. M.C. Bambhroliya & Associates (Mem. No. 33005) as the Cost Auditors of the Company for the financial year 2022-23 on a remuneration as decided by Directors of the Company plus applicable tax and out of pocket expenses that may be incurred.

In terms of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the remuneration payable to the Cost Auditors has to be approved/ratified by the shareholders of the Company.

The Board recommends the above ordinary resolution for your approval.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

ITEM NO.04 APPOINTMENT OF MR. AMIT PRAVINBHAI NINDRODA (DIN:03489435) AS INDEPENDENT DIRECTOR OF THE COMPANY

The Board of Directors by passing a resolution as on Monday, August 29, 2022, on the recommendation of the Nomination & Remuneration Committee had appointed Mr. Amit

Pravinbhai Nindroda (DIN: 03489435) as an Additional Independent (non-executive) Director for a term of five years with effect from August 29, 2022 and pursuant to the requirements of the Act, it is proposed to seek approval of the members to appoint Mr. Amit Pravinbhai Nindroda (DIN: 03489435), as an Independent (Non-Executive) Director for a term of five years commencing from Monday, August 29, 2022. Further, Mr. Amit Pravinbhai Nindroda, shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

Brief profile of Mr. Amit Pravinbhai Nindroda:

In the opinion of the Board Mr. Amit Pravinbhai Nindroda, he is a person of integrity, possesses the relevant expertise and experience, fulfils the conditions specified in the said Act and the rules made there under and is independence of the management of the Company and He is not debarred from holding the office of director by virtue of any SEBI order or any other such authority.

Mr. Amit Pravinbhai Nindroda has given a declaration to the Board that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013. In terms of proviso to sub-section (5) of Section 152, the Board of Directors are of the opinion that Mr. Amit Pravinbhai Nindroda fulfils the conditions specified in the Act, for his appointment as an Independent Director.

The Company has also received the consent in writing to act as a Director, and an intimation that he is not disqualified under section 164(2) of the Companies Act, 2013.

The Company has received a notice in writing from a member, pursuant to Section 160(1) of the Companies Act, 2013, proposing the candidature of Mr. Amit Pravinbhai Nindroda for his appointment to the office of Independent Director.

Mr. Amit Pravinbhai Nindroda does not hold any shares/securities in the Company, either in his individual capacity or on a beneficial basis for any other person.

Except Mr. Amit Pravinbhai Nindroda and his relatives, none of the other Directors and Key Managerial Personnel of the Company, or their relatives, are concerned or interested, financially or otherwise in this resolution.

The Board recommends the Ordinary Resolution for approval of the members.

The profile of the Director proposed to be regularized as an Independent Director under the Act is as under:

<u>Name of Director</u>	: <u>Mr. Amit Pravinbhai Nindroda</u>
<u>Director Identification Number (DIN)</u>	: <u>03489435</u>
<u>Date of Birth</u>	: <u>07-07-1980</u>
<u>Date of Appointment</u>	: <u>August 29, 2022</u>
<u>Qualification</u>	: <u>B.com</u>
<u>Expertise in Specific Functional Areas</u>	: <u>Experience of More than 11 Years in Technical Background and business strategy</u>
<u>No. of equity shares held in the Company</u>	: <u>NA</u>
<u>List of Directorships held in other Companies excluding foreign companies</u>	: <u>REXTON RUBBERS PRIVATE LIMITED</u>
<u>Memberships or Chairmanships of Committees of other Companies</u>	: <u>NA</u>
<u>Relationships, if any, between Directors inter se</u>	: <u>There is no relationship with other Directors on the Board.</u>

ITEM NO.05 TO APPROVE INCREASE IN REMUNERATION OF MR. DILIPKUMAR CHANGELA, MANAGING DIRECTOR OF THE COMPANY

Considering the contribution Mr. Dilipkumar Changela, Managing Director of the Company and the progress made by the Company under his leadership and guidance and as per the recommendation of the NRC and Audit Committee, the Board at its Meeting held on Monday, August 29, 2022, approved the revision in the remuneration of Mr. Dilipkumar Changela, Managing Director of the Company for a period of 3 years effective from October 01, 2022, on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of said directors as decided by the Board is required to be approved by the members at their meeting due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits specified in section 197 of the Companies Act, 2013. The members are requested to consider the revision in remuneration of said director of the Company.

