

Date: July 23, 2025

VCL/SE/33/2025-26

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

Sub: Notice of the 32nd Annual General Meeting ('AGM') of the Company for the FY 2024-25

Dear Sir/ Madam,

We hereby enclose the Notice and Explanatory Statement of the **32nd Annual General Meeting** of the Company to be held on **Thursday, August 14, 2025 at 11.00 a.m.** (IST) via two-way Video Conference / Other Audio Visual Means. The said Notice forms part of the Integrated Annual Report 2024-25.

A copy of the same is available on the website of the Company

Link: [AGM Notice](#)

Kindly take the same on record and disseminate.

Thanking You.

Yours faithfully,

For Vishnu Chemicals Limited

Vibha Shinde
Company Secretary & Compliance Officer

Encl: As above



CIN: L85200TG1993PLC046359

Regd. Off: Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 096

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

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

NOTICE OF THIRTY SECOND (32ND) ANNUAL GENERAL MEETING OF VISHNU CHEMICALS LIMITED

NOTICE is hereby given that the Thirty Second (32nd) Annual General Meeting (“AGM”) of the members of Vishnu Chemicals Limited (“VCL”) will be held on Thursday, August 14, 2025 at 11.00 A.M. IST via two-way video conferencing (“VC”) facility or other audio visual means (“OAVM”) to transact the following business:

ORDINARY BUSINESS:

1. a) **To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, 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, 2025, together with the Report of the Auditors thereon.**
2. **To declare final dividend of ₹ 0.30 per equity share of ₹ 2/- each (i.e. 15%) for the financial year ended March 31, 2025.**
3. **To appoint a Director in place of Mrs. Ch. Manjula (DIN: 01546339), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and being eligible, offers herself for re-appointment.**

SPECIAL BUSINESS:

4. **To approve re-appointment of Mr. Ch. Krishna Murthy (DIN: 00030274) as the Chairman and Managing Director of the Company for further period of 5 years w.e.f January 2, 2026 and payment of remuneration to him:**

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

“RESOLVED THAT in accordance with the provisions of Section 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and those contained in the Securities and Exchange of Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), or re-enactment thereof, for the time being in force), approval of the members be and

is hereby accorded to reappoint Mr. Ch. Krishna Murthy (DIN: 00030274) as the Chairman & Managing Director of the Company for further period of five (5) years with effect from January 2, 2026, as well as to continue holding office of the Managing Director beyond the age of seventy (70) years, on the terms and conditions including remuneration as detailed below:

I. Salary

Salary shall not be less than 192.00 Lakhs/- (Rupees One crore and ninety two lakhs only) per annum as recommended by Nomination and Remuneration Committee as per the limits prescribed under section 197 and all other applicable provisions, if any, of the Companies Act, 2013 including the limits prescribed under Schedule V of the Companies Act, 2013 and Regulation 17(6)(e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

II. Perquisites

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

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

NOTICE (CONTD.)
III. Commission

RESOLVED FURTHER THAT in addition to current salary, perquisites and other benefits as mentioned above, Mr. Ch Krishna Murthy shall also be paid commission of a sum not exceeding 2.5% of the previous year net profits of the Company (plus GST at applicable rates and subject to tax deduction at source), computed in accordance with Section 198 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013 or any statutory amendments thereof and the said commission be paid in such amount, proportion and manner as may be decided by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT the aggregate remuneration inclusive of salary, perquisites, commission and allowances and other benefits payable to Mr. Ch Krishna Murthy shall always be subjected to and in accordance with provisions of Section 197 read with schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) be and is hereby authorised to alter and/ or vary the terms and conditions of the said re-appointment including remuneration within the overall limits prescribed under section 197 read with schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof

RESOLVED FURTHER THAT where in any financial year, during the tenure of Mr. Ch. Krishna Murthy, the Company incurs a loss or its profits are inadequate, the Company shall continue to pay to minimum remuneration to Mr. Ch. Krishna Murthy as per limits prescribed under Section II of part II of Schedule V to the Companies Act, 2013 without requiring further approval of the Central Government.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to this resolution."

5. To approve re-appointment of Mrs. Sita Vanka (DIN: 07016012) as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with applicable Schedule to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded to re-appoint Mrs. Sita Vanka (DIN: 07016012), as an Independent Non-Executive Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act & Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for reappointment, to hold office for the second term of two consecutive year with effect from May 16, 2025 to May 15, 2027 and whose office shall not be liable to retire by rotation."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds and things as it may deem necessary and authorise executives of the Company for the purpose of giving effect to this resolution."

