

27<sup>th</sup> September, 2024

VCL/SE/57/2024-25

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

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

Dear Sir/ Madam,

**Subject: Proceedings and Voting Results of the 31<sup>st</sup> Annual General Meeting ('AGM') of Vishnu Chemicals Limited ('the Company') held on Friday, September 27, 2024 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, December 28, 2022 and September 25, 2023 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 31<sup>st</sup> AGM of the Company was held on Friday, September 27, 2024 at 11.00 AM (IST) through two-way Video Conferencing (VC) to transact the business as stated in the Notice dated August 28, 2024, 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 September 27, 2024, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 – **Annexure C**

The AGM concluded at 12.20 pm. (IST)

The Voting Results along with the Scrutinizer's Report dated September 27, 2024 is made available on the Company's website at [www.vishnuchemicals.com](http://www.vishnuchemicals.com)

This is for your information and records.

Thanking you,

**For Vishnu Chemicals Limited**

**Vibha Shinde**  
**Company Secretary & Compliance Officer**

**Summary of proceedings of the 31<sup>st</sup> Annual General Meeting:**

The 31<sup>st</sup> Annual General Meeting ('AGM' or 'Meeting') of the Members of Vishnu Chemicals Limited ('the Company') was held on Friday, September 27, 2024 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 Mr. Ch. Siddartha, Joint Managing Director, 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. Naga Bhushan Bhagwati, Independent Director, Mr. Mahesh Bhatler, 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 and Chairman of the Audit Committee, attended the Meeting through video conference from Mumbai, India.

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 2023-24 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	Resoution required(Ordinary/ Special)	Mode of Voting
<b>ORDINARY BUSINESS</b>			
1	<p>a. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, together with the Reports of the Board of Directors and Auditors thereon</p> <p>b. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, together with the Report of the Auditors thereon</p>	Ordinary	Remote e-voting and remote evoting during the AGM
2	To declare dividend of Rs. 0.30/- per equity share of Rs. 2/- each (i.e. 15%) for the financial year ended 31 <sup>st</sup> March, 2024	Ordinary	Remote e-voting and remote evoting during the AGM
3	To appoint a Director in place of Mr. Ch. Krishna Murthy (DIN: 00030274), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary	Remote e-voting and remote evoting during the AGM
<b>SPECIAL BUSINESS</b>			
4	To increase the limits of borrowing by the Company under Section 180(1)(c) of the Companies Act, 2013	Special	Remote e-voting and remote evoting during the AGM
5	To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company	Special	Remote e-voting and remote evoting during the AGM
6	To ratify payment of remuneration to the Cost Auditors for the financial year 2024-25	Ordinary	Remote e-voting and remote evoting during the AGM
7	To appoint Mr. B. Nagabhushan (DIN: 01564347) as an Independent Director of the Company	Special	Remote e-voting and remote evoting during the AGM
8	To approve variation of terms/ rights of existing 7,66,37,500 7% Cumulative Redeemable Preference Shares ("CRPS") and consequent issuance of Compulsory Convertible Preference Shares ("CCPS") to the existing Cumulative Redeemable Preference Shareholders	Special	Remote e-voting and remote evoting 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 everyone for joining the Meeting virtually and in person. 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 12.20 pm.

The Scrutinizer's Report was received after conclusion of the Meeting on September 27, 2024.

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**

**31<sup>st</sup> Annual General Meeting Voting Results**

<b>Record Date</b>	August 20, 2024
<b>Total Number of shareholders on Cut Off i.e August 20, 2024</b>	27298
<b>No. of shareholders present in the meeting either in person or through proxy:</b>	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
<b>No. of shareholders present in the meeting through VC/OAVM:</b>	
Promoter and Promoter Group	3
Public	57
<b>No of resolutions passed at the meeting</b>	8

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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 March 31, 2024, 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
	<b>Total</b>		44797530	44797530	100.0000	44797530	0	100.0000
Public- Institutions	E-Voting	4890252	3066468	62.7057	3066468	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		4890252	3066468	62.7057	3066468	0	100.0000
Public- Non Institutions	E-Voting	15839413	1064486	6.7205	1064365	121	99.9886	0.0114
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15839413	1064486	6.7205	1064365	121	99.9886
<b>Total</b>		65527195	48928484	74.6690	48928363	121	99.9998	0.0002
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

