

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 34TH ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF VISHAL BEARINGS LIMITED WILL BE HELD ON SATURDAY, SEPTEMBER 20, 2025, AT 3:00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1) ADOPTION OF FINANCIAL STATEMENTS

To consider and adopt the Audited Financial Statement of the Company including the Audited Balance Sheet for the Financial Year ended on March 31, 2025, the Statement of Profit and Loss and the Cash flow statement for the year end on that date and the report of the Board of Directors and Auditors thereon;

IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

"RESOLVED THAT the Audited financial statement of the Company for the financial year ended on March 31, 2025, the Statement of Profit and Loss and the Cash flow statement for the year end on that date and the reports of the Board of Directors and Auditors thereon, as circulated to the members, be and are hereby considered and adopted."

2) TO RE-APPOINTMENT OF MR. VIJAY VRAJALA CHANGELA (DIN: 00411422) AS DIRECTOR LIABLE TO RETIRE BY ROTATION:

IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Vijay Vrajlal Changela (DIN: 00411422), who retires by rotation at this meeting, be and is hereby re-appointed as a Director of the Company."

SPECIAL BUSINESS:

3) REAPPOINTMENT OF MRS. AMEE KETANKUMAR DADHANIA (DIN: 08546107) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, with approval of the shareholders of the company, Mrs. Ameer Ketankumar Dadhania (DIN: 08546107), who was re-appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company with effect from August 27, 2024, pursuant to the provisions of section 161(1) of the Companies Act, 2013 and pursuant to the applicable Articles of Association of the company, and who holds office until the next Annual General Meeting

of the Company in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that she meets the criteria of the independent directorship as provided in section 149(6) of the Act and she is not debarred from holding the office of director by virtue of any SEBI order or any other such authority, who is eligible for appointment/reappointment, on recommendation of the Nomination and Remuneration Committee, be and is hereby regularized/re-appointed as a Non-executive Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years w.e.f. August 27, 2024 upto August 26, 2029 (both days inclusive).

RESOLVED FURTHER THAT Mr. Dilip Changela, Managing Director, Mr. Divyeshkumar Hiralal Changela, Whole-time Director, Mr. Vijay Vrajlal Changela, Whole-time Director, of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to the foregoing resolution, including but not limited to filing the necessary forms with the Registrar of Companies.”

4) APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY

IN THIS REGARD, TO CONSIDER AND IF THOUGHT FIT, TO PASS, WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS ORDINARY RESOLUTION:

RESOLVED THAT pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 and other applicable provisions of the Companies Act, 2013 (“Act”), and the Rules made thereunder, (including any statutory amendments, modification(s) or re-enactment thereof for the time being in force) and based on the recommendations of the Audit Committees and the Board of Directors of the Company (the “Board”), M/S. K. P. GHELANI & ASSOCIATES, Practising Company Secretary, Proprietor CS Keyur Ghelani (CP. No.12468), be and is hereby appointed as the Secretarial Auditors of the Company, to hold office for a term of 5 (five) consecutive years commencing from financial year 2025-2026 till financial year 2029-2030, at such remuneration, plus applicable taxes and reimbursement of out-of-pocket expenses as may be mutually agreed between the Board and the Secretarial Auditors from time to time.

RESOLVED FURTHER THAT Mr. Dilip Changela, Managing Director, Mr. Divyeshkumar Hiralal Changela, Whole-time Director, Mr. Vijay Vrajlal Changela, Whole-time Director, be and are hereby severally authorised to do all such acts, deeds, matters and things as deemed necessary, desirable and/or expedient to give effect to the foregoing resolution(s), including but not limited to filing/submission of necessary e-forms/document(s) with the Registrar of Companies and/or such other regulatory authority(ies) as may be required/”

5) TO CONSIDER AND APPROVE REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY

IN THIS REGARD, TO CONSIDER 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 148(3) and other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014, M/s. M.C. Bambhroliya & Associates, Cost Accountants, Rajkot (FRN:101692), Cost Auditors of the Company appointed by the Board of Directors of the Company to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2026, be paid a remuneration of Rs.40,000/- (Rupees Forty Thousand only) plus taxes as applicable and out of pocket expenses, on actuals.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

**BY ORDER OF THE BOARD OF DIRECTORS
For VISHAL BEARINGS LIMITED**

Place: Shapar, Rajkot

Date: 26.08.2025

DILIP G. CHANGELA
Chairman

DIN: 0024730

Registered Office:

VISHAL BEARINGS LIMITED
Survey No. 22/1, Plot No. 1,
Shapar Main Road, Shapar (Veraval),
Rajkot-360024, Gujarat, India.

