

3rd September, 2024

VCL/SE/47/2024-25

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
Scrip Code: 516072
Through: BSE Listing Centre

To
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G
Bandra Kurla Complex, Bandra (East),
Mumbai -400 051
NSE Symbol: VISHNU
Through: NEAPS

Sub: Annual Report for the FY 2023-24 under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to Regulation 34(1) of the Listing Regulations, please find enclosed the Integrated Annual Report of the Company along with the Notice of the 31st Annual General Meeting and other Statutory Reports for the Financial Year 2023-24, which is also being circulated through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories.

The same is also available on the website of the Company at https://vishnuchemicals.com/wp-content/uploads/2024/09/Vishnu-Chemicals-Limited-AR-2023-24_Final.pdf

This is for your information and records.

Thanking You.

Yours faithfully,

For Vishnu Chemicals Limited

Vibha Shinde
Company Secretary & Compliance Officer

Encl: As above

31st Annual Report
2023-24



Ahead Of The
Curve

वक्रस्य पुरतः

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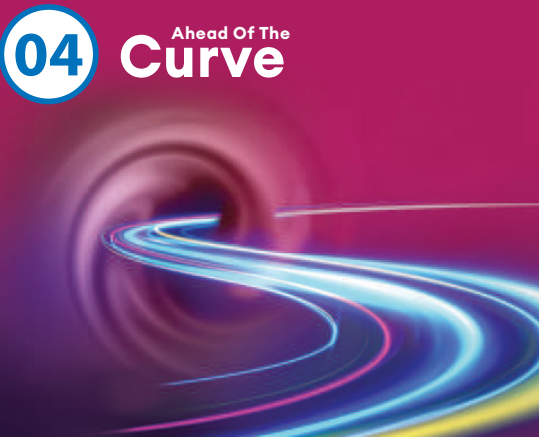
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04 Ahead Of The Curve



Our New Product Precipitated Barium Sulphate

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This document contains statements about expected future events and financials of Vishnu Chemicals Limited ('The Company'), which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

Investor Information

Market Cap as on March 31, 2024	₹ 2,086.39 Cr
CIN	L85200TG1993PLC046359
BSE Code	516072
NSE Symbol	VISHNU
Dividend Declared	₹ 0.30 per share i.e 15%
AGM Date	September 27, 2024
AGM Mode	VC/OAVM

24 From the CMD's Desk



“ Amidst this dynamic landscape, India emerges as a beacon of growth, standing out as the fastest-growing major economy. ”

Letter from the JMD 26



“ Ahead of the Curve is a result of our Company's commitment to excellence in the manufacturing of speciality chemicals. ”

For more investor-related information, please visit:

<https://vishnuchemicals.com/investors/>



Simply Scan

Highlights

Staying Ahead With Growth And Resilience

Financials

₹ **1,213** Cr
Operating Revenue

₹ **202** Cr
EBITDA

₹ **101** Cr
PAT

17%
EBITDA Margin

8%
PAT Margin

0.45
D:E

21%
ROCE

18%
ROE

Our People

1,000+
Workforce

Community

₹ **215.98** Lakhs
Investment in CSR Projects



Ahead Of The Curve

वक्रस्य पुरतः

Vishnu Chemicals is leading the way in the Speciality Chemicals industry, embracing product innovation while consistently maintaining high quality standards. 'Ahead of the Curve,' reflects our long-standing dedication to excellence and vision to set new benchmarks in the manufacturing industry.

We consistently push the boundaries of chemical science with products that redefine industry standards. At the same time, we ensure each product batch meets our hallmark of quality. This approach is complemented by our state-of-the-art facilities and advanced research methodologies. It reflects our efforts towards harnessing new technologies to seamlessly cater to evolving customer needs.

Throughout such pioneering endeavours, we hold a keen understanding of sustainable practices. Our products are manufactured with respect for the environment and a commitment to corporate responsibility, ensuring we progress while also caring for our dear planet.

Thus, at Vishnu Chemicals, we are not just keeping pace with industrial trends, but are a global leader in the chemistry we operate. This annual report celebrates our journey of staying 'Ahead of the Curve,' continually striving to shape the future of the specialty chemicals industry.

What Keeps Us Ahead Of The Curve...

Management
Pedigree

Leading
Chromium &
Barium Chemicals
Manufacturer

**Intelligent
Symphony**
of Forward
and Backward
Integration

1,000+
Trained
Workforce

**Global
Clientele**
Across
Domestic and
Export Markets

Differentiated
and Complex
Chemistry

Corporate Profile

Staying Ahead With A Solid Core

Headquartered in Hyderabad, India, Vishnu Chemicals Limited has been renowned for its innovation and quality in the chemical industry for over three decades. With a strategic focus on performance-enhancing speciality chemicals, our Company proudly holds market leadership in Chromium and Barium Chemicals, serving a diverse and specialised range of industries. Our products find applications in pharmaceuticals, electroplating, ceramics and tiles, wood preservatives, pigments and dyes, refractories, and detergents, among others.

Our operational excellence is driven by four world-class manufacturing facilities that not only meet but exceed industry standards. This foundation enables us to deliver superior quality products and services to our clientele, spread across more than 50 countries. Recently, we expanded our portfolio to include Precipitated Barium Sulphate, marking a significant entry into the paint and battery industries—a step that further diversifies our offerings and enhances our competitive edge.

At Vishnu Chemicals, we are committed to principled and ethical management. We continuously invest in research and development, embrace cutting-edge technologies, and develop new capabilities to meet the evolving needs of our customers. This dedication to growth and innovation has established us as the market leader in Chromium and Barium Chemicals and as a trusted partner in India.



Our Company proudly holds market leadership in Chromium and Barium Chemicals, serving a diverse and specialised range of industries.

Our Ethos



Vision

To be among the global leaders in speciality chemical manufacturing by bettering the best in process, technology, quality and through an unending commitment to customers and environment.



Mission

Our mission is to change the perception of Chromium and Barium Chemicals manufacturing by adapting to eco-friendly manufacturing practices. In this direction, we will continuously improve and upgrade technology systems and to lend a sustainable competitive advantage to our customers.



Philosophy

At Vishnu Chemicals, we value 'being consistent' in every aspect of our business. Be it our dealings with our stakeholders or the environment we operate in, we take pride in bringing our true and unwavering selves to work.

- Accountability in every action
- Transparency in every transaction
- Dedication in every decision
- Collective in every concern

Ahead With...



...Core Excellence

Our principled and ethical leadership serves as the cornerstone of our operations. We adhere to ethical standards throughout our operations, maintaining integrity across all aspects of our business practices. Central to our operations is our commitment to quality manufacturing. We relentlessly pursue precision, efficiency, and innovation to meet the diverse needs of our customers worldwide.



...Expertise

We have honed our expertise in complex and heavy manufacturing, establishing ourselves as leaders in an industry known for its high entry barriers. By strategically investing in cutting-edge technology and top-tier talent, we effectively address operational challenges, ensuring the consistent delivery of superior products to our global clientele.



...Sustainability & Efficiency

We are committed to effectively reducing the consumption of select raw materials and enhancing sustainability in our operations. Our efforts to maximise the utilisation of our resources, demonstrate our dedication to environmental stewardship and highlight our strong asset base, contributing to a healthy and profitable business model.



...Adaptability & Resilience

Vishnu Chemicals effectively adapts its operations to the ever-evolving demands of the industry. This flexibility helps reduce the impact of economic cyclicality and minimises geographic risks considerably. As a result, we maintain resilience in operations amid fluctuating market conditions.



...Stronger Presence & Quality

We cater to customers across major continents, demonstrating our commitment to delivering products of top-notch quality worldwide.



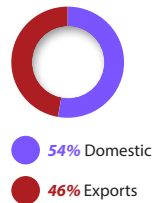
Our Product Portfolio

Staying Ahead With A Diverse Portfolio

Chromium Chemicals



Geographic Mix



We specialise in manufacturing several high-quality Chromium Chemicals. This element plays a crucial role in various applications. It is valued for its corrosion resistance, vibrant colour, uniformity, and other advantageous properties.

3 Manufacturing Units

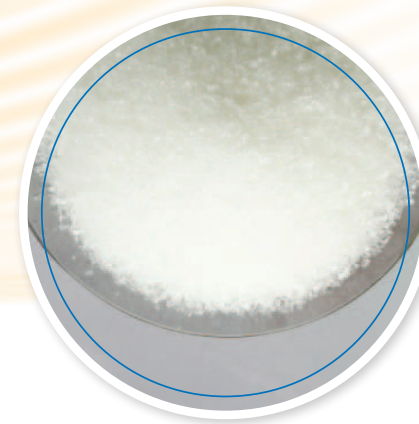
Across Andhra Pradesh, Telangana and Chhattisgarh

~ **80,000** MTPA

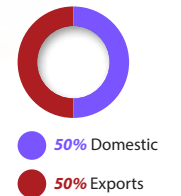
Installed Capacity (Measured in terms of SDC)

Sodium Dichromate	Chrome Oxide Green	Potassium Dichromate	White Sodium Sulphate
Pharmaceutical	Refractory	Matches	Paper
Automobiles	Pigments and Dyes	Ignition Agent	Detergent
Electroplating	Ceramics and Tiles	Glass	Glass
Wood	Basic Chromium Sulphate		
	Leather		
	Pigments and Dyes		

Barium Chemicals



Geographic Mix



We produce industry grade Barium Carbonate and Precipitated Barium Sulphate. These chemicals are essential for manufacturing ceramics, tiles, paints, batteries and speciality glass. Notably, Barium chemicals have witnessed substantial growth driven by factors such as infrastructural development, urbanisation, and evolving lifestyle preferences.

Manufacturing Unit

In Srikalahasti

~ **90,000** MTPA

Installed Capacity

Barium Carbonate	Precipitated Barium Sulphate	Sodium Sulphide
Building Materials	Paints	Leather
Caustic Soda Manufacturing	Battery	Water Treatment
Speciality Glass		Pigments and Dyes

Our New Product

Precipitated Barium Sulphate



During the year we successfully commissioned the production of Precipitated Barium Sulphate. This product marks our entry into new applications within the paint and battery industries, further diversifying our portfolio of Barium Chemicals.

Manufacturing Unit

In Srikalahasti

~ **30,000** MTPA
Installed Capacity

Key Application Industry

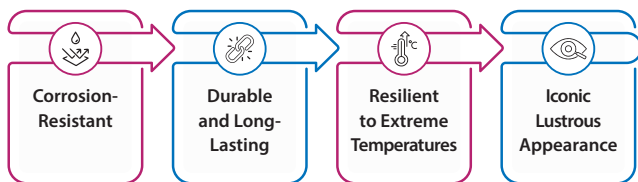
- Paints and Powder Coating
- Paper Coating
- Glass
- Anti-Radiation
- Pigments
- Elastomer and Sealer
- Battery
- Printing Ink
- Thermoplastics
- Friction Material
- Rubber
- Adhesives
- Oil and Gas Drilling

Speciality Behind Chromium Chemicals

Staying Ahead With Our Core Product

Chromium, also referred to as Chrome, is a chemical element denoted by the symbol Cr and possessing the atomic number 24. This essential element originates in the earth's crust and is primarily found within the mineral known as Chromite or Chrome Ore.

Unique Properties



Chromium Stands Out Because Of Its...



...Uniqueness

Chromium Chemicals contribute significantly to aesthetic enhancement across industries. They act as powerful oxidants in pharmaceuticals and enhance the appearance of surfaces such as tiles, ceramics, faucets, and hardware like doorknobs and handles, making them shiny and reflective. In vehicles, Chromium Chemicals are used to elevate the visual appeal, resulting in gleaming logos, stylish front grills, premium leather seats, and robust engines and pistons that retain their vibrant colours over time. The unique properties of Chromium Chemicals make industrial parts more versatile and indispensable, enhancing their resistance to corrosion and oxidation. In essence, Chromium Chemicals play a pivotal role in improving both the aesthetics and durability of a variety of products across industries.



...Convenience

These distinctive characteristics of Chromium Chemicals are crucial in developing products that enhance consumer lifestyles, making them more convenient and comfortable.



...Durability & Design

Chromium Chemicals, renowned for their powerful properties, not only ensure prolonged durability but also elevate the visual appeal of the product. Its lasting effects guarantee longevity in various applications, making them a preferred choice for industries emphasising aesthetics and reliability equally.



...Versatility

Chromium Chemicals are essential ingredients in the manufacturing of a diverse array of products spanning a diverse array of industries. Their versatile applications make them indispensable in ensuring the quality and functionality of numerous goods produced worldwide.



Our Presence

Staying Ahead With Strategic Locational Advantages

India's Strategic Positioning

- The country ranks 18th in terms of global shipping tonnage
- Indian waters host most cargo ships sailing between East Asia and America, Europe, and Africa
- The country has 12 'major' and more than 200 'non-major' ports

Vishnu's Capabilities

- Strategically located manufacturing facilities close to ports
- Improved customer support and timely delivery, leveraging port proximity to mitigate global supply chain disruptions

We are at home everywhere in the world - accessible in person and online.



- Company Headquarter**
Hyderabad
- Company Presence**
USA
Middle East
Africa
- State-of-the-Art Manufacturing Facilities**
Visakhapatnam
Bhilai
Hyderabad
Srikalahasti

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its Directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection to its accuracy or completeness.

Our Operating Landscape

Staying Ahead Of Our Industry Landscape

Demographics

Trend

- The UN anticipates a global population surge of 2 Bn over the next three decades, projecting a total of 9.7 Bn people.
- This growth is primarily expected to be driven by developing countries, fuelling further urbanisation trends.
- Economic progress, the growth of a strong middle class, and the increased influence of Western consumerism are poised to boost the demand for goods and elevate living standards across these burgeoning economies.

What This Means for Our Industry

- Rising interest in products with extended lifespans.
- Escalating demand for construction and infrastructure solutions.
- Increasing exploration of untapped geographic markets for consumer and industrial products.

Our Opportunities

- Domestic consumption is set for substantial growth, forecasted to achieve an impressive rate of 9-10%.
- India's expanding middle class is projected to increase spending on air travel, leading to a passenger traffic growth rate of 6.2% per annum by 2040, surpassing major economies and exceeding the global average of 3.9%.

Our Response

With a solid foundation in place, we are well-positioned to meet the increasing demand and capitalise on growth opportunities.

Longevity

Trend

- The unique characteristics of our chemicals make them extremely challenging to replace with alternative chemicals, highlighting their indispensable role in numerous manufacturing processes.

What This Means for Our Industry

- Growing demand for products with both durability and aesthetic appeal.
- Increasing interest in products that simplify maintenance of care and hygiene.

Our Opportunities

- Increasing demand for products that enhance the durability or aesthetic appeal of products.

Our Response

Serving over 10 applications, we are continuously investing in capital expenditures to introduce a new specialty chemical in our Barium subsidiary. This initiative aims to serve the evolving needs of our customers better.

Premiumisation

Trend

- The divide between luxury and mass-market goods is narrowing, with consumers gaining access to distinctive products with enhanced features.
- The notion of 'Premium' now goes beyond price, encompassing assurances of superior quality and unparalleled experiences.

- Consequently, the premium segment is experiencing robust growth, often exceeding total category sales in numerous markets.

What This Means for Our Industry

- Increasing demand for products that enhance consumer convenience.
- Growing interest in products with feel-good and premium attributes.

Our Opportunities

- The bath fittings industry in India is expected to achieve a Compound Annual Growth Rate (CAGR) of 9% by 2027.
- The automotive Chromium market is forecasted to grow at a rate of 5.51% by 2026.
- According to the IFLMEA, the Indian leather industry is projected to triple in size by 2025.

Our Response

We prioritise optimising capacity utilisation while continually delivering the highest-quality products. Benefitting from strategically located plants, we efficiently serve both national and international markets.

Performance

Trend

- Manufacturing has regained its focus.
- Increased manufacturing activity creates a demand for performance chemicals capable of operating effectively in high-temperature, high-friction environments.

What This Means for Our Industry

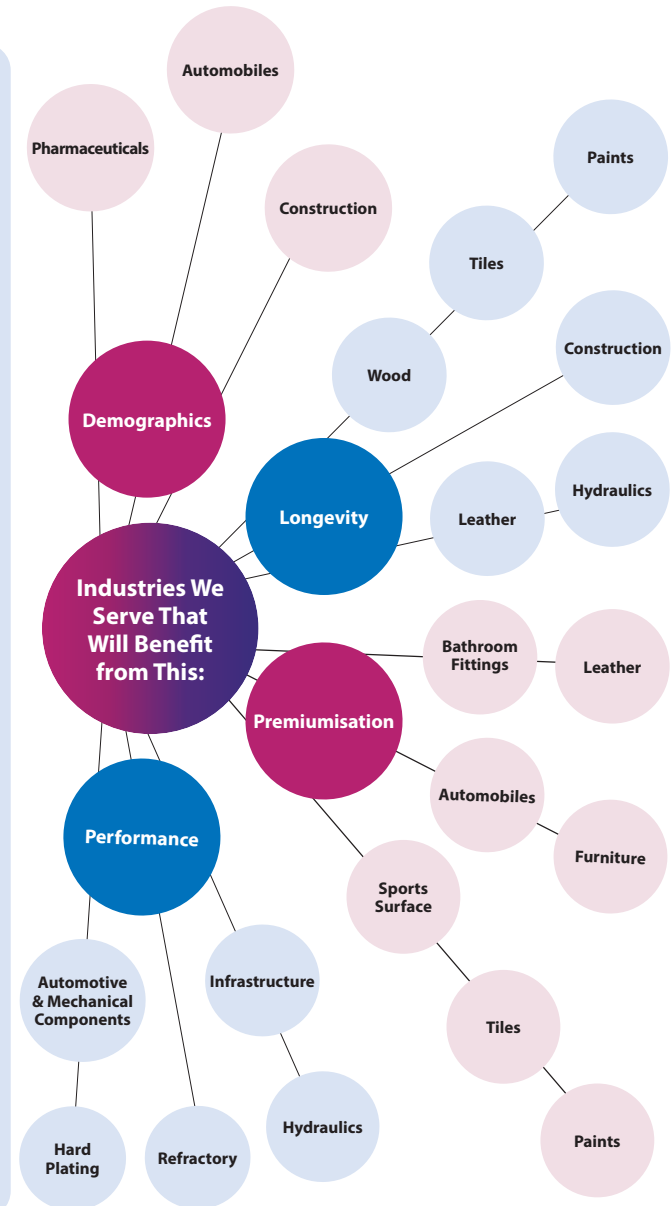
- Chromium has a low coefficient of friction and provides remarkable resistance to various corrosive agents and materials. These characteristics make hard Chromium plating highly useful for applications susceptible to accelerated wear and high levels of friction.

Our Opportunities

- India's steel manufacturing capacity is forecasted to reach 300 Mn tonnes by 2030, in accordance with India's Steel Policy.
- Additionally, the cement industry is expected to grow by 12%, compared to its historical Compound Annual Growth Rate (CAGR) of 6%.
- However, this growth is contingent upon 'refractory', a critical yet lesser-known component essential for the operation of steel and cement factories.

Our Response

Through a combination of factors, we have nurtured this chemistry and implemented it at scale. This journey has taught us the vital lesson of the importance of perseverance and staying the course.



Business Model

Staying Ahead With Sustainable Value Creation

Our business model is focussed on generating long-term value for our stakeholders through manufacturing excellence and rigorous corporate governance.

This approach ensures sustained benefits and high standards throughout our operations.

Financial Capital

Our primary financial resources comprise equity, internal accruals, and debt. With a resilient financial foundation and a strong balance sheet, we propel our growth strategies forward and generate outstanding results for our stakeholders.

0.45x

Consolidated D:E

0.34x

Standalone D:E

4.58

Consolidated Interest Coverage Ratio



Manufacturing Capital

Our cutting-edge manufacturing facilities, supported by robust logistics and marketing infrastructure, enable us to deliver high-quality products to the market. Furthermore, our focus on research allows us to improve product quality and continuously optimise operational efficiency.

₹ 631.49 Cr

Consolidated Net Fixed Assets

₹ 399.46 Cr

Standalone Net Fixed Assets



Human Capital

Our workforce with its expertise, knowledge, and dedication to excellence, helps us drive effective value creation. Recognising our employees' pivotal role, we prioritise treating them with dignity and compassion. Our comprehensive employee benefits help attract and retain top talent. By monitoring core competencies, we form task-specific teams to enhance operational efficiency.

1,000+

Total Workforce



Social and Relationship Capital

Our society is integral to our journey, as reflected in our CSR vision, which is focussed on grassroots progress and value creation. To strengthen our commitment and impact the broader community, our Company has funded the construction of Krishna Foundation, an old age home. Going forward, we are dedicated to using our CSR funds for community service to provide economic independence and shelter to the underprivileged.

₹ 215.98 Lakhs

CSR Expenditure



Natural Capital

Sustainability lies at the heart of our strategic efforts towards value creation. In our journey forward, we act as catalysts for growth, catering to customers in various industries while firmly prioritising sustainability and adapting to shifting preferences. At Vishnu, we remain firmly committed to conserving the environment and promoting public health. We continually explore new methods to reduce our environmental footprint. These include intensifying our efforts in renewable energy projects and advocating for greener energy sources wherever possible.

4.3 MW

Successfully Commissioned Solar Power Plant at the Barium Unit



Acquisition of Ramadas Minerals Private Limited



Staying Ahead By Strategic Acquisitions

At Vishnu Chemicals, our commitment to exceed stakeholder expectations drives every strategic decision we make. This dedication prompted the acquisition of Ramadas Minerals Private Limited, allowing us to fully capitalise on the potential of our raw materials. The integration of Ramadas Minerals not only aligns with our goal to deliver high-quality materials consistently but also enhances our operational efficiency. By choosing acquisition over starting a greenfield project, we have significantly reduced time-to-market. This strategic move ensures a steady supply chain for our customers and simultaneously creates enhanced value for our shareholders.

Risk Management

Staying Ahead While Navigating Uncertainties

Our commitment to a strong risk management framework is crucial for our ongoing success. We strengthen our resilience in a competitive and dynamic industry by identifying, assessing, mitigating, and monitoring risks across various business dimensions. Our ability to manage risks effectively and adapt to evolving conditions is key to our sustained achievements, delivering value to all stakeholders involved.

<p>Market Risk</p>	<p>Impact</p> <p>Increased competition from China has led to slowdown in the Indian chemical industry which could potentially impact our Company's revenue, leading to a decline in profitability.</p>	<p>Mitigation</p> <p>We offer a diverse range of products in both national and international markets. This not only helps us grow our global presence but also helps mitigate the financial impact of volatile markets.</p>
<p>Supply Chain Disruption</p>	<p>Impact</p> <p>Shortages of raw materials or sudden price fluctuations may disrupt Vishnu Chemicals' manufacturing process, potentially leading to adverse effects on our financial performance.</p>	<p>Mitigation</p> <p>Our Company strategically maintains a reasonable inventory of essential raw materials.</p>
<p>Green Responsibility</p>	<p>Impact</p> <p>Our Company's environmental impact is inherently linked to our industry. Chemical accidents can pose significant risks to the environment, public health, safety, and the sustainability of our business. Consequently, it is imperative that we adhere strictly to environmental regulations and actively contribute to societal well-being.</p>	<p>Mitigation</p> <p>We strictly adhere to all government-mandated environmental regulations. Each facility upholds rigorous safety protocols to mitigate potential risks effectively. Furthermore, we handle hazardous materials in accordance with established safety guidelines.</p>
<p>Competitive Landscape</p>	<p>Impact</p> <p>Our profitability could decline if we do not promptly capitalise on opportunities in the competitive chemical industry.</p>	<p>Mitigation</p> <p>Our Company maintains agility in the chemical industry, prioritising proactive measures to sustain competitiveness. We make use of opportunities swiftly and innovate to stay ahead in this competitive environment.</p>

From the CMD's Desk

Staying Ahead With Sustainable Solutions For A Better World



“ Amidst this dynamic landscape, India emerges as a beacon of growth, standing out as the fastest-growing major economy.

The country has drawn significant foreign investments and has become a central player in the Global South.



Dear Shareholders,

Chemicals industry in India is highly diversified, encompassing over 80,000 commercial products and is largely deregulated. This sector is projected to add USD 383 billion to India's GDP by 2025. Additionally, government initiatives such as the Petroleum, Chemicals, and Petrochemicals Investment Regions (PCPIRs) have bolstered manufacturers' confidence in investing in the country.

The specialty chemicals sector accounts for 22% of India's total chemicals and petrochemicals market. With stricter pollution control regulations and rising labour costs in other countries, manufacturers are seeking to diversify their production bases. As a result, global manufacturers are exploring alternatives, and India's supportive ecosystem is emerging as an attractive option. This positions the Indian specialty chemicals market for significant and swift expansion.

Amidst this dynamic landscape, India emerges as a beacon of growth, standing out as the fastest-growing major economy. The country has drawn significant foreign investments and has become a central player in the global south. This surge in economic activity is driven by India's youthful and vibrant population along with its increasingly business-friendly environment.

With over three decades of experience, Vishnu Chemicals has continuously evolved by adopting global competencies and expanding capabilities to ensure our customers keep pace with shifting preferences. We proudly hold the market leader position in the industry, marked by significant achievements. We are recognised as the world's leading manufacturer of Chromium and Barium Chemicals in India.

These accomplishments depict our commitment to excellence and our dedication to delivering high-quality products and services to our customers worldwide. Our commitment to excellence in the chemistry in which we operate is the driving force for our innovation and change.

Our newly commissioned Precipitated Barium Sulphate plant represents a significant step towards achieving our goals. This plant enables us to explore new applications in the paint and battery industries, thereby enhancing our sales and product portfolio and



“ These accomplishments depict our commitment to excellence and our dedication to delivering high-quality products and services to our customers worldwide. ”

saving a huge foreign exchange for our Company as import substitutes.

Additionally, our strategic expansion to acquire the Baryte Beneficiation company and Ramadas Minerals Private Limited underscores our vision to produce high-quality materials for our valued customers worldwide. The integration of this plant with our existing operations will ensure optimal asset utilisation levels, further strengthening our position in the market. Through continuous upgrades and improvements in our manufacturing capacity, we have expanded our range of unique specialty chemicals. This expansion has not only enhanced our competitiveness but also broadened our market reach.

We have made considerable progress towards sustainability, highlighted by the successful completion of a 4.3 MW solar power project implemented by our Barium unit. These initiatives are designed to decrease our dependence on traditional energy sources and reduce our carbon footprint. Additionally, materials previously considered waste in our production processes are now being repurposed as raw materials for other industries, marking a significant shift in our Company history.

Our primary focus is on creating solutions that both reduce carbon emissions and boost operational efficiency. Thus guiding us towards a

sustainable and carbon-neutral future while emphasising our commitment to environmental stewardship and ethical business practices.

We are preparing ourselves to expand into niche specialty sectors currently unexplored by any manufacturer in India, aiming to become a complete import substitute. This year, we plan to invest in research & development to enhance both new and existing products.

At Vishnu Chemicals, our commitment to innovation, sustainability, and operational excellence remains undeterred. Our strategic investments are geared towards driving value creation for all stakeholders while contributing to building a resilient and prosperous future for generations to come.

In conclusion, I extend my sincere gratitude to our esteemed stakeholders for their unwavering support and trust in Vishnu Chemicals. As we look ahead to the future, our dedication remains to cultivate enduring partnerships, deliver value, and uphold the highest standards of integrity and professionalism. Thank you for being an integral part of our growth journey, and we eagerly anticipate continued collaboration and success together.

Warm regards,
Mr. Ch. Krishna Murthy
Chairman and Managing Director

Letter from the JMD

Staying Ahead With Sustainable Growth



“
Ahead of the Curve,
 is a result of our Company's commitment to excellence in the manufacturing of speciality chemicals.”

Dear Shareholders,

2023-24 was a year in which we once again experienced the benefits of planning ahead for unforeseen circumstances. Despite global uncertainties that led to a slowdown in export markets, we navigated the year gone by prioritising decision-making based on insights rather than instincts!

'Ahead of the Curve' is a result of our Company's commitment to excellence in the manufacturing of speciality chemicals. It reflects our proactive approach to staying at the forefront of technological advancements and market trends. It also conveys a sense of depth of understanding, precision, and expertise in the field of Chromium and Barium Chemistry. By understanding



“
Vishnu Chemicals is well-positioned to meet increasing demand by leveraging our Company's ability to capitalise on the trends of industrialisation and premiumisation.”

the needs of our customers, we strive to exceed their expectations consistently.

Vishnu Chemicals is well-positioned to meet increasing demand by leveraging our Company's ability to capitalise on the trends of industrialisation and premiumisation. The unique characteristics of our Chromium and Barium chemistry make these chemicals irreplaceable in various applications across the Pharmaceutical, Industrial, and Consumer sectors, underscoring their critical importance. Our Company's distinctive strengths, such as a flexible product mix and process innovations developed over the years, establish us as one of the most efficient and resilient chemical producers in our operational fields. These capabilities are crucial in consistently delivering success to our customers.

We started the fiscal year 2023-24 with the completion of the brownfield expansion of Precipitated Barium Sulphate. As an entrepreneur and manufacturer, there is nothing more satisfying than seeing a project completed on schedule. With this expansion, the annual installed capacity of our Barium Chemicals facility has now reached nearly 90,000 tonnes.

India's demand for Precipitated Barium Sulphate stands at about 30,000 tonnes, previously almost entirely supplied by China. With our ability to achieve the desired particle size directly through the process, we are now positioned to offer a superior inorganic chemical. This product features low oil absorption, consistent particle size, and cost-effective dispersant properties, all of which will benefit our esteemed

customers.

I would like to extend my heartfelt thanks to our employees, suppliers, contractors, technicians, and engineers for their diligent efforts in successfully commissioning our new plant. This expansive and modern manufacturing facility, located in the temple town of Srikalahasti, is equipped with state-of-the-art machinery, world-class research facilities, quality control systems, and a trained workforce.

Furthermore, we completed the acquisition of Ramadas Minerals in the second quarter of 2023-24. Vishnu Chemicals is recognised for our world-class Beneficiation plant, which incorporates US technology. Our commitment to backward integration is in line with our vision to produce high-quality materials for our esteemed customers globally.

We also successfully raised ₹ 200 Cr through a Qualified Institutional Placement (QIP) in 2023-24. This was the first-ever QIP for our Company, driven by a positive response from marquee institutional investors. This investment marks a critical milestone for our Company as it provides access to some of the most experienced industry veterans, whose insights will help us continue to grow from strength to strength.

On the financial front, our EBITDA margin expansion was driven by disciplined investments in both value addition and backward integration initiatives. Over the fiscal year, we reduced our long-term borrowings by ₹ 90.9 Cr, with the debt-to-equity ratio standing at 0.45 as on March 31, 2024.

We actively seek ways to reduce energy consumption through the use of energy efficient equipment, optimising logistics, and embracing renewable energy sources. These initiatives aim to minimise our carbon footprint and promote sustainability. We have also implemented several digitisation initiatives to make the organisation more agile. Moreover, we are committed to supporting the communities in which we operate, with contributions towards education and health.

As we enter 2024-25, we remain dedicated to conducting business efficiently, embracing complex chemistry, and seizing new opportunities. With an exceptional team, our Company is well-positioned to stay ahead of the curve with our ability to embrace and execute.

We adhere to a philosophy of relentless effort, working tirelessly under any circumstances, taking measurable risks, and seizing opportunities. Our primary motivation is manufacturing. By prioritising continuous improvement and research, we have enhanced our portfolio of products within the sectors we operate. The significant capital expenditures in Chromium and Barium chemistry in recent years have resulted in the creation of ROCE accretive assets.

I extend my heartfelt gratitude to all our stakeholders for their significant contributions to our success in 2023-24. I am confident that Vishnu Chemicals is well-positioned to navigate challenges and seize opportunities as we continue our path of growth and transformation. I extend my sincere thanks to our shareholders, customers, employees, and partners for their unwavering support and dedication.

I would like to conclude by wishing you all good health and prosperous times ahead.

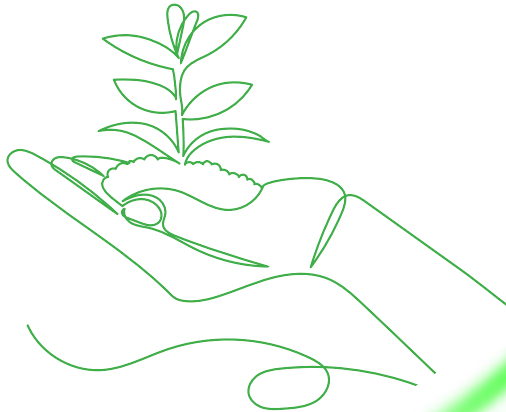
Warm regards,

Mr. Ch. Siddartha
 Joint Managing Director

Environmental

Staying Ahead By Caring For The Environment

At Vishnu Chemicals, we highly prioritise environmental sustainability and proactively strive to reduce our environmental impact. We believe that every effort contributes to a healthier planet. Therefore, while focussing on improving our products and operations, we also foster a culture with a strong sustainability quotient to promote efficiency and responsible use of resources. Additionally, we are committed to creating comfortable, safe, and healthy workplaces for all stakeholders while ensuring responsible growth. Recognising climate change as one of the most urgent environmental and social concerns, we innovate our manufacturing procedures to accelerate the transition towards a low-carbon economy.



Climate Change

We recognise climate change as a critical concern and are fully committed to reducing emissions from our operations. As a responsible corporate entity, our Company has developed comprehensive strategies to address concerns related to global warming. Our dedicated team of professionals continually assesses the environmental impact of our activities and develops relevant action plans to mitigate any adverse impacts effectively.

Energy Management



We consider energy management to be another crucial area of focus since it directly affects our manufacturing operations. Recognising the importance of sustainable energy practices, our Company has taken several proactive measures such as implementing solar panels at our Barium unit to reduce dependence on conventional energy sources. Additionally, we have invested in energy efficient spares and consumables, replacing traditional ones to enhance our energy efficiency further.

4.3 MW

Solar Power Plant
Commissioned Successfully

Water Management



We are deeply committed to promoting water conservation. As part of our sustainability initiatives in this regard, we have implemented an advanced wastewater treatment facility equipped with tertiary treatment, including reverse osmosis. These methods allow us to treat and reuse water, resulting in substantial water savings. Cumulatively, our efforts in water conservation aim to benefit future generations and contribute to the well-being of our planet.

Social

Staying Ahead By Uplifting Communities

At Vishnu Chemicals, we uphold the highest standards of integrity and operational excellence in our endeavours. Our success rests on solid business procedures, and we deeply value integrity, knowledge, innovation, skill, diversity, and teamwork, among our employees. We are dedicated to ensuring the well-being and prosperity of all our stakeholders. To ensure accountability, we have established a Corporate Social Responsibility (CSR) Committee that monitors and assesses our CSR policies, ensuring their proper implementation throughout.



Our People

At Vishnu Chemicals, we place our workforce at the forefront, acknowledging that their dedication and hard work are key to our competitive advantage. We are committed to continuous training, ensuring our employees are well-equipped for future challenges. Our focus extends to attracting and recruiting top talent to join our team. We invest in their growth and skill enhancement through extensive training programmes and expert guidance.

Beyond initial induction training, we provide regular job-related modules to help our employees continually improve their performance. Additionally, safety training forms another mandatory component of our training programmes.

150+
Total Training Hours

Communities

We deeply respect the rights of indigenous people, particularly their rights to self-determination and the preservation of their culture, identity, traditions, and customs. Our Company acknowledges and values the diversity and cultures of the communities where we operate. In our interactions with these communities, we prioritise building mutually beneficial relationships based on trust, cooperation, and economic inclusion.

Initiatives Taken To Protect Our Communities

Healthcare



We implement various health initiatives to support underprivileged and underserved members of society through our CSR endeavours. These initiatives help raise awareness and provide basic health education among the target group, empowering them to take care of their health and that of others around them. Additionally, our Company provides a range of facilities to address the medical needs of our workforce.

Old Age Homes



We are deeply committed to creating a more equitable society and addressing the needs of senior citizens. In our efforts to serve our ecosystem responsibly, we have established an old age home equipped with modern amenities and trained staff. This facility aims to provide compassionate care and comfort to the residents, aligning with our core values of promoting sustainable and inclusive development. By addressing the needs of socially and economically disadvantaged groups, especially neglected senior citizens, we strive to create a more caring and equitable community.

10+
Total Lives Impacted

Governance

Staying Ahead With Strong Governance

Vishnu Chemicals' commitment to upholding the highest governance standards has earned us the trust and confidence of our valued investors. This trust is reflected in our strong credit ratings, which reinforce our financial stability and reliability.

- Audit Committee
 - Corporate Social Responsibility Committee
 - Stakeholders' Relationship Committee
 - Investment Committee
 - Nomination and Remuneration Committee
 - Risk Management Committee
- Chairman

● Member

In addition to the members as marked above, there are 3 more members of Risk Management Committee:

Mr. C. P. C. Kamalakara Rao | Mr. T. Ramakrishna | Mr. Mahesh Bhatler



C C C M M

Mr. Ch. Krishna Murthy
Chairman & Managing Director

Mr. Ch. Krishna Murthy is a first-generation entrepreneur and serves as the founder, promoter, and a key architect in the development and transformation of the organisation. Through his indomitable dedication, he has guided us through our journey from a single-product to a multi-product company. With over three decades of experience in the manufacturing of specialty chemicals, he brings invaluable expertise to our Company.



M M M M M

Mr. Ch. Siddartha
Joint Managing Director

Mr. Ch. Siddartha has been leading our Company for over a decade, playing a crucial role in formulating and implementing business strategies. He has spearheaded expansion efforts and focussed on developing a flexible product mix across various specialty chemicals. His leadership abilities have been instrumental in guiding our Company.



C M M M

Mrs. Ch. Manjula
Non-Executive Director

Mrs. Ch. Manjula, a prominent promoter of our Company, has been our guiding force for the past three decades, harnessing her rich organisational skills for organisational development. She plays a pivotal role in shaping the welfare policies of our Company and is deeply committed to serving the community. Mrs. Manjula has made significant contributions to our initiatives in the areas of education, health, and rural development. Additionally, she serves as one of the Trustees of the philanthropic trust, the Krishna Foundation.



C M M M

Mr. Tirthankar Mitra
Independent Director

Mr. Tirthankar Mitra, holds a Bachelor's Degree in Chemical Engineering (1978 Batch) from the prestigious Indian Institute of Technology, Kharagpur. He was honoured with a silver medal by the Institute for achieving the first rank in chemical engineering. With nearly four decades of professional experience, he specialises in the design, operation, and management of chemical units. Mr. Mitra is proficient in process engineering, project management, innovation, cost savings, and business turnaround plans. Throughout his career, he has held pivotal positions, including Executive Director and Director in Charge at various specialty chemical manufacturing companies.



C C M M

Mr. Chetan Navinchandra Shah
Independent Director

Mr. Chetan Navinchandra Shah is an MBA from the University of Paisley, Scotland, UK. He is also an alumnus of IIM-Ahmedabad and NM College of Commerce & Economics, Mumbai. With over three decades of experience in finance, he has served in various roles at BNP Paribas.



M M

Mr. V. Vimalanand
Independent Director

Mr. V. Vimalanand holds Graduate Degrees in Commerce and Law and is one of the leading advocates in Telangana, boasting over three decades of legal experience. With extensive expertise in corporate suits, arbitration, and various civil and criminal cases, he serves as an advisor to numerous corporate houses and individuals.



Dr. Sita Vanka
Independent Director

Dr. Sita Vanka is currently a Professor at the School of Management Studies, University of Hyderabad, India. She is a member of numerous national accreditation bodies and serves as a subject expert in organisations such as India-NAAC, AMDISA, NBA, UGC, AICTE, UPSC, DRDO, and CSIR, among others. Dr. Vanka has received several awards in academia, both in India and in international forums.



Mr. Naga Bhushan Bhagwati
Independent Director

Mr. Naga Bhushan Bhagwati is a Commerce Graduate and Chartered Accountant with a rich experience of over 3 decades in techno-economic viability studies, preparation of project reports, corporate law, financial modelling, business consultancy and system implementation. He is the founder partner of a 33 year old Chartered Accountant firm in Hyderabad. He is also an Insolvency Professional practicing since 2017 and has handled many critical insolvent companies, resolution plans and corporate restructuring. He is a member of various professional bodies namely Institute of Chartered Accountants of India, Insolvency and Bankruptcy Board of India, Indian Institute of Insolvency Professionals of ICAI and Member of Indian Institute of Corporate Affairs.

Corporate Information

Board of Directors

Mr. Ch. Krishna Murthy
Chairman & Managing Director

Mr. Ch. Siddartha
Joint Managing Director

Mrs. Ch. Manjula
Non-Executive Director

Mr. Tirthankar Mitra
Independent Director

Mr. Chetan Navinchandra Shah
Independent Director

Mr. Veeramachaneni Vimalanand
Independent Director

Dr. Sita Vanka
Independent Director

Mr. Naga Bhushan Bhagwati
Independent Director
(w.e.f 28th Aug, 2024)

Chief Financial Officer

Mr. Mahesh Bhatler

Company Secretary & Compliance Officer

Ms. Vibha Shinde

Registered Office

Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills,
Hyderabad - 500 096

Tel: +91-40-23396817, 23327723/29

Fax: +91-40-23314158

Web Site: www.vishnuchemicals.com

Email: vishnu@vishnuchemicals.com

CIN: L85200TG1993PLC046359

Auditors

M/s. Jampani & Associates
Chartered Accountants, Hyderabad

Secretarial Auditors

M/s. L. D. Reddy & Co.
Company Secretaries, Hyderabad

Cost Auditors

M/s. Sagar & Associates Cost Accountants, Hyderabad

Bankers

State Bank of India
Union Bank of India
Indian Overseas Bank

Registrar and Share Transfer Agents

Bigshare Services Private Limited 306, Right Wing, 3rd
Floor, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda,
Rajbhavan Road, Hyderabad - 500 082, India

Tel: +91-40 4014 4582

Web Site: www.bigshareonline.com

Email: bsshyd1@bigshareonline.com

Plant Locations

Vizag Plant

Plot No.29, J. N. Pharma City, IOCL Road, Visakhapatnam
(Dist.), Andhra Pradesh - 531 019

Bhilai Plant

Survey No.18-26, Nandini Road, Bhilai,
Chhattisgarh - 490 026

Kazipally Plant

Survey No.15, Gaddapotharam, Medak District, Telangana
- 502 319

Vishnu Barium Plant

Survey No.27/1A, Uranduru Village, Maddiledu (P.O.),
Srikalahasti (Mandal), Chittoor (Dist.), Andhra Pradesh -
517 640



Management Discussion and Analysis

Economic Overview

Global Economy

The global economy navigated through significant challenges in 2023-24, which included mounting debt, inflationary pressures, and geopolitical upheavals. Despite these obstacles, the economy displayed a resilient growth trajectory of 3.2% in 2023, which is likely to remain stable in 2024 and 2025. This stability can be attributed to the robust growth experienced by emerging markets and developing economies. Furthermore, it might be complemented by the influential contributions of powerhouse economies.

The resilience displayed by the US economy all through 2023, despite the tightening of interest rates since early 2022, came as a surprise. In December 2023, the GDP growth reached an annualised rate of 3.3%, and current projections for March of this year indicate a tracking rate of 3.4%. Consumer spending emerged as the primary driver of this growth, buoyed by positive contributions from both government spending and private business investment. On the other hand, the GDP growth for the Euro Zone stagnated over the past year, ending 2023 with a mere 0.1% increase. Weakness was noticeable

in Germany, France, and Italy, while Spain's economy remained relatively stable. The slowdown in global manufacturing and reduced Chinese imports dampened the Euro Zone's net exports, contributing to the sluggish growth.

Global inflation is forecasted to decline steadily, dropping from 6.8% in 2023 to 5.9% in 2024, and further to 4.5% in 2025. However, the inflation level still remains slightly elevated compared to that before the Covid-19 pandemic. In the event of a more rapid decrease in inflation than anticipated, some central banks may ease rates cautiously. This phenomenon could further enable governments to withdraw support measures gradually and facilitate the strategic application of AI tools to enhance efficiency.

Nevertheless, several risks are likely to persist. Firstly, there may be potential spikes in commodity prices due to geopolitical tensions and supply disruptions. This can be accompanied by underlying inflationary trends, thereby prolonging periods of tight monetary conditions. Additional challenges include ongoing issues in China's property sector and the possibility of disruptive fiscal policies like tax hikes and spending cuts that can impact growth.

Way Forward

In 2024, global GDP growth is expected to slow down, but the likelihood of a global recession remains low. This is positive news for global earnings and stock markets, with an anticipated 7% increase in global equities. A further decrease in global inflation will prompt several central banks worldwide to reduce interest rates starting later in the year. This trend is likely to pave the way for stronger global growth in 2025.

Source: <https://www.imf.org/en/Publications/WEO/Issues/2024/01/30/world-economic-outlook-update-january-2024>

Indian Economy

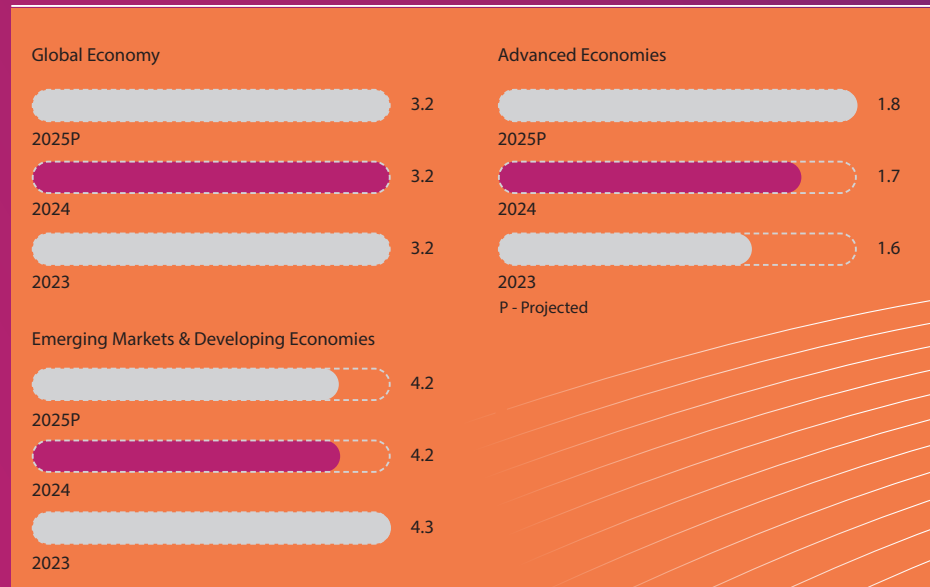
Since the onset of the Covid-19 pandemic, India has resiliently combated several economic challenges, emerging as one of the world's fastest-growing economies. Robust growth was witnessed in several industrial sectors, such as auto sales, industrial production, and corporate profits, which reinforces this resilience. As a result, the country achieved a remarkable growth of 7% in 2022-23 and is also likely to exhibit robust growth for 2023-24, estimated at 7.6%.

