

**July 24, 2024**

To,  
**Corporate Governance Department**  
**BSE Limited**  
25<sup>th</sup> Floor, P.J. Towers,  
Dalal Street, Fort,  
Mumbai-400 001.

**SCRIP CODE: 539398; SCRIP ID: VISHALBL**

**Dear Sir/Madam,**

**SUB: SUBMISSION OF ANNUAL REPORT FOR THE FINANCIAL YEAR 2023-2024**

This is with reference to captioned subject and pursuant to Regulation 34(1) of Securities Exchange Board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, we hereby enclosed herewith Annual Report for the financial year 2023-2024.

Kindly take note of the same.

Thanking You.

**Yours Faithfully,**  
**For VISHAL BEARINGS LIMITED**



*Dilip G. Changela*  
**DILIP G. CHANGELA**  
**Managing Director**  
**DIN: 00247302**

The cover features a white background with large, overlapping geometric shapes in teal, dark blue, and yellow. The text is centered in a bold, black, serif font. A thin horizontal line is positioned below the year range.

**VISHAL BEARINGS LIMITED**  
**ANNUAL REPORT**  
**2023-2024**

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**Disclaimer**

This document contains statements about expected future events and the financials of Vishal Bearings Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results, and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

# Corporate Information

## Board of Directors

**Mr. Dilip Changela**  
(DIN: 00247302)  
Chairman & Managing Director

**Mr. Divyeshkumar Changela**  
(DIN: 00247364)  
Whole-time Director

**Mr. Vijay Changela**  
(DIN: 00411422)  
Whole-time Director

**Mr. Amit P. Nindroda**  
(DIN: 03489435)  
Director

**Mrs. Ameer K. Dadhania**  
(DIN: 08546107)  
Director

**Mr. Abhishek Bardia**  
(DIN: 10291541)  
Director

**Mr. Vishal Changela**  
Chief Financial Officer

## Company Secretary

**Mr. Ketan V. Savaliya**

## Bankers

State Bank of India  
Kotak Mahindra Bank  
HDFC Bank Limited

## Statutory Auditors

**M/S. Anil Parekh & Co.**  
Rajkot, Gujarat

## Secretarial Auditor

**M/S. K. P. Ghelani & Associates**  
Rajkot, Gujarat

## Cost Auditor

**M/S. M.C. Bambhroliya & Associates**  
Rajkot, Gujarat

## Registered Office

Survey No. 22/1, Plot No.1, Shapar Main Road, Shapar (Veraval), Rajkot, Gujarat-360024, India  
Tel: 2827-252273, Fax: 2827-253087  
Email: legal@vishalbearings.com  
Website: www.vishalbearings.com

## Units

### Vishal Bearings Limited

Shapar Village Road, Shapar, Rajkot, Gujarat  
SIDC Main Road, Veraval, Rajkot, Gujarat

## Registrar & Share Transfer Agent

### KFin Technologies Limited

Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Seritingampally, Hyderabad, Rangareddi, Telangana 500032, India.

## Investor Relation Centres

KFin Technologies Limited  
Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Seritingampally, Hyderabad, Rangareddi, Telangana 500032, India.

Contact No.: +91 90522 67292  
Email Id: praveena.vastala@kfintech.com

## 33rd Annual General Meeting

**33rd  
ANNUAL GENERAL MEETING  
held On  
Saturday,  
August 10, 2024  
at 04:00 PM  
at the Registered office of the  
Company**

**Dear Shareholders,  
On behalf of the Board of  
Directors of VBL Limited, I am  
pleased to present the annual report  
for the financial year ended March 31,  
2024.**

The past year was one of geopolitical volatility and macroeconomic uncertainties. Most of the developed economies saw growth slowing down due to record inflation indices. While everyone's focus has been to bring inflation down, several factors held back the recovery. Some reflect the long-term consequences of the pandemic, the war in Ukraine, and increasing geoeconomic fragmentation. Others are more cyclical in nature, including the effects of monetary policy tightening necessary to reduce inflation, withdrawal of fiscal support amid high debt, and extreme weather events.

Despite the highly uncertain external environment, at VBL, our capable team, yet again, proved to be a dependable, and future ready partner for our shareholders.

Our business model and strategy are designed to maximize value creation for our stakeholders. Our strength lies in the ability to keep developing new technologies that offer competitive advantages to customers and, at the same time, contribute to a sustainable global society.

also to my fellow Board members and the entire VBL management team for your commitment and collaboration. I'm honoured for the opportunity to work with you. Lastly, we want to thank our shareholders for the trust you've shown in our growth strategies and leadership.

**Sincerely,**

**Dilip G. Changela**

**Chairman and Managing Director  
Vishal Bearings Limited**



**“Our strategic transformation  
has made us more resilient  
and competitive”**

Last year we diligently executed on our strategy to further strengthen us as a company. While we are far from done, we can conclude that we successfully managed both financially good and tougher times in 2024.

On behalf of the Board, I would like to thank our passionate and talented employees for their commitment in driving VBL's growth in a responsible, forward-thinking way. Thank you

## BOARD OF DIRECTORS' REPORT

Dear Shareholders,

Your directors are pleased to present the **33<sup>RD</sup> ANNUAL REPORT OF VISHAL BEARINGS LIMITED (the "Company")** along with the audited Financial Statements for the financial year ended 31st March 2024 has been referred to wherever required.

### FINANCIAL SUMMARY AND HIGHLIGHTS

A summary of the Company's financial results for the Financial Year 2023-2024 is as under:

Financial Particulars	For the year ended March 31	
	2024	2023
	(Rs. In Lacs)	(Rs. In Lacs)
Revenue from operations	9870.33	11551.43
Other Incomes	9.24	4.40
<b>Total revenues</b>	<b>9879.57</b>	<b>11555.83</b>
Cost of Material consumed	5971.37	6732.11
Changes in Inventory	(225.36)	(173.94)
Employee Benefit expense	1530.92	1359.83
Finance Costs	345.27	425.30
Depreciation and amortization expense	501.88	469.54
Other expenses	1596.83	1654.77
<b>Total Expenses</b>	<b>9720.90</b>	<b>10467.61</b>
Profit before tax	158.67	1088.22
Tax expense	48.13	286.73
<b>Profit for the year</b>	<b>110.54</b>	<b>801.49</b>

### PERFORMANCE REVIEW

The Company's revenue from operations for the year under review is Rs.9870.33 lakhs as compared to Rs.11551.43 lakhs in the previous year. The Profit after Tax is at Rs.110.54 lakhs as compared to Rs.801.49 lakhs in the previous year.

### PUBLIC DEPOSITS

Your Company has not accepted or renewed any deposits under Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposit) Rules, 2014, during the Financial Year 2023-2024.

### TRANSFER TO RESERVES

In view of the profit incurred, such an amount has been transferred to reserves during the year under review.

### DIVIDEND

The Directors have not recommended any Dividend on equity shares of the company for the year ended March 31, 2024.

### SHARE CAPITAL

The paid-up Equity Share Capital as of March 31, 2024, stood at Rs. 10.79 crore. During the year under review, the Company has neither issued shares with differential voting rights, nor granted stock options, nor sweat equity and none of the Directors of the Company hold any convertible instruments.

### LISTING

The equity shares of the Company are listed with BSE Limited. There are no arrears on account of payment of listing fees to the Stock Exchanges.

### DEMATERIALIZATION OF SHARES

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Pursuant to dematerialization of shares, the company has entered into an agreement with NSDL & CDSL.

As on March 31, 2024, 100% of the share capital of the company is dematerialized.

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(3)(c) of the Companies Act, 2013 ["the Act"], the Directors of the Company, to the best of their knowledge and ability, confirm that:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2024, and of the profit of the Company for the year ended on that date;
- (c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) they have prepared the annual accounts on a going concern basis;
- (e) they have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors including audit of internal financial controls over financial reporting by the statutory auditors and reviews performed by the management and the audit committee, the Board of Directors is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2023-24.

### NUMBERS OF DIRECTORS

As per Regulation 17(1)(c) of the Listing Regulations, the Company is required to appoint 06 (six) directors including one woman director on its Board, out of them half of the Board should consist of non-executive independent directors.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL (KMP)

Pursuant to provisions of Section 2(51) and Section 203 of Companies Act, 2013 read with Rule 8 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 following persons are acting as directors and Key Managerial Personnel of the Company:

<u>1.</u>	<u>Managing Director</u>	<u>Mr. Dilip Changela</u>
<u>2.</u>	<u>Whole time director</u>	<u>Mr. Diveshkumar Changela</u>
<u>3.</u>	<u>Whole time director</u>	<u>Mr. Vijay Changela</u>
<u>4.</u>	<u>Chief Financial Officer</u>	<u>Mr. Vishal Changela</u>
<u>5.</u>	<u>Company Secretary</u>	<u>Mr. Ketankumar Savaliya</u>

As stipulated under the Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and SS-2 issued by ICSI, the brief resume of the Directors proposed to be appointed/re-appointed is given in the notice convening the 33<sup>rd</sup> Annual General Meeting.

### **BOARD MEETINGS**

The Board of Directors met five (05) times during the financial year 2023-24. The meetings were held on May 30, 2023, August 14, 2023, August 28, 2023, November 11, 2023, and February 12, 2024. In order to transact business, approval of the Board/Committees, which were noted at the subsequent meeting of the Board /Committees, as the case may be.

Further details regarding meetings of the Board and Committees are furnished in the Corporate Governance Report, which forms part of the Annual Report.

### **BOARD EVALUATION**

The Board of Directors has carried out an annual evaluation of its own performance, the Board Committees and individual Directors pursuant to the provisions of the Companies Act, 2013 and corporate governance requirements as prescribed by SEBI Listing Regulations.

The performance of the Board was evaluated by the Board seeking inputs from all directors on the basis of criteria such as adequacy of the composition of the Board and its Committees, Board culture, effectiveness of board processes and performance of specific duties, obligations and governance. The performance of the Committees was evaluated by the Board on the basis of criteria such as composition of committees, effectiveness of committee meetings, etc.,. The individual Directors were evaluated on parameters such as level of engagement and contribution of the individual director to the Board and committee meetings, independence of judgment, etc.,.

In a separate meeting of the independent directors held on March 30, 2024, the performance of the non-independent directors and Board was reviewed, and performance of Chairman of the Company was reviewed after taking into account views of Executive Director. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

### **DECLARATION BY INDEPENDENT DIRECTORS**

The Company has received the necessary declaration from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and pursuant to Regulation 25(8) of the Listing Regulations that they are not aware of any



circumstance or situation, which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence. The independent Directors have also confirmed that they have complied with Schedule IV of the Act and the Company's Code of Conduct.

Further, the independent Directors have also submitted their declaration in compliance with the provisions of Rule 6(3) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, which mandated the inclusion of an Independent Director's name in the data bank of Indian Institute of Corporate Affairs.

None of the directors of your Company are disqualified under the provisions of Section 164(2) of the Act. Your directors have made necessary disclosures, as required under various provisions of the Act and the Listing Regulations and in the opinion of the Board, all the Independent Directors are persons of integrity and possess relevant expertise and experience and are independent of the management.

#### **INTERNAL FINANCIAL CONTROL SYSTEMS AND THEIR ADEQUACY**

The Company has in place adequate internal financial controls with reference to the financial statements. During the year, such controls were evaluated and no reportable deficiency in the design or operation of such controls were observed.

#### **AUDIT COMMITTEE**

The details pertaining to the composition of the Audit Committee are included in the Corporate Governance Report, which forms a part of the Annual Report. During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

#### **NOMINATION AND REMUNERATION COMMITTEE**

The details pertaining to the composition of the Nomination and Remuneration Committee are included in the Corporate Governance Report, which forms a part of the Annual Report.

#### **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The details pertaining to the composition of the Stakeholders' Relationship Committee are included in the Corporate Governance Report, which forms a part of the Annual Report.

#### **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE AND INITIATIVES**

Pursuant to the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, the Company has constituted Corporate Social Responsibility (CSR) committee and has framed policy on Corporate Social Responsibility.

As part of its initiatives under CSR, the Company has identified various projects/activities in accordance with Schedule VII of the Act.

VBL firmly believes in growing the business in a socially and environmentally responsible way while meeting the interests of all its stakeholders. Our Company is committed to improving the lives of the community it works with and reducing the impact of its operations on the environment it draws its resources from.

The details of CSR activities undertaken during the Financial Year 2023-2024, as required under Rule 8 of the Companies (CSR) Rules, 2014, are annexed as Annexure and forms part of this report.

**STATUTORY AUDITORS**

M/S. SVK & Associates, Chartered Accountants, (Firm Registration No. 118564W) re-appointed as Statutory Auditor of the company to hold office for the financial Year 2023-2024 and the Notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

Pursuant to the provisions of Sections 139, 142 of the Act read with Companies (Audit & Auditors) Rules, 2014, M/S. Anil Parekh & Co. were appointed as the Statutory Auditors of the Company by the shareholders for a term of five consecutive years, from the conclusion of the 33rd Annual General Meeting (AGM) of the Company till the conclusion of the 38th Annual General Meeting to be held in the year 2029, subject to ratification of their appointment at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away with pursuant to the Companies (Amendment) Act, 2017.

M/S. SVK & Associates, Statutory Auditor of the company resigned w.e.f. May 14, 2024, and M/S. Anil Parekh & Co. were appointed as the Statutory Auditors of the Company w.e.f. May 14, 2024. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the ensuing AGM.

**AUDITORS' REPORT**

Auditors' Report to the Members of the Company does not contain any qualification or adverse remark. Financial Statements and the notes thereon are self-explanatory and need no further explanations.

**COST AUDITOR**

On the recommendation of the Audit Committee, and in compliance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, your Board had appointed M/s. M.C. BAMBHROLIYA & ASSOCIATES, Cost Accountants, Rajkot to conduct the audit of the cost records of the Company for the financial year ending on 31<sup>st</sup> March 2025.

**SECRETARIAL AUDITOR**

The Board had appointed CS K.P. GHELANI & ASSOCIATES, Practicing Company Secretary (FCS 33400, CP No. 12468), to conduct Secretarial Audit of the Company for the financial year ended on 31<sup>st</sup> March 2024. The Secretarial Audit Report ('Form No. MR-3') for the financial year ended on 31<sup>st</sup> March 2024 is annexed herewith to this Report. The Secretarial Audit Report does not contain any qualification/ adverse remark/observation.

**INTERNAL AUDITOR**

Pursuant to the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014, the Board of Directors, based on the recommendation of the Audit Committee, re-appointed M/S. P. GHANSHYAM & CO., Chartered Accountants as Internal Auditors for Financial Year 2024-2025. Internal Auditor submits his report to the Audit Committee on a quarterly basis.

Based on the report of the internal auditor, the management undertakes corrective actions in their respective areas and thereby strengthens the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee.

**REPORTING OF FRAUD BY AUDITORS**

During the year under review, the Statutory Auditors, Cost Auditor and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees to the Audit Committee under section 143(12) of the Act, details of which needs to be mentioned in this Report.

**CORPORATE GOVERNANCE**

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by Securities and Exchange Board of India. The Report on Corporate Governance confirming compliance with the conditions stipulated under the SEBI Listing Regulations, which forms part of the Annual Report, is attached to this Report and marked as Annexure-V. The certificate on Corporate Governance, as stipulated in the said Regulations, issued by CS K.P. Ghelani & Associates, Practicing Company Secretary (FCS 33400, CP No. 12468) is also attached to this Report.

**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

Management Discussion and Analysis Report and various initiatives and future prospects of the Company for the year under review, as stipulated under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to this Report.

**TRANSACTIONS WITH RELATED PARTIES**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. No material contract/arrangement/transaction were entered into with any Related Party.

The Policy on related party transactions as approved by the Board may be accessed on the Company's website. Your directors draw attention of the Members to Notes to the standalone financial statements which set out related party disclosures as per the Act, SEBI Listing Regulations and the Accounting Standards.

Information on transactions with related parties pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014 in Form AOC-2 is annexed to this Report.

**RISK MANAGEMENT**

The Company has laid down a procedure to inform the Board Members, on a periodic basis, about the identified risks and the steps taken to mitigate and minimize the same. The Company has already identified and assessed major elements of risks, which may adversely affect the various Divisions of the Company. The Management reviews the identified risks, including assessment of the said risks and procedures, which are being implemented for monitoring, mitigating and minimization of the said risks.

**PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not made, given or provided any loans or investment or guarantee or security to any person or body corporate under the provisions of Section 186 of the Companies Act, 2013.

**ANNUAL RETURN**

Pursuant to Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the copy of the

Annual Return as on 31st March, 2024, is available on the Company's website and that can be accessed at <https://www.vishalbearings.com> By virtue of amendment to Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of this Report.

**PARTICULARS OF EMPLOYEES**

Disclosures pertaining to Remuneration in terms of remuneration drawn, as required under Section 197(12) of the Act read with Rule 5(1), 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended, is annexed to this Report.

**DISCLOSURE AS REQUIRED UNDER SECTION 22 OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has formulated a Policy for Prevention of Sexual Harassment at Workplace pursuant to the requirements of the Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with relevant Rules made thereunder. Accordingly, Internal Complaints Committee ["ICC"] has been constituted for redressal of any sexual harassment complaint. The following is the summary of the complaints during the financial year 2023-24:

- a) Number of complaints received during : Nil  
the financial year
- b) Number of complaints disposed of : Nil  
during the financial year
- c) Number of complaints pending as on : Nil  
end of the financial year

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information relating to conservation of energy, technology absorption and foreign exchange earnings and outflow as required to be disclosed under Section 134(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014 is annexed to this Report.

**MATERIAL CHANGES & COMMITMENTS**

There have been no material changes and commitments affecting the financial position of the Company which have occurred between 31<sup>st</sup> March 2024.

**SIGNIFICANT & MATERIAL ORDERS PASSED BY REGULATORS OR COURTS**

During the Financial Year 2023-24, no order has been Director passed by any regulatory authorities or Courts impacting the going concern status and Company's operations in future.

**WHISTLE BLOWER POLICY / VIGIL MECHANISM**

The Company has in place a Whistle Blower Policy in compliance with the provisions of the Act and SEBI Listing Regulations. The said Policy provides for a formal vigil mechanism for all employees and Directors of the Company, to report to the Chairman of the Audit Committee of the Company, genuine concerns or grievances about the unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct. The Policy also provides adequate safeguards against victimization. The whistle blower policy may be accessed on the Company's website.

Under the policy, the Directors and employees are free to report any violation of the applicable laws and regulations and the code of conduct of the Company. The reportable matters are to be disclosed to the Audit Committee.

During the year under review, the Company has not received any complaints under the said mechanism.

**SUBSIDIARIES, ASSOCIATE AND JOINT VENTURE COMPANIES**

The Company does not have any subsidiary, Associates or Joint Venture Companies and hence preparation of Consolidated Financial Statements and Statement containing salient features of subsidiary in AOC-1 as per the provisions of Section 129 of the Companies Act, 2013 is not applicable to the Company.

**PREVENTION OF INSIDER TRADING**

The Company has adopted a Code of Conduct for the Prevention of Insider Trading with a view to regulating trading in securities by the Directors and designated employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Board is responsible for the implementation of the Code. All Board Directors and the designated employees have confirmed compliance with the Code.

**CODE OF CONDUCT FOR BOARD AND SENIOR MANAGEMENT**

The Company has adopted the Code of Conduct for the Directors and Senior Management and the same is available on the Company's website.

All Directors and Senior Management personnel have affirmed their compliance with the said Code. A declaration pursuant to the Regulation 26(3) read with part D of the Schedule V of the SEBI (LODR) Regulations, 2015 signed by Managing Director.

**SECRETARIAL STANDARDS**

The Company complies with all the applicable mandatory Secretarial Standards issued by the Institute of Company Secretaries of India.

**ANNEXURES FORMING PART OF THIS ANNUAL REPORT**

<b>Annexure</b>	<b>Particulars</b>
I	Secretarial Audit Report
II	Form No. AOC-2
III	Particulars of Employees
IV	Statement of Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo
V	Corporate Social Responsibility activities
VI	CEO/CFO Certifications

**CAUTIONARY STATEMENT**

Statements in this 'Director's Report' and 'Management Discussion and Analysis Report' describing the Company's objectives, projections, estimates, expectations, or predictions may be forward-looking statements within the meaning of applicable security laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material/fuel availability and its prices, cyclical demand and pricing in the Company's principal

markets, changes in the Government regulations, tax regimes, economic developments, unforeseen situations like pandemic within the country in which your Company conducts business and other ancillary factors.

### **ACKNOWLEDGEMENT**

The Directors take this opportunity to thank the Company's employees, customers, vendors, investors, alliance partners, business associates, bankers for their continuous support given by them to the Company and their confidence reposed on the management. The Directors also thank the Central and the State Governments in India, Governments of the countries where the Company has operations and concerned Government departments and agencies for their continued co-operation. The Directors acknowledge the unstinted commitment and valuable contribution made by all members of the Vishal Bearings family.

**For and on behalf of the Board of Directors  
VISHAL BEARINGS LIMITED**

**Date:** 15.07.2024

**Place:** Shapar, Rajkot

*Sd/-*  
**DILIP G. CHANGELA**  
Chairman & MD  
DIN: 00247302

## ANNEXURE-I TO BOARD'S REPORT

**SECRETARIAL AUDIT REPORT****FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2024**

*[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]*

**The Members,****VISHAL BEARINGS LIMITED**

Survey No. 22/1, Plot No. 1, Shapar Main Road,  
Shapar (Veraval) Rajkot – 360 024, Gujarat,  
INDIA.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by VISHAL BEARINGS LIMITED (hereinafter called the "Company"). The Secretarial Audit was conducted in a manner that provided us with a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms & returns filed, and other records maintained by the company for the Financial Year ended on 31st March 2024 according to the provisions of:

- i) The Companies Act, 2013 (the Act) and the rules made there under issued by the Ministry of Corporate Affairs from time to time;
- ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under to the extent applicable;
- iii) The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent applicable;
- v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended:
  - a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (SEBI LODR)
  - b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
  - e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;  
(was not applicable to the company during the period under review)

- f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;  
(was not applicable to the company during the period under review)
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;  
(was not applicable to the Company during the period under review);
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;  
(was not applicable to the Company during the period under review)
- i) The Securities and Exchange Board of India (Buyback of Securities), Regulations, 2018  
(was not applicable to the company during the period under review)
- vi) The Following Industry Specific Laws:
  - a) Factories Act, 1948
  - b) Contract Labour (regulation & Abolition) Act, 1970
  - c) Industrial Laws
  - d) Environmental and Prevention of pollution Laws
  - e) Legal Metrology Act, 2009
  - f) Competition Act, 2002

I further report that based on the information received, explanations given, process explained, records maintained, statutory compliance and internal audit reports submitted to the Board/committee of Board on quarterly basis, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable labour laws and other applicable Laws, rules, regulations and guidelines framed by the statutory authorities from time to time. The Company is regular in making statutory payments and there have been no prosecution or notices issued to the Company or its officers.