6. To appoint M/s L.D. Reddy & Co, Company Secretaries, Hyderabad as Secretarial Auditors of the Company for one term of five years from 2025-26 to 2029-30:

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

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with regulation 24A of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 including amendments thereof and approval of members of the Company be and is hereby accorded to appoint M/s L.D Reddy & Co, Company Secretaries as Secretarial Auditors of the Company for one term of five years from 2025-26 to 2029-30 at such remuneration as may be agreed upon between the secretarial auditors and the Board of Directors, in addition to actual out of pocket expenses incurred by them for the purpose of audit and the applicable taxes.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto".

**NOTICE (CONTD.)****7. To Re-classify Authorised Share Capital by way of Cancellation of unissued shares of One class and Increase in shares of another class & Consequent amendment to the Capital Clause of the Memorandum of Association of the Company:**

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

“RESOLVED THAT in accordance with the provisions of Sections 4, 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the consent of the members of the Company be and is hereby accorded for reclassification of the Authorised Share Capital of the Company by way of cancellation of unissued shares of one class and increase in shares another class from the existing ₹ 95,00,00,000/- (Rupees Ninety Five Crore only) divided into 7,50,00,000 (Seven Crore and Fifty Lakhs) Equity Shares of ₹ 2/- (Rupees Two only) each and 8,00,00,000 (Eight Crore) Preference Shares of ₹ 10/- (Rupees Ten only) each to ₹ 95,00,00,000/- (Rupees Ninety Five Crore only) divided into 47,50,00,000 (Forty Seven Crores Fifty Lakhs) Equity Shares of ₹ 2/- each (Rupees Two Each) only.

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company, relating to the Share Capital be and is hereby altered by substituting the existing Clause V by the following new Clause V as under:

The Authorised Share Capital of the Company is ₹ 95,00,00,000/- (Rupees Ninety Five Crore Only) divided into 47,50,00,000 (Forty Seven Crores Fifty Lakhs) Equity Shares of ₹ 2/- each (Rupees Two Only) each, with power of Company to increase, reduce or modify the capital and to divide all or any of the shares in the capital of the Company, for the time being and to classify and reclassify such shares from shares of one class into shares of other class or classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by the Company in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges, conditions or restrictions, in such manner and by such persons as may, for the time being, be permitted under the provisions of the Articles of Association of the Company or legislative provisions for the time being in force in that behalf.

RESOLVED FURTHER THAT Mr. Ch. Krishna Murthy, Chairman and Managing Director, Mr. Ch. Siddartha, Joint Managing Director and Ms. Vibha Shinde, Company Secretary

of the company, be and are hereby severally authorised to do all such acts, deeds and things as it may deem necessary for the purpose of giving effect to this resolution.”

8. To ratify payment of remuneration to the Cost Auditors for the financial year 2025-26:

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

“RESOLVED THAT pursuant to the provisions of Section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof], the Company hereby ratifies the maximum remuneration of ₹ 1.15 Lakhs (One lakh Fifteen thousand) plus taxes, travel and out-of-pocket expenses incurred in connection with the cost audit payable to M/s. Sagar & Associates, Cost Accountants (Firm Registration No. 000118), Hyderabad, who were appointed as Cost Auditors by the Board of Directors of the Company to conduct audit of the cost records of the Company for the financial year ending March 31, 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorised to vary and /or revise the remuneration of the Cost Auditors within limits as approved by the aforesaid resolution and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution.”

NOTES:

1. Pursuant to General Circular number 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 28/2020 dated August 17, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 8, 2021, 21/2021 dated December 14, 2021, 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 , 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs (MCA) and SEBI Circular no(s). SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD2/P/CIR/2023/4 dated December 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI/ HO/CFD/CFD-PoD-2/CIR/2024/133 dated October 3, 2024 the companies are allowed to hold the Annual General Meeting through Video Conferencing or Other Audio Visual Means ("VC / OAVM"), without the physical presence of the Members at a common venue. In compliance with applicable provisions of the Companies Act, 2013 ("Act") read with aforesaid MCA Circulars and SEBI Circulars, the 32nd Annual General Meeting of the Company is being conducted through Video Conferencing or Other Audio Visual Means ("VC / OAVM") (hereinafter referred to

