

16th July, 2022

VCL/SE/40/2022-23

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

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

Scrip Code: 516072
Through: BSE Listing Centre

Symbol: VISHNU
Through: NSE Digital Exchange

Sub: Proceedings and Voting Results of the 29th Annual General Meeting ('AGM') of Vishnu Chemicals Limited ('the Company') held on Friday, July 15, 2022 at 2.30 pm through Video Conference Facility

Dear Sir,

In terms of the General Circulars dated April 8, 2020, April 13, 2020 and May 5, 2020, 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 29th AGM of the Company was held on Friday, July 15, 2022 at 2.30 PM (IST) through two-way Video Conferencing (VC) to transact the business as stated in the Notice dated May 16, 2022, 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 July 16, 2022, 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 4:30 p.m. (IST)



The Voting Results along with the Scrutinizer's Report dated July 16, 2022 is made available on the Company's website at www.vishnuchemicals.com

This is for your information and records.

Thanking you,

Yours faithfully,

For Vishnu Chemicals Limited

Ch. Krishna Murthy
Chairman & Managing Director

Encl.: as above

Annexure A

Summary of proceedings of the 29th Annual General Meeting:

The 29th Annual General Meeting ('AGM' or 'Meeting') of the Members of Vishnu Chemicals Limited ('the Company') was held on Friday, July 15, 2022 at 2.30 p.m. (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. Shruthi Vishwanath, Secretarial Assistant, 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. P Anjaneyulu, Chief Financial Officer, Mr. Hanumant Bhansali, VP - Finance & Strategy, Ms. Shruthi Vishwanath, Secretarial Assistant 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.

The representative of M/s. Jampani & Associates, Statutory Auditors, Mr. Ramsesh Choudary was also present at the Meeting through VC.

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 2021-22 and opportunities going forward. The Chairman also acknowledged the contribution of all the employees and other stakeholders in achieving the important milestone of Rs. 1000 Cr sales.

Mr. Ch. Siddartha, Joint Managing Director, apprised the shareholders about the performance of the Company and key business highlights for the financial year 2021-22. Also he shared some thoughts on way 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, 2022, 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, 2022, 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. 2/- per equity share of Rs. 10/- each (i.e. 20%) for the financial year ended 31st March, 2022. | Ordinary | Remote e-voting and remote e-voting during the AGM |
| 3 | To appoint a Director in place of Mrs. Ch. Manjula (DIN: 01546339), 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 appoint 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 appoint Mrs. Sita Vanka (DIN: 07016012) as an Independent Director of the Company. | Special | Remote e-voting and remote e-voting during the AGM |
| 6 | To approve re-appointment of Mr. Tirthankar Mitra (DIN: 02675454) as an Independent Director of the Company. | Special | Remote e-voting and remote e-voting during the AGM |
| 7 | To approve re-appointment of Mr. Chetan Navinchandra Shah (DIN: 08038633) as an Independent Director of the Company. | Special | Remote e-voting and remote e-voting during the AGM |
| 8 | To approve increase in remuneration of Mr. Ch. Krishna Murthy (DIN: 00030274), Managing Director of the Company. | Special | Remote e-voting and remote e-voting during the AGM |
| 9 | To approve variation of terms of 7,66,37,500 7% Cumulative Redeemable Preference Shares of the Company. | Special | Remote e-voting and remote e-voting during the AGM |
| 10 | To ratify payment of remuneration to the Cost Auditors for 2021-22. | Ordinary | Remote e-voting and remote e-voting during the AGM |
| 11 | To ratify payment of remuneration to the Cost Auditors for 2022-23. | 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/ Joint Managing Director appropriately responded to the queries/suggestions raised by them.

The Chairman authorized Ms. Shruthi, Secretarial Assistant, to carry out the e-voting process and conclude the Meeting. The Compliance Officer was 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 4:30 p.m.

The Scrutinizer's Report was received after conclusion of the Meeting on July 16, 2022. All the Resolutions were declared as passed with requisite majority.

This is for your information and records.