Pursuant to Clause (iv) of Section II of the Schedule V of the Companies Act, 2013 the following Statement is given

I. General Information				
Nature of industry	Bearings, rollers manufacturer			
Date or expected date of commencement of commercial production	Company was incorporated on 24 th July 1991			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
Financial performance based on given indicators	Particulars (Rs. In Lakh)	2021-2022	2020-2021	2019-2020
	Revenue	10917.86	5805.47	5268.25
	Profit before Tax	941.39	62.4634	(3.5710)
	Profit after Tax	676.41	39.8351	1.04912
Foreign investments or collaborations, if any	The Company has not entered any material foreign collaboration and no direct capital investment has been made in the Company.			
II. Information about the appointee - Mr. Dilipkumar G. Changela				
Background details	Mr. Dilipkumar G. Changela is the Managing Director of the Company			
Past remuneration	Year 2019-20 Rs. 26,00,833/- per year Year 2020-21 Rs. 24,75,000/- per year Year 2021-22 Rs. 27,00,000/- per year			
Job profile and his suitability	Mr. Dilipkumar plays a major role in providing thought leadership and strategic inputs to the Company in addition to helping shape new business.			

Remuneration proposed	In case of inadequacy of Profits, minimum remuneration as stated hereinabove. The Company intends to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to pass the special resolution in this regard.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to the Mr. Dilipkumar Changela has been benchmarked with the remuneration being drawn by similar positions in same industry and has been considered by the Board of Director of the Company.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel if any	Mr. Dilipkumar Changela has no pecuniary relationship directly and indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.
III. Other information	
<p>The payment of remuneration to Mr. Dilipkumar G. Changela as stated above is subject to the approval of the Members.</p> <p>Except Mr. Dilipkumar G. Changela and his relatives, none of the Director's and key managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out Item no. 5.</p> <p>The Board recommends the resolution for your approval.</p>	
IV. Disclosures:	
<p>The Shareholders of the Company shall be informed of the remuneration package of the managerial person: Details furnished in the resolution.</p> <p>Other Disclosures: Not Applicable.</p>	

ITEM NO.06 TO APPROVE INCREASE IN REMUNERATION OF MR. HIRALAL CHAGELA, WHOLE-TIME DIRECTOR OF THE COMPANY

Considering the contribution Mr. Hiralal Changela, whole-time director of the Company and the progress made by the Company under his leadership and guidance and as per the recommendation of the NRC and Audit Committee, the Board at its Meeting held on Monday, August 29, 2022, approved the revision in the remuneration of Mr. Hiralal Changela, whole-time director of the Company for a period of 3 years effective from October 01, 2022, on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of said directors as decided by the Board is required to be approved by the members at their meeting due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits specified in section 197 of the Companies Act, 2013. The members are requested to consider the revision in remuneration of said director of the Company.

I. General Information				
Nature of industry	Bearings, rollers manufacturer			
Date or expected date of commencement of commercial production	Company was incorporated on 24 th July 1991			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
Financial performance based on given indicators	Particulars (Rs. In Lakh)	2021- 2022	2020- 2021	2019- 2020
	Revenue	10917.86	5805.47	5268.25
	Profit before Tax	941.39	62.4634	(3.5710)
	Profit after Tax	676.41	39.8351	1.04912
Foreign investments or collaborations, if any	The Company has not entered into any material foreign collaboration and no direct capital investment has been made in the Company.			
II. Information about the appointee				
Background details	Mr. Hiralal G. Changela is the whole-time director of the Company			
Past remuneration	Year 2019-20 Rs. 26,00,833 /- per year Year 2020-21 Rs. 24,75,000 /- per year Year 2021-22 Rs. 27,00,000/- per year			
Job profile and his suitability	Mr. Hiralal is providing his learned guidance and mentoring the senior management of our Company to execute and implement future growth strategy.			
Remuneration proposed	In case of inadequacy of Profits, minimum remuneration as stated hereinabove. The Company intends to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to pass the special resolution in this regard.			
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to the Mr. Hiralal Changela has been benchmarked with the remuneration being drawn by similar positions in same industry and has been considered by the Board of Director of the Company.			
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Hiralal Changela has no pecuniary relationship directly and indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.			
III. Other information				
The payment of remuneration to Mr. Hiralal G. Changela as stated above is subject to the approval of the Members.				

