

For Upload/ Send through Email

July 17, 2020

BSE Limited Email : corp.relations@bseindia.com Through: BSE Listing Center Scrip Code: 516072	National Stock Exchange of India Limited Email : compliance@nse.co.in, takeover@nse.co.in Through: NEAPS Scrip Symbol: VISHNU
National Securities Depository Limited 5 th Floor, 'A' Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai- 400 013 Ph: 022 24994552	Central Depository Services (India) Limited 25 th Floor, Marathon Futurex, N M Joshi Marg, Lower Parel (East), Mumbai - 400013. Ph: +91-22-2302 3333

Sub: Notice of 27th Annual General Meeting, Book Closure, Cut-off dates

Dear Sir,

Further to our letters dated June 2, 2020 and July 6, 2020 to Stock Exchanges, Please find the enclosed copy of notice of 27th Annual General Meeting of the company to be held on Friday, August 14, 2020 at 11.00 a.m. IST via two-way Video Conferencing facility (VC) or Other Audio Visual Means (OAVM) in term of the Circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India vide dt 05.05.2020 and 12.05.2020 respectively.

Book Closure:

Further to inform that pursuant to Regulation 42 of SEBI LODR Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 8th August, 2020 to Friday, 14th August, 2020 (both days inclusive) for the purpose of 27th Annual General Meeting and payment of final Dividend.

Symbol	Type of Security	Book Closure (Both inclusive)		Record Date	Purpose
		From	To		
NSE: VISHNU	Equity Shares	Saturday,	Friday, 14 th	Not applicable	Annual General meeting and for payment of final

BSE: 516072		8 th August, 2020	August, 2020		Dividend
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Cut-off dates:

Dividend, if declared by the members at ensuing Annual General Meeting of the Company, shall be paid on or after 20th August, 2020 to those shareholders whose names are appearing in Register of Members as of the close of business hours on Friday, August 7, 2020 (“Cut-off date”).

For the purpose of AGM, the remote e-voting period begins on **Tuesday, August 11, 2020 at 9.00 a.m. (IST) and ends on Thursday, August 13, 2020 at 5.00 p.m. (IST)**. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off i.e. **as of the close of business hours on Friday, August 7, 2020** may cast their vote electronically. Further, the e-voting window shall also be enabled during the AGM to 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.

A copy of 27th Notice is also uploaded on the website of the Company www.vishnuchemicals.com

Kindly take the same on record and disseminate.

Thanking You.

Yours faithfully,

For Vishnu Chemicals Limited



**Company Secretary &
Compliance Officer**

CC to:

Bigshare Services Pvt. Ltd
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

Encl: As above



CIN: L85200TG1993PLC046359

Regd. Off: Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 033

Tel: 040-23396817, 23327723/ 29; Fax: 040-23314158

Website: www.vishnuchemicals.com; Email: vishnu@vishnuchemicals.com

NOTICE OF TWENTY SEVENTH ANNUAL GENERAL MEETING OF VISHNU CHEMICALS LIMITED

NOTICE is hereby given that the Twenty Seventh (27th) Annual General Meeting of the members of Vishnu Chemicals Limited (VCL) will be held on Friday, August 14, 2020 at 11.00 a.m. (IST) via two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following businesses:

ORDINARY BUSINESS

1. **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and Auditors thereon.**
2. **To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020, together with the Report of the Auditors thereon.**
3. **To declare dividend on the Equity Shares for the financial year ended March 31, 2020.**
4. **To appoint a Director in place of Mr. Ch. Siddartha (DIN: 01250728), who retires by rotation and being eligible, offers himself for re-appointment.**

SPECIAL BUSINESS

5. **To re-appoint Mr. Ch. Krishna Murthy (DIN: 00030274) as a Managing Director of the Company for a further term of five years.**