This resilience is said to be supported by increased investment from the public sector, a strong financial sector, and a significant expansion in non-food credit. Furthermore, India has emerged as the world's third-largest fintech economy. The country has acquired

the fourth position in global stock markets due to its sustained IPO activity and investor confidence. Alongside, there has been a profound positive transformation in the economy, marked by structural reforms, pro-people programmes, and employment opportunities. Propelled by a series of advancements, the country is positioned to grow into the world's third-largest economy in the next three years.

India is firmly committed to maintaining this growth momentum, striving for continuity as it seeks to attain high middle-income status by 2047. In this pursuit, the nation is faced with several challenges posed by climate change. As such, India is making efforts to align its developmental endeavours with the ambitious goal of achieving net-zero emissions by 2070.

Growth Projections (in %)



As global economic recovery is expected to gather pace later during the year; It is likely to provide additional impetus to the country's growth.

Way Forward

In 2024-25, the Indian economy is projected to witness the strengthening of its underlying GDP growth, supported by improved fundamentals. The growth is forecasted to range between 6.4% and 6.7%, which indicates sustained momentum in the economy. As global economic recovery is expected to gather pace later during the year, it is likely to provide additional impetus to the country's growth.

Alongside these developments, the increased Government expenditure on upgrading infrastructure and logistics aims to reduce the cost of conducting business. With decreasing costs, businesses will ultimately attract greater private investment.

Notably, the fiscal deficit for the first seven months of 2024 stood at just 45% of the budgetary estimate for the whole year. This provided the Government ample leeway to prioritise infrastructure spending, while also supporting job creation and income growth.

Source: <https://www2.deloitte.com/xe/en/insights/economy/global-economic-outlook-2024.html>



Industry Overview

Global Chemical Industry Overview

The chemical industry is currently undergoing rapid evolution in several aspects. Firstly, there has been a notable surge in the development of sustainable and environmentally friendly solutions. This trend closely aligns with global initiatives for environmental stewardship. Furthermore, the ongoing economic recovery from the aftermath of the Covid-19 pandemic has spurred demand across diverse sectors, including automotive, construction, and electronics.

For 2023, the global chemical industry was estimated to be

valued at USD 6.0 Tn, reflecting a Compound Annual Growth Rate (CAGR) of 2% from USD 5.9 Tn in 2022. The overall demand for chemicals remained relatively stable during the year. On the other hand, for 2024 and beyond, there is an anticipated increase in the demand for chemicals and materials essential for supporting the energy transition. This upsurge in demand is likely to be propelled by the implementation of new Government policies and incentives. This boom is slated to continue throughout the economy, driving further growth and innovation in the chemical sector. In 2024, the chemical industry is expected to grow rapidly with development of sustainable and eco-friendly solutions in line with global initiatives.

In 2023, the Asia-Pacific (APAC) region emerged as the predominant chemical market. The region experienced a robust growth rate of 4.0% in its market size compared to 2022. Europe witnessed a slight 1% growth despite a decrease in regional production. The drop was balanced out by higher imports from interregional nations like China and India. However, chemical production volumes in Europe dropped by 6.6% in 2023, though there's a tentative expectation for recovery in 2024.

China's production of chemicals showcased considerable resilience, primarily propelled by domestic demand. Predictions suggested a 6.9% increase in output for 2023, followed by a 5.2% uptick in 2024. At the same time, the industry faced challenges arising from the sluggish growth in the property sector. Strategic policy measures were taken to stimulate growth in pivotal sectors. These include the construction and automotive sectors, which bolstered the industry's trajectory in the region.



Way Forward

The chemical industry outlook for 2024 highlights the emergence of Industry 5.0, which emphasises human-centricity, sustainability, and advanced technology integration. Evolving from Industry 4.0, this new and emerging framework of industrial operations underscores the synergy and the energy between humans and machines to foster sustainable growth. Prioritising the industry's economic progress, the framework focusses on ensuring the well-being of workers and addressing concerns related to climate change.

Source: Global Chemical Industry Outlook, 2024 by Markets and Markets

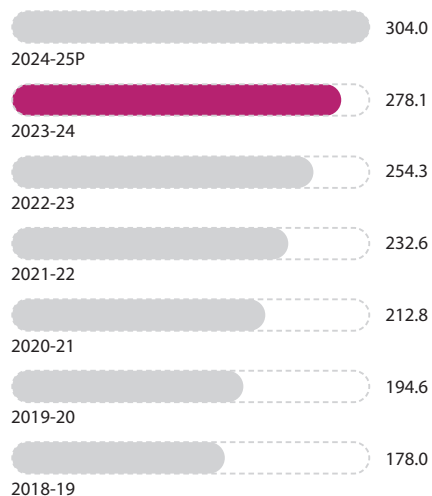
This paradigm shift in the chemical value chain has prompted manufacturers to re-evaluate their approach to implementing technology. They have also started prioritising initiatives centred around the planet. In 2024, the focus is on evaluating progress towards sustainable growth, identifying opportunities for cost reduction, and enhancing product quality. The framework also aims to align strategically with certain sustainability objectives and targets to achieve net-zero carbon emissions. Continuous advancements in the market, including new partnerships, mergers & acquisitions, agreements, and expansions, are anticipated to fuel market growth. In 2023-24, leading chemical manufacturers embraced investment and expansion strategies to maintain their market dominance.

Indian Chemical Industry Overview

The Indian chemical industry forms a crucial component of India's ambitious goal of reaching a USD 30 Tn economy by 2047. The targeted contribution of the chemical sector to India's GDP is projected to reach USD 1 Tn by 2040. Currently valued at USD 220 Bn, this industry has recorded a CAGR of 9.3%.

India is dedicated to fostering a competitive environment for the chemical industry to flourish, as part of its efforts to drive economic advancement. Initiatives such as the China-Plus-One strategy, which seeks to establish alternative manufacturing hubs, have positioned India as a key beneficiary. Furthermore, the demand for Indian chemicals has been bolstered due to several shifts in global economy. These include supply chain

Chemical Industry Market Size (USD Bn)



CAGR **9.3%** P - Projected

Indian Specialty Chemical Industry Overview

The Indian specialty chemicals market achieved remarkable growth in 2023, reaching a market size of USD 41.90 Bn. Looking ahead, the robust expansion of the market is forecasted to continue, with a projected CAGR of 3.86% through 2029. As such, the country's chemical industry is poised for significant and rapid advancement, with specialty chemicals emerging as the most promising segment.

This remarkable economic growth has been fuelled by the increasing demand from various end-use sectors such as pharmaceuticals, textiles, and personal care products. India's strong domestic demand, coupled with its export potential, further reinforces the growth prospects of the specialty chemicals sector.

diversification, evolving geopolitics, trade dynamics, stringent environmental regulations, and increasing expenses in compliance and labour.

The chemical sector supports the development of nearly 1,00,000 products spanning various industries. This attribute reflects its untapped potential and vast growth prospects within India.

The chemical industry is likely to contribute significantly to India's aspiration towards reaching its goal by 2047. It is anticipated to play a crucial role in the Government's vision of 'Aatmanirbhar Bharat' (a self-reliant India).

Way Forward

In 2024, the outlook for the industry centres around a comprehensive analysis of the chemicals, petrochemicals, and energy sectors. It particularly emphasises on critical trends, such as digitalisation, automation, technological advancements, green initiatives, sustainability, supply chain and logistics optimisation. In addition, importance has been laid on advancements in paints and coatings, dyes and dyestuffs, hydrogen, and electric vehicles.

Overall, these trends reinforce the industry's persistent dedication to incorporating innovations and adopting sustainable practices across its operations. This approach can help drive industrial progress and address contemporary challenges effectively. These insights are drawn from industry luminaries, interviews with Government representatives, experts from academia, associations, and research and development organisations.

Source: <https://www2.deloitte.com/xe/en/insights/economy/global-economic-outlook-2024.html>

The country is swiftly consolidating its position as a preferred manufacturing hub for specialty chemicals, catering to both domestic and international markets. Around 20% of the total exports from the Indian chemical industry comprises specialty chemicals. This growth trajectory has been supported by substantial investments in infrastructure, and research and development, enhancing the industry's competitiveness on a global scale.

Moreover, the specialty chemicals sector is witnessing a surge in investor interest due to its robust performance and promising outlook. This influx of investments is acting as a significant catalyst for the sector's sustained growth and expansion.

Way Forward

In conclusion, the specialty chemicals market in India is poised for exceptional growth, buoyed by increasing domestic and international demand, strategic investments, and favourable regulatory conditions. With its ongoing efforts towards innovation and expansion, India is poised to emerge as a key global player in the specialty chemicals arena. This progression will not only unlock fresh avenues for the country's economic advancement but will also help promote sustainable development nationwide. Ultimately, India will be able to emerge as a leader in the global specialty chemicals market by harnessing this momentum and continuing to prioritise innovation and sustainability.

Source: <https://www.techsciresearch.com/report/india-specialty-chemicals-market/4129.html>

Indian Inorganic Chemical Industry Overview

Inorganic chemicals represent the third-largest segment of the Indian chemical industry. These contribute to approximately 8.25% to the total chemicals output in 2021-22, according to the Department of Chemicals and Petrochemicals. This segment is crucial for India's economy, though the country relies heavily on imports to satisfy its domestic consumption needs.

In 2021-22, the sector witnessed a significant recovery, with the production of inorganic chemicals increasing by 7.6% to reach 1,052,000 metric tonnes. This growth was primarily driven by a low base effect and a resurgence in demand.

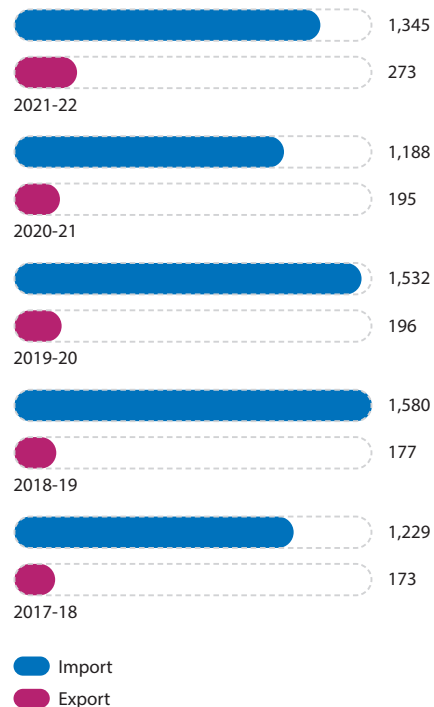
However, the growth in consumption was more modest, rising

from 2,114,000 metric tonnes in 2017-18 to 2,124,000 metric tonnes in 2021-22.

The industry's installed capacity has been expanding, registering a CAGR of 4.6% from 1,315,000 metric tonnes in 2017-18 to 1,575,000 metric tonnes in 2021-22. Nevertheless, capacity utilization for major inorganic chemicals remains at 66.8%. To bridge the gap between production and domestic demand, imports have expanded at a CAGR of approximately 2.3%, reaching 1,188,000 metric tonnes in 2021-22, up from 1,229,000 metric tonnes in 2017-18. In contrast, exports have been relatively modest, averaging around 203,000 metric tonnes over the past five years. These trends highlight the ongoing dependency on inbound shipments to meet the country's needs.

The industry's installed capacity has been expanding, registering a CAGR of 4.6% from 1,315,000 metric tonnes in 2017-18 to 1,575,000 metric tonnes in 2021-22.

Trend in Trade of Inorganic Chemicals in India ('000 Metric Tonne)



Source: Department of Chemicals and Petrochemicals

Key Growth Drivers

Growing Demand for Advanced Materials and Polymers

The Indian specialty chemicals market is undergoing a remarkable transformation, driven by the increasing demand for advanced materials and polymers. These products are vital for introducing innovations across sectors like automotive, construction, electronics, and consumer goods.

Rapid industrialisation and urbanisation are leading to a boost in the demand for advanced construction materials. Alongside, evolving consumer preferences for high-quality, durable products are driving the demand for automotive and consumer goods. These transformations are sparking innovation and R&D within the specialty chemicals sector. Backed by supportive Government policies and a strong focus on R&D, India's specialty chemicals market is on the road to achieving significant growth. Ultimately, these trends are likely to drive economic development, spur innovation, and help companies meet the needs of the global industry.

Growing Focus on Green and Sustainable Solutions

The specialty chemicals industry, which was once criticised for its environmental impact, is now embracing sustainability as a business imperative. Regulatory pressures are being felt across the world, including in India, and are driving companies to develop 'green' specialty chemicals, which minimise energy use and emissions. Additionally, changes in consumer preferences are fuelling the demand for eco-friendly products. This factor is further prompting industries to adopt green chemicals. On the whole, this shift towards sustainability is reshaping the sector and paving the way for a greener, more prosperous future.

Source: <https://www.techsciresearch.com/report/india-specialty-chemicals-market/4129.html>



Government Initiatives

The Government's vision for the chemicals and petrochemicals sector is to boost domestic production, curb imports, and attract investments by 2034. Its key initiatives as part of this vision include implementing a production-linked incentive (PLI) system for the agrochemical sector and fostering end-to-end manufacturing ecosystems through cluster growth. The goal is to increase the share of the chemical sector to about 25% of the GDP of the manufacturing sector by 2025. In this regard, some initiatives taken by the Government include allocating funds in the Union Budget, mandating certifications for imported chemicals, permitting 100% FDI, and introducing a Production Linked Incentive (PLI) scheme. In addition, integrated manufacturing hubs under the PCPIR policy aim to attract significant investments by 2035.

PCPIR Scheme

The Government intends to revise the PCPIR guidelines to enhance its potential and attract increased investments. This revision is also aimed at ensuring the availability of essential raw materials for India's chemical industry.

Company Overview

Operational

On a consolidated basis, total income for 2023-24 stood at ₹ 1,22,505.72 Lakhs, compared to ₹ 1,40,620.31 Lakhs in the previous year. The Profit after Tax (PAT) is ₹ 10,110.01 Lakhs, from the previous year's PAT of ₹ 13,656.38 Lakhs. On a standalone basis, the total income for 2023-24 stood at ₹ 1,02,695.06 Lakhs compared to ₹ 1,23,736.21 Lakhs generated in the previous year. The PAT stands at ₹ 9,427.03 Lakhs, over the previous year's PAT of ₹ 12,934.47 Lakhs.

Key Highlights of the Year

Vishnu Chemicals commissioned a Precipitated Barium Sulphate plant and commenced production. This strategic move will enable the Company to enter new markets in the paint and battery industries, with sales from this product expected to significantly boost its business. To further enhance its market position, Vishnu Chemicals is ramping up its capacity to offer superior-quality products globally.

In alignment with its inorganic expansion strategy, the Company acquired Ramadas Minerals Private Limited, a baryte beneficiation company. This acquisition supports the Company's vision to deliver high-quality materials to its global customers while reducing raw material costs. The integration of this plant with the Company's existing operations is underway, with optimal asset utilisation expected in the coming quarters.

Furthermore, Vishnu Chemicals successfully raised ₹ 200 Cr through a Qualified Institutional Placement (QIP) in Q2 2023-24, receiving strong support from blue-chip investors. As part of the Company's long-term strategy to secure its supply chain, its Board has approved the acquisition of a chrome ore mine and a beneficiation plant. This vertical integration will ensure a stable supply of raw materials, minimising the risk of disruptions or price fluctuations.

Care Ratings Limited has upgraded the Company's long-term bank facilities rating from CARE BBB to CARE A- and its short-term bank facilities rating from CARE A3+ to CARE A2+. These significant developments reflect its improved financial stability and performance.



Risk Management

Vishnu Chemicals diligently assesses the risks to its business on a regular basis and innovatively develops strategies to adapt to changing market conditions. The Company prioritises early risk mitigation to maintain uninterrupted operations. To that end, the Audit Committee and the Management collaborate closely to identify and address potential risks. Listed below are some of the Company's risks along with their corresponding mitigation approaches.

RISK	IMPACT	MITIGATION
Sluggish Financial Climate	Vishnu Chemicals' revenue could be negatively affected by a slowdown in the Indian economy, resulting in a decline in the Company's profitability.	The Company offers a diverse range of products for both domestic and international markets to mitigate its market risk and broaden its global presence.
Supply Chain Disruption	Vishnu Chemicals' manufacturing process may be disrupted, and the Company's financial performance may be adversely affected due to shortages of raw materials or abrupt price fluctuations.	The Company implements proactive measures to mitigate the impact of raw material shortages.
Green Responsibility	Vishnu Chemicals' environmental footprint is inherently linked to the industry in which it operates. Chemical accidents can endanger the environment, public health, safety, and the sustainability of businesses. As such, the Company should not only adhere to environmental regulations consistently but also contribute positively to society.	The Company strictly follows all environmental regulations mandated by the Government. Each of its facilities upholds strict safety protocols to mitigate risks effectively. Furthermore, Vishnu Chemicals handles hazardous materials according to established safety guidelines. It has also invested significantly in environmentally friendly projects to enhance its sustainability efforts.
Competitive Landscape	Vishnu Chemicals' profitability may suffer if it fails to swiftly seize opportunities in the fiercely competitive chemical industry.	The Company adeptly navigates the ever-changing chemical industry landscape by prioritising agility and implementing proactive strategies to remain competitive. By swiftly capitalising on new opportunities and continually enhancing its portfolio with innovative products, it stays ahead in this highly competitive environment.

Internal Financial Control

Vishnu Chemicals has implemented extensive internal financial control systems that are effectively tailored to the Company's size and operational scope. Such systems have been crafted to provide us with a level of confidence regarding several facets of the Company's operations. These include accurate recording and provision of financial and operational information, compliance with relevant accounting standards and statutes, protection of assets from unauthorised use, proper authorisation of transactions, and adherence to corporate policies. Vishnu Chemicals has also established a clear framework for delegation of authority, with defined limits for expenditure approval, both capital and revenue. Recently, the Company has implemented SAP across all its locations for capturing day-to-day transactions for accounting and financial reporting purposes.

The Audit Committee engages in discussions with the Management team periodically to evaluate the effectiveness of the internal financial control systems. Furthermore, the Committee seeks input from both internal and external auditors to assess the efficiency of these systems. The aim of these measures is to ensure optimal operations of the established systems. Notably, the Audit Committee affirms the sufficiency and effectiveness of the internal financial control system. The Company also provides regular updates to the Board of Directors regarding its findings.

However, Vishnu Chemicals acknowledges the inherent limitations of any control framework. Consequently, the Company conducts periodic audits and reviews to ensure that these systems are regularly updated and remain effective.

Human Resources

Vishnu Chemicals regards human capital as its most valuable asset, ensuring all employees are treated with respect and dignity. The Company has inducted a diverse mix of experienced professionals and young talent within the team, facilitating the adoption of a comprehensive approach to its operations. Enriching the knowledge of its employees forms a part of the Company's core values, and to that end, it prioritises the effective training and development of its workforce. Additionally, Vishnu Chemicals organises various

team-building activities, including sports and recreation and helps ensure the work-life balance of its employees throughout. These measures ultimately enhance the Company's productivity and ensure employee retention in the long term.

Vishnu Chemicals has also made considerable investments in enhancing the skill sets of its employees. This has resulted in improved execution, communication, and best-in-class customer service for its global clientele.

Way Forward

2024-25 will be a very dynamic year for Vishnu Chemicals, driven by a combination of micro and macro factors. The Company anticipates a volume growth during this financial year. It has been certified with the title 'Great Place to Work' for the year 2024-25. Looking forward, the Company is well positioned to deliver profitable growth, powered by several capabilities including but not limited to strong market position, an agile mix of domestic and export products, beneficiation benefits from its newly acquired under Ramadas Minerals Private Limited, the commissioning of Precipitated Barium Sulphate, 4.3MW Solar Power Plant, and a dynamic distribution network with top clients.



BOARD'S REPORT

To the Members,

The Board of Directors are pleased to present the Company's Thirty First (31st) Annual Report and the Company's Audited Financial Statements (standalone and consolidated) for the financial year ended March 31, 2024.

Financial Results

The Company's financial performance for the year ended March 31, 2024, is summarised below:

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	10,10,78.54	1,22,185.61	1,21,260.37	1,39,099.36
Other income	1,616.52	1,550.60	1,245.34	1,520.95
Total Revenue	1,02,695.06	1,23,736.21	1,22,505.72	1,40,620.31
Earnings before finance cost, depreciation & amortisation and taxes (EBITDA)*	17,388.52	22,343.82	21,401.34	24,528.26
Earnings before finance cost and taxes (EBIT)*	15,212.35	20,294.36	18,046.56	21,881.94
Finance Cost	2,478.12	2,775.83	3,672.29	3,337.06
Profit Before Taxation	12,734.23	17,518.53	14,374.27	18,544.88
Less: Tax Expense	3,307.20	4,584.06	4,264.26	4,888.50
Profit After Taxation	9,427.03	12,934.47	10,110.01	13,656.38
Other comprehensive income/ (expenses) (net of taxes)	(163.43)	20.69	(234.86)	56.08
Total comprehensive income for the year	9,263.60	12,955.16	9,875.15	13,712.46
EPS (of ₹ 2/- each)				
Basic	14.82	21.65	15.90	22.86
Diluted	14.82	21.65	15.90	22.86

*including other income

Performance Review & Company's State of Affairs

On consolidated basis, total income for the financial year 2023-24 stood at ₹ 1,22,505.72 Lakhs compared to ₹ 1,40,620.31 Lakhs in previous year. EBITDA recorded ₹ 21,401.34 Lakhs as against ₹ 24,528.26 Lakhs for previous year. PAT stood at ₹ 10,110.01 Lakhs over the previous year's PAT ₹ 13,656.38 Lakhs.

On standalone basis, total income for the financial year 2023-24 is ₹ 102,695.06 Lakhs compared to ₹ 1,23,736.21 Lakhs in previous year. Also EBITDA recorded to ₹ 17,388.52 Lakhs as against ₹ 22,343.82 Lakhs for previous year. PAT is ₹ 9,427.03 Lakhs compared to the previous year's PAT ₹ 12,934.47 Lakhs.

Geography-wise performance

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Domestic	54,628.32	54.19%	63,921.88	52.45%
Overseas	46,177.35	45.81%	57,955.79	47.55%
	1,00,805.67	100%	1,21,877.67	100%
			1,20,927.97	100%
			1,38,765.58	100%

The performance for 2023-24 was satisfactory. New cash flow from operations grew 179% during H2FY24 compared to the first half of 2023-24 demonstrating the cash generation capabilities of the Company and strengthening the financial position. Our perseverance aimed at improving the profitability of the Company while prioritising customer success led to several collective accomplishments during this year.

Outlook

Outlook is covered in Management Discussion and Analysis forming part of this Annual Report.

Management Discussion and Analysis

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Management Discussion and Analysis is presented in a separate

BOARD'S REPORT (CONTD.)

section forming part of this Annual Report. As required under the provisions of the Listing Regulations, the Audit Committee of the Company has reviewed the Management Discussion and Analysis report of the Company for the year ended March 31, 2024

Dividend

The Board at its meeting held on May 25, 2024 has recommended Dividend of ₹ 0.30 (i.e. 15%) per equity share of ₹ 2/- each for the financial year 2023-24 (previous year ₹ 0.40/- per equity share of ₹ 2/- each i.e. 20%) amounting to ₹ 196.58 Lakhs. The dividend pay-out is subject to the approval of the shareholders at ensuing Annual General Meeting. The dividend will be paid to the members whose names appear in register of members before the day of Closure of Register of Members and Share Transfer Books i.e. as on Friday, September 20, 2024

As Preference Dividend is concerned, on request of the Company, the preference shareholders holding 100% preference share capital i.e. 7,66,37,500 (Seven Crore Sixty Six Lakh Thirty Seven Thousand Five Hundred only) 7% Cumulative Redeemable Preference Shares (CRPS) of ₹ 10/- (Rupees Ten only) each, consented for waiver of dividend for the financial year 2023-24.

Dividend Distribution Policy

The Company has adopted the Dividend Distribution Policy in accordance with the Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') to determine the distribution of dividends on equity shares of the Company. The Dividend Distribution Policy is available on the Company's website, at <https://vishnuchemicals.com/wp-content/uploads/2022/05/VCL-Dividend-Distribution-Policy-dt-16052022.pdf>.

Transfer to reserves

The Board of Directors has decided to retain the entire amount of profits for 2023-24 in the Retained Earnings.

S. No.	Promoters	Equity shares		Preference Share	
		No. of shares	Percentage	No. of shares	Percentage
1	Mr. Ch. Krishna Murthy	3,10,98,950	47.46	7,11,21,750	92.80
2	Mrs. Ch. Manjula	80,70,240	12.31	52,71,250	6.88
3	Mr. Ch. Siddhartha	56,28,340	8.59	2,44,500	0.32
Total		4,47,97,530	68.36	7,66,37,500	100.00

Change in the nature of the business, if any

There is no change in the nature of the business of the Company or any of its subsidiaries during the year under review.

Material changes and commitments, affecting the financial position of the Company

There are no material changes and commitments affecting the financial position of the Company that have occurred between the end of the financial year of the Company to which the financial

Share capital

During the year under review there was no change in the authorised share capital of the Company. The authorised share capital of the Company is ₹ 95,00,00,000/- divided into 7,50,00,000 Equity Shares of ₹ 2/- each and 8,00,00,000 Preference Shares of ₹ 10/- each.

However, the Company issued and allotted 57,97,095 equity shares of face value of ₹ 2/- each at a price of ₹ 345 per equity shares (includes premium of ₹ 343/-) to Qualified Institutional Buyers (QIBs) through Qualified Institutions Placement ('QIP') on August 01, 2023. The issued, subscribed and paid-up share capital of the Company as on financial year ended March 31, 2024 was ₹ 89,74,29,390/- divided into 6,55,27,195 Equity Shares of ₹ 2/- each and 7,66,37,500 7% Cumulative Redeemable Preference Shares of ₹ 10/- each.

Utilisation of proceeds of QIP

There has been no deviation in the use of proceeds of the QIP from the objects stated in the Offer document as per Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). The Company has been disclosing on a quarterly basis to the Audit Committee, the uses / application of proceeds / funds raised from QIP and the same is also filed with the Stock Exchanges on a quarterly basis.

Promoters of the Company

The promoters of the Company continued to reinforce their confidence in the long term prospects of the Company by infusing funds as and when required. The following is the promoter's shareholding as on March 31, 2024:

statements relate and the date of the report i.e. between 31st March, 2024 to 28th August, 2024 except for the information given below:

- Acquisition of Jayansree Pharma Private Limited (JPPL) pursuant to Share Purchase Agreement dated 19th August, 2024
- Variation of terms/rights of existing 7,66,37,500 7% Cumulative Redeemable Preference Shares ('CRPS') and

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consequent issuance of Compulsory Convertible Preference Shares ("CCPS") to the existing Cumulative Redeemable Preference Shareholders subject to the approval of members at the ensuing Annual General Meeting of the Company.

Deposits

The Company did not accept any deposits within the meaning of section 73 of the Companies Act, 2013 during the year. As such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

Listing at Stock Exchanges

The equity shares of your Company continue to be listed and traded on the BSE Limited and National Stock Exchange of India Limited. The Annual Listing fee for the year 2023-24 has been paid to both the Stock Exchanges. There was no suspension on shares of the Company during the year.

Subsidiaries, Joint Ventures and Associates

The Company has following wholly-owned subsidiaries:

- (i) Vishnu Barium Private Limited (VBPL)

VBPL is a material subsidiary w.e.f. April 01, 2019, as per SEBI (LODR) Regulations, 2015, as amended from time to time, read with the policy for determining material subsidiaries as approved by the Board. A copy of the policy can be accessed on the Company's website at the link: <https://www.vishnuchemicals.com/investors/#Policies>

VBPL, in turn, has two wholly-owned subsidiaries i.e., (a) Ramadas Minerals Private Limited, which was acquired on July 19, 2023 and (b) VCHEM Trading FZE, which was incorporated on September 18, 2023 in Dubai, UAE.

- (ii) Vishnu South Africa (Pty) Limited (VSAL)

VSAL is yet to commence its operations.

- (iii) VCHEM Global Inc.

VCHEM Global Inc. was incorporated on September 04, 2023 in Texas, USA and is yet to commence its operations.

- (iv) Vishnu International Trading FZE

Vishnu International Trading FZE was incorporated on November 14, 2023 in Dubai, UAE and is yet to commence its operations

The Company doesn't have any joint ventures or associate companies. Further, no company has ceased to be subsidiary of the Company during the year.

A report on the financial position of each of the subsidiaries as per the Act is provided in Form AOC-1 attached as 'Annexure A'.

During the year, the Company has complied with the applicable corporate governance requirements as prescribed under

Regulation 24 of Listing Regulations with respect to its subsidiaries and Secretarial Audit for its material subsidiary viz. VBPL was carried out by M/s. L.D Reddy & Co., Company Secretaries, Hyderabad in terms of Regulation 24A of the Listing Regulations and a copy of the report is annexed to this Board Report as 'Annexure B'. The Secretarial Audit Report of VBPL does not contain any qualification, reservation, adverse remark or disclaimer.

Consolidated Financial Statements

During the year, the Board of Directors reviewed the affairs of the subsidiaries and prepared consolidated financial statements (CFS) of the Company and its subsidiaries for the financial year 2023-24 in compliance with the provisions of Section 129(3) of the Companies Act, 2013 and as stipulated under Regulation 33 of the Listing Regulations as well as in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. The consolidated financial statements have been prepared on the basis of audited financial statements of the Company, its subsidiaries as approved by the respective Board of Directors. The audited CFS together with the Auditor's Report thereon forms part of this Annual Report.

Pursuant to the provisions of Section 136 of the Act the audited financial statements including consolidated financial statements and related information of the Company and audited accounts of the each of its subsidiaries are available on Company's website www.vishnuchemicals.com. The annual accounts of the subsidiaries and related detailed information will be made available to investors seeking information till the date of the AGM.

Particulars of loans, guarantees or investments

Particulars of loans, guarantees, security and investments covered under section 186 of the Companies Act, 2013 forms part of the notes to the financial statements (please refer note no. 3 & 4). During the financial year, the Company has not given any loans and advances to the firms/ Companies where directors of the Company are interested except to its subsidiaries.

Directors and Key Managerial Personnel

Directors

The Board received a declaration from all the directors under section 164 and other applicable provisions, if any, of the Companies Act, 2013 that none of the directors of the company is disqualified under the provisions of the Companies Act, 2013 ('Act') or under the Listing Regulations.

i. Appointment

Based on the recommendations of Nomination and Remuneration Committee (NRC), Mr. B. Nagabhusan (DIN:01564347) was appointed as Additional Director (for Independent Director category) of the Company by the Board at its meeting held on 28th August, 2024, with

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immediate effect under the provisions of section 161 (1) and other applicable provisions, if any, of the Companies Act, 2013 and are entitled to hold office up to the date of 31st Annual General Meeting of the Company.

The Company has received consent from Mr. B. Nagabhusan in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time along with a declaration that he is eligible for appointment as Independent Director and confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(1)(b) of Listing Regulations. As per the declaration received, Mr. B. Nagabhusan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 & Listing Regulations and is independent of the management.

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

ii. Re-appointment

In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mr. Ch. Krishna Murthy, Chairman & Managing Director of the Company, retires by rotation at the ensuing AGM and being eligible, has offered himself for re-appointment.

Pursuant to the provisions of Regulation 36 of the Listing Regulations and Secretarial Standard - 2 (SS-2) on General Meetings issued by Institute of Company Secretaries of India (ICSI), brief particulars of the directors proposed to be appointed/ re-appointed are provided as an annexure to the notice convening the AGM.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

Independent Directors

In terms of Section 149 of the Act, Mr. Tirthankar Mitra (DIN: 02675454), Mr. Chetan Navinchandra Shah (DIN: 08038633), Mr. V. Vimalanand (DIN: 02693721), Mrs. Sita Vanka (DIN: 07016012) and Mr. Naga Bhushan Bhagwati (DIN: 01564347) are the Independent Directors of the Company. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are independent from the management. The Independent Directors of the Company hold office till the end of their term of appointment or until completion of 75 years, whichever is earlier. They are not liable to retire by rotation in terms

of Section 149(13) of the Act. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Board members and Senior Management and Codes under SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in chemicals/ manufacturing industry, strategy, auditing, tax and risk advisory services, financial services, corporate governance, etc. and that they hold standards of integrity.

The Independent Directors of the Company got included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

Familiarisation Programme for Independent Directors

The Members of the Board of the Company have been provided opportunities to familiarise themselves with the Company, its management and its operations. The Directors are provided with all the documents to enable them to have a better understanding of the Company, its various operations and the industry in which it operates.

All the Independent Directors of the Company are made aware of their roles and responsibilities at the time of their appointment through a formal letter of appointment, which also stipulates various terms and conditions of their engagement. Executive Directors and Senior Management provide an overview of the operations and familiarise the new Non-Executive Directors on matters related to the Company's values and commitments. They are also introduced to the organisation structure, constitution of various committees, board procedures, risk management strategies, etc.

Strategic Presentations are made to the Board where Directors get an opportunity to interact with Senior Management. Directors are also informed of the various developments in the Company through Press Releases, emails, etc. Senior management personnel of the Company make presentations to the Board Members on periodical basis, briefing them on the operations of the Company, plans, strategy, risks involved, new initiatives, etc., and seek their opinions and suggestions on the same. In addition, the Directors are briefed on their specific responsibilities and duties that may arise from time to time. The Board is provided with the summary of critical regulatory changes from time to time.

The familiarisation programme along with terms and conditions of appointment of Independent Directors is disclosed on the Company's website <https://www.vishnuchemicals.com/investors/#Policies>.

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Key Managerial Personnel

Mr. Ch. Krishna Murthy, Chairman & Managing Director; Mr. Ch. Siddhartha, Joint Managing Director; Mr. Mahesh Bhatler, Chief Financial Officer and Ms. Vibha Shinde, Company Secretary & Compliance Officer, are Key Managerial Personnel of the Company in accordance with the provisions of Section(s) 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. There has been no change in the Key Managerial Personnel during the financial year.

Committees of the Board

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Finance Committee of Directors
7. Investment Committee

During the year, the Fund Raising Committee of the Board of Directors which was constituted, inter alia, to undertake acts in connection with capital raising through Qualified Institutions Placement, and was dissolved by the Board at their meeting held on February 12, 2024 due to successful completion of purpose for which the Committee was constituted. The Fund Raising Committee met four (4) times during the financial year i.e., on July 25, 2023, July 26, 2023, July 31, 2023 and August 01, 2023.

The details of all the above Committees along with their composition, number of meetings and attendance at the meetings are provided in detail in the Corporate Governance Report annexed to this Board's Report.

Board Meetings

During the year under review, six Board Meetings and four Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Regulations.

Procedure for Nomination & Appointment of Directors and Remuneration Policy

The Nomination and Remuneration Committee (NRC) is responsible to set the skills/ expertise/ competencies of the Board Members based on the industry and strategy of the Company and to formulate the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of

Section 178 (3) of the Act and the Listing Regulations. The Board has, on the recommendations of the Nomination & Remuneration Committee framed a policy for Remuneration of the Directors, Key Managerial Personnel and Senior Management of the Company.

During 2023-24, the Board has also identified the list of core skills, expertise and competencies of the Board of Directors as are required in the context of the business and sector applicable to the Company and those actually available with the Board. The Company has also mapped each of the skills, expertise and competencies against the names of the Board Members possessing the same.

The objective of the Company's remuneration policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognising the interests of Company's stakeholders.

The Non-Executive Directors (NED) are remunerated by way of sitting fee for each meeting attended and are also reimbursed out of pocket expenses incurred by them in connection with the attendance of the Company's Meetings.

A copy of the Nomination & Remuneration Policy is available on the website of the Company <https://vishnuchemicals.com/wp-content/uploads/2022/06/NRC-Policy-dt-09022018.pdf>

Mechanism for Evaluation of the Board

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations, the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 05, 2017, the Company has adopted the criteria recommended by the SEBI. The Directors were given Six Forms for evaluation of the following:

- a. Evaluation of the Board;
- b. Evaluation of Committees of the Board;
- c. Evaluation of Independent Directors;
- d. Evaluation of Chairperson;

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e. Evaluation of Non-Executive and Non-Independent Directors; and

f. Evaluation of Managing Director.

The Directors were requested to give following ratings for each criteria:

1. Could do more to meet expectations;
2. Meets expectations; and
3. Exceeds expectations.

A report on the above evaluation was prepared and submitted to the Chairman with feedback for continuous improvement.

In a separate meeting held on May 25, 2024, the Independent Directors evaluated the performance of Non-Independent Directors and performance of the Board as a whole. They also evaluated the performance of the Chairman taking into account the views of Executive Director and Non-Executive Directors. The NRC reviewed the performance of the Board, its Committees and of the Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors and NRC, at which the feedback received from the Directors on the performance of the Board and its Committees were also discussed.

Code of Conduct for the Board of Directors and Senior Management Personnel

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel of the Company. A declaration to this effect has been signed by the Chairman & Managing Director forms part of the Annual Report.

Particulars of Employees and Remuneration

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules') are enclosed as 'Annexure C' to this Report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Rules does not form part of this Report however the same shall be kept open for inspection in terms of Section 136 of the Act and any member can obtain a copy of the said statement by writing an email to the Company Secretary at investors@vishnuchemicals.com

Internal Financial Controls

Internal financial control systems of the Company are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable accounting standards and relevant statutes, safeguarding assets from unauthorised use,

executing transactions with proper authorisation and ensuring compliance of corporate policies. The Company has a well-defined delegation of authority with specified limits for approval of expenditure, both capital and revenue. The Company uses an established ERP system to record day-to-day transactions for accounting and financial reporting.

The Audit Committee deliberated with the members of the management, considered the systems as laid down and met the internal auditors and statutory auditors to ascertain, their views on the internal financial control systems. The Audit Committee satisfied itself as to the adequacy and effectiveness of the internal financial control system as laid down and kept the Board of Directors informed. However, the Company recognises that no matter how the internal control framework is, it has inherent limitations and accordingly, periodic audits and reviews ensure that such systems are updated on regular intervals.

Directors' Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external consultant(s), including audit of internal financial controls over financial reporting and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during 2023-24.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that for the year ended March 31, 2024:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;
- b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. they have prepared the annual accounts on a going concern basis;
- e. they have laid down internal financial controls to be followed by the Company and that such internal

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financial controls are adequate and are operating effectively; and

- f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

Auditors

i. Statutory Audit

M/s. Jampani & Associates, Chartered Accountants (FRN - 016581S), Hyderabad were re-appointed as statutory auditors of the Company for second term of five (5) years i.e. from the date of 28th Annual General Meeting till the conclusion of 33rd AGM to be held in year 2026, at such remuneration as may be agreed upon between the Auditors and the Board of Directors, in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and the applicable taxes.

Further, the report of the Statutory Auditors along with notes to accounts is a part of the Annual Report. There has been no other qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report except below:

Auditor's Observations:

The Statutory Auditors have mentioned in their report at point no. (iii) of Annexure – 'B' to the Independent Auditors Report regarding granting of interest free unsecured loans of ₹ 989 Lakhs (with a value at amortised cost of ₹ 730.77 Lakhs) in earlier years to wholly-owned subsidiary (WOS) i.e. Vishnu Barium Private Limited (VBPL). Further, they also mentioned in their report at point no. (a) of (vii) of Annexure – 'B' that the Company has generally been regular in depositing undisputed statutory dues except instances of payment of income tax and they also mentioned that there are no dues outstanding for a period of more than six months from the date they became payable as at March 31, 2024.

Management Replies:

The above said interest-free unsecured loan was infused by the Company in WOS Company i.e. VBPL, to comply with the conditions stipulated by the Banker for sanction of term loan and working capital facilities to VBPL and such infusion of unsecured loan is for the ultimate benefit of the Company. Also, during the year, the Company has paid all its statutory dues pertaining to the previous years and efforts are being made to comply with the provisions of advance tax during the financial year 2023-24.

ii. Cost Auditors

As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to

prepare, maintain as well as get its cost records audited by a Cost Accountant and accordingly such cost accounts and records are being maintained by the Company.

The Board on the recommendation of the Audit Committee has appointed M/s. Sagar & Associates, Cost Accountants (FRN: 000118) as the Cost Auditors of the Company under Section 148 and all other applicable provisions of the Act to conduct the audit of the cost records of the Company for the 2024-25.

M/s. Sagar & Associates, Cost Accountants (FRN: 000118) have confirmed that they are free from disqualification specified under Section 141(3) and proviso to Section 148(3) read with Section 141(4) of the Act and that the appointment meets the requirements of Section 141(3)(g) of the Act. They have further confirmed their independent status and an arm's length relationship with the Company.

In terms of the provisions of Section 148(3) 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 payable to the Cost Auditors is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a resolution for seeking Members' ratification for the remuneration payable to M/s. Sagar & Associates, Cost Accountants (FRN: 000118) is included at Item No. 6 of the Notice convening the AGM.

iii. Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board has appointed M/s. L.D.Reddy & Co., Company Secretaries, Hyderabad to undertake the Secretarial Audit of the Company for the financial year 2023-24. The Secretarial Audit Report of 2023-24 is annexed herewith as 'Annexure D'.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

Secretarial Standards

The Board has devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and that such systems were adequate and operating effectively.

Energy conservation, technology absorption and foreign exchange earnings and outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as 'Annexure E'.

BOARD'S REPORT (CONTD.)

Particulars of Contracts or Arrangements with Related Parties

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All the transactions with related parties were approved by the Audit Committee and the Board, as may be applicable; and the same are reviewed by the Audit Committee on quarterly basis. Also prior omnibus approval of the Audit Committee is obtained for related party transactions which are of repetitive in nature entered in ordinary course of business and on arm's length basis. The transactions entered into pursuant to the omnibus approval are reviewed by the Audit Committee on quarterly basis.

The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company and the web link is <https://www.vishnuchemicals.com/investors/#Policies>.

The particulars of contracts or arrangements with related parties referred to in sub section (1) of Section 188 entered by the Company during the Financial Year ended March 31, 2024 is annexed to this Board's Report in prescribed Form AOC-2 as 'Annexure F'.

Corporate Social Responsibility (CSR) initiatives

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company, details regarding CSR Committee and the initiatives undertaken by the Company on CSR activities during the year are set out in 'Annexure G' of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. CSR Policy is available on the Company's website on <https://www.vishnuchemicals.com/wp-content/uploads/2021/03/CSR-Policy-updated-on-12022021.pdf>

Whistle Blower Policy/ Vigil Mechanism

In terms of the requirements of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has a vigil mechanism to deal with instances of fraud and mismanagement, if any, including reporting instances of leak of UPSI or suspected leak of UPSI by employees, anti-bribery & anti-corruption and taking appropriate actions on such reporting. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company. The details of the vigil mechanism are displayed on the website of the Company <https://www.vishnuchemicals.com/investors/#Policies>

Prevention of Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, the Company has adopted the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives along with Code of Fair Disclosures and a copy of the same are available on company's website <https://www.vishnuchemicals.com/investors/#Policies>.

Environment, Health and Safety

The Company considers it is essential to protect the Earth and limited natural resources as well as the health and wellbeing of every person especially employees' workers of the Company.

The Company strives to achieve safety, health and environmental excellence in all aspects of its business activities. Acting responsibly with a focus on safety, health and the environment to be part of the Company's DNA.

In line with the 'Go Green' philosophy, the Company is continuously adopting new techniques to eliminate and minimise the environmental impact. Various projects have been implemented by the Company to use alternate sources of energy wherever possible.

The Company does not just talk about 'Sustainability', it follows in true letter and spirit; Sustainability is about how VCL operates. VCL strives to promote Circular Economy and deliver Societal Value. VCL's approach is to innovate, collaborate and educate communities.

Our aim is to build a more mature and sustainable safety culture that will allow us to increase our productivity and operational discipline and facilitate highly competitive organic growth.

Occupational health is a key aspect of VCL's safety activities. Currently, there are several health programmes initiated at each site and location, including global health days with dedicated initiatives.

Process safety is an integral part of our mission to operate in the safest manner possible by increasing the efficiency and reliability of our operations.

Prevention of Sexual Harassment ('POSH')

In order to comply with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace. All women employees permanent, temporary or contractual are covered under the above policy. The said policy has been circulated to all employees by hosting on notice board and a copy of the same has been uploaded on the website of the

BOARD'S REPORT (CONTD.)

Company. An Internal Complaint Committee (ICC) has been set up in compliance with the said Act. To build awareness in this area, the Company has been conducting awareness sessions during induction. During the year under review, no complaints pertaining to sexual harassment of women employees were reported.

Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2024 is available on the Company's website on www.vishnuchemicals.com

Corporate Governance

A detailed report on Corporate Governance forms part of this Report as 'Annexure H'. The Secretarial Auditors of the Company have examined the Company's compliance and have certified the same as required under the Listing Regulations. A copy of the certificate on corporate governance is reproduced in this Annual Report.

Business Responsibility and Sustainability Report

The 'Business Responsibility and Sustainability Report' (BRSR) of your Company for the year ended March 31, 2024 forms part of this Annual Report as required under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as 'Annexure I'.

Transfer of Unpaid and Unclaimed amounts to Investor Education and Protection Fund (IEPF)

As per section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and subsequent amendments thereto ("the Rules"), all shares in respect of which

dividends has not been paid or claimed for seven consecutive years or more shall be transferred to Investor Education and Protection Fund (IEPF).

In line with the aforesaid provisions, during the year, unclaimed interim dividend declared for the 2015-16 along with the underlying shares on which dividend has not been claimed for seven consecutive years have been transferred to IEPF.