NOTICE (CONTD.)

as "AGM"). In accordance with the Secretarial Standard - 2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance /Clarification dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be he deemed venue of the AGM.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, the requirement of physical attendance of members has been dispensed with. Accordingly, in terms of the MCA circulars and the SEBI circulars, the facility for appointment of proxies by the members will not be available for this AGM and hence the proxy form, attendance slip and route map of the AGM venue are not annexed to this notice.
3. The Explanatory Statement pursuant to Section 102 of the Act setting out material facts concerning the business under Item Nos. 4, 5, 6, 7 and 8 of the Notice is annexed hereto. The relevant details pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), in respect of Director seeking appointment/ reappointment at this AGM are also annexed. Mr. Ch. Krishna Murthy, Mrs. Ch. Manjula and Mr. Ch. Siddartha are relatives of each other as defined under Section 2(77) of the Companies Act, 2013.
4. The Members can join the AGM through VC/OAVM mode either 15 minute before or 15 minutes after the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM forms part of this notes.
5. Institutional / Corporate shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF / JPG Format) of their respective Board or governing body Resolution / Authorisation etc., authorising their representative to attend the AGM through VC / OAVM

on their behalf and to vote through remote e-Voting. The said Resolution / Authorisation shall be sent to the Scrutiniser by e-mail on their registered e-mail address to ldreddy2016@gmail.com with a copy marked to investors@vishnuchemicals.com.

6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. In line with aforementioned MCA and SEBI Circulars, the Notice of the AGM along with the Annual Report 2024-25 is being sent only through e-mail, to those Members whose e-mail addresses are registered with the Company/ Registrar & Share Transfer Agent (RTA)/ Depository Participant/ Depositories as at the end of the day on Friday, July 18, 2025. The Notice convening the 32nd AGM has been uploaded on the website of the Company at www.vishnuchemicals.com and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e. BSE Limited and the National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively.

8. Process for registering/ updating e-mail address and mobile number:

The following procedure shall be followed in case shares are held in physical form:

- a) Visit the link: <https://www.bigshareonline.com/InvestorRegistration.aspx>
- b) Select the company name from the drop down box
- c) Enter your name as per the share certificate, physical folio number and PAN details. In the event the PAN details are not available on record for Physical Folio, Member to enter one of the share certificate numbers; and the above system also provides a facility to the Members holding shares in physical form to upload a self-attested copy of their PAN Card, if the PAN details are not updated in accordance with the requirements prescribed by SEBI.
- d) Also enter your valid e-mail address and mobile number and click on generate OTP, an OTP shall be sent to mobile number for verification. Once OTP is validated, the details can be submitted by verifying the declaration.
- e) The system will then confirm the successful registration of email id and mobile number.

The above submitted email id and mobile number shall be used for sending notices, annual report and all other correspondence from time to time to the shareholders including for participating in e-voting of this AGM.

**NOTICE (CONTD.)**

In case of shares held in electronic/demat form, the shareholders are requested to update/ register their email id and mobile no. with their respective depository participants. However, for the limited purpose of receiving the company's 32nd Annual Report and notice of 32nd Annual General Meeting and to participate in e-voting, the Company enabled the process of updating/ modifying and changing their email id and mobile no. on temporary basis by following the above procedure as provided to physical shareholders.

After successful submission of the e-mail address, on request from the shareholder, RTA will e-mail a copy of this AGM Notice and Annual Report for 2024-25. In case of any queries, members may write to bsshyd1@bigshareonline.com or investors@vishnuchemicals.com.

Further, those Members who have already registered their e-mail addresses are requested to keep their e-mail addresses validated/updated from time to time with their respective DPs/ RTA to enable servicing of notices/documents/Annual Reports and other communications electronically to their e-mail address in future.

Alternatively, Members may also send an e-mail request to bsshyd1@bigshareonline.com or to investors@vishnuchemicals.com along with the following documents for registration of e-mail addresses for e-voting for the resolutions set out in this 32nd AGM Notice:

- In case where shares are held in physical form, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), self-attested scanned copy of PAN Card, self-attested scanned copy of Aadhaar Card.
- In case where shares are held in demat form, please provide DP ID-Client ID (8 digit DP ID + 8 digit Client ID or 16 digit Beneficiary ID), name, client master or copy of consolidated account statement, self-attested scanned copy of PAN card, self-attested scanned copy of Aadhaar Card. Please note that the registration of email id and mobile no. for shareholders holding shares in Demat will be used only for limited purpose of 32nd AGM.

