



CIN: L85200TG1993PLC046359

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

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## NOTICE OF TWENTY SIXTH ANNUAL GENERAL MEETING OF VISHNU CHEMICALS LIMITED

**NOTICE** is hereby given that the 26<sup>th</sup> Annual General Meeting of Vishnu Chemicals Limited (CIN: L85200TG1993PLC046359) will be 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, 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 and adopt the Standalone Financial Statement of the Company for the financial year ended March 31, 2019:**

**“RESOLVED THAT** the audited standalone financial statement of the Company for the financial year ended March 31, 2019 together with the reports of the Board and Auditors thereon be and are hereby considered and adopted.”

**2. To consider and adopt the Consolidated Financial Statement of the Company for the financial year ended March 31, 2019:**

**“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 together with the report of the Auditors thereon be and are hereby considered and adopted.”

**3. Declaration of dividend on equity shares:**

**“RESOLVED THAT** a dividend of ₹ 1.00 per equity share of ₹ 10/- each (10%) for the financial year 2018-19, as recommended by the Board, be and is hereby approved and declared.”

**4. Re-appointment of Mrs. Ch. Manjula (DIN: 01546339), as a Director liable to retire by rotation:**

**“RESOLVED THAT** Mrs. Ch. Manjula (DIN: 01546339), who retires by rotation and being eligible offers herself for reappointment, be and is hereby reappointed as a Director of the Company 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:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and

Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pradip Saha (DIN: 07677683), Independent Director of the Company, who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of two consecutive years with effect from 10<sup>th</sup> November, 2019 till 9<sup>th</sup> November, 2021 and whose office shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto”.

**6. To appoint Mr. Santanu Mukherjee as a Director 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 Sections 149, 152, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made there under and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, Mr. Santanu Mukherjee (DIN: 07716452), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from May 6, 2019 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and in respect of whom the Company has received a notice in writing under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of two consecutive years w.e.f. May 6, 2019 to May 5, 2021 and is not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**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:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, and the Articles of Association of the Company, consent of the Members be and is hereby accorded to the Board of Directors of the Company for advancing loans including loan represented by a book debt, giving guarantee and provide security to/ with respect to the loans taken by, K.M.S. Infrastructure Limited and Vishnu Life Sciences Limited, where the Directors of the company i.e. Mr. Ch. Krishna Murthy, Mr. Ch. Siddartha and Mrs. Ch. Manjula are interested, subject to the limit/ such extended limit as may be approved/ allowed under the provisions of section 186 read with section 180(1)(a) of the Companies Act, 2013 and further subject to the condition that the said loans/ facilities are utilised by the borrowing company for its principal business activities and shall not be utilised for any other purpose.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages / charges as aforesaid.”

**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:**

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

**“RESOLVED THAT** pursuant to regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 along with the provisions of Sections 196, 197, 198 and other applicable provision of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) read with Schedule V of the Companies Act, 2013 consent of the members be and is hereby given to the Board for payment of remuneration to Mr. Ch. Krishna Murthy (DIN: 00030274), Managing Director and Ch. Siddartha (DIN: 01250728), Joint Managing Director at such terms and conditions as approved by Members at 23<sup>rd</sup> Annual General Meeting held on September 28, 2016,

notwithstanding that the annual aggregate remuneration payable to Mr. Ch. Krishna Murthy (DIN: 00030274), Managing Director and Ch. Siddartha (DIN: 01250728), Joint Managing Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 in any financial year during the remaining tenure of their appointment.

**RESOLVED FURTHER THAT** all the existing terms and conditions of remuneration including salary, perquisites and commission as per special resolution passed in 23<sup>rd</sup> Annual General Meeting held on September 28, 2016 shall remain unchanged.

**RESOLVED FURTHER THAT** the approval of shareholders shall be valid only till the expiry of the current term of Mr. Ch. Krishna Murthy (DIN: 00030274), Managing Director and Ch. Siddartha (DIN: 01250728), Joint Managing Director.

