

11th Aug, 2023

VCL/SE/70/2023-24

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: NEAPS

Sub: Proceedings and Voting Results of the 30th Annual General Meeting ('AGM') of Vishnu Chemicals Limited ('the Company') held on Friday, August 11, 2023 at 11.00 am through Video Conference Facility

Dear Sir,

In terms of the General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, and December 28, 2022 as amended from time to time, issued by the Ministry of Corporate Affairs ('MCA') and in compliance with the provisions of the Companies Act, 2013 ('Act') and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the 30th AGM of the Company was held on Friday, August 11, 2023 at 11.00 AM (IST) through two-way Video Conferencing (VC) to transact the business as stated in the Notice dated May 3, 2023, convening the AGM.

In this regard, please find enclosed the following:

1. Summary of the proceedings of the AGM of the Company as required under Regulation 30, Para A of Schedule – III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the Listing Regulations') – **Annexure A**
2. Voting results of the businesses transacted at the AGM, as required under Regulation 44(3) of the Listing Regulations – **Annexure B**
3. Report of the Scrutinizer dated August 11, 2023, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure C**

The AGM is concluded at 12.15 pm. (IST)

The Voting Results along with the Scrutinizer's Report dated August 11, 2023 is made available on the Company's website at www.vishnuchemicals.com

This is for your information and records.

Thanking you,

For Vishnu Chemicals Limited

Vibha Shinde
Company Secretary & Compliance Officer

Annexure A

Summary of proceedings of the 30th Annual General Meeting:

The 30th Annual General Meeting ('AGM' or 'Meeting') of the Members of Vishnu Chemicals Limited ('the Company') was held on Friday, August 11, 2023 at 11.00 am (IST) via two-way Video Conferencing ('VC'). The Company, while conducting the Meeting, adhered to the circulars issued by the Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India ('SEBI').

Ms. Vibha Shinde, Company Secretary & Compliance Officer welcomed the Members to the Meeting and briefed them on certain points relating to the participation at the Meeting through VC and also informed that the Company had provided its Members the facility to cast their vote electronically through the Central Depository Services (India) Limited (CDSL) system before the Meeting. She further informed that the remote e-voting facility was also made available during the AGM for the benefit of Members who were present during the Meeting and had not cast their votes earlier through remote e-voting.

Mr. Ch. Krishna Murthy, Chairman of the Board, chaired the Meeting and was present at a common venue along with Mrs. Ch. Manjula, Non-executive Director and Chairman of Stakeholders Relationship Committee, Mr. Tirthankar Mitra, Independent Director and Chairman of Nomination & Remuneration Committee, Mr. Vimalanand, Independent Director, Mr. Mahesh Bhattar, Chief Financial Officer, Mr. Hanumant Bhansali, VP - Finance & Strategy, Ms. Vibha Shinde, Company Secretary & Compliance Officer, Mr. Ramsesh Choudary, Partner, M/s. Jampani & Associates, Statutory Auditors and Mr. L.Dhanamjaya Reddy, representative of M/s. L.D Reddy & Co., Company Secretaries, Secretarial Auditors of the Company as well Scrutinizers of the meeting.

Mr. Chetan Shah, Independent Director, Chairman of Audit Committee and Corporate Social Responsibility Committee and Mrs. Sita Vanka, Independent Director attended the Meeting through video conference from their office in Mumbai and Hyderabad respectively.

As there was requisite quorum present, the Chairman called the Meeting to order. The Registers as required under the Companies Act, 2013 were available for inspection. Since there was no physical attendance of Members and in compliance with the Circulars issued by MCA and SEBI, the requirement of appointing proxies was not applicable, except for the authorized representatives of corporate shareholders.

With the consent of the Members, the Notice of the Meeting was taken as read. The Members were informed about the observations made by the Statutory Auditors in their report along with the management responses to it.

The Chairman made his opening remarks covering the industry over view, performance of the Company for the financial year 2022-23 and opportunities going forward.

Thereafter, the Chairman informed the members that Mr. L. Dhanamjaya Reddy, representative of M/s. L.D Reddy & Co., Practicing Company Secretaries, Hyderabad, was the Scrutinizer appointed by the Board to scrutinize the votes cast during the Meeting and

through remote e-Voting and remote e-voting during the AGM, in a fair and transparent manner.