I have also examined compliance with the applicable following:

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India.
- (ii) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, and Standards, as mentioned above to the extent applicable to them.

I further report that the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Independent Directors including Woman independent director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI LODR.

Adequate notice is given to all directors to schedule the Board Meetings and committee meetings. The notice, agenda and detailed notes on agenda were sent at least seven days in advance. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. None of the board or committee meetings were held through video conferencing or other audio-visual means.

All decisions were taken unanimously at the Board and committee meetings and with requisite majority at the Annual General meeting.



I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**For VRG & Associates  
Practicing Company Secretaries**

**Date:** July 15, 2024

**Place:** Rajkot

**CS Vijay Ramesh Gupta  
Proprietor**

**Mem. No. 33236**

**C.P. No. 22478**

**UDIN: A033236F000784844**

**Peer Review Certificate No. 5449/2024**

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**The Members,****VISHAL BEARINGS LIMITED**

Survey No. 22/1, Plot No. 1, Shapar Main Road,  
Shapar (Veraval) Rajkot – 360 024, Gujarat,  
INDIA.

**Sub: Our Report of even date is to be read along with this letter.**

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For VRG & Associates  
Practicing Company Secretaries**

**Date:** July 15, 2024

**Place:** Rajkot

**CS Vijay Ramesh Gupta  
Proprietor**

**Mem. No. 33236**

**C.P. No. 22478**

**UDIN: A033236F000784844**

**Peer Review Certificate No. 5449/2024**

## ANNEXURE-II TO BOARD'S REPORT

### FORM NO.AOC-2

[Pursuant to clause (h) of sub-section (3) of Section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014]

**Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

**1. Details of contracts or arrangements or transactions not at arm's length basis:**

The Company has not entered into any contracts or arrangements or transactions with its related parties which is not at arm's length basis during the financial year 2023-24.

**2. Details of material contracts or arrangement or transactions at arm's length basis:**

SN	Particulars	Details
i)	Name(s) of related party and nature of relationship	: Not applicable
ii)	Nature of contracts/arrangements/transactions	: Not applicable
iii)	Duration of the contracts/ arrangements/ transactions	: Not applicable
iv)	Salient terms of the contracts/ arrangements/ transactions including value, if any:	: Not applicable
v)	Date(s) of approval by the Board, if any:	: Not applicable
vi)	Amount paid as advances, if any	: Not applicable

**Notes:**

There were no material contracts or arrangements or transactions with related parties at arm's length basis during the financial year 2023-24 as per the limits prescribed under Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as may be amended from time to time and Policy on Related Party transactions of the Company framed under Regulation 23 of SEBI Listing Regulations.

Details pertaining to the related Party transaction of the company have been disclosed under the Financial Statements forming part of the Annual Report 2023-24.

**ANNEXURE-III TO BOARD'S REPORT**
**PARTICULARS OF EMPLOYEES**

*[Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014 as may be amended]*

<b>(I)</b>	The remuneration of each Director of the company for the financial year:		
<b>Sr.no.</b>	<b>Name</b>	<b>Designation</b>	<b>F.Y. 2023-2024 (in lakhs)</b>
1	Mr. Dilip G. Changela	Managing Director	36.00
2	Mr. Divyeshkumar H. Changela	Whole time director	32.97
3	Mr. Vijay V. Changela	Whole time director	32.97
<b>(II)</b>	The increase in salary/Remuneration/sitting fees of each Director, CFO, Company Secretary or Manager, if any, in the financial year:		
<b>Sr.no.</b>	<b>Name</b>	<b>Designation</b>	<b>F.Y. 2023-2024 (in lakhs)</b>
1	Mr. Kishan Rajeshkumar Sureja	Independent Director	00.15
2	Mr. Amit Pravinbhai Nindroda	Independent Director	00.15
3	Mrs. Ameer Ketankumar Dadhania	Independent Director	00.15
4	Mr. Vishal Vrajilal Changela	CFO	35.95
5	Mr. Ketankumar Savaliya	CS	05.75
<b>(III)</b>	The Remuneration paid to Non-Executive Independent Director which includes sitting fees is to their attendance in Board and Committee Meetings.		
<b>(IV)</b>	the number of permanent and contract employees on the rolls of company;	126 employees and 290 employees on contract basis as on 31.03.2024	
<b>(V)</b>	the explanation on the relationship between increase in remuneration and company performance;	Increase in remuneration of key managerial personnel which is partly based on the results of the Company for the year ended 31.03.2024 and partly on the individual performance.	
<b>(VI)</b>	The key parameters for any variable component of remuneration availed by the directors;	All employees including Managing Director and Whole Time Director's not entitlement to incentive. Remuneration which is based on the individual's performance and company's financial performance.	
<b>(VII)</b>	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year;	The Managing Director & Whole-time directors are the highest paid directors.  No employee received salary/remuneration higher than Managing Director & Whole-time director.	
<b>(VIII)</b>	Affirmation that the remuneration is as per the remuneration policy of the company.	Remuneration paid during the year ended March 31, 2024, is as per the Remuneration Policy of the Company.	

**DETAILS OF DIRECTORS/ KMP/APPOINTED/RESIGNED DURING THE YEAR AS PER SECTION 134(3)(Q) READ WITH RULE 8(5) (III) OF COMPANIES (ACCOUNT) RULES, 2014**

<b>Sr. No.</b>	<b>Name of Director/KMP</b>	<b>Designation</b>	<b>Date of Resignation/Appointment</b>
1	Kishan Sureja	Independent Director	Resigned w.e.f.28.08.2023
2	Abhishek Bardia	Independent Director	Appointed w.e.f. 28.08.2023
3	Hiralal Changela	Whole-time Director	Resigned w.e.f.28.08.2023
4	Vrajilal Changela	Whole-time Director	Resigned w.e.f.28.08.2023
5	Divyeshkumar Changela	Whole-time Director	Appointed w.e.f. 28.08.2023
6	Vijay Changela	Whole-time Director	Appointed w.e.f. 28.08.2023

## ANNEXURE-IV TO BOARD'S REPORT

### STATEMENT OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

*[Information pursuant to Section 134(m) of the Companies Act, 2013 read with Rule 8(3) of Companies (Accounts) Rules, 2014]*

#### A. CONSERVATION OF ENERGY:

##### (i) Steps taken or impact on conservation of energy:

1. Electricity consumption of the company is controlled with efficient monitoring mechanism and employee training in energy conservation.
2. Electrical infrastructure in the company is fully geared to automatically conserve the valuable energy resources.
3. Electricity consumption has always been under control with judicious consumption.

(ii) Steps taken by the company for utilizing alternate sources of energy: None

(iii) Capital Investment on energy conservation equipments: None

#### B. TECHNOLOGY ABSORPTION:

##### (i) Efforts made towards technology absorption:

Installation of latest machines/equipment

In-house seminars, discussion with Experts and training for improving technology

##### (ii) Benefits derived like product improvement, cost reduction, product development or import substitution:

Modification of processes are continuous process to improve productivity, product quality and reducing the consumption of energy and reduction of manpower.

##### (iii) In case of imported Machinery

No technology has been imported by the Company during the year.

#### C. FOREIGN EXCHANGE EARNINGS AND OUTGO:

Total foreign exchange earnings during the year (in terms of INR)	:	Rs.66.98	Rs.56.63
Total foreign exchange used for operations (in terms of INR)	:	-	-

#### Value of imports calculated on CIF basis by the company during financial year in respect of

Raw materials & Parts	3782.56	4600.91
Capital Goods / Parts for machinery	509.09	146.67

## ANNEXURE-V TO BOARD'S REPORT

### ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2024

(Pursuant to Companies (Corporate Social Responsibility Policy) Rules, 2014)

#### BRIEF OUTLINE ON CSR POLICY OF THE COMPANY

Over the years, we have been focusing on sustainable business practices encompassing economic, environmental, and social imperatives that not only cover business, but also the communities around us. Our Corporate Social Responsibility (CSR) encompasses holistic community development and institution building, while shaping and sharing solutions that serve the development of businesses and communities. Our CSR Policy aims to provide a dedicated approach to community development in the areas of education, healthcare, women empowerment, environmental sustainability, rehabilitating the destitute, preserving Indian art and culture, rural development, and disaster relief. We contribute to serve the development of people by shaping their future with meaningful opportunities, thereby accelerating the sustainable development of society while preserving the environment and making our planet a better place today and for future generations.

#### OBJECTIVES

Taking responsibility for the actions of the Company while also encouraging a positive impact through supporting causes concerning the environment, communities, and our stakeholders.

#### FOCUS AREAS

- Promoting education and enhancing vocational skills
- Promoting healthcare including preventive healthcare
- Promoting gender equality by empowering women
- Environmental sustainability and ecological balance
- Destitute care and rehabilitation

#### CSR ACTIVITIES

Vishal Bearings Limited ("Company") has been an early adopter of CSR initiatives. CSR initiatives both directly as well as through trust, foundation etc. This was long before the Companies Act, 2013 mandated CSR activities to be undertaken by the Company.

Key highlights of the activities during the year listed below:

- Support social activities for development of the trampled classes of the poor society.
- Support to Shri Saurashtra Kadava Patidar Seva Samaj Trust, Rajkot for medical relief, relief of the poor, education and other social and welfare activities by the trust.
- Blood Donation Champ.

#### CSR EXPENDITURE

i	Two percent of average net profit of the Company as per section 135(5)	Rs.14,11,825.89
li	Total amount spent for the Financial Year	Rs. 5,50,000.00
lii	Unspent amount for the financial year [(ii)-(i)]	Rs. 8,61,825.89

#### Notes:

Unspent amount of CSR transferred to separate Unspent CSR Bank Account with Kotak Mahindra Bank.

**ANNEXURE-VI TO BOARD'S REPORT**  
**CEO/CFO CERTIFICATIONS**

We the undersigned, in our respective capacity as the Managing Director and Chief Financial Officer of Vishal Bearings Limited ("the Company") hereby certify to the Board of Directors that:

- a) We have reviewed financial statements and the cash flow statement for the financial year ended March 31, 2024, and that to the best of our knowledge and belief, we state that:
  - i). These statements do not contain any materially untrue statements or omit any material fact or contain any statements that might be misleading;
  - ii). These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) We further state that to the best of our knowledge and belief, there are no transactions entered into by the Company during the year, which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c) We are responsible for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting of the Company and have disclosed to the Auditors and Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
  - i). Significant changes, if any, in internal control over financial reporting during the year;
  - ii). Significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
  - iii). Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having significant role in the Company's internal control system over the financial reporting.

**Date:** 15.07.2014  
**Place:** Rajkot

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**Vishal Changela**  
Chief Financial Officer

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**Divyesh Changela**  
CEO & WTD

## MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34(3) and Para B of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the amendments thereof, details of the Management discussion and analysis are given below:

### INTRODUCTION

The Vishal Company designs and manufactures a growing portfolio of engineered bearings products, and related services. With more than a century of knowledge and innovation, the Company continuously improves the reliability and efficiency of global machinery and equipment to move the world forward.

Vishal's Engineered Bearings segment features a broad range of product designs serving original equipment manufacturers (OEMs) and end-users worldwide. Vishal is an authority on tapered roller bearings and leverages its position by applying engineering know-how and technology across its entire bearing portfolio, which includes tapered, spherical and cylindrical roller bearings; plain bearings, metal-polymer bearings and rod end bearings; thrust and specialty ball bearings; and housed or mounted bearings.

Vishal creates value by understanding customer needs and applying its know-how to serve a broad range of customers in attractive markets and industries across the globe. The Company's business strengths include its product technology, end-market diversity, geographic reach and after-market mix. Vishal collaborates with OEMs to improve equipment efficiency with its engineered products and captures subsequent equipment replacement cycles by selling largely through independent channels in the aftermarket.

### GLOBAL ECONOMY

The global roller bearings market size was valued at USD 21.05 billion in 2018 and is projected to reach USD 32.45 billion by the end of 2032, exhibiting a CAGR of 2.9% during the forecast period. Asia Pacific dominated the roller bearings market with a market share of 35.15% in 2018.

The growing usage of heavy machinery and equipment mainly in manufacturing facilities and automotive industry is supplementing the market trend. Adoption of high-performance industrial machinery and demand of customized machines for conducting complex operations and task specificity is driving the market growth. Generally, roller bearings are featured with antifriction components that reduce friction, high resistance, which leads to increase mobility, increase higher load capacity, and life span of machines. Furthermore, machine tools that are used across construction, mining, and agricultural sectors require high precision roller bearings to sustain heavy loads and reduce energy consumption.

Therefore, the demand for large diameter roller bearings is projected to increase across these sectors. Similarly, the rise in investment projects in mining, infrastructure development, and the increasing number of offshore wind farms is closely linked to the growth of roller bearings market. The key manufacturing players are investing in their research and development activities and launching new advanced solutions to their existing product line to strengthen their market reach and maintain their position in the competitive market.

(Source: <https://www.fortunebusinessinsights.com/industry-reports/roller-bearings-market-101249>)

## INDIAN ECONOMY

India's GDP took a big leap on Leap Day in 2024: The country's remarkable growth rate of 8.4% in the third quarter of the fiscal year 2024 surpassed all expectations, as market analysts had penciled in a slower growth this quarter, between 6.6% and 7.2%. Deloitte's projected growth for the quarter was between 7.1% and 7.4% (as published in January 2024). With substantial revisions to the data from the past three quarters of the fiscal year, India's GDP growth already touched 8.2% year over year (YoY) in these quarters.

We have revised our growth prediction for this year to a range of 7.6% to 7.8%, up from our previous estimates due to GDP revisions and stronger-than-expected growth in fiscal 2024. However, we expect growth in the fourth quarter to be modest because of uncertainties related to India's 2024 general elections and modest consumption growth. Our expectations for the near-term future remain in line with previous forecasts with a slight change in the forecast range due to a higher base effect in fiscal 2024. We believe GDP growth to be around 6.6% in the next fiscal year (fiscal 2025) and 6.75% in the year after (fiscal 2026), as markets learn to factor in geopolitical uncertainties in their investment and consumption decisions.

The global economy is expected to witness a synchronous rebound in 2025 as major election uncertainties are out of the way and central banks in the West likely announce a couple of rate cuts later in 2024. India will likely see improved capital flows boosting private investment and a rebound in exports. Inflation concerns remain, however, which we believe may ease only in the latter half of the next fiscal year barring any surprises from rising oil or food prices.

In this edition of India economic outlook, the focus is on the emerging consumer spending patterns in India, highlighting the rise of the middle-income class. Not only has growth in consumer spending post pandemic been fluctuating, but there is also a shift in consumption patterns, with demand for luxury and high-end products and services growing faster than demand for basic goods. As we expect the number of middle- to high-income households with increasing disposable income to rise, this trend will likely get further amplified, driving overall private consumer expenditure growth.

But the challenge of rising household debt and falling savings could weigh on long-term growth sustainability. Controlling household debt to prevent it from crossing unsustainable levels will be essential to mitigate risks of debt overhang, maintain economic stability, and protect households against financial vulnerability.

(Source: <https://www.deloitte.com/us/en/insights/economy/asia-pacific/india-economic-outlook.html>)

## ROLLER BEARING INDUSTRY

Roller Bearings are a type of rolling-element bearing that uses cylinders (rollers) to maintain the separation between the moving parts of the bearing (as opposed to using balls as the rolling element). The purpose of a roller bearing is to reduce rotational friction and support radial and axial loads. Compared to ball bearings, roller bearings can support heavy radial loads and limited axial loads (parallel to the shaft).

Global core Roller Bearing manufacturers include SKF, Schaeffler etc. The top 5 companies hold a share of about 60%. Europe is the largest market, with a share about 24%, followed by China and North America with the share about 23% and 19%.



The global Roller Bearing market is valued at US\$ 19220 million in 2020. The market size will reach US\$ 29630 million by the end of 2027, growing at a CAGR of 5.4% during 2021-2027.

Bearings are antifriction components that help improve the mobility of components. Different types of bearings are manufactured depending on the task specificity, such as roller bearing, sensor bearings, plain bearings, ball bearings, and others. Roller bearings are equipped with cylindrical rollers with high radial load capacity. The increase in demand for roller bearings is directly related to the growth in production of high-performance industrial machinery.

Increase in usage of heavy machinery in the construction industry and high demand for application specific bearings drive the market. Rise in investment projects in mining, infrastructure development, and transport infrastructure development fuel the growth of the market. Moreover, increase in number of offshore wind farms results in greater adoption of roller bearings. However, roller bearings incur high installation costs and complex maintenance operations are few factors that are expected to hamper the growth of the market.

The global roller bearings market is segmented on the basis of product type, end-user industry, and geography. On the basis of product type, the market is classified into tapered, needle, spherical, cylindrical, and thrust. Based on the end-user industry, the market is divided into electrical, automotive, agriculture, construction, energy & power, and others (general engineering, aerospace). By geography, the market is analysed North America, Asia-Pacific, Europe, and LAMEA.

The key players operating in the global roller bearings industry are NTN Corp., SKF AB, Brammer, NBI Bearings, RCB Bearing, Timken, Schaeffler AG, NSK Ltd., C&U Group, and JTEKT Corporation.

### **ENGINEERED BEARINGS**

The Vishal Bearing portfolio features a broad range of engineered bearing products, including tapered, spherical and cylindrical roller bearings; plain bearings and rod end bearings; thrust and specialty ball bearings; and housed bearings.

A bearing is a mechanical device that reduces friction between moving parts. The purpose of a bearing is to carry a load while allowing a machine shaft to rotate freely. The basic elements of the bearing generally include two rings, called races; a set of rolling elements that rotate around the bearing raceway; and a cage to separate and guide the rolling elements. Bearings come in a number of designs, featuring tapered, spherical, cylindrical or ball rolling elements. The various bearing designs accommodate radial and/or thrust loads differently, making certain bearing types better suited for specific applications.

Selection and development of bearings for customer applications and demand for high reliability require sophisticated engineering and analytical techniques. High precision tolerance, proprietary internal geometries and quality materials provide Vishal bearings with high load-carrying capacity, excellent friction-reducing qualities and long service lives. The uses for bearings are diverse and can be found in transportation applications that include premium passenger cars and trucks, heavy trucks, helicopters, airplanes and trains.

### MARKET SEGMENTATION

Manufacturing companies are emphasizing reducing the weight of the bearings in order to lessen vehicle emission and improve the efficiency of the vehicles. This significant move in the bearings industry is fueling the global roller bearings market share. The automobile industry is focusing on manufacturing light weight bearings, especially in modern cars and SUVs. Moreover, light weight bearings consist of high durability and stiffness. Integration of such bearings have widely been adopted in electric vehicles as high durability will lower the load on the engine and increase the life span of the vehicles further enlarging the market size.

Within product type, the cylindrical roller bearings held the highest market share in 2018, due to an increase in demand for heavy machinery where high speed and loads are involved. Moreover, the cylindrical bearings are designed in order to lower stress generated during operations. These bearings are widely adopted in end use verticals mainly automotive and aerospace industry as the spare and consumables are attached to the important point of contact.

Tapered roller bearings are anticipated to drive the market in the forecast period as they are specifically designed to handle radial and axial forces simultaneously. The major application of tapered bearings is integrated into medical equipment, defense equipment, etc. The adoption of spherical roller bearings is anticipated to be moderate in the forecast period owing to its ability to withstand shock loads, reliability, ease in mounting and erecting. Moreover, the application of spherical roller bearings is growing in the international market and exploring its reach to almost every industry vertical mainly automotive and aerospace sector.

(Source: <https://www.fortunebusinessinsights.com/industry-reports/roller-bearings-market-101249>)

### INDUSTRY STRUCTURE AND DEVELOPMENT

The Company is in the Business of Ball and Roller Bearings which has applications in Automobiles, pumps, gear boxes, heavy earth moving equipments and industrial sectors. Predominantly the Company deals in Bearings required by the Automobile Industry and gear boxes. The growth of the Bearing Industry is primarily dependent on the growth of OEM and After-Sales Markets and can be more closely related with the Automotive and Industrial Sectors.

Most of the demand for bearings in the Indian Market comes from the automobiles sector, whereas the requirement for Industrial Bearings is well spread out over different varieties of bearings. There is a wide range of different kinds of bearings and in different sizes with specific purposes depending on the end application of bearings. Whereas there are many Indian players in the production of different types of bearings, most of them are producing automobile bearings, while some are producing bearings which find use in the Industrial sector.

Roller bearings have wide ranging applications and are critical to industrial progress. With the world's industrial nations planning to move their supply chain away from China, and India likely to be one of the beneficiaries of such a move, it would continue to remain a fast-growing major economy in the world and is expected to be one of the top three global economic powers over the next decade. Market growth in the Indian mobility industry for both people and goods have a very large potential given the geographical spread and size of population- an aspirational young population spurs personal mobility while the need to establish strong supply chains between producers and markets drives growth for goods

mobility. Also new vehicle models are being constantly introduced; there is expansion of the public transport systems, dedicated freight corridors for movement of farm produce.

Your Company's installed manufacturing capacity will enable it to continue offering a wide range of products to its customers once demand revives. Customer relationships and contact are the focus areas to reassure them that quality products delivered in a timely and cost-efficient manner will be our priority.

### **FUTURE OUTLOOK**

FY 2024 is likely to be a better year with several economic indicators such as power demand, infra development, rail freight, e-way bills, GST collection, steel consumption, among others trending positively and could lead to economic recovery. Favorable Government policies to support the Indian manufacturing industry and the emphasis on spending for building infrastructure for roads and mass rail transportation, vehicle scrappage policy and forecasts of a normal monsoon which will aid rural income are all expected to aid demand for new vehicles. Continuous innovations and new launches, by way of hybrid fuel efficient vehicles will further propel demand and allow the industry time to adjust their production facilities to meet the new requirements for the introduction of Electric vehicles.

### **OPPORTUNITIES AND THREATS**

The long-term prospects for the Indian economy remain bright owing to the growth of internal consumption. Demand for personal vehicles will be driven by the aspirations of the rising middle class with improving purchasing power and disposable incomes. Rapid urbanization will drive the need for public transportation. As India addresses the twin challenges of inclusive growth and sustainability, even a normal monsoon, with improved availability of rural finance, will positively influence demand for motorcycles as well as agricultural tractors. The overall mobility sector is expected to benefit from continued growth in the longer term.

