

14th November, 2022

VCL/SE/80/2022-23

To
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400 001

Scrip Code: 516072
Through: BSE Listing Centre

To
National Stock Exchange of India Limited
Exchange Plaza, Bandra-Kurla Complex
Bandra (East), Mumbai 400 051

Symbol: VISHNU
Through: NSE Digital Exchange

Dear Sir,

Sub: Submission of the Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to our intimation dated 31st October, 2022 and 1st November, 2022 and pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the electronic copy of the Postal Ballot Notice together with the Explanatory Statement for seeking approval of the Members of Vishnu Chemicals Limited ('**the Company**'), which is being sent only through electronic mode to the members of the Company, on the Ordinary Resolutions as set out in the said Postal Ballot Notice dated 31st October 2022. The Company has completed the dispatch of the postal ballot notice through electronic mode on Monday, 14th November, 2022.

The remote e-Voting period shall commence **at 09:00 hrs. (IST) on Tuesday, 15th November 2022** and end at **17:00 hrs. (IST) on Thursday, 14th December 2022** (both days inclusive). The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter. The Results of the Postal Ballot along with the Scrutinizer's Report shall be announced within 2 working days of the conclusion of Postal Ballot process through remote e-voting.

In compliance with the requisite circulars issued by Ministry of Corporate Affairs, the Notice of the Postal Ballot is being sent by electronic mode only to those shareholders of the Company whose names appear in the Register of Members/ Beneficial Owners received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on cut-off date of **Friday, 11th November, 2022** (the "**Cut-off date**")

The said Postal Ballot Notice is also available on the website of the Company <http://vishnuchemicals.com/investors>.

This is for your information and record.

Thanking You.

Yours Faithfully,

For Vishnu Chemicals Limited

Vibha Shinde
Digitally signed
by Vibha Shinde
Date: 2022.11.14
21:53:11 +0530'

Vibha Shinde
Company Secretary & Compliance Officer
M No: F8466

VISHNU CHEMICALS LIMITED
CIN: L85200TG1993PLC046359

Regd Off:H.No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8 Film Nagar, Jubilee Hills Hyderabad Telangana
500096 India

Tel: +91-40-23327723, 040-23396817 Fax: +91-40-23314158. Email: vishnu@vishnuchemicals.com website:
www.vishnuchemicals.

POSTAL BALLOT NOTICE

TO THE MEMBERS OF THE COMPANY

**(Pursuant to Section 108, 110 of Companies Act, 2013 read with the Rule 20 and 22 of the Companies
(Management and Administration) Rules, 2014)**

E Voting Starts On	E Voting Ends On
Tuesday, 15 th November, 2022 at 9.00 am	Wednesday, 14 th December, 2022 at 5.00 pm

Dear Members,

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**Management Rules**”), Secretarial Standards- 2 on General Meetings, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (“**SEBI Listing Regulations**”) read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 02/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as “**MCA Circulars**”) and other applicable laws, rules, circulars, regulations and notifications issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force), that the ordinary resolutions as set out in the Notice are proposed for consideration by the Members of the Vishnu Chemicals Limited (herein after referred to as “Company”) for passing by means of Postal Ballot by way of voting through electronic means (**remote e-voting**).

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent (**RTA**) as on the cut-off date of Friday, 11th November 2022. If your e-mail address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting. The communication of the assent or dissent of the members would only take place through remote e-voting.

An Explanatory Statement setting out the material facts and reasons thereof is appended to this Notice pursuant to Section 102 of the Act read with Rules framed thereunder). The Board of Directors (“Board”) in their meeting held on 31st October, 2022 has, in compliance with the Rules, appointed Ms. Bhavani Chandolu, Practicing Company Secretary (CP No: 10032) as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner in accordance with the provisions of Companies Act, 2013 and Rule 22 of the Companies (Management and Administration) Rules, 2014.. Further, the Company has engaged services of Central Depository Services (India) Limited (herein after referred to as “CDSL”) to provide remote e-Voting facility to the Equity Shareholders of the Company.

In accordance with the provisions of the MCA Circulars, members can vote only through the remote e-voting process. Accordingly, the Company is pleased to offer remote e-voting facility to all its members to cast their votes electronically. Members are requested to read the instructions in the notes under the section ‘**General information and instructions relating to e-voting**’ in this notice (‘Postal Ballot Notice’) to cast their votes electronically from their respective locations. Members are requested to cast their votes through the remote e-voting process not later than 5.00 PM (IST) on Wednesday, 14th December 2022 to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the concerned member. Remote E-voting facility will be blocked by CDSL immediately thereafter and the Members will not be allowed to cast their votes beyond the said date and time.