9. Record Date and Dividend:

- a) The Company has fixed **Friday, August 8, 2025** as the '**Record Date**' for determining entitlement of members to dividend for the financial year ended March 31, 2025, if approved at the AGM.
- b) If the dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such

dividend subject to deduction of tax at source will be paid within 30 days from the date of AGM as under:

- i. To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of end of day on Friday, August 8, 2025.
 - ii. To all Members in respect of shares held in physical form after giving effect to valid transmission or transposition requests lodged with the Company as of the closure of business hours on Friday, August 8, 2025.
10. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from, April 1, 2019, except in case of request received for transmission or transposition and re-lodged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrar and Share Transfer Agent, M/s. Bigshare Services Pvt. Ltd (BSPL), 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Somajiguda, Raj Bhavan Road, Hyderabad – 500082, India, Email Id: bsshyd1@bigshareonline.com, www.bigshareonline.com ("RTA" or "Registrar") for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's Website <https://www.vishnuchemicals.com/investors/#1571313077497-a1a918a7-6e88>
 11. Pursuant to Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their PAN with the Depository Participant (if shares held in electronic form) and Company / RTA (if shares held in physical form). A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in

NOTICE (CONTD.)

Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by e-mailing to investors@vishnuchemicals.com/ bsshyd1@bigshareonline.com by 11:59 p.m. IST on July 25, 2025. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%. Non-resident shareholders [including Foreign Institutional Investors (FIIs) / Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose the shareholder may submit the above documents (PDF/JPG Format) by e-mail to investors@vishnuchemicals.com/ bsshyd1@bigshareonline.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on July 25, 2025. For further details and formats of declaration, please refer to FAQs on Taxation of Dividend Distribution available on the Company's website at '**Communication on Tax Deduction on Dividend**'.

12. The Members holding shares in physical form are informed that as per SEBI Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023, SEBI has notified simplified norms for processing investor's service request by RTA and mandatory furnishing of PAN, KYC details and Nomination by holders of physical securities.

In this regard, it is mandatory for all the physical shareholders to furnish the following documents/ details with the Company/ RTA:

- a. Form ISR-1 (Request for registering PAN, KYC details)
- b. Form ISR-2 (Confirmation of Signature of securities holder by the Banker)
- c. Either,
 - SH-13 (Nomination Form)/ SH-14 (Cancellation or variation in nomination); or
 - Form ISR-3 (Declaration to opt-out Nomination)

The physical shareholders are requested to furnish the above documents. The shareholders can download the relevant forms from the website of the company at Investor Relations> Investor Information> Forms or from the website of RTA <https://www.bigshareonline.com/Resources.aspx>.

13. Members are also requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, PAN, registering of nomination, power of attorney registration, Bank Mandate details, etc. to Registrar/respective DPs as may be applicable.

14. Updation of bank mandate for receiving dividends directly in bank account through Electronic Clearing System or any other electronic means in a timely manner:

Shares held in physical form: Members are requested to send a scanned copy of the following details/ documents at bsshyd1@bigshareonline.com/ investors@vishnuchemicals.com latest by: July 25, 2025.

- a) signed request letter mentioning their name, folio number, complete address and following details relating to bank account in which the dividend is to be received:
 - i) Bank Name and Branch of Bank, Bank Account type and 11 digit IFSC Code;
 - ii) Bank Account Number & Type allotted by the Bank after implementation of Core Banking Solutions;
- b) self-attested scanned copy of cancelled cheque bearing the name of the Member or first holder, in case shares are held jointly;
- c) self-attested scanned copy of the PAN Card; and
- d) self-attested scanned copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport) in support of the address of the Member as registered with the Company.

Shares held in electronic form: Members may please note that their bank details as furnished by the respective Depositories to the Company will be considered for remittance of dividend as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/addition/deletion in such bank details. Accordingly, the Members holding shares in demat form are requested to update their Electronic Bank Mandate with their respective Depository Participants (DP).

Further, please note that instructions, if any, already given by Members in respect of shares held in physical form, will not be automatically applicable to the dividend paid on shares held in electronic form.

