

SEPTEMBER 30, 2022

To,
CORPORATE GOVERNANCE DEPARTMENT
Bombay Stock Exchange
25th Floor, P.J. Towers,
Dalal Street, Fort,
Mumbai - 400 001.

Dear Sir/Madam,

SUB: Scrutinizer's Report Voting Results of the 32ND Annual General Meeting
REF.: SCRIP CODE: 539398 SCRIP ID: VISHALBL

We are attaching herewith Scrutinizer's Report and voting results of remote e-voting/Poll of the 32ND AGM at the Registered office of the Company, pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Based on the Report of the Scrutinizer, all ordinary and special resolutions set out in the Notice of the 32ND AGM have been duly approved by the Members with requisite majority.

We request to kindly take the same on record.

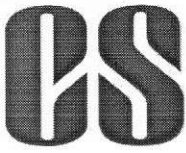
Thanking You.

Yours Faithfully,
For VISHAL BEARINGS LIMITED



Dilip Kumar Changela
DILIPKUMAR CHANGELA
MANAGING DIRECTOR
DIN: 00247302

Encl: Report of the Scrutinizer



FORM MGT-13
SCRUTINIZER REPORT

[Pursuant to rule Section 108 of the Companies Act, 2013 and Rule 20(xi) of The Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
VISHAL BEARINGS LIMITED

SURVEY NO 22/1, PLOT NO 1,
SHAPAR MAIN ROAD,
SHAPAR (VERAVAL),
RAJKOT – 360 002,
GUJARAT

Sub: Scrutinizer's Report on Voting by Remote E-Voting/Poll conducted during the 32nd Annual General Meeting ("AGM") held at Registered Office of the Company situated at Survey No. 22/1, Plot No. 1, Shapar Main Road, Shapar (Veraval), Rajkot – 360024, Gujarat in respect of the resolutions (businesses) contained in the Notice dated August 28, 2023.

I, Keyur Ghelani, Practicing Company Secretary, Proprietor of M/s K. P. Ghelani & Associates, appointed as scrutinizer for the purpose of the voting through Remote E-Voting and poll facility during the AGM on the below mentioned resolution(s) at Annual General Meeting of the Shareholders of the Company held on Saturday, September 30, 2023 at 04.00 P.M.

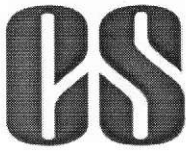
The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of the Act and Rules made there under.

Our responsibility as scrutinizer for the remote e-voting and polls is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolution.

We hereby submit our report as under:

1. As confirmed by the company, the Notice of 32nd Annual General Meeting along with Annual Report 2022-23, was sent to the Members whose name(s) appeared in the Register of Members/ List of beneficial owners, whose e-mail IDs was registered with the Company's RTA / Depositories, through electronic means only and has not dispatched physical notices to any member in compliance with the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs.
2. The Company has availed the e-voting facility offered by National Securities Depository Limited (NSDL) for conducting remote e-voting by the members of the Company.
3. The Members of the Company holding shares as on September 22, 2023 (cut-off date) were entitled to vote on the resolutions (Item No. 1 to 4) as set out in the notice





convening 32nd Annual General Meeting of the Company through Remote E-voting and Poll at Annual General Meeting.

4. The e-voting period commenced on Wednesday, September 27, 2023 at 09.00 A.M. and ended on Friday, September 29, 2023 at 05.00 P.M.
5. The votes were unblocked on September 30, 2022 at around 10.07 P.M. in the presence of two witnesses, Ms. Shivali Kotadiya and Ms. Priya Popat, who are not in the employment of the Company.
6. The details containing, inter-alia, list of equity shareholders, who voted "For" and "Against" were downloaded from the E-voting website of/ <https://www.evoting.nsdl.com>.
7. The summary of the e-voting / Poll for each of the resolution is given below:

RESOLUTION NO. 1

Nature of Resolution	Ordinary Resolution
Subject Matter	ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31 ST MARCH, 2023

(i) Voting in Favour of Resolution:

Type of Voting	No. of Members voted	No. of Valid votes cast by them	% of Total No. of valid votes cast
Remote E-Voting	35	1600625	94.17%
Poll	5	99011	05.83%
Total	40	1699636	100%

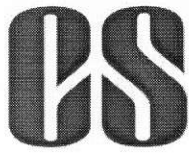
(ii) Voted Against the Resolution:

Type of Voting	No. of Members voted	No. of Valid votes cast by them	% of Total No. of valid votes cast
Remote E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

(iii) Invalid Votes:

Type of Voting	No. of Members voted	No. of valid votes cast by them	% of total no. of valid votes cast
Remote E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0





RESOLUTION NO. 2

Nature of Resolution	Special Resolution
Subject Matter	APPOINTMENT OF MR. DIVYESH CHANGELA, WHOLE-TIME DIRECTOR OF THE COMPANY AND APPROVAL FOR PAYMENT OF REMUNERATION

(iv) Voting in Favour of Resolution:

Type of Voting	No. of Members voted	No. of Valid votes cast by them	% of Total No. of valid votes cast
Remote E-Voting	34	1600298	94.16%
Poll	5	99011	05.84%
Total	39	1699636	100%

(v) Voted Against the Resolution:

Type of Voting	No. of Members voted	No. of Valid votes cast by them	% of Total No. of valid votes cast
Remote E-Voting	1	327	100%
Poll	0	0	0
Total	1	327	100%

(vi) Invalid Votes:

Type of Voting	No. of Members voted	No. of valid votes cast by them	% of total no. of valid votes cast
Remote E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

RESOLUTION NO. 3

Nature of Resolution	Special Resolution
Subject Matter	APPOINTMENT OF MR. VIJAY CHANGELA, WHOLE-TIME DIRECTOR OF THE COMPANY AND APPROVAL FOR PAYMENT OF REMUNERATION

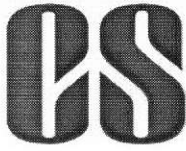
(vii) Voting in Favour of Resolution:

Type of Voting	No. of Members voted	No. of Valid votes cast by them	% of Total No. of valid votes cast
Remote E-Voting	34	1600298	94.16%
Poll	5	99011	05.84%
Total	39	1699636	100%

(viii) Voted Against the Resolution:

Type of Voting	No. of Members voted	No. of Valid votes cast by them	% of Total No. of valid votes cast
Remote E-Voting	1	327	100%
Poll	0	0	0





Total	1	327	100%
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(ix) Invalid Votes:

Type of Voting	No. of Members voted	No. of valid votes cast by them	% of total no. of valid votes cast
Remote E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

RESOLUTION NO. 4

Nature of Resolution	Special Resolution
Subject Matter	APPOINTMENT OF ABHISHEK BARDIA AS AN INDEPENDENT DIRECTOR

(x) Voting in Favour of Resolution:

Type of Voting	No. of Members voted	No. of Valid votes cast by them	% of Total No. of valid votes cast
Remote E-Voting	35	1600625	94.17%
Poll	5	99011	05.83%
Total	40	1699636	100%

(xi) Voted Against the Resolution:

Type of Voting	No. of Members voted	No. of Valid votes cast by them	% of Total No. of valid votes cast
Remote E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

(xii) Invalid Votes:

Type of Voting	No. of Members voted	No. of valid votes cast by them	% of total no. of valid votes cast
Remote E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Date: September 30, 2023

Place: Rajkot

For K. P. Ghelani & Associates
Company Secretaries



CS Keyur Ghelani
Proprietor

Mem. No. 33400

C.P. No. 12468

UDIN: A033400D001102941