Except Mr. Hiralal G. Changela and his relatives, none of the Director's and key managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out Item no. 6.
The Board recommends the resolution for your approval.
IV. Disclosures:
The Shareholders of the Company shall be informed of the remuneration package of the managerial person: Details furnished in the resolution.
Other Disclosures: Not Applicable.

ITEM NO.07 TO APPROVE INCREASE IN REMUNERATION OF MR. VRAJLAL CHAGELA, WHOLE-TIME DIRECTOR OF THE COMPANY

Considering the contribution Mr. Vrajlal Changela, whole-time director of the Company and the progress made by the Company under his leadership and guidance and as per the recommendation of the NRC and Audit Committee, the Board at its Meeting held on Monday, August 29, 2022, approved the revision in the remuneration of Mr. Vrajlal Changela, whole-time director of the Company for a period of 3 years effective from October 01, 2022, on terms and conditions enumerated in the Resolution.

Pursuant to Section 197 read with Schedule V of the Companies Act, 2013, the revised remuneration of said directors as decided by the Board is required to be approved by the members at their meeting due to inadequacy of profits.

It is hereby confirmed that the Company has not committed any default in respect of any of its debts or interest payable thereon for a continuous period of 30 days in the preceding financial year and in the current financial year.

It is submitted that based on the projections, the overall managerial remuneration may exceed the limits specified in section 197 of the Companies Act, 2013. The members are requested to consider the revision in remuneration of said director of the Company.

I. General Information				
Nature of industry	Bearings, rollers manufacturer			
Date or expected date of commencement of commercial production	Company was incorporated on 24 th July 1991			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable			
Financial performance based on given indicators	Particulars (Rs. In Lakh)	2021-2022	2020-2021	2019-2020
	Revenue	10917.86	5805.47	5268.25
	Profit before Tax	941.39	62.4634	(3.5710)
	Profit after Tax	676.41	39.8351	1.04912
Foreign investments or collaborations if any	The Company has not entered any material foreign collaboration and no direct capital investment has been made in the Company.			
II. Information about the appointee				
Background details	Mr. Vrajlal G. Changela is the whole-time			

	director of the Company
Past remuneration	Year 2019-20 Rs. 26,00,833 /- per year Year 2020-21 Rs. 24,75,000 /- per year Year 2021-22 Rs. 27,00,000/- per year
Job profile and his suitability	Mr. Vrajlal Changela is responsible for looking after the business administration and is instrumental for growth of our Company
Remuneration proposed	In case of inadequacy of Profits, minimum remuneration as stated hereinabove. The Company intends to pay double the amount prescribed under Section II of Part II of Schedule V of the Companies Act, 2013 and hence it is proposed to pass the special resolution in this regard.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person in case of expatriates the relevant details would be with respect to the country of his origin)	The remuneration payable to the Mr. Vrajlal Changela has been benchmarked with the remuneration being drawn by similar positions in same industry and has been considered by the Board of Director of the Company.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Vrajlal Changela has no pecuniary relationship directly and indirectly with the Company except to the extent of his remuneration and shareholdings in the Company.
III. Other information	
The payment of remuneration to Mr. Vrajlal G. Changela as stated above is subject to the approval of the Members.	
Except Mr. Vrajlal G. Changela and his relatives, none of the Director's and key managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out Item no. 7.	
The Board recommends the resolution for your approval.	
IV. Disclosures:	
The Shareholders of the Company shall be informed of the remuneration package of the managerial person: Details furnished in the resolution.	
Other Disclosures: Not Applicable.	

ITEM NO.08 INCREASE IN BORROWING LIMIT FROM ₹ 50 CRORES TO ₹ 100 CRORES OR THE AGGREGATE OF THE PAID-UP CAPITAL AND FREE RESERVES OF THE COMPANY, WHICHEVER IS HIGHER

The existing borrowing limit for the Company was approved by the members in their General Meeting held on 10th September 2014, pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013. The current borrowing limit as approved by the shareholders is ₹ 50 crores.