The procedure for claiming such unclaimed dividend/ shares from IEPF has been made available on website of the Company https://vishnuchemicals.com/wp-content/uploads/2022/12/VCL_Procedure-for-claiming-shares-unclaimed-dividend.pdf. Also, the List of shareholders whose shares have been transferred to IEPF is available on the website of the Company <https://vishnuchemicals.com/investors/#1571301753648-def2a8d8-e177>

Significant and material orders passed by the regulators or courts

During the year under review, there were no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

Insolvency and Bankruptcy

The Company has neither made any applications nor there are any proceedings pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.

Acknowledgements

The Directors wish to place on record their appreciation for the continued support and co-operation by Financial Institutions, Banks, Customers, Suppliers, Government Authorities and other stakeholders. Your Directors also acknowledge the support extended by all the employees for their dedicated service.

For and on behalf of the Board of Directors

Sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN: 00030274

Sd/-
Ch. Manjula
Director
DIN: 01546339

Hyderabad
August 28, 2024

'ANNEXURE A'

FORM AOC. 1

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014]

(i) Part "A": Subsidiaries

S. No.	Particulars	Vishnu Barium Private Limited	Vishnu South Africa (Pty) Ltd	
Reporting period		March 31 2024		
Reporting currency and Exchange rate of subsidiaries		₹ in Lakhs	₹ in actuals	Rand in actuals/ Exchange Rate is ₹ 4.41
1	Share capital	8,727.50	60,23,880	13,51,000
2	Reserves & surplus	11,258.96	(33,93,176)	(7,55,292)
3	Total assets	34,426.52	26,35,120	5,96,708
4	Total Liabilities (Excl. share capital and R&S)	14,440.06	4,416	1,000
5	Investments	120.93	-	-
6	Turnover	21,754.49	-	-
7	Profit before taxation	1,151.89	(31,07,253)	(7,02,855)
8	Provision for taxation	441.68	-	-
9	Profit after taxation	710.21	(31,07,253)	(7,02,855)
10	Total Comprehensive income	637.65	(31,76,059)	(7,02,855)
11	Proposed Dividend			
	- Equity	Nil	Nil	Nil
	- Preference	NA	NA	NA
12	% of shareholding	100%	100%	100%

Note: Other than Vishnu South Africa (Pty) Ltd, the Company has VCHEM Global Inc. and Vishnu International Trading FZE as overseas wholly-owned subsidiaries. All the three overseas subsidiaries are yet to commence their operations.

(ii) Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on March 31, 2024.

For and on behalf of the Board of Directors

Sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN: 00030274

Sd/-
Ch. Manjula
Director
DIN: 01546339

Hyderabad
August 28, 2024

Sd/-
Mahesh Bhattar
Chief Financial Officer

Sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M.No.: FCS8466

'ANNEXURE B'

Secretarial Audit Report

For the Period from 01.04.2023 to 31.03.2024

(Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended)

To

The Board of Directors,
M/s. Vishnu Barium Private Limited
H.No. 8-2-293/82/F/23-C,
Plot No. 23, Road No. 8 Film Nagar,
Jubilee Hills, Hyderabad,
Telangana-500096

We have conducted the Secretarial Audit on the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Vishnu Barium Private Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in my opinion, the Company has, during the audit period from 01.04.2023 to 31.03.2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Vishnu Barium Private Limited ("**The Company**") for the Period from 01.04.2023 to 31.03.2024 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
 - ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; (**Not Applicable to the Company during audit period**)
 - iii. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder; (**Not Applicable to the Company during audit period**)
 - iv. Since the Company being unlisted material Subsidiary of the M/s. Vishnu Chemicals Limited (Listed Entity) the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ("**SEBI Act**"):
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; (**Not Applicable to the Company during audit period**)
 - b. SEBI (Prohibition of Insider Trading) Regulations, 2015. (**Not Applicable to the Company during audit period**)
 - c. The Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2009; (**Not Applicable to the Company during audit period**)
 - d. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014. (**Not Applicable to the Company during audit period**)
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. (**Not Applicable to the Company during audit period**)
 - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. (**Not Applicable to the Company during audit period**)
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. (**Not Applicable to the Company during audit period**)
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. (**Not Applicable to the Company during audit period**)
 - i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. (**Not Applicable to the Company during audit period**)
 - v. The Payment of Wages Act, 1936
 - vi. Minimum Wages Act, 1948
 - vii. Employees Provident Fund And Misc. Provisions Act, 1952

2. We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:
 - Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
 - Service of documents by the Company on its Directors, Members, Auditors.
 - Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
 - Approvals of the Members, the Board of Directors and the government authorities, wherever required;
 - Payment of remuneration and reappointment of Directors including the Managing Director and Whole-time Directors,

'ANNEXURE B' (CONTD.)

- viii. Employees State Insurance Act, 1948
 - ix. Payment of Gratuity Act, 1972
 - x. Employee's Compensation Act, 1923
 - xi. Contract Labour (Regulation & Abolition) Act, 1970
 - xii. Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
 - xiii. Income Tax Act, 1961
 - xiv. GST Acts and Rules made thereunder
 - xv. The Insurance Act, 1938 as amended.
 - xvi. The Factories Act, 1948 and Andhra Pradesh Factories Rules, 1980
 - xvii. Water (Prevention & Control of Pollution) Act 1974 and rules there under
 - xviii. Air (Prevention & Control of Pollution) Act 1981 and rules there under
 - xix. The Environment (Protection) Act, 1986
 - xx. Hazardous and Other Wastes (Management & Trans boundary Movement) Rules, 2016
 - xxi. Customs Act, 1962
 - xxii. The Boilers Act, 1923 and Indian Boilers Regulations-1950
 - xxiii. The Petroleum Act, 1934 and Petroleum Rules, 2002
- We have also examined compliance with the applicable clauses of
- xxiv. Secretarial Standards issued by The Institute of Company Secretaries of India.
 - xxv. The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited - **Not Applicable**.

2. We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:
 - Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
 - Service of documents by the Company on its Directors, Members, Auditors.
 - Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
 - Approvals of the Members, the Board of Directors and the government authorities, wherever required;
 - Payment of remuneration and reappointment of Directors including the Managing Director and Whole-time Directors,

- Appointment and remuneration of Statutory Auditor, Cost Auditor and Secretarial Auditor.
 - Borrowings and registration, modification and satisfaction of charges wherever applicable;
 - Format of Balance Sheet and statement of profit and loss is as per Schedule III of the Companies Act, 2013.
 - Report of the Board of Directors;
 - The Directors have complied with the disclosure requirements in respect of their eligibility of appointment;
3. We further report that there was no prosecution initiated and no fines or penalties were imposed during the period under review under the Companies Act, Depositories Act, and Rules, Regulations and Guidelines framed there under on the Company or on its Directors and Officers.
 4. We Further Report That:
 - The Company is regular in payment of gratuity as per the rules of the Payment of Gratuity Act, 1972 and has provided 100% provision in the books of accounts.
 - The Company has filed return as per the Factories Act, 1948.
 - The Company has renewed the Insurance Policy under Employees State Insurance Act, 1948
 5. We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines
 6. We further Report that during the audit period the Company has:
 - No Public /Right/Preferential Issue of Shares/Sweat Equity etc.,
 - No Redemption/Buy-back of Securities;
 - No Major decision taken by the members in pursuance of Section 180 of the companies Act, 2013 relating to business expansion.
 - No Merger/Amalgamation/Reconstruction, etc.,
 - No Foreign Technical Collaborations;
 - VCHEM Trading FZE, Dubai was incorporated as wholly owned subsidiary company

'ANNEXURE B' (CONTD.)

- Ramadas Minerals Private Limited was acquired during the year.
- Converted unsecured loan into 0.01 % Non-Cumulative Optionally Convertible Debentures during the period under review

For L.D.Reddy & Co.,
Company Secretaries

Sd/-

L. Dhanamjay Reddy
(Proprietor)
M.No.13104
CP No.3752
UDIN: A013104F000396355
PR:1262/2021

Date: May 18, 2024
Place: Hyderabad

'ANNEXURE'

To
The Board of Directors,
M/s. Vishnu Barium Private Limited
H.No. 8-2-293/82/F/23-C,
Plot No. 23, Road No. 8 Film Nagar,
Jubilee Hills, Hyderabad,
Telangana-500096

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification said was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For L.D.Reddy & Co.,
Company Secretaries

Sd/-

L. Dhanamjay Reddy
(Proprietor)
M.No.13104
CP No.3752
UDIN: A013104F000396355
PR:1262/2021

Date: May 18, 2024
Place: Hyderabad

'ANNEXURE C'

Disclosure of Managerial Remuneration

[Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

S.No	Requirements	Disclosure	
		Name of the Director	Ratio (in x times)
1	The ratio of the remuneration of each Director to the median remuneration of all the employees of the Company for the financial year.	Mr.Ch. Krishna Murthy	36 times
		Mr. Ch. Siddartha	13.5 times
		Mrs. Ch. Manjula*	-
		Mr. Tirthankar Mitra*	-
		Mr. Chetan Shah*	-
		Mr. V Vimalanand*	-
		Mrs. Sita Vanka*	-

*Non-Executive Directors are not paid any remuneration or commission except sitting fee.

**The median remuneration of all the employees of the Company was ₹ 5.34 Lakhs p.a.

S.No	Requirements	Disclosure	
		Name	% increase in Remuneration
2	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year;	Mr.Ch. Krishna Murthy	Nil
		Mr. Ch. Siddartha	Nil
		Mr. Mahesh Bhattar	27%
		Ms. Vibha Shinde	17%
3	The percentage increase in the median remuneration of employees in the financial year;	During 2023-24, the percentage increase in the median remuneration of employees is 27%	
4	The number of permanent employees on the rolls of company;	There were 464 employees as on March 31, 2024	
5	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;	The average percentile increase already made in the salaries of employees is 20%	

6. Affirmation: It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other senior employees is as per the Remuneration Policy of the Company.

For and on behalf of the Board of Directors

Sd/-

Ch. Krishna Murthy
Chairman & Managing Director
DIN: 00030274

Sd/-

Ch. Manjula
Director
DIN: 01546339

Hyderabad
August 28, 2024

'ANNEXURE D'

FORM NO.MR-3 Secretarial Audit Report

For the Period from April 01, 2023 to March 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members
M/s. Vishnu Chemicals Limited
H.No. 8-2-293/82/F/23-C, Plot No. 23,
Road No. 8, Film Nagar, Jubilee Hills,
Hyderabad TG 500096

We have conducted the Secretarial Audit on the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Vishnu Chemicals Limited** (hereinafter called "**the Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in my opinion, the Company has, during the audit period from April 01, 2023 to March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Vishnu Chemicals Limited ("the Company")** for the period from April 01, 2023 to March 31, 2024 according to the provisions of:
 - i. The Companies Act, 2013 (the Act) and the Rules made thereunder;
 - ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
 - iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
 - iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;
 - v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act');

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. SEBI (Prohibition of Insider Trading) Regulations, 2015
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (**Not applicable to the Company during the audit period**)
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the Company during the audit period**).
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the Company during the audit period**)
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (**Not applicable to the Company during the audit period**).
- i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- vi. The Payment of Wages Act, 1936
- vii. Minimum Wages Act, 1948
- viii. Employees Provident Fund and Misc. Provisions Act, 1952
- ix. Employees State Insurance Act, 1948

'ANNEXURE D' (CONTD.)

- x. Payment of Gratuity Act, 1972
- xi. Employee's Compensation Act, 1923
- xii. Contract Labour (Regulation & Abolition) Act, 1970
- xiii. Equal Remuneration Act 1976
- xiv. The Payment of Bonus Act, 1965
- xv. Maternity Benefit Act 1961
- xvi. Employment Exchange (Compulsory Notification of Vacancies) Act, 1959
- xvii. Telangana Shops And Establishments Act, 1988
- xviii. Income Tax Act, 1961
- xix. GST Acts and Rules made thereunder
- xx. The Insurance Act, 1938, as amended
- xxi. The Factories Act, 1948
- xxii. Water (Prevention & Control of Pollution) Act, 1974 and rules there under
- xxiii. Air (Prevention & Control of Pollution) Act, 1981 and rules there under
- xxiv. The Environment (Protection) Act, 1986
- xxv. Hazardous and Other Wastes (Management & Trans boundary Movement) Rules, 2016.
- xxvi. Customs Act, 1962
- xxvii. The Boilers Act, 1923 and Indian Boilers Regulations, 1950
- xxviii. The Petroleum Act, 1934 and Petroleum Rules, 2002
- xxix. The Sexual Harassment of Women at Workplace Act -2013

We have also examined compliance with the applicable clauses of

- xxx. Secretarial Standards issued by The Institute of Company Secretaries of India.
 - xxxi. the Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited.
2. We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:
 - Closure of the Register of Members.
 - Forms, returns, documents and resolutions required to be filed with the Registrar of Companies;

- Service of documents by the Company on its Directors, Members, Auditors etc.
- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;
- Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- Appointment and remuneration of Statutory Auditor, Cost Auditor and Secretarial Auditor.
- Borrowings and registration, modification and satisfaction of charges wherever applicable;
- Format of Balance Sheet and statement of profit and loss is as per Schedule III of the Companies Act, 2013
- Report of the Board of Directors;
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Senior Management;

We further report that there was no prosecution initiated and no fines or penalties were imposed during the period under review under the Companies Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed thereunder against the Company or its Directors and Officers.

3. We Further Report That:

- The Company is regular in payment of gratuity as per the rules of the Payment of Gratuity Act, 1972 and has provided 100% provision in the books of accounts.
- The Company has filed return as per the Factories Act, 1948.
- The Company is regular in publishing Audited and Unaudited Financial Results.
- The Company has renewed the Insurance Policy under Employees State Insurance Act, 1948.

'ANNEXURE D' (CONTD.)

- The Company has filed return under Employment Exchange Act/Rules.
 - The Company has renewed the Policy with LIC for Gratuity under Payment of Gratuity Act, 1972.
4. We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.
5. We further Report that during the audit Period the Company has
- No Public/Right/Preferential Issue of Shares/ Debentures/Sweat Equity etc.,
 - No Redemption/Buy-back of Securities;
 - No major decision taken by the members in pursuance of Section 180 of the Companies Act, 2013;
 - No Merger/Amalgamation/Reconstruction, etc.,
 - No Foreign Technical Collaborations;
 - Allotment of Equity Shares under Qualified Institutions Placement ("QIP")
 - Vishnu International Trading FZE, Dubai and VCHEM Global Inc, Texas companies were incorporated as wholly owned subsidiary companies.

For L.D.Reddy & Co.,
Company Secretaries

Sd/-
L. Dhanamjay Reddy
(Proprietor)
M.No.13104
CP No.3752
UDIN: A013104F000396311
PR:1262/2021

Date: May 18, 2024
Place: Hyderabad

'ANNEXURE'

To
The Members
M/s. Vishnu Chemicals Limited
H.No. 8-2-293/82/F/23-C, Plot No. 23,
Road No. 8, Film Nagar, Jubilee Hills,
Hyderabad TG 500096 IN.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The said verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For L.D.Reddy & Co.,
Company Secretaries

Sd/-
L. Dhanamjay Reddy
(Proprietor)
M.No.13104
CP No.3752
UDIN: A013104F000396311
PR:1262/2021

Date: May 18, 2024
Place: Hyderabad

'ANNEXURE E'

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

A. Conservation of energy

(i) Steps taken or impact on conservation of energy:

Insulation of all heat exchanging equipment resulted in better utilization for steam efficiency

(ii) Steps taken by the Company for utilizing alternate sources of energy:

During the year under review the Company did not take any steps for utilizing alternate sources of energy.

(iii) The capital investment on energy conservation equipments:

There was no capital investment on energy conservation equipment during the year

B. Technology absorption

(i) The efforts made towards technology absorption:

- Installation of additional recuperator in the preheater building.
- The process of using solid waste raw material substitute in the authorised industries has increased the dispatch of solid waste
- Establishment of the new process section for Sodium dichromate
- Commissioning of Effluent treatment plant.

(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

During the year under review, the Company was able to achieve following benefits as a result of product improvement, cost reduction, product development or import substitution:

- Improvement in environmental conditions due to reduction in the dust emissions.
- Recovery and recycle of waste will help in improvement of the Company's Environmental Management systems rating
- Reduction in consumption of fresh water due to increase in usage of recycled water.

(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-

- the details of technology imported;
- the year of import;
- whether the technology been fully absorbed;
- if not fully absorbed, areas where absorption has not taken place, and the reasons thereof;

Not applicable as there was no import of technology during the last three years

(iv) Expenditure on R&D:

During the year the Company has not made any expenditure on research & development.

C. Foreign exchange earnings & outgo:

	(₹ In Lakhs)	
	2023-24	2022-23
Total Foreign Exchange used and earned in terms of actual inflows and actual outflow:		
Used / Outflow	24,016.16	16,634.19
Earned / Inflow	44,463.27	59,197.42

For and on behalf of the Board of Directors

Sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN: 00030274

Sd/-
Ch. Manjula
Director
DIN: 01546339

Hyderabad
August 28, 2024

'ANNEXURE F'

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

- There are no contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 which are not at arm's length basis.
- During the financial year the Company has not entered in to any material contracts or arrangements. However, the following transactions are entered in term of section 188(1) of the Companies Act, 2013 at arm's length basis:

S. No.	Name (s) of the related party & nature of relationship	Nature of contracts/ arrangements/ transaction	Duration of the contracts/ arrangements/ transaction	Salient terms of the contracts or arrangements or transaction including the value, if any	Date of approval by the Board	Amount paid as advances, if any
1	Mr. Ch. Krishna Murthy, Managing Director of the Company	The Company has taken building on lease.	Duration of the agreement is ten years i.e. from July 01, 2017 till June 30, 2027	Lease rent is ₹ 3.70 Lakhs per month, which is prevailing market rate and the same shall be enhanced by 15% once in every three years.	November 08, 2019	Nil
2	Mrs. Ch. Manjula, Director of the Company	The Company took land admeasuring Ac.3.00 cents on lease	Duration of the agreement is five years i.e. from September 24, 2020 till September 23, 2025	Lease rent is ₹ 0.60 Lakhs per annum, which is prevailing market rate and the same shall be enhanced by 10% once in every three years.	August 14, 2020	Nil
3	Vishnu Life Sciences Limited (VLS), Where Mr. Ch. Siddartha, Joint Managing Director and Mrs. Ch. Manjula, Director are Directors and Mr. Ch. Siddartha holds more than 2%	Availing of R & D services for development of chemical products	Ongoing	The said procurement is availed at consideration of ₹ 5.00 Lakhs per product and it shall be at prevailing market price and the aggregate value of the transactions shall not exceed ₹ 1000.00 Lakhs during any financial year.	August 06, 2022	Nil
4	Vishnu Life Sciences Limited (VLS), Where Mr. Ch. Siddartha, Joint Managing Director and Mrs. Ch. Manjula, Director are Directors and Mr. Ch. Siddartha holds more than 2%	Availing of R & D services for development of chemical products	Ongoing	The said procurement of product shall be at prevailing market price	February 10, 2023	Nil

Note:

- All related party transactions entered during the year were at arm's length basis.
- Appropriate approvals have been taken from the Audit Committee and the Board for the related party transactions entered by the Company and advances paid have been adjusted against bills, wherever applicable.
- Omnibus approval of the Audit Committee is obtained for related party transactions which are of repetitive in nature entered in ordinary course of business and on arm's length basis. The transactions entered into pursuant to the omnibus approval are reviewed by the Audit Committee on quarterly basis.

For and on behalf of the Board of Directors

Sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN: 00030274

Sd/-
Ch. Manjula
Director
DIN: 01546339

Hyderabad
August 28, 2024

'ANNEXURE G'

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

1. Brief outline on CSR Policy of the Company:

Corporate Social Responsibility reflects the strong commitment of the Company to improve the quality of life of the workforce and their families and also the community and society at large. The Company believes in undertaking business in a way that will lead to overall development of all stakeholders and society.

This policy shall apply to all CSR initiatives and activities taken up at the various work-center and locations of Vishnu Chemicals Limited (VCL), for the benefit of different segments of the society. The objective of the Company is:

- To ensure an increased commitment at all levels in the organisation, to operate its business in an economically, socially & environmentally sustainable manner, while recognising the interests of all its stakeholders.
- To directly or indirectly take up programmes that benefit the communities in & around its Work Centre and results, over a period of time, in enhancing the quality of life & economic wellbeing of the local people.
- To generate, through its CSR initiatives, a goodwill for the Company and help reinforce a positive & socially responsible image of the Company as a corporate entity.

2. The Composition of CSR Committee:

The Corporate Social Responsibility Committee ('CSR Committee') of the Board of Directors of the Company comprises of the Directors as indicated below:

S. No.	Name of the Director	Designation/ Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mr. Chetan Shah	Chairman, Independent Director	2	2
2	Mr. Ch. Krishna Murthy	Member, Managing Director	2	2
3	Mrs. Ch. Manjula	Member, Non-Executive Director	2	2

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

CSR Policy: <https://www.vishnuchemicals.com/investors/#Policies>

Composition of the Committee: https://vishnuchemicals.com/wp-content/uploads/2024/02/Board_Composition-as-on-12022024.pdf

The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Details of the CSR policy and projects or programs undertaken by the Company are available on links given below: <https://www.vishnuchemicals.com/company/csr/>

4. Executive summary along with web links(s) of Impact assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.

Not Applicable.

5. (a) Average net profit of the Company as per section 135(5): ₹ 9,366.55 lakhs
- (b) Two percent of average net profit of the Company as per section 135(5): ₹ 187.33 Lakhs
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: Nil
- (d) Amount required to be set off for the financial year, if any: ₹ 187.33 Lakhs
- (e) Total CSR obligation for the financial year (5b+5c-5d): Nil
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project) : ₹ 73.41 Lakhs
- (b) Amount spent in Administrative overheads : Nil
- (c) Amount spent on Impact Assessment, if applicable: Not Applicable
- (d) Total amount spent for the Financial Year [6a+6b+6c]: ₹ 73.41 Lakhs

'ANNEXURE G' (CONTD.)

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (₹ in Lakhs)	Amount Unspent (₹ in Lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
73.41	Nil	-	-	Nil	-

(f) Excess amount for set off, if any

S. No.	Particulars	₹ in Lakhs
(i)	Two percent of average net profit of the Company as per section 135(5)	187.33
(ii)	Total amount spent for the Financial Year	73.41
(iii)	Excess amount spent for the financial year [(ii)-(i)]*	73.41
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]*	73.41

*CSR obligation of ₹ 187.33 Lakhs for the 2023-24 has been adjusted against the excess CSR spent during the previous financial year i.e. ₹ 270.77 Lakhs for 2021-22. Hence, the total amount of ₹ 73.41 Lakhs spent during the financial year 2023-24 will be carried forward along with ₹ 303.15 Lakhs (i.e., ₹ 83.44 Lakhs pertaining to 2021-22 and ₹ 219.71 Lakhs pertaining to 2022-23) for set off in succeeding financial years thereby the overall cumulative excess CSR available for set-off as on March 31, 2024 is ₹ 379.56 Lakhs.

7. Details of Unspent CSR amount for the preceding three financial years: Nil

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): Not Applicable

For and on behalf of the Board of Directors

Sd/-
Hyderabad
August 28, 2024

Sd/-
Chetan Shah
Chairman-CSR Committee
DIN:08038633

Sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN:00030274

'ANNEXURE H'

REPORT ON CORPORATE GOVERNANCE

Company's philosophy on corporate governance

The Corporate Governance framework of the Company is based on an effective Independent Board of Directors and management team. Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all the stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

The above philosophy of corporate governance entails that our governance process is devised in such a manner as to meet aspirations of our stakeholders and expectations of the society.

We are constantly striving to adopt emerging best practices in corporate governance. It is our endeavor to achieve higher standards and provide oversight and guidance to management in strategy implementation and risk management and fulfillment of stated goals and objectives.

Board and its Composition:

Your Board comprises optimal combination of Independent as well as Non-executive Directors having in-depth knowledge of the business of the industry. The size and composition of the Board conforms to the requirements of the Corporate Governance code under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the brief profiles of the Directors are placed on the Company's website.

S. No	Name of the Director & DIN	Category of Directorship	Attendance at Board Meeting		No. of Directorships in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	Number of memberships/ chairpersonship in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)		Whether present at the previous AGM
			Held	Attended		Chairperson	Member	
1	Mr. Ch. Krishna Murthy DIN: 00030274	Promoter and CMD	6	6	1	0	1	Yes
2	Mrs. Ch. Manjula DIN: 01546339	Promoter and NED	6	4	1	1	1	Yes
3	Mr. Ch. Siddhartha DIN: 01250728	Promoter and JMD	6	6	1	0	2	No
4	Mr. Tirthankar Mitra DIN: 02675454	NED & ID	6	6	1	0	2	Yes
5	Mr. Chetan Navinchandra Shah DIN: 08038633	NED & ID	6	6	2	1	3	Yes
6	Mr. V. Vimalanand DIN: 02693721	NED & ID	6	5	1	0	1	Yes
7	Mrs. Sita Vanka DIN: 07016012	NED & ID	6	5	1	0	0	Yes

Notes:

- Chairman & Managing Director (CMD), Joint Managing Director (JMD), Non-Executive Director (NED) and Independent Director (ID)
@ During the 2023-24, Mr. Chetan Shah was an Independent Director of a listed company Focus Lighting and Fixtures Limited and none of the other Directors were Directors of other listed companies.

Board Procedure

For seamless scheduling of Meetings, the calendar of Meetings of the Board and Committees is circulated and agreed upon at the beginning of the year.

The Company Secretary tracks and monitors the Board and Committee proceedings to ensure that the terms of reference are adhered to, decisions are properly recorded in the minutes. The terms of reference are amended and updated from time to time in order to keep the functions and role of the Board and

Committees at par with the changing statutes/ regulations. Meeting effectiveness is ensured through clear agenda, circulation of material in advance, detailed presentations at the meetings and tracking of action taken reports at every meeting.

Additionally, based on the agenda, meetings are attended by members of the senior leadership as invitees, which bring in the requisite accountability and also provide developmental inputs.

The Board plays a critical role in the strategy development of the Company. To enable the Board to discharge its responsibilities

'ANNEXURE H' (CONTD.)

effectively and take informed decisions, the Managing Director & Joint Managing Director apprises the Board on the overall performance of the Company every quarter.

The Board periodically reviews the strategy, annual business plan, business performance of the Company and its key subsidiary, quality, customer centricity, capital expenditure budgets and risk management, safety and environment matters. Amongst other things, the Board also reviews the compliance reports of the laws applicable to the Company, internal financial controls and financial reporting systems, minutes of the Board Meetings of the Company's subsidiary companies, adoption of quarterly/half-yearly/annual results, minutes of the Meetings of the Audit and other Committees of the Board.

In addition to the information required under Regulation 17(7) read with Part A of Schedule II of the Listing Regulations, which is required to be placed before the Board, the Board is also apprised of major events and approvals obtained from time to time, if necessary.

Board Meetings

The Board met six (6) times during 2023-24 as detailed hereunder. The gap between two meetings did not exceed one hundred and twenty days and the meetings were conducted in compliance with all applicable laws. The necessary quorum was present for all the Board Meetings. During the financial year, the facility of Video Conference (VC) was enabled for all the Board meetings.

Date of the Meeting	Board Strength	No. of Directors Present
May 03, 2023	7	7
August 14, 2023	7	6
October 05, 2023	7	4
November 08, 2023	7	7
February 12, 2024	7	7
March 26, 2024	7	7

During 2023-24, information as mentioned in Part A of Schedule II of the Listing Regulations, has been placed before the Board for its consideration. The Board periodically reviews the compliance reports of all laws applicable to the Company.

Disclosure of relationship between directors inter-se

Mr. Ch. Krishna Murthy, Mrs. Ch. Manjula and Mr. Ch. Siddhartha are relatives of each other in terms of Section 2(77) of the Companies Act, 2013 and none of the other Directors has any relationship with each other.

Shares held by Non-Executive Directors

Mrs. Ch. Manjula, Promoter and Non-Executive Director, holds 80,70,240 equity shares of ₹ 2/- each (12.31%) and 52,71,250 7% Cumulative Redeemable Preference Shares of ₹ 10/- each (CRPS) (6.88%) of the Company as on March 31, 2024; Mr. Chetan Shah, Independent Director, holds 22,000 (0.03%) through his spouse and none of the other non-executive directors hold any shares in the Company.

Appointment/Re-appointment of Directors

As required under Regulation 26(4) and Regulation 36(3) of the Listing Regulations and Secretarial Standards – 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), particulars of Directors seeking appointment/ re-appointment at this AGM are given in the Notice of the AGM which forms part of this Annual Report.

Web-link where details of familiarisation programmes imparted to Independent Directors:

<https://vishnuchemicals.com/wp-content/uploads/2024/02/Familiarization-Program-for-IDs.pdf>

Board skills / expertise / competencies

Your Board aims to be comprised of Directors with the appropriate mix of skills, experience, expertise and diversity relevant to the Company's business and the Board's responsibilities. The skills matrix adopted by the Board vis-à-vis the skills / expertise / competencies of respective directors are as under:

Board of Directors	Industry expertise (Chemical Manufacturing and Development)	Sales, Marketing and Market Strategy	Executive leadership and Board experience	Strategy & Risk Management	Corporate Governance	Expertise in financial matters	Health, safety, environment and sustainability	M&A/ Capital Markets
Mr. Ch. Krishna Murthy	✓	✓	✓	✓	✓	✓	✓	✓
Mrs. Ch. Manjula	✓	-	✓	-	✓	-	✓	-
Mr. Ch. Siddhartha	✓	✓	✓	✓	✓	✓	✓	✓
Mr. Tirthankar Mitra	✓	✓	✓	✓	✓	✓	✓	-
Mr. Chetan Navinchandra Shah	-	✓	✓	✓	✓	✓	✓	✓
Mr. V. Vimalanand	-	-	✓	✓	✓	-	✓	-
Mrs. Sita Vanka	-	-	✓	-	✓	-	✓	-

'ANNEXURE H' (CONTD.)

Independence of Directors

The Company has received a declaration from the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act read with Regulation 16(1)(b) of the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstances or situations which exist or may be reasonably anticipated that could impair or impact their ability to discharge their duties.

In the opinion of the Board, the Independent Directors fulfill the conditions of independence specified in the Act and the Listing Regulations and are independent of the management. Further, the Independent Directors of the Company have included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014. A formal letter of appointment to Independent Directors as provided in Companies Act, 2013 has been issued and uploaded on website of the Company viz. https://vishnuchemicals.com/wp-content/uploads/2022/12/Terms-and-conditions-of-appointment-of-independent-directors_with-annexures.pdf

As per Regulation 17A of the Listing Regulations, Independent Directors of the Company do not serve as an Independent Director in more than seven listed companies. Further, the Executive Directors of the Company do not serve as Independent Directors in any other listed entity.

During the year 2023-24, one meeting of the Independent Directors was held on May 03, 2023. The Independent Directors, inter-alia, reviewed the performance of Non-Independent Directors, Board as a whole and Chairman of the Company, taking into account the views of Executive Directors and Non-Executive Directors.

Code of conduct

The Board has laid down Code of Conduct for its Directors and Senior Management of the Company. The text of the Code of Conduct is uploaded on the website of the Company at <https://vishnuchemicals.com/wp-content/uploads/2021/03/Code-of-Conduct-updated-12022021.pdf>

The Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended March 31, 2024. The Annual Report of the Company contains a Certificate duly signed by the Chairman & Managing Director in this regard.

Committees of the Board

The Board of Directors has constituted Board Committees to deal with specific areas and activities which concern the Company

and requires a closer review. The Board Committees are formed with approval of the Board and function under their respective Charters. These Committees play an important role in the overall Management of day-to-day affairs and governance of the Company. The Board Committees meet at regular intervals and take necessary steps to perform its duties entrusted by the Board. The Minutes of the Committee Meetings are placed before the Board for noting.

The Company has seven Board Level Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Finance Committee
7. Investment Committee

Audit Committee

The Audit Committee's role is to assist the Board fulfill its Corporate Governance and overseeing responsibilities in relation to the Company's financial reporting process carried out by the Management, internal control system, risk management system and internal and external audit functions.

The Audit Committee functions according to its Charter/Terms of Reference that defines its composition, authority, responsibilities and reporting functions. All the items listed in Section 177 of the Act and Regulation 18(3) read with Part C of Schedule II of the Listing Regulations are covered in its terms of reference.

Terms of Reference

The Audit Committee of the Company is responsible for supervising the Company's internal controls and financial reporting process and inter alia, performs the following functions:

- Oversight of the Company's financial reporting process and disclosure of its financial information;
- Review of the Company's accounting policies, internal accounting controls, financial and such other matters;
- Review the functioning of Whistleblower Mechanism of the Company which shall include the Vigil Mechanism for Directors and employees to report genuine concerns in the prescribed manner;
- Discuss and review, with the management and auditors, the annual/quarterly Financial Statements before submission to the Board;

'ANNEXURE H' (CONTD.)

- Hold timely discussions with external auditors regarding critical accounting policies and practices, significant reporting issues and judgements made, nature and scope of audit;
- Evaluate auditors' performance, qualification, independence and effectiveness of audit process;
- Recommend to the Board, the appointment, re-appointment, removal of the external auditors, fixation of audit fees and also approval for payment of audit and non-audit services;
- Scrutinise inter-corporate loans and investments, and review the utilisation of loans and/or advances from/investment by the holding company in the subsidiary;
- Reviewing the adequacy of internal control system, internal audit function and risk management function;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Provide guidance to the Compliance Officer for setting forth policies and implementation of Code of Conduct for Prevention of Insider Trading, Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, atleast once in a financial year and verifying that the systems for Internal Controls are adequate and are operating effectively;
- Review the significant related party transactions;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Reviewing the utilisation of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding rupees 100 Cr or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances / investments existing as on the date of coming into force of this provision.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Further pursuant to Regulation 18(2)(c) of the Listing Regulations, the Audit Committee is empowered to investigate any activity

within its terms of reference, seek information it requires from any employee, obtain outside legal or other Independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

During the financial year under review, Audit Committee met four (4) times i.e. on May 03, 2023, August 14, 2023, November 08, 2023 and February 12, 2024. Composition and attendance of directors is as under:

S. No.	Name of the Audit Committee Member	No. of meetings held	No. of meetings attended
1	Mr. Chetan Shah, C&D	4	4
2	Mr. Tirthankar Mitra, ID	4	4
3	Mr. Ch. Siddhartha, JMD	4	4
4	Mr. V. Vimalanand, ID	4	4

Note:

C - Chairperson, ID - Independent Director, JMD - Joint Managing Director

Throughout the year the composition of the Committee is in conformity with Section 177 of the Act read with rules made thereunder and Regulation 18(1) of the Listing Regulations. The Audit Committee consists of Independent Directors and Joint Managing Director as members and all the members of the Committee are financially literate and Mr. Chetan Shah, Chairman of the Committee, being a graduate in Commerce & Economics and an experience of over three decades in Finance has expertise in accounting and financial management. The Company Secretary of the Company is secretary to the Committee. Internal Auditors, Statutory Auditors, Secretarial Auditors and Cost Auditors are invited for Audit Committee meetings on need basis.

Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee (NRC) covers the areas as prescribed under Section 178 of the Act and Regulation 19 of Listing Regulations, besides other terms as referred by the Board of Directors and include formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration for the directors, key managerial personnel and other senior employees; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on diversity of Board of Directors; identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board their appointment, removal and noting their cessation; recommending to the Board on extension or continuation of the terms of appointment of the independent

'ANNEXURE H' (CONTD.)

directors; recommend to the board, all remuneration, in whatever form, payable to senior management; and carrying out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

During the financial year under review, Nomination and Remuneration Committee met One (1) time i.e. on May 03, 2023. Composition and attendance of directors is as under:

S. No.	Name of NRC Member	No. of meetings held	No. of meetings attended
1	Mr. Tirthankar Mitra, C&ID	1	1
2	Mr. Ch. Manjula, NED	1	1
3	Mr. Chetan Shah, ID	1	1
4	Mr. V. Vimalanand, ID	1	1

Note:

C – Chairperson, ID - Independent Director, NED – Non-Executive Director

Throughout the year the composition of the Committee is in conformity with Section 178 of the Act and Regulation 19 of the Listing Regulations. The Company Secretary of the Company is secretary to the Committee.

The minutes of the meetings of the Nomination and Remuneration Committee are circulated to all the members of the Committee. As per section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairperson of the Committee, Mr. Tirthankar Mitra was present at the 30th Annual General Meeting of the Company held on August 11, 2023.

Performance evaluation criteria for Independent Directors

The performance evaluation of the Independent Directors was carried out by the entire Board. The criteria for performance evaluation are as follows:

- Qualifications: Professional qualifications;
- Experience: Experience relevant to the entity;
- Knowledge and Competency:
 - How the person fares for effective functioning of the entity and the Board; and
 - Whether the person has sufficient understanding and knowledge of the entity and fulfilment of the independence criteria as specified in these regulations and their independence from the management;

- Fulfilment of functions: Whether the person understands and fulfils the functions assigned to him/her as by the Board and the law;
- Ability to function as a team: Whether the person is able to function as an effective team- member;
- Initiative: Whether the person actively takes initiative with respect to various areas;
- Availability and attendance: Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay;
- Commitment: Whether the person is adequately committed to the Board and the entity;
- Contribution: Whether the person contributed effectively to the entity and in the Board meetings;
- Integrity: Whether the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.);
- Independence: Whether person is independent from the entity and the Management and there is no conflict of interest; and
- Independent views and judgment: Whether the person exercises his/ her own judgment and voices opinion freely.

Remuneration Policy

The Nomination and Remuneration policy of your Company is a comprehensive policy which is competitive, in line with the industry practices and rewards good performance of the employees of the Company. The objective of the Company's remuneration policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognising the interests of Company's stakeholders.

The Non-Executive Directors (NED) are remunerated by way of sitting fee for each meeting attended and are also reimbursed out of pocket expenses incurred by them in connection with the attendance of the Company's Meetings. A copy of the Nomination & Remuneration Policy is available on the website of the Company <https://vishnuchemicals.com/wp-content/uploads/2023/02/NRC-Policy-dt-09022018-updated-on-10022023.pdf>

Directors' Remuneration

The details of remuneration to the Directors for the financial year ended March 31, 2024

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i) For Executive Directors:

The elements of remuneration package of Managing Directors are as under:

Particulars	₹ in Lakhs	
	Mr. Ch. Krishna Murthy Managing Director	Mr. Ch. Siddhartha Joint Managing Director
Salary (Including perquisites)	192.00	67.68
Commission	0	0
Contribution to Provident Fund and Superannuation Fund	0	4.32
Other Benefits	0	0
Total	192.00	72.00

Managing Director & Joint Managing Director are under contract of employment with the Company with three months' notice period. There is no severance fee payable to the Executive Directors. The Company does not have any stock option scheme.

ii) For Non-Executive Directors:

The sitting fee is paid to the Non-Executive Directors for attending the Board meeting is ₹ 40,000/-; ₹ 40,000/- for attending Audit Committee meeting; and no sitting fee is paid for Nomination & Remuneration Committee, CSR Committee and Stakeholders Relationship Committee and other Committee meetings. Apart from sitting fee, Non-Executive Directors are entitled to claim reimbursement of out of pocket expenses incurred for the purpose of attending various meetings and no remuneration/ commission is paid to the Non-Executive Directors during the financial year 2023-24 and the Company does not have any stock option scheme.

₹ in lakhs)	
Non-executive Directors	Sitting Fees
Mrs. Ch. Manjula	1.60
Mr. Tirthankar Mitra	4.00
Mr. Chetan Shah	4.00
Mr. V. Vimalanand	3.60
Mrs. Sita Vanka	2.00
Total	15.20

Stakeholders' Relationship Committee

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders.

The terms of reference of the SRC are as under:

- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares/debentures, non-receipt of annual report, non-receipt of

declared dividends, issue of new/ duplicate certificates, general meetings etc;

- Reviewing details of transfer of unclaimed dividend/ securities to the Investor Education and Protection Fund;
- Reviewing the transfer, transmission, dematerialisation of securities;
- Reviewing measures taken for effective exercise of voting rights by shareholders;
- Reviewing adherence to the service standards in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Reviewing various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- To approve issue of duplicate certificates.

During the financial year under review, SRC met four (4) times i.e. on May 03, 2023, August 14, 2023, November 08, 2023 and February 12, 2024. Composition and attendance of directors is as under:

S. No.	Name of the SRC Member	No. of meetings held	No. of meetings attended
1	Mrs. Ch. Manjula, C & NED	4	3
2	Mr. Ch. Krishna Murthy, CMD	4	4
3	Mr. Ch. Siddhartha, JMD	4	4
4	Mr. Tirthankar Mitra, NED&ID	4	4

Note:

C – Chairperson, ID - Independent Director, NED – Non-Executive Director, CMD – Chairman and Managing Director, JMD – Joint Managing Director.

Status of Investor Complaints

The status of Investor Complaints as on March 31, 2024 as reported under Regulation 13(3) of the Listing Regulations is as under:

Number of shareholders complaints pending at beginning of the year	NIL
Number of shareholders complaints received during the year	NIL
Number of complaints solved to the satisfaction of the shareholders	NIL
Number of pending complaints	NIL

Corporate Social Responsibility Committee

The Committee oversees, inter-alia, corporate social responsibility and other related matters as may be referred by the Board of Directors and discharges the roles as prescribed under Section 135 of the Act which includes formulating and recommending to the

'ANNEXURE H' (CONTD.)

Board, a Corporate Social Responsibility (CSR) Policy indicating the activities to be undertaken by the Company in conformity with Schedule VII of the Companies Act, 2013 and the Rules thereof; recommending the amount of expenditure to be incurred along with annual action plan; and monitoring the CSR Policy of the Company. During the year under review, the Committee met twice i.e. on May 03, 2023 and February 12, 2024. Composition of CSR Committee and attendance thereof is as under:

S. No.	Name of CSR Member	No. of meetings held	No. of meetings attended
1	Mr. Chetan Shah, C&ID	2	2
2	Mr. Ch. Krishna Murthy, CMD	2	2
3	Mrs. Ch. Manjula, NED	2	2

Note:

C – Chairperson, ID - Independent Director, NED – Non-Executive Director, CMD – Chairman and Managing Director

Risk Management Committee

The Risk Management Committee ('RMC') is constituted and functions as per Regulation 21 read with Part D of Schedule II of the SEBI Listing Regulations to frame, implement and monitor the risk management plan for the Company. The Committee had formulated a Risk Management Policy for dealing with different kinds of risks which it faces in day-to-day operations of the Company. Risk Management Policy of the Company outlines different kinds of risks and risk mitigating measures to be adopted by the Board. The Company has adequate internal control systems and procedures to combat risks. The Risk management procedures are reviewed by the Audit Committee and the Board of Directors on a quarterly basis at the time of review of the Quarterly Financial Results of the Company.

The terms of reference of RMC are as under:

- To formulate a detailed risk management policy which shall include:
 - A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
 - Measures for risk mitigation including systems and processes for internal control of identified risks.
 - Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

During the financial year under review, Risk Management Committee met two (2) times i.e., on July 24, 2023 and January 20, 2024. Composition and attendance of the members of RMC is as under:

S. No.	Name of the RMC Member	No. of meetings held	No. of meetings attended
1	Mr. Ch. Krishna Murthy, C & CMD	2	1
2	Mr. Ch. Siddartha, JMD	2	2
3	Mr. Tirthankar Mitra, NED&ID	2	1
4	Mrs. Ch. Manjula, NED	2	1
5	Mr. CPC Kamalakara Rao, D(O)	2	0
6	Mr. T. Ramakrishna, D(C&C)	2	2
7	Mr. Mahesh Bhattar, CFO	2	2

Notes:

- C – Chairperson, ID - Independent Director, NED – Non-Executive Director, CMD – Chairman and Managing Director, JMD – Joint Managing Director, D(O)- Director(Operations), D(C&C)- Director(Commercial & Corporate Affairs), CFO- Chief Financial Officer.

Throughout the year the composition of the Committee is in conformity with SEBI LODR Regulations, 2015. The RMC consists of Directors and Senior Management of the Company as members. Mr. Ch. Krishna Murthy, Managing Director is the Chairman of the Committee; Mr. T. Ramakrishna, Director (Commercial & Corporate Affairs) of the Company is designated as Chief Risk Officer and the Company Secretary of the Company is the Secretary to the Committee.

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Finance Committee

Mr. Ch. Krishna Murthy, Chairman & Managing Director, Mrs. Ch. Manjula, Non-Executive Director and Mr. Ch. Siddartha, Joint Managing Director are the members of the Committee. During the year under review, the Committee met five (5) times i.e. on April 04, 2023, April 28, 2023, July 24, 2023, February 22, 2024 and March 19, 2024. The Committee was constituted, inter alia, to exercise the powers specified in clauses (d) to (f) of sub-section (3) of section 179 of the Companies Act, 2013.

Investment Committee

Mr. Ch. Krishna Murthy, Chairman & Managing Director, Mr. Ch. Siddartha, Joint Managing Director and Mr. Chetan Shah, Independent Director are the members of the Committee. The Committee was constituted on May 03, 2023, inter alia, to exercise the powers specified in clauses (d) to (f) of sub-section (3) of section 179 of the Companies Act, 2013 w.r.t enter into transaction with the Company's related party including but not limited to its subsidiaries and associates entities, wherein, the Company may transfer its resources to such related party in permitted form and manner including (a) granting of loan, (b) giving guarantee, (c) subscribing to the share capital, convertible instrument and/or debt instrument of such related party as maybe deem fit in adherence to the provisions Section 186 and 188 of the Companies Act, 2013 and SEBI Listing Regulations. During the year, no meetings were held by the Committee.

Compliance Officer

Ms. Vibha Shinde, Company Secretary & Compliance Officer, is the Compliance Officer for complying with the requirements of the Securities Laws. She acts as the Secretary to all the mandatory sub-committees of the Board.

