

Notice

of 26th Annual General Meeting

VISHAL BEARINGS LIMITED

CIN: L29130GJ1991PLC016005

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

Tel: 2827-252273, Fax: 2827-253087

Email: compliance@vishalbearings.com

Website: www.vishalbearings.com

NOTICE IS HEREBY GIVEN THAT THE 26th ANNUAL GENERAL MEETING OF THE MEMBERS OF VISHAL BEARINGS LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 29, 2017 AT 4:00 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO. 22/1, PLOT NO. 1, SHAPAR MAIN ROAD, SHAPAR (VERAVAL) – 360 024, DIST. RAJKOT, GUJARAT, TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2017 along with Board's Report and Auditors' Report thereon.
2. To appoint a director in place of Mr. Vrajlal Changela, whole-time director (DIN: 00247295), who retire 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, Rajkot (Firm Registration No. 118564W) be and hereby are appointed as Statutory Auditors of the Company to hold office upto the conclusion of 26th Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors."

BY ORDER OF THE BOARD OF DIRECTORS

Sd/-

Dilipkumar Changela
Chairman & Managing Director
DIN:0000000

Place: Shapar (Veraval)

Date: 02.09.2017

Notes:

Vishal Bearings Limited

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. 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. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
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. Pursuant to Regulation 42 of Listing Regulations, Register of Members and the Share Transfer Books of the Company shall remain closed from 24th September, 2017 to 29th September, 2017 (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. 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.
15. 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.
16. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
17. Complete 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>.
18. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.

DETAILS OF THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT

Name of the Director	Mr. Vrajlal G. Changela
DIN	00247295
Nature	Re-appointment as Whole-Time Director (Retire by Rotation)
Date of Birth	16/08/1952
Qualification	Bachelor of Arts (B.A.)
Date of Appointment	11/05/2016
Experience	Experience of more than 35 Years
Directorship Held in other Public Limited Company	NA
No. of Shares Held	647,500
List of other companies in which Directorship are held	VIRDEEP ENGINEERING PRIVATE LIMITED
Chairmanship or membership on other companies	NA

Attendance Slip
of 26th Annual General Meeting

VISHAL BEARINGS LIMITED
CIN: L29130GJ1991PLC016005

26TH 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 26th Annual General Meeting of the Company on Friday, September 29, 2017 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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Proxy Form

of 26th Annual General Meeting

VISHAL BEARINGS LIMITED
CIN: L29130GJ1991PLC016005

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 26th Annual General Meeting of the Company to be held on Friday, September 29, 2017 at Registered Office of the Company and at any adjournment thereof, in respect of such resolutions set out in the AGM Notice.

Signed this _____ day of _____ 2017

AFFIX
REVENUE
STAMP

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.

Vishal Bearings Limited

Route Map

of 26th Annual General Meeting

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