The following resolutions set out in the Notice convening the AGM were put to vote by remote e-voting and remote e-voting during the Meeting:

Item No.	Agenda item	Resolution required (Ordinary/ Special)	Mode of Voting
	ORDINARY BUSINESS		
1	a. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023, 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 31st March, 2023, together with the Report of the Auditors thereon.	Ordinary	Remote e-voting and remote e-voting during the AGM
2	To declare dividend of Rs. 0.40/- per equity share of Rs. 2/- each (i.e. 20%) for the financial year ended 31st March, 2023.	Ordinary	Remote e-voting and remote e-voting during the AGM
3	To appoint a Director in place of Mr. Ch. Siddartha (DIN: 01250728), who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary	Remote e-voting and remote e-voting during the AGM
	SPECIAL BUSINESS		
4	To approve re-appointment of Mr. Veeramachaneni Vimalanand (DIN: 02693721) as an Independent Director of the Company.	Special	Remote e-voting and remote e-voting during the AGM
5	To ratify payment of remuneration to the Cost Auditors for 2023-24.	Ordinary	Remote e-voting and remote e-voting during the AGM

The Chairman then invited the Members to express their views, ask questions and seek clarifications on the operational and financial performance of the Company and on the resolutions set out in the Notice. The Members were given an opportunity to speak in the order in which they had registered their names. The Chairman & Managing Director appropriately responded to the queries/suggestions raised by them.

The Chairman authorized Ms. Vibha Shinde, Company Secretary & Compliance Officer to carry out the e-voting process and conclude the Meeting. She was also authorized to accept and countersign the Scrutinizer's Report and declare the consolidated voting results. The Chairman informed the Members that the combined results of the remote e-voting prior to AGM as well as remote e-voting during the AGM would be announced within the stipulated time frame and the results along with the Scrutinizer's Report would be intimated to the Stock Exchanges in terms of the Listing Regulations and would be placed on the websites of the Company.

The Chairman then thanked the Members for their continued support and for attending and participating in the Meeting. He also thanked the Directors for joining the Meeting virtually. The e-voting facility was kept open for the next 15 minutes to enable the Members to cast their vote. Upon completion of the e-voting process, the meeting was concluded at 12.15 pm.

The Scrutinizer's Report was received after conclusion of the Meeting on August 11, 2023. All the Resolutions were declared as passed with requisite majority.

This is for your information and records.

Yours faithfully,

For Vishnu Chemicals Limited

Vibha Shinde
Company Secretary & Compliance Officer

Annexure – B
30th Annual General Meeting voting results

Record date	August 4, 2023
Total Number of shareholders on Cut-off date i.e. August 4, 2023	26179
No. of shareholders present in the meeting either in person or through proxy:	No arrangement for a physical meeting or appointment of proxy was made as the Meeting was held through VC/OAVM.
Promoter and Promoter Group	0
Public	0
No. of shareholders present in the meeting through VC/OAVM:	
Promoter and Promoter Group	2
Public	65
No. of resolutions passed at the meeting	5

[Home](#)[Validate](#)**Resolution (1)**

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2023, together with the Reports of the Board of Directors and Auditors thereon						
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44797530	44797530	100.0000	44797530	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		44797530	44797530	100.0000	44797530	0	100.0000
Public-Institutions	E-Voting	6019533	1621445	26.9364	1621445	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6019533	1621445	26.9364	1621445	0	100.0000
Public- Non Institutions	E-Voting	14710132	44543	0.3028	44405	138	99.6902	0.3098
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14710132	44543	0.3028	44405	138	99.6902
Total		65527195	46463518	70.9072	46463380	138	99.9997	0.0003
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare dividend of Rs. 0.40/- per equity share of Rs. 2/- each (i.e. 20%) for the financial year ended 31st March, 2023.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44797530	44797530	100.0000	44797530	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		44797530	44797530	100.0000	44797530	0	100.0000
Public-Institutions	E-Voting	6019533	1621445	26.9364	1621445	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6019533	1621445	26.9364	1621445	0	100.0000
Public- Non Institutions	E-Voting	14710132	44543	0.3028	44498	45	99.8990	0.1010
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14710132	44543	0.3028	44498	45	99.8990
Total		65527195	46463518	70.9072	46463473	45	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution required: (Ordinary / Special)

Ordinary

Whether promoter/promoter group are interested in the agenda/resolution?