15. The Members who are unable to receive the dividend directly in their bank accounts through Electronic Clearing Service or any other electronic means, due to non-registration of the Electronic Bank Mandate or other technical reasons like change in IFSC, inactive account etc., the Company shall dispatch the dividend warrant/ bankers' cheque/demand draft to such members through postal or courier services to their registered address.

**NOTICE (CONTD.)**

16. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, shall, as per Section 124 of the Act, be transferred to the Investor Education and Protection Fund (IEPF). **Further, shares on which the dividends remain unclaimed for seven consecutive years will also be transferred to the IEPF as per Section 124 of the Act, and the applicable rules.** Hence, members who have not claimed/ encashed their dividend warrant for respective financial years are requested to write to the Company/Registrar and Share Transfer Agent (RTA) at least a month before the due dates mentioned hereunder:

S. No.	Dividend Accounts	Date of declaration	Date on which unclaimed dividend become due to be transferred to IEPF
1	Unpaid Dividend Account 2017-18	September 24, 2018	October 29, 2025
2	Unpaid Dividend Account 2018-19	June 27, 2019	August 07, 2026
3	Unpaid Dividend Account 2019-20	August 14, 2020	September 22, 2027
4	Unpaid Dividend Account 2020-21	July 12, 2021	August 20, 2028
5	Unpaid Dividend Account 2021-22	July 15, 2022	August 21, 2029
6	Unpaid Dividend Account 2022-23	August 11, 2023	August 17, 2030
7	Unpaid Dividend Account 2023-24	September 27, 2024	November 02, 2031

17. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM, are requested to write to the Company on or before August 1, 2025 through e-mail on investors@vishnuchemicals.com. The same will be replied by the Company suitably.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
19. Details of Unclaimed Shares: The Company doesn't have any shares remaining unclaimed in the unclaimed suspense account.

20. INSTRUCTIONS FOR REMOTE E-VOTING & E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/ OAVM ARE AS UNDER:

A. VOTING THROUGH ELECTRONIC MEANS:

- i. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of Listing Regulations (as amended) and the MCA Circulars, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 32nd AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-Voting agency. The facility of casting votes by a Member using remote e-voting system as

well as e-voting during the AGM will be provided by CDSL.

- ii. **The remote e-voting period commences on Monday, August 11, 2025 at 9.00 a.m. (IST) and ends on Wednesday, August 13, 2025 at 5.00 p.m. (IST).** The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date i.e. as of the close of business hours on Friday, August 8, 2025.
- iii. Members of the Company holding shares either in physical form or in electronic form **as of the close of business hours on Friday, August 8, 2025 i.e. cut-off date** may cast their vote by remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting before the AGM as well as remote e-voting during the AGM.

Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holds shares as on the cut-off date i.e. as of the closure of business hours on Friday, August 8, 2025, may obtain a copy of AGM Notice by sending a request to bsshyd1@bigshareonline.com or can also be downloaded from the Company's website www.vishnuchemicals.com and participate in remote e-voting or e-voting at AGM by following the instructions provided herein.

NOTICE (CONTD.)

iv. Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- 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 scrutiniser to verify the same.
- Alternatively Non-Individual shareholders are required to send the relevant Board Resolution/

Authority letter etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutiniser and to the Company at the email address viz; investors@vishnuchemicals.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutiniser to verify the same.

- v. The Members who have cast their vote by remote e-voting prior to the AGM may attend / participate in the AGM through VC / OAVM but shall not be entitled to cast their vote on such resolution again. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.
- vi. M/s. L.D.Reddy & Co., Company Secretaries, Hyderabad has been appointed as the Scrutiniser(s) to scrutinise the e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the same.

The details of the process and manner for remote e-voting are explained herein below:

I) Login method for remote e-voting and joining virtual meeting for individual shareholders holding securities in demat mode.

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-voting process.

Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasitoken/Home/Login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-voting service providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login



NOTICE (CONTD.)

Type of shareholders	Login Method
	4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or by clicking on https://evoting.cdslindia.com/Evoting/EvotingLogin . The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting service providers.
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a personal computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forgot User ID and Forgot Password option available at above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 or 1800 22 44 30

II) Login method for e-voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode & shareholders holding securities in physical mode:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digit beneficiary ID.

NOTICE (CONTD.)

- b. For NSDL: 8 Character DP ID followed by 8 Digit Client ID,
- c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the image verification as displayed and click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of Vishnu Chemicals Limited.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 16) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- 17) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutiniser for verification.

B. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- 1) The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 2) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
- 3) Shareholders who have voted through Remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM except on the resolutions which couldn't be voted during the remote e-voting.

**NOTICE (CONTD.)**

- 4) Members may join the Meeting through laptops, smartphones, tablets and iPads for better experience. Further, Members will be required to use Internet with a good speed/ band to avoid buffering/ disconnections during the Meeting. Please note that participants connecting from mobile devices or tablets or through laptops connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any glitches.
- 5) Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@vishnuchemicals.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance seven (7) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investors@vishnuchemicals.com. These queries will be replied to by the company suitably by email.
- 6) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- 7) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
- 8) If any votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- 9) During the AGM remote e-voting module will be enabled for e-voting and the same will be open for 15 minutes after conclusion of the meeting.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on toll free no. 1800 22 55 33.

Other instructions:

1. The Scrutiniser shall, immediately after the conclusion of voting at the AGM, unblock the votes cast through remote e-voting (votes cast during the AGM and votes cast through remote e-voting) and make, not later than 2 working days of conclusion of the AGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
2. The result declared along with the Scrutiniser's Report shall be placed on the Company's website www.vishnuchemicals.com. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
3. The resolutions proposed will be deemed to have been passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the resolutions.

By Order of the Board

Sd/-

Vibha Shinde
Company Secretary &
Compliance Officer
FCS - 8466

Place: Hyderabad
Date: May 15, 2025

Registered Office:

Plot No. C-23, Road No. 8,
Film Nagar, Jubilee Hills,
Hyderabad – 500 096
Tel: 040-23396817, 23327723/ 29;
Email ID: vishnu@vishnuchemicals.com
Website: www.vishnuchemicals.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act, 2013 (hereinafter referred to as "the Act") the following explanatory statement set out all material facts relating to the business mentioned under Item no 4, 5, 6, 7 & 8 of the accompanying Notice of AGM.

Item No. 4:

Mr. Ch. Krishna Murthy (DIN: 00030274) was originally appointed as Managing Director on June 2, 2006 and subsequently he got re-appointed from time to time. His last re-appointment was approved by the shareholders of the company at their 27th Annual General Meeting held on August 14, 2020 for a term of five years from January 2, 2021 upto January 1, 2026 at such terms & conditions including payment of remuneration up to ₹ 96,00,000/- (Rupees Ninety Six Lakhs Only) per annum. In the 29th Annual General Meeting held on July 15, 2022, the shareholders accorded their approval for increase in remuneration from ₹ 96.00 Lakhs (Rupees Ninety Six Lakhs Only) per annum to ₹ 192.00 Lakhs (Rupees One Crore Ninety Two Lakhs Only) per annum with effect from July 1, 2022.

Based on the recommendations of Nomination and Remuneration Committee (NRC), the Board of Directors at their meeting held on May 15, 2025 approved the re-appointment of Mr. Ch Krishna Murthy as the Chairman & Managing Director of the Company for a further period of five years (5), w.e.f. January 2, 2026. The NRC committee recommended continuing in remuneration from ₹ 192.00 Lakhs (Rupees One Crore Ninety Two Lakhs Only) per annum and additionally recommended to pay commission of a sum not exceeding 2.5% of the previous year net profits of the Company (plus GST at applicable rates and subject to tax deduction at source), computed in accordance with Section 198 of the Companies Act, 2013, and other applicable provisions of the Companies Act, 2013.

Rationale: Mr. Ch Krishna Murthy has contributed towards the significant growth of the Company in all key performance parameters. Under his able guidance and leadership the Company has achieved tremendous growth and progress in the previous financial years.

Pursuant to Section 196(3) (a) of the Companies Act, 2013, the appointment of a person who has attained the age of seventy years (70) as the Managing Director requires approval of members by way of Special Resolution. Since Mr. Ch Krishna Murthy will attain the age of seventy (70) years during the proposed term of his re-appointment, approval of members of the Company is also being sought by way of Special Resolution for Mr. Ch Krishna Murthy to continue as the Chairman & Managing Director of the Company beyond the age of seventy (70) years.

The additional information as required under the provisions of Regulation 36(3) of SEBI (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and other applicable provisions are provided in Annexure- I to this Notice.

