

ANNEXURE I

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity - **Vishnu Chemicals Limited**
 2. Quarter ending - **31-Mar-2019**

i. Composition Of Board Of Director

T i t l e (M r . / M s)	Name of the Director	DI N	P A N	Cate gory (Chai rpers on /Execu tive/No n- Execut ive/ Indepe ndent/ Nomin ee)	S u b C a t e g o r y	Dat e of App oint me nt	Dat e of ces sati on	T e n u r e	No of Dir ect ors hip in list ed enti ties incl uding this list ed enti ty	No of me mb ers hips in Au dit/ Sta keh old er Co mm itte e(s) incl uding this list ed enti ty	No of post of Chai rper son in Audi t/ Stak ehol der Co mmi ttee held in liste d entiti es incl uding this liste d entit y	Me mbe rshi p in Co mmi ttee s of the Co mpa ny	Remarks
Mr .	Krishna Murthy Cherukuri	00030274	ABJP C6 521 A	C,ED	MD	01-Aug-2014		56	1	1	0	SC	
Mr s.	Cherukuri Manjula	01546339	ADDP C8 722 H	NED		02-Jun-2006		163	1	1	1	SC	
Mr	Cherukuri	0	AG	ED	M	01-		5	1	1	0	SC	

.	Siddartha	1 2 5 0 7 2 8	HP C0 087 C		D	Aug- 2014		6					
Mr	Dileep Kumar Utukuri	0 2 5 1 9 6 5 4	AA EP U9 541 J	ID		30- Sep- 2014		5 4	1	1	1	AC,N RC	
Mr	Tammineni Sanyasa Appa	0 0 4 1 2 4 9 2	AB IPT 402 2E	ID		19- Mar- 2015		4 8	1	1	0	AC,N RC	
Mr	Pradip Saha	0 7 6 7 7 6 8 3	AL KP S04 58F	ID		10- Nov- 2017		1 7	1	2	0	AC,SC ,NRC	

Company Remarks	
Whether Permanent chairperson appointed	Yes

ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Pradip Saha	ID	Member	14-Dec-2017	
2	Tammineni Sanyasa Appa	ID	Member	20-May-2015	
3	Dileep Kumar Utukuri	ID	Chairperson	09-Aug-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Pradip Saha	ID	Member	30-May-2018	
2	Cherukuri Siddartha	ED	Member	16-Mar-2016	
3	Krishna Murthy Cherukuri	C,ED	Member	16-Mar-2016	
4	Cherukuri Manjula	NED	Chairperson	16-Mar-2016	

Company Remarks	
Whether Permanent chairperson appointed	Yes

c. Risk Management Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
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Company Remarks	
Whether Permanent chairperson appointed	

d. Nomination and Remuneration Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Pradip Saha	ID	Member	14-Dec-2017	
2	Tammineni Sanyasa Appa	ID	Member	20-May-2015	
3	Dileep Kumar Utukuri	ID	Chairperson	09-Aug-2014	

Company Remarks	
Whether Permanent chairperson appointed	Yes

iii. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter
03-Nov-2018	14-Feb-2019

Company Remarks	
Maximum gap between any two consecutive (in number of days)	102

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting during of the committee in the previous quarter	Date(s) of meeting of the committee in the relevant quarter	Requirement of Quorum met (details)	Whether requirement of Quorum met (Yes/No)
Audit Committee	03-Nov-2018	14-Feb-2019	3	Yes
Stakeholders Relationship Committee	19-Dec-2018	30-Mar-2019	3	Yes

Stakeholders Relationship Committee	03-Nov-2018	14-Feb-2019	3	Yes
Stakeholders Relationship Committee		01-Jan-2019	3	Yes

Company Remarks	
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	102

v. **Related Party Transactions**

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	Yes	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	
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VI. **Affirmations**

1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee - **Yes**
 - b. Nomination & remuneration committee - **Yes**
 - c. Stakeholders relationship committee - **Yes**
 - d. Risk management committee (applicable to the top 100 listed entities) - **Not applicable**
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. - **Yes**
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.- **Yes**
5. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
b. Any comments/observations/advice of Board of Directors may be mentioned here:

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Name : **KISHORE KATHRI**
Designation : **Company Secretary & Compliance Officer**

ANNEXURE II

Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)

I. Disclosure on website in terms of Listing Regulations			
Item	Compliance status	Company Remark	Website
Details of business	Yes		http://www.vishnuchemicals.com
Terms and conditions of appointment of	Yes		http://www.vishnuchemicals.com
Composition of various committees of	Yes		http://www.vishnuchemicals.com
Code of conduct of board of directors and	Yes		http://www.vishnuchemicals.com
Details of establishment of vigil mechanism/	Yes		http://www.vishnuchemicals.com
Criteria of making payments to non-	Yes		http://www.vishnuchemicals.com
Policy on dealing with related party	Yes		http://www.vishnuchemicals.com
Policy for determining 'material' subsidiaries	Yes		http://www.vishnuchemicals.com
Details of familiarization programs imparted	Yes		http://www.vishnuchemicals.com
Contact information of the designated officials of the listed	Yes		http://www.vishnuchemicals.com/investor_relations
email address for grievance redressal and	Yes		http://www.vishnuchemicals.com
Financial results	Yes		http://www.vishnuchemicals.com
Shareholding pattern	Yes		http://www.vishnuchemicals.com
Details of agreements entered into with the media companies and/or	Not Applicable		
New name and the old name of the listed	Not		
II Annual Affirmations			
Particulars	Regulation Number	Compliance status	Company Remark
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes	
<i>Board composition</i>	17(1)	Yes	
<i>Meeting of Board of directors</i>	17(2)	Yes	
<i>Review of Compliance Reports</i>	17(3)	Yes	
<i>Plans for orderly succession for appointments</i>	17(4)	Yes	
<i>Code of Conduct</i>	17(5)	Yes	
<i>Fees/compensation</i>	17(6)	Yes	
<i>Minimum Information</i>	17(7)	Yes	
<i>Compliance Certificate</i>	17(8)	Yes	
<i>Risk Assessment & Management</i>	17(9)	Yes	
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes	
<i>Composition of Audit Committee</i>	18(1)	Yes	
<i>Meeting of Audit Committee</i>	18(2)	Yes	
<i>Composition of nomination & remuneration committee</i>	19(1) & (2)	Yes	
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes	
<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Not Applicable	
<i>Vigil Mechanism</i>	22	Yes	
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &	Yes	

<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes	
<i>Approval for material related party transactions</i>	23(4)	Yes	
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable	
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes	
<i>Maximum Directorship & Tenure</i>	25(1) & (2)	Yes	
<i>Meeting of independent directors</i>	25(3) & (4)	Yes	
<i>Familiarization of independent directors</i>	25(7)	Yes	
<i>Memberships in Committees</i>	26(1)	Yes	
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes	
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes	
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes	

Other Information	
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III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	
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Name : **KISHORE KATHRI**
Designation : **Company Secretary & Compliance Officer**