VISHNU CHEMICALS LTD

**Date: July 23, 2025** **VCL/SE/34/2025-26**

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: Annual Report for the FY 2024-25 under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the Listing Regulations, please find enclosed the **Integrated Annual Report** of the Company along with the Notice of the 32nd Annual General Meeting and other Statutory Reports for the Financial Year 2024-25, which is also being circulated through electronic mode to those Members whose e-mail addresses are registered with the Company/ Registrar and Transfer Agent/ Depositories.

The same is also available on the website of the Company at Integrated Annual Report

This is for your information and records.

**For Vishnu Chemicals Limited**

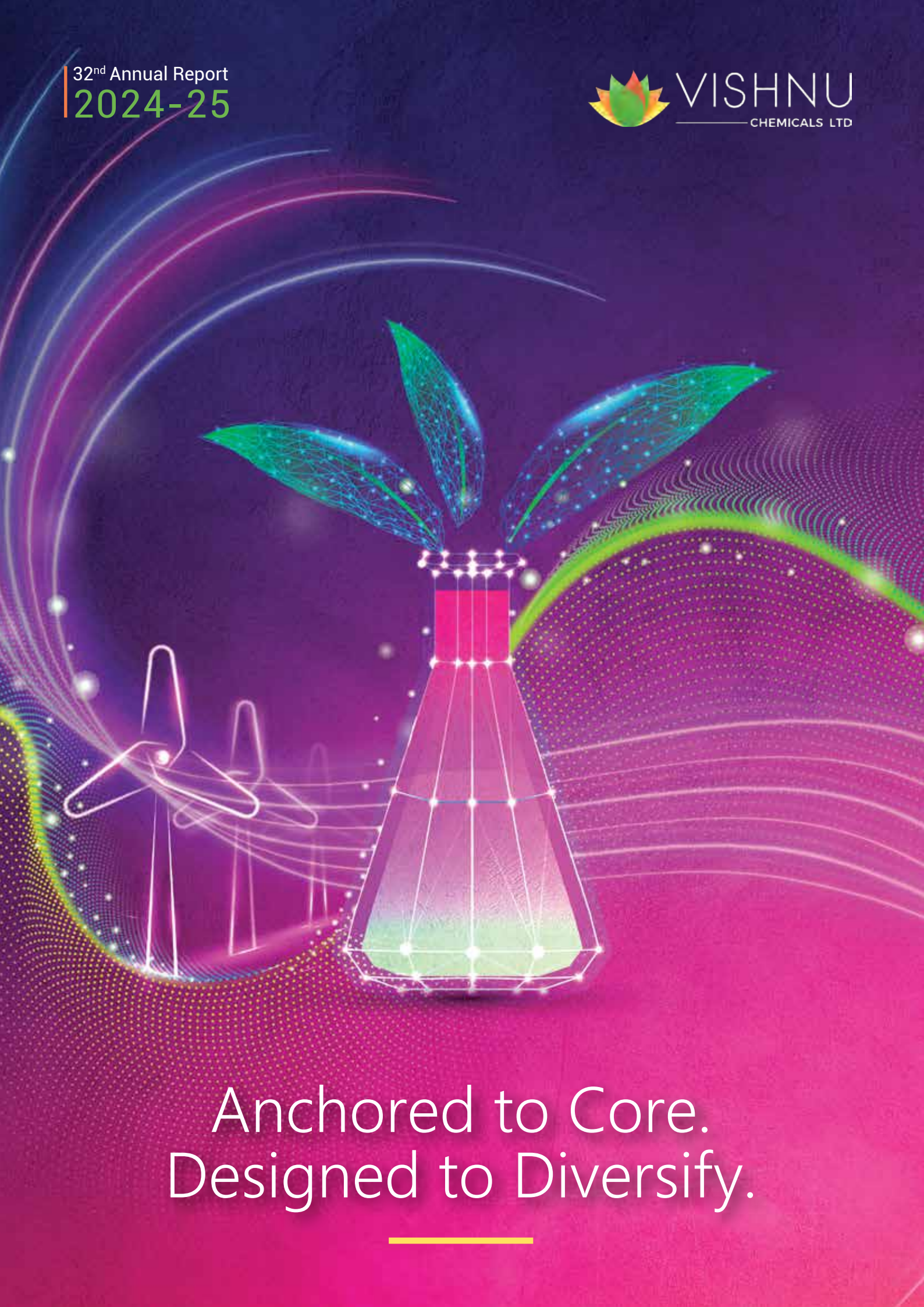
Vibha Shinde
Digitally signed by Vibha Shinde
Date: 2025.07.23 14:25:34 +05'30'

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

**Encl: As above**

32nd Annual Report
2024-25

VISHNU CHEMICALS LTD



# Anchored to Core.
# Designed to Diversify.

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For more investor-related information, please visit

**https://vishnuchemicals.com/investors/**

Or simply scan

**Investor Information**

| | | |
|---|---|---|
| Market Cap as on March 31, 2025 (BSE) | : | ₹ 3,080.68 Cr |
| CIN | : | L85200TG1993PLC046359 |
| BSE Code | : | 516072 |
| NSE Symbol | : | VISHNU |
| Recommended Dividend | : | ₹ 0.30 per Share (15%) |
| AGM Date | : | Thursday, August 14, 2025 |
| AGM Mode | : | Video Conferencing/ Other Audio Visual Means |


Disclaimer

This document contains statements about expected future events and financials of Vishnu Chemicals Limited ('The Company'), which are 'forward-looking.' By their nature, 'forward-looking statements' require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other 'forward-looking statements' may not prove to be accurate. Readers are cautioned not to place undue reliance on 'forward-looking statements' as several factors could cause assumptions, actual future results and events to differ materially from those expressed in the 'forward-looking statements.' Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.


# Anchored to Core.
# **Designed to Diversify.**

For Vishnu Chemicals Limited, 2024–25 marked a year of powerful momentum. We remained anchored to our core strengths while reaching out to new frontiers, not just to grow, but to transform.

Amidst a challenging macroeconomic environment marked with rising input costs and evolving market conditions, we remained resilient. Our core product categories, Chromium and Barium Chemicals, demonstrated robust volume growth, buoyed by operational agility and sustained customer confidence. At a consolidated level, Vishnu Chemical's topline grew due to its diversified product mix while process upgrades lifted margins. The story behind these numbers is one of strategic discipline, focused execution and steadfast commitment to value creation. Faced with rising raw material and freight costs, we responded not with hesitation, but with ingenuity.

At Vishnu, we believe in evolving to meet changing market requirements by staying agile and expanding our capabilities through both forward and backward integration, via organic and inorganic growth.

In 2024-25, we translated this belief into decisive action. Through strategic acquisitions and forward-looking investments, we entered new chemistries, new geographies, and new opportunities, stepping forward not as participants but as frontrunners.

We acquired Jayansree Pharma Private Limited in 2024-25, now renamed Vishnu Strontium Private Limited, to foray into Strontium Chemistry. This move was more than diversification—it united value creation, import substitution, and national significance.

At Vishnu Chemicals, resilience is only part of the story. Reinvention completes it.

Further afield, we signed a landmark agreement to backward integrate Chromium Chemicals—an important step towards being present across the value chain, strengthening our customer value proposition and empowering the local community through job creation and economic opportunity.

**Our journey ahead is charted with ambition and steered by purpose.**

In addition to new product additions, we remain committed to the highest level of corporate governance, ethics and ESG practices, community upliftment, health and safety and responsible chemistry. They are an integral part of who we are, a company built on over 30 years of experience.

Key Highlights

# Metrics *that* Defined Our Year

We delivered a strong financial performance in 2024–25, marked by consistent revenue growth across all four quarters. Cash flow from operations saw a robust year-on-year increase of 33.7%, reflecting improved operational efficiency and profitability. The Company further strengthened its balance sheet by reducing its debt-to-equity ratio for the seventh consecutive year.

**Consistent revenue growth** 4 quarters in a row

Cash flow from operations grew **33.7% y-o-y**

D/E reduced **7 years** in a row

**Highest-ever quarterly PAT** reported in Q42024-25

## Performance, People and Planet

We continue to deliver strong performance, marked by steady growth and operational excellence.

| | | |
|---|---|---|
| ₹ 1,446.6 Cr Revenue from Operations | ₹ 228.4 Cr EBITDA | ₹ 126.6 Cr PAT |
| 19.2% Growth Y-o-Y | 13.3% Growth Y-o-Y | 25.2% Growth Y-o-Y |
| 15.8% EBITDA Margin | 8.8% PAT Margin | 18.5% ROCE* |
| 4.3 MW Installed Solar Power | 1,000+ Workforce | ₹ 278.4 Lakhs CSR Expenditure |

*ROCE = EBIT/Average (Total Assets – Current Liabilities)

Corporate Snapshot

# Chemistry *that* Drives Meaningful Industrial Progress

Vishnu Chemicals Limited has been renowned for its innovation and quality in the chemical industry for over three decades. Our state-of-the-art certified facilities manufacture niche inorganic chemicals for pharmaceutical, consumer and industrial sectors.

We epitomise chemical innovation, converting minerals into speciality chemicals for industries worldwide through heavy and complex manufacturing. Backed with best-in-class automation and disciplined leadership, we continue to advance with purpose and precision.

Sustainability drives our processes. Precision defines our products. Each innovation strengthens our role in shaping a greener and stronger future. Guided by innovation, operational excellence, and a passion for transformation, we continue to empower industries worldwide.

## Key Facts

**Hyderabad**
Headquarters

**6**
Best-in-Class Manufacturing Units

**50+**
Export Countries

**1,000+**
Workforce

**100+**
Marquee Customers

**10**
Industries Served

## Our Ethos

### Vision

To be among the global leaders in speciality chemical manufacturing by bettering the best in process, technology, quality and through an unending commitment to customers and environment.

### Mission

Our mission is to change the perception of Chromium and Barium Chemicals manufacturing by adapting to eco-friendly manufacturing practices. In this direction, we will continuously improve and upgrade technology systems and to lend a sustainable competitive advantage to our customers.

### Philosophy

At Vishnu Chemicals, we value being consistent in every aspect of our business. Be it our dealings with our stakeholders or the environment we operate in, we take pride in bringing our true and unwavering selves to work.

- Accountability in every action
- Transparency in every transaction
- Dedication in every decision
- Collective in every concern

## Strategic Acquisition

During the year under review, we reinforced our strategic growth trajectory in inorganic chemistry by acquiring Vishnu Strontium Private Limited (erstwhile Jayansree Pharma), marking our foray into a new product category.

This acquisition marks a natural extension of Vishnu Chemicals expertise in niche Strontium chemistry. Further advancing our global aspirations, we signed a definitive agreement to backward integrate into Chromium Chemicals, strengthening value proposition for our customers globally.

Together, these acquisitions underscore our commitment to sustainable growth and delivering lasting strategic and economic benefits.

## Our Value Proposition

### Uncompromising Quality

Our products adhere to stringent global standards, ensuring consistency, reliability, and stability in every batch.