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

**9. To approve variation of terms of the existing 7,66,37,500 7% Cumulative Redeemable Preference Shares (CRPS) of the company:**

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

**“RESOLVED THAT** supplement to the postal ballot resolution passed by the members on 26<sup>th</sup> January, 2018 for further issue of 7% Cumulative Redeemable Preference Shares (CRPS) and pursuant to Sections 48, 55 and all other applicable provisions, if any, of the Companies Act, 2013, corresponding rules thereof and considering no objections received from preference shareholders of the company vide their letter dated 14<sup>th</sup> February, 2019, approval of the members be and is hereby accorded for variation of terms of the existing 7,66,37,500 7% Cumulative Redeemable Preference Shares (CRPS), which are unlisted, of the company with regard to extension of tenure from 10 (Ten) years to 15 (Fifteen) years and thereby to extend due date for redemption of said shares from 31.03.2028 to 31.03.2033 and all other terms and conditions of the said CRPS shall remain the same.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized, empowered and directed to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to give effect to the aforesaid resolution and to effectively implement the aforesaid resolution and to accept such modifications, amendments, limitations and/or conditions as may be required for the purpose of resolving any doubts or difficulties that may arise in giving effect to the aforesaid resolution.”

**10. Ratification of Remuneration to be paid to the Cost Auditors for the financial year 2019-20:**

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 ₹ 60,000/- (Rupees Sixty 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 2019-20, excluding taxes thereon and reimbursement of out of pocket expenses thereon.”

**11. Approval for fees to be charged for Service of documents under Section 20 of the Companies Act, 2013:**

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 20 of the Companies Act, 2013 read with applicable rules made thereunder including any statutory modification(s) or amendment(s) thereto or substitution(s) or re-enactment(s) made thereof for the time being in force and subject to such other laws, Rules, Regulations, etc., as may be applicable, whereby a document may be served on any Member by the Company by sending it to him/her by post or by registered post or by speed post or by courier or by delivery at his/her office or address as recorded in the Register of Members maintained by the Company/Registrar and Share transfer agent or by such

electronic or other mode as may be prescribed, the consent of the Members be and are hereby accorded to charge from the said Member(s), a fee in advance equivalent to the estimated actual expenses of delivery of the documents pursuant to any request made by the Member for delivery of such document to him/her through a particular mode of service mentioned above provided such request along with the requisite fee has been duly received by the Company at least one week in advance of the dispatch of the document by the Company.

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this Resolution and matters incidental thereto.”

**By Order of the Board**

Sd/-

Kishore Kathri

**Company Secretary**

Hyderabad  
May 6, 2019

**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 May 24, 2019 ("cut-off date")
4. Members / proxies / authorized representatives should bring the duly filled attendance slip enclosed herewith to attend the meeting.
5. 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.
6. 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.
7. 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.
8. 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.
9. **The Register of Members and Share Transfer Books will remain closed from June 15, 2019 to June 27, 2019 (both days inclusive) for the purpose of payment of the dividend for the financial year ended March 31, 2019.**
10. 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 June 14, 2019.
11. 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, 3<sup>rd</sup> 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.
12. 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	18.04.2023
4	Unpaid Dividend Account 2017-18	24.09.2018	05.11.2025

13. 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.
14. 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.

15. The Annual Report 2018-19 including the Notice of the 26<sup>th</sup> 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 2018-19 will be available on the Company's website, [www.vishnuchemicals.com](http://www.vishnuchemicals.com)
16. 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 23<sup>rd</sup> Annual General Meeting held on September 28, 2016 and are eligible to hold their office until conclusion of 28<sup>th</sup> Annual General Meeting to be held in 2021.
17. 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 and Secretarial Standard on General Meetings (SS 2) issued by the Institute of Company Secretaries of India 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.
18. Members requiring any clarification/information on any report/statements are requested to send their queries to the Registered Office of the Company, at least 7 days before the date of the AGM, quoting their folio no. or DP ID and Client ID.
19. 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.
20. 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.
21. 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.
22. 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.
23. The remote e-voting facility will be available during the following period:  
Commencement of remote e-voting: From 10:00 a.m. (IST) on Monday, June 24, 2019.  
End of remote e-voting: Upto 5:00 p.m. (IST) on Wednesday, June 26, 2019.  
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.
- 24. 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. June 20, 2019.**
25. 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 June 20, 2019 shall only be entitled to avail the facility of remote e-voting / physical voting.
26. The instructions for shareholders voting electronically are as under:
- The voting period begins on Monday, June 24, 2019 at 10.00 am IST and ends on Wednesday, June 26, 2019 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. June 20, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.  
Company Name: Vishnu Chemicals Limited  
EVSN: 190527003  
The shareholders should log on to the e-voting website [www.evotingindia.com](http://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.

