

ISO 9001, ISO/TS 16949, ISO 14001, OHSAS 18001 CERTIFIED ORGANISATION

Survey No. 22/1, Plot No 1,2,3 Shapar Village Road, SHAPAR (Veraval) 360 024.

Ta. Kotadasangani, Dist. Rajkot.(Gujarat) India. Tel : +91-2827-252273, 252414

CIN : U29130GJ1991PLC016005

info@vishalbearings.com | www.vishalbearings.com



To,
DEPARTMENT OF CORPORATE SERVICES
Bombay Stock Exchange (SME Platform)
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai-400 001.

Dear Sir/Ma'm,

Sub: Notice of 25th Annual General Meeting of the Company
Ref: Scrip Code: 539398; Scrip ID: VISHALBL

With reference to the above subject, we would like to inform you that the 25th Annual General Meeting of the Company Scheduled to be held on August 24, 2016 at the Registered Office of the Company situated at Survey No. 22/1, Plot No. 1, Shapar Main Road, Shapar (Veraval), Rajkot - 360 024, Gujarat, INDIA. The Notice of the Annual General Meeting is attached here for your records.

Kindly take note of the same.

Thanking You.

Date: August 01, 2016
Place: Shapar (Veraval)

Yours Faithfully,
For VISHAL BEARINGS LIMITED



DILIPKUMAR CHANGELA
Managing Director
DIN: 00247302

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VISHAL BEARINGS LIMITED WILL BE HELD ON WEDNESDAY, AUGUST 24, 2016 AT 4:00 P.M. AT REGISTERED OFFICE OF THE COMPANY

ORDINARY BUSINESS:

1. To receive, consider and adopt the financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet and Statement of Profit & Loss alongwith Cash Flow Statement and Notes to the Accounts for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Hiralal Changela (DIN 00247292), who retires by rotation and being eligible, offers himself for re-appointment.
3. TO APPOINT STATUTORY AUDITOR OF THE COMPANY

To consider, the appointment of statutory Auditor, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 M/s. SVK & Associates, Chartered Accountant (Firm Registration No.118564W) be and hereby are appointed as Statutory Auditors of the Company to hold office from the conclusion of the this Annual General Meeting till conclusion of the next Annual General Meeting, on a remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors."

SPECIAL BUSINESS:

4. APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

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

"RESOLVED THAT pursuant to the provisions of section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions if any, M/s. SVK & Associates, Chartered Accountants, (Firm Registration No. : 118564W) be and hereby are appointed as Statutory Auditors of the Company to fill the Casual Vacancy caused by the resignation of M/s. P. Ghanshyam & Co., Chartered Accountants, (Firm Registration No. : 103153W).

"RESOLVED FURTHER THAT M/s. SVK & Associates, Chartered Accountants, (Firm Registration No.:118564W) be and are hereby appointed as Statutory Auditors of the Company to hold office from 26th May, 2016 until the conclusion of the 25th Annual General Meeting at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company."

By Order of the Board of Directors
For **VISHAL BEARINGS LIMITED**

DILIPKUMAR CHANGELA
Managing Director
DIN: 00247302

Date: 01.08.2016
Place: Shapar (Veraval)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER.

A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER HOLDING 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 PERSON OR MEMBER.

2. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
3. Information regarding appointment / re-appointment of directors and Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of special businesses to be transacted at the Annual General Meeting are annexed hereto.
4. Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, and in terms of the approval given by the Board at the Board Meetings of the Company held on May 26, 2016, the auditors of the Company, M/s. SVK & Associates, Chartered Accountants are eligible to hold the office upto this Annual General Meeting, subject to the approval of members. The appointment of M/s. SVK & Associates, Chartered Accountants as auditors from the conclusion of this annual general meeting till the conclusion of the next annual general meeting along with their remuneration has been put up for the approval of members.
5. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, August 18, 2016 to Wednesday, August 24, 2016, both days inclusive.
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
7. In terms of Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members through e-mail, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.

8. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant or Registrar.
9. 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.
10. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
11. Members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032, Telengana, India, E- mail: vishalbearings.ipo@karvy.com. Members whose shareholding are in electronic mode are requested to approach their respective depository participants for effecting change of address.
12. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date of the Annual General Meeting to enable the Management to keep the required information ready at the meeting.
13. Pursuant to provisions 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 the prescribed Form SH-13 (a copy of which is made available on request) with the Company or share transfer agent.
14. Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend the annual general meeting.
15. Members/Proxies are requested to bring the copies of annual reports and attendance slips to attend the meeting. Attendance Slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
16. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.

17. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
18. Complete particulars of the venue of the Meeting including route map and mark for easy location is enclosed for the convenience of the members. The same has also hosted at the website of the company at <http://www.vishalbearings.com>.
19. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF COMAPANIES ACT, 2013

ITEM NO.4 APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY

M/s. P. Ghanshyam & Co., Chartered Accountants, (Firm Registration No.: 103153W) Rajkot, vide their letter dated May 20, 2016 has resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on May 26, 2016 as per the recommendation of the Audit Committee and pursuant to the provisions of section 139(8) under Companies Act, 2013, appointed M/s. SVK & Associates, Chartered Accountants (Firm Registration No. : 118564W) as the Statutory Auditors to fill the casual vacancy caused due to resignation of M/s. P. Ghanshyam & Co., Chartered Accountants, (Firm Registration No.: 103153W) Rajkot, subject to the approval by the members in 25th Annual General Meeting of the Company, at such remuneration plus out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company. The Company has received consent letter and eligibility certificate from M/s. SVK & Associates, Chartered Accountants, to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in way concerned or interested, financially or otherwise, in the Resolutions at Item No: 4. The Board recommends the Resolution at Item No.: 4 for approval of the Members.

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT

Name of the Director	Mr. Hiralal G. Changela
DIN	00247292
Nature	Re-appointment as Whole-Time Director (Retire by Rotation)
Date of Birth	
Qualification	Bachelor of Commerce (B. Com)
Date of Appointment	11/05/2016
Experience	Experience of more than 20 Years
Directorship Held in other Public Limited Company	NA
No. of Shares Held	518,000
List of other companies in which Directorship are held	VIJAY FASTNERS PRIVATE LIMITED
Chairmanship or membership on other companies	NA

By Order of the Board of Directors
For **VISHAL BEARINGS LIMITED**

DILIPKUMAR CHANGELA
Managing Director
DIN: 00247302

Date: 01.08.2016
Place: Shapar (Veraval)

PROXY FORM

Form No. MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) : _____
 Registered address : _____
 Email Id : _____
 Folio No/ Client Id : _____
 DP ID : _____

I/we, being the member(s) of _____ shares of the Vishal Bearings Limited, hereby appoint:

Name : _____
 Address : _____
 Email Id : _____
 Signature : _____ or failing him

Name : _____
 Address : _____
 Email Id : _____
 Signature : _____ or failing him

Name : _____
 Address : _____
 Email Id : _____
 Signature : _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on Wednesday, August 24, 2016 at Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice.

**AFFIX
REVENUE
STAMP**

Signed this _____ day of _____ 2016

Signature of Shareholder : _____

Signature of Proxy Holder(s) : _____

NOTE: This form 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.

ATTENDANCE SLIP**25TH ANNUAL GENERAL MEETING**

Reg. Folio No./DP Id No./Client Id No.	
Name & Address	
Name(s) of Joint Member(s), if any	
No. of Shares held	

I/We certify that I/We am/are member(s)/Proxy for the member(s) of the Company.

I/We hereby record my/our presence at the 25th Annual General Meeting of the Company on Wednesday, August 24, 2016 at 4:00 PM at the registered office of the Company.

Signature of first Holders/Proxy/Authorised Representative

Signature of Joint Holder(s)

Notes:

1. Please sign this attendance slip and hand it over at the meeting venue.
 2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.
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