### Seamless Supply Chain

Our agile and well-integrated supply chain enables smooth production planning and execution.

### Trusted Partnerships

We work closely with suppliers, ensuring raw materials meet strict quality standards before entering our production cycle.

### Global Credibility

With over three decades of industry leadership, we remain a preferred partner for top global companies across sectors.

### Customer-Centric Efficiency

Collaborating with customers, we accelerate time-to-market and cut development costs by tailoring efficient processes.

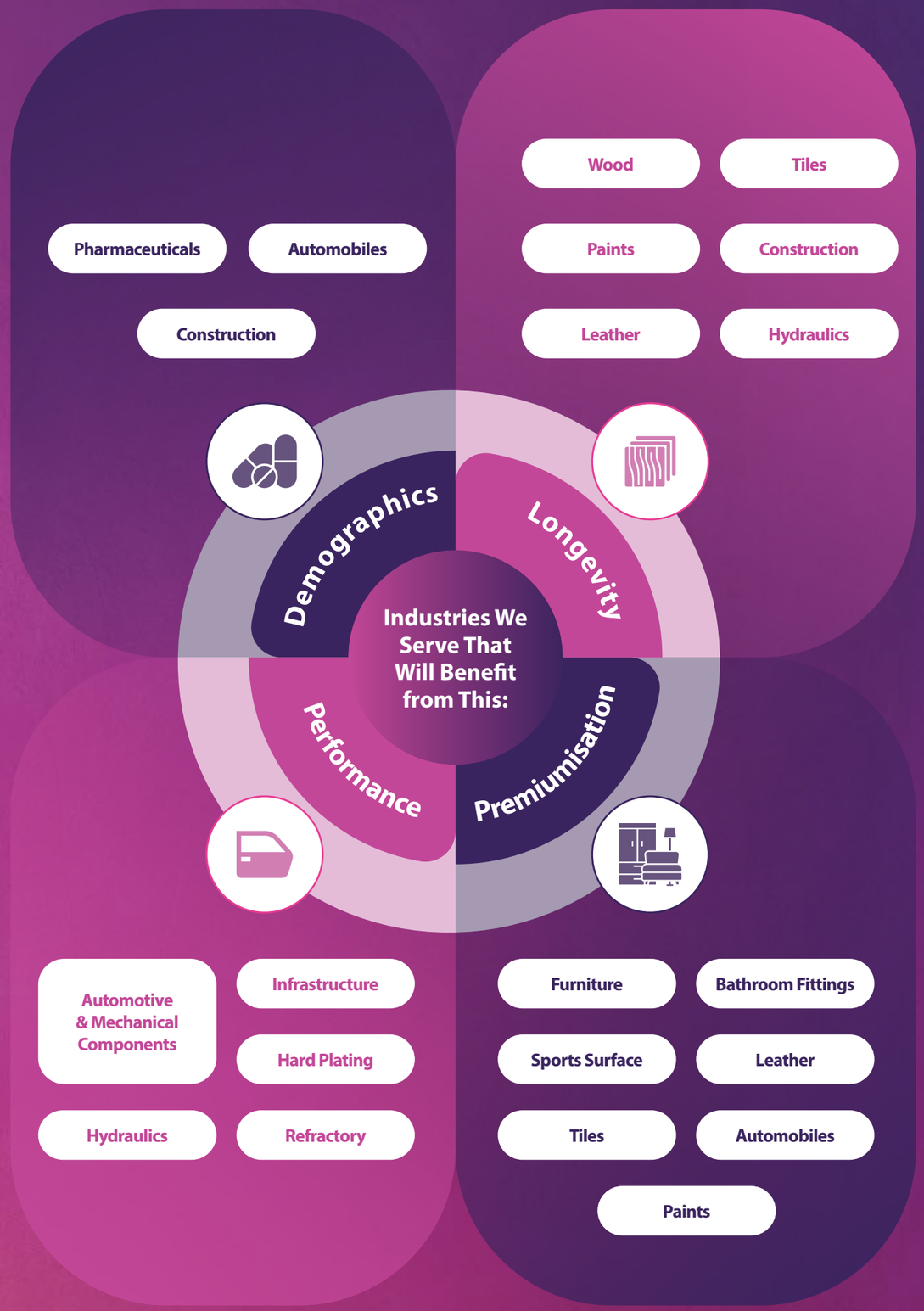
### Innovation in Chemistry

Our expertise spans process development through to pilot and commercial-scale production, primarily serving specialised process-driven industries.

### Pipelines of Progress

Through innovation, collaboration, and continuous improvement, we are building enduring pathways for sustainable and efficient growth.

# Industries We Serve



Growth Drivers

# Expertise *that* Powers **Sustainable Industrial Growth**

Vishnu Chemicals stands out in the competitive chemical industry through a combination of innovative strategies, operational excellence and a commitment to sustainability.

## Principled and Experienced Leadership

**Vishnu Chemicals sustained growth is built upon the combined efforts of disciplined leadership, hard-working workforce and the esteemed customers who place their trust in its products.**

## Advanced Technological Innovation

**We apply advanced technologies to refine our production processes. This approach ensures superior quality, enhances efficiency, and strengthens our ability to adapt to shifting global demands. Innovation remains integral to how we sustain relevance and lead responsibly.**

## Robust Supply Chain Management

**This improves our ability to withstand market fluctuations and makes us a dependable supplier across industries.**

## Commitment to Sustainability

**Sustainability lies at the heart of our operations. We focus on eco-friendly practices and energy-efficient solutions to minimise our environmental footprint. Our commitment extends to actively practising the principles of reduce, reuse, and recycle.**

## Diversified Product Portfolio

**With a wide array of Chromium and Barium Chemicals, we cater to diverse industries. This breadth expands our revenue base and helps mitigate risks by catering to multiple market segments.**

## Focus on Compliance and Governance

**We place a strong emphasis on corporate governance and regulatory compliance. This ensures transparency, builds trust with stakeholders, and enhances our reputation in the global market.**

## Financial Consistency

**We maintain financial discipline through targeted capacity expansions, supported by planned capital expenditure during 2024-25. These investments are expected to boost margins and ROCE. Our focus on core strengths, efficient operations, and strategic diversification ensures reliable growth and steady profitability.**

Our Offerings

# Core Portfolio *that* Reflects Rooted Strength

## Chromium Chemicals

We specialise in manufacturing premium Chromium Chemicals, which are integral to a wide array of applications and valued for their exceptional corrosion resistance, vibrant colour, uniformity and other advantageous properties.

### Manufacturing Competence

**3** Manufacturing Units

**~80,000** MTPA Capacity (Measured in terms of SDC)

### Geography-wise Mix

| 55% | 45% |
|---|---|
| Domestic | Exports |

### Our Products

**Sodium Dichromate**
- Pharmaceutical

**Chromic Acid**
- Automobiles
- Electroplating
- Wood

**Basic Chromium Sulphate**
- Leather

**Chrome Oxide Green**
- Refractory
- Pigments & Dyes
- Ceramics & Tiles

**Potassium Dichromate**
- Ignition Agent
- Catalyst

**White Sodium Sulphate**
- Paper
- Detergent
- Glass

## Barium Chemicals

We have expertise in producing industrial-grade Barium Carbonate and Precipitated Barium Sulphate, essential materials in the manufacture of ceramics, tiles, paints, batteries and speciality glass. In recent years, the demand for Barium Chemicals has surged, driven by urbanisation, infrastructural advancements and shifting lifestyle trends.

### Manufacturing Competence

**2** Manufacturing Units

**~90,000** MTPA Capacity

### Geography-wise Mix

| 52% | 48% |
|---|---|
| Domestic | Exports |

### Our Products

**Barium Carbonate**
- Ceramics & Tiles
- Caustic Soda Manufacturing
- Speciality Glass

**Precipitated Barium Sulphate**
- Paints
- Battery

**Sodium Sulphide**
- Water Treatment
- Pigments & Dyes

Presence

# Footprint *that* Drives **Efficient Global Integration**

## India's Strategic Positioning

- The country ranks 18th in terms of global shipping tonnage
- Indian waters host most cargo ships sailing between East Asia and America, Europe, and Africa
- The country has 12 major and more than 200 non-major ports

## Vishnu's Capabilities

- Strategically located manufacturing facilities close to ports
- Improved customer support and timely delivery, leveraging port proximity to mitigate global supply chain disruptions

We are at home everywhere in the world—accessible in person and online.

Our multi-location manufacturing facilities ensure agility in operations and access to diversified markets

Strategically located near major ports, our facilities are built for speed, scale, and sustainability

This foundation enables us to serve over 50+ countries

## DID YOU KNOW?

India is now a prominent force in global chemical exports. It ranks sixth in global chemical production and third in Asia. As of 2024, India is the world's 14th largest chemical exporter, contributing around 2.5% of total global sales (excluding pharmaceuticals).

(Source: India Trade Portal)

### Headquarters

Hyderabad, India

### International Presence

- South Africa
- The Middle East
- USA

### 6 Manufacturing Units Across

- 4 - Andhra Pradesh
- 1 - Telangana
- 1 - Chhattisgarh

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company or any of its Directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection with its accuracy or completeness.

About the Industry

# Emerging Trends
# Powering the Sector

The speciality chemicals sector is entering a pivotal phase, driven by a confluence of global trends and local opportunities. As economies worldwide prioritise advanced manufacturing, sustainability, and value-added solutions, demand for high-performance chemicals is rising, especially in chromium and barium segments. Anchored in innovation, operational excellence, and customer centricity, Vishnu Chemicals is uniquely positioned to harness these tailwinds.

## Demographics

I II III IV

### Trends

- The UN anticipates a global population surge of 2 Bn over the next three decades, projecting a total of 9.7 Bn people
- This growth is primarily expected to be driven by developing countries, fuelling further urbanisation trends
- Economic progress, the growth of a strong middle class, and the increased influence of western consumerism are poised to boost the demand for goods and elevate living standards across these burgeoning economies

### What This Means for Our Industry

- Rising interest in products with extended lifespans
- Escalating demand for construction and infrastructure solutions
- Increasing exploration of untapped geographic markets for consumer and industrial products

### Our Opportunities

- Domestic consumption is set for substantial growth, forecasted to achieve an impressive rate of 9-10%
- India's expanding middle class is projected to increase spending on air travel, leading to a passenger traffic growth rate of 6.2% per annum by 2040, surpassing major economies and exceeding the global average of 3.9%

### Our Response

With a solid foundation in place, we are well-positioned to meet the increasing demand and capitalise on growth opportunities.





## Longevity

I II III IV

### Trends

The unique properties of chrome and baryte makes them difficult to substitute, underlining their critical role in a wide range of manufacturing applications. Their unique properties deliver unmatched performance, making them essential to industries that demand both functionality and consistency.

### What This Means for Our Industry

There is a rising demand for products that combine durability with aesthetic value. Consumers, too, are leaning towards easy-to-maintain goods. These trends are reshaping product design across multiple sectors.