Yours faithfully,

For Vishnu Chemicals Limited

Ch. Krishna Murthy
Chairman & Managing Director

29th Annual General Meeting voting results

| | |
|--|---|
| Record date | July 8, 2022 |
| Total Number of shareholders on Cut-off date i.e. July 8, 2022 | 10914 |
| 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 | 3 |
| Public | 64 |
| | |
| No. of resolutions passed at the meeting | 11 |

[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 March 31, 2022, 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 | | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| | Poll | 8959506 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8959506 | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| | Poll | 288211 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 288211 | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 10944 | 0.4056 | 10942 | 2 | 99.9817 | 0.0183 |
| | Poll | 2698303 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2698303 | 10944 | 0.4056 | 10942 | 2 | 99.9817 | 0.0183 |
| Total | | 11946020 | 8999831 | 75.3375 | 8999829 | 2 | 100.0000 | 0.0000 |
| 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 | |
| Public Insitutions | |
| Public - Non Insitutions | |

[Home](#)[Validate](#)**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. 2/- per equity share of Rs. 10/- each (20%) for the financial year ended March 31, 2022. | | | | | | |
| 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 | | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| | Poll | 8959506 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8959506 | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| | Poll | 288211 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 288211 | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 10944 | 0.4056 | 10942 | 2 | 99.9817 | 0.0183 |
| | Poll | 2698303 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2698303 | 10944 | 0.4056 | 10942 | 2 | 99.9817 | 0.0183 |
| Total | | 11946020 | 8999831 | 75.3375 | 8999829 | 2 | 100.0000 | 0.0000 |
| 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 | |
| Public Insitutions | |
| Public - Non Insitutions | |

[Home](#)[Validate](#)**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 Mrs. Ch. Manjula (DIN: 01546339), who retires by rotation and being eligible, offers herself 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 | | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| | Poll | 8959506 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8959506 | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 29381 | 10.1943 | 5477 | 23904 | 18.6413 | 81.3587 |
| | Poll | 288211 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 288211 | 29381 | 10.1943 | 5477 | 23904 | 18.6413 | 81.3587 |
| Public- Non Institutions | E-Voting | | 10944 | 0.4056 | 10932 | 12 | 99.8904 | 0.1096 |
| | Poll | 2698303 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2698303 | 10944 | 0.4056 | 10932 | 12 | 99.8904 | 0.1096 |
| Total | | 11946020 | 8999831 | 75.3375 | 8975915 | 23916 | 99.7343 | 0.2657 |
| 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 | |
| Public Insitutions | |
| Public - Non Insitutions | |

[Home](#)[Validate](#)**Resolution (4)**

| Resolution required: (Ordinary / Special) | | Special | | | | | | |
|--|-------------------------------|---|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | To appoint 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 | | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| | Poll | 8959506 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8959506 | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| | Poll | 288211 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 288211 | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 10944 | 0.4056 | 10936 | 8 | 99.9269 | 0.0731 |
| | Poll | 2698303 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2698303 | 10944 | 0.4056 | 10936 | 8 | 99.9269 | 0.0731 |
| Total | | 11946020 | 8999831 | 75.3375 | 8999823 | 8 | 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 | |
| Public Insitutions | |
| Public - Non Insitutions | |

[Home](#)[Validate](#)**Resolution (5)**

| Resolution required: (Ordinary / Special) | | Special | | | | | | |
|--|-------------------------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | No | | | | | | |
| Description of resolution considered | | To appoint Mrs. Sita Vanka (DIN: 07016012) 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 | | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| | Poll | 8959506 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8959506 | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| | Poll | 288211 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 288211 | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 10944 | 0.4056 | 10919 | 25 | 99.7716 | 0.2284 |
| | Poll | 2698303 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2698303 | 10944 | 0.4056 | 10919 | 25 | 99.7716 | 0.2284 |
| Total | | 11946020 | 8999831 | 75.3375 | 8999806 | 25 | 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 | |
| Public Insitutions | |
| Public - Non Insitutions | |

[Home](#)[Validate](#)**Resolution (6)**

| 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. Tirthankar Mitra (DIN: 02675454) 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 | | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| | Poll | 8959506 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8959506 | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| | Poll | 288211 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 288211 | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 10944 | 0.4056 | 10936 | 8 | 99.9269 | 0.0731 |
| | Poll | 2698303 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2698303 | 10944 | 0.4056 | 10936 | 8 | 99.9269 | 0.0731 |
| Total | | 11946020 | 8999831 | 75.3375 | 8999823 | 8 | 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 | |
| Public Insitutions | |
| Public - Non Insitutions | |