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 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (Act), read with Schedule V (as amended from time to time) to the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded for the re-appointment of Mr. Ch. Krishna Murthy (DIN 00030274) as a Managing Director of the Company for a further term of five (5) years with effect from January 2, 2021 till January 1, 2026 at a remuneration as detailed below:

I. Salary

Salary shall not be less than ₹ 66,00,000/- (Rupees Sixty Six Lakhs only) per annum and the said salary, subject to recommendations of Nomination and Remuneration

Committee and approval of the Board, may progressively go up based on his performance and industry trends to ₹ 96,00,000/- (Rupees Ninety Six Lakh only), which may be exceeding the limits prescribed under section 197 and all other applicable provisions, if any, of the Companies Act, 2013 including the limits prescribed under Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

II. Perquisites

Perquisites as follows will be paid and/or provided in addition to salary. Perquisites shall be valued in terms of actual expenditure incurred by the company. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy the perquisites shall be valued as per Income Tax Rules:

- a. Medical Reimbursement: Reimbursement of medical expenses actually incurred for self and family as per the rules of the company.
- b. Leave Travel Concession / allowance: For self and family, once in a year in accordance with the rules of the company/ rules of Income Tax Act, 1961.
- c. Club Fees: Fees of Club payable as per the rules of the company.
- d. Car: Use of fully maintained company's car with chauffeurs and fuel reimbursement.
- e. Telephone Reimbursement of residential telephone bills at actual (Use of telephone for official purpose shall not be considered as perquisite) and Use of one mobile phone for official purpose.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be considered to be necessary, expedient, usual or desirable in this regard to implement this resolution."

6. **To appoint Mr. Seshadri Saranathan (DIN: 01498670) as an Independent Director of the Company.**

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

"RESOLVED THAT Mr. Seshadri Saranathan (DIN: 01498670) who was appointed as an Additional Director of the Company with effect from February 3, 2020 by the Board of Directors

and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act'), but who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Act [including any statutory modification(s) or re-enactment(s) thereof], the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time, the appointment of Mr. Seshadri Saranathan (DIN: 01498670), 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 1 (one) year commencing from February 3, 2020 to February 2, 2021 (both days inclusive), be and is hereby approved."

7. Ratification of Remuneration of Cost Auditors.

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 [including any statutory modification(s) or re-enactment(s) thereof], and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the maximum remuneration of ₹ 60,000/- plus taxes, travel and out-of-pocket expenses incurred in connection with the cost audit payable to Mr. N.V.S.Kapardhi, Cost Accountant, Hyderabad (Registration No. 100231), who are 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, 2021.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution."

NOTES:

- In view of the global outbreak of the Covid-19 pandemic, the Ministry of Corporate Affairs ('MCA') has vide its General Circular dated May 5, 2020 read with General Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as 'MCA Circulars') permitted holding of the Annual General Meeting ('AGM' or 'Meeting') through Video Conferencing ('VC') facility or other audio visual means ('OAVM'), without the physical presence of the Members at a common venue.
- Further, the Securities and Exchange Board of India ('SEBI') vide its Circular dated May 12, 2020 ('SEBI Circular') has also granted certain relaxations in line with the MCA Circulars. In compliance with the provisions of the Companies Act, 2013 ('the Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 27th AGM of the Company is being held through VC/ OAVM on Friday, August 14, 2020 at 11.00 a.m. (IST). The deemed venue for the 27th AGM will be Registered Office of the Company situated at Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 033.
- 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 CIRCULAR, 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. 5 to 7 of the Notice is annexed hereto. The relevant details pursuant to Regulations 26(4) and 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 Directors seeking appointment/re-appointment 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 in the VC/OAVM mode 15 minutes before and 15 minutes after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The Members will be able to view the proceedings on the Central Depository Services (India) Limited ("CDSL") e-Voting website at <https://www.evotingindia.com>. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. However, 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. 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 Investors, who are Members of the Company, are encouraged to attend the 27th AGM through VC/OAVM mode and vote electronically. Corporate Members intending to appoint their authorised representatives pursuant to Sections 112 and 113 of the Act, as the case may be, to attend the