Please note that there will be no dispatch of physical copies of Notice or Postal Ballot Forms to the Members of the Company, since such requirement is dispensed with as per the abovementioned MCA Circulars in the context of the COVID-19 pandemic and consequently, no physical Ballot Forms will be accepted by the Company

The members holding Equity Shares of the Company are requested to follow the procedure stated in the Notes for casting votes by remote e-voting. Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit the report to the Chairman / Managing Director of the Company. The results of the Postal Ballot along with the Scrutinizer's Report shall be announced by the Chairman / Managing Director/Company Secretary within 2 (two) working days of the conclusion of the postal ballot process through remote e-voting at the registered office of the Company. The results along with the scrutinizer's Report shall also be intimated to the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (hereinafter collectively referred to as '**Stock Exchanges**') where the equity Shares of the Company are listed and will be displayed on the Company's website at www.vishnuchemicals.com as well as on the website of CSDL.

The proposed resolutions, if passed by requisite majority, shall be deemed to have been passed on Wednesday, 14th December 2022, being the last day of remote e-voting.

Items of business requiring approval of Equity Shareholders through Postal Ballot by '**remote e-voting**' are given below:

SPECIAL BUSINESSES:

ITEM NO.1:

SUB-DIVISION OF 1 EQUITY SHARE OF THE FACE VALUE OF RS. 10/- PER SHARE TO 5 EQUITY SHARES OF FACE VALUE OF RS. 2/- PER SHARE:

*To consider and, if thought fit, to pass, with or without modifications(s) the following Resolution as an **Ordinary Resolution**:*

"RESOLVED THAT pursuant to the provisions of Section 61(1) read with Section 64 and any other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time, to the extent applicable, subject to the provisions of the Memorandum and Articles of Association of the Company and such other approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the members be and is hereby accorded, for sub-dividing the Equity Shares of the Company, such that 1 (one) Equity Share having nominal value of Rs. 10/- (Rupees Ten Only) be sub-divided into 5 (five) Equity Shares of nominal value of Rs 2/- (Rupees Two only) each fully paid-up.

RESOLVED FURTHER THAT pursuant to the Sub-division of Equity Shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Shares of nominal value of Rs. 10/- (Rupees Ten Only) each existing on the Record date to be fixed by the Board of Directors of the Company (which shall include any Committee thereof) subject to obtaining approval of the members, shall stand sub-divided into 5 (five) Equity Shares of nominal value of Rs. 2/- (Rupee Two Only) each fully paid up, the details of pre and post sub-division of share capital including equity and preference shares is as given below:

Type of Capital	Pre Sub-Division Share Capital Structure			Post Sub-Division Share Capital Structure		
	No of Shares	Face Value	Total share capital (Rs.)	No of Shares	Face Value	Total share capital (Rs.)
Authorised						
Equity	15,000,000	10	150,000,000	75,000,000	2	150,000,000
Preference	80,000,000	10	800,000,000	80,000,000	10	800,000,000
Total	95,000,000		950,000,000	155,000,000		950,000,000
Issued and Subscribed Capital						

Equity	11,946,020	10	119,460,200	59,730,100	2	119,460,200
Preference	76,637,500	10	766,375,000	76,637,500	10	766,375,000
Total	88,583,520		885,835,200	136,367,600		885,835,200
Paid Up Capital						
Equity	11,946,020	10	119,460,200	59,730,100	2	119,460,200
Preference	76,637,500	10	766,375,000	76,637,500	10	766,375,000
Total	88,583,520		885,835,200	136,367,600		885,835,200

RESOLVED FURTHER THAT on sub-division, 5 (Five) Equity Shares of face value of Rs 2/- each be allotted in lieu of the existing 1 (One) Equity Share of face value of Rs. 10/- each subject to the terms of the Memorandum and Articles of Association of the Company and shall rank pari passu in all respects with the existing fully paid Equity Share of Rs. 10/- each of the Company and shall be entitled to participate in the dividend to be declared by the Company after the sub-divided equity share are allotted.

RESOLVED FURTHER THAT upon sub-division of equity shares, as aforesaid, the existing shares certificate(s) in relation to the existing equity shares of the face value of Rs. 10/- each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the record date to be fixed by the Company and the Company may without requiring surrender of the existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of Companies (Share Capital and Debentures) Rules 2014 and in the case of members who hold the equity shares/opt to receive the sub-divided equity shares in dematerialized form, the sub-divided equity shares of nominal value of Rs 2/- each shall be credited to the respective beneficiary accounts of the members with their respective depository participants and the Company shall undertake such Corporate Action(s) as may be necessary in relation to the existing equity shares of the Company.

RESOLVED FURTHER THAT, for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage at the time of sub-division of Equity Shares without requiring the Board or any Committee thereof to secure any further consent or approval of the Members of the Company to that end and intend that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all Members and other interested persons and further to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the Members hereby ratify and adopt all such decision, action, etc., as had been taken or undertaken by the Board or any Committee thereof in this regard.