### Our Opportunities

This shift opens doors for high-performance chemicals that enhance longevity, appearance, and ease of care in end-use products. It also strengthens demand in sectors where precision and performance cannot be compromised.

### Our Response

With a strong presence across 10+ end-use applications, we are proactively investing in new capital projects to introduce innovative speciality chemicals. These strategic moves deepen our role in core markets while enabling us to diversify into emerging niches.

### Sectors We Serve, Set to Benefit

# Premiumisation

I II III IV

## Trends

Premiumisation now spans beyond traditional luxury. Brands are redefining value through affordable exclusivity, notably in fashion, beauty, and accessories. This is making premium experiences accessible to a wider audience, while retaining exclusivity for high-end buyers. Younger consumers and affluent older segments are fuelling demand for these premium, value-added, and experience-first products, prioritising trendiness, responsible consumption, and personalisation over heritage.

## What This Means for Our Industry

Consumer preferences are shifting towards convenience-driven, feel-good, and premium-quality products. This trend is reshaping expectations across sectors, from home improvement to mobility and fashion, demanding both functionality and superior user experience.

## Our Opportunities

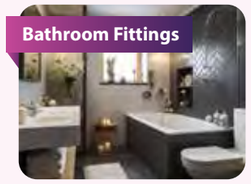
Our capabilities align well with several high-growth segments:

- India's bath fittings market, projected at USD 16.67 Bn by 2030, registering a CAGR of 7.74%, driven by rising urbanisation and lifestyle upgrades
- The automotive chromium finishing market, projected to reach a valuation of USD 5.3 Bn by 2025, is set for further growth, anticipated to achieve USD 7.4 Bn by 2034 with a CAGR of 3.9%
- The Indian leather and footwear sector, set to grow from USD 17.3 Bn in 2023 to USD 47.1 Bn by 2030, offers wide scope for our performance-enhancing chemical applications

## Our Response

We focus on maximising capacity utilisation while consistently delivering superior-quality products. Our strategically located manufacturing facilities enable us to efficiently cater to both domestic and international markets.

## Sectors We Serve, Set to Benefit



# Performance

I II III IV

## Trends

Manufacturing is once again in the spotlight, shaped by global shifts in supply chains and renewed industrial momentum.

## What This Means for Our Industry

The resurgence in manufacturing is fuelling demand for high-performance chemicals that can withstand extreme conditions, such as high temperatures and intense friction.

## Our Opportunities

- India's steel capacity touched 205 Mn tonnes in 2025, up 10% from 2024, and nearly double that of a decade ago
- India's cement industry has an installed capacity of 690 Mn tonnes in 2025, maintaining its position as the world's second-largest producer

However, this growth is heavily dependent on refractories, a vital yet often overlooked material that is essential for the efficient functioning of steel and cement manufacturing facilities.

## Our Response

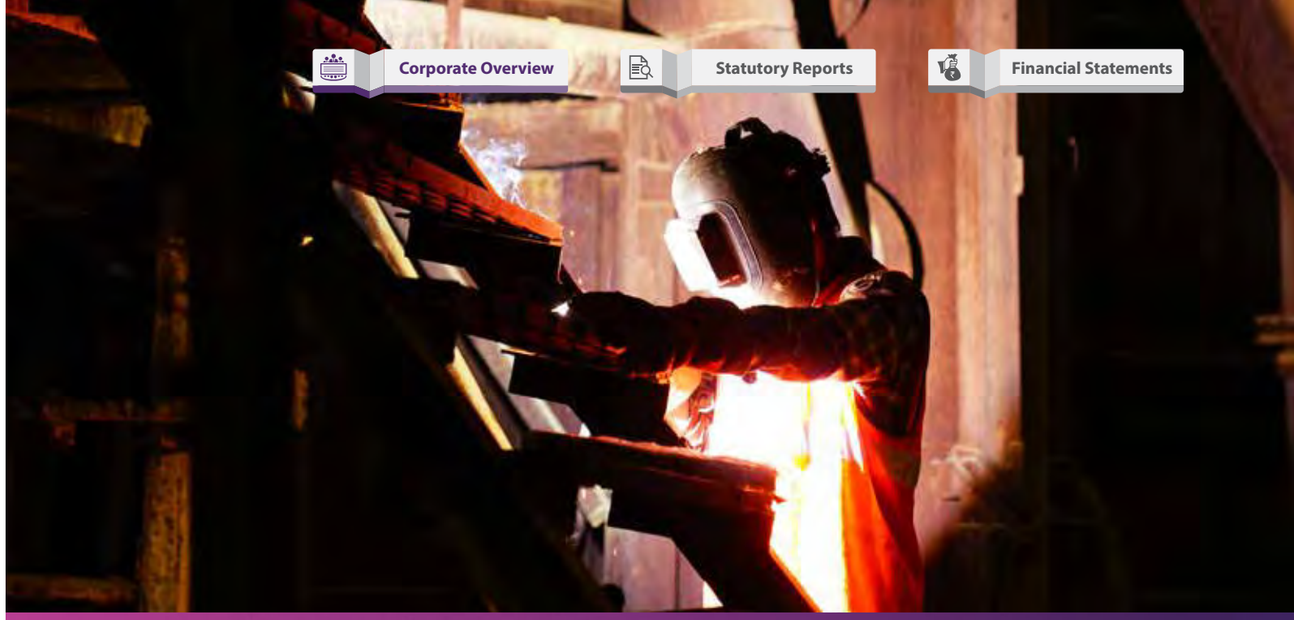
By using a blend of technical expertise, operational discipline, and strategic investment, we have successfully developed and scaled this specialised chemistry. Through this journey, we have come to embrace two key lessons: the value of perseverance and the importance of staying committed to our long-term vision.

## Sectors We Serve, Set to Benefit

Business Model

# Frameworks for **Sustainable Value Creation**

Our business model is focused on generating long-term value for our stakeholders through manufacturing excellence and rigorous corporate governance. This approach ensures sustained benefits and high standards throughout our operations.



| Resource → Inputs | | Outputs |
|---|---|---|
| Financial Capital | Our primary financial resources comprise equity, internal accruals, and debt. With a resilient financial foundation and a strong balance sheet, we propel our growth strategies forward and generate outstanding results for our stakeholders. | **0.37x** Consolidated Debt-to-Equity Ratio; **5.1** Consolidated Interest Coverage Ratio; **1.7** Consolidated Current Ratio |
| R&D-Driven Manufacturing Capital | Our cutting-edge manufacturing facilities, supported by robust logistics and marketing infrastructure, enable us to deliver high-quality products to the market. Furthermore, our focus on research allows us to improve product quality and continuously optimise operational efficiency. | **₹ 701.6 Cr** Consolidated Net Fixed Assets; **2.2** Consolidated Net Fixed Asset Turnover Ratio |
| Human Capital | Our foundation is built on talent committed to discipline, teamwork and continuous improvement. We believe in diversity and treating our people with dignity and compassion at all times. | **1,000+** Workforce |
| Social Capital | Placement of society at the core through CSR initiatives focussed on grassroots development and lasting value. We funded the construction and maintenance of an old age home by Krishna Foundation to support elderly care and community well-being. | **₹ 278.38 Lakhs** CSR Expenditure |
| Natural Capital | Sustainability is at the core of our operations. We advance green energy projects and adopt innovative methods to minimise our environmental impact. | **4.3 MW** Total Solar Energy Capacity |

Stakeholder Engagement

# Conversations *that* Shape Inclusive Growth Paths

At the core of our sustainable growth journey lies a strong commitment to engaging with our stakeholders, including employees, customers, investors, suppliers, regulatory bodies, and the communities we operate in. We recognise that transparent, consistent, and collaborative communication fosters trust, sparks innovation, and aligns our practices with the expectations of all those we serve and impact.

## Manufacturing Competence

### Identification

We begin by mapping both internal and external stakeholders relevant to the Company's operations. This involves identifying those directly or indirectly affected by our business and prioritising material concerns unique to each group.

### Planning

Following identification, we define clear objectives and the scope of engagement. This includes allocating appropriate time, resources, and responsibilities, as well as crafting customised communication strategies tailored to each segment's needs.

### Engagement and Consultation

Engagement takes place through structured formats like interviews, surveys, and group discussions. We share contextual insights to enable informed feedback and validate material issues through follow-up sessions.

### Monitoring and Reporting

We actively capture insights and learnings, integrating stakeholder feedback into our strategic decision-making. In turn, we report back on our commitments, actions, and performance outcomes, ensuring transparency, accountability, and continuous engagement.

## Our Key Stakeholders

Risk Management

# Vigilance *that* Ensures Business Continuity

Vishnu Chemicals has established a robust risk management framework that protects what we have built while guiding where we grow. We actively identify, assess, mitigate, and monitor risks across all operations, ensuring every decision aligns with long-term value creation.

This approach helps the Company remain agile amid constant change. It balances our core strengths with the need to evolve, supporting both resilience and responsible expansion. By embedding this discipline across functions, we maintain stakeholder confidence and uphold our promise of sustainable growth.

## Market Risk

### Impact

- Fluctuations in raw material prices can increase production costs, impacting profitability.
- Volatility in foreign exchange rates may affect revenue and cost structures in international markets.
- Shifts in demand-supply dynamics could lead to pricing pressures and reduced margins.
- Increased competition might erode market share and affect long-term growth.
- Unfavourable market conditions could disrupt financial stability and operational efficiency.
- Changes in the US and China tariff policies may significantly impact global trade flows, disturbing demand equilibrium across markets.

### Mitigation Measures

We offer a diverse range of products in both national and international markets. This not only helps us grow our global presence but also helps mitigate the financial impact of volatile markets to some extent.

## Supply Chain Risk

### Impact

- Disruptions in raw material supply can delay production and affect delivery timelines.
- Increased costs from unreliable suppliers may reduce profit margins.
- Dependency on specific suppliers can lead to vulnerabilities in operations.
- Logistic delays or bottlenecks can disrupt inventory management and customer satisfaction.
- Operational inefficiencies may arise from unpredictable supply chain interruptions.

### Mitigation Measures

Our Company strategically maintains a reasonable inventory of essential raw materials and is investing in backward integration projects to support continuous operations.

## Green Responsibility

### Impact

- Non-compliance with environmental laws could result in fines and legal consequences.
- Failure to meet sustainability standards can harm the Company's brand image and erode customer trust.
- Adapting to environmental regulations may require significant investments, impacting profitability.

### Mitigation Measures

We strictly adhere to all government mandated environmental regulations. Each facility upholds rigorous safety protocols to mitigate potential risks effectively. Furthermore, we handle materials in accordance with established safety guidelines.

## Competitive Environment

### Impact

- New or aggressive competitors may reduce the Company's market share and revenues.
- Competitors' pricing strategies may squeeze profit margins.

### Mitigation Measures

Our Company maintains agility in the chemical industry, prioritising proactive measures to sustain competitiveness. We make use of opportunities swiftly and innovate to stay ahead in this competitive environment.