AGM through VC/OAVM or to vote through remote e-voting, are requested to send a certified copy of the Board Resolution to the Scrutinizer by e-mail at ldreddy2016@gmail.com with a copy marked to cs@vishnuchemicals.net.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
7. In line with the MCA Circular dated May 5, 2020 and SEBI Circular dated May 12, 2020, the Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent (RTA)/ Depositories as at the end of the day on Friday, July 17, 2020. The Notice convening the 27th 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. The Notice is also available on the website of CDSL at www.evotingindia.com.

8. Book Closure and Dividend:

i. **The Register of Members and the Share Transfer Books of the Company will be closed from Saturday, August 8, 2020 to Friday, August 14, 2020 (both days inclusive).**

ii. The dividend of ₹ 1/- per equity share of ₹ 10 each (i.e. 10%), if declared by the Members at the AGM, will be paid subject to deduction of income-tax at source ('TDS') on or after Thursday, August 20, 2020 as under:

For shares held in electronic form: to all the Beneficial Owners as at the end of the day on **Friday, August 7, 2020** as per the list of beneficial owners to be furnished by the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited ('CDSL') and;

For shares held in physical form: to all the Members after giving effect to valid transmission and transposition in respect of valid requests lodged with the Company/ RTA as of the close of business hours on **Friday, August 7, 2020.**

iii. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders w.e.f. April 1, 2020 and the Company is required to deduct TDS from dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN, Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company/ RTA by sending documents through e-mail by Friday, July 31, 2020. For the detailed process, please click here: **'Communication on Tax Deduction on Dividend'**.

iv. Updation of 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 latest by Friday, July 31, 2020:

- a. 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.

- v. 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, the Company shall dispatch the dividend warrant/ Bankers' cheque/demand draft to such Members, upon normalisation of postal services and other activities.
- vi. 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. Since, 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 as under:

S.No.	Details of the Unclaimed / Unpaid Dividend Accounts	Date of declaration	Due date to transfer to IEPF
1	Unpaid (interim) Dividend Account 2014-15	14.11.2014	25.12.2021
2	Unpaid Dividend Account 2014-15	29.06.2015	31.07.2022
3	Unpaid (interim) Dividend Account 2015-16	16.03.2016	18.04.2023
4	Unpaid Dividend Account 2017-18	24.09.2018	05.11.2025
5	Unpaid Dividend Account 2018-19	27.06.2019	30.08.2026

9. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. 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 dematerialized form. Members can contact the Company's Registrar and Transfer Agent, M/s. Bigshare Services Pvt. Ltd, 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 the Company's website at <https://www.vishnuchemicals.com/investors/#1571313077497-a1a918a7-6e88>
10. 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/their DPs. Further, Members may note that SEBI has mandated the submission of PAN by every participant in securities market.
11. Nomination facility: 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://www.vishnuchemicals.com/investors/#1571313077497-a1a918a7-6e88>. 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.
12. Consolidation of Physical Share Certificates: Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. Members who wish to inspect the relevant documents referred to in the Notice can send an e-mail to cs@vishnuchemicals.net from their registered e-mail id by mentioning their DP ID & Client ID/Physical Folio Number.
14. 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.
15. Details of Unclaimed Shares: The company doesn't have any shares remaining unclaimed in the unclaimed suspense account.
- 16. Process for registering/ updating e-mail address and mobile number:**
- In case of shares held in physical form,** the following procedure shall be followed:
- Visit the link: <https://bigshareonline.com/InvestorRegistration.aspx#AdvdTrack#>
 - 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, a OTP shall be sent to mobile no. 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 evoting of this AGM.
- In case of shares held in electronic/demat form,** the shareholders are requested to update/ register their mail id and mobile no. with their respective depository

participants. However, for the limited purpose of receiving the company's 27th Annual Report and notice of 27th 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 FY 2019-20. In case of any queries, Members may write to bsshyd1@bigshareonline.com or cs@vishnuchemicals.net.