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to: (a) delegate execution and filing of necessary applications, declarations, and other documents with stock exchanges, depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any; (b) cancel the existing physical share certificates; (c) sign and issue new Share Certificates of Equity Shares of the face value of Rs. 2/- (Rupees Two Only) each in lieu of the old/existing Share Certificates; (d) settle any question or difficulty that may arise with regard to the sub-division of the Shares as aforesaid or for any matters connected herewith or incidental hereto; and (e) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution.”

ITEM NO.2:

AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

*To consider and, if thought fit, to pass, with or without modifications(s) the following Resolution as an **Ordinary Resolution**:*

“**RESOLVED THAT** pursuant to the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 read with relevant Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, as amended, and other applicable laws, rules and regulations for the time being in force, if any, prescribed by any relevant authorities from time to time and such other approvals, consents, permissions and sanctions as may be necessary from the concerned authorities or bodies, the approval of the members be and is hereby accorded that Clause V of the Memorandum of Association of the Company be and is hereby amended and substituted by the following new Clause V:

"V. The Authorised Share Capital of the Company is Rs.95,00,00,000/- (Rupees Ninety Five Crore only) divided into 7,50,00,000 (Seven Crore and Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two only) each and 8,00,00,000 (Eight Crore) Preference Shares of Rs.10/- (Rupees Ten only) each, with a power of company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the Company, for the time being, and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf."

RESOLVED FURTHER THAT any one of the Directors or Company Secretary of the Company be and are hereby severally authorized to do such acts, deeds, matters and things and to sign all such other documents, in each case, as they or any of them may deem necessary, proper or desirable (including without limitation making the appropriate e-filings with the Registrar of Companies, intimations to stock exchanges), in connection with the amendment of Memorandum of Association of the Company, as approved by the Board and the members of the Company and/ or generally to give effect to the foregoing resolution(s)."

By Order of the Board of Directors

For VISHNU CHEMICALS LIMITED

**Sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M No: F8466**

Date:31.10.2022

Place:Perisipalli

Notes:

1. Explanatory Statement pursuant to Section 102 of the Act read with Regulation 36 of the SEBI Listing Regulations, and Secretarial Standards on General Meetings (SS-2) which sets out details relating to Special Business(es) mentioned in the Postal Ballot Notice is annexed herewith and forms part of this Postal Ballot Notice.
2. In accordance with the MCA Circulars, the Notice is being sent in electronic form through email only. The hard copy of the Notice along with the Postal Ballot forms and pre-paid business envelope **will not** be sent to the Members for the Postal Ballot process. Accordingly, the communication of the assent or dissent of the Members would take place through the remote e-voting system only.
3. For purpose of providing remote e-voting facility, the Company has engaged with CDSL for facilitating remote e-voting and enabling the Members to cast their votes electronically.
4. Members may please note that the Postal Ballot Notice will also be available on the Company's website at www.vishnuchemicals.com , websites of the Stock Exchanges i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and on the website of CSDL at www.evotingindia.com.

5. All the documents referred to in this Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available for inspection at www.vishnuchemicals.com under Investor Relations Section from the date of circulation of this Notice upto the date of declaration of Postal Ballot results.
6. Dispatch of the Postal Ballot Notice and the Explanatory Statement shall be announced through an advertisement published in one Regional Newspaper, widely circulated in Telangana (in vernacular language i.e., Telugu) and one English Newspaper circulated throughout India (in the English Language) and shall be hosted at the Company's website at www.vishnuchemicals.com. The said public notice shall also mention the process for registration of email-ids by those Members who have not yet registered their email-ids with the Company.
7. The voting through electronic means will commence on Tuesday, 15th November 2022 at 9:00 A.M. (IST) and will end on Wednesday, 14th December 2022 at 5:00 P.M. (IST). The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
8. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same has been passed at a General Meeting of the Members.
9. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and by giving details of folio number, e-mail address and self-attested copy of PAN card to RTA at bsshyd1@bigshareonline.com, if the shares are held in physical form.
10. In compliance with the MCA Circulars, the Notice is being sent by electronic mode to those Members whose names appear in the Register of Members / Beneficial Owners as received from Central Depository Services (India) Limited (CDSL) as on cut-off date, i.e., Friday, 11th November, 2022 and whose e-mail IDs are registered with the Company /Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given hereunder. Further, the Members whose names appear in the Register of Members/ List of Beneficial Owners as on cut-off date, i.e., Friday, 11th November, 2022 are entitled to vote on the Resolutions set forth in this Postal Ballot Notice. Voting shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
11. A member cannot exercise his/her vote by proxy on Postal Ballot.
12. Any query in relation to the Resolutions proposed to be passed by this Postal Ballot may be addressed to Ms. Vibha Shinde, Company Secretary and Compliance Officer at Email: investors@vishnuchemicals.com or for any query / grievance with respect to E-voting, you can write and email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