NOTES:

1. The Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) in respect of special business is annexed hereto and forms part of this notice. The Board of Directors of the Company has considered and decided to include Item Nos. 3 to 5 given above as Special Business in the forthcoming Annual General Meeting (“AGM”) as they are unavoidable in nature. Brief resume of directors proposed to be appointed/reappointed is being approved at the ensuing 34th AGM in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) is annexed to the Notice.
2. The Securities and Exchange Board of India, vide its Circular No. SEBI/HO/CFD/CMD1/CIR/2020/79 dated 12th May, 2020 and subsequent circulars issued in this regards, the latest being SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 (“SEBI Circulars”) has given relaxation from sending hard copy of Annual Reports containing salient features of all the documents prescribed in section 136 of the Companies Act, 2013 (“Act”) and proxy forms as required under Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) to the members who have not registered their email addresses in case of general meetings held through electronic mode.
3. In compliance with the aforesaid MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, notice of the 34th AGM is being sent only through electronic mode to those members whose email addresses are registered with the Company / Depositories. The members may note that the Notice and Annual Report for the financial year 2024-25 will also be available on the Company’s website viz. <https://www.vishalbearings.com>, websites of the Stock Exchanges i.e. BSE Limited.
4. The business set out in the notice will be transacted through remote e-voting system. Pursuant to Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), e-voting facility will be made available to members to cast their votes electronically on all resolutions set forth in the Notice convening the 34th AGM. Detailed instructions and other information relating to e-voting are given as an annexure to this Notice.

5. The Company has engaged the services of M/s. KFIN Technologies Limited to provide remote e-voting facility to enable Members to exercise their votes in a secured manner for conducting this 34th Annual General Meeting (AGM) of the Company.
6. **PROXIES:** The 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 a 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.
7. **BOOK CLOSURE:** The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, September 13, 2025, to Saturday, September 20, 2025** (both days inclusive).
8. 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.
9. **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 2024-2025 (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 2024-2025 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 2024-2025 will also be available on the websites of the Stock Exchanges i.e. BSE Limited. (Circular No. SEBI/HO/CFD/PoD-2/CIR/2023/4 dated January 05, 2023)

10. 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 12, 2025 ("cut-off Date")**.
11. 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.
12. 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 16, 2025, through email on legal@vishalbearings.com. The same will be replied to by the Company suitably.
13. 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.
14. **REMOTE E-VOTING:** the Remote e-voting period will commence at **9.00 A.M. on Wednesday, September 17, 2025, and will end at 5.00 P.M. on Friday, September 19, 2025**.

- 15.** Members are requested to furnish bank details, email address, change of address etc. to **KFIN TECHNOLOGIES LIMITED**, SELENIUM BUILDING, TOWER-B, PLOT NO 31 & 32, FINANCIAL DISTRICT, NANAKRAMGUDA, SERILINGAMPALLY, HYDERABAD, RANGAREDDI, TELANGANA-500032, 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.
- 16.** 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.
- 17.** 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.
- 18.** As per Section 72 of the Companies Act, 2013, shareholders are entitled to make a nomination in respect of shares held by them. Shareholders desirous of making a 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.
- 19. INVESTOR GRIEVANCE REDRESSAL:**
The Company has designated an exclusive email id viz. legal@vishalbearings.com to enable Investors to register their complaints, if any.
- 20.** With a view to helping 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.

**BY ORDER OF THE BOARD OF DIRECTORS
For VISHAL BEARINGS LIMITED**

Place: Shapar, Rajkot
Date: 26.08.2025

DILIP G. CHANGELA
Chairman
DIN: 0024730

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013 (the "Act") - the following Explanatory Statement sets out material facts relating special business mentioned in the accompanying Notice and should be taken as forming part of the Notice.