- e. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- f. 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.

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. 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.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for Vishnu Chemicals Limited on which you choose to vote.
- k. 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.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. 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.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. 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.
- q. 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](http://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](mailto: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](mailto: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.
- r. 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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.

27. Corporate/Institutional shareholders (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](mailto:cs@vishnuchemicals.net).
28. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
29. 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](http://www.vishnuchemicals.com) and also informed to the Stock Exchanges, where the shares of the Company are listed.
30. 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.
31. 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](http://www.vishnuchemicals.com) at investors section. The shareholders are therefore encouraged to verify their records and claim their dividends of all the earlier years, if not claimed.

#### 2. Mandatory update of PAN and Bank details –

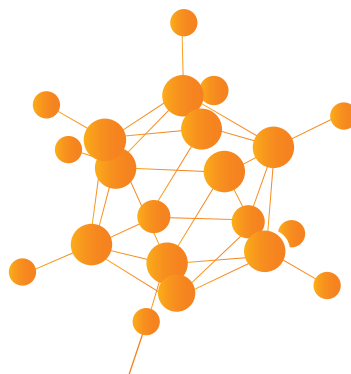
Pursuant to SEBI Circular SEBI/HO/MIRSD/DOP1/ CIR/P/2018/73 dated 20th April, 2018, shareholders holding shares in physical form whose folio do not have / have incomplete details with respect to PAN and bank particulars are mandatorily required to furnish the PAN and bank account details to the Company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

#### 3. Compulsory Dematerialization of shares of listed company:

As per SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated November 30, 2018, w.e.f. April 1, 2019 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](http://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 Statement set out all material facts relating to the business mentioned under Item Nos. 5 - 11 of the accompanying Notice of AGM.

### Item No. 5: To approve re-appointment of Mr. Pradip Saha as Independent Director of the company for second term:

Mr. Pradip Saha was appointed as an Independent Director of the Company by the members through postal ballot resolution dated 26<sup>th</sup> January, 2018 for a period of two consecutive years commencing from 10<sup>th</sup> November, 2017 till 9<sup>th</sup> November, 2019. As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on recommendation of Nomination and Remuneration Committee and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and Regulation 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Pradip Saha, being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second term of two consecutive years from 10<sup>th</sup> November, 2019 till 9<sup>th</sup> November, 2021.

The Company has received declaration from him stating that he meets the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He has also given his consent to continue to act as Director of the Company, if so appointed by the members. In the opinion of the Board, Mr. Pradip Saha fulfils the conditions specified under Section 149 (6) of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his reappointment as an Independent Director of the Company and is independent of the management. Copy of the draft letter for appointment of Mr. Pradip Saha as an Independent Non-Executive Director setting out terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (9:30 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Pradip Saha as an Independent Director.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Accordingly, the Board recommends passing of the Special Resolution in relation to re-appointment of Mr. Pradip Saha as an Independent Director for another term of two consecutive years

with effect from 10<sup>th</sup> November, 2019 to 9<sup>th</sup> November, 2021, for the approval by the shareholders of the Company.

Except Mr. Pradip Saha, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the accompanying Notice of the AGM. Mr. Pradip Saha is not related to any Director of the Company.

### Item No. 6: To appoint Mr. Santanu Mukherjee as a Director of the Company:

Based on the recommendation of Nomination and Remuneration Committee Mr. Santanu Mukherjee (DIN: 07716452) was appointed as Additional Director (Independent Director) by the Board of Directors with effect from 6<sup>th</sup> May, 2019, pursuant to section 161 (1) of the Companies Act, 2013 and hold office upto the date of 26<sup>th</sup> Annual General Meeting.

The Company has received a declaration from Mr. Santanu Mukherjee on his being eligible for appointment as Independent Director. He has provided consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Mukherjee that the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. Santanu Mukherjee is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfils the conditions specified in the Companies Act, 2013 and is independent of the management and is not a relative of any the Directors/ Key Managerial Personnel of the Company.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from member proposing the candidacy of Mr. Santanu Mukherjee to be appointed as an Independent Director of the Company as per the provisions of the Companies Act, 2013 along with a deposit of ₹ 1,00,000 (Rupees one lakh) each as required under the aforesaid section.