GENERAL INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

THE INTRUCTIONS OF MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on 15th November 2022 at 9.00 am and ends on 14th December 2022 at 5.00 pm. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 11th November 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Since the passing of resolutions is through '**remote e-voting**' only. There will be no physical meeting conducted.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its Members, in respect of all Members' resolutions. However, it has been observed that the participation by the public non-institutional Members/retail Members is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the Members.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Access through Depositories CDSL/NSDL e-Voting system in case of individual Members holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual Members holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual Members holding securities in Demat mode CDSL/NSDL** is given below:

Type of Members	Login Method
Individual Members holding securities in Demat mode with CDSL Depository	<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 are https://web.cdslindia.com/myeasi/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 evoting is in progress as per the information provided by company. On clicking the evoting 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. Additionally, there is 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/myeasi/Registration/EasiRegistration 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 click 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 evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Members holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 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

Depository	<p>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.</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 'Member/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold 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.</p>
Individual Members (holding securities in demat mode) login through their Depository Participants (DP)	<p>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.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Members 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 Members 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 and 1800 22 44 30

Access through CDSL e-Voting system in case of Members holding shares in physical mode and non-individual Members in demat mode.

- (v) Login method for Remote e-Voting for **Physical Members and Members other than individual holding in Demat form.**
- 1) The Members should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Members" module.

- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members 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 Physical Members and other than individual Members holding shares in Demat.	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat Members as well as physical Members) <ul style="list-style-type: none"> • Members 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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.

- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Members and Custodians –For Remote Voting only.**
- Non-Individual Members (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to 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.
 - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual Members are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@vishnuchemicals.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE MEMBERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical Members- please provide necessary details like Folio No., Name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat Members - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat Members – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding 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, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

ITEM NO 1 AND 2:

Presently the Authorised Share Capital of the Company is Rs.95,00,00,000/- (Rupees Ninety Five Crores only) divided into 1,50,00,000 (One Crores and Fifty Lakhs) Equity Shares of Rs.10/- (Rupees Ten only) each and 8,00,00,000 (Eight Crore) Preference Shares of Rs.10/- (Rupees Ten only) each which is now proposed to be amended as given below:

"V. The Authorised Share Capital of the Company is Rs.95,00,00,000/- (Rupees Ninety Five Crore only) divided into 7,50,00,000 (Seven Crore and Fifty Lakhs) Equity Shares of Rs.2/- (Rupees Two only) each and 8,00,00,000 (Eight Crore) Preference Shares of Rs.10/- (Rupees Ten only) each, with a power of company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the Company, for the time being, and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf."

The operations of the Company have grown significantly during the years, which has generated considerable interest in the Company's equity shares in the market. Equity shares of the Company are listed and are being traded on BSE Limited and National Stock Exchange of India Limited. In order to improve the liquidity of the Company's equity shares in the stock market and to make it more affordable for small retail investors and also to broad base the small retail investors, it is proposed to sub-divide existing 1 equity share of face value of Rs. 10/- into 5 equity shares of the face value of Rs. 2/- each pursuant to the provisions of Section 61(1)(d) of the Act, the rules made thereunder and other applicable provisions. The record date for the aforesaid sub-division of equity shares shall be fixed by the Board, after the approval of the members is obtained for the proposed sub-division.

In the opinion of the Board, proposed sub-division of the equity shares is in the best interest of the Company and its investors and therefore the Board at its meeting held on 31st October 2022, approved the aforesaid sub-division subject to requisite approval of the members. There will not be any change in the amount of authorized, subscribed and paid-up share capital of the Company on account of sub-division of equity shares.

The sub-division of equity shares proposed under business item No. 1 of this Notice shall also require amendment to the existing Clause V of the Memorandum of Association of the Company as set out under item no. 2 of this Notice. Pursuant to Sections 13, 61 and other applicable provisions of the Act and the Rules made thereunder, approval of the members by way of Ordinary Resolution is required for sub-division and carrying out any amendment to the Memorandum of Association of the Company.

None of the Promoters, Directors, Key Managerial Persons and their Relatives or the entities in which the Promoters, Directors or Key Managerial Persons are interested, are concerned or interested, financially or otherwise, in the said resolutions in the accompanying Notice.

By Order of the Board of Directors

For VISHNU CHEMICALS LIMITED

**Sd/-
Vibha Shinde
Company Secretary & Compliance Officer
M No: F8466**

**Date: 31.10.2022
Place: Perisipalli**