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 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 cs@vishnuchemicals.net along with the following documents for registration of e-mail addresses for e-voting for the resolutions set out in this 27th AGM Notice:

- In case 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 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 27th AGM.

17. Remote e-Voting before/during the AGM:

- 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 AGM. For this purpose, the Company has entered into an agreement with CDSL for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a Member using remote e-Voting system as well as remote e-Voting during the AGM will be provided by CDSL.
- ii. Members of the Company holding shares either in physical form or in electronic form **as of the close of business hours on Friday, August 7, 2020 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 remote 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 holding shares as on the cut-off date i.e. as of the close of business hours on Friday, August 7, 2020, 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.

- iii. **The remote e-Voting period commences on Tuesday, August 11, 2020 at 9.00 a.m. (IST) and ends on Thursday, August 13, 2020 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, August 7, 2020.
 - iv. Members will be provided with the facility for voting through electronic voting system during the VC/ OAVM proceedings at the AGM and Members participating at the AGM, who have not already cast their vote by remote e-Voting, will be eligible to exercise their right to vote at the end of discussion on the resolutions on which voting is to be held, upon announcement by the Chairperson. Members who have cast their vote on resolution(s) by remote e-Voting prior to the AGM will also be eligible to participate at the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution(s) again.
 - v. The remote e-Voting module on the day of the AGM shall be disabled by CDSL for voting 15 minutes after the conclusion of the Meeting.
18. M/s. L.D.Reddy & Co., Company Secretaries, Hyderabad have been appointed as the Scrutinizer(s) to scrutinize the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for same purpose.
 19. The Scrutiniser will submit his report to the Chairperson or to any other person authorised by the Chairperson after completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutiniser's report shall be communicated to the Stock Exchanges on which the Company's shares are listed and will also be displayed on the Company's website at www.vishnuchemicals.com.

20. Instructions for attending the AGM through VC/OAVM:

- a. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of the Company is displayed.
- b. 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 to avoid any disturbance 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.
- c. Members who would like to express their views/ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/folio number, PAN and mobile number at cs@vishnuchemicals.net before 3.00 p.m. (IST) on Tuesday, August 11, 2020. Only those Members who have pre-registered themselves as a speaker will be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
- d. Members are encouraged to submit their questions in advance with regard to the financial statements or any other matter to be placed at the 27th AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID number/folio number and mobile number, to reach the Company's e-mail address at cs@vishnuchemicals.net before 3.00 p.m. (IST) on Tuesday, August 11, 2020. Such questions by the Members shall be suitably replied by the Company.
- e. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- h. If you are a first time user follow the steps given below:

21. Instructions for remote e-voting before/during the AGM:**A. Instructions of remote e-voting before AGM are as under:**

- a. The voting period **begins on Tuesday, August 11, 2020 at 9.00 a.m. (IST) and ends on Thursday, August 13, 2020 at 5.00 p.m. (IST)**. The e-voting module shall be disabled by CDSL for voting thereafter. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off i.e. **as of the close of business hours on Friday, August 7, 2020** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- b. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- c. The shareholders should log on to the e-voting website www.evotingindia.com.
- d. Click on "Shareholders" module.
- e. Now enter your User ID:
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - iii. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company; or

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.
- f. Next enter the Image Verification as displayed and Click on Login.
- g. 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.

For Shareholders holding shares in Demat Form 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). However, Shareholders who have not updated their PAN with the Company/Depository Participant are requested to contact Company/RTA at bsshyd1@bigshareonline.com or cs@vishnuchemicals.net to get the sequence no. which can be entered instead of PAN.

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. 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 as mentioned in instruction (e) above.