General Body Meetings

- Location, time and venue where last three Annual General Meetings held:

Financial Year	Date & Time of AGM	Venue of AGM
2022-23	Friday, August 11, 2023 at 11.00 AM (IST)	Held via two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') deemed venue is the registered office situated at Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 096

2021-22	Friday, July 15, 2022 at 2.30 P.M. (IST)	Held via two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') deemed venue is the registered office situated at Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 096
2020-21	Monday, July 12, 2021 at 11.00 A.M (IST)	Held via two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') deemed venue is the registered office situated at Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 096

- The details of Special Resolution(s) passed at the last three Annual General Meetings are as follows:

In 30th AGM held on August 11, 2023	<ul style="list-style-type: none"> To approve re-appointment of Mr. Veeramachaneni Vimalanand (DIN: 02693721) as an Independent Director of the Company.
In 29th AGM held on July 15, 2022	<ul style="list-style-type: none"> To appoint Mr. Veeramachaneni Vimalanand (DIN:02683721) as an Independent Director of the Company. To appoint Mrs. Sita Vanka (DIN:07016012) as an Independent Director of the Company. To approve re-appointment of Mr. Tirthankar Mitra (DIN: 02675454) as an Independent Director of the Company. To approve re-appointment of Mr. Chetan Navinchandra Shah (DIN:08038633) as an Independent Director of the Company. To approve increase in remuneration of Mr. Ch. Krishna Murthy (DIN:00030274), Managing Director of the Company. To approve variation of terms of 7,66,37,500 7% Cumulative Redeemable Preference Shares of the Company
In 28th AGM held on July 12, 2021	<ul style="list-style-type: none"> To re-appoint Mr. Siddartha Cherukuri (DIN: 01250728) as a Joint Managing Director of the Company for a further term of five years.

- During the year, no resolutions were passed through postal ballot.
- During the financial year there were no Extraordinary General Meetings held.

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Means of communication

Financials Calendar (Tentative):

- Unaudited results for 1st quarter of next Financial Year – by August 14, 2024
- Unaudited results for 2nd quarter of next Financial Year – by November 14, 2024
- Unaudited results for 3rd quarter of next Financial Year – by February 14, 2025
- Audited results for next Financial Year – by May 29, 2025

The quarterly unaudited results and annual audited results are published in Financial Express and in the regional newspaper – Nava Telangana and are displayed on the website of the Company www.vishnuchemicals.com. Official press releases and official media releases, if any, are sent to Stock Exchanges and are uploaded on the website of the Company along with the presentations made to institutional investors or to analysts, if any.

The Management Discussion and Analysis Report forms part of the Board's Report.

General shareholder information

Annual General Meeting:

- Day & Date - Friday, September 27, 2024 at 11.00 AM (IST)
- Venue - In accordance with the General Circular No. 14, 17 & 20 dated April 08, 2020, April 13, 2020 & May 05, 2020 respectively, issued by the MCA read with Circular no. 09/2023 dated September 25, 2023, amendments thereof, the AGM will be held through Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM')
- Financial Year - 2023-24 (April 01, 2023 to March 31, 2024)
- Record Date - Not applicable
- Date of Book Closure - September 21, 2024 to September 27, 2024 (both days inclusive)
- Date of Dividend Payment - On or before October 27, 2024
- Dividend for the last three years - 2022-23 : 20%
2021-22 : 20%
2020-21 : 10%

Name and address of Stock Exchanges where the shares of the Company are listed

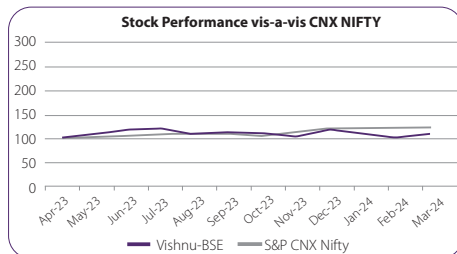
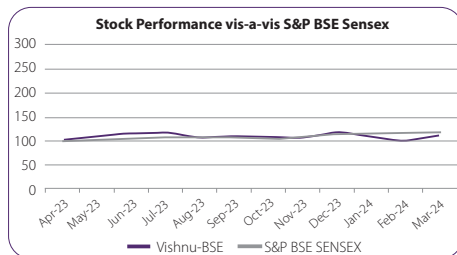
BSE Limited	National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers	India Limited
Dalal Street	Exchange Plaza
Mumbai- 400 001	Bandra Kurla Complex
	Bandra (E), Mumbai - 400 051

BSE Limited - Scrip Code: 516072
National Stock Exchange of India Limited - VISHNU
ISIN for the Equity Shares - INE270I01022

The Company has paid listing fee to both Stock Exchanges for the financial year 2023-24.

Monthly high and low of Company's shares on BSE Limited & National Stock Exchange of India Limited during the financial year 2023-24

Month	BSE		NSE	
	High Price	Low Price	High Price	Low Price
Apr-23	313.30	271.20	313.65	270.00
May-23	333.90	287.15	333.70	290.00
Jun-23	377.05	318.25	377.75	318.55
Jul-23	385.30	324.75	385.50	324.90
Aug-23	377.30	303.65	377.35	302.00
Sep-23	370.05	322.05	370.00	323.20
Oct-23	348.50	302.80	348.35	302.30
Nov-23	337.25	309.00	337.80	305.45
Dec-23	371.00	307.05	372.00	306.95
Jan-24	361.50	310.10	361.55	309.10
Feb-24	327.95	287.75	327.00	284.75
Mar-24	321.50	247.95	321.00	247.00



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Share Transfer System

The requests received for deletion of name, transmission of shares, split and issue of duplicate share certificates are processed and dispatched to the shareholders within a maximum period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. All the valid deletion of name, transmission of shares, split and issue of duplicate share certificates are approved by Stakeholders Relationship Committee.

The shares of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation. During the year, the Company obtained a certificate from a Company Secretary in Practice, certifying that all certificates for transfer, transmission, subdivision, consolidation, renewal, exchange and deletion of names, were issued as required under Regulation 40(9) of the SEBI (LODR) Regulations, 2015. These certificates were duly filed with the Stock Exchanges.

Members may also refer to Frequently Asked Questions ("FAQs") on Company's Website <https://www.vishnuchemicals.com/investors/#1571313077497-a1a918a7-6e88>

Dematerialisation of shares and liquidity

6,52,58,495 (NSDL: 4,28,92,145; CDSL: 2,23,66,350) equity shares are in demat form i.e. 99.59% of the total paid-up capital of the Company and the shares of the Company are traded on BSE and NSE. The Company had entered into agreements with National Securities

Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders can dematerialise their shares with either of the Depositories. Shareholders who continue to hold shares in physical form are requested to dematerialise their shares at the earliest and avail the benefits of dealing in shares in demat form. For convenience of shareholders, the process of getting the shares dematerialised is uploaded on website of the Company www.vishnuchemicals.com.

Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Procedure for the same is as under:

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14 through their registered email id. The said forms can be downloaded from the Company's website at <https://vishnuchemicals.com/investors/#1571313077497-a1a918a7-6e88> or <https://www.bigshareonline.com/Resources.aspx> Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form and to the Registrar at bsshyd1@bigshareonline.com in case the shares are held in physical form, quoting your folio no.

Distribution of Shareholding (in ₹) as on March 31, 2024:

Shareholding of Nominal in ₹	Number of Shareholders	Percentage of total shareholders	Share Amount in ₹	Percentage of total share capital
Upto 5000	29,120	97.20	1,09,90,668	8.39
5001-10000	427	1.43	30,75,052	2.35
10000-20000	199	0.66	29,03,710	2.21
20001-30000	65	0.22	16,58,538	1.26
30001-40000	23	0.08	8,34,226	0.64
40001-50000	31	0.10	14,11,966	1.08
50001-100000	45	0.15	31,03,134	2.37
100001-131054390	49	0.16	10,70,77,096	81.70
TOTAL	29,959	100.00	13,10,54,390	100.00

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Pattern of Shareholding as on March 31, 2024:

Category	No. of Shares	% of shareholding
Promoters	4,47,97,530	68.36
Other Entities of the Promoter Group	-	-
Proprietary Firm	500	0.00
Mutual Funds and UTI	29,85,009	4.56
Banks, Financial Institutions, States and Central Government	-	-
Insurance Companies	17,67,759	2.70
Foreign Institutional Investors and Foreign Portfolio Investors - Corporate	1,39,366	0.22
NRI's / OCB's / Foreign Nationals	5,86,131	0.89
Corporate Bodies / Trust	20,97,703	3.20
Indian Public and Others	1,24,55,740	19.01
Alternate Investment Fund	72,000	0.11
IEPF account	5,76,925	0.88
Clearing Members	48,532	0.07
Grand Total	6,55,27,195	100

Address for correspondence from shareholders:

Regd. & Corporate Office of the Company:

H.No. 8-2-293/82/F/23-C, Plot No. 23,
Road No. 8, Film Nagar, Jubilee Hills,
Hyderabad, Telangana - 500096
Phone: 040 23396817/ 23327723/29
Mail id: vishnu@vishnuchemicals.com
Website: www.vishnuchemicals.com

Registrar and Share Transfer Agents:

Bigshare Services Private Limited
306, Right Wing, 3rd Floor, Amrutha Ville,
Opp.Yashoda Hospital, Somajiguda,
Rajbhavan Road, Hyderabad – 500082, India
Phone No: 040 401 44582
Mail id: bsshyd1@bigshareonline.com
Web: www.bigshareonline.com

Plant Locations:

Kazipally Plant:

Survey No.15, Gaddapotharam
Medak District, Telangana - 502319

Vizag Plant:

Plot No.29, J.N.Pharma City, IOCL Road,
Visakhapatnam (Dist.), Andhra Pradesh – 531019

Bhilai Plant:

Survey No.18-26, Nandini Road,
Bhilai, Chattishgarh - 490026

Other disclosures

- Corporate governance requirements as specified in Regulation 17 to 27 and clauses (b) to (j) of sub-regulation (2) of regulation 46 have been complied with. For details please verify the Annual Corporate Governance Report uploaded on the Stock Exchanges and a copy of the same is made available on website of the Company www.vishnuchemicals.com.
- Disclosure on materially significant related party transactions: There were no materially significant related party transactions which may have potential conflict with the interests of the Company. The Company maintains a Register of Contracts containing the transactions, if any in which the directors are interested and same is placed before the Board. The transactions with related parties as covered under Indian Accounting Standard are disclosed in Note 39 forming

part of the financial statements. Web-link for the Policy on dealing with related party transactions is <https://www.vishnuchemicals.com/investors/#Policies>

Further during the year there were no transactions with the entities belonging to the promoter or promoter group which holds 10% or more shareholding in the Company.

- Since the Company has not issued any debt instruments and has not had any fixed deposit programme or any scheme or proposal that involves mobilisation of funds, disclosure of credit rating is not applicable.
- Disclosure of non-compliance by company:

There were no strictures or penalties imposed on the Company by either Stock Exchanges or SEBI or any Statutory Authority for non-compliance on any matter related to Capital Market during the last three years.

'ANNEXURE H' (CONTD.)

- Whistle Blower Policy/ Vigil mechanism:

In terms of the requirements of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the vigil mechanism are displayed on the website of the Company. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company and no personnel have been denied access to audit committee in this regard.

- Details of material subsidiary:

The Company has one material unlisted Indian Subsidiary i.e. Vishnu Barium Private Limited (VBPL) w.e.f. April 01, 2019 which was incorporated on May 29, 2001 at Andhra Pradesh. The minutes of the meetings of the subsidiaries are placed at the meetings of the Board of Directors of the Company. Quarterly and Annual Financial Statements of subsidiaries are reviewed by Audit Committee and the Board of Directors. M/s. Jampani & Associates, Chartered Accountants (FRN-016581S) were appointed as the Statutory Auditors of VBPL at its 20th Annual General Meeting held on July 12, 2021.

Web-link for the policy for determining 'material' subsidiaries is <https://www.vishnuchemicals.com/investors/#Policies>

- Loans and advances in the nature of loans to firms/companies in which directors are interested:

The details w.r.t loans and advances in the nature of loans to firms/companies in which directors are interested are disclosed in Note 39 forming part of the financial statements.

- Details of utilisation of funds raised through qualified institutions placement:

During the year under review the Company raised funds aggregating to Rs 200 crores through Qualified Institutional Placement. All the proceeds from QIP Issue have been utilized appropriately for the objectives mentioned in the offer document.

- Commodity price risk or foreign exchange risk and hedging activities:

The Company is subject to commodity price risks due to fluctuation in prices of raw material and packing material. Also, Company's payables and receivables are partly in foreign currencies and due to fluctuations in foreign exchange rates, it is subject to Currency risks. The risks are tracked and monitored on a regular basis and mitigation strategies are adopted in line

with the risk management framework. However, the Company being a net forex earner the risk of commodity and currency is mitigated via natural hedge.

- Acceptance of recommendations of Committees by the Board of Directors: In terms of the Listing Regulations, there have been no instances during the year when the recommendations of any of the Committees were not accepted by the Board.

- Fees paid to M/s. Jampani & Associates, Statutory Auditors and all entities in the network firm of the Statutory Auditors:

During 2023-24, a total fee of ₹ 36.01 lakhs was paid by the Company and its subsidiaries, on a consolidated basis, for all services to M/s. Jampani & Associates, Statutory Auditors and all entities in the network firm/network entity of which they are part.

Services	VCL	VBPL	Total
Statutory Audit Fee	15.00	6.50	21.50
For taxation matters & Tax Audit fee	4.00	1.00	5.00
Other services	8.70	0.70	9.40
Reimbursement of expenses	-	0.11	0.11
Total	27.70	8.31	36.01

- Risk Management:

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimisation procedures. The Audit Committee and the Board of Directors review these procedures periodically. Detailed report on Risk Management forms part of the Board's Report.

- Code of Conduct for Directors and members of Senior Management:

The Company adopted a Code of Conduct for its Directors and members of senior management. The Code has also been posted on the Company's website. The Chairman & Managing Director has given a declaration that all the Directors and members of senior management have affirmed compliance with the Code of Conduct.

- CEO/CFO Certification:

A certificate duly signed by Chairman & Managing Director and CFO relating to financial statements and internal control systems for financial reporting as per the format provided in Regulation 17(8) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 was placed before the Board and was taken on record. A copy of the same is provided in this Annual Report.

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- o. PCS Certificate
Mr. L. Dhanamjaya Reddy, Practicing Company Secretary, proprietor of M/s. L.D.Reddy & Co., Company Secretaries, Hyderabad has certified that none of the directors on the board of the Company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. A copy of certificate received from him is enclosed to this report.
- p. Auditor's Certificate on Corporate Governance:
As required by Schedule V of the Listing Regulations, a certificate from the Practicing Company Secretary is enclosed as Annexure to the Board's Report.
- q. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:
The Company has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under and has constituted Internal Complaints Committee (ICC) under the said Act. No complaint has been received by the ICC, during the year.
- r. The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations.
- s. Disclosure with respect to demat suspense account/unclaimed suspense account:
 - i. Aggregate number of shareholders and the outstanding shares lying in the suspense account at the beginning of the year - Nil.
 - ii. Number of shareholders who approached listed entity for transfer of shares from suspense account during the year – Nil
 - iii. Number of shareholders to whom shares were transferred from suspense account during the year – Nil
 - iv. Aggregate number of shareholders and the outstanding shares lying in the suspense account at the end of the year – Nil
 - v. That the voting rights on these shares, if any shall remain frozen till the rightful owner of such shares claims the shares.

For and on behalf of the Board of Directors

Sd/-	Sd/-
Ch. Krishna Murthy	Ch. Manjula
Chairman & Managing Director	Director
DIN: 00030274	DIN: 01546339

Hyderabad
August 28, 2024

CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members
Vishnu Chemicals Limited
H. No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8 Film Nagar,
Jubilee hills Hyderabad TG 500096 IN

We have examined the compliance of the conditions of Corporate Governance by Vishnu Chemicals Limited for the year ended on March 31, 2024 as stipulated under Regulations 17 to 27, Clauses (b) to (i) of sub-regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

The Compliance of the Conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedure and implementation thereof, as adopted by the Company for ensuring compliance with conditions of corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations, made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the Covid -19 pandemic, we certify that the Company has complied with the conditions of corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2024.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For L.D.Reddy & Co.,
Company Secretaries

Sd/-
L. Dhanamjaya Reddy
(Proprietor)
M. No. 13104
CP No.3752
PR:1262/2021
UDIN No: A013104F000396179

Date: May 18, 2024
Place: Hyderabad

DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and senior management personnel of the Company. The code of conduct has also been posted on the website of the Company <https://vishnuchemicals.com/wp-content/uploads/2021/03/Code-of-Conduct-updated-12022021.pdf>. It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on March 31, 2024 as envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For Vishnu Chemicals Limited

Sd/-
Ch. Krishna Murthy
Chairman & Managing Director
Din:00030274

Place: Hyderabad
Date: May 25, 2024

CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

To,
The Members
Vishnu Chemicals Limited
H. No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8 Film Nagar,
Jubilee hills Hyderabad TG 500096 IN

SUB: Certificate under Schedule V(C)(10)(i) of SEBI (Listing Obligations and Disclosure Requirements), 2015

I, L. Dhanamjaya Reddy, Practicing Company Secretary, proprietor of L.D.Reddy & Co., Company Secretaries, have examined the Company and Registrar of Companies records, books and papers of Vishnu Chemicals Limited (CIN: L85200TG1993PLC046359) having its Registered office at H. No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8 Film Nagar, Jubilee Hills, Hyderabad - 500096, Telangana State, India (the Company) as required to be maintained under the Companies Act, 2013, SEBI Regulations, other applicable rules and regulations made thereunder for the financial year ended on March 31, 2024.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations and representation furnished to me by the Company, its officers and agents, we certify that none of the following Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority as on March 31, 2024:

List of Director of the Company as on March 31, 2024:

S. No.	DIN	Full Name	Designation
1	00030274	Mr. Krishna Murthy Cherukuri	Chairman & Managing Director
2	01250728	Mr. Siddartha Cherukuri	Joint Managing Director
3	01546339	Mrs. Manjula Cherukuri	Non- Executive Director
4	02675454	Mr. Tirthankar Mitra	Independent Director
5	08038633	Mr. Chetan Navinchandra Shah	Independent Director
6	02693721	Mr. Veeramachaneni Vimalanand	Independent Director
7	07016012	Mrs. Sita Vanka	Independent Director

For L.D.Reddy & C o.,
Company Secretaries

Sd/-
L. Dhanamjay Reddy
(Proprietor)
CP.No.3752
UDIN: A013104F000396168

Date: May 18, 2024
Place: Hyderabad

CEO & CFO COMPLIANCE CERTIFICATE

[Under Regulation 17(8) of SEBI (LODR) Regulations, 2015]

To
The Board of Directors
Vishnu Chemicals Limited
Hyderabad

- A. We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2024 and that to the best of our knowledge and belief:
- (1) the statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) the statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
- D. We have indicated to the auditors and the Audit Committee:
- (1) There were no significant changes in internal control over financial reporting during the year;
 - (2) There were no significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and
 - (3) There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN: 00030274

Place: Hyderabad
Date: May 25, 2024

Sd/-
Mahesh Bhatler
Chief Financial Officer

ANNEXURE I

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I. Details of the Listed Entity

- Corporate Identity Number (CIN) of the listed entity: L85200TG1993PLC046359
- Name of the listed entity: Vishnu Chemicals Limited
- Year of incorporation: 1993
- Registered office address: H.No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad - 500 096, Telangana
- Corporate address: H.No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad - 500 096, Telangana
- E-mail: investors@vishnuchemicals.com
- Telephone: 040-23396817/23327723/29
- Website: https://vishnuchemicals.com/
- Financial year for which reporting is being done: April 01, 2023 to March 31, 2024
- Name of the Stock Exchange(s) where shares are listed: The Company's equity shares are listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
- Paid-up capital: ₹ 89,74,29,390/-
- Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report

S No.	Particulars	Details
1	Name	Mr. Ch. Krishna Murthy
2	Designation	Chairman & Managing Director
3	Telephone No	+91-40-23396817
4	E-mail id	investors@vishnuchemicals.com

- Reporting boundary: Standalone
- Name of assurance provider: Not Applicable
- Type of assurance obtained: Not Applicable

II. Products/Services

- Details of business activities (accounting for 90% of the turnover):

S. No.	Description of main activity	Description of business activity	% of turnover of the entity
1	Manufacturing of specialty chemicals	Specialty chemicals	99

- Products/Services sold by the entity (accounting for 90% of the entity's turnover):

S. No.	Product/service	NIC Code	% of total turnover contributed
1	Chromium chemicals	20119	99

III. Operations

- Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	3	2	5
International	0	0	0

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

- Markets served by the entity:

- Number of locations

Location	Number
National (No. of states)	15
International (No. of countries)	50+ countries

- What is the contribution of exports as a percentage of the total turnover of the entity?

Exports Turnover is 45.81%

- A brief on types of customers

Vishnu Chemicals boasts a diverse customer base, with its customers serving as pillars of strength and contributing to its growth and success. As a dedicated chemical manufacturer, the Company has established itself as a reliable supplier for global companies across various sectors, including pharmaceuticals, consumer goods, and industrial markets such as glass, pigments and dyes, leather, automobiles, and wood preservatives, among others.

IV. Employees

- Details as at the end of financial year:

- Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Employees						
1.	Permanent (D)	321	314	98%	7	2%
2.	Other than Permanent (E)	-	-	-	-	-
3.	Total employees (D + E)	321	314	98%	7	2%
Workers						
4.	Permanent (F)	143	133	93%	10	7%
5.	Other than Permanent (G)	557	539	97%	18	3%
6.	Total workers (F + G)	700	672	96%	28	4%

- Differently abled employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
Differently abled employees						
1.	Permanent (D)					
2.	Other than Permanent (E)					
3.	Total differently abled employees (D + E)			Nil		
Differently abled workers						
4.	Permanent (F)					
5.	Other than permanent (G)					
6.	Total differently abled workers (F + G)			Nil		

- Participation/inclusion/ representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	7	2	29%
Key Management Personnel	4	1	25%

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

22. Turnover rate for permanent employees and workers

Category	2023-24			2022-23			2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent employees	4%	0	4%	6%	1%	7%	8%	2%	10%
Permanent workers	2.5%	0	2.5%	4%	0	4%	2%	0	2%

V. Holding, subsidiary and associate companies (including joint ventures)

23. Names of holding/subsidiary/associate companies/joint ventures

S. No.	Name of the holding/subsidiary/associate companies/ joint ventures (A)	Indicate whether holding/subsidiary/ associate/joint venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Vishnu Barium Private Limited	Indian Subsidiary	100%	No
2	Vishnu South Africa (Pty) Limited	Foreign Subsidiary	100%	No
3	VCHEM Global Inc.	Foreign Subsidiary	100%	No
4	Vishnu International Trading FZE	Foreign Subsidiary	100%	No

VI. CSR details

24. (i) Whether CSR is applicable as per Section 135 of Companies Act, 2013: Yes
 (ii) Turnover: ₹ 10,107,8.54 Lakhs
 (iii) Net worth: ₹ 6,169,4.71 Lakhs

VII. Transparency and disclosures compliances

25. Complaints/grievances on any of the nine principles under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance redressal mechanism in place (Yes/No) (If yes, then provide web-link for grievance redress policy)	2023-24			2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes. https://vishnuchemicals.com/investors/#Policies	Nil	Nil	-	Nil	Nil	-
Investors (other than shareholders)		Nil	Nil	-	Nil	Nil	-
Shareholders		Nil	Nil	-	1	Nil	-
Employees and workers		Nil	Nil	-	Nil	Nil	-
Customers		Nil	Nil	-	Nil	Nil	-
Value chain partners		Nil	Nil	-	Nil	Nil	-
Others (please specify)		Nil	Nil	-	Nil	Nil	-

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

26. Overview of the entity's material responsible business conduct issues:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	Approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	Health and safety of employees and all stakeholders	Risk & opportunity	Aims to achieve an eco- friendly organisation and maintain sustainable practices	Vishnu Chemicals' facilities are equipped with modern machinery and operate using sustainable practices	Nil
2	Waste management	Opportunity	Strives to reduce, reuse and recycle the waste generated	The Company continuously improves its waste management monitoring framework. Waste is sent to authorised waste management agencies, where it is further recycled for reuse.	Reduce waste management expenses
3	Grievance redressal mechanism	Opportunity	Endeavours to redress the grievances of shareholders in a time-bound manner	Vishnu Chemicals has a grievance mechanism in place, along with a whistleblower policy	Nil
4	Ethics and governance	Opportunity	Aims to attract and retain talent through good governance	The Company follows a zero tolerance policy for statutory non-compliance . It also undertakes continuous monitoring, reporting and corrective/preventive actions, as and when required.	<ul style="list-style-type: none"> These mitigation practices help Vishnu Chemicals with de-risking facilities, healthy work environment which brings better productivity. Adherence to regulatory compliance, attract customers, and grow business

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

Disclosure questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web link of the policies, if available	https://vishnuchemicals.com/investors/#Policies								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes, the Company has implemented its policies into actionable procedures.								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/ certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	ISO 9001, Authorised Economic Operator for Imports & Exports, Two Star Export House of India, Quality Circle Forum of India, Federation of Telangana Chamber of Commerce & Industry, and International Chromium Development Association								

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

Disclosure questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The Company collaborates with subject-matter experts and actively pursues a sustainability improvement agenda.								
6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.	Not Applicable								

Governance, leadership and oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG-related challenges, targets and achievements: Vishnu Chemicals is dedicated to conserve the environment and ensure the health and safety of its employees and all stakeholders. The Company's teams regularly conduct awareness programmes and train employees on sustainability practices. The Company's sustainability philosophy is rooted in individual action and collective responsibility.									
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy(ies).	Ch. Krishna Murthy (Chairman & Managing Director)								
9. Does the entity have a specified committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	No, Vishnu Chemicals does not have a specific Committee. The Company's Board of Directors and Senior Leadership team reviews the business responsibility performance periodically as part of the overall management review.								
10. Details of Review of NGRBCs by the Company:									

Subject for review	Review by Director/Committee of the Board/Any Other Committee									Frequency								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	As a practice, the Business Responsibility policies of Vishnu Chemicals are subjected to a periodic or need-based review by the Senior Leadership team, including the Board of Directors. During this assessment, the efficacy of the policies is reviewed and necessary changes to policies and procedures are implemented.																	
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	The Company complies with statutory requirements as applicable.																	

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9
	No. However, Vishnu Chemicals conducts a need-based review of charters and policies by the Board Committees. This review then drives the policies, projects and performance of aspects of business responsibility and sustainability.								

12. If principles are not covered by a policy, reasons to be stated:

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)									
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)	NA								
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Vishnu Chemicals policies encompass all nine principles outlined in India's National Voluntary Guidelines on the social, environmental, and economic responsibilities of business.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential Indicators

1. Percentage coverage by training and awareness programmes on any of the Principles during the financial year:

Segment	Total numbers of training and awareness programmes held	Topics/principles covered under the training and its impact	Percentage of persons of the respective category covered by awareness programmes
Board of Directors & Key Managerial Personnel	4	Industry overview, business overview, plans & budget, statutory compliances as Board Members, including their rights, roles & responsibilities, financial performance, and familiarisation with statutory provisions as a Board Member	100%
Employees other than Board of Directors and KMPs	175	Safety & health, C2 recovery plant process, existing boilers & steam lines, hazardous waste management & tracking mechanisms, and BCS & SO2 plant processes	87%
Workers	40	Instrumentation in process industries, material handling, work permit systems, and health & safety	72%

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/ judicial institutions, in the financial year:

Monetary				
NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (In ₹)	Brief of the Case	Has an Appeal been preferred? (Yes/No)
Penalty/fine				
Settlement		Nil		
Compounding fee				

Non - Monetary				
NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)	
Imprisonment				
Punishment		Nil		

3. Details of the appeal/revision preferred in cases where monetary or non-monetary action has been appealed.

Case details	Name of the regulatory/enforcement agencies/judicial institutions
No penalties or fines were reported. The Company adheres to all regulations and policies.	

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Vishnu Chemicals has established an anti-corruption and anti-bribery policy. Additionally, the Company has a Whistle-Blower Policy and Code of Conduct, both of which can be accessed at: <https://vishnuchemicals.com/investors/#Policies>

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

	2023-24	2022-23
Directors	Nil	
KMP		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest:

	2023-24		2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of conflict of interest of the Directors	Nil			
Number of complaints received in relation to issues of conflict of interest of the KMPs				

7. Details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Not Applicable

8. Number of days of accounts payables [(Accounts payable*365)/cost of goods/services procured]

	2023-24	2022-23
Number of days of accounts payable	72	54

9. Open-ness of business

Parameter	Metrics	2023-24	2022-23
Concentration of purchases	a. Purchases from trading houses as % of total purchases	79.00%	62.00%
	b. Number of trading houses where purchases are made from	65	49
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	90.81%	95.60%
Concentration of sales	a. Sales to dealers/distributors as a % of total sales	32%	37%
	b. Number of dealers/distributors to whom sales are made	8	8
	c. Sales of top 10 dealers/distributors as % of total sales to dealers/ distributors	32%	37%
Shares of RPTs in	a. Purchases (purchases with related parties/ total purchases)	3.34%	3.48%
	b. Sales (sales to related parties/total sales)	0.49%	0.24%
	c. Loans & advances (loans & advances given to related parties/ total loans & advances)	100%	100%
	d. Investments (investments in related parties/total investments made)	99.76%	97.61%

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

a. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	2023-24	2022-23	Details of improvement in environment and social impacts
R&D	Nil	Nil	a. Implemented a pilot-scale project to extract minerals from residues, demonstrating innovative resource utilization and waste reduction. b. Improved packaging and coating methods, including the reduction of stickiness in coatings, enhancing material handling and efficiency. c. Achieved a reduction in sulfur content by using alternative fuels, contributing to cleaner energy practices. d. Enhanced the recirculation of water within processes, promoting sustainable water management and conservation. e. Reduced carbon emissions by recovering greenhouses gases and reusing it for plant operations, showcasing a commitment to lowering the company's carbon footprint. f. Actively working towards reducing emissions of solid, liquid, and air pollutants, reflecting the company's dedication to environmental responsibility and pollution control.
Capex	Nil	Nil	

b. a. Does the entity have procedures in place for sustainable sourcing?

No

b. If yes, what percentage of inputs was sourced sustainably?

c. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

The Company uses plastic bags for packaging, ensuring there is no excess stock buildup during recycling. E-waste, specifically electronic panels, is disposed of through authorised recyclers. Waste undergoes neutralisation and stabilisation before being sent to authorised waste management agencies. Additionally, a portion of the waste is repurposed as raw material by authorised agencies.

d. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards?

No.

PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

1. a. Details of measures for the well-being of employees::

Category	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	314	314	100%	314	100%	Nil	Nil	Nil	Nil	Nil	
Female	07	07	100%	07	100%						
Total	321	321	100%	321	100%						

Employees not mentioned above are covered under the Employees' State Insurance Scheme.

Other than permanent employees										
Male										
Female										
Total	Nil									

Employees are covered under the Employees' State Insurance Scheme.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent employees											
Male	133	131	98%	131	98%						
Female	10	10	100%	10	100%	Nil		Nil		Nil	
Total	143	141	99%	141	99%						

Workers not mentioned above are covered under the Employees' State Insurance Scheme.

Other than permanent workers											
Male	539	88	16%	88	16%						
Female	18	4	22%	4	22%	Nil		Nil		Nil	
Total	557	92	16.5%	92	16.5%						

Other workers, not mentioned above, are covered under the Employees' State Insurance Scheme.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent).

	2023-24	2022-23
Cost incurred on well-being measures as a % of total revenue of the Company	0.04%	0.02%

2. Details of retirement benefits, for current financial year and previous financial year.

Benefits	2023-24			2022-23		
	No. of employees covered as a % of total employees	No. of Workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the Authority (Y/N/N.A.)
PF	100	100	Yes	100	100	Yes
Gratuity	100	100	Yes	100	100	Yes
ESI	0	83	Yes	0	66	Yes
Others – specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Vishnu Chemicals does not discriminate based on disabilities and believes in providing equal opportunities to all its employees.

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	NA	NA	NA	NA
Female	100%	100%	100%	100%
Total	100%	100%	100%	100%

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief

	Yes/No (if yes, then give details of mechanism in brief)
Permanent workers	Vishnu Chemicals' employees can register their complaints with their immediate manager or the concerned HR manager. Additionally, the Company has established a vigil mechanism/whistle blower policy for Directors and employees to report their concerns
Other than permanent workers	
Permanent employees	
Other than permanent employees	

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

Category	2023-24			2022-23		
	Total employees/workers in respective category (A)	No. of employees/workers in respective category, who are part of association(s) or Union (B)	% (B/A)	Total employees/workers in respective category (C)	No. of employees/workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total permanent employees						
Male						
Female						
Total permanent workers						
Male						
Female						

Not Applicable

8. Details of training given to employees and workers:

Category	2023-24					2022-23				
	Total (A)	On health and safety measures		On skills upgradation		Total (D)	On health and safety measures		On skills upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	314	314	100%	272	87%	281	220	78%	250	89%
Female	7	7	100%	7	100%	15	15	100%	15	100%
Total	321	321	100%	279	87%	296	235	79%	265	90%
Workers										
Male	672	672	100%	615	92%	762	700	92%	720	94%
Female	28	28	100%	21	75%	12	9	75%	10	83%
Total	700	700	100%	636	91%	774	709	92%	730	94%

9. Details of performance and career development reviews of employees and worker:

Category	2023-24			2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	314	314	100%	281	281	100%
Female	7	7	100%	15	15	100%
Total	321	321	100%	296	296	100%
Workers						
Male	672	672	100%	762	762	100%
Female	28	28	100%	12	12	100%
Total	700	700	100%	774	774	100%

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?

Yes, Vishnu Chemicals has deployed appropriate and adequate safety appliances across all its plant locations. Provisions for safe drinking water have been made, and Personal Protective Equipment (PPE) is available at all locations. Regular drills are conducted to ensure preparedness, training sessions on safe handling and disposal of waste are held, and regular health check-ups are organised to guarantee effective safety management.

- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

A monthly Safety Committee meeting is conducted to discuss work-related hazards, assess risks, and address them.

- c. Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Yes/No)

Yes

- d. Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/No)

Yes

11. Details of safety related incidents:

Safety incident/number	Category*	2023-24	2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million person hours worked)	Employees	Nil	
	Workers		
Total recordable work-related injuries	Employees		
	Workers		
No. of fatalities	Employees		
	Workers		
High consequence work-related injury or ill-health (excluding fatalities)	Employees		
	Workers		

*including in the contract workforce

12. Describe the measures taken by the entity to ensure a safe and healthy work place.

The Company ensures a safe and healthy workplace by imparting awareness in every shift, implementing a work permit system, promoting safety awareness, and providing PPE kits to all employees.

13. Number of complaints on the following made by employees and workers:

	2023-24			2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working conditions	Nil	Nil	-	Nil	Nil	-
Health & safety	Nil	Nil	-	Nil	Nil	-

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health & safety practices	100%
Working conditions	100%

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

Vishnu Chemicals takes corrective action whenever an incident occurs, and preventive measures are implemented to minimise any safety and health-related issues.

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders.

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity.

Vishnu Chemicals has identified its key stakeholders based on the following attributes:

- a) **Dependency:** Stakeholders who are directly dependent on the Company's activities, products, or services or on whom the Company is dependent to operate.
- b) **Responsibility:** Stakeholders are those towards whom the organisation holds legal, commercial, operational, or moral/ethical responsibilities

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

Stakeholder group	Whether identified as vulnerable & marginalised Group (Yes/No)	Channels of communication (E-mail, SMS, newspapers, pamphlets, advertisements, community meetings, notice board, website), other	Frequency of engagement (annually/half yearly/ quarterly/ others please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Shareholder/ Investor	No	General meetings, Annual Reports, press releases, newspaper, publications, conference call, e-mails, investor meetings and website	Annually/half yearly/ quarterly	Statutory and business requirements
Customer / client	No	Discussions, meetings, emails, call conferences, video conferences, relationship meetings, and website	Annually/half yearly/ yearly	Product and services quality, feedbacks, and technical service
Employees	No	E-mails, one to one interactions, performance appraisal reviews, grievances redressal mechanisms, and monthly staff meetings	As and when required	Learning opportunities and growth, fair wages and rewards, career growth, and job security
Suppliers/ Vendors	No	Meetings, contracts, e-mail, SMS, and agreements	As and when required	Material requirements, timely supplies and payments, credit worthiness, and maintaining relationships
Government/ statutory authorities	No	Communications with regulatory bodies	As and when required/ yearly	Ensure compliances with all rules and regulations
Bankers	No	Meetings, telephonic calls, e-mails, and SMS	As and when required	Terms and conditions of banks, sanction letters, and compliance requirements
Community	No	Newspaper publications, press releases, website, CSR initiatives, interviews, and social media	As and when required	Community development

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

PRINCIPLE 5: Businesses should respect and promote human rights.

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity:

Category	2023-24			2022-23		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of employees/workers covered (D)	% (D/C)
Employees						
Permanent	321	321	100%	296	296	100%
Other than permanent	Nil					
Total employees	321	321	100%	296	296	100%
Workers						
Permanent	143	143	100%	126	126	100%
Other than permanent	557	557	100%	648	648	100%
Total workers	700	700	100%	774	774	100%

2. Details of minimum wages paid to employees and workers:

Category	2023-24				2022-23			
	Total (A)	Equal to Minimum Wage		More than Minimum Wage	Total (D)	Equal to Minimum Wage		More than Minimum Wage
		No. (B)	% (B/A)			No. (C)	% (C/A)	
Employees								
Permanent	321	Nil		321	100%	296	Nil	
Male	314	Nil		314	100%	281	Nil	
Female	7	Nil		7	100%	15	Nil	
Other than permanent employees	Nil							
Male	Nil							
Female	Nil							
Workers								
Permanent	143	Nil		143	100%	126	Nil	
Male	133	Nil		133	100%	126	Nil	
Female	10	Nil		10	100%	0	0%	
Other than permanent employees	557	Nil		557	100%	648	Nil	
Male	539	Nil		539	100%	636	Nil	
Female	18	Nil		18	100%	12	100%	

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

3. Details of remuneration/salary/wages:

a. Median remuneration/ wages:

(₹ in Lakhs)

	Male		Female	
	Number	Median remuneration/salary/wages of respective category	Number	Median remuneration/ salary/wages of respective category
Board of Directors (BoD)	5	22	2	Nil
Key Managerial Personnel	3	24	1	2
Employees other than BoD and KMP	986		35	
Workers				

b. Gross wages paid to females as % of total wages paid by the entity

	2023-24	2022-23
Gross wages paid to female as % of total wages	2.87%	2.43%

4. Do you have a focal point (individual/committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes

5. Describe the internal mechanisms in place to redress grievances related to human rights issues

Grievances related to human rights can be submitted to the Human Resource Department, where employees can express their concerns regarding the issues they are facing. Their identity is protected throughout the grievance handling process.

6. Number of complaints on the following made by employees and workers:

	2023-2024			2022-2023		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual harassment	Nil					
Discrimination at workplace						
Child labour						
Forced labour/ Involuntary labour						
Wages						
Other human Rights related issues						

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

	2023-24	2022-23
Total complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees/workers		
Complaints on POSH upheld		

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.
Complaints, if any, are directly brought before the Company's Internal Committee.
9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)
Yes
10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-

11. Details of any corrective actions taken or underway to address significant risks/ concerns arising from the assessments above.
Not Applicable

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. Details of total energy consumption (in Joules or multiples) and energy intensity:

Parameter	2023-24	2022-23
From renewable sources		
Total electricity consumption (A)- (Giga Joules)	2,48,260	2,56,695
Total fuel consumption (B) (Giga joules)	39,83,635	36,39,556
Energy consumption through other sources (C)	-	-
Total energy consumed from renewable sources (A+B+C)	42,31,895	38,96,251
From non-renewable sources		
Total electricity consumption (D)	-	-
Total fuel consumption (E)	-	-
Energy consumption through other sources (F)	-	-
Total energy consumed from non-renewable sources (D+E+F)	-	-
Total energy consumed (A+B+C +D+E+F)	42,31,895	38,96,251
Energy intensity per rupee of turnover (Total energy consumed/Revenue from operations)	0.000418	0.000349
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/revenue from operations adjusted for PPP)	-	-
Energy intensity in terms of physical output	-	-
Energy intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency

No independent assessment/ evaluation/assurance have been conducted.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.
Not Applicable
3. Details of the following disclosures related to water:

Parameter	2023-24	2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	35,498	2,735
(ii) Groundwater	6,907	18,963
(iii) Third party water	5,17,563	4,86,499
(iv) Seawater/desalinated water	-	-
(v) Others	-	16,704
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	5,59,968	5,24,901
Total volume of water consumption (in kilolitres)	4,61,604	5,21,138
Water intensity per rupee of turnover (Total water consumption/revenue from operations)	0.000045	0.000046
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/ revenue from operations adjusted for PPP)	-	-
Water intensity in terms of physical output	-	-
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/ evaluation/assurance has been carried out.

4. Details related to water discharged

Parameter	2023-24	2022-23
Water discharged by destination and level of treatment (in kilolitres)		
(i) To surface water		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(ii) To groundwater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iii) To seawater		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
(iv) Sent to third-parties		
- No treatment	19,991	5,621
- With treatment – please specify level of treatment	-	-
(v) Others		
- No treatment	-	-
- With treatment – please specify level of treatment	-	-
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	19,991	5,621
Total volume of water consumption (in kilolitres)	19,991	5,621
Water intensity per rupee of turnover (Water consumed / turnover)	0.0000019	0.0000005
Water intensity (optional) – the relevant metric may be selected by the entity	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/ evaluation/assurance has been carried out.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation

Water management is an inherent part of VCL's business culture. The Company consistently strives to reduce the use of water, particularly potable water. With a primary goal of minimising effluents, the Company focusses on operational innovations such as recycling, reusing, treating/neutralising effluents, and using restored water in process operations. Vishnu Chemicals actively identifies potential water-saving projects, particularly those involving freshwater such as adopting new operational techniques to achieve Zero Liquid Discharge (ZLD), installing Effluent Treatment Plants (ETP), and implementing multiple-effect evaporators.

Currently the Company is successful in implementing these ZLD at two locations.

6. Details of air emissions (other than GHG emissions) by the entity:

Parameter	Unit	2023-24	2022-23
NOx	Mg/m ³	105.10	132.00
SOx	Mg/m ³	150.90	111.00
Particulate matter (PM)	ug/m ³	169.61	40,865.00
Persistent organic pollutants (POP)	ug/m ³	-	54.00
Volatile organic compounds(VOC)	ug/m ³	-	2.50
Hazardous air pollutants (HAP)	-	-	-
Others – please specify	-	<0.1	<0.1

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, We have certified external agency to monitor the air emissions on regular intervals.

7. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity:

Parameter	Unit	2023-24	2022-23
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	1,27,881	1,41,444
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO ₂ equivalent	65,413	56,044
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (total Scope 1 and Scope 2 GHG emissions/ revenue from operations)	-	0.000019	0.000017
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (total Scope 1 and Scope 2 GHG emissions/revenue from operations adjusted for PPP)	-	-	-
Total Scope 1 and Scope 2 emission intensity in terms of physical output	-	-	-
Total Scope 1 and Scope 2 emission intensity (optional) the relevant metric may be selected by the entity	-	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/ evaluation/assurance has been carried out.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

At one of the units, the Company has established CO₂ Gas recovery plant which is under operations.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

9. Details related to waste management by the entity:

Parameter	2023-24	2022-23
Total waste generated (in metric tonnes)		
Plastic waste (A)	7.50	20.00
E-waste (B)	0.29	0.29
Bio-medical waste (C)	-	-
Construction and demolition waste (D)	-	-
Battery waste (E)	-	-
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G) (in Mts on dry basis)	66,651.00	67,044
Other Non-hazardous waste generated (H). Please specify, if any. (break-up by composition i.e. by materials relevant to the sector)- Coal Ash (in Mts on dry basis)	4,999.82	5,829.00
Total (A+B+C+D+E+F+G+H)	71,658.61	72,893.99
Waste intensity per rupee of turnover (Total waste generated/ revenue from operations)	0.0000070	0.0000065
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/revenue from operations adjusted for PPP)	-	-
Waste intensity in terms of physical output	-	-
Waste intensity (optional) – the relevant metric may be selected by the entity	-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	-	-
(ii) Re-used	-	20
(iii) Other recovery operations	-	-
Total	-	20
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration (in Mts on wet basis)	-	-
(ii) Landfilling (in Mts on wet basis)	59,432	83,381
(iii) Other disposal operations (in Mts on wet basis)	22,494	11,060
(iv) Plastic disposal send thru Authorised re-cyclers(in Mts)	0.29	0.29
(v) Other recovery operations to use in brick manufacture units	3,920	5,829
Total	85,846.22	1,00,270.29

Dry Wt * 1.23 (Factor) gives wet weight.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No independent assessment/ evaluation/assurance has been carried out.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Units generating waste have solid waste treatment plants where the waste is treated and neutralised. This solid waste is used as byproduct by other industries and as raw material, and the remaining balance is sent to authorised waste management agencies. Additionally, waste generated from the use of raw materials like fly ash is sent to brick manufacturers, and no water or waste is discharged into public areas.

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required.

Not Applicable

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not Applicable

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances:

Vishnu Chemicals complies with all applicable environmental laws, regulations, and guidelines in India, including the Water (Prevention and Control of Pollution) Act, the Air (Prevention and Control of Pollution) Act, the Environment Protection Act, and rules thereunder, along with any other applicable legislation.

PRINCIPLE 7: Businesses when engaging in influencing public and regulatory policy, should do in a manner that is responsible and transparent.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations.
 - 5
- b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to

S. No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/ National)
1	Federation of Telangana Chamber of Commerce and Industry	State
2	Bulk Drugs Manufactures Association	State
3	Import Export Council	State
4	CHEMEXCIL	National
5	Andhra Chamber of Commerce	State

2. Provide details of corrective action taken or underway on any issues related to anti- competitive conduct by the entity, based on adverse orders from regulatory authorities.

There were no adverse orders from regulatory authorities.

PRINCIPLE 8: Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.
 - Not Applicable
2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.
 - Not Applicable
3. Describe the mechanisms to receive and redress grievances of the community.
 - Not Applicable
4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	2023-24	2022-23
Directly sourced from MSMEs/small producers	16%	16%
Directly from within India	24%	30%

BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (CONTD.)