ITEM:03

Mrs. Ameer Ketankumar Dadhanian (DIN: 08546107) has been re-appointed as a Non-Executive Independent Director of the Company by the Shareholders of the Company for a period of five years for second terms, who was appointed as an Additional Director (Non-Executive Independent) of the Company, with effect from 27th August, 2024, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") read with the Articles of Association of the Company, who is eligible for appointment and who has consented to act as a Director of the Company 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 a Director, be and is hereby appointed as a Director of the Company.

It has been informed that Mrs. Ameer Ketankumar Dadhanian (DIN: 08546107) has placed her interest in being re-appointed as a non-executive independent director. The Board of Directors at its meeting held on August 26, 2025, based on the recommendations of the Nomination and Remuneration Committee and pursuant to the performance evaluation of Mrs. Ameer Ketankumar Dadhanian (DIN: 08546107) as a Member of the Board and considering his wide and in depth knowledge in accounting and finance would be beneficial to the Company, hence proposed to re-appoint Mrs. Ameer Ketankumar Dadhanian (DIN:08546107) as a non-executive Independent Director of the Company, who shall not be liable to retire by rotation, for a second term. Further, the Company has, in terms of Section 160(1) of the Act, received a notice from a Member proposing the candidature of Mrs. Ameer Ketankumar Dadhanian for the office of Independent Director.

The Company has received from Mrs. Ameer Ketankumar Dadhanian (DIN: 08546107) written consent to act as Director, a declaration that he is not disqualified under Section 164(2) of the Act and declaration to effect that he meets the criteria of independence as provided in Section 149(6) of the Act.

In terms of Section 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder and in terms of the applicable provisions of the Listing Regulations, each as amended, the reappointment of Mrs. Ameer Ketankumar Dadhanian (DIN: 08546107) as an Independent Director of the Company for a second term is being placed before the Shareholders for their approval by way of a special resolution. Mrs. Ameer Ketankumar Dadhanian (DIN: 08546107) once appointed, will not be liable to retire by rotation.

In the opinion of the Board, Mrs. Ameer Ketankumar Dadhanian (DIN: 08546107) is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended and is independent of the Management of the Company. A copy of the draft letter of appointment of Mrs. Ameer Ketankumar Dadhanian (DIN: 08546107) as an Independent Director setting out the terms and conditions is available for without any fee payable by the Members at the Registered Office of the Company during the normal business hours on working days up to the date of the Annual General Meeting ('AGM') and will also be kept open at the venue of the AGM till the conclusion of the Meeting.

| | |
|---|-------------------------------------|
| Name of the Director | Mrs. Ameer Ketankumar Dadhanian |
| DIN | 08546107 |
| Nature of Appointment | Independent Director for a 2nd Term |
| Date of Birth | 08/02/1984 |
| Qualification | B. com, CA inter |
| Date of Appointment – second term | 26/08/2024 |
| Expertise in Specific Functional Area | Accounting & Finance |
| No. of Shares Held (on 31.03.2025) | Nil |
| Directorship/Chairmanship held in another Company | NA |

The Board recommends the special Resolution as set out at Item No.3 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 3 of the accompanying Notice of AGM.

ITEM:04

The Members may note that Securities and Exchange Board of India (SEBI) vide its notification dated 12 December 2024 amended the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations') including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with provisions of Section 204 and other applicable provisions of the Act, if any, mandating every listed entity and its material unlisted subsidiaries incorporated in India to undertake Secretarial Audit by a Secretarial Auditor who shall be a Peer Reviewed Company Secretary duly recommended by the Board of Directors and appointed by the Members at the Annual General Meeting.

Accordingly, the Board of Directors of the Company (Board'), based on the recommendation of the Audit Committee, at its meeting held on August 26, 2025, unanimously recommended the appointment of Mr. Keyur Ghelani (ACS No. 33400 and holding Certificate of Practice No.12468), a Peer Reviewed Company Secretary in practice (Peer Review Certificate No.5905/2024), Practicing Company Secretary as the Secretarial Auditor of the Company for a term of five consecutive years commencing from April 01, 2025 to March 31, 2030, at a proposed annual remuneration of Rs.40,000/- (Rupees Forty Thousand only) for conducting secretarial audit of the Company, excluding applicable taxes, actual out of pocket expenses and travelling expenses incurred in connection with performing the secretarial audit of the Company, with the power to the Audit Committee and/or Board of Directors to alter and vary the terms and conditions of appointment, including revision of remuneration during his tenure as the Secretarial Auditor of the Company, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

The proposed remuneration is based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor, which is in line with the industry benchmark. The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Audit Committee and/or the Board of Directors.