Chairman & Managing Director's Statement

# Experience *that* Sets Direction

Our distinctive strengths, such as a flexible & diversified product mix and process innovations developed over the years, has established us as one of the most efficient and resilient chemical producers globally.

**Mr. Ch. Krishna Murthy**
Chairman & Managing Director

## Dear Stakeholders,

As I look back over the past three decades, I'm filled with gratitude for what our country and our company has accomplished in manufacturing and chemical sector. Over the years, I have personally witnessed how global customers are looking at India as a reliable partner for manufacturing due to its ethical business practices, supportive ecosystem, focus on quality, skilled talent and good governance. Today, our Company Vishnu Chemicals Limited is recognized as a leading manufacturer of Chromium and Barium Chemicals globally due to the consistent improvements done over the years. The unique characteristics of our inorganic chemicals make these them irreplaceable in various applications.

Our distinctive strengths, such as a flexible & diversified product mix and process innovations developed over the years, has established us as one of the most efficient and resilient chemical producers globally.

FY 2024-25 year was not merely a phase of expansion; it was a moment of strategic inflection. In a year laced with challenges, we were pleased to deliver consistently. We remained firmly rooted in our core strengths while actively crafting a roadmap for sustainable diversification.

In the year 2024-25, our Company delivered robust growth in revenues and profits combined with a deleveraged and cash rich balance sheet. Our Company is pleased to deliver four quarters of sequential revenue growth achieving the highest ever operating revenues of ₹1,446.6 Cr in fiscal 2024-25.

In FY 2024-25, our Company recorded operating revenues of ₹1,446.6 Cr compared to ₹1,212.6 Cr in 2023-24, an increase of 19% on a y-o-y basis. Our Company maintained healthy margins, with an EBITDA margin of 15.8% and a PAT margin of 8.8% for the year.

Our Company maintained a strong and prudent financial position. Our Company has achieved a feat of reducing its consolidated debt to equity ratio seven years in a row. Consolidated net cash flow from operations grew by 33.7% in 2024-25 demonstrating our Company's focus on cash generation and internal accruals.

We have always believed that long-term value is built by design. The past year reaffirmed that belief. Our Company's performance drew strength from operational excellence, financial prudence, and responsible growth. Alongside, we made bold moves to expand into new chemistries, geographies, and supply chain capabilities, ensuring that we are equipped to meet future demands and influence the direction of the industry.

Our progress continues to reflect a powerful duality: the strength of our foundation and the ambition to evolve. Our legacy in inorganic chemicals, built over three decades, continues to ensure record production, process efficiency, and cost resilience. This operational maturity is what anchors us.

At the same time, we recognise that sustaining growth calls for exploration of new frontiers. With forward-looking acquisitions, strategic backward integration, and diversification into value-accretive chemistries like strontium, we are expanding our portfolio with intent. These are not departures from our identity; they are deliberate extensions of it.

We now enter the next phase of our journey not only as a market leader but as a transformation-driven enterprise, anchored to our core and poised to diversify.

We are focused on R&D to launch new products and optimise manufacturing processes while ensuring that each product batch meets our hallmark of quality.

This approach is complemented by our state-of-the-art facilities and advanced research methodologies. We continuously invest in R&D, embrace cutting-edge technologies, and develop new capabilities to meet the evolving needs of our reputed customers across 50+ countries.

Our Company treats people as an asset. There is nothing more important than the well-being of our workforce. We are committed to continuous training and ensuring our employees are equipped for change and transformation.

ESG is at the heart of everything we do at Vishnu. Our products are manufactured with respect for the environment and a commitment to corporate responsibility, ensuring we progress while also caring for our dear planet. Every step we take is underscored by ethical business practices and a deep sense of stewardship towards the planet.

Our Company's commitment to upholding the highest governance standards has earned us the trust and confidence of our long standing credible stakeholders. This trust is also reflected in our strong credit ratings, association with banks and financial institutions, and the adoption of robust systems like SAP, which reinforce our stability and reliability.

On behalf of my entire Vishnu family, I extend my gratitude to all our stakeholders for your continued trust, support, and partnership. As we shape the next chapter of our journey, we do so with confidence, integrity, and an unwavering commitment to efficiency and sustainability.

Thank you for being an essential part of our journey. Together, I am confident we will achieve even greater success in the years to come.

Warm regards,

**Mr. Ch. Krishna Murthy**
Chairman & Managing Director

Joint Managing Director's Statement

# Wisdom *that* Steers Strategy

## Dear Stakeholders,

It gives me great honour to reflect on the progress and direction of Vishnu Chemicals over the past year. Our journey continues to be driven by perseverance, commitment, and a consistent pursuit of excellence, hallmarks of our three decades of legacy in speciality chemicals.

This year's theme, 'Anchored to Core. Designed to Diversify', defines a strategy rooted in balance. We draw on our core strengths, technical depth, product quality and customer trust, while simultaneously charting new growth avenues across products, markets, and geographies. Every decision, from process optimisation to strategic investment, reflects this dual approach: remaining firmly rooted in our foundation while building for future resilience and scalability. This synergy enables us to navigate change with confidence and deliver sustainable value for the future.

In 2024-25, the resilience of our Company's business model was particularly evident in its performance despite soft end-market conditions. Consolidated domestic and export sales continued their upward trajectory in 2024-25, recording year-on-year growth of 22% and 16%, respectively. Our Company achieved a well-balanced consolidated geography mix of 54:46 between domestic and export markets during the year.

Our growth is shaped by focus on R&D, dynamic product portfolio, geographic diversification and a combined team effort. In Chromium and Barium chemicals, we have continued to improve profitability through process enhancements and optimal capacity utilisation. Our multi-locational manufacturing excellence, proximity to ports and best-in-class quality standards have enabled us to serve customers across more than 50 countries. This reach continues to strengthen our position every passing year.

Our 'customer-first' philosophy remains at the core of our operations. We are equally committed to responsible growth. Our focus on waste reduction, recycling, and reuse, as well as our ongoing investments in ESG initiatives, reflect our dedication to sustainability and community welfare. Moreover, we believe that true leadership is measured not just by financial performance, but by the positive impact we create for all stakeholders.

We continue to uphold the highest standards of quality and operational excellence, as reflected in our ISO 9001:2015 certification. This globally recognized standard reinforces our commitment to robust quality management systems, customer satisfaction, and continuous improvement across all facets of our business.

We nurture talent by creating opportunities for learning, collaboration, and meaningful contribution.

Alongside, we recognise our people's achievements and support their personal and professional growth. Through these efforts, we ensure that Vishnu Chemicals remains a workplace of choice, one where our people are inspired to excel and lead confidently into the future.

Vishnu Chemicals is anchoring itself in operational excellence while strategically diversifying into allied chemical manufacturing. With a strengthened balance sheet, robust execution and a clear innovation-led roadmap, we are well-positioned to deliver long-term sustainable growth and enhanced shareholder value in the years to come.

To our customers, investors, employees, and all other stakeholders, thank you for standing with us. Your trust powers our progress and motivates us to push boundaries, embrace change, and shape a future defined by resilience and purpose.

Warm regards,

**Mr. Ch. Siddartha**
Joint Managing Director

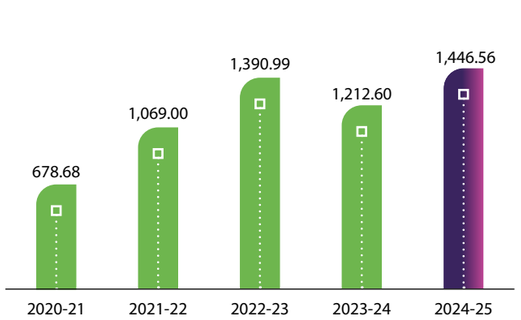
Consolidated Financial Highlights

# The Metrics **Behind Our Momentum**

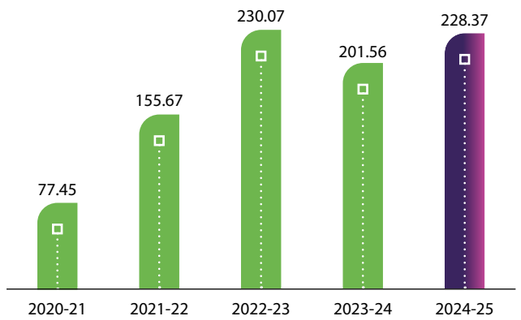
Our consolidated financial highlights showcase a year of solid performance and sustainable growth. Through strategic investments and operational excellence, we reached key milestones that fortified our market position. Furthermore, our focus on long-term value creation and diversified approaches has driven robust results, enabling us to continue our duty towards our stakeholders.

## Sustained performance through long-term value and strategy

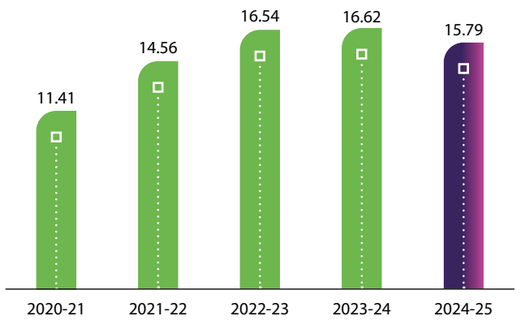
### Operating Revenues (₹ in Cr)



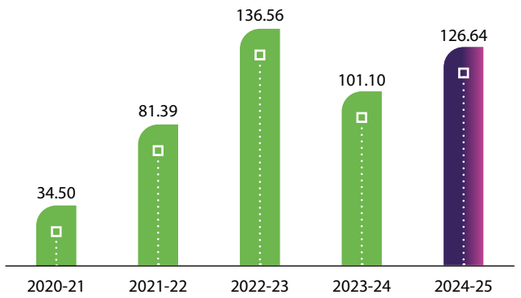

### EBITDA (₹ in Cr)



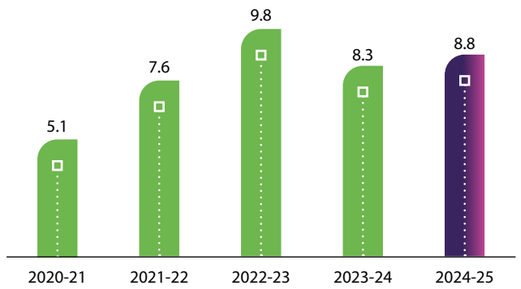

### EBITDA Margin (%)



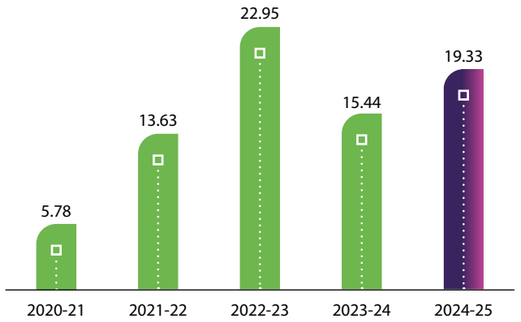

### PAT (₹ in Cr)




### PAT Margin (%)




### EPS (₹)



Environment

# Commitment *that* Safeguards the Planet

At Vishnu Chemicals, environmental sustainability is a top priority, and we actively work towards reducing our ecological footprint. We believe that every action, no matter how small, contributes to a healthier planet.