[Home](#)[Validate](#)**Resolution (7)**

| 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. Chetan Navinchandra Shah (DIN: 08038633) 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 | | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| | Poll | 8959506 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8959506 | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| | Poll | 288211 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 288211 | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 10944 | 0.4056 | 10936 | 8 | 99.9269 | 0.0731 |
| | Poll | 2698303 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2698303 | 10944 | 0.4056 | 10936 | 8 | 99.9269 | 0.0731 |
| Total | | 11946020 | 8999831 | 75.3375 | 8999823 | 8 | 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 | |
| Public Insitutions | |
| Public - Non Insitutions | |

[Home](#)[Validate](#)**Resolution (8)**

| Resolution required: (Ordinary / Special) | | Special | | | | | | |
|--|-------------------------------|--|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| Whether promoter/promoter group are interested in the agenda/resolution? | | Yes | | | | | | |
| Description of resolution considered | | To approve increase in remuneration of Mr. Ch. Krishna Murthy (DIN: 00030274), Managing 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 | | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| | Poll | 8959506 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8959506 | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| | Poll | 288211 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 288211 | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 10944 | 0.4056 | 10929 | 15 | 99.8629 | 0.1371 |
| | Poll | 2698303 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2698303 | 10944 | 0.4056 | 10929 | 15 | 99.8629 | 0.1371 |
| Total | | 11946020 | 8999831 | 75.3375 | 8999816 | 15 | 99.9998 | 0.0002 |
| 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 | |
| Public Insitutions | |
| Public - Non Insitutions | |

[Home](#)[Validate](#)**Resolution (9)**

| 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 of 7,66,37,500 7% Cumulative Redeemable Preference Shares 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 | | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| | Poll | 8959506 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8959506 | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| | Poll | 288211 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 288211 | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 9919 | 0.3676 | 9916 | 3 | 99.9698 | 0.0302 |
| | Poll | 2698303 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2698303 | 9919 | 0.3676 | 9916 | 3 | 99.9698 | 0.0302 |
| Total | | 11946020 | 8998806 | 75.3289 | 8998803 | 3 | 100.0000 | 0.0000 |
| 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 | |
| Public Insitutions | |
| Public - Non Insitutions | |

[Home](#)[Validate](#)

| Resolution (10) | | | | | | | | |
|--|-------------------------------|--------------------|---------------------|---|--------------------------|------------------------|--------------------------------------|------------------------------------|
| 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 2021-22. | | | | |
| 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 | | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| | Poll | 8959506 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8959506 | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| | Poll | 288211 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 288211 | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 9919 | 0.3676 | 9909 | 10 | 99.8992 | 0.1008 |
| | Poll | 2698303 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2698303 | 9919 | 0.3676 | 9909 | 10 | 99.8992 | 0.1008 |
| Total | | 11946020 | 8998806 | 75.3289 | 8998796 | 10 | 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 | |
| Public Insitutions | |
| Public - Non Insitutions | |

[Home](#)[Validate](#)**Resolution (11)**

| 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 2022-23. | | | | |
| 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 | | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| | Poll | 8959506 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 8959506 | 8959506 | 100.0000 | 8959506 | 0 | 100.0000 | 0.0000 |
| Public-Institutions | E-Voting | | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| | Poll | 288211 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 288211 | 29381 | 10.1943 | 29381 | 0 | 100.0000 | 0.0000 |
| Public- Non Institutions | E-Voting | | 9919 | 0.3676 | 9909 | 10 | 99.8992 | 0.1008 |
| | Poll | 2698303 | | | | | | |
| | Postal Ballot (if applicable) | | | | | | | |
| | Total | 2698303 | 9919 | 0.3676 | 9909 | 10 | 99.8992 | 0.1008 |
| Total | | 11946020 | 8998806 | 75.3289 | 8998796 | 10 | 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 | |
| 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. Dhananjay Reddy B.Com.LL.B., ACS.

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

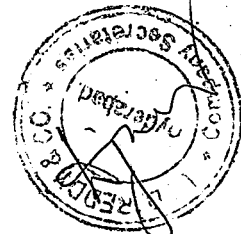
SUB: Consolidated Scrutinizer's Report on Remote E-voting before the 29th Annual General Meeting ('AGM') of Vishnu Chemicals Limited held on Friday, July 15th, 2022 at 02.30 PM (IST) through electronic mode i.e video conferencing ('VC') / other audio visual means('OAVM') and Remote E-voting during the 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 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

I, L. Dhananjay 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 29th Annual General Meeting ('AGM') of Vishnu Chemicals Limited held on Friday, July 15th, 2022 at 02.30 PM (IST) through VC/ OAVM.