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost

Location	2023-24	2022-23
Rural	5.50%	7.33%
Semi-urban	11.79%	12.71%
Urban	51.22%	44.52%
Metropolitan	31.49%	35.44%

(Place to be categorised as per RBI Classification System – rural semi-urban urban/ metropolitan)

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.
 - Vishnu Chemicals responds promptly to customer queries. Depending on the nature and severity of the complaint, the necessary actions are taken by the team. Complaints are acknowledged and responded to within strict timeframes.

2. Turnover of products and services as a percentage of turnover from all products/services that carry information about:

	As the percentage of total turnover
Environmental and social parameters relevant to the product	100%
Safe and responsible usage	100%
Recycling and or safe disposal	100%

3. Number of consumer complaints in respect of the following:

	2023-24		Remarks	2022-23		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of year	
Data privacy			Nil			
Advertising						
Cyber-security						
Delivery of essential services						
Restrictive Trade Practices						
Unfair trade practices						
Others						

4. Details of instances of product recalls on account of safety issues:
 - Not Applicable
5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.
 - Vishnu Chemicals adheres to the information security guidelines established by its IT team.
6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty action taken by regulatory authorities on safety of products/services.
 - The Company did not need to take any corrective actions regarding advertising, delivery of essential services, cybersecurity, or customer data privacy. There were no instances of product recalls, penalties imposed, or actions taken by regulatory authorities regarding the safety of products or services.
7. Provide the following information relating to data breaches: Nil
 - a. Number of instances of data breaches: Nil
 - b. Percentage of data breaches involving personally identifiable information of customers: Nil
 - c. Impact, if any, of the data breaches: Nil

FINANCIAL STATEMENTS

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF THE VISHNU CHEMICALS LIMITED

REPORT ON THE AUDIT OF THE STANDALONE IND AS FINANCIAL STATEMENTS

Opinion

We have audited the accompanying standalone financial statements of Vishnu Chemicals Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have

determined the matters described below to be the key audit matters to be communicated in our report.

Aspects determined as KAM

Revenue recognition being the significant component of the operations of the standalone financial statements, it was identified as the key audit matter. Revenue is required to be recognised in consonance with the relevant accounting methodology when the transfer of risks and rewards of the underlying goods are transferred to the customer.

The Company recognizes revenue in accordance with Ind AS115 "Revenue from Contracts with Customers". The core principle of the standard is that an entity should recognize revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

In accordance with the above, Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates after considering contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Audit Measures adopted to validate KAM included the following:

- Appropriateness of the revenue recognition accounting policies adopted by the company were assessed to ascertain their compliance with Ind AS 115 "Revenue from Contracts with Customers";
- Operational effectiveness of relevant controls with respect to revenue recognition were tested pursuant to the evaluation of their design.
- Substantive testing of the revenue transactions through the entire cycle was done including journal entries posted to revenue to elicit unusual transactions, if any, and also to determine efficacy of revenue recognition in the appropriate financial period;

Basis the above stated measures, no significant exceptions were noted in revenue recognition.

Emphasis of Matter

The preference shareholders of the company, who are also the promoters have given an undertaking foregoing the total 7% dividend amounting to Rs. 536.46 Lakhs, receivable by them for the financial year 2023-24 as mentioned in Note 40 of Notes to Accounts.

Our Opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management's Discussion and Analysis report as contained in the annual Board's Report including Annexures therein, Business Responsibility & Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events

INDEPENDENT AUDITOR'S REPORT (CONTD.)

or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable.
2. A. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended;
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 37.
 - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company
- iv. a. The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or not that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
- b. The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

- c. Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) by the management contain any material mis-statement.
- v. In our opinion Company has complied with section 123 of the Companies Act, 2013 with respect to dividend declared/paid during the year.
- vi. As required under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014, we report that:

Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instances of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules 2014 is applicable from April 01, 2023 reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of Audit Trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **Jampani & Associates**
Chartered Accountants
(Firm's Registration No. 016581S)

sd/-

Trinadha Rao Marisetty
Partner

Place: Hyderabad
Date: 25 May, 2024

(Membership No. 207990)
UDIN: 24207990BKDUJP2604

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Vishnu Chemicals Limited of even date)

REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of **VISHNU CHEMICALS LIMITED** ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls

system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial

Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Jampani & Associates**
Chartered Accountants
(Firm's Registration No. 016581S)

sd/-

Trinadha Rao Marisetty
Partner

Place: Hyderabad

Date: 25 May, 2024

(Membership No. 207990)

UDIN: 24207990BKDUDP2604

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Vishnu Chemicals Limited of even date)

In terms of the information and explanation sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment, capital Work-in-progress, and relevant details of right of use of assets. The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a program of verification to cover all the items of Property, Plant & Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant & Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company as at the balance sheet date.
- (d) According to the information and explanations given to us, the company has not revalued its Property, Plant & Equipment or Intangible assets or both during the year.
- (e) As per the information and explanations provided to us, no proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.
- ii. (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion and according to the information and explanations given to us, the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.
- (b) According to the information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks on the basis of security of current assets. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising (stock statements, book debt statements, statements on ageing analysis of the debtors) filed by the Company with such banks or financial institutions are in agreement with the books of accounts of the Company of the respective quarters.
- iii. (a) According to the information and explanations given to us, the Company has granted, in the earlier years, interest free unsecured loan to its Indian wholly owned subsidiary (WOS), in terms of the condition for sanctioning of Term loans by Banks to the WOS. The actual balance outstanding at the end of the year is ₹ 989 Lakh (with an amortised value of ₹ 730.77 Lakh). As per the stipulation of the banks lending to WOS, the loan given by company to WOS cannot be withdrawn till the loans taken from banks are repaid by WOS, which as per schedules of payment will last till 31-12-2028. As no specific terms and conditions with regard to the repayment have been specified, we are unable to comment on the compliance with schedule of repayment and overdue amount, if any.

Apart from the above, the interest-bearing loan of ₹ 1440 Lakh given to its Wholly owned subsidiary (WOS) during the previous financial year was repaid in full and so the comments under this clause are not pertinent. Based on the information provided, there were no guarantees given by the company.
- (b) According to the information and explanations given to us, the terms and conditions of grant of the loans and guarantees provided are not prima facie prejudicial to the interests of the company.
- (c) With regard to the interest-free loan advanced, basis the stipulation of the banks' lending to WOS, the loan given by company to WOS cannot be withdrawn till the loans taken from banks are repaid by WOS, which as per schedules of payment will last till 31-12-2028.
- (d) In view of aforesaid nature of the loans and observations thereon, the comment as required under this clause is not pertinent.
- (e) As per the information provided and aforesaid nature of the loans, no loan or advance in the nature of loans have been renewed or extended or fresh loans granted

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

- to settle over dues of existing loans given to same parties.
- (f) As mentioned herein, the repayment of the interest-free loan granted by the company to WOS is dependent on the closure of loans given to it by banks and hence no specific period of repayment is specified, the aggregate amount of which is ₹ 989 Lakhs (with an amortised value of ₹ 730.77 Lakhs).
- iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
- v. According to the information and explanations provided to us, the Company has not accepted deposits or amounts which are deemed to be deposits in terms of the directives issued by Reserve Bank of India and the provisions of sections
- (b) Details of statutory dues referred to in sub-clause (a) which have not been deposited as at March 31, 2024 on account of dispute are given below:

Nature of the statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount in ₹ Lakhs	Deposit made
Sales Tax Act	Sales tax	High Court - Orissa	2008-09	₹ 124.36 Lakhs	₹ 124.36 Lakh
Sales Tax Act	Entry Tax	High Court - Andhra Pradesh	2014-15 to 2017-18	₹ 55.40 Lakhs	₹ 14.68 Lakh
GST	Goods and Service Tax	GST Appellate Authority	2017-18	₹ 666.37 Lakhs	₹ 60.58 Lakh

- viii. According to the information and explanations provided to us, the Company has not surrendered or disclosed as income, during the year, any transactions not recorded in the books of account in tax assessments under the Income Tax Act, 1961.
- ix. a. In our opinion, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
- b. The Company has not declared as a wilful defaulter by any bank or financial institution or government or any government authority.
- c. In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.
- d. On an overall examination of the financial statements of the company, funds raised on short-term basis have, prima facie, not been used for long-term purposes by the company.
- e. According to the information and explanations provided to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.
- f. According to the information and explanations provided to us and procedures performed by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.
- x. a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3 (x)(a) of the Order is not applicable to the Company.

- 73 to 76 or any other relevant provisions of the Act and the rules framed there under and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
- vi. We have broadly reviewed the cost records maintained by the company pursuant to sub-section (1) of section 148 of the Act and are of the opinion that prima facie the prescribed accounts and records have been made and maintained.
- vii. According to the information and explanations given to us, in respect of statutory dues:
- (a) The Company has been regular in depositing undisputed statutory dues, including Goods and Service Tax, provident fund, employees' state insurance, income Tax, sales tax, service tax, duty of customs, duty of excise, cess and any other statutory dues to the appropriate authorities except in instances of payment of income taxes and there are no dues outstanding for a period of more than six months from the date they became payable as at March 31, 2024.

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

- b. The Company has made preferential allotment or private placement of shares during the year and as per the information and explanations provided to us, it follows the requirements under section 42 and section 62 of the Companies Act, 2013 and the funds raised have been applied for the specified purposes.
- xi. a. To the best of our knowledge and according to the information and explanations given to us and based on the audit procedures performed by us, no fraud by the Company or on the Company has been noticed or reported during the year.
- b. To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.
- c. As represented to us, the Company has not received any whistle-blower complaints during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv. a. In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.
- b. We have considered the internal audit reports of the company issued till date for the period under audit.
- xv. In our opinion, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3 (xvi) of the Order is not applicable to the Company.
- xvii. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.
- xviii. We continue to be statutory auditors of the Company since the previous year and have not resigned at any point during the year, hence reporting under clause 3 (xviii) of the Order is not applicable.
- xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.
- xx. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **Jampani & Associates**
Chartered Accountants
(Firm's Registration No. 0165815)

sd/-
Trinadha Rao Marisetty
Partner

Place: Hyderabad
Date: 25 May, 2024

(Membership No. 207990)
UDIN: 24207990BKUDP2604

STANDALONE BALANCE SHEET

AS AT MARCH 31, 2024

Particulars	Note No.	₹ in Lakhs	
		As at March 31, 2024	As at March 31, 2023
I ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	2	39,946.12	37,730.08
(b) Capital work-in-progress	2	1,182.83	454.56
(c) Intangible Assets	2	211.92	1.04
		41,340.87	38,185.68
(d) Financial Assets			
(i) Investments	3	12,407.84	971.79
(ii) Loans	4	730.77	2,110.18
(e) Other non-current assets	5	1,435.31	1,543.24
		55,914.79	42,810.89
(2) Current assets			
(a) Inventories	6	24,286.32	18,138.64
(b) Financial Assets			
(i) Trade receivables	7	20,470.18	16,027.31
(ii) Cash and cash equivalents	8	10.16	8.16
(iii) Bank balances other than (ii) above	9	5,198.19	1,318.18
(iv) Other financial assets	10	104.14	72.01
(c) Other current assets	11	3,621.81	4,475.22
		53,690.80	40,039.52
Total Assets		1,09,605.59	82,850.41
II EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	12	1,310.54	1,194.60
(b) Other Equity	13	61,694.72	33,414.69
		63,005.26	34,609.29
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	14	10,259.09	14,120.14
(ii) Lease liabilities	15	-	5.88
(b) Provisions	16	86.34	37.21
(c) Deferred tax liabilities (Net)	17	4,451.39	4,263.51
		14,796.82	18,426.74
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	18	11,321.61	11,958.42
(ii) Trade payables			
- Due to MSME entities	19	-	-
- Other than MSME entities	19	18,037.38	15,368.15
(iii) Lease liabilities	20	5.88	16.82
(iv) Other financial liabilities	21	7.48	353.48
(b) Other current liabilities	22	1,019.63	741.40
(c) Provisions	23	50.44	16.92
(d) Current Tax Liabilities (Net)	24	1,361.09	1,359.19
		31,803.51	29,814.38
Total Equity and Liabilities		1,09,605.59	82,850.41

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date

For Jampani & Associates

Chartered Accountants
Firm Registration No. 016581S

sd/-
Trinadha Rao Marisetty
Partner
Membership No. 207990

For and on behalf of the Board of Directors

sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN:00030274

sd/-
Ch. Manjula
Director
DIN:01546339

Place: Hyderabad
Date: May 25, 2024

sd/-
Mahesh Bhatner
Chief Financial Officer

Place: Hyderabad
Date: May 25, 2024

sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M.No: FCS8466

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDING MARCH 31, 2024

	Note No.	₹ in Lakhs	
		For the year ended March 31, 2024	For the year ended March 31, 2023
1 INCOME			
a. Revenue from Operations	25	1,01,078.54	1,22,185.61
b. Other Income	26	1,616.52	1,550.60
Total Income		1,02,695.06	1,23,736.21
2 EXPENSES			
a. Cost of Materials Consumed	27	42,217.53	48,779.51
b. Purchases of Stock-in-Trade		-	918.38
c. Cost of Consumables	28	15,661.53	19,194.88
d. Changes in Inventories of Finished Goods and Work-in-Progress	29	(3,515.52)	(1,886.36)
e. Employee Benefit Expenses	30	4,268.74	3,591.21
f. Finance Costs	31	2,478.12	2,775.83
g. Depreciation and Amortisation Expense	2	2,176.17	2,049.46
h. Power Cost	32	4,989.15	5,127.44
i. Manufacturing Expenses	33	11,461.17	12,748.75
j. Selling & Administrative Expenses	34	10,036.61	12,830.76
k. Corporate Social Responsibility Expenses	35	187.33	87.82
Total Expenses		89,960.83	1,06,217.68
3 Profit Before Tax		12,734.23	17,518.53
4 Tax Expense	36		
a. Current Tax		3,074.36	4,317.51
b. Tax pertaining to earlier years		(10.00)	0.90
c. Deferred Tax		242.84	265.65
		3,307.20	4,584.06
5 Profit For the Period from Continuing Operations		9,427.03	12,934.47
6 Other Comprehensive Income/(Losses)			
Items that will not be reclassified subsequently to profit or loss:			
Remeasurement gains/(losses) on defined benefit plans		(218.40)	27.65
Tax on remeasurement of defined benefit plans		54.97	(6.96)
7 Other Comprehensive Income (Net of Taxes)		(163.43)	20.69
8 Total Comprehensive Income for the Period (5+7)		9,263.60	12,955.16
9 Earnings Per Share			
Basic & Diluted (in ₹)		14.82	21.65
		(Annualised)	(Annualised)

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date

For Jampani & Associates

Chartered Accountants
Firm Registration No. 016581S

sd/-
Trinadha Rao Marisetty
Partner
Membership No. 207990

For and on behalf of the Board of Directors

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Ch. Krishna Murthy
Chairman & Managing Director
DIN:00030274

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Place: Hyderabad
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Chief Financial Officer

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Date: May 25, 2024

sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M.No: FCS8466

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	12,734.23	17,518.53
Cash flows used in / from operating activities		
Adjustments for :		
Depreciation of property, plant and equipment	2,176.17	2,049.46
Profit on sale of investments	(0.85)	(0.61)
Profit on sale of Property Plant and Equipment	(0.21)	(392.84)
Interest income	(876.06)	(114.14)
Unwinding of interest income on interest free loan given to subsidiary	(60.59)	(70.44)
Interest expenses	2,379.45	2,230.86
Preference dividend expenses	-	344.87
Unwinding of interest expenses on loan from promoter directors	98.03	186.84
Unwinding of interest on interest free security deposits received from suppliers	-	1.24
Amortisation of processing fees of long term loans	0.64	3.35
Fair value (gain)/ loss on investments (net)	(6.39)	0.51
Obsolete Stock provision	9.30	12.50
Re-measurement of defined employee benefit plans	(218.40)	27.65
Operating profit before working capital changes	16,235.32	21,797.78
Movement in working capital:		
(Increase)/Decrease in inventories	(6,156.97)	(3,153.20)
Increase/(Decrease) in trade receivables	(4,442.88)	1,057.21
(Increase) / Decrease in financial & non financial assets	2,017.34	(3,536.19)
(Decrease)/ Increase in trade payables	2,669.25	1,035.61
Increase/(Decrease) in financial & non financial liabilities & provisions	712.74	(3,104.39)
Cash generated from operations	11,034.80	14,096.82
Income tax paid	(3,062.46)	(4,388.90)
Net cash flows used in / from operating activities (A)	7,972.34	9,707.92
Cash flows used in / from investing activities		
Purchase of property, plant and equipment, including capital work in progress	(5,331.14)	(2,095.98)
Proceeds from sale of fixed assets	-	219.80
Investments in mutual funds	-	(21.42)
Proceeds from sale of investments in mutual funds	0.85	100.61
Investments in subsidiary companies	(11,429.66)	-
Movement in Other Bank Balances	(3,880.01)	(68.48)
Interest received	876.06	114.14
Net cash flows used in / from investing activities (B)	(19,763.90)	(1,751.33)

STANDALONE CASH FLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

(₹ in Lakhs)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Net cash flows used in / from financing activities		
Increase/(Decrease) in long term borrowings	(5,410.01)	(3,517.09)
Increase/(Decrease) in short term borrowings	512.58	(1,879.56)
Payments to lease liabilities	(16.82)	(15.30)
Proceeds from issue of equity shares	19,695.37	-
Interest paid	(2,379.45)	(2,230.86)
Dividend Paid	(608.11)	(316.95)
Net cash flows used in/from financing activities (C)	11,793.56	(7,959.77)
Net decrease in cash and cash equivalents (A+B+C)	2.00	(3.18)
Cash and cash equivalents at the beginning of the year	8.16	11.34
Cash and cash equivalents at the year end	10.16	8.16
Components of cash and cash equivalents:		
Cash on hand	6.77	4.67
Balances with banks	3.39	3.49
Total cash and cash equivalents	10.16	8.16

As per our report of even date
For Jampani & Associates
Chartered Accountants
Firm Registration No. 016581S

For and on behalf of the Board of Directors

sd/-
Trinadha Rao Marisetty
Partner
Membership No. 207990

sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN:00030274

sd/-
Ch. Manjula
Director
DIN:01546339

Place: Hyderabad
Date: May 25, 2024

sd/-
Mahesh Bhatler
Chief Financial Officer

sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M.No: FCS8466

Place: Hyderabad
Date: May 25, 2024

STANDALONE STATEMENT OF CHANGES IN EQUITY

AS AT MARCH 31, 2024

NOTE 12

a. Equity Share Capital

Equity shares of ₹ 2 each issued, subscribed and fully paid-up	Number of shares*		Amount (₹ in Lakhs)	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Balance as at the beginning of the year	5,97,30,100	1,19,46,020	1,194.60	1,194.60
Changes in share capital during the year	57,97,095	-	115.94	-
Balance as at the end of the year	6,55,27,195	5,97,30,100	1,310.54	1,194.60

* During the year ended March 31, 2024, the Company issued and allotted 57,97,095 equity shares of face value ₹ 2/- each at a price of ₹ 345 per equity share (including premium of ₹ 343) to Qualified Institutional Buyers ('QIBs') through Qualified Institutional placement ('QIP') on August 1, 2023.

* During the year ended March 31, 2023, the equity shares of the Company were split/sub divided such that equity share having face value of ₹ 10/- each, was sub divided into five (5) equity shares having face value of ₹ 2/- each with effect from January 13, 2023 (record date).

NOTE 13

b. Other Equity

For the year ended March 31, 2024

	Reserves and Surplus					Items of Other Comprehensive Income	Total
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings	Effect of Amortisation of Interest free loans from Promoter Directors	Remeasurement of Net Defined Benefit Plans	
Balance as at April 01, 2023	0.86	659.07	-	31,376.37	1,423.38	(44.99)	33,414.69
Add: Profit for the year				9,427.03			9,427.03
Add/(less): Changes during the year			19,579.44		(300.90)		19,278.53
Add/(less): Other Comprehensive Income for the year (net of taxes)						(163.43)	(163.43)
Less: Dividend				262.11			262.11
Balance as at March 31, 2024	0.86	659.07	19,579.44	40,541.29	1,122.48	(208.42)	61,694.72

For the year ended March 31, 2023

	Reserves and Surplus					Items of Other Comprehensive Income	Total
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings	Effect of Amortisation of Interest free loans from Promoter Directors	Remeasurement of Net Defined Benefit Plans	
Balance as at April 01, 2022	0.86	659.07	-	18,680.82	1,146.81	(65.68)	20,421.88
Add: Profit for the year				12,934.47			12,934.47
Add: Changes during the year					276.57		276.57

STANDALONE STATEMENT OF CHANGES IN EQUITY

AS AT MARCH 31, 2024

(₹ in Lakhs)

	Reserves and Surplus					Items of Other Comprehensive Income	Total
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings	Effect of Amortisation of Interest free loans from Promoter Directors	Remeasurement of Net Defined Benefit Plans	
Add/(less): Other Comprehensive Income for the year (net of taxes)						20.69	20.69
Less: Dividend				238.92			238.92
Balance as at March 31, 2023	0.86	659.07	-	31,376.37	1,423.38	(44.99)	33,414.69

As per our report of even date

For Jampani & Associates

Chartered Accountants

Firm Registration No. 016581S

For and on behalf of the Board of Directors

sd/-
Trinadha Rao Marisetty
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Place: Hyderabad
Date: May 25, 2024

sd/-
Maresh Bhatler
Chief Financial Officer

sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M.No: FCS8466

Place: Hyderabad
Date: May 25, 2024

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION:

A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

a) Corporate Information

Vishnu Chemicals Limited (referred to as "VCL" or "the Company") is a public limited Company incorporated and domiciled in India. The Company Identification Number is L85200TG1993PLC046359. The Registered office of the Company is situated at Plot No. C-23, Road No.8, Film Nagar, Jubilee Hills, Hyderabad, Telangana 500 096.

The Company is in the business of manufacturing and sale of Chromium chemicals from its three world-class manufacturing facilities in India. The Company supplies its products not only in India but also across the world. The Company has having wide customer base from different industries viz., Steel, Glass, Pharmaceutical, pigments, dyes, leather, and allied industries.

b) Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act, as applicable.

c) Basis of Preparation

The financial statements have been prepared on a going concern basis and on an accrual method of accounting. Historical cost is used in preparation of the financial statements except as otherwise mentioned in the policy.

d) Functional and Presentation currency

The financial statements are prepared in Indian Rupees (INR), which is the Company's functional currency and all values are rounded to the nearest Lakhs, except otherwise indicated.

e) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- expected to be realised or intended to be sold or consumed in normal operating cycle,
- held primarily for the purpose of trading,
- expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in normal operating cycle,
- it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

f) Use of Estimates and Judgments

The preparation of financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the income and expenditure for the reporting year. Though, these estimates and assumptions are based on the information available at that point of time, the actual results could differ from these estimates.

Critical estimates and judgments in applying accounting policies

Estimates and judgments made in applying accounting policies that have significant effect on the amounts recognised in the financial statements are as follows:

i) Property, Plant and Equipment

The charge in respect of periodic depreciation is derived after estimating the asset's expected useful life and the expected residual value at the end of its life. The depreciation method, useful lives and residual values of Company's assets are estimated by management at the time the asset is acquired and reviewed during each financial year.

ii) Employee Benefit Plans

Employee defined benefit plans and long term benefit plans are measured on the basis of actuarial assumptions. However, any changes in these assumptions may have impact on the reported amount of obligation and expenses.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

B. MATERIAL ACCOUNTING POLICY INFORMATION:

a) Property, Plant and Equipment

Property, plant and equipment are stated in the Balance Sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price (net of reimbursable taxes), attributable expenditure incurred in bringing the asset to its working condition for the intended use and cost of borrowing till the date of capitalisation in the case of assets involving material investment and substantial lead time.

Depreciation is provided on Straight Line Method in respect of assets situated at Bhilai, Corporate Office, Ranipet Godown and Vizag Units and on Written down value Method in respect of assets situated at Kazipally Unit, by considering the useful life of the assets as specified in Schedule II of the Companies Act, 2013.

Depreciation methods, useful lives and residual values are reviewed in each financial year and changes, if any, are accounted for prospectively. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

b) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful economic life, reviewed regularly, and are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Expenditure on research activities, if any, is recognised in statement of profit and loss as incurred. Expenditure on development activities, if any, is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset.

c) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The determination of whether

an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term and useful life of the underlying asset. The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liability and ROU asset have been separately presented in the Balance Sheet.

d) Investments in Subsidiaries

Investments in subsidiaries are accounted at cost less impairment losses, if any. If the intention of the management is to dispose the investment in near future, it is classified as held for sale and measured at lower of its carrying amount and fair value less costs to sell.

e) Financial Instruments

Financial instruments are classified as:

- Financial assets, measured at (a) amortised cost and (b) fair value through Profit and Loss ("FVTPL")
- Financial liabilities are carried at amortised cost.

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets.

Subsequently, financial assets are measured as follows:

a) Amortised Cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Financial assets under this category are measured initially at fair value plus transaction costs and subsequently carried at amortised cost using the effective interest method, less any impairment loss.

b) Fair Value Through Profit and Loss Account

Financial instruments classified in this category are subsequently carried at fair value with changes recorded in the statement of profit and loss. Directly attributable transaction costs are recognised in statement of Profit and Loss account as incurred.

Financial liabilities are measured subsequently at amortised cost using effective interest method.

f) Derivative financial instruments and hedge accounting Initial recognition and subsequent measurement

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Company's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to statement of profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through statement of profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in statement of profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in statement of profit and loss.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to statement of profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or nonfinancial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

g) Impairment of Assets

a) Non-Financial Assets

The carrying amount of cash generating units is reviewed at each reporting date where there is any indication of impairment. An impairment loss is recognised in the statement of profit and loss where the carrying amount exceeds the recoverable amount of the cash generating units. Recoverable amount is the higher of cash-generating unit's fair value less costs of disposal and its value in use.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

b) Financial Assets

The loss allowance in respect of trade receivables is at an amount equal to lifetime expected credit losses. The loss allowance in respect of all other financial assets is measured at an amount equal to lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. Otherwise, the loss allowance is measured at an amount equal to 12 month expected credit losses.

h) Inventories

Inventories are valued at lower of cost, determined on First-in-First-Out (FIFO) basis, or net realisable value. Inventories

comprise of raw materials, stores, spares & consumables and finished goods. Cost of Inventories comprises all cost of purchase (net of reimbursable taxes), cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

i) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates after taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The Company recognises revenue in accordance with Ind AS115 "Revenue from Contracts with Customers". The core principle of the standard is that an entity should recognise revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain / loss on forward and options contracts and on translation of other assets and liabilities. Interest income is recognised using the effective interest method. Claims for export incentives/ duty drawbacks, duty refunds and insurance are accounted when the right to receive payment is established.

j) Provisions

Provisions are recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Where the effect of time value of money is material, provisions are determined and maintained by discounting the expected future cash flows, wherever applicable.

k) Borrowing Costs

Borrowing costs attributable to a qualifying asset are capitalised as a part of the cost of such assets and other borrowing costs are recognised as an expense in the year of incurrence.

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

l) Employee Benefits

The Company's contribution to Provident and Pension fund for the employees is covered under defined contribution plan and is recognised as employee benefit expense in statement of profit and loss in the periods during which services are rendered by employees.

The Company's Gratuity scheme for its employees is a defined benefit retirement benefit plan. The liability recognised in the balance sheet in respect of defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

Defined benefit costs are categorised as follows:

- service cost
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in profit and loss in the line item 'Employee benefit expenses'.

Re-measurements comprising actuarial gains and losses as well as the difference between the return on plan assets and the amounts included in net interest on the net defined benefits liability (asset) are recognised in other comprehensive income, net of income tax.

Other long-term employee benefits comprise of leave encashment which is provided for based on the actuarial valuation carried out as at the end of the year. Liability is measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date. Re-measurements and other expenses related to long term benefit plans are recognised in statement of profit and loss.

m) Foreign Currency Transactions and balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit and loss and reported within foreign exchange gains / losses.

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

n) Earnings Per Share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year including any potential dilution resulting in issue of additional equity shares based on contractual terms and obligations. Diluted earnings per share is computed by dividing the profit / (loss) after tax, as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, with the weighted average number of equity shares considered for deriving basic earnings per share.

o) Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flows for the year are classified by operating, investing and financing activities.

p) Taxes on Income

Income tax comprises current and deferred tax. Income tax expense is recognised in the statement of profit and loss except to the extent it relates to items directly recognised in equity or in other comprehensive income.

i. Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period.

The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis or to realise the asset and liability simultaneously.

ii. Deferred income tax

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when

the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside statement of profit or loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

NOTE 2 PROPERTY, PLANT AND EQUIPMENT

	Tangible Assets										Total	
	Freehold land	Buildings - Factory	Lease hold Building	Plant and equipment	Lab equipment	Office equipment	Data Processing Equipment	Furniture and Fixtures	Vehicles	ROU - Vehicles	Intangible Assets	Computer Software
Cost												
At April 01, 2022	889.55	10,658.34	357.23	43,460.73	128.02	266.68	89.87	184.34	666.20	47.88	56,748.82	17.34
Additions	-	315.17	9.96	1,812.66	-	50.60	14.40	19.90	40.79	-	2,263.49	0.82
Disposals/discard	(5.00)	-	-	-	-	-	-	-	-	-	(5.00)	-
March 31, 2023	884.55	10,973.51	367.19	45,273.39	128.02	317.28	104.27	204.24	706.99	47.88	59,007.31	18.16
Additions	15.29	488.78	-	3,754.13	0.95	29.82	22.77	24.68	76.56	-	4,412.97	249.52
Disposals/discard	-	-	-	(89.16)	-	-	-	-	-	-	(89.16)	-
March 31, 2024	899.84	11,462.29	367.19	48,938.36	128.97	347.10	127.04	228.92	783.55	47.88	63,331.12	267.68
Depreciation												
At April 01, 2022	-	3,855.23	149.39	14,374.86	105.63	193.50	64.62	104.82	369.19	10.70	19,227.95	16.95
Charge for the year	-	324.53	38.12	1,552.45	5.81	29.74	1.357	13.18	55.92	15.96	2,049.28	0.17
Disposals/discard	-	-	-	-	-	-	-	-	-	-	-	-
March 31, 2023	-	4,179.76	187.51	15,927.31	111.44	223.24	78.19	118.00	425.11	26.66	21,277.23	17.12
Charge for the year	-	335.62	38.77	1,622.07	4.30	26.93	17.19	15.49	61.19	15.96	2,137.53	38.64
Disposals/discard	-	-	-	(29.75)	-	-	-	-	-	-	(29.75)	-
March 31, 2024	-	4,515.38	226.28	17,519.63	115.74	250.17	95.38	133.49	486.31	42.62	23,385.00	55.76
Net Block												
At March 31, 2023	884.55	6,793.75	179.68	29,346.07	16.58	94.04	26.08	86.24	281.87	21.22	37,730.08	1.04
At March 31, 2024	899.84	6,946.91	140.91	31,418.73	13.22	96.93	31.65	95.43	297.24	5.26	39,946.12	211.92

NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

Capital work in progress ageing

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3years	More than 3 years	
As on March 31, 2024					
Projects in Process	1,050.09	132.74	-	-	1,182.83
Projects temporarily suspended	-	-	-	-	-
As on March 31, 2023					
Projects in Process	397.33	57.23	-	-	454.56
Projects temporarily suspended	-	-	-	-	-

NOTE 3 NON CURRENT FINANCIAL ASSETS - INVESTMENTS

	As at March 31, 2024	As at March 31, 2023
1. Non Trade Investments - Unquoted (At Cost)		
Investment in Equity Instruments of Subsidiary Companies		
a. 8,72,74,950 (8,72,74,950) Equity Shares of face value of ₹10/- each in Vishnu Barium Private Limited	188.00	188.00
b. Amortisation Cost of Interest Free Advance given to Subsidiary *	739.94	739.94
c. 2,38,329 (45,100) Equity Shares of 10 Rand /- each in Vishnu South Africa (Pty) Limited	60.24	20.58
Investment in 0.01% Optionally Convertible Debentures of Subsidiary Companies		
a. 2,27,80,000 (NIL) Optionally Convertible Debentures of face value of ₹10/- each in Vishnu Barium Private Limited	11,390.00	-
2. Non Trade Investments - Unquoted (At Fair Value)		
a. Equity Shares in Koganti Power Limited	-	0.00
Nil (60,000) Nos. each ₹10/- Fully paid up, acquired at a cost of Nil (₹ 6,00,000)- Net of impairment recognised.		
b. Equity Shares in Sireen Drugs Private Limited	0.00	0.00
1,000 (1,000) Nos. each ₹ 10/- Fully paid up, acquired at a cost of ₹10,000 (₹ 10,000) - Net of impairment recognised.		
3. Non Trade Investments - quoted (At Fair Value)		
Equity Shares in Life Insurance Corporaton of India 94 (94) Equity Shares of face value of ₹ 5/- each	0.86	0.50
4. Investments in Mutual Funds - Quoted (At fair value)		
a. LMRG-Union Large & Midcap Fund Regular Plan - Growth - 49,990 (49,990) Units, Cost ₹ 5,00,000 (₹ 5,00,000)	11.02	7.91
b. UBI -Union Balanced advantage fund regular plan - growth- 60,339 (60,339) Units, Cost ₹ 6,35,373 (₹ 6,35,373)	11.04	9.23
c. UBI-Union Equity Savings Fund Regular Plan - 19,990 (19,990) Units, Cost ₹ 1,99,900 (₹ 1,99,900)	3.09	2.68
d. Nippon (Reliance) Balanced Advantage Fund - Growth Plan - 2,352 (2,352) Units, Cost ₹ 2,00,000 (₹ 2,00,000)	3.65	2.95
	12,407.84	971.79

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

Disclosures:

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Aggregate amount of quoted investments at cost	16.24	16.24
Aggregate amount of market value of quoted investments	29.66	23.27
Aggregate amount of unquoted investments	12,378.18	948.52
Aggregate amount of impairment in value of investments	6.10	6.10

* The amount of fair value adjustment on account of interest free loan given to subsidiary is included in cost of investment

NOTE 4 NON CURRENT FINANCIAL ASSETS - LOANS

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Unsecured, Considered Good:		
Loan to Subsidiary (at amortised cost)	730.77	670.18
Loan to Subsidiary Interest bearing	-	1,440.00
	730.77	2,110.18

NOTE 5 OTHER NON-CURRENT ASSETS

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a. Capital Advances	423.80	612.24
b. Deposits	887.77	627.85
c. CSR Expenses - Excess spent	123.74	303.15
	1,435.31	1,543.24

NOTE 6 INVENTORIES

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Valued at Cost or Net Realisable Value, whichever is lower		
a. Raw Materials	6,297.05	3,640.51
b. Work-in-progress	6,198.75	3,621.47
c. Finished Goods	9,189.38	8,251.14
d. Stores, Spares & Packing	2,667.50	2,682.58
Less: Provision for obsolescence of non-moving stores	(66.36)	(57.06)
Net Stores, Spares & Packing	2,601.14	2,625.52
	24,286.32	18,138.64

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 7 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a. Trade Receivables Considered Good; secured	-	-
b. Trade Receivables Considered Good; Unsecured	20,470.18	16,027.31
c. Trade Receivables which have significant increase in credit risk	-	-
d. Trade Receivables - Credit impaired	-	-
Less: Allowance for expected credit losses	-	-
	20,470.18	16,027.31

Trade receivables ageing schedule as at 31 March, 2024

	Outstanding for the following periods from the due date of payment					
	Less than 6 months*	6 months to 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	Total
Undisputed trade receivables						
a. Considered good	18,618.96	1,285.27	499.36	20.60	45.99	20,470.18
b. Which have significant increase in credit risk	-	-	-	-	-	-
c. Credit impaired	-	-	-	-	-	-

Trade receivables ageing schedule as at 31 March, 2023

	Outstanding for the following periods from the due date of payment					
	Less than 6 months*	6 months to 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	Total
Undisputed trade receivables						
a. Considered good	15,322.40	529.39	110.73	18.80	45.99	16,027.31
b. Which have significant increase in credit risk	-	-	-	-	-	-
c. Credit impaired	-	-	-	-	-	-

* Includes amounts not yet due for payment

NOTE 8 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a. Balances with Banks	3.39	3.49
b. Cash on Hand	6.77	4.67
	10.16	8.16

NOTE 9 CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN ABOVE

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Other Bank Balances		
a. Margin Money Deposit in Banks against LCs & BGs	5,190.71	1,309.57
b. Unclaimed Dividend Accounts	7.48	8.61
	5,198.19	1,318.18

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 10 CURRENT FINANCIAL ASSETS - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
a. Salary and other Advances recoverable in cash or kind	53.81	16.05
b. Interest Receivable	48.47	28.04
c. Derivative Financial Instruments - Asset	1.86	27.92
	104.14	72.01

NOTE 11 OTHER CURRENT ASSETS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
a. Advances to Suppliers	1,798.35	1,309.15
b. Advance to Subsidiary against Sales	32.53	40.79
c. Balances with Government Authorities	207.46	746.67
d. Prepaid Expenses	267.51	330.97
e. CSR Expenses - Excess spent	252.82	187.33
f. Deposits	1,063.14	1,860.31
	3,621.81	4,475.22

NOTE 12 EQUITY SHARE CAPITAL

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Authorised Share Capital		
7,50,00,000 of equity shares of ₹ 2 par value (7,50,00,000 of equity shares of ₹ 2 par value in PY)	1,500.00	1,500.00
	1,500.00	1,500.00
Issued, Subscribed and Fully Paid-up Capital		
At the beginning of the year		
5,97,30,100 of equity shares of ₹ 2 par value	1,194.60	1,194.60
Issued during the year		
57,97,095 of equity shares of ₹ 2 par value	115.94	-
At the end of the year		
6,55,27,195 of equity shares of ₹ 2 par value	1,310.54	1,194.60
	1,310.54	1,194.60

Disclosures:

- The Company has only one class of equity shares at a par value of ₹ 2. All the equity shares carry equal rights and obligations including for dividend and with respect to voting rights.
- During the year ended March 31, 2024, the Company has issued 57,97,095 equity shares having face value of ₹ 2/- each at ₹ 345 per share.
- During the year ended March 31, 2023, the equity shares of the Company were split/sub divided such that equity share having face value of ₹ 10/- each, was sub divided into five (5) equity shares having face value of ₹ 2/- each with effect from January 13, 2023 (record date).
- Names of shareholders holding more than 5% of the Share capital and their shareholding.

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

EQUITY SHARES

S. No.	Name of shareholder	As at March 31, 2024	As at March 31, 2023
1	Mr. Ch. Krishna Murthy - No of Shares	3,10,98,950	3,10,98,950
	- % held	47.46	52.07
2	Mrs. Ch. Manjula - No of Shares	80,70,240	80,70,240
	- % held	12.31	13.51
3	Mr. Ch. Siddartha - No of Shares	56,28,340	56,28,340
	- % held	8.59	9.42

Promoters' Shareholding

Shares held by Promoters at the end of the year			% change during the year
S. No.	Name of the promoter	No of shares	
1	Mr. Ch. Krishna Murthy	3,10,98,950	47.46%
2	Mrs. Ch. Manjula	80,70,240	12.31%
3	Mr. Ch. Siddartha	56,28,340	8.59%

NOTE 14 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
A. Secured:		
1. Term Loans:		
From Banks	2,291.05	3,823.53
2. Long Term Maturities of Finance Lease Obligations:		
From Banks	304.29	22.80
B. Unsecured:		
1. Loans and Advances from Related Parties:		
Loans from promoter directors (at amortised cost)	-	2,610.06
2. 7% Cumulative Redeemable Preference Shares	7,663.75	7,663.75
	10,259.09	14,120.14

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

Disclosures:

A) Secured

(i) Term Loans from Banks

S. No.	Name of the Lender	Period of maturity	Loan amount outstanding	No. of installments outstanding	Rate of Interest	Overdue amount and period	Security
1	State Bank of India (TL-III)	Jun-2024	40.06	1	6.88%	-	Term Loans from banks represents loans from Consortium of Bankers - State Bank of India, Indian Overseas Bank and Union Bank of India. Term Loans are secured by charge on the assets acquired out of the term loan and charge on entire existing movable/ immovable assets of the Company. The above loans are further secured by personal guarantee of promoter directors and others. All the above securities rank in all respects pari passu amongst the consortium of bankers.
2	State Bank of India (ECLGS 2.0)	Jan-2026	647.95	22	9.25%	-	
3	State Bank of India (ECLGS 2.0 Ext)	Nov-2027	797.39	44	9.25%	-	
4	Union Bank of India (ECLGS 2.0)	Nov-2025	683.40	20	8.85%	-	For Emergency Credit Line Guarantee System -2 (ECLGS-2) term loans availed from Consortium of Bankers - State Bank of India, Indian Overseas Bank and Union Bank of India. Term Loans are secured by 2nd charge on the current assets and fixed assets of the Company. The above loans are further secured by personal guarantee of promoter directors and their personal assets i.e. land, plots and building etc., All the above securities rank in all respects pari passu amongst the consortium of bankers.
5	Union Bank of India (ECLGS 2.0 Ext)	Nov-2027	1,217.32	44	8.80%	-	
6	Indian Overseas Bank (ECLGS 2.0)	Dec-2025	207.81	21	8.45%	-	
7	Indian Overseas Bank (ECLGS 2.0 Ext)	Nov-2027	217.25	43	8.45%	-	

(ii) Hire Purchase Loans

The hire purchase loans are secured against the assets purchased out of those loans. The net carrying amount of assets acquired on hire purchase as on 31 March, 2024 is ₹ 832.36 Lakhs (March 31, 2023: ₹ 215.01 Lakhs). The Company had capitalised the assets at their fair value considering that the hire purchase agreements are in the nature of Finance Lease. The details are as follows:-

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Minimum Lease Payments outstanding		
Within one Year	280.15	91.67
Later than one year and not later than five years	344.19	24.70
Future Interest on outstanding Lease payments		
Within one Year	31.04	3.71
Later than one year and not later than five years	39.90	1.90
Present Value of Minimum Lease Payments		
Within one Year	249.11	87.96
Later than one year and not later than five years	304.29	22.80

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

B) Unsecured Loans:

Loans from Promoter Directors:

The loans from promoter Directors are interest-free and unsecured in nature. There are no specified terms and conditions, however the same are amortised using effective interest rate.

C) 7% Cumulative Redeemable Preference Shares

The Company has issued and allotted 7,66,37,500 7% Cumulative Redeemable Preference Shares (CRPS) of face value of ₹ 10/- each aggregating ₹ 76,63,75,000/- to the existing 7% Cumulative Redeemable Preference Shareholders in lieu of their existing 4,75,00,000 7% Cumulative Redeemable Preference Shares of face value of ₹ 10/- each aggregating ₹ 47,50,00,000/- and the outstanding accumulated dividend thereon up to March 31, 2017 amounting to ₹ 29,13,75,000. Also, a preference shareholders have given their consent to forego 7% preference dividend amounting to ₹ 5,36,46,250/- for the financial year 2023-24

S. No.	Name of shareholder	As at March 31, 2024	As at March 31, 2023
1	Mr. Ch. Krishna Murthy - No of Shares	7,11,21,750	7,11,21,750
	- % held	92.80	92.80
2	Mrs. Ch. Manjula - No of Shares	52,71,250	52,71,250
	- % held	6.88	6.88
3	Mr. Ch. Siddartha - No of Shares	2,44,500	2,44,500
	- % held	0.32	0.32

NOTE 15 LEASE LIABILITIES

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a. Lease liabilities on ROU assets	-	5.88
	-	5.88

NOTE 16 NON-CURRENT PROVISIONS

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits (Net of Fund Assets)	86.34	37.21
	86.34	37.21

NOTE 17 DEFERRED TAX LIABILITIES (NET)

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
1. Deferred Tax Liability		
Property, Plant and Equipment	4,488.16	4,280.28
2. Deferred Tax Assets		
Provisions allowable on payment basis	36.77	16.77
Net Deferred Tax Liability	4,451.39	4,263.51

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

Disclosures:

The Company has provided for Deferred Tax in accordance with the Accounting Standard on "Income Taxes" (IND AS 12) issued by the institute of Chartered Accountants of India. The details of deferred tax assets and liabilities of the Company as on the date of Balance Sheet are as given above:

The gross movement in the deferred income tax account for the financial years ended March 31, 2024 and March 31, 2023 is as follows

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a. Net deferred tax liability at the beginning	4,263.51	3,990.90
b. Accelerated depreciation for the tax purposes	206.08	248.88
c. Provisions allowable on payment basis	36.77	16.77
d. Temporary differences on their comprehensive income	(54.97)	6.96
e. Net deferred tax liability at the end	4,451.39	4,263.51

NOTE 18 CURRENT FINANCIAL LIABILITIES - BORROWINGS

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
A. Secured:		
a. Working capital - Cash Credit	8,092.68	7,773.77
B. Unsecured:		
a. Loans from Promoter Directors	11.13	11.13
b. Loan from Bajaj Finance Limited	1,448.55	1,254.89
Current maturities of long term debt	1,520.14	2,830.67
Current maturities of finance lease obligations	249.11	87.96
	11,321.61	11,958.42

Disclosures:

A) Secured Loans:

- The Rate of interest for loans repayable on demand from consortium of banks ranges from MCLR+0.95% to +2.00%. The rate of Interest on convertible FCNRB demand loan ranges from SOFR+1.50% per annum.
- Interest rate for the Bill Discounting facility ranges from 6.65% to 8.20%
- Security:

Working Capital Loans from Consortium Bankers consisting of State Bank of India, Union Bank of India and Indian Overseas Bank are secured by first pari passu charge by way of hypothecation of inventories, book debts and other current assets of the Company, and second pari passu charge on the fixed assets of the Company. The promoter directors have extended their personal assets as securities i.e. land, plots and buildings etc.

4) Guarantees:

All the above loans are guaranteed by the Promoter Directors.