The names of companies and the committees in which the director is a director/member, the letter of appointment and terms and conditions of the appointment are available for inspection at the registered office of the company during normal business hours (9:30 am to 5:00 pm) on any working day, except Saturday, upto and including the date of AGM of the Company.

Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.

Except Mr. Santanu Mukherjee, being and an appointee and his relatives none of the Directors or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested, financially or otherwise, in the Resolution at Item Nos. 6 of the accompanying Notice.

Your Directors recommend the resolution set out in item no. 6 for your approval.



**Item No. 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:**

The members are informed that as per the amended provisions of section 185 of the Companies Act, 2013 which have come in to force w.e.f. 7<sup>th</sup> May, 2018, the companies are allowed to advance loans including loan represented by a book debt, give guarantee and provide security to/ with respect to the loans taken by, any private company and to anybody corporate in which the Director(s) of the company is/are interested subject to the limits/ such extended limits as prescribed/ allowed under the provisions of section 186 read with section 180(1)(a) of the Companies Act, 2013 and further subject to the conditions that the said loans/ guarantee and security are given with the approval of the shareholders of the company by way of special resolution and the said facilities are utilized by the borrowing company for its principal business activities and shall not be utilized for any other purpose.

In view of the aforesaid amended provisions and other applicable provisions, if any, of the Companies Act, 2013, the Board of Directors of the company at their meeting held on May 6, 2019 proposed an enabling resolution as put forth in item no. 7 for advancing loans including loan represented by a book debt, giving guarantee and provide security to/ with respect to the loans taken by, K.M.S. Infrastructure Limited and Vishnu Life Sciences Limited, where Mr. Ch. Krishna Murthy, Chairman & Managing Director, Mrs. Ch. Manjula, Director are Directors and shareholders of K.M.S. Infrastructure Limited and Mr. Ch. Siddhartha, Joint Managing Director is Director and shareholder of Vishnu Lifesciences Limited are interested, subject to the limits/ such extended limits as may be approved/ allowed under the provisions of section 186 read with section 180(1)(a) of the Companies Act, 2013 and further subject to the condition that the said loans/ facilities are utilised by the borrowing company for its principal business activities and shall not be utilised for any other purpose. It is to further inform that the proposed resolution will enable the Board members to act upon as and when needed in the interest of the company. Further an undertaking shall be obtained from the borrowing entity to the effect that the loan/ other facilities are utilized/ used for its principle business activities and are in compliance with other conditions and requirements of all applicable provisions.

In view of the above, the approval of the shareholders is being sought by way of special resolution under the provisions section 185 and other applicable provisions, if any, of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

Except Mr. Ch. Krishna Murthy, Mrs. Ch. Manjula and Mr. Ch. Siddhartha and their relatives, none of the other directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the accompanying Notice of the AGM.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

**Item No. 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:**

In terms of Regulation 17 (6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 ("Amended Listing Regulations") which is effective from 01.04.2019, the fees or compensation payable to executive directors who are promoters or members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if:

- i. the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or
- ii. where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity:

and for the purposes of the above clauses, net profits shall be calculated as per section 198 of the Companies Act, 2013.)

In view of the above amended regulation, the approval of the members is being sought by way of special resolution for payment of remuneration to Mr. Ch. Krishna Murthy (DIN: 00030274), Managing Director and Ch. Siddhartha (DIN: 01250728), Joint Managing Director at such terms and conditions as approved by members at 23<sup>rd</sup> Annual General Meeting held on September 28, 2016, notwithstanding that the annual aggregate remuneration payable to Mr. Ch. Krishna Murthy (DIN: 00030274), Managing Director and Ch. Siddhartha (DIN: 01250728), Joint Managing Director, exceeds 5% of the net profit of the Company as calculated under section 198 of the Companies Act, 2013 in any financial year during the remaining tenure of their appointment and further it is to inform that all the existing terms and conditions of their appointment shall remain the same.

Mr. Ch. Krishna Murthy, Chairman & Managing Director holding 6219790 equity shares (52.07%) and Mr. Ch. Siddhartha, Joint Managing Director holding 1125668 equity shares (9.42%) and Mrs. Ch. Manjula, Director holding 1614048 equity shares (13.51%) are concerned and interested in the said resolution. Apart from them none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the special resolution at Item No. 8 of the Notice for approval of the Members.

