

31<sup>st</sup> July, 2023

VCL/SE/66/2023-24

The Deputy General Manager,  
Corporate Relationships Department,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
SCRIP CODE: 516072

The Deputy General Manager,  
Listing Department,  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (E)  
Mumbai – 400 051  
SCRIP SYMBOL: VISHNU

**Sub: Qualified institutions placement of equity shares of face value Rs. 2 each (the “Equity Shares”) by Vishnu Chemicals Limited (the “Company”) under the provisions of Chapter VI of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”)(the “Issue”).**

Dear Sir/ Madam,

In the matter referred above and in term of Regulations 29(1) and 29(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the “**SEBI LODR Regulations**”), we wish to state as under -

Further to our letter dated 26<sup>th</sup> July, 2023 intimating about the meeting of the Fund Raising Committee (“**Committee**”) to be held on Monday, 31<sup>st</sup> July, 2023 in respect of the Issue, we wish to inform you that the Committee at its meeting held today i.e. 31<sup>st</sup> July, 2023 has, inter alia, passed the following resolutions:

- (a) Approved the closure of the issue period today i.e. 31<sup>st</sup> July, 2023 pursuant to the receipt of application forms for an aggregate of 57,97,095 fully paid up equity shares of the Company and the funds in the escrow account from eligible qualified institutional buyers in accordance with the terms of the Issue, which opened on 26<sup>th</sup> July, 2023 ;
- (b) Determined and approved the allocation of 57,97,095 Equity Shares to the eligible qualified institutional buyers for the issue price of **Rs. 345** per Equity Share (including a premium of Rs. 343 per Equity Share on face value of Rs. 2) (“**Issue Price**”), which is at a discount of 2.31 % (i.e. Rs. 8.15 per Equity Share) to the floor price of **Rs. 353.15** per Equity Share determined as per the formula prescribed under Regulation 176(1) of the SEBI ICDR Regulations, for the Equity Shares to be allotted to the eligible qualified institutional buyers in the Issue;
- (c) Approved and adopted the placement document dated 31<sup>st</sup> July, 2023.
- (d) Approved and finalized the confirmation of allocation note to be sent to the eligible qualified institutional buyers, intimating them of allocation of Equity Shares pursuant to the Issue.



The meeting of the Committee commenced at 6.00 PM and concluded at 6.30 PM. A certified copy of the resolution(s) passed by the Committee is enclosed for your information and records.

We request you to take the above on record and the same be treated as compliance under the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

Thanking you,

Yours truly,

**For Vishnu Chemicals Limited**

**Vibha Shinde**  
**Company Secretary and Compliance Officer**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 4<sup>TH</sup> MEETING OF THE FUND RAISING COMMITTEE OF VISHNU CHEMICALS LIMITED (CIN: L85200TG1993PLC046359) HELD ON MONDAY, JULY 31, 2023 AT 6.00 PM THROUGH VIDEO CONFERENCING (VC) AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. C-23, ROAD NO-8, FILM NAGAR, JUBILEE HILLS, HYDERABAD - 500 096**

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**TO APPROVE THE CLOSING OF THE ISSUE**

**“RESOLVED THAT** in respect of the issue of equity shares of face value of ₹ 2 each (**“Equity Shares”**) of the Company to eligible qualified institutional buyers (**“QIBs”**) pursuant to a qualified institutions placement (**“QIP”**) in terms of the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), and Section 42 and Section 62 of the Companies Act, 2013, as amended (the **“Companies Act”**) read with the rules issued thereunder (**“Issue”**) and as approved by the resolution passed by the board of directors of the Company (**“Board”**) on February 10, 2023 and special resolution passed by shareholders of the Company by the way of Postal Ballot on March 22, 2023 for an amount not exceeding ₹ 3,000 million and which opened pursuant to the resolution passed by the Fund Raising Committee (**“Committee”**) at its meeting dated July 26, 2023, the Issue be and is hereby declared to be closed on the date of this resolution i.e. July 31, 2023, with immediate effect.”