We enhance products and operations while fostering a culture rooted in sustainability. This approach drives efficiency and prudent resource use. Moreover, we ensure safe, comfortable, and healthy workplaces for all stakeholders, aligning responsible growth with well-being.

Acknowledging climate change as an urgent global threat, we constantly innovate our manufacturing to support a shift towards a low-carbon economy.

## Climate Change

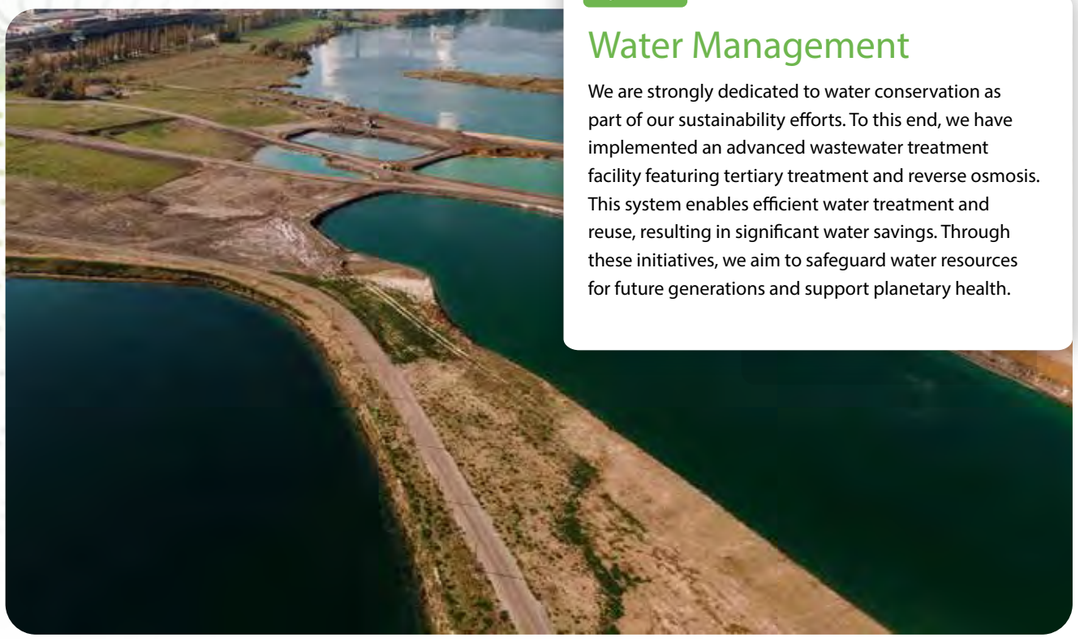
We acknowledge climate change as a formidable global challenge and are committed to cutting emissions from our operations. As a responsible corporate entity, we have devised comprehensive strategies to tackle global warming. Our experts rigorously assess the environmental impact of our activities, developing robust action plans to reduce negative effects.

## Energy Management

Energy management forms a vital part of our manufacturing focus. We understand the importance of sustainable energy use and have taken major steps forward. For example, we installed solar panels at our Barium unit, reducing dependence on conventional energy. We have also invested in energy-efficient components, replacing traditional parts to boost overall energy performance.

## Water Management

We are strongly dedicated to water conservation as part of our sustainability efforts. To this end, we have implemented an advanced wastewater treatment facility featuring tertiary treatment and reverse osmosis. This system enables efficient water treatment and reuse, resulting in significant water savings. Through these initiatives, we aim to safeguard water resources for future generations and support planetary health.



Social

# Efforts *that* Empower Community

We operate with integrity and strive for excellence in every action. Our foundation rests on strong processes, underpinned by values of honesty, knowledge, innovation, skill, diversity, and teamwork. We remain dedicated to the well-being and progress of all stakeholders. To ensure this, a Corporate Social Responsibility (CSR) Committee reviews and governs our CSR initiatives.

We consider society not a passive recipient but an active partner in our sustainable journey. Our CSR vision is shaped by a commitment to inclusive progress and long-term value creation. Driven by this ethos, we reach out to communities through purposeful, non-discriminatory programmes. Our efforts reflect our belief in equity, empowerment, and holistic development.

## Our Objectives

### Inclusive Growth

To operate in a manner that promotes sustainable development, benefitting both society and the environment.

### Community Empowerment

To support programmes that uplift the quality of life and economic well-being of communities, especially those in proximity to our operational facilities.

### Corporate Citizenship

To foster goodwill and build a reputation as a socially responsible and community-oriented organisation.

## Our People

The strength of our enterprise lies in the minds and hands that build it. We recognise that it is the dedication of our people that drives our competitive edge. Therefore, we aim to equip our workforce to meet future demands through focussed development and skill-building.

We recruit talented professionals and invest in their growth through robust training and expert mentoring. Beyond onboarding, we offer regular, role-specific training to support continuous upskilling. Safety training is also an essential part of our ongoing development programmes.

## Communities

We honour the rights of indigenous communities, including their autonomy and cultural identity. Diversity defines the communities we serve, and we embrace it fully. In our engagements, we prioritise building mutually beneficial relationships based on trust, cooperation, and economic inclusion.

## Initiatives

### Healthcare

Through our CSR programmes, we support healthcare initiatives targeting underprivileged and marginalised populations. These efforts spread awareness and provide basic health education, enabling individuals to care for themselves and others. We also offer a range of medical facilities for our workforce to ensure their well-being.

**25**
Lives Impacted

### Old Age Homes

We are committed to building a fairer society by addressing the needs of senior citizens with care and dignity. To deepen our social impact, we follow a long-term CSR vision anchored in inclusive, sustainable development. A significant part of our contributions is channelled through the Krishna Foundation, a registered public charitable trust focussed on creating lasting value through high-impact programmes.

A flagship initiative under this collaboration is the construction of an old age home designed to serve neglected and economically disadvantaged elderly citizens. The facility will offer:

- Comfortable housing accommodations
- Nutritious meals
- Social and recreational activities
- Opportunities for community gatherings
- Basic health and hospice care services
- Ambulance

# Krishna Foundation

## Dignity, Care and Community for Our Elders

Krishna Foundation believes ageing should be dignified, purposeful, and fulfilling. With this belief at its core, it is committed to improving the lives of our senior citizens by providing a safe, nurturing, and vibrant environment tailored to their needs.

### Inspiration

Krishna Foundation is the brainchild of Mr. Ch. Krishna Murthy, a first-generation entrepreneur and renowned philanthropist. With a legacy rooted in building world-class chemical manufacturing facilities and achieving global leadership, he attributes his success to enduring humanitarian values.

Recognising the growing neglect of the elderly in modern family structures, Mr. Murthy envisioned a structured, compassionate response to this societal shift. Krishna Foundation emerged as that response, an initiative rooted in care, community, and contribution.

## Krishnam – A Home of Dignity

Through the Krishna Foundation, we developed **Krishnam**, a premium **old-age residential community** designed to address both the emotional and physical needs of our elders. Built with care, Krishnam offers an enriching lifestyle in a serene, secure, and socially engaging setting.

### Key Features of Krishnam

- Fully furnished AC domiciles (32 rooms across 3- storeyed building)
- Doctors on call and exclusive ambulance service
- Multipurpose auditoriums, temple visits and festive celebrations
- Gated premises with round-the-clock security and CCTV coverage
- Fitness and wellness facilities, including yoga, and meditation
- Technology and connectivity, including intercom, internet, LED TVs
- Travel desk and shuttle services
- On-site clinic, pharmacy support, trained staff nurses and attendants
- Entertainment and recreation zones like libraries, play courts, and indoor & outdoor games
- Lawn and sit-out areas, artificial water bodies, and walking paths

### Health and Wellness

Krishnam ensures comprehensive health and wellness support through:

- Regular visits by general physicians, along with access to allopathic, acupuncture, and physiotherapy specialists.
- On-site beds, staff nurses, ambulances, and pharmacy/lab services on call.
- Yoga and fitness classes led by trained professionals.
- Round-the-clock health monitoring and emergency response.

### Nutrition and Dining

The thoughtfully curated food and beverage programme ensures well-balanced and enjoyable meals:

- Separate vegetarian and non-vegetarian kitchens.
- Menus designed in consultation with dieticians.
- Timely servings of hot and cold beverages, soups, fruits, and full-course meals.
- Fixed food timings to maintain routine and wellness.

### Lifestyle Enrichment

- Swimming pool and hygienic shower zones.
- Reading hall stocked with newspapers and periodicals.
- Auditorium for cultural and recreational activities.
- Public address systems for community updates.
- Support for travel, ticketing, and hospital visits.

Krishna Foundation stands firm in its pledge to create an ecosystem where our elders are respected, cared for, and celebrated. With Krishnam, we aim to redefine senior living, offering not just a home, but a community of comfort, connection, and compassion.

Governance

# Commitment *that* Fosters **Trust and Transparency**

The foundation of Vishnu Chemicals success rests on several pillars, with our strong commitment to corporate governance being one of them. We are dedicated to maintaining transparency, accountability and ethical practices in all our operations. Our governance framework also ensures that we uphold the highest standards of integrity and create long-term value for our stakeholders.

- Audit Committee
- Stakeholders' Relationship Committee
- Nomination and Remuneration Committee
- Corporate Social Responsibility Committee
- Investment Committee
- Risk Management Committee
- Finance Committee
- C Chairman
- M Member

**In addition, the Risk Management Committee also includes four other members.**

1. Mr. C. P. C Kamalakara Rao - Director (Operations)
2. Mr. T. Ramakrishna - Director (Commercial & Corporate Affairs)
3. Mr. Mahesh Bhatter - Chief Financial Officer
4. Mr. Hanumant Bhansali - Vice President (Finance & Strategy)

C C M C

## Mr. Ch. Krishna Murthy

**Chairman & Managing Director**

Mr. Ch. Krishna Murthy, a first-generation entrepreneur, is the founder, promoter, and a driving force behind our organisation's growth and transformation. His firm dedication has been instrumental in transforming the Company from a single-product entity to a diversified multi-product business. With over three decades of experience in speciality chemicals manufacturing, Mr. Murthy brings invaluable expertise that continues to shape the success of Vishnu Chemicals.

M M M M

## Mr. Ch. Siddartha

**Joint Managing Director**

Mr. Ch. Siddartha has been at the helm of the Company for over a decade, playing a pivotal role in formulating and executing our business strategies. He has led our expansion initiatives and focussed on diversifying our product mix across various speciality chemicals. His exceptional leadership has been key to steering the Company towards long-term success.