The domestic bearing industry is facing the following threats:

- a) The menace of spurious bearings continues to adversely affect the industry. As per estimates roughly one in every four bearings sold in the replacement market is fake/ of inferior quality presenting a threat to unsuspecting users. The problem continues owing to the slow legal process, in spite of industry-wide efforts to thwart unscrupulous suppliers.
- b) With global demand weakening resulting in idle/ low utilization of installed capacities, the industry must work on enhancing operational efficiencies and flexing costs further with supply chain readiness to help counter these additional costs.
- c) Regulatory demands on emission levels, improved safety norms, higher expectations for improved reliability of the vehicles and the need for readiness to meet requirements for the new fuel efficient and environmentally friendly vehicles may result in need for investments in newer technology, research, and development. This could cause a higher burden of fixed costs. Of course, the industry and your Company have to continuously explore ways and take all measures to produce consistently high-quality products cost effectively to counter the threat of cheap imports.

### RISK FACTORS

The global bearing industry is highly competitive and consolidated. We compete with many domestic and foreign manufacturers of anti-friction bearings. Due to our competitiveness within these industries, we may not be able to continue to increase prices for our products to cover increases in our costs or to achieve the desired profitability. In addition, we face pressure from our customers to reduce prices, and the contractual nature of business with OEM customers could adversely affect our revenues and profitability. In addition, our customers may choose to purchase products from one of our competitors rather than pay the prices we seek for our products, which could adversely affect our revenues and profitability.

Our business operations are capital intensive, and we devote a significant amount of capital to certain industries. Our profitability is dependent on factors such as labor compensation and productivity and inventory and supply chain management, which are subject to risks that we may not be able to control. If there are downturns in the industries that we serve, including as a result of high inflation or a recession, we may be forced to significantly curtail or suspend our operations with respect to those industries, including laying-off employees, reducing production, recording asset impairment charges and other measures, which may adversely affect our results of operations and profitability.

The Company has previously experienced distributor inventory corrections reflecting de-stocking of the supply chain associated with softer demand in certain markets. The Company's results in the period may be adversely impacted by similar customer inventory adjustments in the future, as well as changes in customer buying preferences.

The changes in raw material prices, the availability or cost of raw materials or logistics expenses could adversely affect our results of operations and profit margins.

### COMPETITION

The bearing industries are highly competitive. Vishal primarily competes based on its total value proposition, including product design and performance, application engineering, quality, price, timeliness of delivery, and the ability to provide technical sales and service support on a global basis. The Company competes with many domestic and foreign manufacturers of bearings.

### SALES AND DISTRIBUTION

Vishal products are sold principally by its internal sales organizations. A portion of each segment's sales are made through authorized distributors or sales agents.

Customer collaboration is central to the Company's sales strategy. Therefore, Vishal goes where its customers need us, with sales engineers primarily working in close proximity to customers rather than at production sites. The Company's sales force continuously updates the team's training and knowledge regarding engineered bearings, and they assist customers during product development and implementation phases and provide ongoing service and support.

### HUMAN CAPITAL

The Company believes that its employees and their collective knowledge and experience are among its most valuable resources. The Company is committed to providing a safe

work environment and growth opportunities for its employees to learn and advance their career with the Company to promote and safeguard these key resources.

The Company also believes that having open, honest dialogue with its employees is key to maintaining its strong culture and ethical work practices. In line with that approach, the Company conducts comprehensive surveys on a periodic basis and individual stay interviews to measure employee engagement. Exit interviews are conducted with employees who voluntarily terminated their employment, which helps improve management processes. The Company deploys pulse surveys to gain insights from employees' recent experiences and to better understand how effectively it is engaging, energizing and enabling its workforce.

The Company provides several professional development and training opportunities to advance its employees' skills and expertise. Some of these opportunities include online-learning platforms, job-specific training, employee development programs, including its operations development program. Comprehensive leadership, skill and competency assessments are offered to Company employees to best identify and address individual and team development needs and activities. To better inform its hiring and employee development efforts, the Company has also partnered with third-party vendors to provide required training for its managers focused on leadership, diversity and inclusion.

### **Employee Health and Safety**

Employee health and safety remains a top priority for the Company and its commitment to safety starts at the top of the organization.

### **Employment**

On March 31, 2024, Vishal Bearings Ltd had 126 employees and 290 employees on a contract basis.

## **COMPLIANCE WITH GOVERNMENTAL REGULATIONS**

The Company continues its efforts to protect the environment and comply with environmental protection laws. Additionally, it has invested in pollution control equipment and updated plant operational practices. The Company's manufacturing plants are expected to have an effective environmental management system which follows the ISO 9001, ISO/TS 16949, ISO 14001, OHSAS 18001 Certified Organization.

Management believes any ultimate liability with respect to pending actions will not materially affect the Company's annual results of operations, cash flows or financial position. The Company also is conducting environmental investigation and/or remediation activities at certain current or former operating sites. The costs of such investigation and remediation activities, in the aggregate, are not expected to be material to the operations or financial position of the Company.

New laws and regulations, stricter enforcement of existing laws and regulations, the discovery of previously unknown contamination or the imposition of new clean-up requirements may require Timken to incur costs, change production methods or materials, or become the basis for new or increased liabilities that could have a materially adverse effect on the Company's business, financial condition or results of operations.

### INTERNAL CONTROL SYSTEM AND THEIR ADEQUACY

The Company, through its management, is responsible for establishing and maintaining adequate internal control over financial reporting commensurate with its size and nature of business. Our internal control systems are effective to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external purposes in accordance with the generally accepted principles of accounting. The internal control systems provide for well-defined policies, guidelines, authorizations and approval procedures.

### CAUTIONARY STATEMENT

Statements in this Management Discussion and Analysis describing the Company's objective, projections, estimates and expectations may be 'forward looking statements' within the meaning of applicable laws and regulations. Certain observations made on the industry and other players also reflect the opinion by the management and the management accepts no liability on such opinions. Actual results might differ materially from those either expressed or implied.

**For and on behalf of the Board of Directors  
VISHAL BEARINGS LIMITED**

**Date:** 15.07.2024

**Place:** Shapar, Rajkot

*Sd/-*  
**DILIP G. CHANGELA**  
Chairman & MD  
DIN: 00247302

## REPORT ON CORPORATE GOVERNANCE

[In accordance with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended, the Directors present the Company's Report on Corporate Governance with respect to the financial year ended on 31st March 2024]

### COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company believes that good Corporate Governance means the adoption of best practices to ensure that the Company operates not only within the regulatory framework but is also guided by broader business ethics. The Company's policy is reflected in the values of integrity, transparency, professionalism and accountability. The adoption of business and corporate practices based on transparency, professionalism and accountability, besides creating wealth for the shareholders, benefits the customers, creditors, employees, government and society at large.

The Company believes in meaningful policy on Corporate Governance by empowering the senior management and creating a mechanism of checks and balances to ensure that the decision-making powers vested in the senior management are used with care and responsibility to meet the stakeholder's aspirations and societal expectations.

### BOARD OF DIRECTORS

The Board is entrusted with the ultimate responsibility for the management, affairs, direction and performance of the Company and has been vested with requisite powers, authorities and duties.

The key to good corporate governance is the optimum combination of the executive and non-executive directors on the Board and the extent of their independence. The Board of Directors of the Company consists of six Directors as on 31st March, 2024: comprising of three Executive Directors and three Non-executive Independent Directors. There is an appropriate mix of Executive and Independent Directors, in order to maintain the independence of the Board and to separate its functions of governance and management.

The composition of the Board of Directors of the company as on 31st March 2024 was as under:

Name of the Director	Designation	Category of Directorship
Shri. Dilip Changela DIN: 00247302	Chairman & Managing Director	Promoter, Executive
Shri. Divyeshkumar Changela DIN: 00247364	Whole-time Director & CEO	Promoter, Executive
Shri. Vijay Changela DIN: 00411422	Whole-time Director	Promoter, Executive
Shri. Amit Nindroda DIN: 03489435	Director	Non-Executive, Independent
Shri. Ameer Dadhanian DIN: 08546107	Director	Non-Executive, Independent
Shri. Abhishek Bardia DIN: 10291541	Director	Non-Executive, Independent

**Changes in the Board During the Financial Year 2023-24**

During the year under review, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board had, on August 28, 2023, approved the appointment of Mr. Abhishek Karnidan Bardia (DIN:10291541) as Additional Non-executive Independent Director in the capacity of Independent Directors for a term of 5 years with effect from August 28, 2023, subject to approval of the shareholders of the Company. The said appointments were approved by shareholders of the Company vide special resolution dated September 30, 2023.

During the year under review, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board had, on August 28, 2023, approved the appointment of Mr. Divyeshkumar Hiralal Changela (DIN: 00247364) as Additional Whole-time Director with effect from August 28, 2023, subject to approval of the shareholders of the Company. The said appointments were approved by shareholders of the Company vide special resolution dated September 30, 2023.

During the year under review, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board had, on August 28, 2023, approved the appointment of Mr. Vijay Vrajlal Changela (DIN: 00411422) as Additional Whole-time Director with effect from August 28, 2023, subject to approval of the shareholders of the Company. The said appointments were approved by shareholders of the Company vide special resolution dated September 30, 2023.

**BOARD MEETING**

The Board of Directors met five times during the financial year 2023-24. The meetings were held on May 30, 2023, August 17, 2023, August 28, 2023, November 11, 2023, and February 12, 2024. In order to transact urgent business, approval of the Board/Committees were taken by passing resolutions as per provision of the Companies Act, 2013, which were noted at the subsequent meeting of the Board /Committees, as the case may be.

**ATTENDANCE OF EACH DIRECTOR AT THE BOARD MEETINGS, COMMITTEE, AND LAST ANNUAL GENERAL MEETING**

Sr. No.	Name of Director/KMP	Designation	Attendance at Meetings			No. of Shares held
			Board	AGM	Committee	
1	Hiralal Changela	WTD	3	-	Y	12,21,100
	Divyesh Changela	WTD	2	Y	Y	2,49,710
2	Dilip Changela	MD	5	Y	Y	12,08,250
3	Vrajlal Changela	WTD	3	-	Y	11,94,750
	Vijay Changela	WTD	2	Y	Y	2,04,355
4	Kishan Sureja	ID	3	-	Y	-
	Abhishek Bardia	ID	2	Y	Y	-
5	Amees Dadhania	ID	5	Y	Y	-
6	Amit Nindroda	ID	5	Y	Y	-
7	Vishal Changela	CFO	5	Y	Y	3,65,400
8	Ketan Savaliya	CS	5	Y	Y	13,500

Notes:

- Mr. Kishan Sureja, Non-executive independent director resigned w.e.f. August 28, 2023.
- Mr. Abhishek Bardia, Non-executive independent director appointed w.e.f. August 28, 2023.
- Mr. Hiralal Changela, whole-time director resigned w.e.f. August 28, 2023.
- Mr. Vrajlal Changela, whole-time director resigned w.e.f. August 28, 2023.
- Mr. Divyeshkumar Changela, whole-time director appointed w.e.f. August 28, 2023.
- Mr. Vijay Changela, whole-time director appointed w.e.f. August 28, 2023.



### Meeting Of Independent Directors

Pursuant to Clause VII of the Schedule IV (Code for Independent Directors) of the Companies Act 2013 and Regulation 25(3) of SEBI (Listing Obligations and Disclosure) Regulations, 2015. For the year, the Independent Directors of the Company met separately on 30<sup>th</sup> March 2023, to review the performance of Independent Directors, Chairman of the Company, and the Board of the Company and to assess the quality, quantity, and timeliness of flow of information between the Management of the Company and the Board. All the Independent Directors attended the meeting.

### Other Information – Board Meetings

The Company holds at least four meetings of the Board of Directors every year. Information to the Directors is submitted along with the agenda well in advance of the Board meetings enabling them to come prepared on the meeting day. Input and feedback of the Board members are taken and considered while preparing the Agenda and Minutes of the Board meeting. Such meetings are normally held at the Registered Office of the company in Rajkot.

The Board in its meeting reviews, analyses and approves the business plan, budgets, capex, quarterly results and limited review by auditors, minutes of the meetings of sub-committees, regulatory notices and reply, agreements and business partnerships entered into with others, statutory compliances, internal rules, regulations, formalities, ethics & procedures and other matters in ordinary course of business.

Minutes of the proceedings of such board meetings are promptly recorded and circulated to all the members for their comments. Within 30 days from the conclusion of the meeting such proceedings are entered in the Minutes book and signature of the Chairman is obtained on it. Such entered Minutes are usually noted in the next meeting of the Board of Directors.

During the year, a separate meeting of the independent directors was held inter-alia to review the performance of non-independent directors and the Board as a whole.

The Board has identified the following skills/expertise/competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Technological Background	A significant background in technology, resulting in the knowledge of how to anticipate technological trends, generate disruptive innovation, and extend or create new business model, conceiving, designing and development of new products.
Strategy and Planning	Appreciation of long-term trends, strategic choices and experience in guiding and leading management teams to make decisions in uncertain environments, Strategizing Marketing and Sales, Customer Support and Relationships.
Finance and General Administration	Financial Accounting Management, Tax Management, Human Resource and Legal Processes Management, Banking, Fund Raising and Treasury Management, Procurement, Infrastructure and facilities management, stakeholder relationship management, General administration of day-to-day activities and expenditure control.
Laws and Policies	Awareness of the existing laws, regulations and policies applicable to the Company thereby ensuring proper and timely legal, statutory and regulatory compliances and appropriate application of the policies to the advantage of the Company.

Administrative Skills	Entrepreneurial skills and administrative skills, (comprising of management skills, communication skills, ability to plan, co-ordinate, organize, and research effectively) coupled with the unique perspective, understanding and empathy.
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In compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, the specific areas of focus or expertise of individual Directors have been highlighted in the table below:

Key Board Qualifications					
Name of the Director/KMP	Technological Background	Strategy and Planning	Finance and General Administration	Laws and Policies	Administrative Skills
	<b>Area of Expertise</b>				
Dilip Changela	✓	✓	✓	✓	✓
Divyesh Changela	✓	✓	✓	✓	✓
Vijay Changela	✓	✓	✓	✓	✓
Vishal Changela	✓	✓	✓	✓	✓
Amit Nindroda	-	✓	✓	✓	✓
Amees Dadhania	-	✓	✓	✓	✓
Abhishek Bardia	-	✓	✓	✓	✓

Based on the declarations received from the Independent Directors, the Board of Directors confirm that in their opinion, the Independent Directors meet the criteria of independence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

**BOARD COMMITTEES**

We believe that an active, well-informed, diversified, and independent board is necessary to ensure the highest standards of corporate governance. With regard to the significant contributions that committees make in assisting the Board of Directors in discharging its duties and responsibilities, the Board, through its following Committees, closely monitors various areas of business.

These Committees are mandated under the law and operate within the terms of reference laid down by the Board and under the SEBI LODR. The Board of Directors has constituted 4 (four) Board Committees with specific terms of reference and scope.

- a) Audit Committee
- b) Nomination and Remuneration Committee
- c) Stakeholders' Relationship Committee and
- d) Corporate Social Responsibility Committee

The role and composition of these Committees, including the number of meetings held during the financial year and the related attendance are provided below.

### AUDIT COMMITTEE

Your Company has a qualified and independent Audit Committee with the powers and the role that are in accordance with Section 177 of the Act and Rules made thereunder and Regulation 18 of SEBI Listing Regulations, which acts as a link between the Management, the Statutory Auditor, Cost Auditor, Internal Auditors and the Board of Directors and oversees the financial reporting process.

### COMPOSITION AND ATTENDANCE

The Committee met 5 (Five) times during the year FY 2023-24. The meetings were held on May 30, 2023, August 17, 2023, August 28, 2023, November 11, 2023, and February 12, 2024.

The gap between two consecutive meetings is as per the limits specified in Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

Sr. No.	Name of the Member	Status	No. of Meetings	
			Held	Attended
1	ABHISHEK BARDIA	Chairman	5	2
2	AMEE KETANKUMAR DADHANIA	Member	5	5
3	VIJAY VRAJLAL CHANGELA	Member	5	2

Notes:

*Mr. Kishan Sureja, chairman of Audit Committee resigned w.e.f. August 28, 2023 (attended 3 Meeting)*

*Mr. Abhishek Bardia, appointed as Chairman of Audit Committee w.e.f. August 28, 2023*

*Mr. Vijay Changela, whole-time director appointed w.e.f. August 28, 2023.*

*Mr. Vrajlal Changela, whole-time director resigned w.e.f. August 28, 2023 (attended 3 Meeting)*

The Auditors, Managing Director, Executive Director, Chief Financial Officer and other Executives of the Company were invited to the Audit Committee Meetings, as and when required. The Company Secretary acts as the Secretary to the Committee.

The Audit Committee acts in accordance with the terms of reference as specified by the Board, pursuant to the provisions of Section 177 of the Act read with Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 and Part C of Schedule II of SEBI Listing Regulations, as may be amended. The terms of reference inter-alia include:

- Recommending the appointment, remuneration and terms of appointment of auditors of the company;
- Examining the financial statement and the auditors' report thereon;
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Approval or any subsequent modification of transactions of the company with related parties;
- Evaluating the internal financial controls and risk management systems;
- Calling for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and discuss any related issues with the internal and statutory auditors and the management of the company.
- Reviewing the functioning of the whistle blower mechanism.

### NOMINATION AND REMUNERATION COMMITTEE (NRC)

Your Company through its Board of Directors has set up a Nomination and Remuneration Committee ("NRC"). The role of the said Committee is in accordance with Section 178 of the Act read with Rules made thereunder and Regulation 19 of SEBI Listing Regulations, as may be amended from time to time.

#### Composition and Attendance

The Committee met 2 (Two) times during the year FY 2023-24. The meetings were held on May 30, 2023, and August 28, 2023, with the requisite quorum present for both the meetings.

Sr. No.	Name of the Member	Status	No. of Meetings	
			Held	Attended
1	AMIT PRAVINBHAI NINDRODA	Chairman	2	2
2	AMEE KETANKUMAR DADHANIA	Member	2	2
3	ABHISHEK BARDIA	Member	-	-

Notes:

*Mr. Kishan Sureja, chairman of Audit Committee resigned w.e.f. August 28, 2023 (attended 2 Meeting)*

*Mr. Abhishek Bardia, appointed as Chairman of Audit Committee w.e.f. August 28, 2023*

#### The terms of reference of the Committee include:

- To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with criteria laid down and recommend to the Board their appointment and removal;
- To carry out evaluation of every director's performance;
- To formulate criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for directors, key managerial personnel and other employees;
- To formulate criteria for evaluation of performance of independent directors and Board of Directors;
- To devise a policy on diversity of Board of Directors;
- To decide whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

#### Performance evaluation criteria for Independent Directors

The performance evaluation criteria for independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors that are evaluated include participation and contribution by a director, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality and independence of behavior and judgement.

#### Company's policy on director's appointment, remuneration and other matters

The Remuneration policy is directed towards rewarding performance based on review of achievements on a periodical basis. The remuneration policy is in consonance with the existing industry practice and is designed to create a high-performance culture. It enables the Company to attract, retain and motivate employees to achieve results. The Company has made adequate disclosures to the members on the remuneration paid to Directors from time to time. The Company's Policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under Section 178(3) of the Act is available on the website of the Company.

### STAKEHOLDERS RELATIONSHIP COMMITTEE (SRC)

The Stakeholders Relationship Committee is constituted in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI Listing Regulations, as may be amended from time to time.

#### Composition and Attendance

The Committee meets to deal with matters relating to redressal of complaints from shareholders regarding transfers, non-receipt of Annual Report in electronic mode, non-receipt of declared dividends etc. and to review effectiveness of Investors' Relations system of the Company.

During the year 2024, 2 (Two) meetings of SRC were held on May 30, 2023, and August 28, 2023, and it was attended by all the members.

Sr. No.	Name of the Member	Status	No. of Meetings	
			Held	Attended
1	AMEE KETANKUMAR DADHANIA	Chairman	2	2
2	ABHISHEK BARDIA	Member	-	-
3	DILIP GORDHANDAS CHANGELA	Member	2	2

Notes:

*Mr. Kishan Sureja, chairman of Audit Committee resigned w.e.f. August 28, 2023 (attended 2 Meeting)*

*Mr. Abhishek Bardia, appointed as Chairman of Audit Committee w.e.f. August 28, 2023*

The Company has a Stakeholders Relationship Committee of the Board, constituted in accordance with the provisions of Section 178(5) of the Act and Regulation 20 of SEBI Listing Regulations, to specifically investigate various matters relating to shareholders/investors, including transfer and transmission of shares, as well as non-receipt of annual report, non-receipt of declared dividends, issue of share certificates (including issue of renewed or duplicate share certificates), share certificates after transfers/ transmissions, etc. In addition, the Committee investigates other issues including the status of dematerialization/rematerialisation of shares as well as systems and procedures followed to track investor complaints and suggest measures for improvement, from time to time.

The role of the committee shall inter-alia include the following:

- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.

The status of investors' complaints handled by the Company and its Registrar & Share Transfer Agents during the year 2023-2024 is as under:

<b>Opening balance at the beginning of the year</b>	<b>Nil</b>
Received during the year	Nil
Disposed during the year	Nil
<b>Closing balance at the end of the year</b>	<b>Nil</b>

Pursuant to the authorization of the Board of Directors of the Company, either the Managing Director or the Executive Director & CEO or the Company Secretary approves the Transfer/ Transmission/ Sub-division/ Consolidation/ Renewal/ Replacement/ Issue of Duplicate Share Certificate(s)/Deletion of Name(s) and Dematerialization/Rematerialisation of Shares of the Company. A summary of transfer/transmission, etc. of securities of the Company so approved by the Company Secretary is placed at every Board Meeting/Stakeholders Relationship Committee Meeting. A certificate from a Practicing Company Secretary is obtained on a yearly basis, as per the provisions of Regulations 40 (9) & (10) of SEBI Listing Regulations, relating to compliance with the formalities of share transfer and the same is also filed with the Stock Exchanges.

In compliance with Regulations 7(2) & (3) of SEBI Listing Regulations, a Compliance Certificate is filed with the Stock Exchanges where the shares of the Company are listed. The said Certificate is duly signed by both the Company Secretary & Compliance Officer of the Company and the authorized representative of the Share Transfer Agent on a yearly basis to certify that all activities relating to both physical and electronic share transfer facility of the Company are maintained by Registrar and Share Transfer Agent (RTA) of the Company.

The Committee expresses satisfaction with the Company's performance in dealing with the shareholders' grievances and its share transfer system.

