

Notice of 27th Annual General Meeting

VISHAL BEARINGS LIMITED
CIN: L29130GJ1991PLC016005

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

Tel: 2827-252273, Fax: 2827-253087

Email: compliance@vishalbearings.com

Website: www.vishalbearings.com

NOTICE IS HEREBY GIVEN THAT THE 27TH ANNUAL GENERAL MEETING OF THE MEMBERS OF VISHAL BEARINGS LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 22, 2018 AT 4:00 P.M. AT REGISTERED OFFICE OF THE COMPANY 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 March 31, 2018 together with the Reports of the Directors and the Independent Auditors and to pass the following resolution as an ordinary resolution:**

“RESOLVED THAT the audited financial statements including the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss for the year ended on March 31, 2018, Notes and the Cash Flow Statement for the year ended on March 31, 2018, the Reports of Independent Auditors and Directors thereon be and are hereby received and adopted”.

- 2. To confirm the payment of interim dividend as a final Dividend on Equity Shares for the year ended March 31, 2018 and if thought fit to pass with or without modification(s) the following resolution as an ordinary resolution:**

“RESOLVED THAT Directors have declared Interim Dividend of Rs. 0.50/- per equity share of Rs. 10/- payable to members as per the Register of members as applicable aggregating Rs. 29,97,500/- be declared and paid.

RESOLVED FURTHER THAT the Board of Directors have not recommended any final dividend and decided that the interim dividend be treated as final”.

- 3. To appoint a director in place of Mr. Hiralal Changela, Director (DIN 00247292) who retires by rotation and being eligible offers himself for reappointment and to pass the following resolution as an ordinary resolution:**

“RESOLVED THAT Mr. Hiralal Changela, Director (DIN 00247292), who retires by rotation from the Board pursuant to the provisions of Section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company”.

- 4. To consider, the reappointment 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 27th 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”.

“**RESOLVED FURTHER THAT** the Audit Committee and / or Board of Directors be and is hereby authorized to fix their remuneration according to the scope of their services as Statutory Auditors and other permissible assignments, if any, in line with prevailing rules and regulations made in this regard.”

Special Business:

5. To consider, the payment of remuneration to the Managing Director, and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

RESOLVED THAT pursuant to provisions of sections 2(94), 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 to the Companies Act, 2013, subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to increase a remuneration from Rs. 1,500,000/- (Rupees Fifteen Lac only) to Rs. 25,00,000/- (Rupees Twenty-Five Lacs Only) per annum to Mr. Dilipkumar Changela, Managing Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profit in any financial term Mr. Dilipkumar G. Changela, Managing Director shall be paid the same remuneration as stated hereinabove, as minimum remuneration but subject to upper limit any prescribed under schedule V of the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT Mr. Hiralal Changela or Mr. Vrajlal Changela, director of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the aforesaid and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and also to revise the remuneration of Mr. Dilipkumar G. Changela within the limits stipulated in the Companies Act, 2013.”

6. To consider, the payment of remuneration to the Mr. Hiralal Changela, Whole time Director, and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

RESOLVED THAT pursuant to provisions of sections 2(94), 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 to the Companies Act, 2013, subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to increase a remuneration from Rs. 1,500,000/- (Rupees Fifteen Lac only) to Rs. 25,00,000/- (Rupees Twenty-Five Lacs Only) per annum to Mr. Hiralal Changela, whole time Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT on being re-appointed as a director immediately on retirement by rotation, Mr. Hiralal G. Changela, shall continue to hold the office of Whole Time

Director and the reappointment as such director shall not be deemed to constitute a break in her tenure as a Whole Time Director.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profit in any financial term Mr. Hiralal G. Changela, whole time director shall be paid the same remuneration as stated herein above, as minimum remuneration but subject to upper limit any prescribed under schedule V of the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT Mr. Dilipkumar Changela or Mr. Vrajlal Changela, director of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the aforesaid and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and also to revise the remuneration of Mr. Hiralal G. Changela within the limits stipulated in the Companies Act, 2013."

7. To consider, the payment of remuneration to the Mr. Vrajlal Changela, Whole time Director, and if thought fit, to pass with or without modification(s), the following resolution as special resolution:

RESOLVED THAT pursuant to provisions of sections 2(94), 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 to the Companies Act, 2013, subject to the approval of Central Government or other Government authority/agency/board, if any, approval of the Company be and is hereby accorded to increase a remuneration from Rs. 1,500,000/- (Rupees Fifteen Lac only) to Rs. 25,00,000/- (Rupees Twenty-Five Lacs Only) per annum to Mr. Vrajlal Changela, whole time Director of the Company, the details of which are given in the Explanatory Statement annexed hereto.

RESOLVED FURTHER THAT on being re-appointed as a director immediately on retirement by rotation, Mr. Vrajlal G. Changela, shall continue to hold the office of Whole Time Director and the reappointment as such director shall not be deemed to constitute a break in her tenure as a Whole Time Director.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profit in any financial term Mr. Vrajlal G. Changela, whole time director shall be paid the same remuneration as stated hereinabove, as minimum remuneration but subject to upper limit any prescribed under schedule V of the Companies Act, 2013 from time to time.