M M M M C

## Mrs. Ch. Manjula

**Non-Executive Director**

Mrs. Ch. Manjula, a key promoter of the Company, has been a pillar of support for over three decades, lending her exceptional organisational skills to foster our growth. She plays a central role in shaping the welfare policies of the Company and is deeply committed to community service. Mrs. Manjula has made substantial contributions to initiatives in education, healthcare, and rural development. Additionally, she serves as a Trustee of the philanthropic organisation, Krishna Foundation, further extending her societal impact.

C M M M

## Mr. Tirthankar Mitra

**Independent Director**

Mr. Tirthankar Mitra earned his Bachelor's Degree in Chemical Engineering (1978 batch) from the prestigious Indian Institute of Technology, Kharagpur, where he was awarded a silver medal. With nearly four decades of professional experience, he specialises in the design, operation, and management of chemical units.

Mr. Mitra is an expert in process engineering, project management, innovation, cost optimisation, and business turnaround strategies. Over the course of his career, he has held key leadership roles, including Executive Director and Director in Charge, at several speciality chemical manufacturing companies.

M M

## Mr. V. Vimalanand

**Independent Director**

Mr. Vimalanand holds graduate degrees in commerce and law and is a distinguished advocate based in Telangana with more than three decades of legal experience. He possesses extensive expertise in corporate litigation, arbitration, and a broad range of civil and criminal matters. Mr. Vimalanand is a trusted advisor to numerous corporations and individuals.

## Dr. Sita Vanka

**Independent Director**

Dr. Sita Vanka is a Professor at the School of Management Studies, University of Hyderabad. Previously, she served as Dean of the School from 2012 to 2015 and represented the University on the Board of APIIC, a public sector undertaking, from 2012 to 2014.

Dr. Vanka actively participates in several national accreditation bodies and serves as a subject expert for organisations, including India-NAAC, AMDISA, NBA, UGC, AICTE, UPSC, DRDO, and CSIR, among others. Throughout her career, she has received numerous accolades in academia, both in India and internationally.

M C C M

## Mr. Naga Bhushan Bhagwati

**Independent Director**

Mr. Naga Bhushan Bhagwati is a Commerce Graduate and Chartered Accountant with a rich experience of over 3 decades in techno-economic viability studies, preparation of project reports, corporate law, financial modelling, business consultancy and system implementation. He is the founder partner of a 34 year old Chartered Accountant firm in Hyderabad. He is also an Insolvency Professional practicing since 2017 and has handled many critical insolvent companies, resolution plans and corporate restructuring. He is a member of various professional bodies namely Institute of Chartered Accountants of India, Insolvency and Bankruptcy Board of India, Indian Institute of Insolvency Professionals of ICAI and Member of Indian Institute of Corporate Affairs.

# Corporate Information

## Board of Directors

**Mr. Ch. Krishna Murthy**
Chairman & Managing Director

**Mr. Ch. Siddartha**
Joint Managing Director

**Mrs. Ch. Manjula**
Non-Executive Director

**Mr. Tirthankar Mitra**
Independent Director

**Mr. Veeramachaneni Vimalanand**
Independent Director

**Dr. Sita Vanka**
Independent Director

**Mr. Naga Bhushan Bhagwati**
Independent Director

## Chief Financial Officer

**Mr. Mahesh Bhatter**

## Company Secretary & Compliance Officer

**Ms. Vibha Shinde**

## Registered Office

Plot No. C-23, Road No. 8,
Film Nagar, Jubilee Hills,
Hyderabad - 500 096, India
Tel: +91 40 2339 6817, 23 3277 23/29
Fax: +91 40 2331 4158
Website: www.vishnuchemicals.com
Email: vishnu@vishnuchemicals.com
CIN: L85200TG1993PLC046359

## Auditors

**M/s. Jampani & Associates**
Chartered Accountants, Hyderabad

## Secretarial Auditors

**M/s. L.D. Reddy & Co.**
Company Secretaries, Hyderabad

## Cost Auditors

**M/s. Sagar & Associates Cost Accountants,**
Hyderabad

## Bankers

State Bank of India
Union Bank of India
Indian Overseas Bank
CSB Bank

## Registrar and Share Transfer Agents

**Bigshare Services Private Limited**
306, Right Wing, 3rd Floor,
Amrutha Ville, Opp. Yashoda Hospital,
Somajiguda, Rajbhavan Road,
Hyderabad - 500 082, Telangana, India
Tel: +91 40 4014 4582
Website: www.bigshareonline.com
Email: bsshyd1@bigshareonline.com

## Plant Locations

### Vizag

Plot No.29, J. N. Pharma City, IOCL Road,
Visakhapatnam (Dist.), Andhra Pradesh - 531 019

### Bhilai

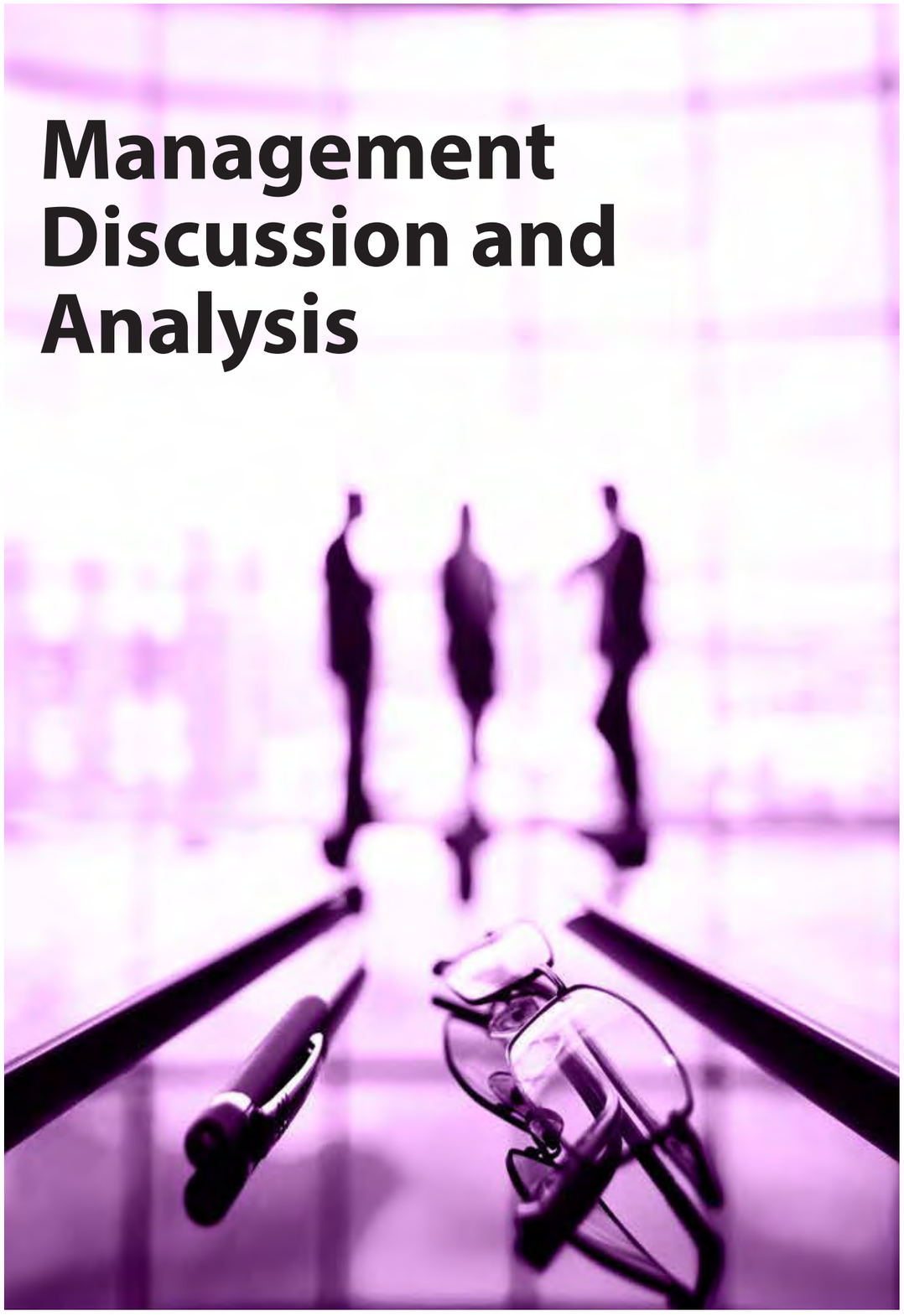
Survey No.18-26, Nandini Road, Bhilai,
Chhattisgarh - 490 026

### Kazipally

Survey No.15, Gaddapotharam, Medak District,
Telangana - 502 319



# Management Discussion and Analysis



# Global Economic Overview

In 2024, the global economy grew moderately by 3.3%, reflecting relative stability despite subdued momentum. However, 2025 brought significant disruption, as countries reorder policy priorities amid rising geopolitical tensions and economic challenges. The United States' new tariff measures, met with swift retaliations, culminated in near-universal tariffs on April 2, 2025. Effective tariff rates have now surged to century-high levels, delivering a sharp blow to global growth. The rapid and unpredictable policy shifts have further heightened economic uncertainty, rendering traditional forecasting models less reliable and clouding the near-term outlook.

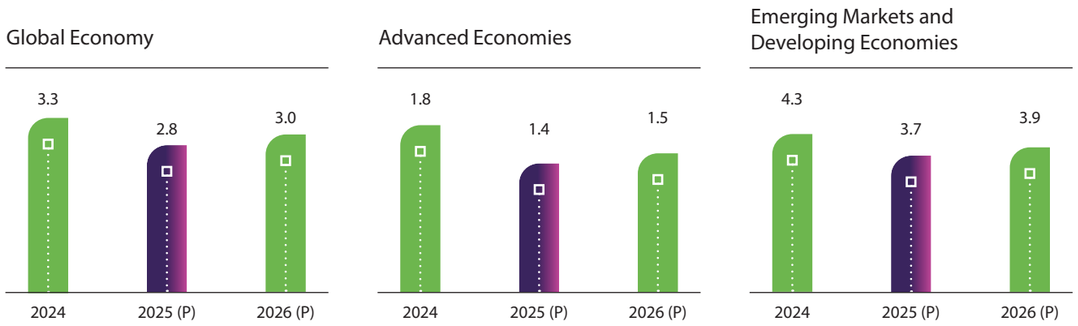
Amid this volatility, global headline inflation is projected to decline more slowly, easing to 4.3% in 2025 and 3.6% in 2026. The revision largely reflects higher inflation expectations in advanced economies, partially offset by slight downward adjustments in emerging and developing markets.

For advanced economies, growth is projected to slow from 1.8% in 2024 to 1.4% in 2025, before edging up to 1.5% in 2026. In the United States, growth is expected to ease to 1.8% in 2025, reflecting heightened policy uncertainty, trade tensions, and weaker-than-anticipated consumption. Tariffs are also likely to weigh on the 2026 outlook, with growth projected at 1.7% amid moderate private consumption. In the euro area, growth is forecast to dip slightly to 0.8% in 2025, before recovering modestly to 1.2% in 2026. Elevated uncertainty and tariff impacts are the main factors behind the muted 2025 performance.

