

**ISO 9001, ISO/TS 16949, ISO 14001, OHSAS 18001 CERTIFIED ORGANISATION**

Survey No. 22/1, Plot No 1,2,3 Shapar Village Road. SHAPAR (Veraval) 360 024

Ta. Kotadasangani. Dist. Rajkot.(Gujarat) India. Tel +91-2827-252273 252414

CIN : U29130GJ1991PLC016005

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May 29, 2019

To,  
**Department of Corporate Services,  
BSE Limited (SME Platform)  
P.J. Towers, Dalal Street,  
Mumbai - 400001**

**Dear Sir/Madam,**

**Sub. : Secretarial Compliance Report for the Financial Year 2018-19**

**Ref. : SCRIP CODE: 539398 SCRIP ID: VISHALBL**

Pursuant to the Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019, Secretarial Compliance Report for the Financial Year 2018-19 is attached herewith.

You are requested to please take note of the same on your record.

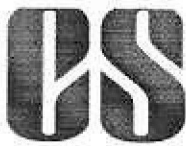
**Thanking You,**

**Yours Faithfully,  
For VISHAL BEARINGS LIMITED**

A handwritten signature in black ink, appearing to read "Dilip Kumar Changela", is written over a light blue horizontal line.

**DILIPKUMAR CHANGELA  
MANAGING DIRECTOR  
DIN : 00247302**





**SECRETARIAL COMPLIANCE REPORT  
OF**

**VISHAL BEARINGS LIMITED  
FOR THE YEAR ENDED MARCH 31, 2019**

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

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

for the year ended March 31, 2019 ("Review Period") in respect of compliance with the provisions of :

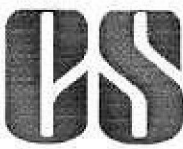
- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities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

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

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

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





I hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder;
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) There are no actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

**For K. P. Ghelani & Associates**  
**Company Secretaries**

**Date: May 29, 2019**

**Place: Rajkot**



**CS Keyur Ghelani**  
**Proprietor**  
**Mem. No. 33400**  
**C.P. No. 12468**