Yes

Description of resolution considered

To appoint a Director in place of Mr. Ch. Siddartha (DIN: 01250728), who retires by rotation and being eligible, offers himself for re-appointment.

Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44797530	39297440	87.7223	39297440	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		44797530	39297440	87.7223	39297440	0	100.0000
Public-Institutions	E-Voting	6019533	1621445	26.9364	1594202	27243	98.3198	1.6802
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6019533	1621445	26.9364	1594202	27243	98.3198
Public- Non Institutions	E-Voting	14710132	44543	0.3028	44498	45	99.8990	0.1010
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14710132	44543	0.3028	44498	45	99.8990
Total		65527195	40963428	62.5136	40936140	27288	99.9334	0.0666
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes

Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve re-appointment of Mr. Veeramachaneni Vimalanand (DIN: 02693721) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44797530	44797530	100.0000	44797530	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		44797530	44797530	100.0000	44797530	0	100.0000
Public-Institutions	E-Voting	6019533	1621445	26.9364	1621445	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6019533	1621445	26.9364	1621445	0	100.0000
Public- Non Institutions	E-Voting	14710132	44543	0.3028	44497	46	99.8967	0.1033
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14710132	44543	0.3028	44497	46	99.8967
Total		65527195	46463518	70.9072	46463472	46	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0

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Resolution (5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify payment of remuneration to the Cost Auditors for the financial year 2023-24.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	44797530	44797530	100.0000	44797530	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		44797530	44797530	100.0000	44797530	0	100.0000
Public-Institutions	E-Voting	6019533	1621445	26.9364	1621445	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		6019533	1621445	26.9364	1621445	0	100.0000
Public- Non Institutions	E-Voting	14710132	44543	0.3028	44491	52	99.8833	0.1167
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		14710132	44543	0.3028	44491	52	99.8833
Total		65527195	46463518	70.9072	46463466	52	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



L.D. Reddy & Co

Company Secretaries
Insolvency Professionals

Phone(O) : 040-2331 5262
Mobile : 99499 38181
: 98492 69757

Off: Plot No. 6-2-1/2, Flat No. 504, Afzal Commercial Complex, Lakdi-ka-pool, Hyderabad-500 004, Telangana
E-mail: ld.reddy@gmail.com, ldreddy2016@gmail.com, ldreddy2019@gmail.com

L. Dhanajay Reddy B.Com.LL.B., ACS.

To
The Chairman
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: Consolidated Scrutinizer's Report on Remote E-voting before the 30th Annual General Meeting ('AGM') of Vishnu Chemicals Limited held on Friday, August 11, 2023 at 11.00 AM (IST) through electronic mode i.e Video Conferencing ('VC')/ Other Audio Visual Means ('OAVM') and Remote E-voting during the AGM, conducted pursuant to the provisions of Section 108 of the Companies Act,2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

I, L. Dhanajay Reddy, Proprietor, LD Reddy & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Vishnu Chemicals Limited pursuant to Section 108 of the Companies Act,2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote E-voting process in respect of the below mentioned resolutions proposed at the 30th Annual General Meeting ('AGM') of Vishnu Chemicals Limited held on Friday, August 11, 2023 at 11.00 AM (IST) through VC/ OAVM.

I was also appointed as Scrutinizer to scrutinize the Remote E-voting process during the AGM.

The Notice dated May 3, 2023, convening the AGM, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose mail addresses are registered with the Company/Depositories, in compliance with the MCA circular dated May 5, 2020 read with Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020.

The Company had availed the E-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting Remote E-voting by the Shareholders of the Company.

The voting period for Remote E-voting commenced on Monday, August 7, 2023 from 9:00 a.m. (IST) and ended on Thursday, August 10, 2023 at 5:00 p.m. (IST). and the CDSL E-voting platform was disabled thereafter.



The Company had also provided remote E-voting facility to the Shareholders present at the AGM through VC and who had not cast their vote earlier.