#### CORPORATE SOCIAL RESPONSIBLY (CSR) COMMITTEE

The 'Corporate Social Responsibility Committee' ('CSR Committee') of the Board constituted pursuant to the provisions of Section 135 of the Companies Act, 2013.

The Company considers it as its economic, environmental, and social responsibility to foster sustainable local development as well as add value to the local communities in which it operates.

During the year 2023, 1 (One) meeting of SRC was held on August 28, 2023, it was attended by all the members.

#### Composition and Attendance

Sr. No.	Name of the Member	Status	No. of Meetings	
			Held	Attended
1	AMIT PRAVINBHAI NINDRODA	Chairman	1	1
2	DILIP GORDHANDAS CHANGELA	Member	1	1
3	DIVYESHKUMAR HIRALAL CHANGELA	Member	1	1

Notes:

*Mr. Hiralal Changela, whole-time director resigned w.e.f. August 28, 2023.*

*Mr. Divyeshkumar Changela, whole-time director appointed w.e.f. August 28, 2023.*

All the recommendations of the Corporate Social Responsibility Committee have been accepted by the Board of Directors.

#### Terms of reference of CSR

The Committee shall act in accordance with the terms of reference which, inter alia, include:

- a) To formulate and recommend to the Board a CSR Policy which will define the focus areas and indicate the activities to be undertaken by the Company;
- b) To recommend to the Board necessary amendments, if any, in the CSR Policy from time to time;

- c) To formulate the Annual Action Plan, monitor the budget under the CSR activities of the Company and
- d) To accomplish various CSR projects of the Company independently or through intermediary agencies, as the case may be.

The Board has adopted the CSR Policy as formulated and recommended by the Committee.

The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of CSR Policy.

The Annual Report on CSR activities for FY 2023-24 forms part of the Board's Report. The brief outline of the initiatives undertaken by the Company on CSR activities during the year are set out in Annexure of this report.

### GENERAL BODY MEETINGS

The Company convenes the Annual General Meeting generally within five months from the close of the Financial Year. The details of Annual General Meetings held in last 3 years are as under:

**Details of Annual General Meetings held in last three years are as follows:**

Particulars	Meetings		
	AGM	AGM	AGM
Date	30.09.2023	30.09.2022	30.09.2021
Venue	Registered office of the Company	Registered office of the Company	through Video Conferencing

No Extraordinary General Meeting of the Members was held during the financial year 2023-24.

### POSTAL BALLOT

During the year 2024, postal ballot activities were not conducted by the Company and None of the businesses proposed to be transacted at the ensuing AGM requires passing of a special resolution through postal ballot.

### DISCLOSURES

- a) The Disclosures have been made in the respective financial statements presented in the Annual Report, on materially significant related party transactions i.e. transactions of the company of material nature, with its Promoters, the Directors or the Management, their associates/group companies or relatives etc.,. The company did not undertake any transaction with any related party having potential conflict with the interests of the company at large. The Policy on related party transactions, approved by the Board, is available on the website of the Company.
- b) The Company has adopted a whistle blower policy, which provides an avenue for the Directors and employees to raise concerns of any violations of Code of Conduct, incorrect or misrepresentation of any financial statements and reports, unethical behavior, etc. The policy provides adequate safeguards to employees reporting such violations to the Company. No employee has been denied access to the Audit Committee. The said Policy is also available on the website of the Company.

- c) As required under the SEBI Listing Regulations, a certificate has been received from M/s K.P. Ghelani & Associates, Practicing Company Secretaries confirming that none of the Directors on the Board of the Company has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority. The said certificate is attached to the Corporate Governance Report.
- d) Details pertaining to the fees paid to the Statutory Auditors of the company have been disclosed under the Financial Statements forming part of the Annual Report 2023-24.
- e) Details pertaining to the number of complaints filed and disposed of during the year 2023-24 and pending as on 31st March 2024 in relation to the Sexual Harassment at Workplace (Prevention, Prohibition and Redressal) Act, 2013 have been disclosed in the Board's Report, forming part of the Annual Report 2023-24.
- f) The Company has not extended any loans or advances in the nature of loans to firms/companies in which Directors are interested.
- g) The company has fully complied with the applicable mandatory requirements as prescribed under SEBI Listing Regulations. The Company has duly fulfilled the following discretionary requirements as prescribed in Part E of Schedule II of SEBI Listing Regulations:
- The Company's financial statements for the year ended 31st March 2024 do not contain any modified audit opinion.
  - In accordance with the provisions of Section 138 of the Companies Act, 2013, the Company has appointed an Internal Auditor who reports to the Audit Committee. Quarterly Internal Audit Reports are submitted to the Audit Committee which reviews the audit reports and suggests necessary action.
- h) The Company has duly complied with the requirements specified in Regulations 17 to 27 and Clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations.

### **CEO / CFO CERTIFICATION**

A certificate obtained from Mr. Dilipkumar Changela, Chairman & Managing Director and Mr. Divyesh Changela, Whole-time Director & CEO, and Mr. Vishal Changela, CFO, as specified in Part B of Schedule II pursuant to Regulation 17(8) of SEBI Listing Regulations was placed before the Board of Directors at their meeting held on 15th July 2024.

### **MEANS OF COMMUNICATION**

- The Quarterly results in the prescribed format are published in the Newspapers ('Financial Express'-English and 'Financial Express'-Gujarati) as required under SEBI Listing Regulations.
- The Company's quarterly financial results are posted on the company's website.
- The detailed Management Discussion and Analysis Report forms part of the annual report for the year.



### ANNUAL GENERAL MEETING

DAY AND DATE	: Saturday, August 10, 2024
TIME	: 4:00 P.M.
VENUE	: At the Registered office of the Company
Financial Year	: The Company follows the period of 1st April to 31st March, as the Financial Year.
Book Closure	: The Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 03, 2024, to Saturday, August 10, 2024 (both days inclusive).
Cut-off date for remote e-voting	: The remote e-voting/voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the cut-off date Friday, August 02, 2024 ("cut-off Date")
remote e-voting period	The remote e-voting period will commence at 9.00 a.m. on Wednesday, August 07, 2024, and will end at 5.00 p.m. on Friday, August 09, 2024.
Stock Exchanges	: BSE Ltd. 25 <sup>th</sup> Floor, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001.
Scrip Code	: 539398
Scrip ID	: VISHALBL

### SHAREHOLDING PATTERN AS ON MARCH 31, 2024

Category	Nos. of Shareholders	No. of Shares Held	Percentage
Promoter & Promoters Group	19	76,38,978	70.79
Public	8890	31,52,022	29.21
<b>Total</b>	<b>8909</b>	<b>1,07,91,000</b>	<b>100.00</b>

### SHARE PRICE DATA (FACE VALUE OF SHARE: RS.10)

Month	Open	High	Low	Close	No. of Shares	No. of Trade	Total Turnover
APRIL, 2023	131.20	142.00	123.00	132.70	3,63,240	10,140	4,88,14,135
May, 2023	130.10	136.85	113.35	116.80	2,72,304	8,184	3,39,74,734
June, 2023	111.00	117.90	101.00	113.20	2,37,167	7,916	2,65,38,461
July, 2023	113.65	155.00	111.25	142.85	2,99,436	9,108	4,00,77,257
August, 2023	144.90	241.55	135.00	234.80	4,483,86	14,463	8,41,52,588
September, 2023	240.00	241.55	197.00	210.25	1,83,979	7,862	3,88,95,521
October, 2023	206.50	220.00	191.70	202.45	1,44,139	5,622	2,99,29,919
November, 2023	206.50	208.00	161.75	180.15	1,34,306	6,264	2,44,37,840
December, 2023	183.75	195.15	166.75	185.00	1,20,398	5,725	2,22,04,618
January, 2024	188.65	199.50	171.00	189.00	1,42,204	7,222	2,68,24,833
February, 2024	190.00	200.00	141.00	151.70	2,29,531	9,757	3,70,70,801
March, 2024	153.90	171.70	124.00	147.05	2,42,237	7,519	3,76,12,703

### UNCLAIMED DIVIDEND/ SHARES

Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, if the dividend transferred to the Unpaid Dividend Account of the Company remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the Company along with interest accrued, if any to the Investor Education and Protection Fund ('the IEPF'), a fund established under sub-section (1) of section 125 of the Act.

#### REGISTRAR & SHARE TRANSFER AGENTS

KFIN TECHNOLOGIES LIMITED  
Selenium Tower B, Plot 31 & 32, Financial District, Nanakramguda, Seritingampally, Hyderabad, Rangareddi, Telangana-500032, India.  
Contact No.: +91 91775 92333  
Email Id: [raj कुमार.kale@kfintech.com](mailto:raj कुमार.kale@kfintech.com)

#### Ketankumar Savaliya

**CS & Compliance Officer**  
**VISHAL BEARINGS LIMITED**  
Survey No. 22/1, Plot No. 1, Shapar Main Road, Shapar (Veraval) Rajkot, Gujarat-360 024, India.  
Contact No.: +91-2827-252273  
Email Id: [legal@vishalbearings.com](mailto:legal@vishalbearings.com)

Any correspondence regarding share transfers, share certificates, change of address etc. can be sent to Registrar and Share Transfer Agents.

### SHARE TRANSFER SYSTEM

100% of the equity shares of the Company are in electronic form. Transfers of these shares are done through depositories with no involvement of the Company. According to the Listing Regulations, no shares can be transferred unless they are held in dematerialized mode. On a yearly basis, the compliance with the share transfer / transmission formalities is audited by a Practicing Company Secretary (PCS) in terms of Regulation 40(10) of SEBI (LODR) with the stock exchanges and a certificate to this effect is filed with the stock exchanges.

### RECONCILIATION OF SHARE CAPITAL AUDIT

A qualified Practicing Company Secretary has carried out reconciliation of Share Capital Audit for every quarter to reconcile the share capital held with depositories and in physical form with the issued/listed capital. The audit confirms that the total issued/paid-up/listed share capital is in agreement with the aggregate total number of dematerialized shares and the total number of the dematerialized shares held with NSDL and CDSL.

### SHAREHOLDING PER CATEGORY AS ON MARCH 31, 2024

Category	Physical shares	Demat shares	Total shares	Percent
<b>Shareholding of Promoter &amp; Promoter Group</b>				
Promoter & Promoters Group	0	64,38,963	64,38,963	59.67
Individuals (Non-Resident Individuals/ Foreign Individuals)	0	12,00,015	12,00,015	11.12
<b>Public Shareholding</b>				
Individuals/Hindu Undivided Family	0	31,01,054	31,01,054	28.73
Non-Resident Indians (NRIs)	0	38,436	38,436	00.36
Bodies Corporate	0	12,532	12,532	00.12
<b>TOTAL</b>	<b>0</b>	<b>1,07,91,000</b>	<b>1,07,91,000</b>	<b>100.00</b>

### DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company's shares are traded in dematerialized form in BSE Ltd. Equity shares of the Company representing 100% of the paid-up equity share capital of the company are dematerialized as on March 31, 2024.

### DECLARATION BY THE MANAGING DIRECTOR UNDER SEBI LISTING REGULATIONS REGARDING COMPLIANCE WITH CODE OF CONDUCT

In accordance with SEBI Listing Regulations, I hereby confirm that, all members of the board of directors and senior management personnel of the company have affirmed compliance with the Code of Conduct, as applicable to them, for the financial year ended March 31, 2024.

### GO GREEN' INITIATIVE

The provisions of the Companies Act, 2013 and rules made thereunder permit paperless communication by allowing service of all documents in electronic mode. Further, the MCA as well as the SEBI has permitted that all communication to the shareholders may be served electronically. Accordingly, the Company would send the copy of the Annual Report for the year 2023-24 along with the notice convening the AGM through email to those shareholders whose email id is available as per registered records. As a continuing endeavour towards the 'Go Green' Initiative, the Company is sending an intimation of annual report to those shareholders whose e-mail addresses were made available to the Depositories or Share Transfer Agents. Shareholders are requested to support this Green Initiative by providing e-mail addresses for receiving electronic communications.

**DILIP G. CHANGELA**

Chairman & Managing Director

DIN: 00247302

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### DECLARATION AS PRESCRIBED UNDER SCHEDULE V AS REQUIRED UNDER SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's 'Code of Conduct' for the financial year ended on 31st March 2024.

**Place:** Shapar, Rajkot

**Date:** 15.07.2024

**DILIP G. CHANGELA**

Chairman & Managing Director

DIN: 00247302

## COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2024

[as prescribed under the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

The Member

**VISHAL BEARINGS LIMITED**

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

1. We have reviewed the compliance of the conditions of Corporate Governance by Vishal Bearings Limited (hereinafter referred to as “the Company”) for the year ended 31st March 2024, as per the relevant provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”).
2. In our opinion and to the best of our information and according to the examinations of the relevant records carried out by us and the explanations given to us and the management representation letter of even date, we certify that the Company has complied with conditions of Corporate Governance as stipulated in Regulations of SEBI Regulations, 2015, during the year ended on 31st March 2024.
3. The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
4. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For K. P. GHELANI & ASSOCIATES**  
Company Secretaries

**Date: July 15, 2024**

**Place: Rajkot**

**CS Keyur Ghelani**  
Proprietor  
ACS 33400, CP: 12468

## CHIEF FINANCIAL OFFICER (CFO)/ HEAD-CSR CERTIFICATION UTILISATION OF FUNDS DISBURSED FOR CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

### CSR Committee Members/Board of Directors

#### VISHAL BEARINGS LIMITED

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

I, Vishal Changela, CFO of Vishal Bearings Limited ("the company") have reviewed the CSR expenditure done by the Company towards CSR obligation for FY 2023-24 ("period") and do hereby certify that:

- a) During the period, the Company was required to spend Rs.14.11 Lakhs i.e. two percent of the average net profits of the Company made during the three immediately preceding financial years.
- b) Out of total CSR obligation, the Company has disbursed the following funds towards CSR activities during FY 2023-24, as approved by the Board on recommendation of CSR Committee from time to time and monitored by the CSR Committee during the period.
- c) The Company has spent a total amount of Rs. 5.50 Lakhs towards CSR in FY 2023-24.
- d) The Company transfers unspent amount of Rs. 8.61 Lakhs to CSR Unspent Bank account in FY 2023-24.

The books of account and other records of CSR activities, as available with the Company/ implementing agency, gives reasonable assurance about the utilization of the funds disbursed by the Company to implementing agencies for undertaking approved CSR activities.

**For and on behalf of the Board of Directors  
Vishal Bearings Limited**

**Date:** 15.07.2024

**Place:** Shapar, Rajkot

**Vishal V. Changela**  
Chief Financial Officer

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(PURSUANT TO REGULATION 34(3) AND SCHEDULE V PARA C CLAUSE (10)(I) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015)

The Members,

**VISHAL BEARINGS LIMITED**

SURVEY NO. 22/1, PLOT NO. 1, SHAPAR MAIN ROAD,  
SHAPAR (VERAVAL) RAJKOT – 360 024,  
GUJARAT, INDIA.

We have examined the Registers, Papers, Books, Records, Forms, Returns, Declarations, Disclosures and other related documents of Vishal Bearings Limited (“the Company”) bearing CIN: L29130GJ1991PLC016005, having registered office at Survey No.22/1, Plot No.1, Shapar Main Road, Shapar(Veraval), Rajkot-360024, Gujarat, India, for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para C Clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as ‘the SEBI LODR’), as amended.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company, its officers and representatives, we hereby certify that none of the Directors on the Board of the Company, as stated below for the Financial Year ending on March 31, 2024, have been debarred or disqualified from being appointed or continuing as Director of the Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of Appointment
1	DILIP GORDHANBHAI CHANGELA	00247302	24/07/1991
2	DIVYESHKUMAR HIRALAL CHANGELA	00247364	28/08/2023
3	VIJAY VRAJLAL CHANGELA	00411422	28/08/2023
4	ABHISHEK BARDIA	10291541	28/08/2023
5	AMEE KETANKUMAR DADHANIA	08546107	27/08/2019
6	AMIT PRAVINBHAI NINDRODA	03489435	29/08/2022

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For K. P. GHELANI & ASSOCIATES**  
Company Secretaries

**Date: July 15, 2024**

**Place: Rajkot**

**CS Keyur Ghelani**  
Proprietor  
ACS 33400, CP: 12468

## **INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF 'VISHAL BEARINGS LIMITED'**

### **Report on the Audited Financial Statements**

#### **OPINION**

We have audited the accompanying financial statements of VISHAL BEARINGS LIMITED ('the Company'), which comprises the Balance Sheet as at 31st March, 2024; the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and notes to financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements read together with the notes thereon, give the information required by the Companies Act 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, to the extent applicable; of the state of affairs of the Company as at 31st March, 2024; its Profit (including Other Comprehensive Income), its Cash Flows and the Statement Changes in Equity for the year ended on that date.

#### **BASIS FOR OPINION**

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on these financial statements.

#### **KEY AUDIT MATTERS**

Key audit matters are those matters that, in our professional judgment, are of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon.

Based on our audit of Financial Statements of the Company for the period under review, we did not come across any material Key Audit Matters to be communicated in our report.

#### **EMPHASIS OF MATTER**

We draw attention to Clause ii(b) of Annexure B to this report on material differences in amounts reported in quarterly statements filed by the company as compared to books of accounts. In the opinion of the management of the company, the said quarterly statements needs to be submitted on respective due dates, pending the finalization of books of accounts.

However, the books of accounts are to be considered as final, hence our opinion is not modified in this regard.

### **INFORMATION OTHER THAN THE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including annexures to Board's Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements, or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### **MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS**

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect, to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, including other comprehensive income, changes in equity and cash flows of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules 2015, as amended. The Management and Board of Directors of the company are responsible for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding of assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the financial statements by the Management and Directors of the Company, as aforesaid.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the company's financial reporting process.



### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has an adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters, if any identified. We describe these matters, if any in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by section 143(3) of the Act, we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid financial statements;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c) The Balance Sheet, Statement of Profit and Loss including Other Comprehensive Income, the Cash Flow Statement and the statement of changes in Equity dealt with by this Report are in agreement with the relevant books of account, as submitted to us;
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standard) Rules, 2015 as amended;
  - e) On the basis of the written representations received from the directors as on March 31, 2022, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
  - g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i). There were no pending litigations which would impact the financial position of the Company; except for litigation as referred to Note 28(c) to the financial statements.
  - ii). The Company has made all material provisions, except as mentioned in the notes to accounts, if any, as required under the applicable law or accounting standards, for material foreseeable losses, if any, and as required on long-term contracts including derivative contracts.
  - iii). There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
  - iv).
    - a) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities (intermediaries), with the understanding that the intermediary shall; directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
    - b) The Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall; directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate beneficiaries), or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries;
    - c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of rule 11(e), as provided under (a) and (b) above, contain any material misstatement; and
  - v). Since the Company has not declared or paid any dividend during the year, the requirement of commenting on whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 is not applicable.
  - vi). As stated in Note 46b of the Financial Statements and based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial year commencing on 01 April 2023, has used accounting soft wares for maintaining its books of accounts, which have a feature of recording audit trail (edit log) facility and the same has operated from 01st May,2023 for all relevant transactions recorded in the

respective software. Further, during the course of our audit, we have not come across any instance where the audit trail (edit log) facility has been tampered with, other than the consequential impact of the exception given below:

Nature of exception noted:	Details of Exception:
Instances of accounting software(s) for maintaining books of account which did not have a feature of recording audit trail (edit log) facility for all relevant transactions recorded in the software	The software/application used for maintaining Payroll, Invoice Billing and Inventory Management does not have a feature of recording audit trail (edit log) facility both at the application level and database level.

- As required by the Companies (Auditor's Report) Order, 2020("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

**For SVK & ASSOCIATES**

Chartered Accountants  
FRN:118564W

**CA. Sameer S. Chandarana**

Partner  
M. No. 609340

Date: 13th May 2024

Place: Morbi

UDIN: 24609340BKHION9246

**ANNEXURE-A TO THE INDEPENDENT AUDITOR'S REPORT**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **VISHAL BEARINGS LIMITED** of even date)

**Report on the Internal Financial Controls Over Financial Reporting under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **VISHAL BEARINGS LIMITED** ("the Company") as of March 31, 2024, in conjunction with our audit of the financial statements of the Company for the year ended on that date.

**MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**AUDITOR'S RESPONSIBILITY**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, insufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

**MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

**INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**OPINION**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For SVK & ASSOCIATES**

Chartered Accountants  
FRN:118564W

**CA. Sameer S. Chandarana**

Partner  
M. No. 609340

Date: 13th May 2024  
Place: Morbi  
UDIN: 24609340BKHION9246

## ANNEXURE-B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our Report to the Members of **VISHAL BEARINGS LIMITED** of even date)

### i. FIXED ASSETS

- a) In our opinion, the company has generally maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.  
(B) Since the company does not have any intangible assets during or as at end of the year, the provisions of this sub-clause are not applicable to the company.
- b) As explained to us, the Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. As further explained to us, pursuant to the said program, certain fixed assets were physically verified by the management during the year. According to the said information and explanations given to us, no material discrepancies were noticed in such verification.
- c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds/registered sale deed provided to us, we report that, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the company.
- d) According to the information and explanations given to us, the records examined by us and also based on the examination of the books of accounts of the company, we report that, during the year ended 31st March, 2023, the company has not revalued its Property, Plant & Equipment (Incl. Right of Use Assets) or Intangible Assets or both during the year ended.
- e) According to the information and explanations given to us by the management of the company, there are not any proceedings have been initiated or are pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder. Accordingly, reporting under clause (i)(e) of the Order is not applicable.

### ii. INVENTORIES

- a) According to the information and explanation given to us, the inventories have been physically verified during the year by the management. In our opinion, the coverage and procedure of such verification by the management is appropriate. Further, according to the information and explanation given to us as explained to us, no material discrepancies were noticed on physical verification of inventories as compared to the book records.
- b) The Company has been sanctioned working capital limits in excess of Rs.5 crore, in aggregate, from banks on the basis of security of current assets; according to the information and explanations given to us and on the basis of records examined by us, the variations in quarterly returns and statements comprising stock and creditors statements, book debt statements and other stipulated financial information filed by

the Company with such bank as compared to books of account of the Company, of the respective quarters are as mentioned below:

Quarter	Particulars	Amount as per books of Accounts (a) in lacs	Amount as per Stock Statement (b) in lacs	Differences (c) in lacs
I	Inventory	3,645.49	3332.07	313.42
	Book Debts	2,063.69	2083.48	(19.79)
	Trade Payable	998.17	609.79	388.38
II	Inventory	3118.55	3120.78	(2.23)
	Book Debts	1844.14	1844.92	(0.78)
	Trade Payable	1358.99	883.54	475.45
III	Inventory	3964.15	4066.25	(102.10)
	Book Debts	1337.87	1494.56	(156.69)
	Trade Payable	1607.90	1768.00	(160.10)
IV	Inventory	4703.55	4629.61	73.94
	Book Debts	1019.89	999.65	20.23
	Trade Payable	1528.45	1570.71	(42.26)

### iii. INVESTMENTS, LOANS, ADVANCES IN THE NATURE OF LOAN, GUARANTEE OR SECURITY

According to the information and explanations given to us and on the basis of our examination of the books of account, during the year under review, the company has not made any investments in, or provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to any companies, firms, Limited Liability Partnerships or other parties. Consequently, the provisions of clause (iii) of the order are not applicable to the company.

