

Dated: 01st Sep, 2017

1. The Department of Corporate Services - CRD BSE Limited Phiroze Jeejeebhoy Towers Dalal Street MUMBAI - 400 001	2. The National Stock Exchange of India Limited 5th Floor, Exchange Plaza Bandra (E) MUMBAI - 400 051	3. The Manager – DCS The Ahmedabad Stock Exchange Ltd., Kamdhenu Complex, Opp: Sahajanand, College, Panjara Pole, Ahmedabad – 380 015
Ref: Scrip Code: 516072		Ref: Scrip Symbol: VISHNU

Re: Submission of Notice of Annual General Meeting under Regulation 30(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

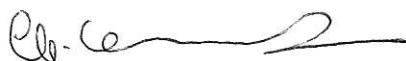
Dear Sirs,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are forwarding herewith the copy of the notice along with e-voting instructions for 24th Annual General Meeting of Vishnu Chemicals Limited to be held on Wednesday, September 27th, 2017 at 4.00 P.M. at Film Nagar Cultural Centre, Dr. D. Ramanaidu Building, Road No. 6, Filmnagar, Jubilee Hills. Hyderabad – 500096, Telangana.

The aforesaid have also been sent to all eligible shareholders and also available on company's website www.vishnuchemicals.com along with Annual Report 2016-17.

Thanking You

For Vishnu Chemicals Limited



Ch. Krishna Murthy
Managing Director



Notice of Annual General Meeting

Notice is hereby given that the **Twenty Fourth Annual General Meeting** of the members of **Vishnu Chemicals Limited** will be held on Wednesday the 27th day of September 2017, at 04.00 P.M at Film Nagar Cultural Centre, Dr. D. Ramanaidu Building, Road No. 6, Film Nagar, Jubilee Hills, Hyderabad - 500 096, Telangana to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2017 and the Statement of Profit and Loss for the period ended on that date and Directors' and Auditors' Reports there on.
2. To appoint a Director in place of shri. Ch. Siddartha, who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, (including any statutory modification(s) or re-enactment thereof), the Company hereby ratifies the appointment of M/s. Jampani & Associates, Chartered Accountants, (Firm Registration No. with ICAI – 016581S) as Statutory Auditors of the Company from the conclusion of this Twenty fourth Annual General Meeting till the conclusion of Twenty Fifth Annual General Meeting on such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee in consultation with the Auditors, in addition to reimbursement of all out-of-pocket expenses as may be incurred in connection with the audit of the accounts of the Company."

SPECIAL BUSINESS:

4. **To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2018 and in this regard 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 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 [including any statutory modifications(s) or re-enactment thereof, for the time being in force], the remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) plus taxes as applicable and reimbursement of actual expenses, to be paid to M/s. N.V.S. Kapardhi, Cost Accountants, Hyderabad (Regd. No.100231) Cost Auditors of the Company, for the financial year 2017-2018, be and is hereby ratified".

For and on behalf of the Board

Place: Hyderabad
Date: 28.08.2017

Sd/-
(Ch. Krishna Murthy)
Chairman & Managing Director

**Notes:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY STAMPED, SIGNED AND DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms, etc., must be supported by appropriate resolution/authority, as applicable, issued by the member organization.
3. Members / proxies should bring duly filled Attendance Slips sent herewith to attend the meeting.
4. The Authorised Representatives of the Corporate Members are requested to bring a certified true copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 duly authorizing them to attend and vote at the Annual General Meeting.
5. Members holding shares in dematerialized form are hereby informed that, bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in dematerialized form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
6. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the special business to be transacted at the meeting is annexed hereto.
7. The register of members and share transfer books of the Company will remain closed from 23rd September, 2017 to 27th September, 2017 (both days inclusive).
8. Electronic copy of the Annual Report for the financial year 2016-17 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the financial year 2016-17 are being sent in the permitted mode.
9. Members whose shareholding is in the electronic mode are requested to inform change of address, emails, phone numbers and updates of savings bank account details to their respective depository participants.
10. Members wishing to claim dividends, which remain un-claimed are requested to correspond with the Company Secretary, at the Company's registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, as per Section 124 and 125 of the Companies Act, 2013, be transferred to the Investor Education and Protection Fund.
11. Members are requested to send their queries, if any, on the accounts and operations of the Company, to the Company Secretary at least 7 days before the meeting.
12. A Member or his/her proxy is requested to bring the annual report to the meeting as extra copies will not be distributed.



13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices etc., from the Company electronically.
14. Pursuant to the provisions of Section 107 and 108, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer the option of E-Voting facility to all the members of the Company. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting. The Members who wish to attend Annual General Meeting can vote at the Meeting. The Company has appointed Mr. L. Dhanamjaya. Reddy, Practicing Company Secretary as Scrutinizer.
16. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 24.09.2017 at 10.00 A.M. and ends on 26.09.2017 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 20.09.2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Company Name: Vishnu Chemicals Limited

EVSIN: 170829001

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 3. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio/client id number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Vishnu Chemicals Limited on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - 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 they have to create 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 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.
- (xix) In case you have any queries or issues regarding e-voting, 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.

For and on behalf of the Board

Place: Hyderabad
Date: 28.08.2017

Sd/-
(Ch. Krishna Murthy)
Chairman & Managing Director



EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013:

Item No. 4.

The Board of Directors, on recommendations of the Audit Committee, at their meeting held on 28th August, 2017, has approved the re-appointment and remuneration of the M/s. N.V.S. Kapardhi, Cost Accountants, Hyderabad (Regd. No. 100231), as Cost Auditors of the Company to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018 on a remuneration of Rs. 50,000/- (Rupees Fifty Thousand only) per annum. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice except to their shareholding.

Your Directors recommends the Resolution set out at Item Nos. 4 of the Notice for your approval.

For and on behalf of the Board

Sd/-

(Ch. Krishna Murthy)
Chairman & Managing Director

Place: Hyderabad

Date: 28.08.2017

**ANNEXURE TO ITEM 2 OF THE NOTICE****Details of Directors seeking appointment/re-appointment at the Annual General Meeting pursuant to Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015:**

Name of the Director	Shri Ch. Siddartha
Director Identification Number (DIN)	01250728
Date of Birth	12-05-1985
Nationality	Indian
Date of appointment	02-01-2006
Qualification	B. Tech in Industrial Biotechnology and has an MBA from United States
Brief Profile	He is responsible for all International Marketing activities and Strategic Business Developments. The company's exports increased remarkably during his tenure as executive director.
List of Directorships held in other Companies	-Vishnu Barium Private Ltd (Wholly Owned Subsidiary of the Company) -Vishnu Hong Kong Limited (Wholly Owned Subsidiary of the Company)
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	Vishnu Chemicals Ltd
Total shares held by him in the Company	11,25,668 equity shares of Rs.10/- each (9.42%) 1,50,000 7% Redeemable Preference Shares of Rs.10/- each (0.32%)