Following a slowdown in 2024, growth in emerging and developing Asia is projected to decline further to 4.5% in 2025 and 4.6% in 2026. ASEAN countries have been particularly impacted by the April tariffs. For China, 2025 GDP growth is revised down from 4.6% to 4.0%, reflecting the effects of new tariffs, which offset the stronger carryover from 2024 and fiscal expansion in the budget. For India growth is relatively stable at 6.2% in 2025, supported by private consumption in particular the rural areas.

Global trade growth is projected to slow to 1.7% in 2025, driven primarily by heightened tariff barriers and, to a lesser extent, the fading impact of cyclical factors that had recently supported goods trade.

## Growth Projections (in %)




## Outlook

Despite the challenges facing the global economy, this period offers a unique opportunity to strengthen resilience and chart a more sustainable path forward. The adaptability shown by many economies under pressure signals that recovery is possible with the right mix of coordinated policies and proactive reform. By working together to establish a stable and transparent trade environment, advancing timely debt resolution, and addressing structural imbalances, countries can support a more balanced and inclusive global recovery.

Maintaining clear monetary policy direction, using macroprudential tools as needed, and implementing credible fiscal plans will help restore financial stability and protect long-term growth. International cooperation will be essential in navigating the road ahead. With aligned strategies, strong leadership, and a commitment to shared progress, the global economy can regain momentum, rebuild buffers, and open up new opportunities for prosperity across regions.

***Source:*** *IMF World Economic Outlook April 2025*

# Indian Economic Overview

Indian economy remains promising, with an anticipated growth rate of 6.5% for 2024-25, reflecting sustained strength despite global headwinds. This projection is supported by strong domestic demands and strategic policy interventions that continue to propel the nation's growth. Sustained policy support and domestic resilience continue to fuel the nation's economic momentum.

RBI's proactive policies have played a crucial role in stabilizing liquidity and inflation exception. At the same time, steady consumption and a stronger labour market reinforce the positive outlook. Alongside these drivers, the strong performance of agriculture and services supports overall economic resilience, anchored by steady consumption and macroeconomic balance.

## GDP Growth Trajectory

Industrial Sector in India is projected to grow by 6.2% in 2024-25, driven by robust growth in electricity and constructions. Weaker manufacturing exports due to reduced demand from destination countries aggressive trade policies by major trading nations, have contributed to this deceleration.

Moreover, an above-average monsoon had mixed effects. It replenished water reserves and supported agriculture but disrupted mining, construction, and certain manufacturing segments. The timing of festivals between September and October also varied across consecutive years, leading to growth slowdown.

Despite these challenges, the manufacturing sector continues to gain traction. In 2024-25 Manufacturing PMI slipped to 56.3, indicating the slowest expansion primarily due to softer growth in output and sales, coupled with input purchasing dropping to a 14-month low.

Growth remains driven by resilient domestic and international demand, increased hiring, and improving supply chains, despite persistent inflationary pressures. Performance of manufacturing companies was supported by stronger corporate earnings, greater foreign investment, and technology-led efficiencies that helped manufacturers protect margins, particularly in consumer goods, chemicals, and pharmaceuticals.

***Source:*** *Trading Economics*

Alongside domestic economic expansion, India's external sector remained strong and stable, underpinned by strong export growth and controlled imports during the first half of 2024-25. Overall exports grew by 6.0% year-on-year (Y-o-Y) from April to December 2024, with dynamic services exports driving India to secure the seventh-largest share in global services exports, highlighting its international competitiveness.

The positive contribution of net exports to real GDP growth reflects the effectiveness of macroeconomic policies, including inflation management, fiscal discipline, and monetary interventions such as the recent rate adjustment. These measures have reinforced macroeconomic stability, fostering a favourable environment for sustained growth and endurance across both domestic and external sectors.

> Despite these challenges, the manufacturing sector continues to gain traction.

## Outlook

Looking ahead to 2025–26, India's economic outlook remains cautiously measured in the face of ongoing geopolitical uncertainties, trade disruptions, and potential commodity price fluctuations. Domestically, GDP growth will depend on stronger private investment, higher consumer confidence, and faster corporate wage growth.

Rural demand is expected to rise as agriculture recovers, food inflation stabilises, and macroeconomic conditions remain favourable. To enhance medium-term economic resilience, India must focus on boosting its global competitiveness through structural reforms and deregulation at the grassroots level. Furthermore, creating a more business-friendly environment will be critical to mitigating external vulnerabilities and ensuring long-term economic viability.

***Source:*** *Economic Survey 2024-25*

# Global Chemical Industry Overview

The global chemical industry was valued at USD 6,182 Bn in 2024 and is projected to reach USD 6,324 Bn by 2025, registering a compound annual growth rate (CAGR) of 2.3%. In 2024, the industry showed modest growth, continuing its recovery from the economic disruptions caused by the COVID-19 pandemic and adapting to the growing focus on sustainability.

This growth was driven by surging demand for energy transition materials like battery chemicals, lightweight materials, and renewable feedstocks. Key industries such as automotive, construction, and electronics also continued their steady consumption, further fuelling the sector's expansion. Looking ahead to 2025, the industry will need to accelerate its progress, as government policies and incentives promoting clean energy, circular economy models, and sustainable manufacturing become more deeply embedded across global markets.

The Asia-Pacific region will continue to drive the industry's progress, led by China, which is expected to maintain approximately 5.0% growth in chemical production. This expansion will be further supported by policy-driven demand, especially from construction and automotive sectors. In contrast, Europe's chemical industry is recovering at a slower pace, marked by low production levels and increased reliance on imports. Despite global economic uncertainties, the chemical sector continues to grow, propelled by the global shift towards sustainability, rising adoption of speciality chemicals, and innovation across value chains.

Green energy is set to transform production by promoting bio-based chemicals and renewable feedstocks. Chemical companies are reducing carbon emissions by using renewable energy sources like solar, wind, and bioenergy for production.

Green energy is driving the growth of bio-based chemicals and renewable feedstocks, offering sustainable alternatives to petrochemical products. This shift to green energy demands significant investment in infrastructure and technology but it creates growth opportunities, enhances competitiveness, and meets rising demand for sustainable chemical products.

3D printing will revolutionise manufacturing with custom, efficient, and material-saving production. It supports rapid prototyping and enables tailored chemical formulations across pharmaceuticals, automotive, and electronics, reducing costs, enhancing innovation, and cutting supply chain emissions through localised production.

Simultaneously, AI will improve efficiency, spark innovation, and support smarter decision-making. By using real-time data, it will cut costs, reduce waste, and speed up research and development (R&D) through faster material discovery. AI will also enhance supply chain planning with improved forecasting and logistics, inventory control, making the industry more agile, sustainable and competitive.

> The global chemical industry was valued at USD 6,182 Bn in 2024 and is projected to reach USD 6,324 Bn by 2025, registering a compound annual growth rate (CAGR) of 2.3%.

## Outlook

By 2025, several key trends are expected to drive growth in the chemical industry. Digital technologies, including artificial intelligence and predictive analytics, will play a critical role in enhancing operational efficiency, minimising waste, and enabling the development of more sustainable products. At the same time, global political shifts will continue to impact supply chains and market access, prompting chemical companies to become more agile and resilient.

The Asia-Pacific region will remain at the forefront of global chemical production. To stay competitive, companies will need to strike a balance between cost efficiency and product quality. Additionally, emphasis on tailored specialty chemicals will rise. These products, designed for specific applications, offer higher margins and stronger customer loyalty. As sustainability and performance expectations increase, businesses will need to focus on innovation and customer-centric solutions to meet evolving demands.

***Sources:*** *Markets and Markets, Yahoo Finance*



# Indian Chemical Industry Overview

India ranks as the sixth-largest chemical producer globally and holds the third position within Asia contributing 7% to India's GDP. The nation also features among the top three countries in base chemical production worldwide. Currently valued at approximately USD 220 Bn, the Indian chemical market is expected to expand significantly. Projections suggest it could reach between USD 300 Bn by 2030 and USD 1 Tn by 2040.

India maintains a prominent position in the global chemical industry, ranking 14th in exports and 8th in imports internationally. With sustainability gaining importance, India presents compelling opportunities for foreign companies offering green and sustainable chemical solutions. The government supports this by allowing 100% Foreign Direct Investment (FDI) in the sector, reducing import duties, and providing financial incentives under the 'Make in India' initiative. In addition, investments in R&D, combined with a large pool of skilled, low-cost labour, make India an attractive manufacturing hub, especially in high-growth segments like polymers and agrochemicals. Additionally, the Department of Chemicals and Petrochemicals is planning to introduce a Production-Linked Incentive (PLI) scheme for the chemical and petrochemical sector, aimed at further strengthening domestic manufacturing and enhancing export potential.

India benefits from its strategic location near the Middle East, a key source of petrochemical feedstocks. This proximity strengthens competitiveness by supporting economies of scale. Growth is also fuelled by strong domestic demand and rising export potential. The government aims to establish world-class chemical hubs by upgrading existing clusters (Dahej, Paradip, Visakhapatnam, Cuddalore–Nagapattinam) and developing new ones, supported by a central committee and chemical fund for infrastructure and VGF. Port and logistics infrastructure will be enhanced through a dedicated chemical committee and development of eight coastal clusters. An Opex Subsidy Scheme will incentivise incremental production with a focus on import reduction, exports, and critical sectors. R&D and innovation will be boosted through increased funding, industry-academia collaboration, and a joint agency under DCPC and DST. Green and sustainable chemical production will be promoted to align with global trends. These supportive policies, along with the benefits under 'Make in India,' position India's chemical industry as a compelling long-term investment opportunity.

> India maintains a prominent position in the global chemical industry, ranking 14th in exports and 8th in imports internationally.

## Outlook

The outlook for the chemical sector remains robust, with significant momentum driven by emerging and transformative trends. The industry is undergoing a evolution, marked by rapid digitalisation, increased automation, and a continued push for technological innovation. A growing emphasis on green initiatives and sustainable practices is reshaping traditional business models and guiding long-term strategies.

***Source:*** *https://www.indiaconnected.co.uk/industries/chemical-industry-india/*

# Indian Specialty Chemical Industry Overview

India's specialty chemicals market size reached USD 64.5 Bn in 2024 and is projected to grow to USD 92.6 Bn by 2033, at a CAGR of 3.8% during 2025-2033. This sector produces application-specific chemicals that cater to a wide array of industries, including agriculture, pharmaceuticals, personal care, and automotive.

Backed by rapid industrial expansion, innovation, and growing focus on sustainability, the sector remains among the most dynamic in India's chemical industry. The country's cost-effective manufacturing capabilities, along with favourable government policies and rising global demand, further strengthen its position as a strategic hub for specialty chemicals. As a result, the industry is expected to play a pivotal role in supporting the nation's overall economic growth and industrial development in the coming decade.