### iv. LOANS, INVESTMENTS & GUARANTEES

According to the information and explanations given to us and on the basis of our examination of the books of account, the company has not granted any loans directly or indirectly to any directors or person or entities in which directors are interested and/or has not given any guarantee or provided any security in connection with loans taken by them.

Further, according to the information and explanations given to us and on the basis of our examination of the books of accounts, the company has complied with the provisions of section 186 in respect of investments made.

### v. DEPOSITS

As explained to us and on the basis of our review, the acceptance of the average loans or deposit during the year under review by the company from the promoters / promoter's relatives is covered under the exclusion mentioned under Rule 2(1)(c) of the Companies (Acceptance of Deposit's) Rules 2014 and accordingly said acceptance is in compliance with Section 73 to 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposit's) Rules 2014. Consequently, the provisions of clause (v) of the order are not applicable to the company.



**vi. COST RECORDS**

We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, prescribed by the Central Government under Section 148(1)(d) of the Companies Act, 2013 and are of the opinion that, prima facie, the prescribed accounts and cost records have been maintained. We have, however, not made a detailed examination of the cost records with a view to determining whether they are accurate or complete.

**vii. STATUTORY DUES**

- a) As per information and explanation available to us, undisputed statutory dues including provident fund, income-tax, goods and service tax, custom duty, cess and other material statutory dues have been generally regularly deposited with the appropriate authorities, applicable to it, though there had been some delays in certain cases. Further according to information explanation given to us, No undisputed statutory dues applicable to the company were outstanding as at 31st March, 2024 for a period of more than 6months from the date they become payable.
- b) According to the information and explanation available to us, there are no dues outstanding on account provident fund, income-tax, goods and service tax, custom duty, cess and other material statutory dues on account of dispute except as mentioned below:

Sr. No.	Name of the statue	Nature of dues	Amount under dispute	Period to which amount relates	Forum was dispute is pending	Amount Paid under Protest
1	Government of Gujarat, State tax Department	Tax + Penalty	6.82 Lacs	FY 2021-22	GST Appellate Authority	6.82 Lacs

**viii. UNRECORDED INCOME**

According to the information and explanations given to us, the Company did not have any transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

**ix. DUES TO LENDER OF FINANCE**

- a) Based on our audit procedures and as per information and explanation given to us by the management of the company, we are of the opinion that company has not defaulted in repayment of dues to financial institutions or banks or any other lenders during the year under review. The Company has not taken any loan or borrowing from the Government and has not issued any debenture during the year.
- b) According to the information and explanations given to us and on the basis of our audit procedures, the Company is not declared a willful defaulter by any bank or financial institution or other lender.
- c) According to the information and explanations given to us and on the basis of the books and records examined by us, the term loans taken during the year have been applied for the purposes for which those were obtained.

- d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that funds raised on short-term basis have not been utilised for long-term purposes.
- e) According to the information and explanations given to us and on the overall examination of the balance sheet of the company, the company has not been taken funds borrowed from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures, as per sub-clause (e) are not applicable.
- f) According to the information and explanations given to us and on the overall examination of the balance sheet of the company, the company has not been raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies, as per sub-clause (f) are not applicable.

**x. PUBLIC ISSUE, PREFERENTIAL ALLOTMENT/PRIVATE PLACEMENT**

- a) In our opinion and according to the information and explanations given to us, the company has not raised money by way of initial public offer or further public offer during the year. Consequently, the provisions of sub-clause (a) of clause (x) of the order are not applicable to the company.
- b) Based on the audit procedures performed and according to the information and explanations given to us, the company has not made any preferential allotment or private placement of shares or fully or partly or optionally convertible debentures during the year under review. Consequently, the provisions of sub-clause (b) of clause (x) of the order are not applicable to the company.

**xi. FRAUD**

- a) Based upon the audit procedures performed and as per the information and explanation given by the management, we report that no fraud by the company or any fraud on the company by its officers / employees has been noticed or reported during the course of our audit.
- b) According to the information and explanations given to us, no report under section 143(12) of the Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- c) As represented to us by the management, the Company has not received any whistleblower complaint during the year and up to the date of this report.

**xii. NIDHI COMPANY**

In our opinion, the company is not a Nidhi Company. Consequently, the provisions of clause (xii) of the order are not applicable to the company.

**xiii. RELATED PARTY TRANSACTIONS**

Based upon the audit procedures performed and as per the information and explanation given by the management, all the transactions with the related parties are in compliance with Section 177 and 188 of the Companies Act, 2013 and have been duly disclosed in the financial statements, as required by the applicable accounting standards.

## **xiv. INTERNAL AUDIT**

- a) According to the information and explanations given to us, in our opinion the Company has an adequate internal audit system commensurate with the size and nature of its business.
- b) We have considered the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing, and extent of our audit procedures.

## **xv. NON-CASH TRANSACTIONS**

Based on the audit procedures performed and according to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected to its directors. Consequently, the provisions of clause (xv) of the order are not applicable to the company.

## **xvi. REGISTRATION UNDER SECTION 45-IA OF RBI ACT, 1934**

- a) According to the information and explanations given to us and based on our examination of the records of the company, the company is not required to be registered under section 45-IA of the Reserve Bank of India Act 1934.
- b) According to the information and explanations given to us and based on our examination of the records of the company, the company has not conducted any Non-Banking Financial or Housing Finance activities without a valid Certificate of Registration (CoR) from the Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- c) According to the information and explanations given to us and based on our examination of the records of the company, the company is not Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India.
- d) According to the information and explanations given to us, the company does not have a Core Investment Company (CIC). Consequently, the provisions of sub-clause (d) of clause (xvi) of the order are not applicable to the company.

## **xvii. CASH LOSSES**

Based on the audit procedures performed, we report that the company has not incurred any cash losses during the financial year under review and also in the immediately preceding financial year.

## **xviii. RESIGNATION BY STATUTORY AUDITORS**

There has been no resignation by the statutory auditors of the Company during the year. Consequently, the provisions of clause (xviii) of the order are not applicable to the company.

## **xix. MATERIAL UNCERTAINTY OF MEETING LIABILITIES FALLING DUE IN ONE YEAR**

On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, the auditor's knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet

date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

**xx. TRANSFER OF UNSPENT AMOUNT TO SPECIFIED FUND**

According to the information and explanations given to us and based on the audit procedures performed, there are no unspent amounts towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the companies act in compliance with second proviso to sub section (5) of section 135 of the said Act.

**xxi. QUALIFICATIONS OR ADVERSE REMARKS IN AUDIT REPORTS OF COMPANIES INCLUDED IN CONSOLIDATED FINANCIAL STATEMENTS**

Since the consolidated financial statements are not applicable to the company, reporting requirements clause (xxi) is not applicable.

**For SVK & ASSOCIATES**

Chartered Accountants  
FRN: 118564W

**CA. Sameer S. Chandarana**

Partner  
M. No. 609340

Date: 13<sup>th</sup> May 2024  
Place: Morbi  
UDIN: 24609340BKHION9246

## BALANCE SHEET

(All amounts are in Indian rupees lakhs, except share data and where otherwise stated)

Particulars	Note No.	31-03-2024 Rupees	31-03-2023 Rupees
<b>I. ASSETS:</b>			
<b>1. NON-CURRENT ASSETS:</b>			
(a) Property, Plant & Equipment		2976.52	2183.13
(b) Capital Work in Progress	3	38.68	363.59
(c) Right of Use of Assets (Refer Note 45)		230.51	276.60
<b>Sub Total</b>		<b>3245.70</b>	<b>2823.33</b>
<b>Financial Assets</b>			
(a) Investments	4	370.41	231.10
<b>Sub Total</b>		<b>370.41</b>	<b>231.10</b>
<b>Other Non-Current Assets</b>			
(a) Other Non-Current Assets	5	104.92	102.62
<b>Sub Total</b>		<b>104.92</b>	<b>102.62</b>
<b>TOTAL NON-CURRENT ASSETS</b>		<b>3721.04</b>	<b>3157.05</b>
<b>2. CURRENT ASSETS:</b>			
Inventories	6	4703.55	4315.65
<b>Sub Total</b>		<b>4703.55</b>	<b>4315.65</b>
<b>Financial Assets</b>			
Trade Receivables	7	1019.89	1465.61
Cash and Cash Equivalents	8	10.29	4.71
Other Bank Balances		56.31	37.42
<b>Sub Total</b>		<b>1086.49</b>	<b>1507.03</b>
<b>Other Current Assets</b>			
(a) Short-term Loans and Advances	9	960.79	344.93
<b>Sub Total</b>		<b>344.93</b>	<b>344.93</b>
<b>TOTAL CURRENT ASSETS</b>		<b>6750.83</b>	<b>6168.30</b>
<b>TOTAL ASSETS</b>		<b>10471.87</b>	<b>9325.36</b>
<b>II. EQUITY AND LIABILITIES:</b>			
<b>EQUITY</b>			
Equity Share capital	10	1079.10	1079.10
Other Equity	11	2465.34	2256.29
Equity attributable to Owners		3544.44	3335.39
<b>TOTAL EQUITY</b>		<b>3544.44</b>	<b>3335.39</b>
<b>LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES:</b>			
Financial Liabilities			
Borrowings	12	2060.77	2258.99
<b>Sub Total</b>		<b>2060.77</b>	<b>2258.99</b>

Deferred tax liabilities (Net)	13	19.80	27.21
Other Non-Current Liabilities		248.72	287.32
<b>Sub Total</b>		<b>268.52</b>	<b>314.53</b>
<b>TOTAL NON-CURRENT LIABILITIES</b>		<b>2329.29</b>	<b>2573.52</b>
<b>CURRENT LIABILITIES:</b>			
Financial Liabilities			
(a) Short-Term Borrowings	14	2871.40	2205.00
(b) Trade Payables	15		
Total Outstanding Dues of Micro Enterprises & Small Enterprises		95.45	-
Total Outstanding Dues of Creditors other than Micro Enterprises & Small Enterprises		1433.00	818.95
<b>Sub Total</b>		<b>4399.85</b>	<b>3023.95</b>
Provisions	16	89.25	47.40
Employee Benefit Obligations	17	12.98	6.50
Current Tax Liabilities	18	62.00	313.00
Other Current Liabilities	19	34.07	25.60
<b>Sub Total</b>		<b>198.30</b>	<b>392.50</b>
<b>TOTAL CURRENT LIABILITIES</b>		<b>4598.15</b>	<b>3416.45</b>
<b>TOTAL LIABILITIES</b>		<b>6927.44</b>	<b>5989.97</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>10471.87</b>	<b>9325.36</b>
Accompanying Notes forming part of the Financial Statements	1 to 49		

**For SVK & ASSOCIATES**  
Chartered Accountants  
FRN: 118564W

**FOR, VISHAL BEARINGS LTD.**

**CA. Sameer S. Chandarana**  
Partner  
M. No. 609340

**D. G. Changela**  
Managing Director  
DIN: 00247302

**D. H. Changela**  
Whole Time Director  
DIN: 00247364

**Place: Morbi**  
**Date: 13th May, 2024**  
**UDIN: 24609340BKHION9246**

**V. V. Changela**  
Chief Financial Officer  
**Date: 15.07.2024**

**K. V. Savaliya**  
Company Secretary  
**Place: Shapar, Rajkot**

## PROFIT AND LOSS ACCOUNT

(All amounts are in Indian rupees lakhs, except share data and where otherwise stated)

Particulars		Note No.	For the Year 31-03-2024 Rupees	For the Year 31-03-2023 Rupees
<b>I</b>	<b>Revenue from Operation</b>	20	9870.33	11551.43
<b>II</b>	<b>Other Income</b>	21	9.24	4.40
<b>III</b>	<b>Total Revenue (I + II)</b>		<b>9879.57</b>	<b>11555.83</b>
<b>IV</b>	<b>Expenses:</b>			
	1. Cost of Materials and Stores Consumed	22	5917.37	6732.11
	2. Changes in Inventories of Finished Goods, Work-in-process and Stock-in trade	23	(225.36)	(173.94)
	3. Employee Benefits Expenses	24	1530.92	1359.83
	4. Financial Costs	25	345.27	425.30
	5. Depreciation and Amortization Exp.	3&3A	501.88	469.54
	6. Other Expenses	26	1596.83	1654.77
	<b>Total Expense</b>		<b>9720.90</b>	<b>10,467.61</b>
<b>V</b>	Profit Before Tax (III - IV) Items and Tax (III - IV)		158.67	1088.22
<b>VI</b>	Exceptional Items		-	-
<b>VII</b>	Profit Before Extraordinary Items and Tax (V-VI)		158.67	1088.22
<b>VIII</b>	Extraordinary Items		-	-
<b>V</b>	<b>Profit Before Tax (VII - VIII)</b>		<b>158.67</b>	<b>1088.22</b>
<b>VI.</b>	<b>Tax Expenses:</b>			
	(1) Current tax - Pertaining to Current Year		62.00	313.00
	(2) Current tax - Pertaining to Prior Year		(6.45)	5.04
	(3) Deferred Tax		(7.41)	(31.31)
	<b>Total Tax Expenses</b>		<b>48.13</b>	<b>286.73</b>
<b>VII.</b>	<b>Profit/(Loss) for the period</b>		<b>110.54</b>	<b>801.49</b>
	<b>Other Comprehensive Income, net of income tax</b>			
(a)	i) items that will not be reclassified to profit and loss		<b>98.51</b>	<b>(13.41)</b>
	ii) income tax relating to items that will not be reclassified to profit and loss		-	-
(b)	i) items that will be reclassified to profit and loss		-	-
	ii) income tax relating to items that will be reclassified to profit and loss		-	-
<b>VIII.</b>	<b>Total Other Comprehensive Income, net of income tax</b>		<b>98.51</b>	<b>(13.41)</b>
<b>IX.</b>	<b>Total Comprehensive Income, net of income tax (VII + VIII)</b>		<b>209.05</b>	<b>788.08</b>

**X. Earning per equity share**

(1) Basic & diluted

27	<b>1.97</b>	<b>7.30</b>
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Accompanying Notes forming part of the Financial Statements 1 to 49

As per our report of even date attached On behalf of the Board of Directors

**For SVK & ASSOCIATES**

Chartered Accountants

FRN: 118564W

**FOR, VISHAL BEARINGS LTD.**

**CA. Sameer S. Chandarana**

Partner

M. No. 609340

**D. G. Changela**

Managing Director

DIN: 00247302

**D. H. Changela**

Whole Time Director

DIN: 00247364

**Place: Morbi**

**Date: 13th May, 2024**

**UDIN: 24609340BKHION9246**

**V. V. Changela**

Chief Financial Officer

**Date: 15.07.2024**

**K. V. Savaliya**

Company Secretary

**Place: Shapar, Rajkot**



## CASH FLOW STATEMENT

(All amounts are in Indian rupees lakhs, except share data and where otherwise stated)

Particulars	Year ended 31-03-2024	Year ended 31-03-2023
<b>A. CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax	158.67	1088.22
<b>Adjustment for:</b>		
Depreciation and Amortization Exp	501.88	469.54
Interest & Dividend Received	(7.98)	(0.04)
Other Comprehensive Income	98.51	(13.41)
Financial Cost	345.27	425.30
<b>Operating profit before working capital changes</b>	<b>1096.35</b>	<b>1969.61</b>
<b>Adjustment for:</b>		
(Increase) / Decrease in Inventory	(387.91)	(504.62)
(Increase) / Decrease in Trade Receivables	445.72	639.34
(Increase) / Decrease in Loans and Advances	(658.07)	469.84
Increase / (Decrease) in Current & Non-Current Liabilities and Provisions	766.29	(1138.66)
(Increase) / Decrease in Other Current Assets (to the extent not written off)	(7.41)	0.97
Cash Generated from Operation	1254.98	1436.48
Taxes paid	(256.93)	(307.28)
<b>Net Cash Flow from Operating Activity</b>	<b>998.05</b>	<b>1129.20</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
(Increase) / Decrease in Property, Plant & Equipment (net)	(924.26)	(823.68)
(Increase) / Decrease in Investments	(139.31)	150.85
(Increase) / Decrease in Non-Current Assets	(2.30)	(49.39)
Interest and Dividend Income Received	7.98	0.04
<b>Net Cash Flow from Investing Activities</b>	<b>(1057.89)</b>	<b>(722.18)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Increase / (Decrease) in Long Term Borrowings	(198.22)	(109.74)
Increase / (Decrease) in Short Term Borrowings	666.40	170.19
Finance Cost	(345.27)	(425.30)
Repayment of Principal amount of lease Liabilities	(38.59)	(35.57)
Dividend & DDT	-	-
<b>Net Cash Flow from Financing Activities</b>	<b>84.32</b>	<b>(400.41)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents</b>	<b>24.48</b>	<b>6.61</b>
<b>Opening Balance of Cash and Cash Equivalents</b>	<b>42.12</b>	<b>35.51</b>
<b>Closing Balance of Cash and Cash Equivalents</b>	<b>66.60</b>	<b>42.12</b>

Components of Cash and Cash Equivalents	For the Year 31/03/2024 Rs.	For the Year 31/03/2023 Rs.
<b>Cash on hand &amp; Equivalents</b>		
- Cash on hand	10.29	4.71
<b>Balances with Scheduled Banks</b>		
- In Current Accounts	0.08	36.89
- In Earmarked Accounts	56.23	0.52
	<b>66.60</b>	<b>42.12</b>

**Notes:**

1. The above Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Indian Accounting Standard (Ind AS)- 7 on "Cash Flow Statement" issued by ICAI.

2. Figures of Cash & Cash Equivalents have been taken from Note 8.

**For SVK & ASSOCIATES**

Chartered Accountants

FRN: 118564W

**CA. Sameer S. Chandarana**

Partner

M. No. 609340

**Place: Morbi**

**Date: 13th May,2024**

**UDIN: 24609340BKHION9246**

**FOR, VISHAL BEARINGS LTD.**

**D. G. Changela**

Managing Director

DIN: 00247302

**V. V. Changela**

Chief Financial Officer

**Date: 15.07.2024**

**D. H. Changela**

Whole Time Director

DIN: 00247364

**K. V. Savaliya**

Company Secretary

**Place: Shapar, Rajkot**

## STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED ON 31ST MARCH 2024

### (A) EQUITY SHARE CAPITAL:

Particulars	Number of Shares	Amount (In. Rs.)
<b>ISSUED, SUBSCRIBED AND PAID-UP CAPITAL</b>		
EQUITY SHARES OF RS. 10/- EACH		
<b>As At 1st April, 2022</b>	1,07,91,000	1079.10
Add: New Shares Allotted during the year 22-23	-	-
<b>As At 1st April, 2023</b>	1,07,91,000	1079.10
Add: New Shares Allotted during the year 23-24	-	-
<b>As At 31st March, 2024</b>	1,07,91,000	1079.10

### (B) OTHER EQUITY:

Particulars	Reserves & Surplus			Retained Earnings	Other Comprehensive Income	Total
	Securities Premium	General Reserve	Balance in Statement of P&L			
<b>Balance as on 01.04.2022</b>		54.55	1318.95	14.21	80.50	1468.21
Profit of year	-	-	801.49	-	(13.41)	788.08
Dividend	-	-	-	-	-	-
DD Tax	-	-	-	-	-	-
<b>Balance as on 31.03.2023</b>		<b>54.55</b>	<b>2120.44</b>	<b>14.21</b>	<b>67.08</b>	<b>2256.29</b>
<b>Balance as on 01.04.2023</b>		54.55	2120.44	14.21	67.08	2256.29
Profit of year	-	-	110.54	-	98.51	209.05
Dividend	-	-	-	-	-	-
DD Tax	-	-	-	-	-	-
<b>Balance as on 31.03.2024</b>		<b>54.55</b>	<b>2230.68</b>	<b>14.21</b>	<b>165.59</b>	<b>2465.34</b>

As per our report of even date attached

**For SVK & ASSOCIATES**

Chartered Accountants

FRN: 118564W

On behalf of the Board of Directors

**FOR, VISHAL BEARINGS LTD.**

**CA. Sameer S. Chandarana**

Partner

M. No. 609340

**D. G. Changela**

Managing Director

DIN: 00247302

**D. H. Changela**

Whole Time Director

DIN: 00247364

**Place: Morbi**

**Date: 13th May, 2024**

**UDIN: 24609340BKHION9246**

**V. V. Changela**

Chief Financial Officer

**Date: 15.07.2024**

**K. V. Savaliya**

Company Secretary

**Place: Shapar, Rajkot**

## NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2023-2024

### 1. CORPORATE INFORMATION

Vishal Bearings Ltd. ("the company") having its manufacturing facilities at Shapar (Veraval), Rajkot, is presently engaged in the business of manufacturing Bearing Rollers, earning Job work Income & Wind Power Generation.

The equity shares of Vishal Bearings Limited (Scrip Code 539398) listed under BSE SME Platform were migrated and admitted to dealings on the Mainboard Platform of BSE in the list of "B" Group w.e.f. 31st May 2021 vide BSE Notice No. 20210527-5 dated 27th May 2021.

### 2. SIGNIFICANT ACCOUNTING POLICIES

#### (i) Basis of preparation

These financial statements are prepared to comply in all material aspects with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) read with Companies (Indian Accounting Standards) Rules, 2015; and other relevant provisions of Companies Act, 2013 and the rules made thereunder.

The financial statements are prepared on accrual basis and going concern basis of accounting under historical cost convention in accordance with generally accepted accounting principles in India and the relevant provisions of the Companies Act, 2013 including Indian Accounting Standards notified thereunder, except for certain financial assets liabilities measured at fair value. The accounting policies adopted in the preparation of financial statements are consistent with those of the previous year unless otherwise stated.