Mr. Ch Krishna Murthy satisfies all the conditions set out in Part-I of schedule V to the Act and also the conditions set out under sub –section (3) of Section 196 of the Act for being eligible for re-appointment. He is not disqualified from being re-appointed as Director in terms of Section 164 of the Act.

Mr. Ch Krishna Murthy and his relatives Mrs. Ch Manjula and Mr. Ch Siddartha are interested in the special resolution set out at Item No 4 of the notice, which pertains to the re-appointment of Mr. Ch Krishna Murthy as Chairman & Managing Director of the Company.

Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the special resolution.

The Board recommends special resolution set out in item no. 4 for approval of the Members.

Item No. 5:

Mrs. Sita Vanka was appointed as an Independent Director of the Company by the members at the 29th Annual General Meeting of the Company held on July 15, 2022 for a term of three (3) consecutive years from May 16, 2022 to May 15, 2025 (both days inclusive).

Based on recommendation of Nomination and Remuneration Committee (NRC) and in terms of the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Act and Regulation 25(2A) of the Listing Regulations, Mrs. Sita Vanka, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be reappointed as an Independent Director for second term of two (2) consecutive years from May 16, 2025 till May 15, 2027.

The Company has received a declaration from Mrs. Sita Vanka on being eligible for re-appointment as Independent Director. Further, she has provided consent in writing to continue to act as Independent Director of the Company, if so appointed by the members. The Company has also received a declaration from her confirming the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and under the Regulation 16(1)(b) of the Listing Regulations, as amended from time to time. Mrs. Sita Vanka is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. In opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 & Listing Regulations for her re-appointment as Independent Director of the Company and is independent of the management.

The Board considered that her continued association would be of immense benefit to the Company and it is desirable to continue

**NOTICE (CONTD.)**

the services of Mrs. Sita Vanka as an Independent Director of the Company and accordingly the Board in their meeting held on May 15, 2025 recommended for her re-appointment.

The names of companies and the committees in which the director is a director/member, the letter of appointment and terms and conditions of the appointment are available for inspection at the registered office of the company during normal business hours (9.30 am to 5.00 pm) on any working day, except Saturday, up to and including the date of AGM of the Company. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India (ICSI) are set out in the **Annexure-I** to the Explanatory Statement.

Rationale: The Board recognised that her extensive experience would be invaluable to the company, particularly in strengthening corporate governance, and would serve as a significant asset.

Except Mrs. Sita Vanka (including relatives) being re-appointed in terms of the said resolution, none of the other Directors and/or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested, either financially or otherwise, in the resolution at Item No. 5 of the accompanying Notice.

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

Item No. 6:

As per the SEBI (Listing Obligations and Disclosure Requirement) (Third amendment) Regulations, 2024, the appointment of secretarial auditor is required to be approved by shareholders of the Company in the Annual General Meeting. The Board of Directors in their meeting held on May 15, 2025 recommended to appoint M/s L.D.Reddy & Co, Company Secretaries, Hyderabad as secretarial auditors of the Company for one term of five consecutive years from 2025-26 to 2029-30 at such remuneration as agreed between the Board of Directors and Secretarial auditors in addition to actual out-of-pocket expenses incurred by them for the purpose of audit and applicable taxes.

Rationale: M/s L.D.Reddy & Co, is run by CS Lebaka Dhanamjay Reddy, proprietor of M/s L.D.Reddy & Co. The proprietorship firm is peer reviewed holding a valid certificate of peer review issued by Institute of Company Secretaries of India which is in compliance to Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirement) (Third amendment) Regulations, 2024.

None of the Directors and/or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested, either financially or otherwise, in the Resolution at Item No. 6 of the accompanying Notice.

The Board recommends the Special Resolution set out at Item No. 6 of the Notice for approval of the Members.

Item No 7:

Pursuant to the special resolution passed by shareholders in the 31st Annual General Meeting held on September 27, 2024 and the resolution passed by the Board of Directors in their meeting held on January 24, 2025, the entire paid-up preference shares has been converted into paid-up equity shares and therefore, there is no paid-up preference share capital in the company. However, the 'Capital Clause' i.e., Clause V of Memorandum of Association of the company contains the authorised preference share capital worth 80,00,00,000 divided into 8,00,00,000 preference shares of 10/- each.

Keeping in view of aforesaid, it is proposed to re-classify entire authorised preference share capital by way of cancellation of unissued shares of one class and increase in shares another class and therefore consequent amendment to the 'Capital Clause' of Memorandum of Association.

