



Date: 08.04.2017

1. The Department of Corporate Services - CRD Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers Dalal Street MUMBAI - 400 001	2. The National Stock Exchange of India Limited 5th Floor, Exchange Plaza Bandra (E) MUMBAI - 400 051	3. The Manager – Dept of Corporate Service The Ahmedabad Stock Exchange Ltd., Kamdhenu Complex, Opp: Sahajanand, College, Panjara Pole, Ahmedabad – 380 015
Ref: Scrip Code: 516072		Ref: Scrip Symbol: VISHNU

**Sub: Disclosure under Regulations 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 of voting results at the Extra ordinary General Meeting of the Company held on Friday, 7<sup>th</sup> April, 2017.**

Dear Sir/Madam,

As per the requirement of Regulations 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, given below are the details of the voting results at the Extra ordinary General Meeting of the Company, held on 7<sup>th</sup> April, 2017 as per the format as prescribed under the said Regulations.


Further, we herewith submit the following in connection with annual General Meeting

1. The details of the consolidated voting results (both e-voting and voting through ballot paper at the EGM) on all the resolutions as set out in the notice of AGM in prescribed format as per Regulations 44 of Regulations.
2. Report of the scrutinizer dated 08.04.2017 given by Mr. Navajyoth Puttaparthi, Practicing Company Secretary.

Based on the scrutinizer report Chairman confirmed that all the resolutions were duly passed.

This is for your information and records

Thanking You  
For Vishnu Chemicals Ltd

  
Ch. Krishna Murthy  
Managing Director





**NAVAJYOTH PUTTAPARTHI**  
PRACTICING COMPANY SECRETARY

(O) : # 315, Bhanu Enclave, Adj. ESI Hospital,  
Erragadda, Hyderabad - 500 038.  
Tel:(O) 040-23701964, (M) +91 9985282222  
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## REPORT OF SCRUTINIZER ON E-VOTING

[Pursuant to Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014 as amended]

To

08<sup>th</sup> April, 2017

The Chairman,  
Vishnu Chemicals Limited  
6/3/662/B/4, II nd Floor, Sri Sai Nilayam,  
Sangeet Nagar Colony, Somajiguda,  
Hyderabad- 500082, Telangana, India.

Dear Sir,

**Sub: Report on Voting by Equity Shareholders through E-Voting in respect of passing of the resolutions contained in the Notice dated 04<sup>th</sup> March, 2017 for approval of the Scheme of Arrangement between Vishnu Barium Private (Transferor Company) and Vishnu Chemicals Limited (Transferee Company) and their respective Shareholders and Creditors.**

I, Navajyoth Puttapparthi, Practicing Company Secretary, Hyderabad, was appointed as Scrutinizer by the Board of Directors of M/s Vishnu Chemicals Limited ("the Company") by passing a Circular Resolution on 04<sup>th</sup> March, 2017 for scrutinizing voting including voting by electronic means and poll in respect of passing of the resolution contained in the Notice dated 04<sup>th</sup> March, 2017 in terms 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 management of the Company is responsible to ensure the compliances with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made thereunder and (ii) the Listing Regulations, relating to voting including voting by electronic means. My responsibility as a Scrutinizer is restricted to conduct the voting process in a fair and transparent manner and to make a scrutinizer's report of the votes cast by the members for the resolutions contained in the Notice dated 04<sup>th</sup> March, 2017 based on the reports generated from the e-Voting system provided Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e- Voting facilities for e-Voting till the time fixed for closing of the voting process i.e. till 05:00 P.M. on April 06, 2017 and scrutiny of the physical ballot received at the convened meeting on 07<sup>th</sup> April, 2017.



The shareholders holding shares either in physical form or dematerialized form as on the cut-off date i.e., 31.03.2017, were entitled to vote electronically on the proposed resolution as set out in the Notice dated 04.03.2017.

The E-Voting platform remained open from 04.04.2017 at 10:00 A.M. to 06.04.2017 05:00 P.M and was blocked thereafter.

The votes cast by the shareholders during the aforesaid E-Voting period were duly unblocked by me 06<sup>th</sup> April, 2017 after 05:00 PM, in the presence of two witnesses namely Ms. Saroja Resident of 315, Bhanu Enclave, Adj to ESI Hospital, ESI, Ameerpet Hyderabad, and Mr. Shaik Ali Basha, resident of 315, Bhanu Enclave, Adj to ESI Hospital, ESI, Ameerpet Hyderabad who were not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

i.  (Saroja)      ii.  (Shaik Ali Basha)

The details containing inter alia, list of the Equity Shareholders, who voted "for", "against" the resolution that was put to vote, were generated from the e-voting website of M/s. Central Depository Services (India) Limited i.e., [www.evotingindia.com](http://www.evotingindia.com).