#### (ii) Use of Estimates

The preparation and presentation of financial statements requires the management to make estimates, judgements and assumptions that affect the amounts of assets and liabilities reported as on the date of financial statements and the reported amount of revenues and expenses during the reporting period. Accounting estimates could change from period to period. Actual results could differ from these estimates. Appropriate changes in estimates are made as and when the Management becomes aware of the changes in the circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which the changes are made and if material, their effects are disclosed in the notes to the financial statements.

Information about significant areas of estimation, uncertainty, and critical judgements in applying accounting policies that may have significant impact on the amounts recognized in the financial statements are as below:

- \* Useful lives of property, plant & equipment
- \* Measurement of defined benefit obligations
- \* Provisions & contingencies

**(iii) Property, Plant & Equipment**

All the items of property, plant & equipment are stated at historical cost net of recoverable taxes, less accumulated depreciation and impairment loss, if any. The cost of an Property, Plant & Equipment comprises its purchase price or construction cost, any costs directly attributable to bringing the asset into its present location and the condition necessary for it to be capable of operating in the manner intended by the management, and also taking into account the initial estimate of any decommissioning obligation, if any, and Borrowing Costs for the assets that necessarily take a substantial period of time to get ready for their intended use. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably.

The estimated useful lives of assets are in accordance with Schedule II of the Companies Act, 2013.

Gains or losses arising from de-recognition / disposal of a Property, Plant and Equipment are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the Statement of Profit and Loss when the asset is derecognized / disposed off.

**(iv) Depreciation / Amortization**

The company has charged depreciation on Property, Plant & Equipments on Written Down Value (WDV) method on the basis of useful life / remaining useful life and in the manner as prescribed in, Part C, Schedule II of the Companies Act, 2013. Depreciation of additions/disposals during the year has been provided on pro-rata basis with reference to the nos. of days utilized.

Depreciation on additions/ disposals during the year has been provided on a pro-rata basis.

Details of useful life of an asset and its residual value estimated by the management:

Type of Asset	Useful Life as per management's estimate
Factory Building	30 Years
Plant & Machinery *	20 Years
Furnace	15 Years
Electrification	15 Years
Furniture & Fixtures	10 Years
Computers	3 Years
Computer Software	6 Years
Refrigerator	5 Years
EPBX System	15 Years
Air Conditioner	5 Years
Fax Machine	15 Years
Water Filter	15 Years
Mobile & Telephone	15 Years
CCTV System	15 Years
Weighing Scale Machine	15 Years
Motor Cars	8 Years
Motorcycles	10 Years
Windmill Plant & Machinery	22 Years

In none of the cases, residual value of an asset is more than five per cent of original cost of the asset.

\* For this class of asset, based on internal assessment and independent technical evaluation carried out by chartered engineer, the useful life is estimated to be 20 Years from the date of it put to use, whereas the useful life for the said class of asset as per Schedule II is 15 Years.

#### **(v) Impairment of Assets**

At each balance sheet date, the company reviews the carrying amounts of its assets to determine whether there is any indication that those assets suffered any impairment loss. If any such indication exists or when annual impairment testing for an asset is required, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. An impairment loss, if any, is recognised in the Statement of Profit and Loss to the extent, asset's carrying amount exceeds its recoverable amount. The recoverable amount is higher of an asset's fair value less cost of disposal and value in use.

#### **(vi) Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

##### **Financial Assets**

##### ***Initial Recognition and Measurement***

A financial asset is recognized in the balance sheet when the Company becomes party to the contractual provisions of the instrument. At initial recognition, the company measures a financial asset taking into account transactions cost that are directly attributable to the acquisition or issue of the financial asset.

##### ***Subsequent Measurement***

##### **(a) Financial Assets measured at Amortised Cost (AC)**

A Financial Asset is measured at Amortised Cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **(b) Financial Assets measured at Fair Value through Other Comprehensive Income (FVTOCI)**

A Financial Asset is measured at FVTOCI if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling Financial Assets and the contractual terms of the Financial Asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

##### **(c) Financial Assets measured at Fair Value Through Profit or Loss (FVTPL)**

Financial Assets which are not classified in any of the above categories are measured at FVTPL.

#### **INVENTORIES**

Inventories of Raw Materials, Semi-Finished Goods, Finished Goods and Waste & Scrap are stated at cost or net realisable value, whichever is lower. Cost comprises all costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Due allowance is estimated and

made for defective and obsolete items, wherever necessary, based on the past experience of the Company.

#### **TRADE RECEIVABLES**

Trade receivables are amounts due from customers for the sale of goods or services performed in the ordinary course of business. Trade receivables are initially recognized at their transaction amount which is considered to be its fair value and are classified as current assets as it is expected to be received within the normal operating cycle of the business.

#### **CASH AND CASH EQUIVALENTS**

Cash and cash equivalents in the cash flow statement comprise cash at bank and in hand, and fixed deposits, that are readily convertible to know amounts of cash, and which are subject to an insignificant risk of change in value.

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of non-cash nature, any deferrals, or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. Cash flows from operating, investing, and financing activities of the Company are segregated, accordingly.

#### **NON-CURRENT INVESTMENTS**

Quoted investments, being investments in Mutual Funds (not held for sale) are measured at fair value through Other Comprehensive Income.

Unquoted investments, being shares of co-operative society (not held for sale) are valued at cost in the absence of any independent market value available for the same. Also, the realizable value of the said shares in co-operative bank is equal to its face value only whenever the same gets transferred. Hence the same are valued at cost only.

#### **TRADE PAYABLES**

Trade payables are amounts due to vendors for purchase of goods or services acquired in the ordinary course of business and are classified as current liabilities to the extent it is expected to be paid within the normal operating cycle of the business.

#### **(vii) Provisions, contingent liabilities, and contingent assets**

A provision is recognised when the company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not discounted to their present value and are determined based on best estimates required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. Contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The company does not recognize contingent liability but discloses its existence in the financial statements.

Contingent liabilities are disclosed by way of notes to the accounts.

Contingent assets are not recognized.

**(viii) Revenue Recognition**

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured.

Sales of Goods:

Sales are recognised when significant risks and rewards of ownership of goods have been passed to the buyer.

Job work Income:

Revenue is recognised on the basis of completion of services being provided.

Power Generation Income:

Power generation income is recognised on the basis of electrical units generated and eligible for captive consumption or captive consumed or sold as shown in the power generation reports issued by the concerned authorities. Power generation income is booked as the per unit electricity rate, being paid by the company / actually sold by the company.

Interest:

Revenue is recognised on a time proportion basis taking into account the amount outstanding and the rate applicable.

Dividend:

Dividend Income is recognised when the Company's right to receive the amount has been established.

Insurance Claim:

Receipt of insurance claim booked as income on settlement of claim and right to receive the same is established.

**(ix) Retirement Benefits and other employee benefits**

Defined Contribution Plans:

Defined contribution to provident fund is charged to the profit and loss account on accrual basis.

Defined Benefit Plans:

Provision for gratuity liability is provided based on actuarial valuation made at the end of the financial year.

Leave encashment expenditure is charged to profit and loss account at the time of leave encashed and paid, if any. Bonus expenditure is charged to profit and loss account on an accrual basis.

**(x) Foreign Currency Transactions**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Exchange differences arising on settlement of transactions is recognised as income or expense in the year in which they arise.

Monetary assets and liabilities related to foreign currency transactions outstanding at the balance sheet date are translated at the exchange rate prevailing on that date and the net gain or loss is recognized in the profit and loss account.

Foreign currency translation differences relating to liabilities incurred for purchasing of fixed assets from foreign countries are adjusted in the carrying cost of fixed asset



for differences up to the year-end in the year of acquisition, whereas differences arising thereafter to be recognized in the profit and loss account. All other foreign currency gains or losses are recognized in the profit and loss account.

**(xi) Leasing**

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the option to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities include these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

**(xii) Borrowing Cost**

Borrowing costs that are directly attributable to the acquisition, construction or production of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes a substantial period of time to get ready for intended use. Costs incurred in raising funds are amortized equally over the period for which the funds are acquired. All other borrowing costs are charged to the profit and loss account.

**(xiii) Taxes on Income**

Tax expenses comprise Current Tax and deferred tax charge or credit.

**Current Tax:**

Provision for current tax is made based on tax liability computed after considering tax allowances and exemptions, in accordance with the provisions of The Income Tax Act, 1961.

**Deferred Tax:**

Deferred tax assets and liability are recognized, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets arising mainly on account of brought forward losses, unabsorbed depreciation, and minimum alternate tax under tax laws, are recognised, only if there is a virtual certainty of its realization, supported by convincing evidence. At each Balance Sheet date, the carrying amount of deferred tax assets are reviewed to reassure realization. The deferred tax asset and deferred tax liability is calculated by applying tax rate and tax laws that have been enacted or substantively enacted by the Balance Sheet date.

**(xiv) Earnings/(Loss) per Share**

Basic earnings/(loss) per share are calculated by dividing the net profit / (loss) for the period attributable to equity shareholders by the weighted average number of equities shares outstanding during the period. The weighted average number of equities shares outstanding during the period are adjusted for any bonus shares

issued during the year and after the balance sheet date but before the date the financial statements are approved by the board of directors.

**(xv) Government Grants & Assistance**

This includes cash subsidy being received from State Government and District Industries Centre (DIC) for Property, Plant & Equipments being non-repayable grouped under Capital Reserve transferred to retained earnings on the date of transition.

**(xvi) Segment Reporting**

In accordance with Accounting Standard-17 – “Segment Reporting” issued by the Institute of Chartered Accountants of India; the Company has identified its business segment as "Manufacturing of Bearing Rollers & Other Allied Activities". There are no other primary reportable segments applicable to the company. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.

**(xvii) De-recognition**

The Company derecognizes a Financial Asset when the contractual rights to the cashflow from the Financial Asset expire or it transfers the Financial Asset, and the transfer qualifies for de-recognition under Ind AS 109. A Financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

**(xviii) Offsetting**

Financial Assets and Financial Liabilities are offset, and the net amount is presented in the balance sheet when, and only when, the Company has a legally enforceable right to set off the amount and it intends, either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**For SVK & ASSOCIATES**

Chartered Accountants  
FRN: 118564W

**CA. Sameer S. Chandarana**

Partner  
M. No. 609340

**Place: Morbi**

**Date: 13th May, 2024**

**UDIN: 24609340BKHION9246**

**FOR, VISHAL BEARINGS LTD.**

**D. G. Changela**

Managing Director  
DIN: 00247302

**V. V. Changela**

Chief Financial Officer  
**Date: 15.07.2024**

**D. H. Changela**

Whole Time Director  
DIN: 00247364

**K. V. Savaliya**

Company Secretary  
**Place: Shapar, Rajkot**

Note-3 PROPERTY, PLANT & EQUIPMENTS:

(in Lacs)

Particulars	GROSS BLOK			DEPRECIATION				NET BLOK		
	Balance 01.4.23	Addition 23-24	Disposal 23-24	Balance 31.3.24	Balance 01.4.23	For the Year 23-24	Disposal 23-24	Balance 31.3.24	Balance 31.3.24	Balance 31.3.23
<b>I TANGIBLE ASSETS</b>										
Lands	19.25	12.71	-	31.97	-	-	-	-	31.97	19.25
Factory Building	707.75	386.49	-	1094.24	350.57	61.59	-	412.16	682.08	357.18
<b>Plant &amp; Machineries</b>										
Machinery	3996.15	669.87	-	4666.02	2450.84	311.44	-	2762.28	1903.74	1545.31
Furnace	15.71	-	-	15.71	14.25	0.26	-	14.51	1.19	1.45
Electric Attend, System	2.46	-	-	2.46	1.78	0.12	-	1.90	0.56	0.68
Electrification	35.94	-	-	35.94	31.98	0.69	-	32.68	3.26	3.95
Refrigerator	0.59	-	-	0.59	0.51	0.03	-	0.54	0.05	0.08
Mobile & Telephone	5.43	1.19	-	6.61	3.94	0.49	-	4.44	2.18	1.48
Air Conditioner	16.73	2.85	-	19.58	12.47	2.50	-	14.97	4.61	4.26
Water Filter	0.95	-	-	0.95	0.87	0.06	-	0.92	0.02	0.08
CCTV System	20.95	5.89	-	26.83	13.99	1.56	-	15.55	11.28	6.95
Weighing Scale	2.10	-	-	2.10	1.35	0.13	-	1.48	0.62	0.75
<b>Furniture &amp; Fixtures</b>										
& Fixtures	29.44	0.73	-	30.17	21.50	2.06	-	23.56	6.61	7.94
<b>Computers &amp; Software</b>										
Computers & Software	56.29	6.40	-	62.69	50.21	3.87	-	54.08	8.6	6.08
<b>Vehicles</b>										
Motor Cars	376.71	20.58	-	397.29	175.03	64.85	-	239.88	157.41	201.69
Motorcycles	3.34	2.56	-	5.90	1.88	0.73	-	2.62	3.29	1.46
Office Equipment	1.32	-	-	1.32	0.83	0.14	-	0.97	0.34	0.49
Windmill Plant & Machinery	129.30	-	-	129.30	105.27	2.96	-	108.23	21.08	24.03
Solar Power Plant	-	139.80	-	139.80	-	2.29	-	2.29	137.61	-
<b>TOTAL - TANGIBLE ASSETS</b>	<b>5420.40</b>	<b>1249.18</b>	<b>-</b>	<b>6669.57</b>	<b>3237.26</b>	<b>455.79</b>	<b>0.00</b>	<b>3693.05</b>	<b>2976.52</b>	<b>2183.13</b>
Previous year Total	4960.31	460.09	-	5420.40	2813.82	423.45	0.00	3237.26	2183.13	2146.49
<b>II Intangible Assets</b>										
Assets	-	-	-	-	-	-	-	-	-	-
Total	-	-	-	-	-	-	-	-	-	-
Previous year	-	-	-	-	-	-	-	-	-	-
<b>III CAPITAL WORK IN PROGRESS</b>										
Factory Building - New Construction	363.59	38.68	363.69	363.59	38.68	-	-	38.68		363.59
<b>Total</b>	<b>363.59</b>	<b>38.68</b>	<b>363.59</b>	<b>363.59</b>	<b>38.68</b>	<b>-</b>	<b>-</b>	<b>38.68</b>		<b>363.59</b>
<b>GRAND TOTAL</b>	<b>5783.99</b>	<b>1287.85</b>	<b>363.59</b>	<b>6708.25</b>	<b>3237.26</b>	<b>455.79</b>	<b>-</b>	<b>3693.05</b>	<b>3015.19</b>	<b>2546.72</b>
<b>GRAND TOTAL PREVIOUS YEAR</b>	<b>3743.78</b>	<b>723.18</b>	<b>232.90</b>	<b>5420.40</b>	<b>1759.81</b>	<b>364.68</b>	<b>-</b>	<b>3237.26</b>	<b>2183.13</b>	<b>2150.06</b>

For Capital Work-in Progress, following aging schedule shall be given:

CWIP Aging schedule

CWIP	Aging in CWIP for a period of FY 2023-24				Total
	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Office construction	38.68	-	-	-	38.68
<b>Aging in CWIP for a period of FY 2022-23</b>					<b>Total</b>
CWIP	Less than 1 Year	1-2 Years	2-3 Years	More than 3 Years	
Project in Progress	-	363.59	-	-	363.59

(All amounts are in Indian rupees lakhs, except share data and where otherwise stated)

PARTICULARS	31-03-2024 Rupees	31-03-2023 Rupees
<b>3A RIGHT OF USE OF ASSETS</b>		
<b>Right of Use</b>		
Balance of at 1 <sup>st</sup> April, 2023		276.60
Add: Additions	-	-
Less: Amortisation (Depreciation) on	(46.09)	-
Balance of at 1 <sup>st</sup> April, 2024		
<b>TOTAL</b>	<b>230.51</b>	<b>276.60</b>
<b>4 NON-CURRENT INVESTMENT:</b>		
Unquoted: (Measured at Cost)		
SHARES OF CO-OPERATIVE SOCIETY	0.38	0.38
Quoted:		
(Measured At Fair Market Value through OCI)		
MUTUAL FUNDS	370.04	230.73
<b>TOTAL</b>	<b>370.41</b>	<b>231.10</b>
<b>5 OTHER NON-CURRENT ASSETS</b>		
(Unsecured and considered good as certified by the mgt)		
Security Deposits	102.62	102.62
Unamortized Expenses	2.30	-
<b>(a)</b>	<b>104.92</b>	<b>102.62</b>
<b>6 INVENTORIES</b>		
(As taken, valued & certified by the management)		
Raw Materials	3360.94	3198.39
Semi-Finished Goods	1338.78	1110.23
Others - Waste & Scrap	3.84	7.02
<b>Total</b>	<b>4703.55</b>	<b>4315.65</b>
<b>7 TRADE RECEIVABLES</b>		
Unsecured, considered good:		
(Refer Note no 46(a))	1019.89	1465.60
<b>Total</b>	<b>1019.89</b>	<b>1465.60</b>
<b>8 CASH AND CASH EQUIVALENTS</b>		
(i) Cash and Cash Equivalents:		
Cash on hand	10.29	4.71
<b>(a)</b>	<b>10.29</b>	<b>4.71</b>
(ii) Bank Balances other than Cash and Cash Equivalents:		
(a) Balance with banks	0.08	36.89
(b) Earmarked balances with banks	56.23	0.52
<b>(b)</b>	<b>56.31</b>	<b>37.42</b>
<b>Total</b>	<b>66.60</b>	<b>42.12</b>
<b>9 SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured and considered good as certified by the mgt)		
(a) Balances with Revenue Authorities	408.09	227.78
(b) Advance to Suppliers & Others	537.80	107.71
(c) Prepaid Expenses	7.47	9.43

Advance Recoverable in cash or in kind or for value to be received (Considered Good)

- Income Receivable	6.91	-
- Unamortized Expenses (Processing Fees)	0.52	0.02

**Total** **960.79** **344.93**

PARTICULARS	As At		As At	
	31.03.2024 Number	31.03.2024 Amt	31.03.2023 Number	31.03.2023 Amt
<b>10 SHARE CAPITAL</b>				
<b>(a) Authorized:</b>				
Equity Shares of Rs. 10/- Each (Rs. 10/- Each)	1,20,00,000	12,00,00,000	1,20,00,000	12,00,00,000
<b>TOTAL</b>	<b>1,20,00,000</b>	<b>12,00,00,000</b>	<b>1,20,00,000</b>	<b>12,00,00,000</b>
<b>(b) Issued, Subscribed &amp; Fully Paid:</b>				
Equity Shares of Rs. 10/- Each (Rs. 10/- Each)	1,07,91,000	10,79,10,000	1,07,91,000	10,79,10,000
<b>TOTAL</b>	<b>1,07,91,000</b>	<b>10,79,10,000</b>	<b>1,07,91,000</b>	<b>10,79,10,000</b>

**Reconciliation of Number of Shares outstanding at the beginning and at the end of the reporting period**

Particulars	As At		As At	
	31.03.2024 Number	31.03.2024 Amt	31.03.2023 Number	31.03.2023 Amt
<b>Equity Shares:</b>				
Shares outstanding at the beginning of the year	1,07,91,000	10,79,10,000	1,07,91,000	10,79,10,000
Shares issued during the period	-	-	-	-
Shares bought back during the year	-	-	-	-
Sub-division of Shares	-	-	-	-
Shares outstanding at the end of the year	<b>1,07,91,000</b>	<b>10,79,10,000</b>	<b>1,07,91,000</b>	<b>10,79,10,000</b>

**(iii) Terms/rights attached to equity shares**

The Company has only one class of equity shares having a par value of Rs. 10 each. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors is subject to approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive the remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Sr. No.	Name of the Promoter	at the beginning		at the end		During the year	
		No. of shares held	% Of shares held	No. of shares Held	% Of shares held	No. of shares transferred/ gifted /Issued if any	% Of change in the shareholding if any
1	HIRALAL CHANGELA	1221100	11.32	1221100	11.32	-	0.00%
2	JAYSHRIBEN CHANGELA	308783	2.85	308783	2.86	-	0.00%
3	DIVYESH CHANGELA	249710	2.31	249710	2.31	-	0.00%
4	RINKUBEN CHANGELA	373500	3.46	373500	3.46	-	0.00%
5	PRANSHU CHANGELA	2000	0.02	2000	0.02	-	0.00%
6	VRAJLAL CHANGELA	1194750	11.07	1194750	11.07	-	0.00%
7	JYOTIBEN CHANGELA	299250	2.77	299250	2.77	-	0.00%
8	VISHAL CHANGELA	365400	3.39	365400	3.39	-	0.00%
9	PUNARVA CHNAGELA	27000	0.25	27000	0.25	-	0.00%
10	VIJAY CHANGELA	204355	1.89	204355	1.89	-	0.00%
11	PRIYA CHANGELA	27000	0.25	27000	0.25	-	0.00%
12	DILIPKUMAR CHANGELA	1208250	11.20	1208250	11.20	-	0.00%
13	RASILABEN CHANGELA	302625	2.77	302625	2.80	-	0.00%
14	DARSHIT CHANGELA	443740	4.11	443740	4.11	-	0.00%
15	YESHA CHANGELA	211500	1.96	211500	1.96	-	0.00%
16	GIRISHKUMAR CHANGELA	391500	3.63	391500	3.63	-	0.00%
17	JAYANA CHANGELA	391500	3.63	391500	3.63	-	0.00%
18	PRASHANT CHANGELA	210195	1.95	210195	1.95	-	0.00%
19	RAJAN CHANGELA	206820	1.92	206820	1.92	-	0.00%

**Shareholders holding more than 5% Shares:**

Names of Shareholders	As at 31.03.2024		As at 31.03.2023	
	No. of Shares Held	% Of Holding	No. of Shares held	% Of Holding
1 HIRALAL G. CHANGELA	12,21,100	11.32%	12,21,100	11.32%
2 VRAJLAL G. CHANGELA	11,94,750	11.07%	11,94,750	11.07%
3 DILIPKUMAR G. CHANGELA	12,08,250	11.20%	12,08,250	11.20%

**Shares issued other than cash, bonus issue and shares bought back**

Equity Shares:	2023-2024	2022-2023	2021-2022	2020-2021
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil
<b>Preference Shares:</b>				
Fully paid up pursuant to contract(s) without payment being received in cash	Nil	Nil	Nil	Nil
Fully paid up by way of bonus shares	Nil	Nil	Nil	Nil
Shares bought back	Nil	Nil	Nil	Nil
<b>Unpaid Calls</b>	<b>2023-2024</b>	<b>2022-2023</b>	<b>2021-2022</b>	<b>2020-2021</b>
By Director	Nil	Nil	Nil	Nil
By Others	Nil	Nil	Nil	Nil

Particulars	As at 31-03-2024 Rupees	As at 31-03-2023 Rupees
<b>11 OTHER EQUITY</b>		
<b>(a) Other Reserves</b>		
- General Reserve	54.55	54.55
<b>(a)</b>	<b>54.55</b>	<b>54.55</b>
<b>(b) Balance in Statement of Profit and Loss Account</b>		
Opening Balance	2187.53	1399.45
Less: Interim Dividend	-	-
Less: DDT	-	-
Add: Profit for the year	209.05	788.08
<b>(b) Closing Balance</b>	<b>2396.57</b>	<b>2187.53</b>
<b>(c) Retained Earnings</b>	<b>(c) 14.21</b>	<b>14.21</b>
<b>Total</b>	<b>2465.34</b>	<b>2256.29</b>
<b>12 LONG TERM BORROWINGS</b>		
<b>(a) Term Loans:</b>		
Secured Loan:		
- From banks	122.22	37.52
- From Financial Institutions	-	71.61
<b>(a)</b>	<b>122.22</b>	<b>109.13</b>
<b>(b) Loans and Advances from Related Parties:</b>		
<b>Unsecured:</b>		
- From Directors	322.84	486.15
- From Relatives	1477.29	1511.50
- From Others	138.42	152.20
<b>(b)</b>	<b>2060.77</b>	<b>2149.85</b>
<b>Total</b>	<b>2182.99</b>	<b>2258.98</b>

**Notes:**
**Secured Loans from Banks**

Secured by first and exclusive charge on all existing & Future receivables/ current assets / movable assets / movable fixed assets in the name of the company, Registered Equitable Mortgage of factory land & building, for WCTL under ECLGS- Second charge on above, and Personal guarantee of Directors and relative of Directors. The rate of Interest on a Term Loan ranges from 7.80% to 9.75% p.a. subject to change from time to time and repayable within 2 to 4 Years from the balance sheet date. There is also first Charge by way of Lien on Fixed Deposit receipt(s) to be made with SIDBI having face value of not less than Rs.41,60,000/- in the name of Vishal Bearing Limited. The interest accrued on FDRs shall not be payable periodically and the principal amount together with interest accrued thereon shall be payable on date of maturity of FDRs.