Rationale: As the entire paid-up preference shares have been converted into paid-up equity shares, therefore, there is no paid-up preference share capital in the company. It considered to re-classify the authorised preference share capital to equity share capital of the Company.

None of the Directors or Key Managerial Personnel of the company and their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

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

Item No. 8:

The Members are informed that on the recommendations of the Audit Committee, the Board, at its meeting held on May 15, 2025, re-appointed M/s. Sagar and Associates, Cost Accountants (FRN: 000118), Hyderabad as Cost Auditors of the Company to conduct the audit of the cost records maintained by the Company for the financial year 2025-26 at a remuneration not exceeding ₹ 1.15 Lakhs (Rupees One lakh fifteen thousand Only) (excluding all applicable taxes and reimbursement of out of pocket expenses).

Rationale: In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, remuneration paid to the Cost Auditor of the Company shall be approved by the members of the Company by way of ratification. Accordingly, approval of the members is being sought by way of ratification for payment of remuneration of ₹ 1.15 Lakhs (Rupees One lakh fifteen thousand

NOTICE (CONTD.)

Only) (excluding all applicable taxes and reimbursement of out of pocket expenses) to M/s. Sagar and Associates, Cost Accountants (FRN: 000118), Hyderabad for the financial year 2025-26.

None of the Directors and/or Key Managerial Personnel (KMP) or relatives of directors and KMP is concerned or interested, either financially or otherwise, in the resolution at Item No. 8 of the accompanying Notice.

The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval of the Members.

By Order of the Board

Sd/-

Vibha Shinde

**Company Secretary &
Compliance Officer**

FCS - 8466

Place: Hyderabad

Date: May 15, 2025



NOTICE (CONTD.)

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

Name of the Director	Mrs. Ch. Manjula	Mr. Ch. Krishna Murthy	Mrs. Sita Vanka
Director Identification Number (DIN)	01546339	00030274	07016012
Nationality	Indian	Indian	Indian
Date of birth	May 17, 1966	July 1, 1957	December 15, 1957
Age	59 years	67 years 10 months	67 years 5 months
Qualification	Graduation	Master's of Business Administration	PHD in educational management from Osmania University
Experience (including expertise in specific functional area)/ Brief Resume	Mrs. Manjula Cherukuri has been a guide and support to the organisation as a Director for last three decades with her rich organisation skills in various fields. She plays a pivotal role in welfare policies of the company. She keenly believes in serving the community and made a significant contribution in spheres of education, health and rural development through a philanthropic trust "Krishna Foundation"	Mr. Murthy is a first generation entrepreneur and is a founder, promoter and one of the key architects in developing & transforming the organisation from single product to multi products manufacturing unit through his commitment. He has three decades of rich experience in specialty chemical and logistic industry.	She is a Professor at the School of Management Studies, University of Hyderabad, India. She is a member in numerous National accreditation bodies and serve as a subject expert in India – NAAC, AMDISA, NBA, UGC, AICTE, UPSC, DRDO, CSIR, etc., She won several awards in academia both in India and International.
Date of first Appointment on the Board of the Company	January 2, 2006	January 2, 2006	May 16, 2022
Shareholding in the Company	8193228 equity shares of ₹ 2/- each (12.17%)	32758347 equity shares of ₹ 2/- each (48.67%)	Nil
List of Directorship held in other companies	a. Vishnu Barium Private Limited b. Vishnu Life Sciences Limited c. K.M.S. Infrastructure Pvt Limited d. Ramadas Minerals Private Limited e. Vishnu Strontium Private Limited f. Vasantha Shipping and Logistics India Private Limited	a. K.M.S. Infrastructure Private Limited b. Vishnu South Africa (Pty) Ltd c. Vasantha Shipping and Logistics India Private Limited d. Vishnu International Trading FZE(under closure)	Nil
Membership / Chairmanship in Committees of other companies as on date*	Nil	Nil	Nil
Listed entities from which he/she has resigned in the past three years	Nil	Nil	Nil
Relationships between Directors inter-se	Relative of Mr. Ch. Krishna Murthy, Managing Director and Mr. Ch. Siddartha, Joint Managing Director of the company.	Relative of Mr. Ch. Siddartha, Joint Managing Director and Mrs. Ch. Manjula, Non-Executive Director of the company.	Nil

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

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