Profile of Secretarial Auditor

Mr. Keyur Ghelani is holding a valid certificate of peer review issued by the Institute of Company Secretaries of India (ICSI). Considering various parameters like capability to serve the business landscape of the Company, secretarial audit experience, market standing of the firm, clientele served, technical knowledge etc., it is recommended to appoint Mr. Keyur Ghelani, as the Secretarial Auditor of the Company.

Mr. Keyur Ghelani has consented to the said appointment and confirmed that his appointment, if made, would be within the limits specified by ICSI. He has further confirmed that he is not disqualified to be appointed as Secretarial Auditor in terms of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the Listing Regulations read with SEBI Circular dated 31 December 2024.

Accordingly, the approval of the Members is sought for the appointment of Mr. Keyur Ghelani as the Secretarial Auditor of the Company for a term of five consecutive years commencing from April 01, 2025, to March 31, 2030, by passing an Ordinary Resolution.

The Board recommends the resolution set out at item No.4 of the Notice for approval by the Members by way of an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the above resolution.

ITEM:05

The Board, on the recommendation of the Audit Committee, reappointed appointed M/s. M.C. Bambhroliya & Associates, Cost Accountants, Rajkot (FRN: 101692) as Cost Auditors of the Company to conduct audit of the cost records of the company for the financial year ending 31st March, 2026 at a remuneration of Rs.40,000/- (Rupees Forty Thousand only) plus taxes, as applicable and out of pocket expenses on actual basis.

In accordance with the provisions of Section 148(3) of the Act read with the Companies (Audit & Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members of the Company is sought by passing an Ordinary Resolution as set out at Item no. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

The Board recommends the Ordinary Resolution as set out at Item No.5 of the Notice for approval of the members.

None of the Directors, Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item No. 5 of the accompanying Notice of AGM.

**BY ORDER OF THE BOARD OF DIRECTORS
For VISHAL BEARINGS LIMITED**

Place: Shapar, Rajkot

Date: 26.08.2025

DILIP G. CHANGELA
Chairman
DIN: 0024730

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

Pursuant to the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 and the Listing Regulations as amended from time to time, the Company is pleased to offer e-voting facility to Members to exercise their votes electronically on all resolutions set forth in the notice convening the AGM scheduled to be held on Saturday, 20 September, 2025 at 3:00 p.m.

The Board of Directors of the Company have appointed Mr. keyur Ghelani of M/s. K.P. Ghelani & Associates, Practising Company Secretary, Rajkot, as the scrutiniser for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. In terms of the requirements of the Act and the rules made there under, the Company has fixed Friday, September 12, 2025, as the cut-off date. The remote e-voting / voting rights of the Members / beneficial owners shall be reckoned on the equity shares held by them as on cutoff date, i.e., Friday, September 12, 2025.

The remote e-voting facility begins on 9.00 A.M. on Wednesday, September 17, 2025, and will end at 5.00 P.M. on Friday, September 19, 2025. During this period, the Members of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date, are entitled to avail the facility to cast their vote through remote e-voting.

The remote e-voting will not be allowed beyond the aforesaid date and time, and the e-voting module shall be disabled by KFIN upon expiry of the aforesaid period. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently or cast the vote again.

Resolutions passed through e-voting would be deemed to have been passed as on the date of the AGM i.e., 20 September 2025.