B) Unsecured Loans:

- Loans from Promoter Directors disclosed here are short term in nature. There are no specified terms and conditions.
- The credit facilities with Bajaj Finance Limited against purchase bill discounting (PBD) for working capital requirement. The interest rate is MCLR is 9.65%

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 19 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Trade payables - Due to Micro, Small and Medium Enterprises	-	-
Trade payables - Other than Micro, Small and Medium Enterprises	17,591.30	15,221.78
Trade payables - Related parties	446.08	146.37
	18,037.38	15,368.15

Disclosures

The principal amount remaining unpaid as at March 31, 2024 in respect of enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) is ₹ Nil (March 31, 2023 ₹ Nil). The interest amount computed based on the provisions under Section 16 of the MSMED is ₹ Nil (March 31, 2023 ₹ Nil)

The list of undertakings covered under MSMED was determined by the Company on the basis of information available with it after getting confirmation from Suppliers.

Trade Payables ageing schedule as at March 31, 2024

	Outstanding for the following periods from the due date of payment				
	Less than 1 year*	1 -2 years	2 -3 years	More than 3 years	Total
Undisputed trade payables					
a. MSME	-	-	-	-	-
b. Others	17,905.67	118.39	13.33	-	18,037.39
c. Disputed dues -MSME	-	-	-	-	-
d. Disputed dues -Others	-	-	-	-	-

Trade Payables ageing schedule as at March 31, 2023

	Outstanding for the following periods from the due date of payment				
	Less than 1 year*	1 -2 years	2 -3 years	More than 3 years	Total
Undisputed trade payables					
a. MSME	-	-	-	-	-
b. Others	15,239.98	128.17	-	-	15,368.15
c. Disputed dues -MSME	-	-	-	-	-
d. Disputed dues -Others	-	-	-	-	-

* Includes amounts not yet due for payment

NOTE 20 LEASE LIABILITIES

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Lease liabilities on ROU assets	5.88	16.82
	5.88	16.82

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 21 OTHER CURRENT FINANCIAL LIABILITIES

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Cumulative Unpaid Preference Dividend	-	344.87
Unclaimed dividends	7.48	8.61
	7.48	353.48

NOTE 22 OTHER CURRENT LIABILITIES

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Advance from Customers	672.58	380.46
Creditors for Capital Expenditure	143.70	143.53
Advance from others	4.82	4.48
Statutory dues Payable	198.53	212.93
	1,019.63	741.40

NOTE 23 CURRENT PROVISIONS

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits (Net of Fund Assets)	50.44	16.92
	50.44	16.92

NOTE 24 CURRENT TAX LIABILITIES

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Provision for Income Tax		
Provision for Tax (Net of TDS)	1,361.09	1,359.19
	1,361.09	1,359.19

NOTE 25 REVENUE FROM OPERATIONS

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Sale of Products	1,00,805.66	1,21,877.67
2. Other Operating Revenues		
a. Sale of Scrap	237.27	276.75
b. Export Incentives	35.61	31.19
	272.88	307.94
	101,078.54	122,185.61

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 26 OTHER INCOME

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Interest Income		
a. Interest Income on bank and other deposits	876.06	114.14
b. Amortised Interest on Deposits/Loans	60.59	82.46
2. Other Non-Operating Income		
a. Insurance Claim Received	43.30	14.96
b. Profit on Sale of Investments	0.85	0.61
c. Net gain on foreign exchange fluctuations	618.79	869.55
d. Other Income	10.33	76.04
e. Fair value gain/(loss) on Investments	6.39	-
f. Profit on Sale of property, plant and equipment	0.21	392.84
	1,616.52	1,550.60

NOTE 27 COST OF MATERIAL CONSUMED

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Stock	3,640.51	2,891.17
Add: Purchase	44,874.06	49,528.85
Total	48,514.57	52,420.02
Less: Closing Stock	6,297.04	3,640.51
	42,217.53	48,779.51

NOTE 28 COST OF CONSUMABLES

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Consumption of Petcoke	516.50	2,695.17
Consumption of Furnace Oil	5,283.69	5,501.40
Consumption of Husk	1,142.66	1,171.35
Consumption of Coal	7,818.55	8,726.68
Consumption of LDO/Kerosene/Diesel	900.13	1,100.28
	15,661.53	19,194.88

NOTE 29 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Finished Goods		
a. Opening Stock	8,251.14	7,336.46
b. Closing Stock	9,189.38	8,251.14
	(938.24)	(914.68)
2. Work-in-progress		
a. Opening Stock	3,621.47	2,649.79
b. Closing Stock	6,198.75	3,621.47
	(2,577.28)	(971.68)
Total Decrease / (Increase)	(3,515.52)	(1,886.36)

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 30 EMPLOYEE BENEFITS EXPENSE

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries & Wages	3,888.39	3,181.94
Contribution to Provident and Other Funds	148.36	204.01
Staff Welfare Expenses	231.99	205.26
	4,268.74	3,591.21

NOTE 31 FINANCE COSTS

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Expense	1,325.49	1,314.38
Interest on Others	233.79	175.78
Unwinding of Interest on Financial Instruments	98.03	200.10
Other Borrowing Costs	820.81	740.70
Preference Dividend	-	344.87
	2,478.12	2,775.83

NOTE 32 POWER COST

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Power Charges	4,989.15	5,127.44
	4,989.15	5,127.44

NOTE 33 MANUFACTURING EXPENSES

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Equipment Hire Charges	842.07	894.48
Consumption of Stores & Spares	1,773.15	2,266.81
Repairs & Maintenance - Buildings	250.54	283.61
Repairs & Maintenance - P & M	920.03	1,383.21
Lease Rentals - factory	2,169.27	1,753.91
Labour costs	1,940.24	1,791.02
Factory/Godown Maintenance	1,019.91	1,014.93
Effluent Disposal Expenses	1,900.37	2,832.51
Goods Movement Charges	645.59	528.27
	11,461.17	12,748.75

NOTE 34 SELLING & ADMINISTRATIVE EXPENSES

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Labour costs	70.23	48.24
Insurance	312.74	189.90
Packing Charges	2,392.66	2,665.30
Shipping & forwarding Charges	3,776.24	6,898.12

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Other Selling Cost	642.29	551.20
Rent	829.09	771.16
Rates & Taxes	205.55	101.75
Bank charges	74.38	74.00
Travelling, Vehicle Maintenance & Conveyance	746.63	584.84
Professional & Consultancy Charges	476.49	431.91
Security Charges	114.61	98.89
Miscellaneous Expenses	395.70	415.45
	10,036.61	12,830.76

Disclosures:

Payment to statutory auditors

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
The details of payment to statutory auditors included in Professional & Consultancy charges above, are given below		
a. As an auditor - Statutory audit fee	15.00	15.00
b. For taxation matters - Tax audit fee	4.00	4.15
c. For company law matters	-	-
d. For other services	8.70	4.93
e. For reimbursement of expenses	-	-
	27.70	24.08

NOTE 35 CORPORATE SOCIAL RESPONSIBILITY EXPENSES

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
CSR Expenses	187.33	87.82
a. Gross amount required to be spent by the Company during the year	187.33	87.82
b. Amount Spent during the year on the above	187.33	87.82
c. Shortfall at the end of the year	-	-
d. Total of previous year shortfall	-	-
e. Reason for shortfall	Not Applicable	Not Applicable
f. Nature of CSR activities	* see note below	* see note below
g. Details of related party transactions	-	-
Contribution to a trust controlled by the Company in relation to Company	56.00	293.30
(i) Applicable for the current year	56.00	87.82
(ii) Excess amount contributed for future setoff	-	210.24
h. where a provision is made with respect to liability incurred- movement in the provision needs to be disclosed separately		

* Note:

Construction of old-age home through Krishna Foundation, a registered public charitable Trust

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 36 TAX EXPENSES

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
a. Current tax	3,074.36	4,317.51
b. Tax pertaining to earlier period	(10.00)	0.90
c. Deferred tax	242.84	265.65
	3,307.20	4,584.06

NOTE 37 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR):

	(₹ in Lakhs)	
Particulars	As on March 31, 2024	As on March 31, 2023
Contingent Liabilities:		
Claims against company not acknowledged as debt		
a. Claims arising from disputes not acknowledged as debts-Sales Tax Act (against which Pre-deposit of ₹ 139.04 Lakhs made (P.Y. Pre-deposit ₹ 139.04 Lakhs)	179.76	179.76
b. Claims arising from disputes not acknowledged as debts-Service Tax (against which Pre-deposit of ₹ 17.55 Lakhs made (P.Y. Pre-deposit ₹ 17.55 Lakhs)	-	652.62
c. Claims arising from disputes not acknowledged as debts-GST Transitional credit TRAN 1 (against which Pre-deposit of ₹ 60.58 Lakhs made (P.Y. Pre-deposit Nil)	666.37	-
Commitments:		
Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances)	632.31	1,230.75

NOTE 38 SEGMENT REPORTING:

Operating segment is defined as a component of an entity which earns revenue, whose operating results are regularly reviewed by Chief Operating Decision Maker and for which discrete financial information is available. The Chairman and Managing Director of the Company, who regularly reviews the entity's operating results to make decisions about allocation of resources and assessment of performance has been identified as the Chief Operating Decision Maker of the Company. As the Company is engaged in manufacture and sale of chemicals, the same has been identified as the sole operating segment.

Details of Revenue from manufacture and sale of chemicals by location of Customers:

	(₹ in Lakhs)	
Geographic Location	2023-24	2022-23
Domestic	54,628.32	63,921.88
Overseas	46,177.35	57,955.79

Details of Non-Current Assets

	(₹ in Lakhs)	
Geographic Location	As at March 31, 2024	As at March 31, 2023
Domestic	42,776.18	39,728.92
Overseas	-	-

*Non-current assets exclude financial instruments, deferred tax assets, post-employment benefit assets and rights under insurance contracts.

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 39 RELATED PARTY DISCLOSURES

a) Details of Related Parties:

SI No	Name of the Related Party	Nature of Relationship
1	Mr. Ch. Krishna Murthy	Chairman and Managing Director, Key Managerial Personnel
2	Mrs. Ch. Manjula	Non-Executive Director
3	Mr. Ch. Siddhartha	Joint Managing Director, Key Managerial Personnel
4	Late Mr. P. Anjaneyulu	Chief Financial Officer, Key Managerial Personnel (till January 21, 2023)
5	Mr. Mahesh Bhatler	Chief Financial Officer, Key Managerial Personnel (with effect from February 10, 2023)
6	Mr. Kishore Kathri	Company Secretary, Key Managerial Personnel (till June 15, 2022)
7	Ms. Vibha Shinde	Company Secretary, Key Managerial Personnel (with effect from August 06, 2022)
8	Mr. Tirthankar Mitra	Independent Director
9	Mr. Chetan Shah	Independent Director
10	Mrs. Sita Vanka	Independent Director (appointed on May 16, 2022)
11	Mr. V. Vimalanand	Independent Director
12	M/s. Vasantha Transport Corporation	Concern in which Key Managerial Personnel is interested
13	M/s. K.M.S. Infrastructure Private Limited	Concern in which Key Managerial Personnel are interested
14	M/s. Vishnu Life Sciences Limited	Concern in which Key Managerial Personnel is interested
15	M/s. Vishnu Barium Private Limited	Wholly Owned Subsidiary
16	M/s. Vishnu South Africa (Pty) Limited	Wholly Owned Subsidiary
17	M/s. Krishna Foundation	Trust in which directors are Trustees and the Company is the settlor
18	M/s. Ramadas Minerals Private Limited	Step down subsidiary

b) Details of Transactions:

	(₹ in Lakhs)							
Nature of Transaction	Key Managerial Personnel		Subsidiary		Step-down Subsidiary		Concerns in which Key Managerial Personnel are Interested	
Particulars	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
Expenses								
Remuneration	317.00	292.52	-	-	-	-	-	-
Rent	82.21	76.46	-	-	-	-	-	-
Transportation Charges	-	-	-	-	-	-	2,802.55	2,886.45
Purchases	-	-	1,094.95	1,527.59	51.96	-	349.65	195.68
Sales	-	-	468.98	275.96	16.31	-	6.00	10.43
Hire Charges	6.00	4.50	-	-	-	-	72.62	107.60
Interest expenses	-	-	-	-	-	-	-	-
Service Charges	-	-	-	-	-	-	68.00	94.20
Income								
Interest Income recognised on Loan given to Subsidiary (with interest bearing)	-	-	565.3	30.89	-	-	-	-
Interest Income recognised by way of amortisation on Loan given to Subsidiary	-	-	60.59	70.44	-	-	-	-
Rental Income	-	-	4.00	-	-	-	-	-
Management Services rendered	-	-	-	70.00	-	-	-	-
Investment in Equity	-	-	39.70	20.53	-	-	-	-

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

(₹ in Lakhs)

Nature of Transaction	Key Managerial Personnel		Subsidiary		Step-down Subsidiary		Concerns in which Key Managerial Personnel are Interested	
	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23	2023-24	2022-23
Investment in 0.01% optionally convertible debentures	-	-	11,390.00	-	-	-	-	-
Receipts & Payments, Payables & Receivables Outstanding at year end								
Repayment of unsecured Loan to Promoter Directors during the year (net)	3,009.00	5.00	-	-	-	-	-	-
Unsecured Loans from Promoter Directors outstanding at year end	11.13	3,020.13	-	-	-	-	-	-
Loan to Subsidiary (at amortised cost)	-	-	730.77	670.18	-	-	-	-
Advances from Subsidiary against sales	-	-	32.53	40.79	-	-	-	-
Loan to Subsidiary (with interest bearing)	-	-	-	1,440.00	-	-	-	-
Interest payable on Loan	-	-	-	-	-	-	-	-
Payables to KMP and Concerns in which KMP are interested.	24.67	24.32	-	-	-	-	379.75	126.21

Note: The details of the transactions during the year as reported above are net of GST, where applicable.

As the future liability for gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the Key Managerial Personnel is not ascertainable and, therefore, not included above.

During the year, the Company has paid directors sitting fees to non-executive director and independent directors as under:

Sl. No.	Director Name	2023-24	2022-23
1	Mrs. Ch. Manjula	1.60	2.00
2	Mr. Tirthankar Mitra	4.00	3.60
3	Mr. Chetan Shah	4.00	3.20
4	Mrs. Sita Vanka	2.00	1.20
5	Mr. V. Vimalanand	3.60	3.60
	Total	15.20	13.60

An amount of ₹ 56.00 Lakhs (Previous Year: ₹ 293.30 Lakhs) has been contributed to Krishna Foundation during the year towards Corporate Social Responsibility.

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured.

NOTE 40

The paid-up equity share capital of the Company as on financial year ended March 31, 2024 is ₹ 1,310.54 Lakhs divided into 6,55,27,195 Equity Shares of ₹ 2/- each and financial year ended March 31, 2023 is ₹ 1,194.60 Lakhs divided into 5,97,30,100 Equity Shares of ₹ 2/- each. 7,66,37,500 7% Cumulative Redeemable Preference Shares of ₹ 10/- each as on financial year ended March 31, 2024 and March 31, 2023. The Public Shareholding in equity capital as on March 31, 2024 is 31.64% and as on March 31, 2023 is 25%.

The preference shareholders have given their consent to forego 7% preference dividend of the eligible 7% preference dividend amounting ₹ 536.46 Lakhs for the financial year 2023-24 and Preference shareholders have also foregone 2.5% preference dividend amounting ₹ 191.59 lakhs for the financial year 2022-23.

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 41 EMPLOYEE BENEFITS:

1. Defined Contribution Plan:

The Company makes contributions towards provident fund and employee state insurance regularly at the applicable rates based on the salaries of the eligible employees. The obligation of the Company is limited to making the contributions and there is no further contractual or constructive obligation. The following are the details of contributions made during the year which are debited to Statement of Profit and Loss:

(₹ in Lakhs)

Particulars	2023-24	2022-23
Contribution to Provident Fund	108.11	98.16
Contribution to Employee State Insurance	0.20	2.69

2. Defined benefit plans as per actuarial valuation as on March 31, 2024

(₹ in Lakhs)

Particulars	Gratuity (Funded)	Gratuity (Funded)
	2023-24	2022-23
1 Assumptions		
Discount Rate	6.97%	7.14%
Salary Escalation	3.00%	3.00%
2 Reconciliation of opening and closing balances of Defined Benefit obligation		
Present value of obligations at beginning of year	485.39	461.24
Interest Cost	33.67	31.66
Current Service Cost	43.20	41.89
Benefits Paid	(14.47)	(23.57)
Actuarial (gain)/ loss on obligation	128.24	(25.83)
Present Value of obligation at end of year	676.03	485.39
3 Reconciliation of opening and closing balances of fair value of plan assets		
Opening fair value of plan asset	396.36	240.44
Adjustment to opening Fair Value of Plan Asset	24.26	(1.83)
Return on Plan Assets excl. interest income	(23.27)	(5.94)
Interest Income	29.64	17.26
Contributions by Employer	175.00	170.00
Benefits paid	(14.47)	(23.57)
Fair Value of plan Assets at end	587.52	396.36
4 Net defined benefit asset/ (liability) recognised in the balance sheet		
Present value of defined benefit obligation	676.03	485.39
Fair Value of plan Assets at end of period	587.52	396.36
Net Asset/(liability) recognised in the balance sheet.	(88.51)	(89.03)
5 Net defined benefit expense (recognised in the Statement of profit and loss for the year) and Loss		
Current service cost	43.20	41.89
Net interest	4.03	14.40
Expense recognised in the statement of Profit and Loss	47.23	56.29
6 Remeasurement (gain)/ loss recognised in other comprehensive income (OCI)		
Actuarial (gain)/loss recognised for the period	128.24	(25.83)
Return on plan assets excluding net interest	23.26	5.94
Total actuarial (gain)/ loss recognised in OCI	151.50	(19.89)

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

Sensitivity Analysis:

(₹ in Lakhs)

Particulars	March 31, 2024			
	Discount Rate		Salary Escalation Rate	
	+1%	-1%	+1%	-1%
Present Value of Obligations	636.85	719.92	717.85	638.12

Categories of Plan Assets:

(₹ in Lakhs)

Particulars	As at March 31, 2024	As at March 31, 2023
Gratuity Fund managed by Life Insurance Corporation of India	587.52	396.36

NOTE 42 EARNINGS PER SHARE (EPS)

Particulars	2023-24	2022-23
Net Profit after Tax (₹ in Lakhs) (a)	9,427.03	12,934.47
Weighted Average no. of Shares-Basic & Diluted (b)	6,35,94,830	5,97,30,100
Nominal value of equity share (in ₹ per share)	2	2
Earnings per Share - Basic & Diluted (in ₹) (a)/(b)	14.82	21.65

During the year ended March 31, 2024, the Company has issued 57,97,095 equity shares having face value of ₹ 2/- each at ₹ 345 per share.

During the year ended March 31, 2023, the equity shares of the Company were split/sub divided such that equity share having face value of ₹ 10/- each, was sub divided into five (5) equity shares having face value of ₹ 2/- each with effect from January 13, 2023 (record date). The basic & diluted earnings per share (EPS) for the current, previous periods/year has been restated to give effect of the share split as per Ind AS 33.

NOTE 43 DISCLOSURES PURSUANT TO SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 186(4) OF THE COMPANIES ACT, 2013

Loans and advances in the nature of loans to Subsidiaries:

(₹ in Lakhs)

Name of the Subsidiary Company	Amount outstanding as at		Maximum amount outstanding during the year	
	March 31, 2024	March 31, 2023	2023-24	2022-23
Vishnu Barium Private Limited (at amortised cost)	730.77	670.18	730.77	989.00
Vishnu Barium Private Limited (Interest bearing)	-	1,440.00	11390.00	1,440.00

The above loans are given to the Subsidiary Companies on interest free and with interest bearing basis for general corporate purposes.

NOTE 44 ADDITIONAL INFORMATION PURSUANT TO SECTION 129 OF THE COMPANIES ACT, 2013

Salient features of the financial statements of the subsidiaries:

S. No.	Particulars	March 31, 2024			March 31, 2023	
1	Name of the Subsidiary/ Step-down Subsidiary	Vishnu Barium Private Limited	Ramadas Minerals Private Limited	Vishnu South Africa (Pty) Limited	Vishnu Barium Private Limited	Vishnu South Africa (Pty) Limited
2	Percentage of Shareholding	100%	100%	100%	100%	100%
3	Reporting Currency of the Subsidiary	₹ in Lakhs	₹ in Lakhs	Rand	₹ in Lakhs	Rand

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

S. No.	Particulars	March 31, 2024			March 31, 2023	
Summary of the Financial Information:						
1	Share Capital	8,727.49	583.13	13,51,000.00	8,727.49	4,51,000.00
2	Reserves & Surplus	(131.04)	(322.96)	(7,55,292.00)	(768.69)	(52,437.00)
3	Total Assets	34,426.52	3,231.77	5,96,708.00	25,524.46	3,99,563.00
4	Total Liabilities	25,830.07	2,971.60	1,000.00	17,565.66	1,000.00
5	Total Revenue for the Year	21,754.49	2,642.31	-	18,858.96	-
6	Net Profit / (Loss) for the Year (including OCI)	710.21	5.43	(7,02,855.00)	724.25	(50,437.00)

NOTE 45 UNHEDGED FOREIGN CURRENCY EXPOSURE

The details of foreign currency exposure at the end of the year which are not hedged by any derivative instruments are given below:

Particulars	Currency	March 31, 2024		March 31, 2023	
		Amount in Foreign Currency	Amount in Indian Rupees	Amount in foreign currency	Amount in Indian Rupees
Trade receivables	USD	1,33,57,928	11,141.18	1,31,12,770	10,774.76
Trade receivables	EURO	15,23,503	1,369.29	5,63,822	504.30
Trade payables	USD	(56,38,694)	(4,702.95)	(17,64,458)	(1,449.86)
Secured loans	USD	(35,99,599)	(3,002.25)	(26,46,861)	(2,174.93)

NOTE 46 ANALYTICAL RATIOS

Sl. No	Ratio	Numerator	Denominator	2024	2023	Variance	Remarks
1	Current Ratio (in times)	Total Current Assets	Total Current Liabilities	1.69	1.34	26.12%	Increased due to Primarily on account of increase in stock and short term deposits
2	Debt-equity ratio (in times)	Total Debt	Shareholders Equity	0.34	0.75	(54.67%)	Decreased due to Primarily on account of funds raised through equity and decrease in borrowings
3	Debt service coverage ratio (in times)	Earnings before Debt service = (Net profit after taxes + non Cash operating expenses + Interest + Other non cash adjustments (like loss on sale of fixed assets etc)	Debt service = Interest & lease payments + principle repayments	2.14	2.41	(11.20%)	-
4	Return on equity ratio (in %)	Profit for the year	Average total Equity	19.31%	46.01%	(58.03%)	Profit decreased due to Primarily on account of decrease in selling price
5	Inventory Turnover ratio (in times)	Revenue from operations	Average total inventory	4.77	7.37	(35.28%)	Decreased due to Primarily on account of decrease in sales and increase in inventory

**NOTES TO STANDALONE FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

Sl. No	Ratio	Numerator	Denominator	2024	2023	Variance	Remarks
6	Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	5.54	7.38	(24.93%)	-
7	Trade payables turnover	Raw material purchases + Fuel purchase + Other expenses	Average trade payables	5.03	6.69	(24.81%)	-
8	Net capital turnover ratio	Revenue from operations	Average working capital (ie, Total current assets less Total current liabilities)	6.30	16.86	(62.63%)	Decreased due to Primarily on account of decrease in revenue and increase in inventory
9	Net profit ratio (in %)	Profit for the year	Revenue from operations	9.33%	10.59%	(11.90%)	-
10	Return on capital employed (in %)	Earning before tax and finance cost	Capital employed = Net worth + Debt + Deferred tax Liabilities	18.26%	30.90%	(40.91%)	Earnings before taxes decreased due to Primarily on account of decrease in sale price and increase in equity due funds raised
11	Return on Investment	Income generated from invested funds	Average invested funds in treasury investments	273.58%	385.24%	(28.98%)	Decreased due to Primarily on account of decrease in profits of subsidiary

NOTE 47

Figures for the previous year have been regrouped, rearranged, and reclassified, wherever considered necessary, to confirm to the classification/ presentation of the current year.

NOTE 48 APPROVAL OF FINANCIAL STATEMENTS

The financial statements have been approved for issue by the Board of Directors on May 25, 2024

As per our report of even date

For Jampani & Associates
Chartered Accountants
Firm Registration No. 0165815

For and on behalf of the Board of Directors

sd/-
Trinadha Rao Marisetty
Partner
Membership No. 207990

sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN:00030274

sd/-
Ch. Manjula
Director
DIN:01546339

Place: Hyderabad
Date: May 25, 2024

sd/-
Mahesh Bhatner
Chief Financial Officer
Place: Hyderabad
Date: May 25, 2024

sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M.No:FCS8466

INDEPENDENT AUDITOR'S REPORT

To the Members of Vishnu Chemicals Limited

REPORT ON THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Opinion

We have audited the accompanying consolidated financial statements of **Vishnu Chemicals Limited** (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2024, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2024, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Aspects determined as KAM

Revenue recognition being the significant component of the operations of the standalone financial statements, it was identified as the key audit matter. Revenue is required to be recognised in consonance with the relevant accounting methodology when the transfer of risks and rewards of the underlying goods are transferred to the customer.

The Company recognizes revenue in accordance with Ind AS 115 "Revenue from Contracts with Customers". The core principle of the standard is that an entity should recognize revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

In accordance with the above, Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates after considering contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Audit Measures adopted to validate KAM included the following:

- Appropriateness of the revenue recognition accounting policies adopted by the company were assessed to ascertain their compliance with Ind AS 115 "Revenue from Contracts with Customers";
- Operational effectiveness of relevant controls with respect to revenue recognition were tested pursuant to the evaluation of their design.
- Substantive testing of the revenue transactions through the entire cycle was done including journal entries posted to revenue to elicit unusual transactions, if any, and also to determine efficacy of revenue recognition in the appropriate financial period;

Basis the above stated measures, no significant exceptions were noted in revenue recognition.

Emphasis of Matter

The preference shareholders of the company, who are also the promoters, have waived off 7% Preference dividend for the year 2023-24. Preference dividend waived off for the 12 months ending 31 March 2024 is Rs.536.46 Lakhs. The company has received undertaking from the preference shareholders to that extent.

Our Opinion is not modified in respect of this matter.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

Information Other than the Financial Statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries, in doing so, consider whether the other information submitted with regard to unaudited financial statements of an overseas subsidiary is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) (i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

The consolidated annual financial results include the audited financial results of one wholly-owned subsidiary company, whose Financial Statements/Financial Information reflects total assets (before consolidation adjustment) of Rs. 34426.52 Lakh as at 31 March 2024, total revenue (before consolidation adjustment) of Rs. 21754.49 Lakh, total profit after tax (before consolidation adjustment) of Rs.710.21 Lakh and net cash inflows (before consolidation adjustment) of Rs.63.64 Lakh for the year ended 31 March 2024 as considered in the consolidated annual financial results which have been audited by us.

The consolidated annual financial results include the audited financial results of one Step down Indian subsidiary company, whose Financial Statements/ Financial Information reflects total assets (before consolidation adjustment) of Rs. 3231.76 Lakh as at 31 March 2024, total revenue (before consolidation adjustment) of Rs. 2642.31 Lakh, total profit after tax (before consolidation adjustment) of Rs. 3.90 Lakh and net cash inflows (before consolidation adjustment) of Rs. 49.52 Lakh for the year ended 31 March 2024 as considered in the consolidated annual financial results which have been audited by their independent Auditors.

The consolidated annual financial results include the unaudited financial results of one wholly owned foreign subsidiary company, whose Financial Statements/ Financial Information reflects total assets (before consolidation adjustment) of Rs. 26.35 Lakh as at 31 March 2024, total revenue (before consolidation adjustment) of Rs. Nil, total Loss after tax (before consolidation adjustment) of Rs. 31.70 Lakh for the year ended 31 March 2024 as considered in the consolidated annual financial results which have been not audited by their independent Auditors.

The consolidated annual financial results include the unaudited financial results of one foreign sub-subsidiary company (in which shares are pending for allotment), whose Financial Statements/ Financial Information reflects total assets (before consolidation adjustment) of Rs.45.33 Lakh as at 31 March 2024 and yet to commence its commercial operation as at 31 March 2024 as considered in the consolidated annual financial results which have been not audited by their independent Auditors.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

The holding company's management has converted the financial statement/financial information of this foreign subsidiaries from accounting principles generally accepted audited standards applicable in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the conversion adjustment prepared by the Management of the Holding Company and audited by us.

These audited/unaudited Financial Statements/Financial Information have been furnished to us by the Board of Directors and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this Subsidiary Companies and our report in terms of sub-section (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such audited/unaudited Financial Statements/Financial Information. In our opinion and according to the information and explanations given to us by the Board of Directors, these Financial Statements/Financial Information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements / financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable
2. A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) With respect to the adequacy of internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure B. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting.
- (f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2024 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies is disqualified as on 31st March, 2024 from being appointed as a director in terms of Section 164 (2) of the Act.
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to its directors during the year is in accordance with the provisions of section 197 of the Act.
- B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv. (a) The respective managements of the parent company and its subsidiaries, those incorporated in India, whose financial statements were audited under the Act, have represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding company or any such subsidiaries to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or not, that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the holding company or any such subsidiaries (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
 - (b) The respective managements of the parent company and its subsidiaries, those incorporated in India, whose financial statements were audited under the Act, have represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding company or any such subsidiaries from any person(s) or entities, including foreign entities ("Funding parties"), with the understanding, whether recorded in writing or not, that the Holding company or any such subsidiaries shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Funding parties (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.
 - (c) Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) by the management contain any material mis-statement.
- v. As required under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014, we report that:

Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software used by the Company and its subsidiary

Further, where audit trail (edit log) facility was enabled and operated, we and respective auditors of such subsidiary, step down subsidiary company did not come did not come across any instances of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules 2014 is applicable from April 01, 2023 reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of Audit Trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

- vi. In our opinion the Group has complied with section 123 of the Companies Act, 2013 with respect to dividend declared/paid during the year.

Place: Hyderabad
Date: May 25, 2024

For **Jampani & Associates**
Chartered Accountants
(Firm's Registration No. 0165815)

Sd/-
Trinadha Rao Marisetty
Partner
(Membership No. 207990)
UDIN: 24207990BKDUDQ2085

ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

Report on the Consolidated Financial Statements of Vishnu Chemicals Limited for the year ended March 31, 2024

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)

In our opinion and according to the information and explanation given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavorable remarks, qualification or adverse remarks given by the respective auditors in the reports under the companies (Auditor’s Report) Order, 2020 (CARO):

S. No.	Name of the Company	CIN	Holding/Subsidiary	Clause number of the CARO report
1	Vishnu Chemicals Limited	L85200TG1993PLC046359	Holding	Clause(iii)(a) and (iii)(c)
2	Ramadas Minerals Private Limited	U14200TN2012PTC086550	Sub subsidiary	Clause (ii)(b)

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”):

We have audited the internal financial controls over financial reporting of **VISHNU CHEMICALS LIMITED** (hereinafter referred to as “the Holding Company”) and its subsidiary company (Holding Company and its subsidiary together referred to as “the Group”) incorporated in India as of March 31, 2024 in conjunction with our audit of the financial statements of the Holding Company for the year ended on that date.

MANAGEMENT’S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The respective Board of Directors of the Holding Company and its subsidiary company incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by such companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITORS’ RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10)

of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A company’s internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial controls with

ANNEXURE “B” TO THE INDEPENDENT AUDITOR’S REPORT (CONTD.)

reference to consolidated financial statements includes those policies and procedures that

- 1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- 2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- 3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024 based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected.

For **Jampani & Associates**
Chartered Accountants
(Firm’s Registration No. 016581S)

Sd/-

Trinadha Rao Marisetty
Partner

Place: Hyderabad
Date: May 25, 2024

(Membership No. 207990)
UDIN: 24207990BKDUDQ2085

CONSOLIDATED BALANCE SHEET

AS AT MARCH 31, 2024

Particulars	Note No.	(₹ in Lakhs)	
		As at March 31, 2024	As at March 31, 2023
I ASSETS			
(1) Non-current assets			
(a) Property, Plant and Equipment	2	63,149.24	46,464.42
(b) Capital work-in-progress	2	1,580.40	9,796.12
(c) Intangible Assets	2	211.92	1.04
		64,941.56	56,261.58
(d) Financial Assets			
(i) Investments	3	29.66	23.27
(ii) Goodwill on acquisition	4	91.63	-
(e) Other non-current assets	5	1,963.83	1,984.97
		67,026.68	58,269.82
(2) Current assets			
(a) Inventories	6	31,693.88	20,743.84
(b) Financial Assets			
(i) Investments	7	120.94	143.62
(ii) Trade Receivables	8	22,981.89	18,092.60
(iii) Cash and cash equivalents	9	236.06	65.63
(iv) Bank balances other than (iii) above	10	5,813.74	2,033.09
(v) Other financial assets	11	174.51	104.63
(c) Other current assets	12	4,495.40	5,640.07
		65,516.42	46,823.48
Total Assets		1,32,543.10	1,05,093.30
II EQUITY AND LIABILITIES			
EQUITY			
(a) Equity Share capital	13	1,310.54	1,194.60
(b) Other Equity	14	68,806.03	40,242.84
		70,116.57	41,437.44
LIABILITIES			
(1) Non-current liabilities			
(a) Financial Liabilities			
(i) Borrowings	15	15,498.62	22,157.77
(ii) Lease liabilities	16	-	41.89
(b) Provisions	17	145.10	59.56
(c) Deferred tax liabilities (Net)	18	5,173.19	4,701.98
(d) Other Non-Current Liabilities	19	20.74	-
		20,837.65	26,961.20
(2) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	20	16,027.50	15,695.70
(ii) Trade payables			
- Due to MSME entities	21	46.86	54.08
- Other than MSME entities	21	22,626.55	17,616.09
(iii) Lease liabilities	22	21.22	44.27
(iii) Other financial liabilities	23	29.33	353.48
(b) Other current liabilities	24	1,370.03	1,550.08
(c) Provisions	25	57.53	20.56
(d) Current Tax Liabilities (Net)	26	1,409.86	1,360.40
		41,588.88	36,694.66
Total Equity and Liabilities		1,32,543.10	1,05,093.30

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date

For Jampani & Associates
Chartered Accountants
Firm Registration No. 0165815

For and on behalf of the Board of Directors

Sd/-
Trinadha Rao Marisetty
Partner
Membership No. 207990

Sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN:00030274

Sd/-
Ch. Manjula
Director
DIN:01546339

Place: Hyderabad
Date: May 25, 2024

Sd/-
Mahesh Bhatler
Chief Financial Officer

Place: Hyderabad
Date: May 25, 2024

Sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M.No:FCS8466

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED MARCH 31, 2024

Particulars	Note No.	(₹ in Lakhs)	
		For the year ended March 31, 2024	For the year ended March 31, 2023
1 INCOME			
a. Revenue from Operations	27	1,21,260.37	1,39,099.36
b. Other Income	28	1,245.35	1,520.95
Total Income		1,22,505.72	1,40,620.31
2 EXPENSES			
a. Cost of Materials Consumed	29	51,898.49	55,084.68
b. Purchase of stock in trade		-	919.71
c. Cost of Consumables	30	18,681.68	21,572.06
d. Changes in Inventories of Finished Goods and Work-in-Progress	31	(7,717.85)	(2,306.86)
e. Employee Benefit Expenses	32	5,804.88	4,603.71
f. Finance Costs	33	3,672.29	3,337.06
g. Depreciation and Amortisation Expense	2	3,354.78	2,646.32
h. Power Cost	34	6,459.82	6,317.12
i. Manufacturing Expenses	35	13,144.79	14,174.10
j. Selling & Administrative Expenses	36	12,616.59	15,611.11
k. Other Expenses	37	215.98	116.42
Total Expenses		1,08,131.45	1,22,075.43
3 Profit Before Tax		14,374.27	18,544.88
4 Tax Expense	38		
a. Current Tax		3,123.12	4,478.55
b. MAT Credit		(48.77)	-
c. Tax Pertaining to earlier years		21.27	24.49
d. Deferred Tax current year		1,168.64	385.46
		4,264.26	4,888.50
5 Profit / (Loss) For the Period from Continuing Operations		10,110.01	13,656.38
6 Other Comprehensive Income/ (losses)			
Items that will not be reclassified subsequently to profit or loss:			
Remeasurement gains/(losses) on defined benefit plans		(313.20)	74.59
Tax on remeasurement of defined benefit plans		78.75	(18.77)
		(234.45)	55.82
Items that will be reclassified subsequently to profit or loss:			
Exchange differences on translating the financial statements of foreign operations		(0.41)	0.27
7 Other Comprehensive Income/ Expense (Net of Taxes)		(234.86)	56.08
8 Total Comprehensive Income for the Period (5+7)		9,875.15	13,712.46
9 Earnings Per Share			
Basic & Diluted (in ₹)		15.90	22.86
		(Annualised)	(Annualised)

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date

For Jampani & Associates
Chartered Accountants
Firm Registration No. 0165815

For and on behalf of the Board of Directors

Sd/-
Trinadha Rao Marisetty
Partner
Membership No. 207990

Sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN:00030274

Sd/-
Ch. Manjula
Director
DIN:01546339

Place: Hyderabad
Date: May 25, 2024

Sd/-
Mahesh Bhatler
Chief Financial Officer

Place: Hyderabad
Date: May 25, 2024

Sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M.No:FCS8466

CONSOLIDATED CASHFLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2024

(₹ in Lakhs)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Profit before tax	14,374.27	18,544.88
Cash flows used in / from operating activities		
Adjustments for :		
Depreciation of property, plant and equipment	3,354.78	2,646.32
Profit on sale of Investments	(4.27)	(0.84)
Profit on sale of Property Plant and Equipment	(0.21)	(392.84)
Interest income	(360.82)	(110.79)
Unwinding of Interest on Interest free Security deposits received from Suppliers	1.21	(0.30)
Interest expenses	3,473.17	2,780.24
Preference dividend expenses	-	344.87
Unwinding of interest expenses on Loan from Promoter Directors	98.04	186.84
Amortisation of Processing Fees of Long Term Loans	10.09	8.71
Fair value (Gain)/ Loss on investments (net)	(41.63)	(0.67)
Re-measurement of defined employee benefit plans	(313.21)	74.86
Assets written off/Discarded	-	58.31
Obsolete Stock provision	9.30	45.61
Operating profit before working capital changes	20,600.72	24,185.20
Movement in working capital:		
(Increase)/Decrease in inventories	(10,959.33)	(4,013.58)
(Increase)/Decrease in trade receivables	(4,889.29)	990.67
(Increase) / Decrease in Financial & Non Financial Assets	1,004.30	(955.70)
(Decrease)/ Increase in trade payables	5,003.24	520.25
Increase/(Decrease) in Financial & Non Financial Liabilities & Provisions	(963.64)	(2,463.83)
Cash generated from operations	9,796.00	18,263.01
Income tax paid	(3,046.16)	(4,837.76)
Net cash flows used in / from operating activities (A)	6,749.84	13,425.25
Cash flows used in / from investing activities		
Purchase of property, plant and equipment, including capital work in progress	(12,034.56)	(11,736.78)
Proceeds from Sale of Property Plant & Equipment	-	219.80
Investments in mutual funds	(66.15)	(48.42)
Proceeds from Sale of investments in mutual funds	128.34	151.92
Movement in Other Bank Balances	(3,780.65)	(533.12)
Interest received	360.82	110.79
Net cash flows used in / from investing activities (B)	(15,392.20)	(11,835.81)
Net cash flows used in / from financing activities		

CONSOLIDATED CASHFLOW STATEMENT

FOR THE YEAR ENDED MARCH 31, 2024 (CONTD.)

(₹ in Lakhs)

	For the year ended March 31, 2024	For the year ended March 31, 2023
Proceeds from issue of equity shares	19,695.38	-
(Decrease)/Increase in Long Term Borrowings	(9,093.93)	2,528.47
(Decrease)/Increase in Short Term Borrowings	2,357.56	(929.52)
Payment to lease liabilities	(64.94)	(59.08)
Interest Paid	(3,473.17)	(2,780.24)
Dividend Paid	(608.11)	(316.95)
Net cash flows used in/from financing activities (C)	8,812.79	(1,557.32)
Net Increase/(decrease) in cash and cash equivalents (A+B+C)	170.43	32.11
Cash and cash equivalents at the beginning of the year	65.63	33.52
Cash and cash equivalents at the year end	236.06	65.63
Components of cash and cash equivalents:		
Cash on hand	6.88	7.79
Balances with banks	229.18	57.84
Total cash and cash equivalents	236.06	65.63

As per our report of even date
For Jampani & Associates
Chartered Accountants
Firm Registration No. 0165815

Sd/-
Trinadha Rao Marisetty
Partner
Membership No. 207990

Place: Hyderabad
Date: May 25, 2024

For and on behalf of the Board of Directors

Sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN:00030274

Sd/-
Maresh Bhatler
Chief Financial Officer

Place: Hyderabad
Date: May 25, 2024

Sd/-
Ch. Manjula
Director
DIN:01546339

Sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M.No:FCS8466

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

AS AT MARCH 31, 2024

NOTE 13

a. Equity Share Capital

Equity shares of ₹ 2 each issued, subscribed and fully paid-up	Number of shares*		₹ in Lakhs	
	March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Balance as at the beginning of the year	5,97,30,100	1,19,46,020	1,194.60	1,194.60
Changes in share capital during the year	57,97,095	-	115.94	-
Balance as at the end of the year	6,55,27,195	5,97,30,100	1,310.54	1,194.60

* During the year ended March 31, 2024, the Company issued and allotted 57,97,095 equity shares of face value ₹ 2/- each at a price of ₹ 345 per equity share (including premium of ₹ 343) to Qualified Institutional Buyers (QIBs) through Qualified Institutional placement ('QIP') on August 1, 2023.

* During the year ended March 31, 2023, the equity shares of the Company were split/sub divided such that equity share having face value of ₹ 10/- each, was sub divided into five (5) equity shares having face value of ₹ 2/- each with effect from January 13, 2023 (record date).

NOTE 14

b. Other Equity

For the year ended March 31, 2024

	Reserves and Surplus					Items of Other Comprehensive Income		Total
	Capital Reserve	General Reserve	Securities Premium	Retained Earnings	Effect of Amortisation of Interest free loans from Promoter Directors	Foreign Currency Translation Reserve	Remeasurement of Net Defined Benefit Plans	
Balance as at April 01, 2023	982.88	659.07	-	37,187.14	1,423.38	0.27	(9.90)	40,242.84
Add Profit for the year				10,110.01				10,110.01
Add Changes during the year				-	(300.90)			(300.90)
Add/(less) Capital reserve on acquisition	(328.39)							(328.39)
Add/(less) Securities premium			19,579.44					19,579.44
Add/(less) Other Comprehensive Income for the year (net of taxes)						(0.41)	(234.45)	(234.86)
Less: Dividend				262.11				262.11
Balance as at March 31, 2024	654.49	659.07	19,579.44	47,035.04	1,122.48	(0.14)	(244.35)	68,806.03

(₹ in Lakhs)

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

AS AT MARCH 31, 2024 (CONTD.)

For the year ended March 31, 2023

	Reserves and Surplus				Items of Other Comprehensive Income		Total
	Capital Reserve	General Reserve	Retained Earnings	Effect of Amortisation of Interest free loans from Promoter Directors	Foreign Currency Translation Reserve	Remeasurement of Net Defined Benefit Plans	
Balance as at April 01, 2022	982.88	659.07	23,769.69	1,146.81	-	(65.72)	26,492.73
Add Profit for the year			13,656.37				13,656.37
Add Changes during the year			-	276.57			276.57
Add/(less) Other Comprehensive Income for the year (net of taxes)					0.27	55.82	56.09
Less: Dividend			238.92				238.92
Balance as at March 31, 2023	982.88	659.07	37,187.14	1,423.38	0.27	(9.90)	40,242.84

(₹ in Lakhs)

As per our report of even date
For Jampani & Associates
 Chartered Accountants
 Firm Registration No. 0165815

For and on behalf of the Board of Directors

Sd/-
Trinadha Rao Marisetty
 Partner
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Sd/-
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 Chairman & Managing Director
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Place: Hyderabad
 Date: May 25, 2024

Sd/-
Mahesh Bhatler
 Chief Financial Officer

Sd/-
Vibha Shinde
 Company Secretary & Compliance Officer
 M.No:FCS8466

Place: Hyderabad
 Date: May 25, 2024

1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION:

A. Basis of Preparation of Financial Statements

a) Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act, as applicable.

b) Description of the Group

The consolidated financial statements comprise financial statements of Vishnu Chemicals Limited (the 'Group'), its subsidiaries and step-down subsidiary (collectively, the 'Group') for the year ended March 31, 2024. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on BSE Limited and National Stock Exchange of India Limited in India. The registered office of the Company is located at: Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 096

The consolidated financial statements were authorised for publication in accordance with a resolution of the directors on May 25, 2024.

Name of the Entity	Principal place of business and Country of Incorporation	Investee relationship		Proportion of ownership interest	
		March 31, 2024	March 31, 2023	March 31, 2024	March 31, 2023
Vishnu Barium Private Limited	India	Subsidiary	Subsidiary	100%	100%
Vishnu South Africa (Pty) Limited	South Africa	Subsidiary	Subsidiary	100%	100%
VICHEM Global Inc.	USA	Subsidiary	-	100%	-
Vishnu International Trading FZE	Dubai	Subsidiary	-	100%	-
VICHEM Trading FZE	Dubai	Step-down Subsidiary	-	100%	-
Ramadas Minerals Private Limited	India	Step-down Subsidiary	-	100%	-

As required under Consolidation of Financial Statements standards, the financial statements of the Group have been prepared in accordance with Ind AS, Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act, as applicable.

c) Basis of Preparation

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards ('Ind AS'), under the historical cost except for certain financial instruments which are measured at fair values at the end of each reporting period as explained in the accounting policies below, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. The consolidated financial statements have been prepared on a historical cost except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in accounting policies below.

The consolidated financial statements were authorised for publication in accordance with a resolution of the directors on May 25, 2024.

The financial statements are presented in Indian Rupees and all values are rounded to the nearest Lakhs, except otherwise indicated.

