

28th August, 2018

BSE Limited
Email :
corp.relations@bseindia.com

National Stock Exchange of India Limited
Email : compliance@nse.co.in,
cmlist@nse.co.in

Through: BSE Listing Center
Scrip Code: 516072

Through: NEAPS
Scrip Symbol: VISHNU

Intimation of AGM, Book Closure and Cut-off dates for the purpose of payment of dividend and e-voting

Dear Sir/ Madam,

Pursuant to provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all other applicable provisions:

- a. Please find enclosed herewith notice of 25th Annual General Meeting of the company being sent to the shareholders of the Company. The AGM is scheduled on Monday, September 24, 2018 at 11.00 a.m. at Film Nagar Cultural Centre, Dr. D. Ramanaidu Building, Road No. 6, Film Nagar, Jubilee Hills, Hyderabad, Telangana – 500033.
- b. The register of members and share transfer books of our company will remain closed for the period from 18th September, 2018 to 24th September, 2018 (both days are inclusive) for the purpose of AGM.
- c. 17th September, 2018 is “Cut-off date” for the purpose of e-voting in connection with AGM and for payment of dividend.
- d. E-voting period will commence on 21st September, 2018 (10.00 AM) and ends on 23rd September, 2018 (at 5.00 PM). Detailed instruction for the e-voting forms part of the notice of AGM.

This is for your information and records.

Thanking You.

Yours faithfully,

For Vishnu Chemicals Limited



Kishore Kathri
Company Secretary
Encl: a/a



VISHNU CHEMICALS LIMITED

CIN: L85200TG1993PLC046359

Regd. Off: Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 033

Tel: 040-23396817, 23327723/ 29; Fax: 040-23314158

Web Site: www.vishnuchemicals.com; Email: vishnu@vishnuchemicals.com

NOTICE OF TWENTY FIFTH ANNUAL GENERAL MEETING OF VISHNU CHEMICALS LIMITED

NOTICE is hereby given that the 25th Annual General Meeting of Vishnu Chemicals Limited (CIN: L85200TG1993PLC046359) will be held on **Monday, September 24, 2018 at 11.00 AM at Film Nagar Cultural Centre, Dr. D. Ramanaidu Building, Road No. 6, Film Nagar, Jubilee Hills, Hyderabad, Telangana – 500096** to transact the following businesses:

ORDINARY BUSINESS:

To consider and if thought fit, to pass, with or without modification(s), the following resolutions, as Ordinary Resolutions:

1. To consider & adopt the audited financial statements of the company for the financial year ended 31st March, 2018 & the report of the Board of Directors and Auditors thereon.
2. To declare dividend of ₹ 1.00 per share (i.e 10%) on equity shares of the company.
3. To appoint a Director in place of Mr. Ch. Krishna Murthy (DIN: 00030274), who retires by rotation and being eligible offer himself for reappointment.

SPECIAL BUSINESS:

4. Amendment of Articles of Association of the Company:

To consider, and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions if any of the Companies Act, 2013 and Rules thereunder, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, as amended from time to time the existing Article 1 of the Articles of Association of the Company be altered by substitution of same with below mentioned clause:

(i) Adoption of Table “F”:

“Regulations contained in Table F of Schedule I to the Companies Act, 2013 shall apply in so far only as are not inconsistent with any of the provisions contained in these Regulations and also those for which no provision has been made in these Regulations.”

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

5. Ratification of Remuneration to be paid to the Cost Auditors for the financial year 2018-19:

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 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 including any statutory modification(s) or re-enactment(s) thereof for the time being in force, consent of the members be and is hereby accorded for appointment and payment of remuneration not exceeding ₹ 50,000/- (Rupees Fifty thousand only) to Mr. N.V.S.Kapardhi, Cost Accountant, Hyderabad (Registration No. 100231) to conduct the audit of the cost records of the Company for the financial year 2018-19, excluding taxes thereon and reimbursement of out of pocket expenses thereon.”

By Order of the Board

Sd/-

Hyderabad

August 14, 2018

Kishore Kathri

Company Secretary

Pursuant to the Secretarial Standards notified by ICSI under Section 205 of the Companies Act, 2013 which is effective from 1st July, 2015, Shareholders may please note that no Gifts/ Compliments shall be distributed at the venue of the meeting.

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.

Proxies, in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company not less than 48 hours before the meeting.

A person can act as a proxy on behalf of 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. A member holding 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 a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. The notice of AGM is being sent to those members / beneficial owners whose name is appearing in the register of members / list of beneficiaries received from the depositories as on August 17, 2018 ("cut-off date")
4. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.

Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed attendance slip along with a valid identity proof such as the PAN card, passport, Aadhaar card or driving license to enter the AGM hall.

11. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). Further, shares on which the dividends remain unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act, and the applicable rules. Since, members who have not claimed/ encashed their dividend warrant for respective financial years are requested to write to the Company/Registrar and Share Transfer Agent (RTA) at least a month before the due dates, as under:

S.No.	Details of the Unclaimed / Unpaid Dividend Accounts	Date of declaration	Due date to transfer to IEPF
1	Unpaid (interim) Dividend Account 2014-15	14.11.2014	25.12.2021
2	Unpaid Dividend Account 2014-15	29.06.2015	31.07.2022
3	Unpaid (interim) Dividend Account 2015-16	16.03.2016	18.04.2024

12. Details of Unclaimed Shares:

The details of shares remaining unclaimed in the unclaimed suspense account are furnished in the Corporate Governance Report forming part of this Annual Report.

13. We urge members to support our commitment to environmental protection by choosing to receive their shareholding communication through email. You can do this by updating your email addresses with your depository participants and those who are holding shares in physical mode by writing to RTA/ Company.

5. During the period beginning 24 hours before the time fixed for the commencement of the AGM and until the conclusion of the meeting, a member would be entitled to inspect the proxies lodged during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the AGM.
8. The Register of Members and Share Transfer Books will remain closed from September 18, 2018 to September 24, 2018 (both days inclusive) for the purpose of payment of the dividend for the financial year ended March 31, 2018.
9. Subject to the provisions of the Act, dividend as recommended by the Board, if declared at the meeting, will be paid within a period of 30 days from the date of declaration, to those members whose names appear on the Register of Members as at the end of September 17, 2018.
10. Members whose shareholding is in electronic mode are requested to direct change of address notifications and updates of bank account details to their respective depository participant(s). Member holding share in physical form are requested to write to the Registrar and Share Transfer Agents, Bigshare Services Pvt. Ltd, 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Rajbhavan Road, Hyderabad – 500082, India, Phone No: 040 401 44582 or to the company at registered office for updation of address or bank account details or for all other correspondence and queries. We urge the members to utilize the Electronic Clearing System (ECS) for receiving dividends.

14. The Annual Report 2017-18 including the Notice of the 25th AGM and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company / depository participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may also note that the Annual Report 2017-18 will be available on the Company's website, www.vishnuchemicals.com
15. Members may note that the requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed at the 23rd Annual General Meeting held on September 28, 2016 and are eligible to hold their office until conclusion of 28th Annual General Meeting to be held in 2021.
16. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is annexed hereto; and additional information, as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 i.e. brief information/resume, nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding (in case of Non-executive Director) are annexed. Mr. Ch. Krishna Murthy, Mrs. Ch. Manjula and Mr. Ch. Siddartha are relatives of each other as defined under Section 2(77) of the Companies Act, 2013.
17. Members requiring any clarification/information on any report/statements are requested to send their queries to the Registered Office of the Company, at least 10 days before the date of the AGM, quoting their folio no. or DP ID and Client ID.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 and rules made thereunder read with Regulation 44 of SEBI (LODR) Regulations, 2015, Members have been provided with the facility to cast their vote electronically, through the e-voting services from a place other than the venue of the Meeting ("remote e-voting") provided by Central Depository Services (India) Limited ("CDSL"), on all resolutions set forth in this Notice.
19. In terms of provisions of Section 107 of the Companies Act, 2013, since the Company is providing the facility of remote e-voting to the shareholders, there shall be no voting by show of hands at the AGM. The facility for ballot / polling paper shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be eligible to vote at the Meeting through ballot / polling paper.
20. The shareholders can opt for only one mode of voting i.e. remote e-voting or physical polling at the meeting. In case of voting by both the modes, vote casted through remote e-voting will be considered final and voting through physical ballot will not be considered. The members who have cast their vote by remote e-voting may also attend the Meeting.
21. M/s L.D.Reddy, Company Secretaries, Hyderabad have been appointed as the Scrutinizer(s) to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
22. The remote e-voting facility will be available during the following period:
Commencement of remote e-voting: From 10:00 a.m. (IST) on September 21, 2018
End of remote e-voting: Upto 5:00 p.m. (IST) on September 23, 2018
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon expiry of aforesaid period.
- 23. The voting rights of Members for e-voting and for physical voting at the meeting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. September 17, 2018**
24. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the Cut-off date i.e. September 17, 2018 shall only be entitled to avail the facility of remote e-voting / physical voting.
25. The instructions for shareholders voting electronically are as under:
- The voting period begins on September 21, 2018 at 10.00 am IST and ends on September 23, 2018 at 5.00 pm IST. During this period the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. September 17, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- Company Name: Vishnu Chemicals Limited
EVSIN: 180822004
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on Shareholders.
 - Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