- i. After entering these details appropriately, click on "SUBMIT" tab.
 - j. 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.
 - k. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - l. Click on the EVSN of Vishnu Chemicals Limited.
 - m. 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.
 - n. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - o. 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.
 - p. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - q. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - r. 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.
 - s. Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- c. 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.
 - d. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

22. Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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 shareholders are required 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; cs@vishnuchemicals.net, if they wish to vote from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

23. 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.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

B. Instructions for shareholders for e-voting during the AGM are as under:

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- b. 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.

Hyderabad
June 2, 2020

By Order of the Board

Sd/-
Kishore Kathri
Company Secretary

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. 5 - 7 of the accompanying Notice of AGM.

Item No. 5: Re-Appointment of Mr. Ch. Krishna Murthy as a Managing Director of the company for further term of 5 years

Mr. Ch. Krishna Murthy was originally appointed as a Director & Managing Director on June 2, 2006 subsequently he was re-appointed as a Managing Director from time to time and his last re-appointment was for a term of five years from January 2, 2016 till January 1, 2021 by the Board of Directors of the Company and the same was approved by the shareholders of the Company at their 22nd Annual General Meeting held on September 28, 2016 and his current term will end on January 1, 2021.

In view of the above, based on the recommendations of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company, the Board at its meeting held on June 2, 2020 approved re-appointment of Mr. Ch. Krishna Murthy as a Managing Director of the Company for a further term of five (5) years w.e.f. January 2, 2021 up to January 1, 2026 on such terms and conditions as detailed in the resolution including remuneration as approved by the Board based on the recommendations of the Nomination and Remuneration Committee of the Board.

Mr. Ch. Krishna Murthy is not disqualified from being reappointed as a Managing Director in terms of Section 164 read with Schedule V of the of the Act and has given his consent to act as a Managing Director of the Company. Mr. Ch. Krishna Murthy satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

It is proposed to seek the members' approval for the reappointment of Mr. Ch. Krishna Murthy as a Managing Director of the Company, at such terms and conditions as detailed in the resolution set out in AGM Notice in terms of the applicable provisions of the Act and the relevant Rules made thereunder by way of special resolution. This Explanatory Statement may also be considered as the requisite abstract under Section 190 of the Companies Act, 2013 setting out the terms and conditions of appointment of Mr. Murthy as a Managing Director 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 are set out in the Annexure to the Explanatory Statement.

Except Mr. Ch. Krishna Murthy and Mr. Ch. Siddartah, Joint Managing Director and Mrs. Ch. Manjula, Non-executive Director and their relatives, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of other directors and KMP is concerned or interested either financially or otherwise in the Resolution at Item No. 5 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item Nos. 6: To appoint Mr. Seshadri Saranathan (DIN: 01498670) as an Independent Director of the Company

Mr. S. Saranathan was appointed as an Additional Director (for Independent Director category) by the Board of Directors with effect from February 3, 2020 pursuant to section 161 (1) of the Companies Act, 2013 and is entitled to hold office upto the date of 27th Annual General Meeting.

The Company has received a declaration from him on his being eligible for appointment as Independent Director. Further, he has provided consent 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. The Company has also received a declaration from Mr. S. Saranathan confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(b) of the Listing Regulations, as amended from time to time. Mr. S. Saranathan is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013, as amended from time to time. In the opinion of the Board, he fulfills the conditions specified in the Companies Act, 2013 and is independent of the management.

In terms of Section 160 of the Companies Act, 2013, the Company has received notice in writing from member proposing the candidacy of Mr. S. Saranathan to be appointed as an Independent Director of the Company as per the provisions of the Companies Act, 2013 along with a deposit of ₹ 1,00,000/- (Rupees One Lakh only) as required under the aforesaid section. The names of companies and the committees in which the director is a director/member, the letter of appointment and terms and conditions of the appointment 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, upto 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 are set out in the Annexure to the Explanatory Statement.