Basis of consolidation

The Consolidated financial statements comprise the financial statements of the Group as at March 31, 2024 and March 31, 2023.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- expected to be realised or intended to be sold or consumed in normal operating cycle,
- held primarily for the purpose of trading,
- expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in normal operating cycle,
- it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash

equivalents. The Group has identified twelve months as its operating cycle.

d) Use of Estimates and Judgments

The preparation of financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the income and expenditure for the reporting year. Though, these estimates and assumptions are based on the information available at that point of time, the actual results could differ from these estimates.

Critical estimates and judgments in applying accounting policies

Estimates and judgments made in applying accounting policies that have significant effect on the amounts recognised in the financial statements are as follows:

i) Property, Plant and Equipment

The charge in respect of periodic depreciation is derived after estimating the asset's expected useful life and the expected residual value at the end of its life. The depreciation method, useful lives and residual values of Group's assets are estimated by management at the time the asset is acquired and reviewed during each financial year.

Employee Benefit Plans

Employee defined benefit plans and long term benefit plans are measured on the basis of actuarial assumptions. However, any changes in these assumptions may have impact on the reported amount of obligation and expenses.

B. Material Accounting Policy Information:

a) Property, Plant and Equipment

Property, plant and equipment are stated in the Balance Sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price (net of reimbursable taxes), attributable expenditure incurred in bringing the asset to its working condition for the intended use and cost of borrowing till the date of capitalisation in the case of assets involving material investment and substantial lead time.

Depreciation is provided on Straight Line Method in respect of assets situated at Bhilai, Jeedimetla (API), Corporate Office and Vizag Units and on Written down value Method in respect of assets situated at Kazipally Unit, by considering the useful life of the assets as specified in Schedule II of the Companies Act, 2013. Depreciation is provided on Straight line method for Vishnu Barium Private Limited and Ramadas

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

Minerals Private Limited. No assets exist for Vishnu South Africa (Pty) Limited, VCHEM Global Inc., Vishnu International Trading FZE and VCHEM Trading FZE.

Depreciation methods, useful lives and residual values are reviewed in each financial year and changes, if any, are accounted for prospectively. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated.

b) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful economic life, reviewed regularly, and are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Expenditure on research activities is recognised in the statement of profit and loss as incurred. Expenditure on development activities is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset.

c) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement

date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term and useful life of the underlying asset. The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liability and ROU asset have been separately presented in the Balance Sheet.

d) Financial Instruments

Financial instruments are classified as:

- Financial assets, measured at (a) amortised cost and (b) fair value through Profit and Loss ("FVTPL")
- Financial liabilities are carried at amortised cost.

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets.

Subsequently, financial assets are measured as follows:

a) Amortised Cost

A financial asset shall be measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Financial assets under this category are measured initially at fair value plus transaction costs and subsequently carried at amortised cost using the effective interest method, less any impairment loss.

b) Fair Value Through Profit and Loss Account

Financial instruments classified in this category are subsequently carried at fair value with changes recorded in the statement of profit or loss. Directly attributable transaction costs are recognised in Profit and Loss account as incurred.

Financial liabilities are measured subsequently at amortised cost using effective interest method.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

e) Derivative financial instruments and hedge accounting Initial recognition and subsequent measurement

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

- Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment
- Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment
- Hedges of a net investment in a foreign operation

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

(i) Fair value hedges

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is

amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit and loss.

(ii) Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or nonfinancial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

f) Impairment of Assets

a. Non-Financial Assets

The carrying amount of cash generating units is reviewed at each reporting date where there is any indication of impairment. An impairment loss is recognised in the statement of profit and loss where the carrying amount exceeds the recoverable amount of the cash generating units. Recoverable amount is the higher of cash-generating unit's fair value less costs of disposal and its value in use.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

b. Financial Assets

The loss allowance in respect of trade receivables is at an amount equal to lifetime expected credit losses. The loss allowance in respect of all other financial assets is measured at an amount equal to lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. Otherwise, the loss allowance is measured at an amount equal to 12 month expected credit losses.

g) Inventories

Inventories are valued at lower of cost, determined on First-in-First-Out (FIFO) basis, or net realisable value. Inventories comprise of raw materials, stores, spares & consumables and finished goods. Cost of Inventories comprises all cost of purchase (net of reimbursable taxes), cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

h) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates after taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The Group recognises revenue in accordance with Ind AS 115 "Revenue from Contracts with Customers". The core principle of the standard is that an entity should recognise revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain/loss on forward and options contracts and on translation of other assets and liabilities. Interest income is recognised using the effective interest method. Claims for export incentives/ duty drawbacks, duty refunds and insurance are accounted when the right to receive payment is established.

i) Provisions

Provisions are recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Where the effect of time value of money is material, provisions are determined and maintained by discounting the expected future cash flows, wherever applicable.

j) Borrowing Costs

Borrowing costs attributable to a qualifying asset are capitalised as a part of the cost of such assets and other borrowing costs are recognised as an expense in the year of incurrence.

k) Employee Benefits

The Group's contribution to Provident and Pension fund for the employees is covered under defined contribution plan and is recognised as employee benefit expense in statement of profit and loss in the periods during which services are rendered by employees.

The Group's Gratuity scheme for its employees is a defined benefit retirement benefit plan. The liability recognised in the balance sheet in respect of defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

Defined benefit costs are categorised as follows:

- service cost
- net interest expense or income; and
- re-measurement

The Group presents the first two components of defined benefit costs in profit and loss in the line item 'Employee benefit expenses'.

Re-measurements comprising actuarial gains and losses as well as the difference between the return on plan assets and the amounts included in net interest on the net defined benefits liability (asset) are recognised in other comprehensive income, net of income tax.

Other long-term employee benefits comprise of leave encashment which is provided for based on the actuarial valuation carried out as at the end of the year. Liability is measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Re-measurements and other expenses related to long term

benefit plans are recognised in statement of profit and loss/ other comprehensive income as applicable.

l) Foreign Currency Transactions and balances

The Group's consolidated financial statements are presented in Indian rupees, which is also the parent company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit and loss and reported within foreign exchange gains / (losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

m) Earnings Per Share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year including any potential dilution resulting in issue of additional equity shares based on contractual terms and obligations. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share.

n) Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flows for the year are classified by operating, investing and financing activities.

o) Taxes on Income

Income tax comprises current and deferred tax. Income tax expense is recognised in the statement of profit and loss except to the extent it relates to items directly recognised in equity or in other comprehensive income.

i. Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period.

The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis or to realise the asset and liability simultaneously.

ii. Deferred income tax

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

NOTE 2 PROPERTY, PLANT AND EQUIPMENT

	Tangible Assets										Total		
	Freehold land	Leasehold Land	Buildings-Factory	Buildings-Residential	Leasehold Building	Plant and equipment	Lab equipment	Office equipment	Data Processing Equipment	Furniture and Fixtures	Vehicles	ROU - Vehicles	Computer Software
Cost													
At April 1, 2022	1,200.39	-	12,084.74	49.96	357.23	55,247.71	1,280.2	295.18	119.62	201.59	998.20	184.45	70,867.09
Additions	18.92	490.05	315.17	-	9.96	1,871.32	-	62.67	18.53	21.89	40.79	-	2,849.30
Disposals/discard	(5.00)	-	(163.07)	-	-	(163.07)	-	(5.89)	(12.00)	(2.35)	(0.60)	-	(188.91)
March 31, 2023	1,214.31	490.05	12,399.91	49.96	367.19	56,955.96	128.02	351.96	126.15	221.12	1,038.39	184.45	73,527.47
Additions	15.29	-	3,464.54	-	-	15,019.91	0.95	43.39	29.53	29.12	76.56	-	18,679.29
Gross Value on acquisition	5.43	-	-	-	-	2,492.54	-	2.95	1.18	-	1.68	-	2,503.78
Disposals/discard	-	-	(89.16)	-	-	-	-	-	-	-	-	-	(89.16)
March 31, 2024	1,235.03	490.05	15,864.45	49.96	367.19	74,379.26	128.97	398.31	156.86	250.25	1,116.64	184.45	94,621.39
Depreciation													
At April 1, 2022	-	-	4,378.99	2.81	149.39	18,975.25	105.63	213.61	86.46	117.23	470.56	42.57	24,542.49
Charge for the year	-	-	382.32	0.83	38.12	1,995.28	5.81	33.41	17.82	14.15	96.92	61.48	2,646.15
Disposals/discard	-	-	-	-	-	(105.01)	-	(5.89)	(12.00)	(2.35)	(0.35)	-	(125.60)
March 31, 2023	-	-	4,761.31	3.64	187.51	20,865.52	111.44	241.13	92.28	129.03	567.13	104.05	27,063.05
Accumulated depreciation on acquisition	-	-	-	-	-	1,117.26	-	2.77	1.12	-	1.56	-	1,122.71
Charge for the year	-	-	464.35	0.79	38.77	2,575.17	4.30	32.95	22.15	16.46	99.71	61.48	3,316.14
Disposals/discard	-	-	-	-	-	(29.75)	-	-	-	-	-	-	(29.75)
March 31, 2024	-	-	5,225.67	4.43	226.28	24,528.20	115.74	276.85	115.55	145.49	668.40	165.54	31,472.14
Net Block													
At March 31, 2023	1,214.31	490.05	7,638.60	46.32	179.68	36,090.44	16.58	110.83	33.87	92.10	471.26	80.40	46,464.42
At March 31, 2024	1,235.03	490.05	10,638.79	45.53	140.91	49,851.06	13.22	121.45	41.31	104.75	448.24	18.91	63,149.25

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)

Capital work in progress ageing

CWIP	Amount in CWIP for a period of				Total
	Less than 1 Year	1-2 years	2-3 years	More than 3 years	
As on 31st March 2024					
Projects in Process	1,447.66	132.74	-	-	1,580.40
Projects temporarily suspended	-	-	-	-	-
As on 31st March 2023					
Projects in Process	9,475.19	320.93	-	-	9,796.12
Projects temporarily suspended	-	-	-	-	-

NOTE 3 NON CURRENT FINANCIAL ASSETS - INVESTMENTS

	As at March 31, 2024	As at March 31, 2023
1. Non Trade Investments - Unquoted (At Fair Value)		
i Investment in Equity Instruments of other Companies		
a. Equity Shares in Koganti Power Limited Nil (60,000) Nos. each ₹ 10/- Fully paid up, acquired at a cost of ₹ Nil (₹ 6,00,000)- Net of impairment recognised.	-	0.00
b. Equity Shares in Sireen Drugs Private Limited 1,000 (1,000) Nos. each ₹ 10/- Fully paid up, acquired at a cost of ₹10,000 (₹10,000) - Net of impairment recognised.	0.00	0.00
2. Non Trade Investments - quoted (At Fair Value)		
Equity Shares in Life Insurance Corporation of India 94 (Nil) Equity Shares of face value of ₹ 5/- each	0.86	0.50
3. Investments in Mutual Funds - Quoted (At fair value)		
a. LMRG-Union Large & Midcap Fund Regular Plan - Growth - 49,990 (49,990) Units, Cost ₹ 5,00,000 (₹ 5,00,000)	11.02	7.91
b. UBI -Union Balanced advantage fund regular plan - growth- 60,339 (60,339) Units, Cost ₹ 6,35,373 (₹ 6,35,373)	11.03	9.23
c. UBI-Union Equity Savings Fund Regular Plan - 19,990 (19,990) Units, Cost ₹ 1,99,900 (₹ 1,99,900)	3.09	2.68
d. Nippon (Reliance) Balanced Advantage Fund - Growth Plan - 2,352 (2,352) Units, Cost ₹ 2,00,000 (₹ 2,00,000)	3.66	2.95
	29.66	23.27

Disclosures:

	As at March 31, 2024	As at March 31, 2023
Aggregate amount of Cost of Quoted Investments	16.24	16.24
Aggregate amount of market value of quoted investments	29.66	23.27
Aggregate amount of impairment in value of investments	6.10	6.10

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 4 NON CURRENT FINANCIAL ASSETS - GOODWILL

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Goodwill on acquisition	91.63	-
	91.63	-

NOTE 5 OTHER NON-CURRENT ASSETS

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Unsecured, Considered Good:		
a. Capital Advances	619.15	838.24
b. Deposits	1,220.94	843.59
c. CSR Expenses - Excess spent	123.74	303.15
	1,963.83	1,984.97

NOTE 6 INVENTORIES

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Valued at Cost or Net Realisable Value, whichever is lower		
a. Raw Materials	7,056.43	3,915.29
b. Work-in-progress	8,541.25	4,203.75
c. Finished Goods	11,988.94	8,577.25
d. Stock-in-trade (goods acquired for trading)	-	259.23
e. Stores, Spares & Packing	4,204.05	3,875.81
f. Provision for obsolescence of non-moving stores	(96.79)	(87.49)
	4,107.26	3,788.32
	31,693.88	20,743.84

NOTE 7 CURRENT FINANCIAL ASSETS - INVESTMENTS

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Valued at Cost or Net Realisable Value, whichever is lower		
a. UBI Union Dynamic Bond Fund- Growth at fair value 1,35,521.388 units (PY 1,35,521.388 units) - Cost ₹ 22,00,000/- (PY ₹ 22,00,000/-)	28.77	26.75
b. UBI Union Small Cap Fund Regular plan- Growth at fair value 1,76,120.314 units (PY 1,76,120.314 units) - Cost ₹ 23,33,906.58/- (PY ₹ 23,33,906.58/-)	71.08	49.33
c. UBI Union Flexi Cap Fund Growth plan- Growth at fair value 48,645.340 units (PY 35,029.634 Units) - Cost ₹ 11,99,875/- (PY ₹ 7,99,900/-)	20.68	14.73
d. UBI Union Large Cap Fund Regular plan- Growth at fair value 1,876.173 units (PY 1,876.173 units) - Cost ₹ 20,000/- (PY ₹ 20,000/-)	0.41	0.30
e. UBI Union Corporate Bond Fund Regular Plan Growth at fair Value Nil (PY 3,43,382.556 Units) - Cost ₹ Nil (PY ₹ 49,99,900/-)	-	52.50
	120.94	143.62

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

Disclosures:

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Aggregate amount of Cost of Quoted Investments	56.54	106.54
Aggregate amount of market value of quoted investments	120.94	143.62

NOTE 8 CURRENT FINANCIAL ASSETS - TRADE RECEIVABLES

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Unsecured, Considered Good	22,981.89	18,092.60
	22,981.89	18,092.60

Trade receivables ageing schedule as at March 31, 2024

	Outstanding for the following periods from the due date of payment					Total
	Less than 6 months*	6 months to 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	
Undisputed trade receivables						
a. Considered good	20,955.89	1,305.59	653.82	20.60	45.99	22,981.89
b. Which have significant increase in credit risk	-	-	-	-	-	-
c. Credit impaired	-	-	-	-	-	-

Trade receivables ageing schedule as at March 31, 2023

	Outstanding for the following periods from the due date of payment					Total
	Less than 6 months*	6 months to 1 year	1 year to 2 years	2 years to 3 years	More than 3 years	
Undisputed trade receivables						
a. Considered good	17,387.06	530.02	110.73	18.80	45.99	18,092.60
b. Which have significant increase in credit risk	-	-	-	-	-	-
c. Credit impaired	-	-	-	-	-	-

* Includes amounts not yet due for payment

NOTE 9 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a. Cash on Hand	6.88	7.79
b. Balances with Banks	229.18	57.84
	236.06	65.63

NOTE 10 CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN ABOVE

	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
a. Margin Money Deposit in Banks against LCs & BGs	5,806.27	2,024.48
b. Unpaid Dividend Accounts	7.47	8.61
	5,813.74	2,033.09

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 11 CURRENT FINANCIAL ASSETS - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
a. Salary and other Advances recoverable in cash or kind	68.38	26.04
b. Interest Receivable	87.66	42.00
c. Derivative Financial Instruments - Asset	18.47	27.92
d. TDS Receivable from NBFCs	-	8.67
	174.51	104.63

NOTE 12 OTHER CURRENT ASSETS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
a. Advances to Suppliers	2,007.14	1,758.23
b. Balances with Government Authorities	751.21	1,289.82
c. Prepaid Expenses	298.68	442.08
d. CSR Expenses - Excess spent	326.46	289.63
e. Deposits	1,063.14	1,860.31
f. MAT credit entitlement	48.77	-
	4,495.40	5,640.07

NOTE 13 EQUITY SHARE CAPITAL

	As at March 31, 2024	As at March 31, 2023
Authorised Share Capital		
7,50,00,000 of equity shares of ₹ 2 par value	1,500.00	1,500.00
(7,50,00,000 of equity shares of ₹ 2 par value in PY)		
	1,500.00	1,500.00
Issued, Subscribed and Fully Paid-up Capital		
At the beginning of the year		
5,97,30,100 of equity shares of ₹ 2 par value	1,194.60	1,194.60
Issued during the year		
57,97,095 of equity shares of ₹ 2 par value	115.94	-
At the end of the year		
6,55,27,195 of equity shares of ₹ 2 par value	1,310.54	1,194.60
	1,310.54	1,194.60

Disclosures:

- The Company has only one class of equity shares at a par value of ₹ 2 All the equity shares carry equal rights and obligations including for dividend and with respect to voting rights.
- During the year ended March 31, 2024, the Company has issued 57,97,095 equity shares having face value of ₹ 2/- each at ₹ 345 per share.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

- During the year ended March 31, 2023, the equity shares of the Company were split/sub divided such that equity share having face value of ₹ 10/- each, was sub divided into five (5) equity shares having face value of ₹ 2/- each with effect from January 13, 2023 (record date).
- Names of shareholders holding more than 5% of the Share capital and their shareholding.

EQUITY SHARES

S. No.	Name of shareholder		As at March 31, 2024	As at March 31, 2023
1	Mr. Ch. Krishna Murthy - No of Shares		3,10,98,950	3,10,98,950
	- % held		47.46	52.07
2	Mrs. Ch. Manjula - No of Shares		80,70,240	80,70,240
	- % held		12.31	13.51
3	Mr. Ch. Siddartha - No of Shares		56,28,340	56,28,340
	- % held		8.59	9.42

Promoters' Shareholding

Shares held by Promoters at the end of the year				% change during the year
S. No.	Name of the promoter	No of shares	% of total shares	
1	Mr. Ch. Krishna Murthy	3,10,98,950	47.46%	(4.61)
2	Mrs. Ch. Manjula	80,70,240	12.31%	(1.20)
3	Mr. Ch. Siddartha	56,28,340	8.59%	(0.83)

NOTE 15 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
A. Secured:		
1. Term Loans:		
From Banks	6,712.37	10,096.73
2. Long Term Maturities of Finance Lease Obligations:		
From Banks	354.88	86.45
B. Unsecured:		
1. Business Loans		
From Banks		
From NBFC'S	17.95	66.67
Loans and Advances from Related Parties:		
	-	260.64
2. Loans from promoter directors (at amortised cost)	-	2,610.06
3. Cumulative Redeemable Preference Shares	7,663.75	7,663.75
4. Security Deposits	749.67	1,373.46
	15,498.62	22,157.77

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

Disclosures:

I. Loans of Holding Company:

A) Secured

(i) Term loans from Banks

S. No.	Name of the Lender	Period of maturity	Loan amount outstanding	No. of installments outstanding	Rate of Interest	Overdue amount and period	Security
1	State Bank of India (TL-III) (FTCL)	Jun-2024	40.06	1	6.88%	-	Term Loans from banks represents loans from Consortium of Bankers - State Bank of India, Indian Overseas Bank and Union Bank of India. Term Loans are secured by charge on the assets acquired out of the term loan and charge on entire existing movable/ immovable assets of the Company. The above loans are further secured by personal guarantee of promoter directors and others. All the above securities rank in all respects pari passu amongst the consortium of bankers.
2	State Bank of India (ECLGS 2.0)	Jan-2026	647.95	22	9.25%	-	
3	State Bank of India (ECLGS 2.0 Ext)	Nov-2027	797.39	44	9.25%	-	
4	Union Bank of India (ECLGS 2.0)	Nov-2025	683.40	20	8.85%	-	
5	Union Bank of India (ECLGS 2.0 Ext)	Nov-2027	1,217.32	44	8.80%	-	
6	Indian Overseas Bank (ECLGS 2.0)	Dec-2025	207.81	21	8.45%	-	
7	Indian Overseas Bank (ECLGS 2.0 Ext)	Nov-2027	217.25	43	8.45%	-	

(ii) Hire Purchase Loans (Holding and Subsidiary Companies)

The hire purchase loans are secured against the assets purchased out of those loans. The net carrying amount of assets acquired on hire purchase as on March 31, 2024 is ₹ 832.36 Lakhs (March 31, 2023 ₹ 321.22 Lakhs). The Company had capitalised the assets at their fair value considering that the hire purchase agreements are in the nature of Finance Lease. The details are as follows:-

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Minimum Lease Payments outstanding		
Within one Year	280.15	122.51
Later than one year and not later than five years	344.19	103.09
Future Interest on outstanding Lease payments		
Within one Year	31.04	16.01
Later than one year and not later than five years	39.90	16.63
Present Value of Minimum Lease Payments		
Within one Year	249.11	106.50
Later than one year and not later than five years	304.29	86.46

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

B) Unsecured Loans:

Loans from Promoter Directors:

The loans from promoter Directors are interest-free and unsecured in nature. There are no specified terms and conditions, however the same are amortised using effective interest rate.

C) 7% Cumulative Redeemable Preference Shares

The Company has issued and allotted 7,66,37,500 7% Cumulative Redeemable Preference Shares (CRPS) of face value of ₹ 10/- each aggregating ₹ 76,63,75,000/- to the existing 7% Cumulative Redeemable Preference Shareholders in lieu of their existing 4,75,00,000 7% Cumulative Redeemable Preference Shares of face value of ₹ 10/- each aggregating ₹ 47,50,00,000/- and the outstanding accumulated dividend thereon up to March 31, 2017 amounting to ₹ 29,13,75,000. Also, a preference shareholders have given their consent to forego 7% preference dividend amounting to ₹ 5,36,46,250/- for the financial year 2023-24.

S. No.	Name of shareholder	As at March 31, 2024	As at March 31, 2023
1	Mr Ch. Krishna Murthy - No of Shares	7,11,21,750	7,11,21,750
	- % held	92.80	92.80
2	Mrs Ch. Manjula - No of Shares	52,71,250	52,71,250
	- % held	6.88	6.88
3	Mr Ch. Siddhartha - No of Shares	2,44,500	2,44,500
	- % held	0.32	0.32

II. Loans of Subsidiary Company:

A. Secured loans:

Term loans from banks:

S.No.	Name of the Lender	Period of maturity	Loan amount outstanding	No. of instalments outstanding	Rate of Interest	Overdue amount and period	Security
1	Union Bank of India (TL-₹)	Dec-2028	442.75	8	1 Year MCLR Plus 2.75%	-	The above loans are secured primarily by equitable mortgage on the fixed assets including land & buildings, plant and machinery and furniture & fittings of the Company and the loan has been guaranteed by personal guarantees of Mr. Ch. Siddhartha, Managing Director and Mrs. Ch. Manjula, Executive Director of the Company and Mr. Ch. Krishna Murthy, Director of the holding company-Vishnu Chemicals Limited. Further, the loan has been secured by pledge of 17,20,000 shares of Vishnu Chemicals Limited held by Mr. Ch. Krishna Murthy.
2	Union Bank of India (TL-FCLT-USD)	Dec-2028	690.91	8	6 month SOFR + 150 bpspa	-	
3	Union Bank of India (TL-₹)	Jun-2029	609.26	10	1 Year MCLR Plus 2.75%	-	
4	Union Bank of India (TL- FCLT-USD)	Jun-2029	915.11	10	6 month SOFR + 150 bpspa	-	
5	Union Bank of India WCTL under UGECL 1.0	Aug-2027	527.00	36	9.70%	-	

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

B. Unsecured loans:

Business loans:

- (i) The above unsecured business loans from various NBFC's, carries interest rate ranging from 16.00% to 19.50% p.a. The loans are repayable in 18/24 monthly equal installments and the last installment of loan is in the month of May 2025. The aggregate amount of installments outstanding (including current maturities presented in Note 20 below) as on March 31, 2024 is ₹ 300.15 Lakhs (March 31, 2023 ₹ 610.97 Lakhs). There are no overdue installments or interest payable.
- (ii) The above unsecured business loans from HDFC bank, Karur Vysya Bank, and Unity Small Finance bank, carry interest rate of 14.50%, 16.00% and 16.50% p.a. The loans are repayable in 18/36 monthly equal installments and the last installment of respective loans fall due in the month of September 2024 and March 2026. The aggregate amount of installments outstanding (including current maturities presented in Note 20 below) as on March 31, 2024 is ₹ 71.79 Lakhs (March 31, 2023 ₹ 150.00 Lakhs). There are no overdue installments or interest payable.

NOTE 16 LEASE LIABILITIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Lease liabilities on ROU assets	-	41.89
	-	41.89

NOTE 17 NON-CURRENT PROVISIONS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits (Net of Fund Assets)	145.10	59.56
	145.10	59.56

NOTE 18 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Deferred Tax Liability		
Property, Plant and Equipment	5,558.93	4,735.85
Deferred Tax Assets		
Provisions allowable on payment basis	385.74	33.87
Net Deferred Tax Liability	5,173.19	4,701.98

Disclosures:

The Company has provided for Deferred Tax in accordance with the Accounting Standard on "Income Taxes" (Ind AS 12) issued by the institute of Chartered Accountants of India.

The gross movement in the deferred income tax account for the financial years ended March 31, 2024 and March 31, 2023, is as follows

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
a. Net deferred tax liability at the beginning	4,701.98	4,297.75
b. Accelerated depreciation for tax purposes	454.60	345.33
c. Provisions allowable on payment basis	71.58	51.94
d. Temporary differences on Other Comprehensive Income	(54.97)	6.96
e. Net deferred tax liability at the end	5,173.19	4,701.98

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 19 OTHER NON-CURRENT LIABILITIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Advance against supplies	20.74	-
	20.74	-

NOTE 20 CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
A. Secured:		
Loans repayable on demand		
From Banks		
a. Working capital - Cash Credit	12,231.65	10,038.26
B. Unsecured:		
a. Loans from Promoter Directors	11.13	11.13
b. Loan from bajaj finance limited	1,448.55	1,338.21
c. Loans repayable on demand from banks	53.84	-
Current maturities of long term debt	1,725.00	3,868.17
Current maturities of finance lease obligations	557.33	439.92
	16,027.50	15,695.70

Disclosures:

I. Loans of Holding Company:

A) Secured Loans:

- The Rate of interest for loans repayable on demand from consortium of banks ranges from MCLR+0.95% to +2.00%. The rate of interest on convertible FCNRB demand loan ranges from SOFR+1.50% per annum.
- Interest rate for the Bill Discounting facility ranges from 6.65% to 8.20%
- Security:
Working Capital Loans from Consortium Bankers consisting of State Bank of India, Union Bank of India and Indian Overseas Bank are secured by first pari passu charge by way of hypothecation of inventories, book debts and other current assets of the Company, and second pari passu charge on the fixed assets of the Company. The directors have extended their personal assets as securities i.e. land, plots and buildings etc.
- Guarantees:
All the above loans are guaranteed by the Promoter Directors.

B) Unsecured Loans:

- Loans from Promoter Directors disclosed here are short term in nature. There are no specified terms and conditions.
- The credit facilities with Bajaj Finance Limited against purchase bill discounting (PBD) for working capital requirement. The interest rate is MCLR is 9.65%

II. Loans of Subsidiary Company

A. Secured loans:

Cash Credit:

- The above cash credit from Union Bank of India is repayable on demand and carries interest rate of 1 year MCLR+2.50%, currently @ 10.90%.
- The cash credit is secured by hypothecation of all stocks and book debts of the Company and the loan has been guaranteed by personal guarantee of Mr. Ch. Siddhartha, Managing Director and Mrs. Ch. Manujula, Executive Director of Vishnu Barium Private Limited and Mr. Ch. Krishna Murthy, Chairman & Managing Director of the holding company Vishnu Chemicals Limited. Further, the loan has been secured by pledge of 17,20,000 shares of Vishnu Chemicals Limited held by Mr. Ch. Krishna Murthy.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 21 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Trade payables - Due to Micro, Small and Medium Enterprises	46.86	54.08
Trade payables - Other parties	21,748.16	17,190.76
Trade payables - Related parties	878.39	425.33
	22,673.41	17,670.17

Disclosures

The principal amount remaining unpaid as at March 31, 2024 in respect of enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) is ₹ 46.22 Lakhs (March 31, 2023 ₹ 53.32 Lakhs). The interest amount computed based on the provisions under Section 16 of the MSMED is ₹ 0.65 Lakhs (March 31, 2023 ₹ 0.76 Lakhs)

The list of undertakings covered under MSMED was determined by the Company on the basis of information available with it after getting confirmation from Suppliers.

Trade Payables ageing schedule as at 31 March, 2024

	Outstanding for the following periods from the due date of payment					Total
	Less than 1 year*	1 year to 2 years	2 year to 3 years	More than 3 years		
Undisputed trade payables						
a. MSME	46.86					46.86
b. Others	22,482.70	130.52	13.33			22,626.55
c. Disputed dues - MSME	-	-	-	-	-	-
d. Disputed dues - Others	-	-	-	-	-	-

Trade Payables ageing schedule as at 31 March, 2023

	Outstanding for the following periods from the due date of payment					Total
	Less than 1 year*	1 year to 2 years	2 year to 3 years	More than 3 years		
Undisputed trade payables						
a. MSME	54.08					54.08
b. Others	17,487.92	128.17	0.00			17,616.09
c. Disputed dues - MSME	-	-	-	-	-	-
d. Disputed dues - Others	-	-	-	-	-	-

* Includes amounts not yet due for payment

NOTE 22 LEASE LIABILITIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Lease liabilities on ROU assets	21.22	44.27
	21.22	44.27

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 23 OTHER CURRENT FINANCIAL LIABILITIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Cumulative Unpaid Preference Dividend	-	344.87
Share application money refundable	2.00	-
Unclaimed dividends	7.48	8.61
Derivative Financial Instruments - Liability	19.85	-
	29.33	353.48

NOTE 24 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Advance from Customers	683.78	376.93
Creditors for Capital Expenditure	398.73	911.94
Advance from others	4.82	7.95
Statutory dues Payable	259.77	253.25
Creditors for Investment on Hold	22.93	-
	1,370.03	1,550.08

NOTE 25 CURRENT PROVISIONS

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Provision for Employee Benefits (Net of Fund Assets)	57.53	20.56
	57.53	20.56

NOTE 26 CURRENT TAX LIABILITIES

(₹ in Lakhs)

	As at March 31, 2024	As at March 31, 2023
Provision for Income Tax (Net of TDS)	1,409.86	1,360.40
	1,409.86	1,360.40

NOTE 27 REVENUE FROM OPERATIONS

(₹ in Lakhs)

	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Sale of Products	1,20,927.97	1,38,765.58
2. Other Operating Revenues		
a. Sale of Scrap	122.00	196.54
b. Export Incentives	210.40	137.24
	332.40	333.78
	1,21,260.37	1,39,099.36

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 28 OTHER INCOME

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Interest Income		
a. Interest Income on bank and other deposits	360.82	110.79
b. Amortised Interest on Deposits/Loans	89.78	20.05
2. Other Non-Operating Income		
a. Insurance Claim Received	43.30	14.96
b. Profit on Sale of Investments	4.27	0.84
c. Net gain on foreign exchange fluctuations	691.67	974.25
d. Other Income	13.67	6.04
e. Fair value gain on Investments (net)	41.63	1.18
f. Profit on Sale of property, plant and equipment	0.21	392.84
	1,245.35	1,520.95

NOTE 29 COST OF MATERIAL CONSUMED

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Opening Stock*	4,174.52	3,264.61
Stock on acquisition	72.65	-
Add: Purchase	54,747.93	55,735.36
Total	58,995.10	58,999.97
Less: Closing Stock	7,096.61	3,915.29
	51,898.49	55,084.68

* During the year, the stock in trade lying at the beginning of the year in Vishnu Barium Private Limited (wholly-owned subsidiary) has been reclassified as raw material.

NOTE 30 COST OF CONSUMABLES

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Consumption of Petcoke	1,217.00	3,097.90
Consumption of Furnace Oil	5,405.38	5,882.77
Consumption of Husk	1,142.66	1,175.22
Consumption of Coal	9,803.34	10,160.25
Consumption of LDO/Kerosene	1,113.30	1,255.92
	18,681.68	21,572.06

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 31 CHANGES IN INVENTORIES OF FINISHED GOODS, WORK-IN-PROGRESS AND STOCK-IN-TRADE

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
1. Finished Goods		
a. Opening Stock	8,577.25	7,456.43
b. Stock on acquisition	31.33	-
c. Closing Stock	11,988.93	8,577.25
	(3,380.35)	(1,120.82)
2. Work-in-progress		
a. Opening Stock	4,203.75	2,988.37
b. Closing Stock	8,541.25	4,203.75
	(4,337.50)	(1,215.38)
3. Stock-in-Trade		
a. Opening Stock*	-	288.57
b. Closing Stock	-	259.23
	-	29.34
Total Decrease / (Increase)	(7,717.85)	(2,306.86)

* During the year, the stock in trade lying at the beginning of the year in Vishnu Barium Private Limited (wholly-owned subsidiary) has been reclassified as raw material.

NOTE 32 EMPLOYEE BENEFITS EXPENSE

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Salaries & Wages	5,249.43	4,056.12
Contribution to Provident and Other Funds	232.30	283.07
Staff Welfare Expenses	323.15	264.52
	5,804.88	4,603.71

NOTE 33 FINANCE COSTS

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest Expense	2,334.99	1,887.15
Interest on Others	233.95	152.39
Unwinding of Interest on Financial Instruments	189.03	211.95
Other Borrowing Costs	914.32	740.70
Preference Dividend	-	344.87
	3,672.29	3,337.06

NOTE 34 POWER COST

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Power Charges	6,459.82	6,317.12
	6,459.82	6,317.12

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 35 MANUFACTURING EXPENSES

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Equipment Hire Charges	983.59	1,047.74
Consumption of Stores & Spares	2,615.52	3,007.77
Repairs & Maintenance - Buildings	251.16	301.84
Repairs & Maintenance - P & M	1,057.17	1,441.60
Lease Rentals - Factory	2,169.27	1,753.91
Labour costs	2,419.68	2,168.95
Factory/Godown Maintenance	1,062.67	1,045.02
Effluent Disposal Expenses	1,900.37	2,832.51
Goods Movement Charges	685.36	574.76
	13,144.79	14,174.10

NOTE 36 SELLING & ADMINISTRATIVE EXPENSES

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Labour costs	70.23	48.24
Insurance	407.80	258.21
Packing Charges	2,882.73	2,958.52
Shipping & forwarding Charges	5,123.50	8,753.75
Other Selling Cost	754.72	638.75
Rent	915.92	841.82
Rates & Taxes	278.94	144.97
Bank charges	77.17	127.38
Travelling, Vehicle Maintenance & Conveyance	860.22	663.75
Professional & Consultancy Charges	639.95	514.75
Security Charges	160.44	123.57
Miscellaneous Expenses	444.97	479.09
Impairment loss on fixed assets	-	58.31
	12,616.59	15,611.11

Disclosures:

Payment to statutory auditors

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
The details of payment to statutory auditors included in Professional & Consultancy charges above, are given below		
a. As an auditor - Statutory audit fee	21.50	19.00
b. For taxation matters - Tax audit fee	5.00	5.15
c. For company law matters	-	-
d. For other services	9.40	6.01
e. For reimbursement of expenses	0.11	-
	36.01	30.16

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 37 CORPORATE SOCIAL RESPONSIBILITY EXPENSES

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
CSR Expenses	215.98	116.42
	215.98	116.42
a. Gross amount required to be spent by the Company during the year	215.98	116.42
b. Amount Spent during the year on the above	215.98	116.42
c. Shortfall at the end of the year	-	-
d. Total of previous year shortfall	Not Applicable	Not Applicable
f. Nature of activity	* see note below	* see note below
g. Details of related party transactions		
Contribution to a trust controlled by the Company in relation to company	56.00	378.30
(i) Applicable for the current year	56.00	116.42
(ii) Excess amount contributed for future setoff	-	269.29
h. where a provision is made with respect to liability incurred- movement in the provision needs to be disclosed separately	-	-

* Note:

Construction of old-age home through Krishna Foundation, a registered public charitable Trust

NOTE 38 TAX EXPENSE

	(₹ in Lakhs)	
	For the year ended March 31, 2024	For the year ended March 31, 2023
Current Tax	3,123.12	4,478.55
MAT Credit	(48.77)	-
Tax Pertaining to earlier years	21.27	24.49
Deferred Tax current year	1,168.64	385.46
	4,264.26	4,888.50

39. GROUP:

Vishnu Chemicals Limited has four 100% wholly owned subsidiaries – Vishnu Barium Private Limited in India, Vishnu South Africa (Pty) Limited in South Africa, VCHEM Global Inc. in, USA and Vishnu International Trading FZE in Dubai, UAE and has two Step-down subsidiaries- Ramadas Minerals Private Limited in India and VCHEM Trading FZE in Dubai, UAE.

NOTE 40 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR):

	(₹ in Lakhs)	
Particulars	As on March 31, 2024	As on March 31, 2023
Contingent Liabilities:		
Claims against the Group not acknowledged as debt		
a. Claims arising from disputes not acknowledged as debts-Sales Tax (against which Pre-deposit of ₹146.79 Lakhs made (P.Y. Pre-deposit ₹146.79 Lakhs)	179.76	179.76
b. Claims arising from disputes not acknowledged as debts-Service Tax (against which Pre-deposit of ₹17.55 Lakhs made (P.Y. Pre-deposit ₹ 17.55 Lakhs)	-	652.62
c. Fuel surcharge adjustment expense pertaining to the period from April, 2008 to March, 2010 was not recognised as the collection of the same was stayed by Honorable High Court of Andhra Pradesh, which is still pending for disposal.	-	27.38

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

(₹ in Lakhs)

Particulars	As on	As on
	March 31, 2024	March 31, 2023
d. The Recovery Officer, Employee State Insurance Corporation, has raised a demand to pay arrears along with interest. A writ petition was filed against the same in the Honorable High court of Andhra Pradesh and is contesting the aforesaid matter. Based on internal assessment and legal advice, the Management strongly believes that matter will be decided in its favour.	-	21.48
e. The Income Tax assessment order was passed U/s 143(3) by disallowing ₹ 15,65,661/- (12.5% of total purchases of ₹ 1,25,25,289/-) being total purchases made from suppliers who have filed non-business ITR or reflected a substantially lower turnover in ITR. Also disallowed ₹ 4,26,458/- towards unrealised portion of MEIS Scrips sold which were written off during the year. Total expenses disallowed ₹ 19,92,119/-	19.92	-
f. Claims arising from disputes not acknowledged as debts-GST Transitional credit TRAN 1 (against which Pre-deposit of ₹ 62.94 Lakhs made (P.Y. Pre-deposit Nil)	692.35	-
g. Guarantees excluding financial guarantees	88.19	88.19
h. Bank guarantees issued to the customs department for imported machinery from China under export promotion capital goods (EPCG) scheme. The guarantees are secured by lien on company's own deposits with bank.	50.94	-
Commitments: Estimated amount of contracts remaining to be executed on capital account and not provided for	851.44	2054.00

NOTE 41 SEGMENT REPORTING:

As the Group is engaged in manufacture and sale of chemicals, the same has been identified as the sole operating segment.

Details of Revenue from manufacture and sale of chemicals by location of Customers:

(₹ in Lakhs)

Geographic Location	2023-24	2022-23
Domestic	64,315.85	70,841.70
Overseas	56,612.12	67,923.88

Details of Non-Current Assets*

(₹ in Lakhs)

Geographic Location	As at March 31, 2024	As at March 31, 2023
Domestic	66,905.39	58,246.55
Overseas	-	-

*Non-current assets exclude financial instruments, deferred tax assets, post-employment benefit assets and rights under insurance contracts.

NOTE 42 RELATED PARTY DISCLOSURES

a) Details of Related Parties:

SI No	Name of the Related Party	Nature of Relationship
1	Mr. Ch. Krishna Murthy	Chairman and Managing Director, Key Managerial Personnel
2	Mrs.Ch. Manjula	Non-executive Director (Executive Director in Subsidiary Vishnu Barium Private Limited)
3	Mr. Ch. Siddhartha	Joint Managing Director, Key Managerial Personnel
4	Late Mr. P. Anjaneyulu	Chief Financial Officer, Key Managerial Personnel (till January 21, 2023)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

SI No	Name of the Related Party	Nature of Relationship
5	Mr. Mahesh Bhatner	Chief Financial Officer, Key Managerial Personnel (with effect from February 10, 2023)
6	Mr. Kishore Kathri	Company Secretary, Key Managerial Personnel (till June 15, 2022)
7	Ms. Vibha Shinde	Company Secretary, Key Managerial Personnel (with effect from August 06, 2022)
8	Mr. Tirthankar Mitra	Independent Director (Non-executive director in Subsidiary Vishnu Barium Private Limited)
9	Mr. Chetan Shah	Independent Director
10	Mr. V. Vimalanand	Independent Director
11	Mrs. Sita Vanka	Independent Director (appointed on May 16, 2022)
12	M/s. Vasantha Transport Corporation	Concern in which Key Managerial Personnel is interested
13	M/s. K.M.S. Infrastructure Private Limited	Concern in which Key Managerial Personnel are interested
14	M/s. Vishnu Life Sciences Limited	Concern in which Key Managerial Personnel is interested
15	M/s. Vishnu Barium Private Limited	Wholly Owned Subsidiary
16	M/s. Vishnu South Africa (Pty) Limited	Wholly Owned Subsidiary
17	M/s. Krishna Foundation	Trust in which directors are Trustees and the Company is the settlor
18	Ramadas Minerals Private Limited	Step-down Subsidiary
19	VCHEM Trading FZE	Step-down Subsidiary

b) Details of Transactions:

(₹ in Lakhs)

Nature of Transaction Particulars	Key Managerial Personnel		Concerns in which Key Managerial Personnel are Interested	
	2023-24	2022-23	2023-24	2022-23
Expenses				
Remuneration	419.00	394.52	-	-
Rent Expenses	82.21	76.46	-	-
Transportation, CHA services and hire charges	-	-	3,801.42	3,466.62
Purchases	-	-	349.82	195.68
Sales	-	-	6.00	10.43
Hire Charges	6.00	4.50	72.62	107.60
Service Charges	-	-	68.00	94.20
Receipts & Payments, Payables & Receivables Outstanding at year end				
Repayment of unsecured Loan to Promoter Directors during the year (net)	3009.00	5.00	-	-
Unsecured Loans from Promoter Directors outstanding at year end	11.13	3,020.13	-	-
Payables to KMP and Concerns in which KMP are interested	30.47	30.12	806.25	399.37

Note: The details of the transactions during the year as reported above are net of GST, where applicable.

As post-employment benefits are actuarially determined on overall basis, the amount pertaining to the Key Managerial personnel is not ascertainable and, therefore, not included above.

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

During the year, the Group has paid directors sitting fees to non-executive director and independent directors as under:

Sl. No.	Director Name	2023-24	2022-23
1	Mrs. Ch. Manjula	1.60	2.00
2	Mr. Tirthankar Mitra	5.00	4.60
3	Mr. Chetan Shah	4.00	3.20
4	Mrs. Sita Vanka	2.00	1.20
5	Mr. Vimalanand	3.60	3.60
	Total	16.20	14.60

An amount of ₹ 56.00 Lakhs (Previous Year: ₹ 378.30 Lakhs) has been contributed to Krishna Foundation during the year towards Corporate Social Responsibility.

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured.

NOTE 43

The paid-up equity share capital of the Company as on financial year ended March 31, 2024 is ₹ 1,310.54 Lakhs divided into 6,55,27,195 Equity Shares of ₹ 2/- each and financial year ended March 31, 2023 is ₹ 1,194.60 Lakhs divided into 5,97,30,100 Equity Shares of ₹ 2/- each. 7,66,37,500 7% Cumulative Redeemable Preference Shares of ₹ 10/- each as on financial year ended March 31, 2024 and March 31, 2023. The Public Shareholding in equity capital as on March 31, 2024 is 31.64% and as on March 31, 2023 is 25%.