- g. If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form:	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant/RTA are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field. - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company's records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. - Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform.
- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN for Vishnu Chemicals Limited on which you choose to vote.
- l. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- m. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- n. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- q. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Note for Non – Individual Shareholders and Custodians.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com or you can contact to the compliance officer of the company.
- During the voting period, shareholders can login any number of times till they have voted on the resolution.
26. Corporate/Institutionalshareholders(i.e.other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/ JPG

Format) of the relevant Board Resolution/Authorisation letter etc. together with attested specimen signature of the duly authorized signatory (ies) who are authorized to vote, to the Scrutinizer through e-mail at cs@vishnuchemicals.net.

27. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
28. The Scrutinizer(s) after scrutinizing the votes cast at the meeting (physical voting) and through remote e-voting, will make a consolidated scrutinizer's report of the votes cast in favour or against, if any, and submit the same to the Chairman of the meeting. The results shall be declared by the Chairman or any person who is authorized by the Chairman within forty eight hours from the conclusion of the Annual General Meeting and same will be placed by the Company on its website: www.vishnuchemicals.com and also informed to the Stock Exchanges, where the shares of the Company are listed.
29. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.
30. Attendance slip, Proxy form and the route map of the venue of the Meeting are annexed hereto.

IMPORTANT COMMUNICATION TO THE MEMBERS

1. Investor Education and Protection Fund (IEPF):

Pursuant to applicable provisions of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('The Rules'), all unpaid or unclaimed dividends are required to be transferred by the Company to the Investor Education and Protection Fund (IEPF) established by the Central Government, after completion of seven years. Further, according to the Rules, the shares in respect of which dividend have not been claimed by the shareholders for seven consecutive years or more shall also be transferred to the IEPF. Accordingly, the Company shall transfer the unpaid or unclaimed dividends and further corresponding shares to IEPF as per the IEPF Rules from time to time. Details of shares/ shareholders in respect of which dividend has not been claimed, are provided on our website www.vishnuchemicals.com at investors section. The shareholders are therefore encouraged to verify their records and claim their dividends of all the earlier seven years, if not claimed.

2. Mandatory update of PAN and Bank Account details –

Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company / Registrar & Transfer Agent (RTA) for registration under their folio.

Further, as per the said circular all the unclaimed/ unpaid dividends also will be paid via electronic bank transfers only. Hence, the shareholders are requested to update their PAN and bank account details.

3. Compulsory Dematerialization of shares of listed company:

SEBI vide its notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 mandated that w.e.f 5th December, 2018, the transfer of securities of listed companies shall not be processed unless the securities are held in the dematerialized form (Demat) with a depository. Hence, the members of the company are requested to dematerialize their shareholding to avail the benefits of dematerialization. A note on procedure to be followed for dematerialization of physical shareholding and benefits out of it is uploaded on the company's website www.vishnuchemicals.com.

4. Green Initiative:

In an effort to make the Earth a better place to live, the green movement has been sweeping all over the globe. Not only are individuals doing things to help the environment, companies and governments are as well. The Companies Act, 2013 & SEBI Regulations is a step forward in promoting "Green Initiative" by providing for service of documents by a Company to its Members through electronic mode. The move of the regulators allows public at large to contribute to the green movement. To support this green initiative of the Government in full measure, in order to save the natural resources, Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under Item Nos. 4-5 of the accompanying Notice of AGM.

Item No. 4:

The present Articles of Association of the company was adopted in line with the Table A of Schedule I of the Companies Act, 1956. The Act has since been amended in the year 2013, the majority of the regulations of present Articles of Association were became inconsistent with the provisions of Companies Act, 2013. Hence, it is desirable that the articles of association of the company be revised so that they fully reflect not only the law governing the company and rules and regulations made thereunder, but is also in conformity with modern secretarial practices and complies with the requirements of the listing regulations.

