

A low-angle, upward-looking photograph of a modern glass skyscraper. The building's facade is composed of numerous rectangular glass panels framed by dark metal. The perspective creates strong diagonal lines that converge towards the top of the frame. A warm, golden-orange light, likely from the sun, is visible in the upper left corner, creating a lens flare effect and casting a soft glow over the upper portion of the building. The lower portion of the image transitions into a cooler blue tone.

# **26th Annual Report 2016-2017**

**VISHAL BEARINGS LIMITED**

# Chairman's

## Letter to Shareholders

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2016-17. At VISHAL, the year was marked by a focused drive for steady, sustainable growth. Despite the domestic market registering a slowdown, reacting to the demonetization and currency correction initiative of the Government, your Company recorded a turnover of Rs. 33.07 Crores overcoming hurdles with growth-led strategies of enhancing efficiencies, exploring new markets and enlarging the customer base.

In line with this, the Company followed a roadmap of capacity enhancement, market and channel development, customer partnering and value-added services to grow the business.

During the year the Company rolled out work practices for optimizing efficiencies, reducing downtime, managing cost and adhering to best-in-class standards in quality and execution. Training and capability building programmes enhanced people efficiencies, gearing them for greater responsibilities and growth.

At VISHAL, the future holds great promise. The Company's reputation as a manufacturer of quality bearings and its technical expertise has positioned it as a reliable supplier to large. The Government's 'Make-in-India' thrust and infrastructure building programmes will further provide us the opportunities in conventional and emerging markets.

At VISHAL there is a strong focus on building sustainable and profitable growth. The team has charted out an aggressive growth map and is well on the way to meet ambitious targets that it has set for itself.

Our People are our greatest assets. I thank the respective teams across the Company for their diligence and dedication and look forward to the achievement of greater goals.

In our journey, the members of the Board have been a great source of strength and support. I thank them sincerely for their active involvement, support and guidance to the Company's Management Team and to me personally.

I thank all of you dear shareholders for your continued support and for the confidence reposed in us. We will do our best.

Sincerely,

**Dilipkumar Changela**  
Chairman & Managing Director



## DRIVING SUSTAINABLE PROFITABLE GROWTH



2016-2017 - Leveraged its strength of being a manufacturer of quality bearings and assemblies to enlarge its market presence, create a robust channel, enhance process capabilities and build a strong people resource.



The year was marked by a concerted drive for consideration of competencies, innovative engineering, customer centric value creation and brand leadership.



Differentiated strategies with one clear focus driving sustainable, profitable growth.

## BEARINGS TO GROW



Products that drive the wheels of industry. The engineering expertise honed from serving a wide and varied customer spectrum.

A people resource driven with a passion to go beyond possibilities. At VISHAL, raising the bar is part of the Company's DNA.



2016-17 was marked with a consolidation of competencies, of innovation, precision engineering, customer-centricity and global quality systems.

The year determined the direction. With a roadmap large in scope and scale, VISHAL is ready and all geared to grow.

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# Corporate Information

## **BOARD OF DIRECTORS**

**Dilipkumar Changela**  
*Chairman and Managing Director*

**Hiralal Changela**  
*Whole time Director*

**Vrajlal Changela**  
*Whole time director*

**Niteshkumar Patel**  
*Independent director*

**Rakesh Savani**  
*Independent director*

**Urja Ghetiya**  
*Independent director*

**Vishal Changela**  
*Chief financial officer*

**Divyesh Changela**  
*Chief operating officer*

## **AUDIT COMMITTEE**

Mr. Rakesh Savani – Chairman  
Ms. Urja Ghetiya - Member  
Mr. Vrajlal Changela – Member

## **NOMINATION AND REMUNERATION COMMITTEE**

Mr. Rakesh Savani – Chairman  
Ms. Urja Ghetiya - Member  
Mr. Niteshkumar Patel – Member

## **REGISTERED OFFICE**

Survey No. 22/1, Plot No.1,  
Shapar Main Road, Shapar (Veraval)  
Rajkot – 360 024, GUJARAT  
Tel: +91-2827-252273  
Email: [compliance@vishalbearings.com](mailto:compliance@vishalbearings.com)  
Website: [www.vishalbearings.com](http://www.vishalbearings.com)

## **STATUTORY AUDITOR**

M/s. SVK & Associates  
Chartered Accountant  
Ahmedabad

## **INTERNAL AUDITOR**

Mayur Raiyani  
Chartered Accountant  
Rajkot

## **COMPANY SECRETARY AND COMPLIANCE OFFICER**

Ms. Dimpri Sampat

## **BANKER**

Kotak Mahindra Bank  
HDFC Bank  
State Bank of India

## **STOCK EXCHANGE**

BSE Limited  
Phiroze Jeejeebhoy  
Towers,  
Dalal Street, Fort,  
Mumbai – 400 001

## **REGISTRAR & SHARE TRANSFER AGENT**

Karvy Computershare Private Limited  
Corporate Office: Karvy Selenium Tower B,  
Plot No. 31 & 32, Financial District,  
Nanakramguda, Gachibowli,  
Hyderabad – 500 032, Telengana, India,  
Tel: +91-40-67162222, 33211000,

## **SHAREHOLDER RELATIONSHIP COMMITTEE**

Ms. Urja Ghetiya - Chairman  
Mr. Rakesh Savani – Member  
Mr. Dilipkumar Changela- Member