INSTRUCTIONS FOR E-VOTING:

a. Login method for remote e-Voting for Individual shareholders holding securities in demat mode.

| Type of Shareholders | Login Method |
|--|---|
| Individual Shareholders holding securities in demat mode with NSDL | <p>1. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</p> <p>I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e - Voting” IV. Click on Company name or e - Voting service provider and you will be redirected to e - Voting service provider website for casting the vote during the remote e - Voting period.</p> <p>2. User not registered for IDeAS e-Services</p> <p>I. To register click on link : https://eservices.nsdl.com II. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. User already registered for Internet-based Demat Account Statement (IDeAS) facility:</p> <p>I. Visit URL: https://eservices.nsdl.com II. Click on the “Beneficial Owner” icon under “Login” under ‘IDeAS’ section. III. On the new page, enter User ID and Password. Post successful authentication, click on “Access to e - Voting” IV. Click on Company name or e - Voting service provider and you will be redirected to e - Voting service provider website for casting the vote during the remote e - Voting period.</p> <p>I. User not registered for IDeAS e-Services II. To register click on link : https://eservices.nsdl.com III. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp III. Proceed with completing the required fields and follow steps given in point 1 above</p> <p>4. Alternatively, by directly accessing the e-Voting website of NSDL</p> <p>I. Open URL: https://www.evoting.nsdl.com/ II. Click on the icon “Login” which is available under ‘Shareholder/Member’ section. III. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen. IV. Post successful authentication, you will be requested to select the name of the Company and the e - Voting Service Provider name, i.e., KFinTech. V. On successful selection, you will be redirected to KFinTech eVoting for casting your vote during the remote e - Voting period.</p> |

Individual Shareholders holding securities in demat mode with CDSL

1. Existing user who have opted for Easi / Easiest

- I. Visit URL: <https://web.cdslindia.com/myeasinew/Home/Login> or URL: www.cdslindia.com and click on login tab and select New System Myeasi
- II. Login with your registered user id and password.
- III. The user will see the e - Voting tab at the top of the page. Click on the eVoting tab to view the list of eVoting Events
- IV. Click on Company name or eVoting service provider and you will be redirected to e - Voting service provider website for casting the vote during the remote e - Voting period.

2. User not registered for Easi/Easiest

- I. Option to register is available at <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>
- II. Proceed with completing the required fields for registration and then follow the steps given in point 1 above

3. Alternatively, by directly accessing the e-Voting website of CDSL

- I. Visit URL: www.cdslindia.com
- II. Provide your Demat Account Number and PAN
- III. System will authenticate user by sending OTP on registered Mobile & Email as recorded in the demat Account.
- IV. After successful authentication, user will be provided links for the respective ESP, i.e., KFinTech where the eVoting is in progress.
- V. Click on Company name and you will be redirected to KFinTech eVoting website for casting your vote during the remote eVoting period

Individual Shareholder login through their demat accounts / Website of Depository Participant

- I. You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e - Voting facility.
- II. Once logged - in, you will be able to see e - Voting option. Once you click on eVoting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see eVoting feature.
- III. Click on options available against Company name or e - Voting service provider ESP- KFin and you will be redirected to e - Voting website of KFin for casting your vote during the remote e - Voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot user ID and Forgot Password option available at respective websites. The Individual Shareholders holding securities in demat mode may reach out to the helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL:

| Login type | Helpdesk details |
|---------------------------|--|
| Securities held with NSDL | Please 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 |
| Securities held with CDSL | Please contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22-23058542-43 |

b. Login method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

1. Members whose email IDs are registered with the Company / depository participant(s), will receive an email from KFin, which will include details of E-voting Event Number 8944.USER ID and Password. Members will have to follow the below mentioned process:
 - i Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>.
 - ii Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will EVEN be followed by folio number. In case of demat account, User ID will be your DP ID and Client ID. However, if you are already registered with KFin for eVoting, you can use your existing User ID and password for casting your vote.
 - iii After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A - Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the eVoting event.
 - vii. Select the EVENT of Vishal Bearings Limited and click on "SUBMIT".
 - viii. Now you are ready for eVoting as "Cast Vote" page opens.
 - ix. On the voting page, enter the number of shares (which represents the number of votes) as on the cut- off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together not exceeding your total shareholding as mentioned herein above. You may also choose the option ABSTAIN.
 - x. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - xi. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
 - xii. You may then cast your vote by selecting an appropriate option and click on "SUBMIT".
 - xiii. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution(s).
 - xiv Corporate/institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to upload in the e - voting portal, the scanned certified true copy (PDF Format) of the board resolution/authority letter etc., together with

attested specimen signature(s) of the duly authorised representative(s) or alternatively to e-mail, to the scrutiniser at e-mail, cskeyurghelani@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format “VISHAL - 34TH AGM” .

