

27th June, 2019

BSE Limited

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Through: BSE Listing Center
Scrp Code: 516072

National Stock Exchange of India Limited

Email : compliance@nse.co.in,
cmlist@nse.co.in

Through: NEAPS
Scrp Symbol: VISHNU

Dear Sir,

Gist of the proceedings of 26th Annual General Meeting held on 27th June, 2019

Please find the enclosed Gist of the Proceedings of 26th Annual General Meeting of the Company held on Thursday, June 27, 2019 at 10.00 AM at Film Nagar Cultural Centre, Dr. D. Ramanaidu Building, Road No. 6, Film Nagar, Jubilee Hills, Hyderabad – 500 096, in terms of Regulation 30, Part A of Schedule - III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is for your information and records.

Thanking You.

Yours faithfully,

For Vishnu Chemicals Limited



Kishore Kathri
Company Secretary

Encl: as above

Gist of the proceedings of the 26th Annual General Meeting of Vishnu Chemicals Limited

The 26th Annual General Meeting of the members of the Company was held on Thursday, 27th June, 2019 at 10.00 AM at Film Nagar Cultural Centre, Dr. D. Ramanaidu Building, Road No. 6, Film Nagar, Jubilee Hills, Hyderabad – 500 096.

Mr. Ch. Krishna Murthy, Chairman & Managing Director (CMD) of the Company, chaired the Meeting.

Requisite quorum was present as more than 30 Members were present in person at the meeting. The necessary Registers and Records were kept available at the Meeting.

The Chairman commenced the proceedings with his opening remarks, followed by his speech on overall performance and the business of the Company for the financial year ended 31st March, 2019 and future outlook of the industry.

The Chairman informed the Members - that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company had extended the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) to the Members of the Company in addition to voting through physical ballot forms at the venue of the Meeting in respect of business to be transacted at the Annual General Meeting; The remote e-voting commenced from Monday, June 24, 2019 (10.00 AM IST) and ended at 5.00 PM IST on June 26, 2019; Mr. L. Dhanamejay Reddy, Practicing Company Secretary was appointed as a scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and give a report thereon.

Thereafter, all the 11 resolutions were read and explained. On invitation of the Chairman, some of the Members sought clarifications on performance and growth prospects of the company, which were replied to by the CMD of the Company.

Thereafter, the Chairman ordered for a poll to be taken at the meeting by physical ballot and authorised Mr. L.D.Reddy, Practicing Company Secretary to scrutinize the poll process and requested him for an orderly conduct of the voting. The Chairman informed the members that the consolidated report of the remote e-voting and ballot at the Meeting will be posted on the website of the Company www.vishnuchemicals.com within 48 hours from the conclusion of this meeting and same will be informed to the Stock Exchanges.

The resolutions placed before the members for their approval are as follows:

Ordinary Business:

1. To consider and adopt the Standalone Financial Statement of the Company for the financial year ended March 31, 2019
2. To consider and adopt the Consolidated Financial Statement of the Company for the financial year ended March 31, 2019.
3. Declaration of Dividend on Equity Shares.
4. Re-appointment of Mrs. Ch. Manjula (DIN: 01546339), as a Director liable to retire by rotation.

Special Business:

5. To approve re-appointment of Mr. Pradip Saha as Independent Director of the company for second term.
6. To approve appointment of Mr. Santanu Mukherjee as a Director of the Company.
7. To give advances, loans including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by entities in whom the director of the company is/ are interested.
8. Approval for payment of remuneration to executive directors in terms of Regulation 17(6)(e) of SEBI Amended Listing Regulations for the remaining tenure of their appointment.
9. To approve variation of terms of the existing 7,66,37,500 7% Cumulative Redeemable Preference Shares (CRPS) of the company.
10. Ratification of Remuneration to be paid to the Cost Auditors for the financial year 2019-20.
11. Approval for fees to be charged for Service of documents under Section 20 of the Companies Act, 2013.

The meeting then concluded at around 11.15 AM, with vote of thanks.

For Vishnu Chemicals Limited



Kishore Kathri
Company Secretary