I report the result of the voting by Poll and through electronic means i.e., E-Voting system, in respect of the Resolution set out in the notice of the Extra Ordinary General Meeting as under:

Proposed Resolution: Approval of the Scheme of Arrangement between Vishnu Barium Private (Transferor Company) and Vishnu Chemicals Limited (Transferee Company) and their respective Shareholders and Creditors.

Nature of Resolution: Ordinary Resolution to be passed by the Shareholders of the Company.

(i) Voted in Favor of Resolution:

No. of Members Voted	No. of Votes Cast	% of total no. of valid votes cast
14	9127714	100

(ii) Voted against of Resolution:

No. of Members Voted	No. of Votes Cast	% of total no. of valid votes cast
Nil	Nil	Nil

(iii) Invalid Votes:



No. of Members Voted	No. of Votes Cast	% of total no. of valid votes cast
Nil	Nil	Nil

(iv) Total Votes Cast:

No. of Members Voted	No. of Votes Cast	% of total no. of valid votes cast
14	9127714	100

Based on the aforesaid result, I state that the percentage of total valid votes cast in favor of the resolution is 91,27,714 and the percentage of total valid votes cast against the resolution is 100%. Hence the proposed resolution has been passed with requisite majority i.e., the votes cast by the shareholders in favor of the proposed resolution are more than the number of votes cast by the shareholders against it.

In terms of Rule 20 of the rules, the register, all other papers and relevant records relating to electronic voting have been handed over to the Company for safe keeping.

Date: 08<sup>th</sup> April, 2017

Place: Hyderabad



A handwritten signature in blue ink, appearing to be "N. Puttaparthi".

**NAVAJYOTH PUTTAPARTHI**  
**PRACTICING COMPANY SECRETARY**  
**CP NO: 16041; ACS NO. 28843**



**FORM No. MGT-13**

**REPORT OF SCRUTINIZER**

**[POLL]**

(Pursuant to Rule Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies  
(Management and Administration) Rules, 2014)

**To**  
**The Chairman,**  
**Vishnu Chemicals Limited**  
**6/3/662/B/4, II nd Floor, Sri Sai Nilayam,**  
**Sangeet Nagar Colony, Somajiguda,**  
**Hyderabad- 500082, Telangana, India.**

**08<sup>th</sup> April, 2017**

Dear Sir,

**Sub: Report on Voting by poll conducted at the Extra Ordinary General Meeting of the Equity Shareholders of M/s. Vishnu Chemicals Limited held on 07<sup>th</sup> April, 2017 at 10:30 A.M in respect of passing of the resolution contained in the Notice dated 04.04.2017 for approval of Scheme of Arrangement between Vishnu Barium Private (Transferor Company) and Vishnu Chemicals Limited (Transferee Company) and their respective Shareholders and Creditors.**

I, Navajyoth Puttapparthi, Practicing Company Secretary, Hyderabad, appointed by you as the Scrutinizer for the purpose of the poll taken on the below mentioned resolution at the Extra Ordinary General Meeting of the Equity Share holders of "Vishnu Chemicals Limited" held on Friday, April 07, 2017 at 10.30 A.M. at Hotel I L London, 6-6-656, Kapadia Lane, Somajiguda, Hyderabad-500082, Telangana.

1. After the time fixed for closing of the poll by the Chairman, the ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/ Registrar and Transfer Agent of the Company, M/s Bigshare Services Private Limited, Hyderabad and the authorizations/proxies lodged with the Company.
3. Five poll papers were found as invalid.
4. The result of the Poll is as under:


Item No. 1: Approval of proposed Scheme of Arrangement between Vishnu Barium Private Limited (Transferor Company) and Vishnu Chemicals Limited (Transferee Company) and their respective Shareholders and Creditors:

(i) Voted in favor of Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
22	2221	100

(ii) Voted against the Resolution:

Number of Members present and voting (in person or by proxy)	Number of Votes cast by them	% of Total Number of Valid Votes cast
Nil	Nil	Nil

(iii) Invalid Votes:

Total Number of Members (in person or by proxy) whose votes were declared invalid	Total Number of Votes cast by them
5	174

5. The Poll papers and all other relevant records were sealed and handed over to Director for safe keeping.

Thanking you,

Date: 08<sup>th</sup> April, 2017

Place: Hyderabad



NAVAJYOTH PUTTARTHI  
PRACTICING COMPANY SECRETARY  
CP NO: 16041; ACS NO. 28843



**CONSOLIDATED SCRUTINIZER REPORT FOR E-VOTING AND POLL FOR  
VISHNU CHEMICALS LIMITED**

To  
The Chairman,  
Vishnu Chemicals Limited  
6/3/662/B/4, II nd Floor, Sri Sai Nilayam,  
Sangeet Nagar Colony, Somajiguda,  
Hyderabad- 500082, Telangana, India.