**Item No. 9: To approve variation of terms of the existing 7,66,37,500 7% Cumulative Redeemable Preference Shares (CRPS) of the company:**

It is to inform that as per the member's approval vide postal ballot resolution dated 26<sup>th</sup> January, 2018 and Hon'ble National Company Law Tribunal Order dated 13<sup>th</sup> April, 2018 the Company had issued and allotted 7,66,37,500 (Seven Crore Sixty Six Lakh Thirty Seven Thousand Five Hundred only) 7% Cumulative Redeemable Preference

Shares of 10/- (Ten only) each (hereinafter referred as "CRPS") for an aggregate amount of unredeemed existing preference paid-up share capital of ₹ 47,50,00,000/- (Rupees Forty Seven Crore and Fifty lakh only) and outstanding accumulated dividend of ₹ 29,13,75,000/- (Rupees Twenty Nine Crore Thirteen Lakh Seventy Five Thousand only) as on 31<sup>st</sup> March, 2017, to the existing preference shareholders vide Board Resolution dated 29.03.2018 under section 55 of the Companies Act, 2013 read with rules made thereunder and as per the terms and conditions of the issue the term of the said CRPS is 10 years and will be redeemed by 31.03.2028.

It is to further inform that the company forecasted internal cash accruals and evaluated possible cash flows into the Company in near future and has ascertained that the redemption of the said CRPS (including payment of accumulated dividend) by 31.03.2028 may not be viable. Hence, the Board, in the interest of the company, upon receipt of written consents from the 100% Preference Shareholders, approved at its meeting held on 14<sup>th</sup> February, 2019 variation of terms of the existing 7,66,37,500 7% Cumulative Redeemable Preference Shares (CRPS) of the company with regard to extension of tenure of CRPS from 10 (Ten) years to 15 (Fifteen) years and thereby to extend due date for redemption of said shares from 31.03.2028 to 31.03.2033 and all other terms and conditions of the said CRPS shall remain the same.

The members are further informed that as per the provisions of section 48 read with section 55 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the rights attached to the shares of any class may be varied with the consent in writing of the holders of not less than three-fourths of the issued shares of that class or by means of a special resolution passed at a separate meeting of the holders of the issued shares of that class; Provided also that if variation by one class of shareholders affects the rights of any other class of shareholders, the consent of three-fourths of such other class of shareholders or by means of a special resolution passed at a separate meeting of such holders, shall also be obtained as per the provisions of section 48 of the Companies Act, 2013.

As per the provisions of section 48 read with 55 and all other applicable provisions, if any, of the companies Act, 2013 and rules made thereunder the company received no-objections vide letters dated 14<sup>th</sup> February, 2019, from preference shareholders holding 100% paid-up preference share capital of the company and accordingly now the approval of the equity shareholders is being sought by way of special resolution in terms of the provisions of the Act.

Mr. Ch. Krishna Murthy, Chairman & Managing Director holding 6219790 equity shares (52.07%) and Mr. Ch. Siddartha, Joint Managing Director holding 1125668 equity shares (9.42%) and Mrs. Ch. Manjula, Director holding 1614048 equity shares (13.51%) are concerned and interested in the said resolution. Apart from them none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the special resolution at Item No. 9 of the Notice for approval of the Members.

**Item No. 10. Ratification of Remuneration to be paid to the Cost Auditors for the financial year 2019-20:**

The Board of Directors at its Meeting held on May 6, 2019, upon the recommendation of the Audit Committee, approved the appointment of Mr. N.V.S.Kapardhi, Cost Accountant, (Registration No. 100231), Hyderabad, to conduct the audit of the cost records of the Company on a remuneration not exceeding ₹ 60,000/- (Rupees Sixty Thousand Only) (excluding all applicable taxes and reimbursement of out of pocket expenses) for the financial year ending March 31, 2020.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (as amended from time to time) the remuneration as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval of the Members.

**Item No. 11: Approval for fees to be charged for service of documents under Section 20 of the Companies Act, 2013:**

Pursuant to the provisions of Section 20 of the Companies Act, 2013, a document may be served by the Company on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office or at address as recorded in the Register of Members maintained by the Company/RTA, or by such electronic or other mode as may be prescribed. Further, a member may request for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its Annual General Meeting.