Except the director (including relatives) being appointed in terms of the said resolution, 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 Nos. 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: Ratification of Remuneration to be paid to the Cost Auditors for the financial year 2020-21

The Board of Directors at its Meeting held on June 2, 2020, upon the recommendation of the Audit Committee, approved the appointment of Mr. N.V.S.Kapardhi, Cost Accountant, (Registration No. 100231), Hyderabad, to conduct the audit of the cost records of the Company on a remuneration not exceeding ₹ 60,000/- (Rupees Sixty Thousand Only) (excluding all applicable taxes and reimbursement of out of pocket expenses) for the financial year ending March 31, 2021.

In terms of the provisions of Section 148 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 as mentioned above, payable to the Cost Auditor is required to be ratified by the Members of the Company. Accordingly, the Members are requested to ratify the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021, as set out in the Ordinary Resolution for the aforesaid services to be rendered by them.

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 Nos. 7 of the accompanying Notice.

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

By Order of the Board

Hyderabad
June 2, 2020

Sd/-
Kishore Kathri
Company Secretary

Annexure to the explanatory statement pursuant to Regulation 36 of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, information about the Directors proposed to be appointed / re-appointed is furnished below:

Name of the Director	Mr. Ch. Siddartha	Mr. Ch. Krishna Murthy	Mr. S. Saranathan
Directors Identification Number (DIN)	01250728	00030274	01498670
Nationality	Indian	Indian	Indian
Date of birth	May 12, 1985	July 1, 1957	August 16, 1956
Age	35 years	64 years	65 years
Qualification	He is graduate in Industrial Biotechnology and has a masters in business management from the United States.	He is a Master of Business and Administration (MBA)	He is a graduate in Commerce from Madurai Kamaraj University.
Experience (including expertise in specific functional area)/ Brief Resume	Mr. Siddartha leads strategy and international marketing efforts of Vishnu Chemicals Limited. Also he works closely with sales and supply chain teams to ensure growth is in line with goal of the company.	Mr. Murthy is a first generation entrepreneur and is a founder, promoter and one of the key architects in developing & transforming the organization from single product to multi products manufacturing unit with overall annual turnover of around ₹ 800 Crores through his excellence and insight in the specialty chemical industry. He is a Master of Business and Administration (MBA) specialized in Marketing with three decades of rich experience in specialty chemicals and logistic industries.	Mr. Saranathan had around four decades of working experience in accounts and finance domain in private manufacturing sector and worked at different capacities. During his tenure he was able to build a strong relationship with C - level executives of several renowned financial institutions; through his acumen in finance domain he has been able to serve the industry in meeting their capital/ finance requirements.
Date of first Appointment on the Board of the Company	January 2, 2006	January 2, 2006	February 3, 2020
Shareholding in the Company	1125668 equity shares of ₹ 10/- each (9.42%) 244500 7% Cumulative Redeemable Preference Shares of ₹ 10/- each (0.32%)	6219790 equity shares of ₹ 10/- each (52.07%) 71121750 7% Cumulative Redeemable Preference Shares of ₹ 10/- each (92.80%)	He holds 41,300 equity shares of ₹ 10/- each (0.35%) through his spouse.
List of Directorship held in other companies	a. Vishnu Barium Private Limited b. Vishnu Renewable Energy Private Limited c. Vishnu Lifesciences Limited	1. K.M.S. Infrastructure Limited 2. Vishnu Renewable Energy Private Limited	NIL
Membership / Chairmanship in Committees of other companies as on date*	Nil	Nil	Nil
Relationships between Directors inter-se	Relative of Mr. Ch. Krishna Murthy, Chairman & Managing Director and Mrs. Ch. Manjula, Non-Executive Director of the company.	Relative of Mrs. Ch. Manjula, Non-Executive Director and Mr. Ch. Siddartha, Joint Managing Director of the company.	Nil

* Only two Committees namely, Audit Committee and Stakeholders' Relationship Committee have been considered.

For other details such as number of meetings of the Board of Directors attended during the year and remuneration drawn, please refer to the corporate governance report which is a part of this annual report.