08<sup>th</sup> April, 2017

Sub: Consolidated Report on Voting through E-Voting carried out during 04<sup>th</sup> April, 2017 at 10:00 A.M. to 6<sup>th</sup> April, 2017 at 5:00 P.M. and on Physical Voting conducted through poll at the Extra Ordinary General Meeting of Equity Shareholders of M/s. Vishnu Chemicals Limited held on 7<sup>th</sup> April, 2017.

Dear Sir,

I, Navajyoth Puttaparthi, Practicing Company Secretary, Hyderabad, was appointed as Scrutinizer by the Board of Directors of M/s Vishnu Chemicals Limited ("the Company") by passing a Circular Resolution on 04<sup>th</sup> March, 2017 for scrutinizing voting including voting by electronic means during 04.04.2017 10 AM to 06.04.2017 05:00 PM and poll at the physical voting conducted through poll at the Extra Ordinary General Meeting of Equity Shareholders on 07<sup>th</sup> April, 2017 at 10:30 AM at Hotel I L London, 6-6-656, Kapadia Lane, Somajiguda, Hyderabad-500082, Telangana in a fair and transparent manner, for ascertaining the requisite majority and for giving my report in connection with the item of business as provided in the Notice dated 04<sup>th</sup> March, 2017. I report as under:

1. The Company has availed the services of M/s. Bigshare Services Private Limited (hereinafter referred to as the "Service Provider") for executing the facility of electronic voting to the Shareholders of the Company. The E-voting facility was offered and kept open by the Company to its shareholders during the period 04<sup>th</sup> April, 2017 at 10:00 A.M. to 6<sup>th</sup> April, 2017 at 5:00 P.M. The shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on 31.03.2017 (i.e., cut-off date) were allowed to participate and vote electronically on the item of business during the aforesaid period of E-Voting. The e-voting results were unblocked by me on 06<sup>th</sup> April, 2017 after 05:00 P.M in the capacity of



Scrutinizer in presence of two persons who were present as witnesses and the details are given in the Scrutinizers Report on e voting dated 08<sup>th</sup> April, 2017.

2. At the Extra Ordinary General Meeting of the Company held on Friday, the 07<sup>th</sup> of April, 2017 at 10:30 A.M at Hotel I L London, 6-6-656, Kapadia Lane, Somajiguda, Hyderabad-500082, Telangana, the Chairman of the Company had called for the poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.
3. Subsequent to the completion of voting process at the EGM, the votes cast by the shareholders at the EGM were diligently scrutinized by me. The votes cast at the EGM were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and with the authorizations/proxies lodged with the Company. For further details kindly refer to my Scrutinizer Report in the form MGT-13 dated 08<sup>th</sup> April, 2017.
4. The resolution proposed was passed with requisite majority. I am herewith enclosing the details of votes cast through E-Voting and the detail of voting at the EGM on the resolution is annexed as Annexure 1.
5. I, hereby confirm that the registers received from the service provider, both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company shall be sealed and handed over to the company for safe keeping.

Thanking you,

Date: 08<sup>th</sup> April, 2017

Place: Hyderabad



**NAVAJYOTH PUTTAPARTHI**  
**PRACTICING COMPANY SECRETARY**  
**CP NO: 16041; ACS NO. 28843**



**ANNEXURE-1**

**VISHNU CHEMICALS LIMITED**

Approval of the Scheme of Arrangement between Vishnu Barium Private (Transferor Company) and Vishnu Chemicals Limited (Transferee Company) and their respective Shareholders and Creditors


Resolution required: (Ordinary/Special)				Ordinary Resolution				
Whether Promoter/Promoter Group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of Shares held (1)	No. of Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in Favor (4)	No. of Votes in Against (5)	% of Votes in favor on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	8959506	8959506	100	8959506	0	100	0
	Poll		0	0	0	0	0	0
	Total		8959506	100	8959506	0	100	0
Public Institutions	E-Voting	10217	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0
Public Non-Institutions	E-Voting	2976297	168208	5.65	168208	0	100	0
	Poll		2221	0.07	2221	0	100	0
	Total		170429	5.72	170429	0	100	0
Non-Public Non Promoter	E-Voting	0	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Total		0	0	0	0	0	0


Total	E-Voting	1194602 0	9127714	76.41	9127714	0	100	0
	Poll		2221	0.02	2221	0	100	0
Grand Total			9129935	76.43	9129935	0	100	0

Date: 08<sup>th</sup> April, 2017

Place: Hyderabad




**NAVAJYOTH PUTTAPARTHI**  
**PRACTICING COMPANY SECRETARY**  
**CP NO: 16041; ACS NO. 28843**