2. Members whose e-mail IDs are not registered with the Company/DPs are requested to follow the below mentioned process:
 - a. Members may temporarily get their email ID and mobile number registered with KFin, by accessing the link: - <https://ris.kfintech.com/clientservices/isc/>. Members are requested to follow the process as guided to capture the email address and mobile number for sending the soft copy of the notice and e-voting instructions along with the User ID and Password. In case of any queries, Member may write to einward.ris@kfintech.com.
 - b. Alternatively, Member may send an e-mail request at the email id einward.ris@kfintech.com along with scanned copy of the signed copy of the request letter providing the email address, mobile number, self-attested PAN copy and client master copy in case of electronic folio and copy of share certificate in case of physical folio for sending the Annual report, Notice of AGM and the e-voting instructions.
 - c. After receiving the e - voting instructions, please follow the steps from sl. no. (i) to sl. no. (xiv) in pt.1) to cast your vote by electronic means.

Instructions for the Members Voting at AGM:

The Members who have not cast their vote electronically, can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue.

Other instructions:

- i. E - Voting Event Number - 9134 (EVEN).
- ii. Members may refer to the Help & Frequently Asked Questions (FAQs) section of <https://evoting.kfintech.com/public/Faq.aspx> or write to them at evoting@kfintech.com or call KFin on & Toll-free No. 1800-345-4001 for any technical assistance or support before or during the AGM.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, September 12, 2025.
- v. The Members, whose names appear in the Register of Members / list of beneficial owners as on Friday, September 12, 2025, being the cut-off date, are entitled to vote on the resolutions set forth in this Notice. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. Once the vote on a resolution(s) is cast by the Member; the Member shall not be allowed to change it subsequently.
- vi. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the notice to the Members and holding shares as on the

cutoff date, may obtain the login ID and password by sending a request to the email ID evoting@kfintech.com. However, if you are already registered with KFin for remote voting then Member can use his/her existing user ID and password for casting your vote.

- vii. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he/she may obtain the User ID and Password in the manner as mentioned below:
- a) If the mobile number of the Member is registered against Folio No./ DP ID Client ID, the Member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399:
1. Example for NSDL:
MYEPWD <SPACE> IN12345612345678
 2. Example for CDSL:
MYEPWD <SPACE> 1402345612345678
 3. Example for Physical:
MYEPWD <SPACE> XXXX1234567890
- b) If e-mail address or mobile number of the Member is registered against Folio No./DP ID Client ID, then on the home page of <https://evoting.kfintech.com/>, the Member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password. Members who have cast their votes through remote e-voting may also attend the AGM. However, those Members are not entitled to cast their vote again in the AGM.
- viii. A Member can opt for only one mode of voting i.e., either through remote e-voting or voting at the AGM. Thus, voting facility at the AGM shall be used only by those who have not exercised their right to vote through remote e-voting.
- ix. The scrutiniser shall immediately after the conclusion of the voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a consolidated scrutiniser's report on or before September 22, 2025 of the total votes cast favour or against, if any, to the chairman of the Company or person authorised by him in writing who shall countersign the same.
- x. The results declared along with the scrutiniser's report shall be placed on the Company's website www.vishalbearings.com and on the website of KFin, <http://evoting.kfintech.com/public/downloads.aspx> after the result is declared by the Chairman/authorised person and simultaneously communicated to BSE Limited.