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

The Notice dated May 16, 2022, 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 email ids are registered with the Company/Depositories/RTA; in compliance with the MCA circular dated May 5, 2020 read with Circulars dated April 8, 2020 and April 13, 2020, as amended from time to time (collectively referred to as 'MCA Circulars') and SEBI Circular dated May 12, 2020, as amended from time to time.

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, July 11, 2022 from 9:00 a.m. (IST) and ended on Thursday, July 14, 2022 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 holding the shares of the Company as on the 'cut-off- date' i.e. Friday, July 8, 2022 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 (a):

Ordinary Resolution: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, together with the Reports of the Board of Directors and 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 | 85 | 8994665 | 9 | 5164 | 94 | 8999829 | 100% |
| Dissent | 1 | 1 | 1 | 1 | 2 | 2 | 0 |
| Total | 86 | 8994666 | 10 | 5165 | 96 | 8999831 | 100% |



Item No. 1(b):

Ordinary Resolution: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2022, 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 | 85 | 8994665 | 9 | 5164 | 94 | 8999829 | 100% |
| Dissent | 1 | 1 | 1 | 1 | 2 | 2 | 0 |
| Total | 86 | 8994666 | 10 | 5165 | 96 | 8999831 | 100% |

Item No.2:

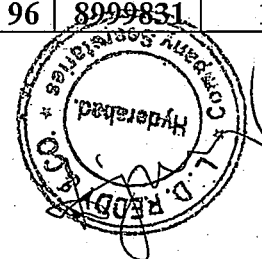
Ordinary Resolution: To declare dividend of Rs. 2/- per equity share of Rs. 10/- each (i.e. 20%) for the financial year ended 31st March, 2022:

| 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 | 85 | 8994665 | 9 | 5164 | 94 | 8999829 | 100% |
| Dissent | 1 | 1 | 1 | 1 | 2 | 2 | 0 |
| Total | 86 | 8994666 | 10 | 5165 | 96 | 8999831 | 100% |

Item No. 3:

Ordinary Resolution: To appoint a Director in place of Mrs. Ch. Manjula (DIN: 01546339), who retires by rotation and being eligible, offers herself 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 | 74 | 8970751 | 9 | 5164 | 83 | 8975915 | 99.73% |
| Dissent | 12 | 23915 | 1 | 1 | 13 | 23916 | 0.27% |
| Total | 86 | 8994666 | 10 | 5165 | 96 | 8999831 | 100% |



Item No. 4:

Special Resolution: To appoint Mr. Veeramachaneni Vimalanand (DIN: 02693721) as an Independent Director of the Company:

| Particulars | Remote E-votes | | Remote E-Voting at the AGM | | Total | | Percent age (%) |
|-------------|----------------------|---------------|----------------------------|---------------|----------------------|---------------|-----------------|
| | No. of share holders | No. of Shares | No. of share holders | No. of Shares | No. of share holders | No. of Shares | |
| Assent | 84 | 8994659 | 9 | 5164 | 93 | 8999823 | 100% |
| Dissent | 2 | 7 | 1 | 1 | 3 | 8 | 0 |
| Total | 86 | 8994666 | 10 | 5165 | 96 | 8999831 | 100% |

Item No. 5:

Special Resolution: To appoint Mrs. Sita Vanka (DIN: 07016012) as an Independent Director of the Company:

| Particulars | Remote E-votes | | Remote E-Voting at the AGM | | Total | | Percent age (%) |
|-------------|----------------------|---------------|----------------------------|---------------|----------------------|---------------|-----------------|
| | No. of share holders | No. of Shares | No. of share holders | No. of Shares | No. of share holders | No. of Shares | |
| Assent | 82 | 8994642 | 9 | 5164 | 91 | 8999806 | 100% |
| Dissent | 4 | 24 | 1 | 1 | 5 | 25 | 0 |
| Total | 86 | 8994666 | 10 | 5165 | 96 | 8999831 | 100% |

Item No. 6:

Special Resolution: To approve re-appointment of Mr. Tirthankar Mitra (DIN: 02675454) as an Independent Director of the Company:

| Particulars | Remote E-votes | | Remote E-Voting at the AGM | | Total | | Percent age (%) |
|-------------|----------------------|---------------|----------------------------|---------------|----------------------|---------------|-----------------|
| | No. of share holders | No. of Shares | No. of share holders | No. of Shares | No. of share holders | No. of Shares | |
| Assent | 84 | 8994659 | 9 | 5164 | 93 | 8999823 | 100% |
| Dissent | 2 | 7 | 1 | 1 | 3 | 8 | 0 |
| Total | 86 | 8994666 | 10 | 5165 | 96 | 8999831 | 100% |