Since the proposed alterations, deletions, insertions etc. to the present articles of association are numerous; it is more convenient to adopt an altogether new set of articles of association incorporating all the proposed alterations by substituting the existing Article 1 of Articles of Association of the Company with the following:

(i) Adoption of Table "F":

"Regulations contained in Table 'F' of Schedule I to the Companies Act, 2013 shall apply in so far only as are not inconsistent with any of the provisions contained in these Regulations and also those for which no provision has been made in these Regulations."

Pursuant to provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, consent of the members is required by way of Special Resolution for alteration of Articles of Association of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives, is in any way concerned or interested in the said Resolution.

The Board commends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

Item No. 5:

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be approved / ratified by the Members of the Company. Accordingly, the Members are requested to approve / ratify the remuneration paid / payable to the Cost Auditors as set out in the Resolution for the aforesaid services to be rendered by them.

None of the Directors or Key Managerial Personnel or their relatives, are in any way concerned or interested in the proposed resolution.

The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

By Order of the Board

Sd/-

Kishore Kathri

Company Secretary

Hyderabad,
August 14, 2018

'Annexure'

Details of Director seeking re-appointment in the forthcoming Annual General Meeting

(Pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015)

Name of the Director	Mr. Ch. Krishna Murthy
Date of Birth	1st July, 1957
Date of Appointment	2nd January, 2006
Qualification	Postgraduate in Management Studies
Expertise in specific functional area	Has more than twenty five years of experience in Chemicals and Logistics Industries
Directorship in other Indian Public Limited Companies	K.M.S. Infrastructure Limited
Chairman (C) / Membership(M) of Committees in other Indian Public Limited Companies*	Audit Committee – Nil Stakeholders' Relationship Committee - Nil
No. of shares held in the Company	62,19,790 equity shares of ₹ 10/- each (52.07%) 7,11,21,750 7% Cumulative Redeemable Preference Shares of ₹ 10/- each (92.80%)

*Only two Committees namely, Audit Committee and Stakeholders' Relationship Committee have been considered.

*For other details such as number of meetings of the Board of Directors attended during the year and remuneration drawn, please refer to the corporate governance report which is a part of this annual report



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ATTENDANCE SLIP

25th ANNUAL GENERAL MEETING HELD ON 24th SEPTEMBER, 2018

DP Id.		Name & Address
Client Id. / Regd. Folio. No.		
No. of Shares held		

I certify that, I am a member / proxy for the member of the company.

I hereby record my presence at the 25th Annual General Meeting of the company being held on **Monday, September 24, 2018 at 11.00 AM at Film Nagar Cultural Centre, Dr.D.Ramanaidu Building, Road No. 6, Film Nagar, Jubilee Hills, Hyderabad – 500 096.**

Name of the Member/Proxy_____

Member / Proxy's signature

Note: Please complete the form and handover at the entrance of the hall. Members are requested to bring their copies of Annual Report to the Annual General Meeting.

Location Map of AGM Venue: Film Nagar Cultural Centre, Dr. D. Ramanaidu Building, Road No. 6, Film Nagar, Jubilee Hills, Hyderabad, Telangana – 500096.





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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of the Member(s):		e-mail ID:	
Registered address:		Folio No/ Client Id*:	
		DP ID*:	

I/we, being the member(s) of holding _____ shares of Vishnu Chemicals Limited, hereby appoint:

1) _____ of _____ having e-mail id _____
Signature _____ or failing him/her

2) _____ of _____ having e-mail id _____
Signature _____ or failing him/her

3) _____ of _____ having e-mail id _____
Signature _____ or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on **Monday, September 24, 2018 at 11.00 AM at Film Nagar Cultural Centre, Dr.D.Ramanaidu Building, Road No. 6, Film Nagar, Jubilee Hills, Hyderabad – 500 096** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	For	Against	Abstain
Ordinary Business:				
1	To consider & adopt the audited financial statements of the company for the financial year ended 31st March, 2018 & the report of the Board of Directors and Auditors there on.			
2	To declare dividend of ₹ 1.00 per share (i.e 10%) on equity shares of the company.			
3	To appoint a Director in place of Mr. Ch. Krishna Murthy (DIN: 00030274), who retires by rotation and being eligible offer himself for reappointment.			
Special Business:				
4	Amendment of Articles of Association of the Company			
5	Ratification of Remuneration to be paid to the Cost Auditors for the financial year 2018-19			

* Applicable for investors holding shares in electronic form.

Signed on..... day of..... 2018



Signature of Shareholder / Proxy holder(s) _____

Note: 1. This form of proxy in order to be effective should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before commencement of the Meeting.

Note: 2. It is optional to indicate your preference if you leave the For, Against or Abstain Columns blank, against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.