VISHAL BEARINGS LIMITED

Regd. Office: Survey No. 22/1, Plot No.1, Shapar Main Road,
Shapar (Veraval), Rajkot, Gujarat-360024, 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 **34TH Annual General meeting** at the Registered office of the Company on **SATURDAY, SEPTEMBER 20, 2025, AT 3:00 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)

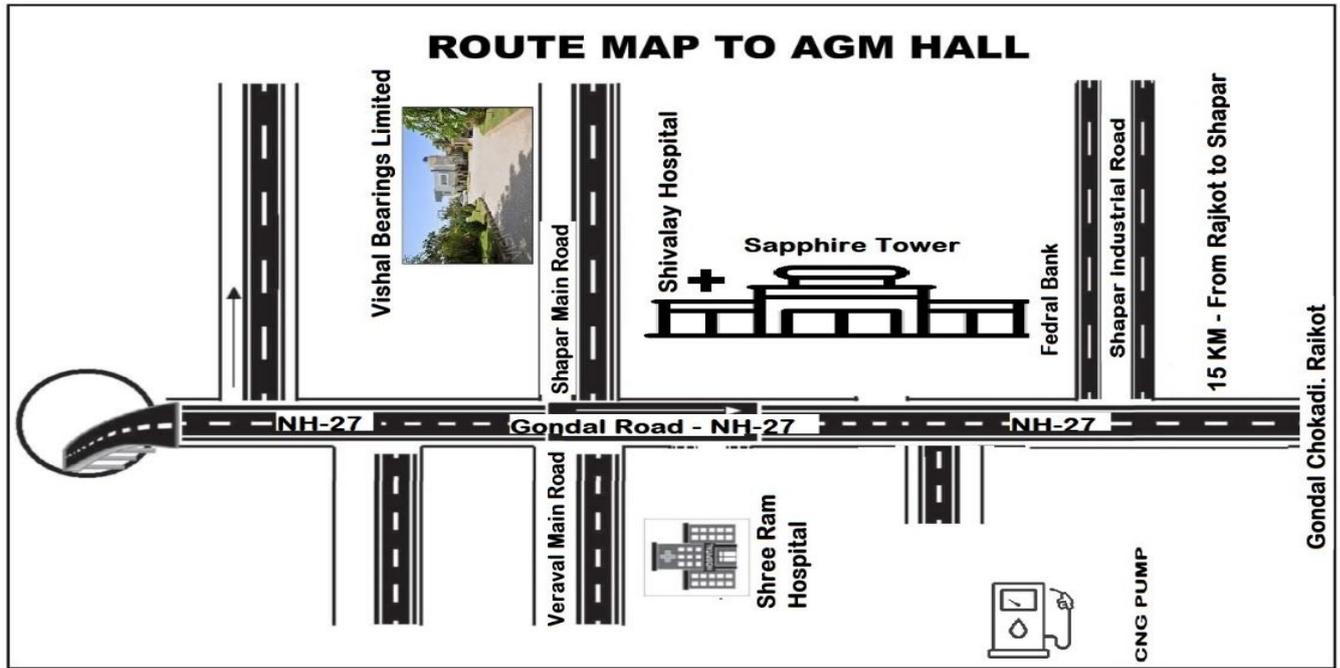
| | |
|-------------------------|-------|
| CIN | _____ |
| Name of the Company | _____ |
| Registered Office | _____ |
| | |
| Name of the Shareholder | _____ |
| Registered address | _____ |
| E-mail ID | _____ |
| Folio No. / Client ID | _____ |
| DP ID | _____ |

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 **34TH ANNUAL GENERAL MEETING** of the Company, to be held on **SATURDAY, SEPTEMBER 20, 2025, AT 3:00 PM** at the registered office of the Company situated at **Survey No. 22/1, Plot No.1, Shapar Main Road, Shapar (Veraval), Rajkot, Gujarat-360024, India**, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No. (✓)

| S.N. | RESOLUTION | FOR | AGAINST |
|------|---|-----|---------|
| 1 | ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31st MARCH 2025 | | |
| 2 | TO APPOINT A DIRECTOR IN PLACE OF MR. VIJAY VRAJLAL CHANGELA [DIN:00411422], WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT | | |
| 3 | REAPPOINTMENT OF MRS. AMEE KETANKUMAR DADHANIA (DIN: 08546107) INDEPENDENT DIRECTOR OF THE COMPANY | | |
| 4 | APPOINTMENT OF SECRETARIAL AUDITORS OF THE COMPANY | | |
| 5 | TO CONSIDER AND APPROVE REMUNERATION PAYABLE TO COST AUDITORS OF THE COMPANY | | |

Signed thisday of 2025.

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.