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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. 0.30/- per equity share of Rs. 2/- each (i.e. 15%) for the financial year ended March 31, 2024.				
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
	<b>Total</b>		44797530	44797530	100.0000	44797530	0	100.0000
Public- Institutions	E-Voting	4890252	3066468	62.7057	3066468	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		4890252	3066468	62.7057	3066468	0	100.0000
Public- Non Institutions	E-Voting	15839413	1064486	6.7205	1064154	332	99.9688	0.0312
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15839413	1064486	6.7205	1064154	332	99.9688
<b>Total</b>		65527195	48928484	74.6690	48928152	332	99.9993	0.0007
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

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Resolution (3)								
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. Krishna Murthy (DIN: 00030274), 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	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
	<b>Total</b>		44797530	44797530	100.0000	44797530	0	100.0000
Public- Institutions	E-Voting	4890252	3066468	62.7057	3066468	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		4890252	3066468	62.7057	3066468	0	100.0000
Public- Non Institutions	E-Voting	15839413	1064486	6.7205	1060823	3663	99.6559	0.3441
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15839413	1064486	6.7205	1060823	3663	99.6559
<b>Total</b>		65527195	48928484	74.6690	48924821	3663	99.9925	0.0075
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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



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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 increase the limits of borrowing by the Company under Section 180(1)(c) of the Companies Act, 2013				
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
	<b>Total</b>		44797530	44797530	100.0000	44797530	0	100.0000
Public- Institutions	E-Voting	4890252	3066468	62.7057	3066468	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		4890252	3066468	62.7057	3066468	0	100.0000
Public- Non Institutions	E-Voting	15839413	1064471	6.7204	1051899	12572	98.8189	1.1811
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15839413	1064471	6.7204	1051899	12572	98.8189
<b>Total</b>		65527195	48928469	74.6690	48915897	12572	99.9743	0.0257
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

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Resolution (5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company				
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
	<b>Total</b>		44797530	44797530	100.0000	44797530	0	100.0000
Public- Institutions	E-Voting	4890252	3066468	62.7057	3066468	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		4890252	3066468	62.7057	3066468	0	100.0000
Public- Non Institutions	E-Voting	15839413	1064471	6.7204	1051782	12689	98.8080	1.1920
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15839413	1064471	6.7204	1051782	12689	98.8080
<b>Total</b>		65527195	48928469	74.6690	48915780	12689	99.9741	0.0259
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

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Resolution (6)								
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 2024-25				
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
	<b>Total</b>		44797530	44797530	100.0000	44797530	0	100.0000
Public- Institutions	E-Voting	4890252	3066468	62.7057	3066468	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		4890252	3066468	62.7057	3066468	0	100.0000
Public- Non Institutions	E-Voting	15839413	1064486	6.7205	1064085	401	99.9623	0.0377
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15839413	1064486	6.7205	1064085	401	99.9623
<b>Total</b>		65527195	48928484	74.6690	48928083	401	99.9992	0.0008
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

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Resolution (7)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Mr. B. Nagabhushan (DIN: 01564347) 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
	<b>Total</b>		44797530	44797530	100.0000	44797530	0	100.0000
Public- Institutions	E-Voting	4890252	3066468	62.7057	3066468	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		4890252	3066468	62.7057	3066468	0	100.0000
Public- Non Institutions	E-Voting	15839413	1064486	6.7205	1061323	3163	99.7029	0.2971
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15839413	1064486	6.7205	1061323	3163	99.7029
<b>Total</b>		65527195	48928484	74.6690	48925321	3163	99.9935	0.0065
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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