The preference shareholders have given their consent to forego 7% preference dividend of the eligible 7% preference dividend amounting ₹ 536.46 Lakhs for the financial year 2023-24 and Preference shareholders have also foregone 2.5% preference dividend amounting ₹ 191.59 lakhs for the financial year 2022-23

NOTE 44 EMPLOYEE BENEFITS:

1. Defined Contribution Plan:

The Company makes contributions towards provident fund and employee state insurance regularly at the applicable rates based on the salaries of the eligible employees. The obligation of the Company is limited to making the contributions and there is no further contractual or constructive obligation. The following are the details of contributions made during the year which are debited to Statement of Profit and Loss:

Particulars	(₹ in Lakhs)	
	2023-24	2022-23
Contribution to Provident Fund	108.11	133.79
Contribution to Employee State Insurance	0.21	3.77

2. Defined Benefit Plan – Gratuity:

The Parent Company and the Subsidiary Company (Vishnu Barium Private Limited) and Step-down Subsidiary (Ramadas Minerals Private Limited) has identified the gratuity plan as the Defined Benefit Plan. The plan is funded with Life Insurance Corporation of India in the form of qualifying group gratuity insurance policies. The details of present value of obligation, fair value of plan assets, expense recognised in Statement of Profit & Loss and Other Comprehensive Income are given below

Particulars	(₹ in Lakhs)	
	Gratuity (Funded)	Gratuity (Funded)
	2023-24	2022-23
1 Assumptions		
Discount Rate	6.97%-7.21%-7.09%	7.17%-7.21%
Escalation	3%-5.50%	3%-5.50%

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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2 Reconciliation of opening and closing balances of Defined Benefit obligation		
Present value of obligations at beginning of year	664.82	639.24
Interest Cost	46.39	44.17
Current Service Cost	61.69	57.30
Benefits Paid	(42.72)	(38.02)
Actuarial (gain)/ loss on obligation	185.28	(47.84)
Present Value of obligation at end of year	915.46	654.85
3 Reconciliation of opening and closing balances of fair value of plan assets		
Opening fair value of plan asset	581.97	315.24
Adjustment to opening Fair Value of Plan Asset	24.26	0.85
Return on Plan Assets excl. interest income	(35.11)	(0.70)
Interest Income	42.00	22.42
Contributions by Employer	175.00	282.18
Benefits paid	(42.72)	(38.02)
Fair Value of plan Assets at end	745.40	581.97
4 Net defined benefit asset/ (liability) recognised in the balance sheet		
Present value of defined benefit obligation	915.46	654.85
Fair Value of plan Assets at end of period	745.40	581.97
Net Asset/(liability) recognised in the balance sheet.	(170.06)	(72.88)
5 Expenses recognised in the statement of Profit and Loss:		
Current service cost	61.69	57.30
Net interest	4.38	21.74
Expense recognised in the statement of Profit and Loss	63.53	79.04
6 Other Comprehensive Income (OCI):		
Actuarial gain/(loss) recognised for the period	185.28	(47.84)
Return on plan assets excluding net interest	35.10	0.70
Total actuarial (gain)/ loss recognised in OCI	220.38	(47.14)

Sensitivity Analysis:

Particulars	(₹ in Lakhs)			
	March 31, 2024			
	Discount Rate		Salary Escalation Rate	
	+1%	-1%	+1%	-1%
Present Value of Obligations	840.43	969.18	959.38	844.61

Categories of Plan Assets:

Particulars	(₹ in Lakhs)	
	As at March 31, 2024	As at March 31, 2023
Gratuity Fund managed by Life Insurance Corporation of India	745.40	581.97

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

NOTE 45 EARNINGS PER SHARE

Particulars	2023-24	2022-23
Net Profit after Tax (₹ in Lakhs) (a)	10,110.01	13,656.38
Weighted Average no. of Shares - Basic & Diluted (b)	6,35,94,830	5,97,30,100
Nominal value of equity share (in ₹ per share)	2	2
Earnings per Share - Basic & Diluted (₹) (a)/(b)	15.90	22.86

During the year ended March 31, 2024, the Company has issued 57,97,095 equity shares having face value of ₹ 2/- each at ₹ 345 per share

During the year ended March 31, 2023, the equity shares of the Company were split/sub divided such that equity share having face value of ₹ 10/- each, was sub divided into five (5) equity shares having face value of ₹ 2/- each with effect from January 13, 2023 (record date). The basic & diluted earnings per share (EPS) for the current, previous periods/year has been restated to give effect of the share split as per Ind As 33.

NOTE 46 UN-HEDGED FOREIGN CURRENCY EXPOSURE

The details of foreign currency exposure at the end of the year which are not hedged by any derivative instruments are given below:

Particulars	Currency	March 31, 2024		March 31, 2023	
		Amount in Foreign Currency	Amount in Indian Rupees	Amount in foreign currency	Amount in Indian Rupees
Trade receivables	USD	1,52,06,410	12,682.91	1,50,10,502	12,334.13
Trade receivables	EURO	15,23,503	1,369.29	5,63,822	504.30
Trade payables	USD	(56,38,694)	(4,702.95)	(17,64,458)	(1,449.86)
Secured loans	USD	(45,28,749)	(3,777.21)	(29,65,561)	(2,436.81)

NOTE 47 ANALYTICAL RATIOS:

Sl. No	Ratio	Numerator	Denominator	2024	2023	Variance	Remarks
1	Current Ratio (in times)	Total Current Assets	Total Current Liabilities	1.58	1.28	23.44%	Increased due to Primarily on account of increase in stock and short term deposits
2	Debt-equity Ratio (in times)	Total Debt	Shareholders Equity	0.45	0.92	(51.09%)	Decreased due to Primarily on account of funds raised through equity and decrease in borrowings
3	Debt service coverage ratio (in times)	Earnings before debt service = net profit after taxes + non cash operating expenses + Interest + other non cash adjustments (like loss on Sale of fixed assets etc)	Debt service = Interest & lease payments + principle repayments	1.95	2.30	(15.22%)	-
4	Return on equity ratio (in %)	Profit for the Year	Average total Equity	18.13%	39.51%	(54.11%)	Profit decreased due to Primarily on account of decrease in selling price

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**

Sl. No	Ratio	Numerator	Denominator	2024	2023	Variance	Remarks
5	Inventory Turnover ratio (in times)	Revenue from operations	Average total inventory	4.62	7.41	(37.65%)	Decreased due to Primarily on account of decrease in sales and increase in inventory
6	Trade receivables turnover ratio (in times)	Revenue from operations	Average trade receivables	5.90	7.48	(21.12%)	-
7	Trade payables turnover	Raw material purchases + Fuel purchase +Other expenses	Average trade payables	5.02	6.30	(20.32%)	-
8	Net capital turnover ratio	Revenue from operations	Average Working capital (ie, Total current assets less Total current liabilities)	7.12%	18.69%	(61.90%)	Decreased due to Primarily on account of decrease in revenue and increase in inventory
9	Net profit ratio (in %)	Profit for the Year	Revenue from operations	8.34%	9.82%	(15.07%)	-
10	Return on capital employed (in %)	Earnings before Tax and finance cost	Capital employed = Net worth + Debt + Deferred tax Liabilities	16.89%	26.03%	(35.11%)	Earnings before taxes decreased due to Primarily on account of decrease in sale price and increase in equity due to funds raised
11	Return on Investment	Income generated From invested Funds	Average invested funds in treasury investments	273.58%	385.24%	(28.98%)	Decreased due to Primarily on account of decrease in profits of subsidiary

NOTE 48 ADDITIONAL INFORMATION PURSUANT TO PARAGRAPH 2 OF DIVISION II OF SCHEDULE III TO THE COMPANIES ACT, 2013-'GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS':

March 31, 2024

(₹ in Lakhs)

S. No.	Name of the Entity	Net Assets		Share in Profit/ (Loss)		Share in other comprehensive income		Share in total comprehensive income	
		As % of Consolidated Net Assets	Amount	As % of consolidated profit/ (loss)	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
1	Holding Company								
	Vishnu Chemicals Limited	89.86%	63,005.26	93.25%	9,427.03	(69.59%)	(163.43)	93.81%	9,263.60
2	Subsidiaries								
	Indian Subsidiaries								
	Vishnu Barium Private Limited	28.50%	19,986.46	7.02%	710.21	(30.89%)	(72.55)	6.46%	637.66
	Ramadas Minerals Private Limited	0.37%	260.17	0.04%	3.90	0.65%	1.53	0.05%	5.43
	Foreign Subsidiaries								
	Vishnu South Africa (Pty) Limited	0.04%	26.30	(0.31%)	(31.07)	(0.29%)	(0.69)	(0.32%)	(31.76)

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 (CONTD.)**



CIN: L85200TG1993PLC046359

Regd. Off: Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 096

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

Website: www.vishnuchemicals.com; Email id: vishnu@vishnuchemicals.com

S. No.	Name of the Entity	Net Assets		Share in Profit/ (Loss)		Share in other comprehensive income		Share in total comprehensive income	
		As % of Consolidated Net Assets	Amount	As % of consolidated profit/ (loss)	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
	Vchem Trading FZE	0.00%	0.22	(0.00%)	(0.06)	0.12%	0.28	0.00%	0.22
	Less: Consolidation Adjustments	(18.77%)	(13,161.83)	0.00%	-	-	-	-	-
	TOTAL	100.00%	70,116.58	100.00%	10,110.01	100.00%	(234.86)	100.00%	9,875.15

March 31, 2023

(₹ in Lakhs)

S. No.	Name of the Entity	Net Assets		Share in Profit/ (Loss)		Share in other comprehensive income		Share in total comprehensive income	
		As % of Consolidated Net Assets	Amount	As % of consolidated profit/ (loss)	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
1	Holding Company								
	Vishnu Chemicals Limited	83.52%	34,609.29	94.71%	12,934.47	36.89%	20.69	94.48%	12,955.16
2	Subsidiaries:								
	Indian Subsidiaries								
	Vishnu Barium Private Limited	19.21%	7,958.80	5.30%	724.24	62.65%	35.13	5.54%	759.37
	Foreign Subsidiary								
	Vishnu South Africa (Pty) Limited	0.04%	18.41	(0.01%)	(2.34)	0.46%	0.26	(0.02%)	(2.07)
	Less: Consolidation Adjustments	(2.77%)	(1,149.05)	0.00%	-	-	-	-	-
	TOTAL	100.00%	41,437.45	100.00%	13,656.37	100.00%	56.08	100.00%	13,712.46

NOTE 49

Previous year's figures are regrouped and reclassified wherever considered necessary to conform to the classification/presentation of the current year.

As per our report of even date
For Jampani & Associates
Chartered Accountants
Firm Registration No. 0165815

For and on behalf of the Board of Directors

Sd/-
Trinadha Rao Marisetty
Partner
Membership No. 207990

Sd/-
Ch. Krishna Murthy
Chairman & Managing Director
DIN:00030274

Sd/-
Ch. Manjula
Director
DIN:01546339

Place: Hyderabad
Date: May 25, 2024

Sd/-
Mahesh Bhatner
Chief Financial Officer

Sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M.No:FC58466

Place: Hyderabad
Date: May 25, 2024

**NOTICE OF THIRTY FIRST (31ST) ANNUAL GENERAL MEETING
OF VISHNU CHEMICALS LIMITED**

NOTICE is hereby given that the Thirty First (31st) Annual General Meeting (AGM) of the members of Vishnu Chemicals Limited ('VCL') will be held on Friday, September 27, 2024 at 11.00 A.M. IST via two-way video conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following business:

ORDINARY BUSINESS:

- a) **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and Auditors thereon.**

b) **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.**
- To declare dividend of ₹ 0.30/- per equity share of ₹ 2/- each (i.e. 15%) for the financial year ended March 31, 2024.**
- To appoint a Director in place of Mr. Ch. Krishna Murthy (DIN: 00030274), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS:

- To increase the limits of borrowing by the Company under Section 180(1)(c) of the Companies Act, 2013:**

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

"RESOLVED THAT in supersession to the earlier resolution passed by the members of the Company at their Annual General Meeting held on June 29, 2015 and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 (the "Act") and rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force), and any other applicable laws and the provisions of the Articles of Association of the Company, consent of the Company be and is hereby

accorded to the Board of Directors (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to borrow money on behalf of the Company, from time to time, from one or more of the Company's bankers, financial institutions, institutional investors, mutual funds, insurance companies, pension funds, individuals, firms, companies, HNIs, body corporates, any other person or entity, either Indian or overseas, by way of issue of debentures, commercial papers, long term/ short term loans, term loan, suppliers' credit, commercial borrowing, securitised instruments, such as floating rates notes, fixed rate notes, syndicated loans, fixed deposits, any other instruments/securities or otherwise permitted by law for the time being in force, designated in Indian or foreign currency, on such terms and conditions including creation of security by way of mortgage, charge, hypothecation, lien or pledge over the movable or immovable assets, properties, undertaking(s) or part thereof, any sum or sums of monies which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate paid-up share capital of the Company, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company provided that the total amount so borrowed by the Board within the meaning of Section 180(1)(c) of the Act shall not at any time exceed ₹ 900 Cr (Rupees Nine Hundred Crores Only) or the limits so prescribed under Section 180(1)(c) of the Act, whichever is higher."

"RESOLVED FURTHER THAT the Board be and is hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary in this regard for and on behalf of the Company, including but not limited to, negotiating and finalising the terms of borrowing, filing of necessary forms, returns, applications and submissions under the Act to give effect to this Resolution."

NOTICE (CONTD.)

5. To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company:

To consider and if thought fit, to pass, the following Resolution as a **Special Resolution**:

“RESOLVED THAT in supersession to the earlier resolution passed by the Members of the Company at their Annual General Meeting held on June 29, 2015 and pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 (the “Act”) and any other applicable provisions, if any of the Act, or any amendment(s) or modification(s) thereof and pursuant to the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee thereof which the Board may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to sell, lease or dispose of in any manner including but not limited to mortgaging, hypothecating, pledging or in any manner creating charge on all or any part of the present and future moveable or immovable assets or properties of the Company or the whole or any part of the undertaking(s) of the Company of every nature and kind whatsoever (hereinafter referred to as the “Assets”) and/or creating a floating charge on the Assets to or in favour of banks, financial institutions, investors, debenture trustees or any other lenders to secure the amount borrowed by the Company or subsidiary(ies) of the Company from time to time for the due re-payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of the said borrowings provided that the aggregate indebtedness so secured by the Assets do not at any time exceed the value of limits approved under Section 180(1)(c) of the Act.”

RESOLVED FURTHER THAT the securities to be created by the Company as aforesaid may rank prior / pari passu / subservient with / to the mortgages and /or charges already created or to be created in future by the Company or in such other manner and ranking as may be thought expedient by the Board and as may be agreed to between the concerned parties.

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.”

6. To ratify payment of remuneration to the Cost Auditors for the financial year 2024-25.

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 other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof], the Company hereby ratifies the maximum remuneration of ₹ 1,15,000/- (Rupees One Lakh Fifteen Thousand Only) plus taxes, travel and out-of-pocket expenses incurred in connection with the cost audit payable to M/s. Sagar & Associates, Cost Accountants (Firm Registration No. 000118), Hyderabad, who were appointed as Cost Auditors by the Board of Directors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2025.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary and /or revise the remuneration of the Cost Auditors within limits as approved by the aforesaid resolution and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid Resolution.”

7. To appoint Mr. B. Nagabhushan (DIN: 01564347) as an Independent Director 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 Mr. B. Nagabhushan (DIN: 01564347) who was appointed as an Additional Director (for Non-Executive & Independent category) of the Company with effect from August 28, 2024 by the Board and who holds office up to the date of the ensuing Annual General Meeting of the Company in terms of Section 161(1) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), who is eligible for appointment, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, and Regulation 25(2A) and other applicable provisions, if any, of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) [including any statutory modification(s) or re-enactment(s) thereof] and the Articles of Association of the Company, the appointment of Mr. B. Nagabhushan (DIN: 01564347),

NOTICE (CONTD.)

who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of two (2) years with effect from August 28, 2024 till August 27, 2026 (both days inclusive), be and is hereby approved.

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.”

8. To approve variation of terms/ rights of existing 7,66,37,500 7% Cumulative Redeemable Preference Shares (“CRPS”) and consequent issuance of Compulsory Convertible Preference Shares (“CCPS”) to the existing Cumulative Redeemable Preference Shareholders

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 42, 48, 55 & 62 and all other applicable provisions of the Companies Act, 2013 read with applicable rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”) as amended, Regulation 23 and other applicable resolutions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI LODR Regulations”), as amended from time to time, and relevant rules / regulations, guidelines, if any as prescribed by the Securities and Exchange Board of India (“SEBI”), applicable provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions, if any, of SEBI, Stock Exchanges and other appropriate statutory authorities, institution or bodies, as the case may be necessary in this respect and consent received from all the Cumulative Redeemable Preference Shareholders (“CRPS holders”), the consent of the members of the Company, be and is hereby accorded to vary the rights, terms and conditions of the existing 7,66,37,500 (Seven Crores Sixty-Six lakhs Thirty-Seven Thousand and Five Hundred) 7% Cumulative Redeemable Preference Shares (“CRPS”) of face value ₹ 10/- each allotted to following person(s), be and is hereby converted to 7,66,37,500 (Seven Crores Sixty-Six lakhs Thirty-Seven Thousand and Five Hundred) 7% Compulsory

Convertible Preference Shares of face value ₹ 10/- each, convertible into 17,88,089 Equity Shares of the Company of the face value of ₹ 2/- each, at a conversion price of ₹ 428.60 (Rupees Four Hundred and Twenty Eight and Sixty Paise Only) each (including a premium of ₹ 426.60/- (Rupees Four Hundred and Twenty Six and Sixty Paise Only)) per share determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations by way of preferential issue through private placement in such manner and on such terms and conditions as stipulated in the explanatory statement attached hereto and as may be determined by the Board in accordance with the SEBI (ICDR) Regulations and other applicable laws.

S. No.	Name of CRPS holders	No. of CRPS held	No. of CCPS to be allotted	No. of Equity Shares to be allotted upon conversion
1	Mr. Ch. Krishna Murthy	7,11,21,750	7,11,21,750	16,59,397
2	Mrs. Ch. Manjula	52,71,250	52,71,250	1,22,988
3	Mr. Ch. Siddartha	2,44,500	2,44,500	5,704
	Total	7,66,37,500	7,66,37,500	17,88,089

RESOLVED FURTHER THAT the variation of rights of CRPS holders by converting their existing holding from CRPS to CCPS, shall be subject to the following terms and conditions:

- (a) Each CCPS shall be compulsorily convertible into Equity Shares of the face value ₹ 2/- each at a price as determined under SEBI ICDR Regulations at any time after the date of allotment of CCPS but on or before the expiry of 18 months from the date of allotment (the “CCPS Exercise Period”).
- (b) the CCPS shall carry a preferential right vis-à-vis equity shares of the Company with respect to payment of dividend which shall be on cumulative basis or repayment of capital in case of winding up, participation in surplus fund, participation in surplus assets, profits on winding-up which may remain after the entire capital has been repaid.
- (c) The CCPS by itself until converted into Equity Shares, will not give any voting right to the CCPS holder(s) in the company.
- (d) The Equity Shares, allotted upon conversion of CCPS, shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company.

NOTICE (CONTD.)

- (e) The CCPS, being allotted to the aforesaid CRPS holders and Equity Shares proposed to be allotted upon conversion thereof, along with the pre-preferential shareholding of the proposed allottees shall be subject to lock-in requirement for such period as prescribed under Chapter V of the SEBI ICDR Regulations.
- (f) The allotment(s) shall be made only in dematerialized form.

RESOLVED FURTHER THAT pursuant to variation of the terms of said CRPS into CCPS, the Company's liability towards CRPS holders shall stand reduced to the extent of conversion thereof into CCPS; and said CRPS so converted shall be treated as 'redeemed' from the date of allotment of CCPS.

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations, the "Relevant Date" for the purpose of determining the conversion price of the Equity shares proposed to be allotted, pursuant to conversion of CCPS, to the above mentioned allottees, is hereby fixed as Wednesday, August 28, 2024, being the date, 30 days prior to the date of the Annual General Meeting i.e., Friday, September 27, 2024.

RESOLVED FURTHER THAT fraction, if any arising pursuant to the conversion of the CCPS into Equity Shares would not be considered and would be rounded off to the nearest whole number on the lower side.

RESOLVED FURTHER THAT the Equity Shares to be allotted after the conversion of CCPS, shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of ₹ 2/- (Rupees Two Only) each of the Company, subject to the relevant provisions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any other Director(s) or the Company Secretary or any other officer(s) or Authorised Signatories of the Company to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and / or the Committee of the Board of Directors and / or Company Secretary & Compliance Officer of the Company, be and is hereby severally authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for 'in-principle' approval of the convertible securities and conversion thereof and to modify, accept and give effect to any modifications in the terms and conditions of the issue as they may deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize all such person as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any further consent or approval of the members of the Company, including but not limited to making application to Stock Exchange(s) for obtaining necessary approvals, filing of requisite documents with the Registrar of Companies etc. and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of convertible securities and conversion thereof, as appropriate and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

NOTES:

- Pursuant to General Circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 28/2020 dated August 17, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated December 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, the companies are allowed to hold the Annual General Meeting through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with aforesaid MCA Circulars and SEBI Circulars, the 31st Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM") (hereinafter referred

NOTICE (CONTD.)

- to "AGM"). In accordance with the Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance /Clarification dated 15th April, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the AGM.
- Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice.
 - The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4, 5, 6, 7 and 8 of the Notice is annexed hereto. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of Director seeking appointment/reappointment at this AGM are also annexed. Mr. Ch. Krishna Murthy, Mrs. Ch. Manjula and Mr. Ch. Siddhartha are relatives of each other as defined under Section 2(77) of the Companies Act, 2013.
 - The Members can join the AGM through VC/OAVM mode either 15 minutes before or 15 minutes after the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM forms part of this notes.
 - Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorisation etc., authorising their representative to attend the AGM through VC / OAVM on their behalf and to vote through remote e-Voting.

The said Resolution / Authorisation shall be sent to the Scrutiniser by e-mail on their registered e-mail address to ldreddy2016@gmail.com with a copy marked to investors@vishnuchemicals.com.

- The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- In line with aforementioned MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2023-24 is being sent only through e-mail, to those Members whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent (RTA)/ Depository Participant/ Depositories as at the end of the day on Friday, August 23, 2024. The Notice convening the 31st AGM has been uploaded on the website of the Company at www.vishnuchemicals.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

8. Process for registering/ updating e-mail address and mobile number:

The following procedure shall be followed in case shares are held in physical form:

- Visit the link: <https://www.bigshareonline.com/InvestorRegistration.aspx>
- Select the Company name from the drop down box
- Enter your name as per the share certificate, physical folio number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member to enter one of the share certificate numbers; and the above system also provides a facility to the Members holding shares in physical form to upload a self-attested copy of their PAN Card, if the PAN details are not updated in accordance with the requirements prescribed by SEBI.
- Also enter your valid e-mail address and mobile number and click on generate OTP, an OTP shall be sent to mobile number for verification. Once OTP is validated, the details can be submitted by verifying the declaration.
- The system will then confirm the successful registration of email id and mobile number.

The above submitted email id and mobile number shall be used for sending notices, annual report and all other correspondence from time to time to the shareholders including for participating in e-voting of this AGM.

NOTICE (CONTD.)

In case of shares held in electronic/demat form, the shareholders are requested to update/ register their email id and mobile no. with their respective depository participants. However, for the limited purpose of receiving the Company's 31st Annual Report and notice of 31st Annual General Meeting and to participate in e-voting, the Company enabled the process of updating/ modifying and changing their email id and mobile no. on temporary basis by following the above procedure as provided to physical shareholders.

After successful submission of the e-mail address, on request from the shareholder, RTA will e-mail a copy of this AGM Notice and Annual Report for 2023-24. In case of any queries, members may write to bsshyd1@bigshareonline.com or investors@vishnuchemicals.com.

Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/ updated from time to time with their respective DPs/ RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

Alternatively, Members may also send an e-mail request to bsshyd1@bigshareonline.com or to investors@vishnuchemicals.com along with the following documents for registration of e-mail addresses for e-voting for the resolutions set out in this 31st AGM Notice:

- In case where shares are held in physical form, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN Card, self-attested scanned copy of Aadhaar Card.
- In case where shares are held in demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card. Please note that the registration of email id and mobile no. for shareholders holding shares in Demat will be used only for limited purpose of 31st AGM.

9. Record Date, Book Closure and Dividend:

- a) The Company has fixed **Friday, September 20, 2024** as the **'Record Date'** for determining entitlement of members to dividend for the financial year ended March 31, 2024, if approved at the AGM.
- b) The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, September 21, 2024 to Friday, September 27, 2024 (both days inclusive).
- c) If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such

dividend subject to deduction of tax at source will be paid within 30 days from the date of AGM as under:

- i. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Friday, September 20, 2024.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the closure of business hours on Friday, September 20, 2024.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, April 01, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/PP/2020/236 dated December 02, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Private Limited (BSPL), 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Raj Bhavan Road, Hyderabad – 500082, India, Email Id: bsshyd1@bigshareonline.com, www.bigshareonline.com ("RTA" or "Registrar") for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's Website <https://www.vishnuchemicals.com/investors/#1571313077497-a1a918a7-6e88>
 11. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the Depository Participant (if shares held in electronic form) and Company / RTA (if shares held in physical form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mailing to investors@vishnuchemicals.com by 11:59 p.m. IST on September 6, 2024. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/ JPG Format) by e-mail to investors@vishnuchemicals.com/ bsshyd1@bigshareonline.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on September 6, 2024. For further details and formats of declaration, please refer to FAQs on Taxation of Dividend Distribution available on the Company's website at **'Communication on Tax Deduction on Dividend'**.

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12. The Members holding shares in physical form are informed that as per SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/ CIR/2023/70 dated May 17, 2023, SEBI has notified simplified norms for processing investor's service request by RTA and mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.

In this regard, it is mandatory for all the physical shareholders to furnish the following documents/ details with the Company/ RTA:

- a. Form ISR-1 (Request for registering PAN, KYC details)
- b. Form ISR-2 (Confirmation of Signature of securities holder by the Banker)
- c. Either,
 - SH-13 (Nomination Form)/ SH-14 (Cancellation or variation in nomination); or
 - Form ISR-3 (Declaration to opt-out Nomination)

The physical shareholders are requested to furnish the above documents. The shareholders can download the relevant forms from the website of the Company at Investor Relations > Investor Information > Forms or from the website of RTA <https://www.bigshareonline.com/Resources.aspx>.

13. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to Registrar/respective DPs as may be applicable.

14. Updation of bank mandate for receiving dividends directly in bank account through Electronic Clearing System or any other electronic means in a timely manner:

Shares held in physical form: Members are requested to send a scanned copy of the following details/ documents at bsshyd1@bigshareonline.com/ investors@vishnuchemicals.com latest by September 6, 2024:

- a) signed request letter mentioning their name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Bank Name and Branch of Bank, Bank Account type and 11 digit IFSC Code;
 - ii) Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;
- b) self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) self-attested scanned copy of the PAN Card; and
- d) self-attested scanned copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/ deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants (DP).

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

15. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate or other technical reasons like change in IFSC, inactive account etc., the Company shall dispatch the dividend warrant/ bankers' cheque/demand draft to such members through postal or courier services to their registered address.

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16. 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, shall, 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.** Hence, 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 mentioned hereunder:

S. No.	Dividend Accounts	Date of declaration	Date on which unclaimed dividend become due to be transferred to IEPF
1	Unpaid Dividend Account 2017-18	September 24, 2018	October 29, 2025
2	Unpaid Dividend Account 2018-19	June 27, 2019	August 07, 2026
3	Unpaid Dividend Account 2019-20	August 14, 2020	September 22, 2027
4	Unpaid Dividend Account 2020-21	July 12, 2021	August 20, 2028
5	Unpaid Dividend Account 2021-22	July 15, 2022	August 21, 2029
6	Unpaid Dividend Account 2022-23	August 11, 2023	August 17, 2030

17. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before September 6, 2024, through e-mail on investors@vishnuchemicals.com. The same will be replied by the Company suitably.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
19. Details of Unclaimed Shares: The Company doesn't have any shares remaining unclaimed in the unclaimed suspense account.

20. INSTRUCTIONS FOR REMOTE E-VOTING & E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

A. VOTING THROUGH ELECTRONIC MEANS:

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 31st AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting agency. The facility of casting votes by a Member using remote e-voting system as well as e-voting during the AGM will be provided by CDSL.

- ii. **The remote e-voting period commences on Monday, September 23, 2024 at 9.00 a.m. (IST) and ends on Thursday, September 26, 2024 at 5.00 p.m. (IST).** The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. as of the close of business hours on Friday, September 20, 2024.

- iii. Members of the Company holding shares either in physical form or in electronic form **as of the close of business hours on Friday, September 20, 2024 i.e. cut-off date** may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. 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 only shall be entitled to avail the facility of e-voting before the AGM as well as remote e-voting during the AGM.

Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holds shares as on the cut-off date i.e. as of the closure of business hours on Friday, September 20, 2024, may obtain a copy of AGM Notice by sending a request to bsshyd1@bigshareonline.com or can also be downloaded from the Company's website www.vishnuchemicals.com and participate in remote e-voting or e-voting at AGM by following the instructions provided herein.

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iv. Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals-HUF/NRtc) and Custodians are required to log onto www.evotingindia.com and register themselves in the "Corporates" module.
- 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 a Compliance User should be created 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 linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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 scrutiniser to verify the same.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; investors@vishnuchemicals.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

- v. The Members who have cast their vote by remote e-voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

- vi. M/s. L.D.Reddy & Co., Company Secretaries, Hyderabad has been appointed as the Scrutiniser(s) to scrutinise the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same.

The details of the process and manner for remote e-voting are explained herein below:

1) Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/ CIR/P/2020/242 dated December 09, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting service providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login

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Type of shareholders	Login Method
	4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or by clicking on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use forgot User ID and forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30

II) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode & shareholders holding securities in physical mode:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.

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- 3) Now enter your User ID
 - a. For CDSL: 16 digit beneficiary ID.
 - b. For NSDL: 8 Character DP ID followed by 8 Digit Client ID.
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the image verification as displayed and click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of Vishnu Chemicals Limited.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutiner for verification.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.

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- 3) Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM except on the resolutions which couldn't be voted during the remote e-voting.
- 4) Members may join the Meeting through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed/ band to avoid buffering/ disconnections during the Meeting. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- 5) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@vishnuchemicals.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@vishnuchemicals.com. These queries will be replied to by the Company suitably by email.
- 6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 7) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- 8) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- 9) During the AGM remote e-voting module will be enabled for e-voting and the same will be open for 15 minutes after conclusion of the meeting.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

Other instructions:

1. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.vishnuchemicals.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
3. 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.

By Order of the Board

Vibha Shinde
Company Secretary &
Compliance Officer
FCS - 8466

Hyderabad
 August 28, 2024

Registered Office:

Plot No. C-23, Road No. 8,
 Film Nagar, Jubilee Hills, Hyderabad - 500 096
 Tel: 040-23396817, 23327723/ 29;
 Email ID: vishnu@vishnuchemicals.com
 Website: www.vishnuchemicals.com

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. 4-8 of the accompanying Notice of AGM.

Item No. 4:

The members are informed that the Board vide their resolution dated May 25, 2024 have approved the enhancement of the existing borrowing limits from ₹ 400 Cr to ₹ 900 Cr.

The members are also informed that under the provisions of Section 180(1)(c) of the Act, the power of borrowing in excess of the aggregate of the Company's paid-up share capital, free reserves and securities premium (excluding temporary loans obtained from the Company's bankers in the ordinary course of business) can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. As such, it is necessary to obtain a fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to borrow moneys, apart from temporary loans obtained from the Company's Bankers in the ordinary course of business, to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed aggregate of its paid-up share capital, free reserves and securities premium or ₹ 400 Cr as per the earlier approval of the shareholders vide their resolution dated June 29, 2015 hence the a fresh approval of the shareholders is being sought by way of special resolution as mentioned in the notice.

Therefore, the Company is seeking approval from the shareholders of the Company for an enhancement in its borrowing ability as currently the Company can borrow up to ₹ 400 Cr only (Rupees Four Hundred Crore only) (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) as per the previous approval dated June, 29, 2015 under section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, which is now being proposed to increase to ₹ 900 Cr (Rupees Nine Hundred Crore only).

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 No. 4 of the accompanying Notice.

The Board recommends special resolution set out in item no. 4 for your approval.

Item No. 5:

As per the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of the Company could, with the consent of the shareholders obtained by way of Special

Resolution, sell, lease or otherwise dispose of whole or substantially the whole of the undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any of such, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The shareholders of the Company at their general meeting held on June, 29, 2015 had accorded their consent to the Board of Directors for creation of charges/mortgages/hypothecations on the assets of the Company for an amount not exceeding ₹ 400 Cr or the aggregate of the paid up capital, free reserves and securities premium of the Company, that is to say, reserves not set apart for any specific purpose at the relevant time, whichever is higher. As such, for any increase in the said limits it is necessary to obtain a fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business). Further, standard market terms of long term debt finance include conditions whereby lenders/ trustees in certain circumstances (such as non-payment or other events of default) can take over the management of the Company, to recover their dues. It is therefore, necessary to obtain members' approval by way of a Special Resolution under Section 180 (1) (a) of the Act for creation of charges/mortgages/hypothecations on the assets of the Company for an amount not exceeding ₹ 900 Cr or the aggregate of the paid up capital, free reserves and securities premium of the Company, whichever is higher.

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. 5 of the accompanying Notice.

The Board recommends special resolution set out in item no. 5 for your approval.

Item No. 6:

The Members are informed that on the recommendations of the Audit Committee, the Board, at its meeting held on May 25, 2024, re-appointed M/s. Sagar and Associates, Cost Accountants (FRN: 000118), Hyderabad as Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2024-25 at a remuneration not exceeding ₹ 1.15 Lakh (Rupees One Lakh Fifteen Thousand Only) (excluding all applicable taxes and reimbursement of out of pocket expenses).

NOTICE (CONTD.)

In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, remuneration paid to the Cost Auditor of the Company shall be approved by the members of the Company by way of ratification. Accordingly, approval of the members is being sought by way of ratification for payment of remuneration of ₹ 1.15 Lakh (Rupees One Lakh Fifteen Thousand Only) (excluding all applicable taxes and reimbursement of out of pocket expenses) to M/s. Sagar and Associates, Cost Accountants (FRN: 000118), Hyderabad for the financial year 2024-25.

None of the Directors and/or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested, either financially or otherwise, in the resolution at Item No. 6 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No.6 of the Notice for approval of the Members.

Item No. 7:

The Members are informed that based on the recommendations of Nomination and Remuneration Committee (NRC), Mr. B. Nagabhushan (DIN: 01564347) was appointed as Additional Director (for Independent Director category) of the Company by the Board at its meeting held on August 28, 2024, with immediate effect under the provisions of section 161 (1) and other applicable provisions, if any, of the Companies Act, 2013 and is entitled to hold office up to the date of 31st Annual General Meeting of the Company.

The Company has received consent from Mr. B. Nagabhushan, in writing to act as a director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time along with a declaration stating his eligibility to be appointed as Independent Director and confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(i)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time ("Listing Regulations"). Mr. B. Nagabhushan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 & Listing Regulations and is independent of the management. Further, NRC is of the opinion that the experience & expertise of Mr. B. Nagabhushan in the fields of finance, restructuring as a Chartered Accountant and Insolvency Professional meets the requirement of the Company to enhance the financial oversight, ensure regulatory compliance, strategic expertise in risk management and restructuring. Summary of profile of Mr. B. Nagabhushan is made part of disclosures under the Annexure to this notice.

In terms of the provisions of section 152 read with section 149 of the Companies Act, 2013 every director shall be appointed by the Company in general meeting and further as per Regulation 25(2A) of the Listing Regulations appointment of Independent Director shall be approved by the shareholders by way of special resolution.

The names of companies and the committees in which the director is a director/member, the letter of appointments and terms and conditions of the appointments 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, up to 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 (ICSI) are set out in the Annexure to the Explanatory Statement.

Except the director (including relatives) being appointed in terms of the said resolutions, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested, either financially or otherwise, in the Resolution at Item No. 7 of the accompanying Notice.

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

Item No 8:

The members are informed that as per the member's approval vide postal ballot resolution dated March 22, 2023, there was variation of the terms of 7,66,37,500 % Cumulative Redeemable Preference Shares of ₹ 10/- each (hereinafter referred as "CRPS") in relation to the redemption period of the CRPS, wherein such CRPS will be allowed for early redemption or early repayment by the Company to CRPS shareholders, on or any time before March 31, 2038 in full or in part, in one or more tranches, as maybe decided by the Board of Directors of the Company.

The members are also 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.

In terms of the aforementioned provisions, the Board has passed resolution at its meeting dated August 28, 2024 w.r.t variation of the terms of existing 7,66,37,500 % Cumulative

NOTICE (CONTD.)

Redeemable Preference Shares ("CRPS") by issuance of 7,66,37,500 7% Compulsory Convertible Preference Shares ("CCPS") and consequent conversion into equity shares thereof. The company has also received consent from the CRPS holders holding 100% paid-up preference share capital of the company vide letter dated July 30, 2024 consenting for variation of the terms.

Accordingly, now the approval of the equity shareholders is being sought for by way of special resolution under the provisions of section 42, 48, 55 and 62 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "SEBI ICDR Regulations") as amended and Regulation 23 and other applicable regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI LODR Regulations"), as amended from time to time, for variation of the terms of existing 7,66,37,500 7% Cumulative Redeemable Preference Shares of ₹10/- each by converting to 7,66,37,500 7% Compulsory Convertible Preference Shares of ₹10/- each and consequent conversion of such CCPS to Equity Shares of face value ₹2/- each, at a conversion price of Rs. 426.60/- per share including a premium of Rs. 426.60/- per share as determined under the provisions of Chapter V of SEBI (ICDR) Regulations, 2018.

The details of the issue and other particulars as required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 9 and 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 163 of the SEBI (ICDR), Regulations are set forth below:

A. Object of the preferential issue, the size, nature, manner, price and terms of the issue:

Pursuant to variation of rights of the existing CRPS holders and with a view to redeem said CRPS, the Company will convert existing 7,66,37,500 7% Cumulative Redeemable Preference Shares of ₹ 10/- each into 7,66,37,500 7% Cumulative Compulsory Convertible Preference Shares of ₹ 10/- each and consequent conversion thereof into Equity shares of face value of ₹ 2/- each, at a conversion/ issue price

of Rs 428.60/- (including premium of Rs. 426.60/-) per share of the Company.

B. Maximum number of specified securities to be issued:

The particulars w.r.t the maximum number of specified securities proposed to be allotted/ converted are as follows:

S. No.	Name of CRPS holders	No. of CRPS held	No. of CCPS to be allotted	No. of Equity Shares to be allotted upon conversion
1	Mr. Ch. Krishna Murthy	7,11,21,750	7,11,21,750	16,59,397
2	Mrs. Ch. Manjula	52,71,250	52,71,250	1,22,988
3	Mr. Ch. Siddhartha	2,44,500	2,44,500	5,704
	Total	7,66,37,500	7,66,37,500	17,88,089

C. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer:

Except Mr. Ch. Krishna Murthy, Chairman & Managing Director, Mr. Ch. Siddhartha, Joint Managing Director and Mrs. Ch. Manjula, Director, none of the directors, key managerial personnel or senior management of the Company intends to subscribe to the CCPS to be issued under this preferential issue which will be convertible into Equity Shares, or otherwise contribute to the preferential issue or separately in furtherance of the objects specified herein above.

D. Shareholding Pattern of the issuer before and after the preferential issue

The shareholding pattern of the Company giving the present position and after conversion of the CCPS into Equity Shares is provided hereunder:

NOTICE (CONTD.)

S. No	Category	Pre-issue*				Post-issue						
		Equity Shares		CRPS		Equity Shares		CCPS				
		No. of shares held	%	No. of shares held	%	No. of shares held	%	No. of shares	%			
A	Promoters' holding	INDIAN Individual Bodies corporate	44797530	68.36%	76637500	100%	44797530	68.36%	76637500	100%	46585619	69.21%
		Sub-total FOREIGN PROMOTERS	44797530	68.36%	76637500	100%	44797530	68.36%	76637500	100%	46585619	69.21%
		Sub-Total (A)	44797530	68.36%	76637500	100%	44797530	68.36%	76637500	100%	46585619	69.21%
B	Non-promoters' holding	INSTITUTIONAL INVESTORS	4728208	7.22%	-	-	4728208	7.22%	-	-	-	-
		NON-INSTITUTION Private corporate bodies (including foreign) Directors and relatives	1686933	2.57%	-	-	1686933	2.57%	-	-	-	-
		Indian public others (including NRIs)	12048447	18.39%	-	-	12048447	18.39%	2266077	3.46%	-	-
	Sub-Total (B)	20729665	31.64%	20729665	100%	20729665	31.64%	65527195	100%	76637500	100%	
	Grand Total	65527195	100%	65527195	100%	65527195	100%	65527195	100%	20729665	30.79%	
										67315284	100%	

*The pre-issue shareholding is as on June 30, 2024.

NOTICE (CONTD.)

As a result of the proposed allotment of Equity Shares (upon conversion of the CCPS into Equity Shares), there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

E. Time frame within which the preferential issue shall be completed

In terms of SEBI (ICDR) Regulations, pursuant to variation of the terms of CRPS, the CCPS will be issued within a period of 15 (fifteen) days from the date of passing of Special Resolution.

Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

F. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees

S. No.	Name of proposed allottees	Ultimate Beneficial Owner
1	Mr. Ch. Krishna Murthy	Not Applicable
2	Mrs. Ch. Manjula	Not Applicable
3	Mr. Ch. Siddartha	Not Applicable

I. The percentage of post preferential issue capital that may be held by the allottee(s) and Consequential changes in the Voting Rights, change in control and change in the Management, if any, in the issuer consequent to the preferential issue:

S. No	Name	Pre-issue*				Post-issue					
		Equity Shares		CRPS		Before conversion of CCPS		After conversion			
		No. of shares held	%	No. of shares held	%	Equity Shares	CCPS	Equity Shares			
1	Mr. Ch. Krishna Murthy	31098950	47.46%	71121750	92.80%	31098950	47.46%	71121750	92.80%	32758347	48.67%
2	Mrs. Ch. Manjula	8070240	12.31%	5271250	6.88%	8070240	12.31%	5271250	6.88%	8193228	12.17%
3	Mr. Ch. Siddartha	5628340	8.59%	244500	0.32%	5628340	8.59%	244500	0.32%	5634044	8.37%
	Total	44797530	68.36%	76637500	100%	44797530	68.36%	76637500	100%	46585619	69.21%

*The pre-issue shareholding is as on June 30, 2024.

As a result of the proposed allotment of Equity Shares (upon conversion of the CCPS into Equity Shares), there will be no change in the control or management of the Company. However, voting rights will change in tandem with the shareholding pattern.

J. Certificate of Practicing Company Secretary

The certificate from Mr. L. Dhanamjaya Reddy, Practicing Company Secretary, Proprietor of M/s. L. D & Co, certifying that the preferential issue is being made in accordance with the requirements of Chapter V (as mentioned therein) of the SEBI (ICDR) Regulations has been obtained considering the said preferential issue. The certificate is also made available at the website of the Company at www.vishnuchemicals.com

NOTICE (CONTD.)

K. The terms, manner and mode of redemption, tenure of redemption and the terms of conversion

The tenure of the 7,66,37,500 7% Compulsory Convertible Preference Shares of ₹10/- each is in accordance with Regulation 162 of SEBI (ICDR) Regulations i.e., it shall not exceed 18 months from the date of allotment.

Further, upon conversion of CCPS to equity shares, the allotment of equity shares pursuant to conversion shall be completed within 15 days from the date of exercise of conversion at a conversion price of Rs. 428.60/- (Rupees Four Hundred and Twenty Eight and Sixty Paise Only) each as computed based on the pricing formula prescribed under Regulation 164(1) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

L. Conversion Price and Relevant Date

In terms of SEBI (ICDR) Regulations, the relevant date has been reckoned as Wednesday, August 28, 2024 for the purpose of computation of conversion price of CCPS into Equity Shares of the Company.

The Equity Shares of the Company are listed on both National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE") and are frequently traded thereat. Accordingly, the minimum issue price is calculated on the basis of trading at National Stock Exchange of India Limited, being the Exchange with higher trading volume in terms of the pricing formula prescribed under Regulation 164 of SEBI (ICDR) Regulations.

The Articles of Association of the Company are silent on the determination of a floor price/ minimum price of the shares issued on preferential basis.

The conversion price for the issue of Equity Shares upon conversion of CCPS is computed based on the pricing formula prescribed under Regulation 164(1) of Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 has been worked out at Rs 428.60/- (Rupees Four Hundred and Twenty Eight and Sixty Paise Only)

Report of the registered valuer is not required under the provisions of second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014 for the proposed Preferential Issue.

M. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price

During the year, there was no Preferential Allotment made. Thus, the number of persons to whom allotment on preferential basis have already been made during the year is Nil.

N. Disclosures specified in Schedule VI of ICDR Regulations, if the issuer or any of its promoters or directors is a willful defaulter or fraudulent borrower:

Not Applicable

O. Principal terms of assets charged as securities

There are no assets charged as securities. Therefore, the principle terms of assets charged as securities is not applicable.

P. Lock-in Period

- The CCPS to be allotted and the Equity Shares to be allotted (upon conversion) shall be subject to lock-in in accordance with Chapter V of the SEBI ICDR Regulations.
- The entire pre-preferential shareholding, if any, of the Proposed Allottees, shall be locked-in as per Chapter V of the SEBI ICDR Regulations wherever required.

Mr. Ch. Krishna Murthy, Chairman & Managing Director, Mr. Ch. Siddhartha, Joint Managing Director and Mrs. Ch. Manjula, Director are concerned and interested in the said resolution. Apart from them none of the other Directors / Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution set out at the Item No. 8 of the notice for the approval of members.

By Order of the Board

Vibha Shinde
Company Secretary &
Compliance Officer
FCS - 8466

Hyderabad
 August 28, 2024

NOTICE (CONTD.)

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

Name of the Director	Mr. Ch. Krishna Murthy	Mr. B. Nagabhusan
Director Identification Number (DIN)	00030274	01564347
Nationality	Indian	Indian
Date of birth	July 01, 1957	November 15, 1963
Age	67 years	60 years
Qualification	He holds master's degree in Business and Administration specialised in Marketing	Fellow member of the Institute of Chartered Accountants of India (ICAI), Insolvency Professional and a commerce graduate
Experience (including expertise in specific functional area)/Brief Resume	Mr. Murthy is a first generation entrepreneur and is a founder, promoter and one of the key architects in developing & transforming the organisation from single product to multi products manufacturing unit through his commitment. He has three decades of rich experience in specialty chemical and logistic industry.	Mr. B. Nagabhusan is a fellow member of Institute of Chartered Accountants of India (ICAI), Insolvency Professional and a commerce graduate. He is a seasoned finance professional with a rich experience of over 3 decades. His forte lies in financial modeling, corporate law, techno-economic viability studies and leading effective organizational restructuring.
Date of first Appointment on the Board of the Company	January 02, 2006	August 28, 2024
Shareholding in the Company	31098950 equity shares of ₹ 10/- each (47.46%) & 71121750 7% Cumulative Redeemable Preference Shares of ₹ 10/- each (92.80%)	Nil
List of Directorship held in other companies	a. K.M.S. Infrastructure Private Limited b. Vishnu South Africa (Pty) Limited c. Vasantha Shipping and Logistics India Private Limited d. Vishnu International Trading FZE	Nil
Membership /Chairmanship in Committees of other companies as on date*	Nil	Nil
Listed entities from which he/she has resigned in the past three years	Nil	Nil
Relationships between Directors inter-se	Relative of Mr. Ch. Siddhartha, Joint Managing Director and Mrs. Ch. Manjula, Non-Executive Director of the Company.	Nil



CIN: L85200TG1993PLC046359

Regd. Off: Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills,
Hyderabad - 500 096, Telangana

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

Website: www.vishnuchemicals.com; Email: vishnu@vishnuchemicals.com