**For Vishnu Chemicals Limited**



**Vibha Shinde**  
**Company Secretary and Compliance Officer**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 4<sup>TH</sup> MEETING OF THE FUND RAISING COMMITTEE OF VISHNU CHEMICALS LIMITED (CIN: L85200TG1993PLC046359) HELD ON MONDAY, JULY 31, 2023 AT 6.00 PM THROUGH VIDEO CONFERENCING (VC) AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. C-23, ROAD NO-8, FILM NAGAR, JUBILEE HILLS, HYDERABAD - 500 096**

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**TO APPROVE THE ISSUE PRICE**

**“RESOLVED THAT** the issue price of Equity Shares to be allotted to eligible qualified institutional buyers (“QIBs”) in accordance with Chapter VI of the SEBI ICDR Regulations and pursuant to applicable provisions of the Companies Act, 2013, as amended, be fixed at ₹345 *i.e.* at a premium of ₹343 per Equity Share [(which includes a discount of ₹8.15 per Equity Share to the floor price of ₹353.15 (or 2.31 % to the floor price)] (the “**Issue Price**”) determined pursuant to Regulation 176(1) of the SEBI ICDR Regulations or any other provision of the SEBI ICDR Regulations in respect of the Issue be and is hereby approved.”

**“RESOLVED FURTHER THAT** Mr. Ch Krishna Murthy, Chairman & Managing Director, and Mr. Ch Siddartha, Joint Managing Director be and are hereby authorized, severally or jointly, to take such action or to do all deeds, matters and things, including finalizing and executing/ signing such documents including the confirmation of allocation note as may be necessary, proper, desirous or expedient to give effect to the above resolutions, for the issue and allotment of the Equity Shares.”

**“RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to certify the true copy of the aforesaid resolutions and forward the same to the Stock Exchanges and/or other concerned person or authorities for their record and necessary action.”

**For Vishnu Chemicals Limited**



**Vibha Shinde**  
**Company Secretary and Compliance Officer**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 4<sup>TH</sup> MEETING OF THE FUND RAISING COMMITTEE OF VISHNU CHEMICALS LIMITED (CIN: L85200TG1993PLC046359) HELD ON MONDAY, JULY 31, 2023 AT 6.00 PM THROUGH VIDEO CONFERENCING (VC) AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. C-23, ROAD NO-8, FILM NAGAR, JUBILEE HILLS, HYDERABAD - 500 096**

**TO APPROVE THE PLACEMENT DOCUMENT**

“**RESOLVED THAT** the placement document, in respect of the Issue to the QIBs in terms of the Issue, as per the copy placed before the Fund Raising Committee duly initiated by Mr. Ch. Krishna Murthy, Chairman & Managing Director, or Mr. Ch Siddartha, Joint Managing Director for the purpose of identification, be and is hereby adopted and approved for filing with BSE Limited and the National Stock Exchange of India Limited (together the “Stock Exchanges”) where Equity Shares of the Company to be allotted in the Issue are to be listed and any other regulatory authority, as may be required under applicable law.

“**RESOLVED THAT** the consent and approval of the Committee be and is hereby accorded for identifying names of the proposed allottees, a list of which was duly initialed by the Company Secretary for the purpose of identification, as placed before the Committee be and is hereby adopted and approved for inclusion in the Placement Document.”

S. No.	Name	% of the post-Issue share capital held
1	FRANKLIN INDIA SMALLER COMPANIES FUND	1.77%
2	ADITYA BIRLA SUN LIFE INSURANCE COMPANY LIMITED	2.21%
3	ITI SMALL CAP FUND	0.46%
4	ITI PHARMA AND HEALTHCARE FUND	0.10%
5	ITI VALUE FUND	0.10%
6	BANDHAN CORE EQUITY FUND	0.66%
7	BANDHAN EMERGING BUSINESS FUND	0.66%
8	BNP PARIBAS ARBITRAGE-ODI	0.38%
9	SOCIETE GENERALE-ODI	0.97%
10	SOCIETE GENERALE	0.55%
11	BNP PARIBAS ARBITRAGE	0.44%
12	MORGAN STANLEY ASIA (SINGAPORE) PTE	0.22%
13	CITIGROUP GLOBAL MARKETS MAURITIUS PRIVATE LIMITED	0.20%
14	NOMURA SINGAPORE LIMITED	0.11%