In view of the above provision and in order to enable the Company to determine the fees for the delivery of the documents through requested mode, approval of Members, by way of Ordinary Resolution, is being sought for the amount of fees to be charged for service of documents under Section 20 of the Companies Act, 2013.

The Board recommends the Ordinary Resolution as set out at Item No. 11 of the accompanying Notice for approval of the members.

None of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the Resolution.

**Annexure to the explanatory statement pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, information about the Directors proposed to be appointed / re-appointed is furnished below:**

<b>Name of the Director</b>	<b>Mr. Pradip Saha</b>	<b>Mr. Santanu Mukherjee</b>	<b>Mrs. Ch. Manjula</b>
Directors Identification Number (DIN)	07677683	07716452	01546339
Nationality	Indian	Indian	Indian
Date of birth	11.09.1956	29.12.1956	17.05.1966
Age	62 years	62 years	53 years
Qualification	Fellow Member of the Institute of Chartered Accountants of India and The Institute of Company Secretaries of India and have done Executive Finance Management Course from Singapore University.	B.Sc., (Hon's) degree from Presidency College under Kolkata University and CAIB from The Indian Institute of Bankers	Graduate
Experience (including expertise in specific functional area)// Brief Resume	He has more than 40 years of perceptible experience, in the field of accounts & finance, in various reputed FMCG organizations including Colgate Palmolive India Ltd; Hindustan Unilever; Union Carbide India Ltd; and worked at Shaw Wallace & Co Ltd. He was also held the position of Director at Genelec Ltd, Henkel India Ltd and Calcutta Chemicals Co. Ltd, Detergents India Ltd, Camelot Investment Company Ltd. Previously he held the position of Director (Commercial) at Colgate Palmolive India Ltd.	He joined State Bank of Hyderabad as a Probationary Officer and served the Bank in various capacities and also held various important assignments (domestic as well as foreign) in the SBI group. Mr. Santanu Mukherjee gained 38 years of rich experience in various facets of banking operations. Before his elevation, he was working as Chief General Manager of SBI. He had also served as chief executive officer SBI in Paris during 2004 to 2008. Shri. Santanu Mukherjee has been appointed as the Managing Director of State Bank of Hyderabad (SBH) and retired from this position in the month of December, 2016. Since then he has been serving as a Board member of various listed and unlisted companies	She has been Director of the company for more than two decades and contributing for the growth of the organization through her guidance and support.
Date of first Appointment on the Board of the Company	November 10, 2017	May 6, 2019	January 2, 2006
Shareholding in the Company	Nil	Nil	1614048 equity shares of ₹ 10/- each (13.51%) 5271250 7% Cumulative Redeemable Preference Shares of ₹ 10/- each (6.88%)
List of Directorship held in other companies	NIL	Currently he is a Director in following companies: a. Suven Life Sciences Limited b. Bandhan Bank Limited c. Donear Industries Limited d. Bhanix Finance and Investment Limited e. Muthoot Housing Finance Company Limited	Currently she is director in following companies: a. K.M.S. Infrastructure Limited b. Vishnu Barium Private Limited
Membership / Chairmanship in Committees of other companies as on date*	NIL	Currently he is a Member of Audit Committee in following companies and he is not holding any chairmanships: a. Suven Life Sciences Limited b. Bandhan Bank Limited c. Muthoot Housing Finance Company Limited	NIL
Relationships between Directors inter-se	There is no inter-se relationship among the director	There is no inter-se relationship among the director	Relative of Mr. Ch. Krishna Murthy, Chairman & Managing Director and Mr. Ch. Siddhartha, Joint Managing Director of the company.

\* 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.



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

## ATTENDANCE SLIP

### 26<sup>th</sup> ANNUAL GENERAL MEETING HELD ON 27<sup>th</sup> JUNE, 2019

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 26th Annual General Meeting of the company being 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.**

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 – 500033.







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

## 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 26th Annual General Meeting of the Company to be 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** and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No.	Resolutions	For	Against	Abstain
<b>Ordinary Business:</b>				
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			
<b>Special Business:</b>				
5	To approve re-appointment Mr. Pradip Saha as Independent Director of the company for second term			
6	To appoint 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			

\* Applicable for investors holding shares in electronic form.

Signed on..... day of..... 2019

Affix  
Revenue  
Stamp

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.