RESOLVED FURTHER THAT Mr. Hiralal Changela or Mr. Dilipkumar Changela, director of the Company be and is hereby severally authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the aforesaid and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution and also to revise the remuneration of Mr. Vrajlal G. Changela within the limits stipulated in the Companies Act, 2013."

8. To consider, the enhancement of authorized share capital, 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 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the Authorized Share Capital of the Company be and is hereby authorized to be increased from Rs. 100,000,000

(Rupees Ten Crore) divided into 10,000,000 (One Crore) Equity Shares of Rs. 10/- each to Rs. 120,000,000 (Rupees Twelve Crore) divided into 12,000,000 (One Crore Twenty Lacs) Equity Shares of Rs. 10/- each by creation of additional 2,000,000 (Rupees Twenty Lac) Equity Shares of Rs. 10/- each ranking paripassu in all respect with the existing Equity Shares.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

9. To consider, the alteration of Capital clause contained in the Memorandum of Association, 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 13 and 61 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder the consent of the Members be and is hereby accorded for substituting Clause V of the Memorandum of Association of the Company with the following clause.

Clause V "The Authorised Share Capital of the Company is Rs. 120,000,000/- (Rupees Twelve Crore Only) divided into 12,000,000 (One Crore Twenty Lacs) Equity Shares of face value of Rs. 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them in the best interest of the Company."

**BY ORDER OF THE BOARD OF DIRECTORS
For Vishal Bearings Limited**

**Sd/-
Dilipkumar Changela
Managing Director
DIN:00247302**

Place: Shapar, Rajkot

Date: 27.08.2018

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: compliance@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. The statement pursuant to Section 102 of the Companies Act, 2013 in respect to special business is annexed hereto and forms part of this Notice.
3. Members/Proxies are requested to bring duly filled 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.
4. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
5. 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.
6. Pursuant to Regulation 42 of Listing Regulations, Register of Members and the Share Transfer Books of the Company shall remain closed from September 18, 2018 to September 22, 2018 (both days inclusive).
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.

- 12.** 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.
- 13.** 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.
- 14.** 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.
- 15.** 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.
- 16.** 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.
- 17.** 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.
- 18.** Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
- 19.** 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>.
- 20.** For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 5

Mr. Dilipkumar G. Changela is the Director of the Company and has rich experience in the field of Bearing Rollers. The Board in its meeting held on August 27, 2018, has recommended to increase remuneration from Rs. 1,500,000/- to Rs. 25,00,000/- Per annum. In case, the Company has no profits or its profits are inadequate, then the remuneration shall be paid to him with the prior approval of the Central Government or in accordance with the provisions of the Companies Act, 2013 read with Schedule V of the Act.

Following are the details of the annual salary (payable monthly) proposed to be paid to Mr. Dilipkumar Changela, Managing Director: -

Consolidated Salary, Perquisites and Performance Bonus, etc – Rs. 25,00,000/- (Rupees Twenty Five Lac only).

In addition to the above, he shall be entitled to receive the following:

- a) Encashment of leave at the end of tenure.
- b) Provision of car for use on Company's business.
- c) Free landline telephone facility at residence along with free mobile telephone facility.
- d) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

The aforesaid perquisites other than benefits of Leave encashment shall be restricted to the annual salary of Mr. Dilipkumar G. Changela.

Information required under Section II of Part II of Schedule V of the Companies Act, 2013:

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	2016-2017	2015-2016	2014-2015
	Revenue (In Rs.)	3306.13	2314.60	2828.31
	Profit before Tax (In Rs.)	123.45	54.296	249.41
	Profit after Tax (In Rs.)	81.19	34.45	174.00
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. Dilipkumar G. Changela is the Managing Director of the Company			

Past remuneration	Year 2014-15 Rs. 100,000/- per month Year 2015-16 Rs. 125,000/-per month Year 2016-17 Rs. 125,000/-per month
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	
The payment of remuneration to Mr. Dilipkumar G. Changela as stated above is subject to the approval of the Members.	
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.	
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.	

The terms and conditions set out for payment of remuneration specified herein may be altered and varied from time to time by the Board of Directors. The Board is also entitled to revise the salary, perquisites and allowances payable to the said Managing Director of the Company at any time, such that the overall yearly remuneration payable to the said Managing Director shall not exceed the limits specified under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) or any amendment made thereto.

None of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except Mr. Dilipkumar G. Changela.

ITEM NO. 6

The Board of Directors of the Company ("the Board") at their meeting held on August 27, 2018, subject to the approval of the Members to be obtained at this Annual General Meeting. Mr. Hiralal G. Changela is having extensive experience in area of general management and operational aspects of the Company. With the significant growth of operational activities of the Company, it has become necessary for the Company to avail the expertise of Mr. Hiralal G. Changela on regular basis. The Board has recommended to increase remuneration from Rs. 1,500,000/- to Rs. 25,00,000/-Per annum as approved by the Board, subject to the approval of the Members to be obtained at this Meeting are as follow:

Consolidated Salary, Perquisites and Performance Bonus, etc – Rs. 25,00,000/- (Rupees Twenty-Five Lac only).