Hence, considering the business plans and the growing fund requirements of the Company, it is proposed to increase the existing borrowing limit of the Company from ₹ 50 crores to ₹ 100 crores. The approval of the members is sought pursuant to Section 180(1)(c) of the Companies Act, 2013 and rules made thereunder.

The Board recommends the above special resolution for your approval.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

ITEM NO.09 CREATION OF CHARGES ON THE MOVABLE AND IMMOVABLE PROPERTIES OF THE COMPANY, BOTH PRESENT AND FUTURE, IN RESPECT OF BORROWINGS

As explained above consequent to increase in the borrowing limits of the Company it would be necessary to revise the approval for creation of charge on properties of the Company given by the members in their General Meeting held on 10th September 2014, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013.

The Board had in its meeting held on Monday, August 29, 2022, accorded consent to create security to secure borrowings up to ₹ 100 crores. Creation of security on the assets of the Company which may mean or include whole or substantially the whole of undertaking of the Company requires consent of shareholders. Accordingly, matter has been put forward for members' approval.

The Board recommends the above special resolution for your approval.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

ITEM NO.10 AUTHORIZING THE BOARD TO MAKE LOANS TO ANY PERSON OR OTHER BODIES CORPORATE AND/OR GIVE ANY GUARANTEE OR PROVIDE SECURITY IN CONNECTION WITH A LOAN TO ANY OTHER BODY CORPORATE OR PERSON; AND/OR ACQUIRE BY WAY OF SUBSCRIPTION, PURCHASE OR OTHERWISE SECURITIES OF ANY BODIES CORPORATE UP TO ₹ 100 CRORES

with a view to facilitate funding of these businesses and also to fund any future expansions/acquisitions by the Company, by way of loans/investments and/or providing guarantees/security(ies) for loans that may be taken by any bodies corporate, your Board had at the meeting held on Monday, August 29, 2022, approved a proposal for seeking Shareholders approval under Section 186 of the Companies Act, 2013 for authorizing the Board to give loans, make investments and/or provide guarantees/security(ies) up to a financial limit of ₹ 100 crores over and above limits available under Section 186 of Act which inter alia provides for limits of higher of 60% of Paid-up Share Capital, Free Reserves and Securities Premium Account or 100% of Free Reserves and Securities Premium Account.

he Board recommends the above special resolution for your approval.

No Director or any of the Key Managerial Personnel of the Company or their relatives are, directly or indirectly, concerned or interested in the Resolution.

VISHAL BEARINGS LIMITED

Regd. Office: Survey No. 22/1, Plot No.1, Shapar Main Road,
Shapar (Veraval), Rajkot, Gujarat-360002, India.
Tel: 2827-252273,

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE registered office of the company

Name of Address of the Shareholder	Sequence No.	:
	Folio No.	:
	DP. ID	:
	Client ID	:

I hereby record my presence at the **31st Annual General meeting** at the Registered office of the Company on **Friday the 30th September, 2022 at 4:00 PM.**

