



**SECRETARIAL COMPLIANCE REPORT  
OF**

**VISHAL BEARINGS LIMITED  
FOR THE YEAR ENDED MARCH 31, 2020**

I, Keyur Ghelani, Proprietor of K. P. Ghelani & Co., Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by Vishal Bearings Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2020 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable to the Company during the Review Period**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; **Not Applicable to the Company during the Review Period**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable to the Company during the Review Period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable to the Company during the Review Period**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder; and based on the above examination,





I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations / Circulars / Guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations / Remarks of the Practising Company Secretary</b>
<b>NIL</b>			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of Violation</b>	<b>Details of action taken e.g. fines, warning letters, debarment etc.</b>	<b>Observations / Remarks of the Practising Company Secretary, if any</b>
<b>NIL</b>				





- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in previous reports	Observations made in the Secretarial compliance report for the year ended-	Action taken by listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
NIL				

Date: July 29, 2019

Place: Rajkot

For K. P. Ghelani & Associates  
Company Secretaries



CS Keyur Ghelani  
Proprietor

Mem. No. 33400

C.P. No. 12468

UDIN: A033400B000525199