In addition to the above, he shall be entitled to receive the following:

- a) Encashment of leave at the end of tenure.
- b) Provision of car for use on Company's business.
- c) Free landline telephone facility at residence along with free mobile telephone facility.
- d) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

The aforesaid perquisites other than benefits of Leave encashment shall be restricted to the annual salary of Mr. Hiralal G. Changela.

Information required under Section II of Part II of Schedule V of the Companies Act, 2013:

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	2016-2017	2015-2016	2014-2015
	Revenue (In Rs.)	3306.13	2314.60	2828.31
	Profit before Tax (In Rs.)	123.45	54.296	249.41
	Profit after Tax (In Rs.)	81.19	34.45	174.00
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 2014-15 Rs. 100,000/- per month Year 2015-16 Rs. 125,000/- per month Year 2016-17 Rs. 125,000/- per month			

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.	

The terms and conditions set out for payment of remuneration specified herein may be altered and varied from time to time by the Board of Directors. The Board is also entitled to revise the salary, perquisites and allowances payable to the said Whole time Director of the Company at any time, such that the overall yearly remuneration payable to the said Whole time Director shall not exceed the limits specified under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) or any amendment made thereto.

ITEM NO. 7

The Board of Directors of the Company ("the Board") at their meeting held on August 27, 2018, subject to the approval of the Members to be obtained at this Annual General Meeting. Mr. Vrajlal G. Changela is having extensive experience in area of general management and operational aspects of the Company. With the significant growth of operational activities of the Company, it has become necessary for the Company to avail the expertise of Mr. Vrajlal G. Changela on regular basis. The Board has recommended to increase remuneration from Rs. 1,500,000/- to Rs. 25,00,000/- Per annum as approved by the Board, subject to the approval of the Members to be obtained at this Meeting are as follow:

Consolidated Salary, Perquisites and Performance Bonus, etc – Rs. 25,00,000/- (Rupees Twenty-Five Lac only).

In addition to the above, he shall be entitled to receive the following:

- a) Encashment of leave at the end of tenure.
- b) Provision of car for use on Company's business.
- c) Free landline telephone facility at residence along with free mobile telephone facility.
- d) He shall also be entitled to reimbursement of entertainment expenses actually and properly incurred in the course of business of the Company.

The aforesaid perquisites other than benefits of Leave encashment shall be restricted to the annual salary of Mr. Vrajlal G. Changela.

Information required under Section II of Part II of Schedule V of the Companies Act, 2013:

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	2016-2017	2015-2016	2014-2015
	Revenue (In Rs.)	3306.13	2314.60	2828.31
	Profit before Tax (In Rs.)	123.45	54.296	249.41
	Profit after Tax (In Rs.)	81.19	34.45	174.00
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. Vrajlal G. Changela is the whole-time director of the Company			
Past remuneration	Year 2014-15 Rs. 100,000/- per month Year 2015-16 Rs. 125,000/- per month Year 2016-17 Rs. 125,000/- per month			
Job profile and his suitability	Mr. Vrajlal 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.	

The terms and conditions set out for the payment of remuneration specified herein may be altered and varied from time to time by the Board of Directors. The Board is also entitled to revise the salary, perquisites and allowances payable to the said Whole time Director of the Company at any time, such that the overall yearly remuneration payable to the said Whole time Director shall not exceed the limits specified under section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) or any amendment made thereto.

ITEM NO. 8 & 9

The Authorised Share Capital of the company as reflected in the Memorandum of Association is Rs. 100,000,000 (Rupees Ten Crore) divided into 10,000,000 (One Crore) Equity Shares of face value of Rs. 10/- (Rupees Ten) each. The Board of Directors of the Company in their meeting held on August 27, 2018 consented that, the Authorised Share Capital of the Company needs to be increased from Rs. 100,000,000 (Rupees Ten Crore) to Rs. 120,000,000 (Rupees twelve Crore) divided into 12,000,000 (One Crore Twenty Lacs) Equity Shares of Rs. 10/- (Rupees Ten) each by creation of additional 2,000,000 (Rupees Twenty Lac) Equity Shares of Rs. 10/- (Rupees Ten) each. Consequent to the increase of Authroised Share Capital, the Authorised Share Capital Clause contained in Clause V of the Memorandum of Association of the Company need to be altered as indicated in Resolution No. 8 & 9 respectively contained in the Notice convening the AGM. Your Directors recommend the Resolutions set out at No. 8 & 9 for the approval of the shareholders of the Company.

None of the Directors, Key Managerial Personnel and Relatives of the Directors / Key Managerial Personnel of the Company are interested in the proposed Resolutions except as holders of shares in general.

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	04/08/1949
Qualification	Bachelor of Commerce (B.Com)
Date of Appointment	11/05/2016
Experience	Experience of More than 40 Years
Directorship held in other Public Limited Company	NA
No. of Shares Held	666234
List of other Companies in which Directorship are held	VIJAY FASTNERS PRIVATE LIMITED
Chairmanship or membership on other companies	NA