**“RESOLVED FURTHER THAT** Mr. Ch. Krishna Murthy, Chairman & Managing Director, and Mr. Ch. Siddartha, Joint Managing Director be and are hereby severally authorised to sign the placement document on behalf of the Company, make such confirmations and declaration on behalf of the Company as may be required in relation to the placement document, and make any changes to the placement document that they, in their absolute discretion, think fit and also to effect and/or carry out such alterations, additions, omissions, variations, amendments, modifications or corrections in the placement document as may be necessary or desirable in connection with the Issue.”

**“RESOLVED FURTHER THAT** Mr. Ch. Krishna Murthy, Chairman & Managing Director, and Mr. Ch. Siddartha, Joint Managing Director and the Company Secretary be and are hereby severally authorised to do all such acts, deeds and things, as may be required to give effect to the above resolutions, including but not limited to delivering the placement document to the Stock Exchanges and filing the placement document along with other documents as required under the SEBI ICDR Regulations, with the Securities and Exchange Board of India, intimating the Stock Exchanges in relation to the above and filing of applications for seeking listing and trading permissions in respect of the Issue and making other statutory and regulatory filings, as required, and to affix the Common Seal on all necessary documents, as required, in terms of the provisions of the SEBI ICDR Regulations and other applicable law.”

**For Vishnu Chemicals Limited**



**Vibha Shinde**  
**Company Secretary and Compliance Officer**

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE 4<sup>TH</sup> MEETING OF THE FUND RAISING COMMITTEE OF VISHNU CHEMICALS LIMITED (CIN: L85200TG1993PLC046359) HELD ON MONDAY, JULY 31, 2023 AT 6.00 PM THROUGH VIDEO CONFERENCING (VC) AT THE REGISTERED OFFICE OF THE COMPANY AT PLOT NO. C-23, ROAD NO-8, FILM NAGAR, JUBILEE HILLS, HYDERABAD - 500 096**

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**TO APPROVE THE CONFIRMATION OF ALLOCATION NOTE**

**“RESOLVED FURTHER THAT** the confirmation of allocation note, as per the copy placed before the Fund Raising Committee, be and is hereby approved.”

**“RESOLVED FURTHER THAT** Mr. Ch. Krishna Murthy, Chairman & Managing Director, and Mr. Ch. Siddartha, Joint Managing Director be and are hereby severally authorised to sign and deliver on behalf of the Company the Confirmation of Allocation Note (CAN) and any modification(s) or amendment(s) thereto, if any.”

**“RESOLVED FURTHER THAT** the serial numbered Placement Document, together with the serially numbered CAN, be sent to such eligible QIBs to whom the allocation of the Equity Shares is to be confirmed”

**“RESOLVED FURTHER THAT** Mr. Ch. Krishna Murthy, Chairman & Managing Director, Mr. Ch. Siddartha, Joint Managing Director and Ms. Vibha Shinde, Company Secretary be and are hereby severally authorised to sign finalize, approve, execute, settle and deliver on behalf of the Company to the successful bidders the confirmation of allocation note and any modification(s) or amendment(s) thereto, if any , and do all such acts, deeds, matters and things and sign and execute such papers, including the CAN, deeds and documents as may be required to give effect to the above resolution, including all such acts, deeds, matters and things as may be required by the Stock Exchanges or any other governmental or regulatory authority in connection with the Issue.”

**“RESOLVED FURTHER THAT** the Company Secretary is authorized to keep the record of private placement offer in Form PAS 5 as per the provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended.”

**“RESOLVED FURTHER THAT** the Company Secretary of the Company be and is hereby authorized to certify the true copy of the aforesaid resolutions and forward the same to the Stock Exchanges and/or other concerned person or authorities for their record and necessary action.”

**For Vishnu Chemicals Limited**



**Vibha Shinde**  
**Company Secretary and Compliance Officer**