**Unsecured Loans from Directors**

Unsecured Loans from directors and relatives are long term in nature, taken to comply with bank stipulation in respect of secured borrowings and as per management explanation, generally not repayable within one year from the balance sheet date. Rate of Interest @ 6% P.a. (9% P.a)

<b>13 DEFERRED TAX ASSETS (NET)</b>		
<b>Deferred Tax Liabilities</b>		
Related to Property, Plant & Equipment	19.09	27.20
Related to Processing Charges (EIR)	0.74	0.01
<b>(a)</b>	<b>19.80</b>	<b>27.21</b>
<b>Deferred Tax Assets</b>		
Related to Property, Plant & Equipment	-	-
Related to statutory dues	-	-
<b>(b)</b>	<b>-</b>	<b>-</b>
<b>Total (a-b)</b>	<b>19.80</b>	<b>27.21</b>
<b>14 SHORT TERM BORROWINGS</b>		
<b>Secured:</b>		
Working Capital Facilities from Bank	2734.28	2004.57
Current Maturities of Long-Term Borrowing	137.11	200.43
<b>Total</b>	<b>2871.40</b>	<b>2205.00</b>
<b>Notes:</b>		
<b>Working Capital Facilities from Banks:</b>		
Secured by first and exclusive charge on all existing & Future receivables/ current assets / movable assets / movable fixed assets in the name of the company, Registered Equitable Mortgage of factory land & building, for WCTL under ECLGS- Second charge on above, and Personal guarantee of Directors and relative of Directors. Rate of Interest at 9.00% p.a. subject to change from time to time.		
<b>15 TRADE PAYABLES</b>		
Trade payables (Dues to Micro, Small & Medium Enterprise)	95.45	-
Trade payables (Others) (Refer Note 43(b))	1433.00	818.95
<b>Total</b>	<b>1528.45</b>	<b>818.95</b>
<b>16 PROVISIONS</b>		
Provision for unpaid expenses	89.25	47.40
<b>Total</b>	<b>89.25</b>	<b>47.40</b>
<b>17 EMPLOYEE BENEFIT OBLIGATIONS</b>		
Provision for employee benefits	12.98	6.50
<b>Total</b>	<b>12.98</b>	<b>6.50</b>
<b>18 CURRENT TAX LIABILITIES</b>		
Provision for current income-tax	62.00	313.00
<b>Total</b>	<b>62.00</b>	<b>313.00</b>
<b>19 OTHER CURRENT LIABILITIES</b>		
Advances Received from Customers	2.62	-
Statutory Liabilities	31.37	25.52
Unpaid Dividend	0.08	0.08
<b>Total</b>	<b>34.07</b>	<b>25.60</b>



<b>22 REVENUE FROM OPERATION</b>		
Sale of Products	9668.12	11502.68
Other Operating Revenues	202.21	48.75
	<b>9870.33</b>	<b>11551.43</b>
<b>Total</b>	<b>9870.33</b>	<b>11551.43</b>
<b>21 OTHER INCOME</b>		
Interest Income	1.10	0.04
Interest on PGVCL Deposit	6.88	2.89
Duty Drawback on Export Sales	0.72	0.90
Rodtep Income	0.55	0.56
<b>Total</b>	<b>9.24</b>	<b>4.40</b>
<b>22 COST OF RAW MATERIAL AND STORES CONSUMED</b>		
Opening Stock	3198.39	2867.72
Add: Purchases	6133.91	7062.79
	<b>9332.31</b>	<b>9930.51</b>
Less: Closing Stock	3360.94	3198.39
<b>Total</b>	<b>5971.37</b>	<b>6732.11</b>
<b>23 CHANGE IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROCESS &amp; STOCK-IN-TRADE</b>		
Opening Stock		
Semi-Finished Goods	1110.23	937.93
Scrap/Wastage	7.02	5.38
	<b>1117.26</b>	<b>943.31</b>
Less: Closing stock		
Semi-Finished Goods	1338.78	1110.23
Scrap/Wastage	3.84	7.02
	<b>1342.62</b>	<b>1117.26</b>
<b>Total</b>	<b>(222.36)</b>	<b>(173.94)</b>
<b>24 EMPLOYEE BENEFITS EXPENSES</b>		
Salary, Wages and Bonus (Including directors' remuneration)	1468.31	1324.00
Contribution to PF & Gratuity Fund	35.66	8.25
Staff Welfare Expenses	26.94	27.58
<b>Total</b>	<b>1530.92</b>	<b>1359.83</b>
<b>25 FINANCIAL COSTS</b>		
Interest Expenses	300.00	385.23
Other Borrowing Costs	20.14	12.35
Loan Processing Fees (Ind AS)	0.02	0.28
Interest Component on Lease (Ind AS)	24.41	27.43
<b>Total</b>	<b>345.27</b>	<b>425.30</b>
<b>26 OTHER EXPENSES</b>		
<b>(a) Manufacturing &amp; Operating Costs</b>		
Consumption of Electric, Power and Fuel	575.51	401.84
Machinery Repairs & Maintenance	238.31	161.45
Other Manufacturing & Operating Exp <sup>1</sup> .	653.87	985.69

	<b>(a)</b>	<b>1467.70</b>	<b>1548.98</b>
<b>(b) Sales &amp; Distribution Expenses</b>			
Advertisement Expenses		3.20	12.84
Travelling Expenses		3.85	6.79
Outward Transportation Exp'. (Godown Rent)		3.00	3.00
Rent, Rates & Taxes		0.20	0.30
	<b>(b)</b>	<b>10.25</b>	<b>22.94</b>
<b>(c) General &amp; Administrative Expenses</b>			
Audit Fees		2.30	2.35
Cost Audit Fees		0.40	0.40
Legal & Professional Expenses		27.35	15.55
Insurance		17.06	4.03
Other General & Administration Exp'.		57.65	53.85
CSR Expenses		14.12	6.67
	<b>(c)</b>	<b>118.88</b>	<b>82.85</b>
	<b>Total</b>	<b>1596.83</b>	<b>1654.77</b>
<b>27 EARNINGS PER SHARE (EPS)</b>			
Profit after tax for calculation of Basic and		209.05	788.08
(a) Diluted EPS			
Weighted average number of equities		107.91	107.91
(b) shares outstanding for calculating EPS			
(c) <b>Basic and Diluted EPS</b>		<b>1.94</b>	<b>7.30</b>
<b>28 CONTINGENT LIABILITIES AND COMMITMENTS</b> (to the extent not provided for)			
Contingent Liabilities			
(a) Disputed Liability in Appeal		6.82	6.82
(i) GST			
(Contingent liabilities as disclosed above are 100% paid. Hence, now there are no more in contingent nature as per certification of the management)			
<b>29 VALUE OF IMPORTS CALCULATED ON CIF BASIS BY THE COMPANY DURING FINANCIAL YEAR IN RESPECT OF:</b>			
Raw materials & Parts		3782.56	4600.91
Capital Goods / Parts for machinery		509.09	146.67
<b>30 EARNINGS &amp; EXPENDITURE IN FOREIGN CURRENCY</b>			
Earnings			
Export Sales		66.98	56.63
Expenditures			
Travelling Expenses		-	-
<b>31 IMPORTED AND INDIGENOUS MATERIAL CONSUMED</b>			
Total value of imported raw materials, spare parts and components consumed during the financial year		3544.28	3910.87
ii. Total value of all indigenous raw materials, spare parts and components similarly		2427.09	2821.24

consumed		
iii. Total value of imported and indigenous raw materials, spare consumed during financial year	5971.37	6732.11
iv. Imported raw materials and spare parts consumed in %	59.35%	58.09%
v. Indigenous raw materials and spare parts consumed in %	40.65%	41.91%

**32 PAYMENT TO AUDITORS**

Audit Fees	2.30	2.35
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**33 DETAILS OF RAW MATERIALS CONSUMED (IN RUPEES)**

Steel Coil, Consumable Stores & Packing Material	5971.37	6732.11
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**34 DETAILS OF MANUFACTURED GOODS (IN RS. LACS)**

Product	<b>Bearing Rollers &amp; Scrap</b>	
Opening Stock	7.02	5.38
Closing Stock	3.84	7.02
Sales	9870.33	11502.68

**35** In the opinion of the Board and to the best of its knowledge and belief, the value on realization of current assets, loans and advances will, in the ordinary course of business, not be less than the amounts at which they are stated in the Balance sheet.

**36** In the opinion of the Board and to the best of its knowledge and belief, all other contractual liabilities connected with business operations of the Company have been appropriately provided for.

**37 GRATUITY BENEFITS**

The Company has a defined benefit gratuity plan. Every employee who has completed five years or more of services gets a gratuity on departure at 15 days salary (Last drawn salary) for each completed year of service.

The following table summarizes the component of net benefit expenses recognized in the Statement of Profit & Loss. Gratuity Obligation as at year end as per Actuarial Valuation Report.

Particulars	2023-2024	2022-2023
Opening defined benefit obligation	0.83	0.87
Adjustment during the year (Net)	12.15	(0.04)
Closed Defined benefit obligation	12.98	0.83

**38** Previous year's figure has been reworked, regrouped, rearranged and reclassified wherever necessary. Accordingly, amounts and other disclosures for the preceding year are included as an integral part of the current year financial statements and are to be read in relation to the amounts and other disclosures relating to the current year.

**39** Balances of Trade Payables, Unsecured Loans, Advances Received, Other Payables, Provisions, Trade Receivables, Long Term and Short-Term Loans & Advances, Other Current and Other Non-Current Assets are subject to the confirmation of the parties concerned. Wherever confirmation of the parties for the amounts due to them / amounts due from them as per books of accounts are not received, necessary adjustments, if any, will be made when the accounts are reconciled / settled.

**40 RELATED PARTY DISCLOSURE**

(i) List of Related Parties, with whom transactions are done and their respective Relationship

Name of Related party	Relationship
<b>Key Management Personnel (KMP)</b>	
DILIPKUMAR G. CHANGELA	Managing Director
VRAJLAL G. CHANGELA	Whole Time Director
HIRALAL G. CHANGELA	Whole Time Director
VISHAL V. CHANGELA	Chief Financial Officer
KETANKUMAR V. SAVALIYA	Company Secretary
AMEE K. DADHANIA	Independent Director
AMIT NINDRODA	Independent Director
ABHISHEK BARDIA	Independent Director

**Relatives of KMP**

RASILABEN DILIPKUMAR CHANGELA  
 CHANGELA DARSHIT DILIPKUMAR  
 YESHA DARSHIT CHANGELA  
 JYOTIBEN VIRAJLAL CHANGELA  
 PUNARVA VISHAL CHANGELA  
 VIJAY VRAJLAL CHANGELA  
 PRIYA VIJAY CHANGELA  
 JAYSHARIBEN HIRALAL CHANGELA  
 DIVYESHKUMAR HIRALAL CHANGELA  
 RINKUBEN DIVYESHKUMAR CHANGELA  
 GIRISHKUMAR GORDHANBHAI CHANGELA  
 JAYNABEN GIRISHKUMAR CHANGELA  
 PRASHANT GIRISHKUMAR CHANGELA  
 RAJAN GIRISHKUMAR CHANGELA  
 MANJULABEN JAYANTILAL MARVANIA  
 HANSABEN GOPALDAS PATEL

**Companies/Entities owned/significantly influenced by directors & their relatives**

VIRDEEP ENGINEERING PVT. LTD.  
 VIRDEEP BEARINGS ROLLERS LLP  
 VIJAY PETROLEUM CO.

**(ii) Disclosure of Transactions with Related Parties**

Particulars	Remuneration( R)/Salary (S)/Bonus (B)/Sitting Fees (SF)/Leave Pay (LP)	Loan Received/ Advance received back (Loan Repaid/ Advance given)	Interest	Purchases (P) Sales (S) Job Work (JW) Repair & maintenance (RM) and Expenses (E)
<b>2023-2024</b>				
<b>Key Management Personnel</b>				
Dilipkumar Changela	36.00 (R) 15.00 (R) 21.00 (S) 0.46(LP)	- -	- 13.96	- -
Hiralal Changela	1.50 (B) 15.00 (R)			
Vrajlal Changela	21.00 (S)	-	6.31	-

	0.46 (LP)			
	1.50 (B)			
	12.50 (S)	(9.63)	6.03	-
	20.50 (R)			
	0.75 (LP)			
Divyesh Changela	0.82 (B)			
	12.50 (S)	(7.73)	4.84	-
	20.50 (R)			
	0.75 (LP)			
Vijay Changela	0.82 (B)			
	33.00 (S)			
Vishal Changela	1.82 (B)	(8.96)	5.62	-
	1.15 (LP)			
	5.76 (S)			
Ketan Savaliya	0.14 (B)	-	-	-
	0.09 (LP)			
Amit Nindroda	0.15 (SF)	-	-	-
Amees Dadhanian	0.15 (SF)	-	-	-
Kishan Sureja	0.03 (SF)	-	-	-
CA Abhishek Bardia	0.12 (SF)			

**Enterprise where Key Management Personnel and / or their relatives owns / exercise significant influence**

	33.00 (S)	-	-	-
Darshit Changela	1.82 (B)	(12.48)	7.81	-
	1.15 (LP)	-	-	-
Girishkumar Changela	-	(14.07)	8.81	-
Hansaben Dharsandia	-	(43.99)	2.18	-
Jayshriben Changela	-	(13.21)	8.27	-
Manjulaben Marvania	-	(23.30)	1.16	-
Jyotiben V. Changela	-	(8.03)	5.03	-
Priya V. Changela	-	(10.45)	6.54	-
Punarva V. Changela	-	(8.70)	5.44	-
Rasilaben Changela	-	(12.78)	7.99	-
Rinkuben Changela	-	(10.81)	6.77	-
Yesha Changela	-	(13.40)	8.39	-

**Associate: (Where Company Exercises Significant influence):**

Virdeep Bearings	-	-	-	31.20 (LR)
Rollers LLP	-	-	-	15.00 (MR)
Virdeep Engineering Pvt. Ltd.	-	-	-	18.00 (LR)
Vijay Petroleum	-	-	-	0.37 (E)

**CLOSING BALANCES**

**Key Management Personnel**

Dilipkumar G. Changela	2.18 (R)	-	147.63	-
			Credit	
	2.18 +	-	233.38	-
Hiralal G. Changela	1.50(B)		Credit	
	2.19 +	-	105.14	-
Vrajlal G. Changela	1.50(B)		Credit	
	2.22 (R) +		97.21	
Diveysh Changela	0.82 (B)		Credit	

Vijay Changela	2.22 (R) + 0.82 (B) 2.22 (S)	-	78.01 Credit 91.05	-
Vishal V. Changela	1.82 (B)	-	Credit	-
Ketan V. Savaliya	0.46 (S)	-	-	-
Amit P Nindroda	0.03 (SF)	-	-	-
Amee K Dadhania	0.03 (SF)	-	-	-
CA Abhishek Bardia	0.03 (SF)	-	-	-

**Enterprise where Key Management Personnel and / or their relatives owns / exercise significant influence**

Darshit D. Changela	2.22 (S) + 1.82 (B)	-	125.95 Credit	-
Girishkumar Changela	-	-	142.11 Credit	-
Jayshriben Changela	-	-	133.34 Credit	-
Jyotiben V. Changela	-	-	81.05 Credit	-
Priya V. Changela	-	-	105.48 Credit	-
Punarva V. Changela	-	-	87.24 Credit	-
Rasilaben Changela	-	-	128.15 Credit	-
Rinkuben Changela	-	-	109.14 Credit	-
Yesha Changela	-	-	135.27 Credit	-

**Associate: (Where Company Exercises Significant influence):**

Virdeep Bearings Rollers LLP	-	-	-	3.77 Credit
Virdeep Engineering Pvt Ltd	-	-	-	135 Credit
Vijay Petroleum	-	-	-	0.13 Credit

**2022-2023**

Nature of transactions	Remuneration (R)/ Salary(S)/ Bonus(B)/Sitting Fees (SF)/Leave Pay (LP)/Travelling Exp'. (TE)	Loan Received/ Advance Received back (Loan Repaid/ Advance given)	Interest	Purchases (P) Sales (S) Property Usage Charges Received (PU)
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**KEY MANAGEMENT PERSONNEL**

Dilipkumar Changela	31.50 (R)	-	13.29	-
Hiralal G. Changela	31.50 (R)	-	19.21	-
Vrajlal G. Changela	31.50 (R)	-	8.90	-
Vrajlal G. Changela	29.50(s) 1.65(B)	(5.00)	-	-
Vishal V. Changela	0.95 (LP) 5.31 (S)	-	-	-
Ketan V. Savaliya	0.15 (B) 0.09 (LP)	-	-	-
Niteshkumar J Patel	0.06 (SF)	-	-	-
Amee K Dadhania	0.12 (SF)	-	-	-
Kishan R Sureja	0.12 (SF)	-	-	-
Amit Nindroda	0.06 (SF)	-	-	-

**RELATIVES OF KEY MANAGEMENT PERSONNEL**

	29.20 (S)			
Darshit Changela	1.65 (B)	-	17.45	-
	0.95 (LP)			
Darshit Changela	-	(5.00)	-	-
	29.20 (S)			
Divyesh Changela	1.65 (B)	30.00	8.23	-
	0.95 (LP)			
	29.20 (S)			
Vijay Changela	1.65 (B)	(20.00)	8.58	-
	0.95 (LP)			
	0.41 (TE)			
Girishkumar Changela	-	-	14.06	-
Hansaben	-	-	3.96	-
Dharsandia				
Jayshriben Changela	-	-	13.19	-
Manjulaben Marvania	-	-	2.10	-
Jyotiben Changela	-	-	8.02	-
Priya Viajy Changela	-	20.00	9.58	-
Punarva V. Changela	-	-	8.77	-
Rasilaben Changela	-	-	12.68	-
Rinkuben Changela	-	30.00	9.40	-
Yesha D. Changela	-	-	13.38	-

**ASSOCIATE: (WHERE COMPANY EXERCISES SIGNIFICANT INFLUENCE)**

Virdeep Bearings Rollers LLP	-	-	31.20 (LR)
Virdeep Bearings Rollers LLP	-	-	15.00 (MR)
Virdeep Engineering Pvt. Ltd.	-	-	18.00 (LR)
Vijay Petroleum			

**CLOSING BALANCES**

**KEY MANAGEMENT PERSONNEL**

Dilipkumar Changela	2.18 (R)	147.63 credit	-	-
Hiralal Changela	2.18 (R)	213.38 credit	-	-
	2.18 (R)	95.14 credit	-	-
Vrajlal Changela	1.87 (S)			
Vishal Changela	1.65 (B)	100.01 credit	-	-
Ketan Savaliya	0.43 (S)	-	-	-

**RELATIVES OF KEY MANAGEMENT PERSONNEL**

Darshit D. Changela	1.87 (S)+1.65(B)	138.42 credit	-	-
Divyesh Changela	1.87 (S)+1.65(B)	76.84 credit	-	-
Vijaykumar Changela	1.87 (S)+1.65(B)	105.73 credit	-	-
Girishkumar Changela	-	156.21 credit	-	-
Hansaben	-	43.99 credit	-	-
Dharsandia				
Jayshriben Changela	-	146.54 credit	-	-
Manjulaben Marvania	-	23.30 credit	-	-
Jyotiben V. Changela	-	89.08 credit	-	-
Priya V. Changela	-	95.92 credit	-	-
Punarva V. Changela	-	95.94 credit	-	-
Rasilaben Changela	-	140.93 credit	-	-
Rinkuben Changela	-	89.95 credit	-	-
Yesha Changela	-	148.66 credit	-	-

**ASSOCIATE: (WHERE COMPANY EXERCISES SIGNIFICANT INFLUENCE)**

Virdeep Bearings Rollers LLP	31.20 (LR)
Virdeep Bearings Rollers LLP	15.00 (MR)
Virdeep Engineering Pvt. Ltd.	18.00 (LR)
Vijay Petroleum	0.12 (E)

- 41** Based on the information / documents / parties identified by the company and to the extent information available / gathered, information as required to be disclosed as per Micro, Small and Medium Enterprise Development Act, 2006 have been determined as follows:

Particulars	23-24	22-23
Principal amount remaining unpaid to any supplier at the end of the year.	9.43	-
Interest due on above *	0.12	-
Amount of interest paid by the company to the suppliers	Nil	Nil
Amount paid to the suppliers beyond respective due dates *	*	*
Amount of interest due and payable for the period of delay in payments but without adding the interest specified under the Act. *	*	*
Amount of interest accrued and remaining unpaid at the end of the year.	*	*
Amount of further interest remaining due and payable even in the succeeding years, until such date when interest dues as above are actually paid to the small enterprise. *	*	*

\* Whatever information the company could identify as above were possible at the year-end only, and in view of the same & according to the company, it could not identify payments beyond due date during the year and to make interest provisions to that extent, as per the agreed terms with the suppliers. The company could identify the principal amount remaining unpaid as on 31st March 2024 based on the status of respective suppliers received during the year. However, as informed by the management, considering the materiality aspect and as per the agreed terms with respective suppliers, the company has not made provision of any interest due to suppliers for outstanding balance / payment made beyond respective due dates. (As certified by the Management of the company)

**42 LEASE DISCLOSURES AS PER IND AS 116 "LEASES"**

Particulars	(Rs. In Lacs)
<b>Right of Use</b>	
<b>Balance as at 1st April, 2023</b>	<b>276.60</b>
Add: Additions	-
(Less): Amortisation (Depreciation) on ROU Assets	(46.09)
<b>Balance as at 31st March, 2024</b>	<b>230.51</b>
<b>Lease Liabilities</b>	
<b>Balance as at 1st April, 2023</b>	<b>287.32</b>
Add: Lease liabilities recognized in 23-24	-
Add: Finance Cost accrued during the period	24.41
Less: Payments of Lease Liabilities	(63.00)
<b>Balance as at 31st March, 2024</b>	<b>248.73</b>

**43 SEGMENT INFORMATION**

In accordance with Ind AS 108- "Operating Segments", the Company has identified its business segment as "Manufacturing & selling of Bearing Rollers & Allied Activities". There are no other primary reportable segments. The major and material activities of the company are restricted to only one geographical segment i.e. India, hence the secondary segment disclosures are also not applicable.