The Shareholder of the Company holding shares as on the 'cut-off' date of Friday, August 4, 2023 were entitled to vote on the resolutions forming part to the Notice of the AGM.

After the closure of E-voting at the AGM, the report on Remote E-voting done during the AGM and the votes cast under Remote E- voting facility prior to the AGM were unblocked and counted.

I have scrutinized and reviewed the Remote E-voting prior to and during the AGM and votes cast there in based on the data downloaded from the CDSL E-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to Remote E-voting prior to and during the AGM on the resolutions forming part of the Notice of the AGM.

My responsibility as a scrutinizer for the Remote E-voting is restricted to making a Scrutinizer's Report of the votes cast in favor /against the resolutions.

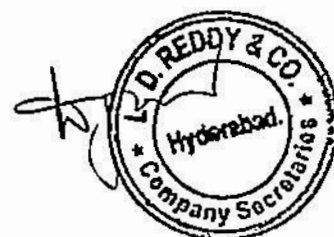
I now submit my Consolidated Report as under on the result on the Remote E-voting prior to and during the AGM in respect of the said resolutions.

Item No 1

Ordinary Resolution:

- a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, 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, 2023, together with the Report of the Auditors thereon.

Particulars	Remote E-votes		Remote E-Voting at the AGM		Total		Percentage (%)
	No. of share holders	No. of Shares	No. of share holders	No. of Shares	No. of share holders	No. of Shares	
Assent	145	46462224	3	1156	148	46463380	100
Dissent	2	133	1	5	3	138	-
Total	147	46462357	4	1161	151	46463518	100



Item No.2

Ordinary Resolution: To declare dividend of Rs. 0.40/- per equity share of Rs. 2/- each (i.e. 20%) for the financial year ended March 31, 2023.

Particulars	Remote E-votes		Remote E-Voting at the AGM		Total		Percentage (%)
	No. of share holders	No. of Shares	No. of share holders	No. of Shares	No. of share holders	No. of Shares	
Assent	146	46462317	3	1156	149	46463473	100
Dissent	1	40	1	5	2	45	-
Total	147	46462357	4	1161	151	46463518	100

Item No.3

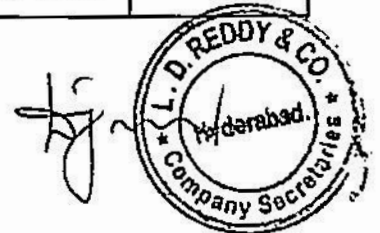
Ordinary Resolution: To appoint a Director in place of Mr. Ch. Siddartha (DIN:01250728), who retires by rotation and being eligible, offers himself for re-appointment.

Particulars	Remote E-votes		Remote E-Voting at the AGM		Total		Percentage (%)
	No. of share holders	No. of Shares	No. of share holders	No. of Shares	No. of share holders	No. of Shares	
Assent	139	40934984	3	1156	142	40936140	99.93
Dissent	7	27283	1	5	8	27288	0.07
Total	146	40962267	4	1161	150	40963428	100

Item No.4

Special Resolution: To approve re-appointment of Mr. Veeramachaneni Vimalanand (DIN: 02693721) as an Independent Director of the Company.

Particulars	Remote E-votes		Remote E-Voting at the AGM		Total		Percentage (%)
	No. of share holders	No. of Shares	No. of share holders	No. of Shares	No. of share holders	No. of Shares	
Assent	145	46462316	3	1156	148	46463472	100
Dissent	2	41	1	5	3	46	-
Total	147	46462357	4	1161	151	46463518	100



Item No.5

Ordinary Resolution: To ratify payment of remuneration to the Cost Auditors for the financial year 2023-24

Particulars	Remote E-votes		Remote E-Voting at the AGM		Total		Percentage (%)
	No. of share holders	No. of Shares	No. of share holders	No. of Shares	No. of share holders	No. of Shares	
Assent	143	46462310	3	1156	146	46463466	100
Dissent	4	47	1	5	5	52	-
Total	147	46462357	4	1161	151	46463518	100

Date: 11.08.2023
Place: Hyderabad

For L D REDDY & CO.,
Company Secretaries



L. Dhananjaya Reddy
C.P.No.: 3752
M.No.: 13104
UDIN: A013104E000788098