# Financial Highlights

		(₹ in lacs)				
	Particulars	2016-17	2015-16	2013-14	2012-13	2011-12
I	CAPITAL ACCOUNTS					
A	Share capital	595.50	479.60	25.00	25.00	25.00
B	Reserves	294.49	333.19	254.70	220.58	125.56
C	Money received against convertible Warrants	0	0	0	0	0
D	Shareholders' Funds (A+B+C)	893.99	812.78	279.7	245.58	150.56
E	Borrowings	1664.13	1550.98	1187.75	1083.70	1005.48
F	Deferred Tax Liability (Net)	63.72	70.50	51.18	52.88	47.75
G	Capital Employed (D+E+F)	2621.84	2434.26	1518.63	1382.16	1203.79
II	REVENUE ACCOUNTS					
A	Gross revenue	3306.13	2314.60	2109.46	1861.01	1608.29
B	Profit/Loss before Tax	123.46	54.30	213.65	146.70	15.64
	% of gross revenue	3.73	2.34	10.98	7.88	0.97
C	exceptional item	0	0	0	0	0
D	Profit/Loss after Tax	81.20	34.45	151.12	94.57	105.84
	% of gross revenue	2.46	1.48	7.16	5.08	6.58
III	EQUITY SHAREHOLDERS' EARNINGS					
A	Earnings per share	1.36*	0.65*	604.48	378.29	423.37

\* Face Value of Equity Share - ₹ 10/-

# Notice

of 26<sup>th</sup> Annual General Meeting

## VISHAL BEARINGS LIMITED

CIN: L29130GJ1991PLC016005

Regd. Office: Survey No. 22/1, Plot No.1,  
Shapar Main Road, Shapar (Veraval), Dist.  
Rajkot, Gujarat-360002, India.

Tel: 2827-252273, Fax: 2827-253087

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

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

**NOTICE IS HEREBY GIVEN THAT THE 26<sup>th</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF VISHAL BEARINGS LIMITED WILL BE HELD ON FRIDAY, SEPTEMBER 29, 2017 AT 4:00 P.M. AT REGISTERED OFFICE OF THE COMPANY SITUATED AT SURVEY NO. 22/1, PLOT NO. 1, SHAPAR MAIN ROAD, SHAPAR (VERAVAL) – 360 024, DIST. RAJKOT, GUJARAT, TO TRANSACT THE FOLLOWING BUSINESS:**

### Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2017 along with Board's Report and Auditors' Report thereon.
2. To appoint a director in place of Mr. Vrajlal Changela, whole-time director (DIN: 00247295), who retire by rotation and being eligible, offers himself for re-appointment.
3. TO APPOINT STATUTORY AUDITOR OF THE COMPANY

To consider, the appointment of statutory Auditor, and if thought fit, to pass with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rule, 2014 M/s. SVK & Associates, Chartered Accountant, Rajkot (Firm Registration No. 118564W) be and hereby are appointed as Statutory Auditors of the Company to hold office upto the conclusion of 26<sup>th</sup> Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration plus reimbursement of out-of-pocket expenses, as may be mutually agreed to between the Board of Directors and the Auditors."

**BY ORDER OF THE BOARD OF DIRECTORS**

**Dilipkumar Changela**  
Chairman & Managing Director  
DIN: 00247302

**Place:** Shapar (Veraval)  
**Date:** September 02, 2017



## Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE, IN CASE OF POLL ONLY, ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

Further, a person can act as proxy on behalf of member or members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder.

2. Members/Proxies are requested to bring duly filled in Attendance slip along with the Annual Report at the Annual General Meeting (AGM). Corporate members are requested to send 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.
3. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
4. 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.
5. Pursuant to Regulation 42 of Listing Regulations, Register of Members and the Share Transfer Books of the Company shall remain closed from 24<sup>th</sup> September, 2017 to 29<sup>th</sup> September, 2017 (both days inclusive).
6. To avoid fraudulent transactions, the identity/signature of the members holding shares in electronic/demat form is verified with the specimen signatures furnished by NSDL/CDSL and that of members holding shares in physical form is verified as per the records of the share transfer agent of the Company. Members are requested to keep the same updated.
7. In terms of Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members through e-mail, who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
8. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant or Registrar.

9. With a view to help 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.
10. Members, who still hold share certificates in physical form are advised to dematerialise their shareholding to avail of the numerous benefits of dematerialisation, which include easy liquidity, ease of trading and transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
11. Members are requested to address all correspondence, including change in their addresses, to the Company or to the Registrar and Share Transfer Agent, M/s. Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot No. 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad – 500 032, Telengana, India, E- mail: [vishalbearings.ipo@karvy.com](mailto:vishalbearings.ipo@karvy.com). Members whose shareholding are in electronic mode are requested to approach their respective depository participants for effecting change of address.
12. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date of the Annual General Meeting to enable the Management to keep the required information ready at the meeting.
13. Pursuant to provisions of the Companies Act, 2013, shareholders are entitled to make nomination in respect of shares held by them. Shareholders desirous of making nomination are requested to send their request in the prescribed Form SH-13 (a copy of which is made available on request) with the Company or share transfer agent.
14. Members/Proxies are requested to bring the copies of annual reports and attendance slips to attend the meeting. Attendance Slip duly filled in and to affix their signature at the place provided on the Attendance Slip and hand it over at the counters at the venue.
15. Members who hold the shares in the dematerialized form are requested to incorporate their DP ID Number and Client ID Number in the Attendance Slip/Proxy Form, for easier identification of attendance at the Meeting.
16. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
17. Complete of the venue of the Meeting including route map and mark for easy location is enclosed for the convenience of the members. The same has also hosted at the website of the company at <http://www.vishalbearings.com>.
18. For more details on shareholders' matters, please refer to the chapter on General Shareholder Information, included in the Annual Report.