**44 A AGEING OF TRADE RECEIVABLES:**

Particulars	Outstanding for following periods from the date of Transactions * (FY 2023-24)					Total (Rs in Lacs)
	Less than 6 Months	6 Months- 1 Year	1-2 Years	2-3 Years	More than 3 years	
i) Undisputed Trade Receivables- Considered Good	844.76	37.36	123.21	8.05	6.50	1019.88
ii) Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-

\* Here no due date of Payment specified, in that case disclosure made from the date of transactions

Particulars	Outstanding for following periods from the date of Transactions * (FY 2022-23)					Total (Rs in Lacs)
	Less than 6 Months	6 Months- 1 Year	1-2 Years	2-3 Years	More than 3 years	
i) Undisputed Trade Receivables- Considered Good	1396.46	38.05	24.54	5.47	1.08	1466
ii) Undisputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-
iii) Disputed Trade Receivables- Considered Good	-	-	-	-	-	-
iv) Disputed Trade Receivables- Considered Doubtful	-	-	-	-	-	-

\* Here no due date of Payment specified, in that case disclosure made from the date of transactions

**B AGEING OF TRADE PAYABLES**

Particulars	Outstanding for following periods from the date of transactions* (FY 2023-24)				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
MSME	94.92	0.51	0.02	-	95.45
Others	1428.27	3.71	0.83	0.20	1433.00
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-

\* Here no due date of Payment specified, in that case disclosure made from the date of transactions

Particulars	Outstanding for following periods from the date of transactions* (FY 2022-23)				Total
	Less than 1 year	1-2 Years	2-3 Years	More than 3 Years	
MSME	-	-	-	-	-
Others	814.22	4.47	0.26	-	818.95
Disputed dues- MSME	-	-	-	-	-
Disputed dues- Others	-	-	-	-	-

\* Here no due date of Payment specified, in that case disclosure made from the date of transactions

**45 Corporate Social Responsibility (CSR) Activity**

Sr. No.	Particulars	Year Ended on March, 2024	Year Ended on March, 2023
01	Amount required to be spent by the company during the Year	14.12	6.66
02	Amount of Expenditure Incurred on	-	-
	i) Construction/acquisition of any assets	-	-
	ii) On purpose of other than (i) above	5.50	6.67
03	Shortfall at the end of the year	8.62	(0.01)
04	Total Previous year shortfall	-	-
05	Reason for Shortfall	The Company want to invest in those area which can give long term Positive Impact on the Community and is also committed to continuing its efforts in the Future. So as per Rule, Company has transferred shortfall amount in Unspent CSR account with Kotak Mahindra Bank	There is no Shortfall
06	Nature of CSR Activities	Activity related to Promoting Education	Activity related to Promoting Education
07	Details of related Party Transactions in relation to CSR expenditure as per relevant Accounting Standard	There is not any CSR Transactions with related Parties	There is not any CSR Transactions with related Parties

In terms of Amendment to Companies (Corporate Social Responsibility Policy) Amendment Rules,2021 (the CSR Rules 2021) effective from 22nd January 2021, if a Company fails to spend Prescribed CSR amount during the year and such unspent amount pertains to any outgoing Project, the Company shall transfer the unspent amount to a special bank account to be opened by the company in that behalf for that financial year in any scheduled bank to be called the Unspent Corporate Social Responsibility Account within a period of 30 days from the end of the relevant financial year. As per Rule There has some unspent amount transfer in Special account with Kotak Mahindra Bank.

**46 Additional Regulatory Information**

**A Analytical Ratio:**

Sr. No.	Ratio	Numerator	Denominator	31st March 2024	31st March 2023	% Variance (+) Positive (-) Negative	Reason for variance (In case of change exceeding 25%)
1	Current ratio (times)	Current Assets	Current Liabilities	1.47	1.81	-18.68%	-
2	Debt equity ratio (times)	Long Term Debt	Shareholder's Equity	0.66	0.77	14.83%	-
3	Debt service coverage ratio (times)	Net Profit before taxes + non-cash operating expenses like depreciation and other amortizations + Interest + other adjustments like loss on sale of Fixed assets etc.	Interest & Lease Payments + Principal Repayments	3.44	4.95	-30.59%	Due to Decrease in Turnover accordingly also decrease in Net Profit also.

4	Return on Equity (%)	Net Profits after taxes (Excl. Extra-ordinary item) – Preference Dividend (if any)	Average Shareholder's Equity	6.08%	26.79%	-77.32%	Due to Decrease in Turnover accordingly also decrease in Net Profit also.
5	Inventory turnover ratio (times)	Cost of goods sold OR sales	Average Inventory (Opening + Closing balance / 2)	2.19	2.84	-23.01%	-
6	Trader receivable turnover ratio (times)	Net Credit Sales (Gross credit sales minus sales return)	Average Accounts Payable (Opening + Closing balance / 2)	7.94	6.47	22.75%	-
7	Trade payable turnover ratio (times)	Net Credit Purchases (gross credit purchases minus purchase return)	Average Accounts Payable (Opening + Closing balance / 2)	5.45	5.13	6.24%	-
8	Net capital turnover ratio (times)	Net Sales (total sales minus sales returns)	Average Working Capital	4.02	4.90	-10.37%	-
9	Net profit ratio (%)	Net Profit (Excl. Extra-Ordinary Item)	Net Sales	2.12%	6.82%	-68.96%	Due to Decrease in Turnover accordingly also decrease in Net Profit also.
10	Return on capital employed (%)	Earnings before interest and taxes (Excl. Extra Ordinary Activity)	Capital Employed (Tangible Net Worth + Total Debt + Deferred Tax Liability)	11.50%	26.92%	-57.28%	Due to Decrease in Turnover accordingly also decrease in Net Profit also.
11	Return on investment (%)	Return (Earnings before interest and taxes (Excl. Extra Ordinary Activity))	Investment (Avg. of Total Assets)	10.16%	16.24%	-37.42%	Due to Decrease in Turnover accordingly also decrease in Net Profit also.
12	Interest service coverage ratio (times)	Earnings before interest and taxes (Excl. Extra Ordinary Activity)	Interest Cost	2.91	3.93	-25.85%	Due to Decrease in Turnover accordingly also decrease in Net Profit also.

- B Audit Trail**  
The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of accounts, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of accounts along with the date when such changes were made and ensuring that the audit trail cannot be disabled.
- The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated from 01st May,2023 all relevant transactions recorded in the software, except that audit trail feature is not enabled for direct changes to data for users with certain privileged access rights and also for certain changes made using privileged/ administrative access right. Audit trail (edit log) is enabled at the application level.
- 
- C** As Informed to us by Management, The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property
- 
- D** As Informed to us by Management, The Company has not been declared as a wilful defaulter by any lender who has powers to declare a company as a wilful defaulter at any time during the financial year or after the end of reporting period but before the date when the financial statements are approved
- 
- E** As Informed to us by Management, The Company does not have any transactions with struck-off companies.
- 
- F** As Informed to us by Management, The Company does not have any charges or satisfaction which is yet to be registered with the Registrar of Companies (ROC) beyond the statutory period
- 
- G** The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Companies Act 2013 read with Companies (Restrictions on number of Layers) Rules, 2017.
- 
- H** The company has not advanced or loaned or invested funds to any other person(s) or entity(is), including foreign entities(intermediaries), with the understanding that the intermediary shall;
- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
  - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- 
- I** The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;
- i. Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries), or
  - ii. Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries
- 
- J** As informed to us by the Management, The Company does not have any transactions which is not recorded in the books of accounts but has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- 
- K** As informed to us by the management, The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
-

- 47** Wherever no vouchers and documentary evidence were made available for our verification, we have relied on the authentication given by management of the company.
- 
- 48** As certified by the management of the company, the company has generally made all the applicable provisions with respect to the business operations of the company.
- 
- 49** Figures have been rounded off to nearest lac rupee and have been regrouped, rearranged, and reclassified wherever necessary.
- 

## Signature to Notes No. 1 to 49

### For SVK & ASSOCIATES

Chartered Accountants

FRN: 118564W

### CA. Sameer S. Chandarana

Partner

M. No. 609340

**Place: Morbi**

**Date: 13th May,2024**

**UDIN: 24609340BKHION9246**

### FOR, VISHAL BEARINGS LTD.

### D. G. Changela

Managing Director

DIN: 00247302

### V. V. Changela

Chief Financial Officer

**Date: 15.07.2024**

### D. H. Changela

Whole Time Director

DIN: 00247364

### K. V. Savaliya

Company Secretary

**Place: Shapar, Rajkot**

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 33<sup>RD</sup> ANNUAL GENERAL MEETING ("AGM") OF THE MEMBERS OF VISHAL BEARINGS LIMITED WILL BE HELD ON SATURDAY, AUGUST 10, 2024, AT 4:00 P.M. AT REGISTERED OFFICE OF THE COMPANY TO TRANSACT THE FOLLOWING BUSINESS:**

### **ORDINARY BUSINESS:**

#### **1) ADOPTION OF THE AUDITED FINANCIAL STATEMENTS AS AT 31st MARCH 2024**

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

To receive, consider, approve and adopt the Audited Financial Statements of the Company for the year ended on March 31, 2024, which comprise the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on March 31, 2024, and the reports of the Board of Directors and Auditors thereon and in this regard, pass the following resolution as Ordinary Resolution:

**"RESOLVED THAT** the Audited Financial Statements of the Company for the year ended on March 31, 2024, which comprise the Audited Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including the statement of other comprehensive income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, notes to the financial statements, including a summary of significant accounting policies and other explanatory information for the year ended on March 31, 2024 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered, approved and adopted".

#### **2) TO APPOINT A DIRECTOR IN PLACE OF MR. DIVYESHKUMAR HIRALAL CHANGELA [DIN:0247364], WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT**

TO CONSIDER AND IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS AN ORDINARY RESOLUTION:

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 and Articles of Association of the Company, Mr. Divyeshkumar Hiralal Changela [DIN:0247364], who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation".

### **SPECIAL BUSINESS:**

#### **3) APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY**

TO CONSIDER 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 139(8) and other applicable provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and

subject to the approval of members in the General Meeting, consent of the Board of Directors of the company be and is hereby accorded to appoint M/S. ANIL PAREKH & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO.128503W) as Statutory Auditor of the Company to fill the casual vacancy caused by the resignation of M/S. SVK & ASSOCIATES, Chartered Accountants (Firm Registration No.118564W).

**RESOLVED FURTHER THAT** M/S. ANIL PAREKH & CO., Chartered Accountants (Firm Registration No.128503W) shall hold office upto the conclusion of the next Annual General Meeting and that they shall conduct the statutory audit of the company.

**RESOLVED FURTHER THAT** Directors of the Company be and is hereby authorised severally, on behalf of the Company, to file necessary eForms/returns with Registrar of Companies and to do all acts, deeds, matters and things as deem necessary for the purpose of giving effect to the aforesaid resolution.”

#### 4) APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY

TO CONSIDER 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 139, 141, 142 of the Companies Act, 2013 read with Rule 3 of the Companies (Audit and Auditors) Rules, 2014, and other applicable provisions of the companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Board be and is hereby accorded to recommend to the shareholders of the Company to appoint M/S. ANIL PAREKH & CO., CHARTERED ACCOUNTANTS (FIRM REGISTRATION NO.128503W) as statutory auditors of the company (in place of M/s. SVK & Associates, the resigning auditors) for a period of Five Years starting from the Financial Year 2024-2025 and that they shall hold office from the conclusion of this Annual General Meeting until the conclusion of 38<sup>th</sup> Annual General Meeting of the Company to be held after this Annual general Meeting i.e. for the Financial Year 2028-2029, subject to the ratifications by the members at every Annual General Meeting of the said tenure, at such remuneration and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things and take all such steps as may be deemed necessary, proper or expedient to give effect to the above resolution.”

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

**Place:** Shapar, Rajkot

**Date:** 15.07.2024

**DILIP G. CHANGELA**  
**Chairman & Managing Director**  
DIN: 0024730

**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: legal@vishalbearings.com  
Website: www.vishalbearings.com

**NOTES:**

1. The Securities and Exchange Board of India, vide its Circular No. SEBI/HO/CFD/CMD1/CIR/2020/79 dated 12<sup>th</sup> May, 2020 and subsequent circulars issued in this regards, the latest being SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5<sup>th</sup> 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.
2. The Company has appointed NSDL to provide e-voting facilities for conducting this 33<sup>rd</sup> Annual General Meeting (AGM) of the Company.
3. **PROXIES:** The 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 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.
4. **BOOK CLOSURE:** The Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, August 03, 2024, to Saturday, August 10, 2024** (both days inclusive).
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. **ANNUAL REPORT PHYSICAL COPIES:** Pursuant to the General Circular No. 20/2020 dated 5<sup>th</sup> 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 2023-2024 (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 2023-2024 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 2023-2024 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)

7. 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, August 02, 2024 ("cut-off Date")**.
8. 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.



9. 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 July 29, 2024, through email on [legal@vishalbearings.com](mailto:legal@vishalbearings.com). The same will be replied by the Company suitably.
10. 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.
11. **REMOTE E-VOTING:** the Remote e-voting period will commence at **9.00 A.M. on Wednesday, August 07, 2024, and will end at 5.00 P.M. on Friday, August 09, 2024.**
12. 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.
13. 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.
14. 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.
15. 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.
16. **INVESTOR GRIEVANCE REDRESSAL:**  
The Company has designated an exclusive email id viz. [legal@vishalbearings.com](mailto:legal@vishalbearings.com) to enable Investors to register their complaints, if any.
17. 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.

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

**THE REMOTE E-VOTING PERIOD BEGINS ON 9.00 A.M. ON WEDNESDAY, AUGUST 07, 2024, AND ENDS ON 5.00 P.M. ON FRIDAY, AUGUST 09, 2024, THE REMOTE E-VOTING MODULE SHALL BE DISABLED BY NSDL FOR VOTING THEREAFTER. THE MEMBERS, WHOSE NAMES APPEAR IN THE REGISTER OF MEMBERS / BENEFICIAL OWNERS AS ON THE RECORD DATE (CUT-OFF DATE) i.e. AUGUST 02, 2024, MAY CAST THEIR VOTE ELECTRONICALLY. THE VOTING RIGHT OF SHAREHOLDERS SHALL BE IN PROPORTION TO THEIR SHARE IN THE PAID-UP EQUITY SHARE CAPITAL OF THE COMPANY AS ON THE CUT-OFF DATE, BEING AUGUST 02, 2024.**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS Portal</b>" or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your</li> </ol>

	<p>User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>3. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to</li> </ol>

	directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID

	For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
  - c) How to retrieve your 'initial password'?
    - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [cskeyurghelani@gmail.com](mailto:cskeyurghelani@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ketankumar Patel at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested

scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [legal@vishalbearings.com](mailto:legal@vishalbearings.com).

2. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [legal@vishalbearings.com](mailto:legal@vishalbearings.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (ACT), THE FOLLOWING EXPLANATORY STATEMENT SETS OUT ALL THE MATERIAL FACTS RELATING TO THE BUSINESS MENTIONED UNDER ITEM NO.3 & 4 OF THE ACCOMPANYING NOTICE DATED JULY 15, 2024:**

**ITEM:03 & 04**

M/S. SVK & ASSOCIATES, Chartered Accountants (Firm Registration No.118564W) Rajkot, vide their Resignation letter dated May 14, 2024, has resigned from the position of Statutory Auditors of the Company, resulting into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by section 139(8) of the Companies Act, 2013.

The Board of Directors at its meeting held on July 15, 2024, as per the recommendation of the Audit Committee and pursuant to the provisions of section 139(8) under Companies Act, 2013, appointed M/S. ANIL PAREKH & CO., Chartered Accountants (Firm Registration No.128503W) as the Statutory Auditors to fill the casual vacancy caused due to resignation of M/S. SVK & ASSOCIATES, Chartered Accountants (Firm Registration No.118564W) subject to the approval by the members in 33<sup>rd</sup> Annual General Meeting of the Company, at such remuneration plus out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company.

The Company has received consent letter and eligibility certificate from M/S. ANIL PAREKH & CO., Chartered Accountants, Rajkot, to act as Statutory Auditors of the Company along with a confirmation that, their appointment, if made, would be within the limits prescribed under the Companies Act, 2013.

None of the Directors, Key Managerial Personnel of the Company and their relatives are in a way concerned or interested, financially or otherwise, in the Resolutions in Item No.3 & 4.

The Board recommends Resolution at Item No.3 & 4 for approval of the Members.



**VISHAL BEARINGS LIMITED**

Regd. Office: Survey No. 22/1, Plot No.1, Shapar Main Road,  
Shapar (Veraval), Rajkot, Gujarat-360002, 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 **33rd Annual General meeting** at the Registered office of the Company on **Saturday, August 10, 2024, at 4:00 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)

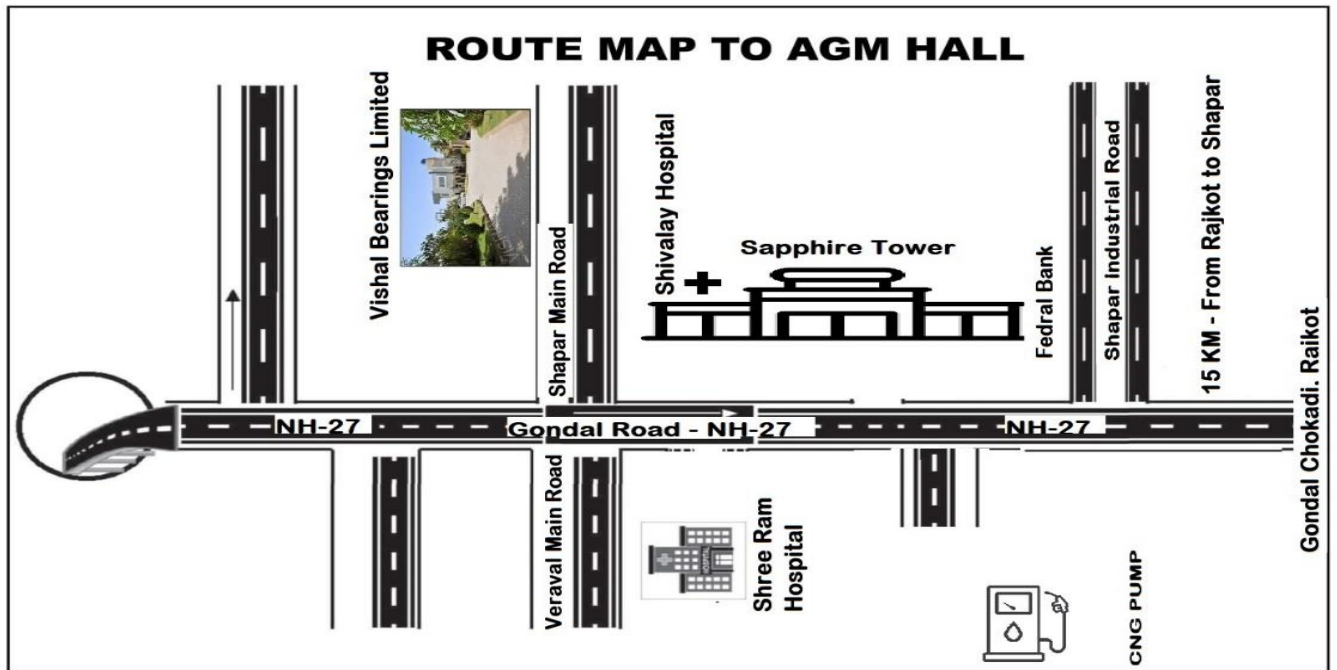
CIN	_____
Name of the Company	_____
Registered Office	_____
Name of the Shareholder	_____
Registered address	_____
E-mail ID	_____
Folio No. / Client ID	_____
DP ID	_____

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 **33RD ANNUAL GENERAL MEETING** of the Company, to be held on **SATURDAY, AUGUST 10, 2024, AT 4:00 PM** at the registered office of the Company 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 2024		
2	TO APPOINT A DIRECTOR IN PLACE OF MR. DIVYESHKUMAR HIRALAL CHANGELA [DIN:0247364], WHO RETIRES BY ROTATION AND BEING ELIGIBLE OFFERS HIMSELF FOR RE-APPOINTMENT		
3	APPOINTMENT OF STATUTORY AUDITOR TO FILL CASUAL VACANCY		
4	APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY		

Signed this .....day of ..... 2024.

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.**

## **VISHAL BEARINGS LIMITED**

Survey No. 22/1, Plot No. 1,  
Shapar Main Road, Shapar  
(Veraval), Rajkot-360024,  
Gujrat, India.

Tel: +91-2827-252273

Email: [legal@vishalbearings.com](mailto:legal@vishalbearings.com)

Website: [www.vishalbearings.com](http://www.vishalbearings.com)