Signature of the Member or Proxy

No. of Shares held

**Form No. MGT-11
PROXY FORM**

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

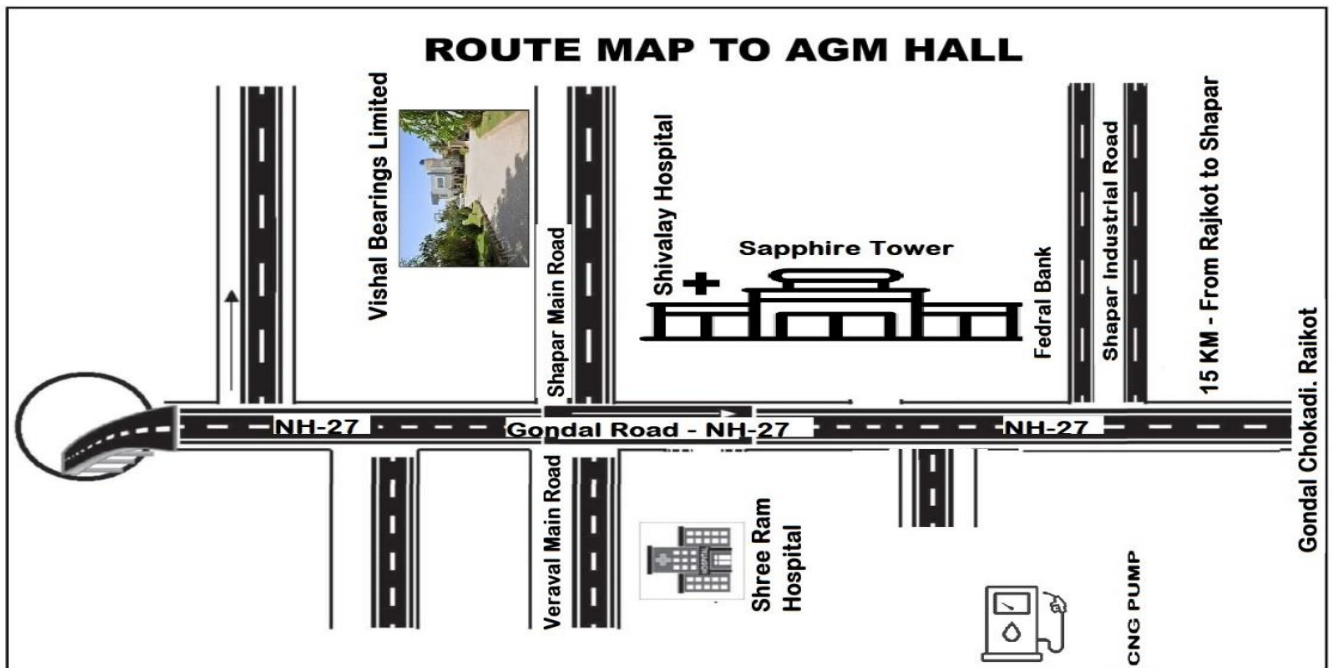
CIN	_____
Name of the Company	_____
Registered Office	_____
Name of the Shareholder	_____
Registered address	_____
E-mail ID	_____
Folio No. / Client ID	_____
DP ID	_____

I/We, being the shareholder(s) of shares of the above-named company, hereby appoint:

1	Name	_____
	Address	_____
	E-mail ID	_____
	Signature	_____

Or falling him or her

2	Name	_____
	Address	_____
	E-mail ID	_____
	Signature	_____



As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **31st Annual General Meeting** of the Company, to be held on **Friday the 30th September, 2022 at 4.00 PM** at the registered office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. (✓)

S.N.	Subject	
1	Adoption of Annual Financial Statements for the FY 2021-2022	
2	Re-appointment of Shri Hiralal Changela, whole-time director retiring by rotation.	
3	Appointment of Cost Auditor of the Company	
4	Appointment of Mr. Amit Pravinbhai Nindroda as an Independent Director	
5	Increase in Remuneration of Mr. Dilipkumar Changela, Managing Director of the Company	
6	Increase in Remuneration of Mr. Hiralal Changela, whole-time director of the Company	
7	Increase in Remuneration of Mr. Vrajlal Changela, whole-time director of the Company	
8	Increase In Borrowing Limit From ₹50 Crores To ₹100 Crores or the Aggregate of The Paid-Up Capital and Free Reserves of The Company, Whichever Is Higher	
9	Creation of charges on the movable and immovable properties of the company, both present and future, in respect of borrowings	
10	Authorizing the Board to make loans to any person or other bodies corporate and/or give any guarantee or provide security in connection with a loan to any other body corporate or person; and/or acquire by way of subscription, purchase or otherwise securities of any bodies corporate up to ₹ 100 crores	

Signed thisday of 2022.

Signature of shareholder:

Signature of Proxy holder(s):

Affix
Revenue
Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Vishal Bearings Limited

(CIN : L29130GJ1991PLC016005)

Regd. Office & Works : Survey No. 22/1, Plot No.1,
Shapar Main Road, Shapar (Veraval), Rajkot,
Gujarat-360 024, India.

Phone : 2827-252273, Fax: 2827-253087

Email : legal@vishalbearings.com

Website : www.vishalbearings.com