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Resolution (8)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve variation of terms/ rights of existing 7,66,37,500 7% Cumulative Redeemable Preference Shares ("CRPS") and consequent issuance of Compulsory Convertible Preference Shares ("CCPS") to the existing Cumulative Redeemable Preference Shareholders				
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	0	0.0000	0	0	0	0
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		44797530	0	0.0000	0	0	0.0000
Public- Institutions	E-Voting	4890252	3066468	62.7057	3066468	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		4890252	3066468	62.7057	3066468	0	100.0000
Public- Non Institutions	E-Voting	15839413	1064486	6.7205	1043828	20658	98.0593	1.9407
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>		15839413	1064486	6.7205	1043828	20658	98.0593
<b>Total</b>		65527195	4130954	6.3042	4110296	20658	99.4999	0.5001
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

\* this fields are optional

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



# 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: l.d.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 31<sup>st</sup> Annual General Meeting ('AGM') of Vishnu Chemicals Limited held on Friday, September 27, 2024 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. Dhanamjay 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 31<sup>st</sup> Annual General Meeting ('AGM') of Vishnu Chemicals Limited held on Friday, September 27, 2024 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 August 28, 2024, 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, September 23, 2024 from 9:00 a.m. (IST) and ended on Thursday, September 26, 2024 at 5:00 p.m. (IST). The CDSL E-voting platform was disabled thereafter.

*V. Anind*  


*[Signature]*  


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" i.e Friday, September 20, 2024 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, 2024, together with the Reports of the Board of Directors and Auditors thereon.
- b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

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	188	48918223	3	10140	191	48928363	100%
Dissent	15	121	-	-	15	121	0
Total	203	48918344	3	10140	206	48928484	100%

*V. Prasad*  


*[Signature]*  


**Item No.2**

**Ordinary Resolution: To declare dividend of Rs. 0.30/- per equity share of Rs. 2/- each (i.e. 15%) for the financial year ended March 31, 2024.**

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	186	48918012	3	10140	189	48928152	100%
Dissent	17	332	-	-	17	332	0
Total	203	48918344	3	10140	206	48928484	100%

**Item No.3**


**Ordinary Resolution: To appoint a Director in place of Mr. Ch. Krishna Murthy (DIN: 00030274), who retires by rotation and being eligible, offers himself for re-appointment.**

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	181	48914681	3	10140	184	48924821	99.99%
Dissent	22	3663	-	-	22	3663	0.01%
Total	203	48918344	3	10140	206	48928484	100%

**Item No.4**

**Special Resolution: To increase the limits of borrowing by the Company under Section 180(1)(c) of the Companies Act, 2013:.**

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	184	48915293	2	604	186	48915897	99.97%
Dissent	18	3036	1	9536	19	12572	0.03%
Total	202	48918329	3	10140	205	48928469	100%

*V. Sri*  


*[Signature]*  




**Item No.5**

**Special Resolution: To seek approval under Section 180(1)(a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company:**

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	182	48915176	2	604	184	48915780	99.97%
Dissent	20	3153	1	9536	21	12689	0.03%
Total	202	48918329	3	10140	205	48928469	100%

**Item No.6**


**Ordinary Resolution: To ratify payment of remuneration to the Cost Auditors for the financial year 2024-25**

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	185	48917943	3	10140	188	48928083	100%
Dissent	18	401	-	-	18	401	0
Total	203	48918344	3	10140	206	48928484	100%

**Item No.7**

**Special Resolution: To appoint Mr. B. Nagabhushan (DIN: 01564347) 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	182	48915181	3	10140	185	48925321	99.99%
Dissent	21	3163	-	-	21	3163	0.01%
Total	203	48918344	3	10140	206	48928484	100%

*V. Anil*  


*H. J.*  



**Item No.8**

**Special Resolution: To approve variation of terms/ rights of existing 7,66,37,500 7% Cumulative Redeemable Preference Shares ("CRPS") and consequent issuance of Compulsory Convertible Preference Shares ("CCPS") to the existing Cumulative Redeemable Preference Shareholders:**

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	174	4100156	3	10140	177	4110296	99.50%
Dissent	22	20658	-	-	22	20658	0.50%
Total	196	4120814	3	10140	199	4130954	100%

Date: 27.09.2024  
Place: Hyderabad

For L D REDDY & CO.,  
Company Secretaries

  
L. Dhanamjaya Reddy  
C.P.No.: 3752  
M.No.: 13104  
UDIN: A013104F001341079