Item No. 7:

Special Resolution: To approve re-appointment of Mr. Chetan Navinchandra Shah (DIN: 08038633) as an Independent Director of the Company:

| Particulars | Remote E-votes | | Remote E-Voting at the AGM | | Total | | Percent age (%) |
|-------------|----------------------|---------------|----------------------------|---------------|----------------------|---------------|-----------------|
| | No. of share holders | No. of Shares | No. of share holders | No. of Shares | No. of share holders | No. of Shares | |
| Assent | 84 | 8994659 | 9 | 5164 | 93 | 8999823 | 100% |
| Dissent | 2 | 7 | 1 | 1 | 3 | 8 | 0 |
| Total | 86 | 8994666 | 10 | 5165 | 96 | 8999831 | 100% |

Item No. 8:

Special Resolution: To approve increase in remuneration of Mr. Ch. Krishna Murthy (DIN: 00030274), Managing Director of the Company:

| Particulars | Remote E-votes | | Remote E-Voting at the AGM | | Total | | Percent age (%) |
|-------------|----------------------|---------------|----------------------------|---------------|----------------------|---------------|-----------------|
| | No. of share holders | No. of Shares | No. of share holders | No. of Shares | No. of share holders | No. of Shares | |
| Assent | 83 | 8994652 | 9 | 5164 | 92 | 8999816 | 100% |
| Dissent | 3 | 14 | 1 | 1 | 4 | 15 | 0 |
| Total | 86 | 8994666 | 10 | 5165 | 96 | 8999831 | 100% |

Item No. 9:

Special Resolution: To approve variation of terms of 7,66,37,500 7% Cumulative Redeemable Preference Shares of the Company:

| Particulars | Remote E-votes | | Remote E-Voting at the AGM | | Total | | Percent age (%) |
|-------------|----------------------|---------------|----------------------------|---------------|----------------------|---------------|-----------------|
| | No. of share holders | No. of Shares | No. of share holders | No. of Shares | No. of share holders | No. of Shares | |
| Assent | 83 | 8993639 | 9 | 5164 | 92 | 8998803 | 100% |
| Dissent | 2 | 2 | 1 | 1 | 3 | 3 | 0 |
| Total | 85 | 8993641 | 10 | 5165 | 95 | 8998806 | 100% |



Item No. 10:

Ordinary Resolution: To ratify payment of remuneration to the Cost Auditors for 2021-22:

| Particulars | Remote E-votes | | Remote E-Voting at the AGM | | Total | | Percent age (%) |
|-------------|----------------------|---------------|----------------------------|---------------|----------------------|---------------|-----------------|
| | No. of share holders | No. of Shares | No. of share holders | No. of Shares | No. of share holders | No. of Shares | |
| Assent | 82 | 8993632 | 9 | 5164 | 91 | 8998796 | 100% |
| Dissent | 3 | 9 | 1 | 1 | 4 | 10 | 0 |
| Total | 85 | 8993641 | 10 | 5165 | 95 | 8998806 | 100% |

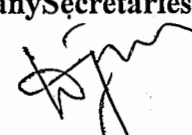
Item No. 11:

Ordinary Resolution: To ratify payment of remuneration to the Cost Auditors for 2022-23:

| Particulars | Remote E-votes | | Remote E-Voting at the AGM | | Total | | Percent age (%) |
|-------------|----------------------|---------------|----------------------------|---------------|----------------------|---------------|-----------------|
| | No. of share holders | No. of Shares | No. of share holders | No. of Shares | No. of share holders | No. of Shares | |
| Assent | 82 | 8993632 | 9 | 5164 | 91 | 8998796 | 100% |
| Dissent | 3 | 9 | 1 | 1 | 4 | 10 | 0 |
| Total | 85 | 8993641 | 10 | 5165 | 95 | 8998806 | 100% |

Date: 16.07.2022
Place: Hyderabad

For L D REDDY & CO.,
Company Secretaries


L. Dhanamjaya Reddy
C.P.No. 3752
M.No. 13104

UDIN:A013104D000633570