***Sources:*** *Imarc Group*

## Outlook

Looking ahead, sustained demand from both domestic and international markets is set to drive significant revenue growth for Indian speciality chemical companies. This momentum is likely to translate into strong earnings over the medium term and help maintain high market valuations. To support this trajectory, the industry will continue to rely on government support. This includes promoting a business-friendly climate, improving infrastructure, expanding Petroleum, Chemicals and Petrochemicals Investment Regions (PCPIRs), and securing stable feedstock supply.

However, to truly capitalise on these opportunities, the Indian speciality chemicals sector must embrace strategic transformation. Key focus areas will include innovation, decarbonisation, digitalisation, automation, and workforce upskilling. Combined with macroeconomic tailwinds such as a growing population, rising disposable income, and expanding export potential, these efforts will be essential for enabling the industry to make a significant leap forward in global competitiveness and sustainability.

***Sources:*** *Custom Market Insights, EY Indian Specialty Chemical Industry Report*

# Indian Inorganic Chemical Industry Overview

The Inorganic Chemicals Market in India is projected to grow at a CAGR of 5.8% between 2024 and 2033, with the market size expected to rise from USD 44,603.3 Mn in 2024 to USD 74,086.3 Mn by 2033. This sector plays a crucial role in the country's industrial ecosystem, involving the production and distribution of chemical compounds derived from minerals and metals. These inorganic chemicals are integral to a wide range of industries, including agriculture, construction, automotive, and manufacturing.

The market's growth is driven by strong industrial expansion, large-scale infrastructure projects, and a rising focus on sustainable practices. Moreover, technological advancements, R&D initiatives, and strategic collaborations are spurring innovation, improving product quality, and boosting global competitiveness. Consequently, the inorganic chemicals market is becoming a key contributor to India's economic development and industrial transformation.

### Industrial Expansion

The rapid growth of sectors like construction, automotive, electronics, and manufacturing is driving the demand for inorganic chemicals. These chemicals play a vital role in producing coatings, adhesives, glass, ceramics, and electronic components, making them crucial to India's industrial growth.

### Infrastructure Development

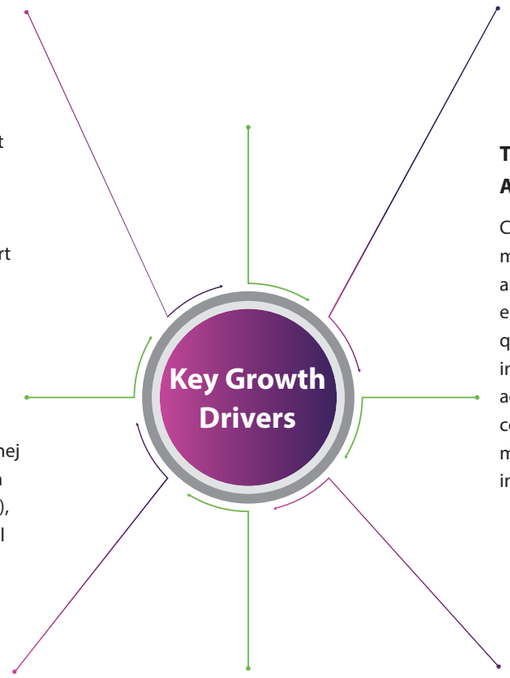
Large-scale government initiatives like the Smart Cities Mission, highway expansion, and urban infrastructure projects are increasing demand for inorganic chemicals in cement, steel, and construction materials. These materials are essential for building roads, bridges, and sustainable urban infrastructure nationwide.

### Agricultural Demand

India's expanding agricultural sector continues to rely heavily on fertilisers, pesticides, and agrochemicals, many of which are inorganic in nature. The rising need to enhance crop yield and food quality to meet the demands of a growing population ensures steady market demand for these products.

### PCPIR Scheme

India has developed PCPIRs as integrated industrial zones offering advanced infrastructure, transparent policies, and a competitive business environment. Each PCPIR spans over 250 sq. km and includes manufacturing, logistics, and support services. Under the revised PCPIR Policy 2020–35, the government targets cumulative investments of ₹ 10 Tn (USD 142 Bn) by 2025, ₹ 15 Tn (USD 213 Bn) by 2030, and ₹ 20 Tn (USD 284 Bn) by 2035. Four PCPIRs have been established in Dahej (Gujarat), Vishakhapatnam-Kakinada (Andhra Pradesh), Paradeep (Odisha), and Cuddalore-Nagapattinam (Tamil Nadu), with a total realisation cost estimated at ₹ 7.63 Tn (USD 92 Bn).




### Technological Advancements

Continuous innovation in manufacturing processes and product formulations is enhancing the performance, quality, and efficiency of inorganic chemicals. These advancements enhance domestic competitiveness and help Indian manufacturers meet evolving industrial standards.

### Government Initiatives

The Indian Government actively supports the chemical industry, emphasising growth in R&D and manufacturing under the Make in India and Atmanirbhar Abhiyan initiatives. Additionally, it has reduced the basic customs duty on several products. The government has also set a bold Vision 2034 for the chemicals and petrochemicals industry, aiming to enhance domestic production, reduce import dependency, and attract large-scale investments. A key part of this strategy includes the implementation of a PLI scheme offering 10–20% output incentives, particularly focussed on the agrochemical sector. The goal is to create a comprehensive manufacturing ecosystem through cluster-based growth and strong industrial infrastructure.

### Sustainability Focus

Increasing environmental regulations and consumer awareness are pushing the industry towards more eco-friendly and sustainable inorganic chemical solutions. This shift offers a strategic opportunity for manufacturers to innovate and lead in the development of green inorganic chemical products that align with global sustainability goals.

***Source:*** *https://www.custommarketinsights.com/report/india-inorganic-chemicals-market/*

### Export Opportunities

The global demand for cost-effective, high-quality inorganic chemicals has opened significant export opportunities for Indian producers. With strengths in efficient production, skilled labour, and regulatory compliance, India is well-positioned to expand its presence in international markets.

# Company Overview

## Operational

On a consolidated basis, the Company reported total income of ₹ 1,46,187.64 Lakhs in 2024-25, compared to ₹ 1,22,505.72 Lakhs in the previous year. Profit after Tax (PAT) stood at ₹ 12,664.27 Lakhs, against ₹ 10,110.01 Lakhs recorded last year. On a standalone basis, the total income for 2024-25 stood at ₹ 1,10,983.97 Lakhs compared to ₹ 1,02,695.06 Lakhs generated in the previous year. The PAT stands at ₹ 8,023.82 Lakhs, over the previous year's PAT of ₹ 9,427.03 Lakhs.

## Key Highlights of the Year

Despite persistent macroeconomic challenges, the Company delivered stable performance with strong, consistent margins. This endurance stems from its manufacturing excellence, flexible product mix, geographic reach, strong balance sheet, and low leverage.

In FY 25, domestic sales outpaced exports, with the consolidated domestic-export mix shifting to 54:46 demonstrating the Company's ability to remain agile. The Company demonstrated consistent holistic improvement supported by process enhancements, product diversification, and improved capacity utilisation. Our expanding market share is a testament to our robust multi-site capabilities, strategic procurement practices, and constant commitment to a customer-centric approach.

The Company continues its consistent dividend distribution with a proposed ₹ 0.3 per equity share (15% of face value) for FY 25. Credit ratings of CARE A- (Long Term) and CARE A2+ (Short Term) reaffirm our strong financial position.

In November 2024, Vishnu Chemicals completed the acquisition of Vishnu Strontium Private Limited (formerly known as Jayansree Pharma Private Limited). Additionally, the Company's South Africa expansion continues, with statutory approvals and clearances currently in progress.

This strategic decision not only signifies their belief in the business's growth trajectory but also fosters greater alignment with the interests of all shareholders, reinforcing trust and transparency.

As part of our steadfast commitment to health, safety, and operational excellence, the Company's Vizag unit was honoured with the CII Industrial Safety Leadership Award – Silver in the Chemical and Paper Industries category. This recognition from the Confederation of Indian Industry (CII) underscores our proactive approach to industrial safety, rigorous compliance standards, and continuous improvement in workplace safety practices. The award is a testament to the dedication of our teams in upholding the highest standards of safety, reinforcing our belief that a safe work environment is foundational to sustainable business performance.

The Company places high priority on sustainability through waste reduction, recycling, and reuse initiatives. Our consistent track record of dividend payments further reflects our financial stability and commitment to delivering long-term value to our stakeholders.

# Risk Management

Vishnu Chemicals takes a proactive and strategic approach to risk management, regularly assessing potential threats and creating innovative strategies to adapt to changing market dynamics. The Company prioritises early risk mitigation to ensure smooth and uninterrupted operations. A collaborative effort between the Audit Committee and Management enables timely identification and resolution of emerging risks. This structured approach helps the Company maintain operational resilience and sustain long-term business performance.

| Risk | Impact | Mitigation Strategy |
|---|---|---|
| Sluggish Financial Climate | A slowdown in the Indian economy could impact revenue and profitability. | Diversification across domestic and international markets with a broad product portfolio helps the Company mitigate market risks and expand global presence. |
| Supply Chain Disruption | Manufacturing operations may be affected due to raw material shortages or price volatility. | Proactive sourcing strategies and inventory planning are in place to minimise the impact of supply chain disruptions and raw material price fluctuations. |
| Green Responsibility | Environmental incidents may impact public health, safety, and business sustainability if not managed responsibly. | Strict adherence to environmental regulations, rigorous safety protocols, and responsible handling of materials are ensured. Additionally, significant investments are made in green initiatives to enhance sustainability. |
| Competitive Environment | Inability to respond quickly to market changes can affect profitability in a highly competitive industry. | The Company remains agile and proactive, focussing on innovation and expanding its product portfolio to stay ahead of industry trends and swiftly capture emerging opportunities. |

# Internal Financial Control

Vishnu Chemicals has built strong internal financial controls suited to its scale and operational complexity. These controls ensure accurate financial and operational reporting, compliance with accounting standards and legal regulations, protection of assets from unauthorised use, proper transaction authorisation, and adherence to corporate policies.

A clear delegation of authority is in place, outlining clear limits for both capital and revenue expenditure approvals. To improve operational efficiency, Vishnu Chemicals has recently implemented SAP for seamless transaction recording and financial reporting.

The Audit Committee regularly engages with the management to evaluate the effectiveness of these internal controls, drawing insights from both internal and external auditors to ensure system robustness.

The Committee has confirmed the adequacy and effectiveness of the current control framework and provides regular updates to the Board of Directors. While the Company recognises the inherent limitations of any control system, it mitigates risks through periodic audits and continuous improvements, ensuring the systems remain dynamic and effective in supporting business operations.

# Human Resources

Vishnu Chemicals views its people as its greatest strength and fosters a culture built around respect, dignity and inclusion. The Company has cultivated a balanced team of seasoned professionals and dynamic young talent, enabling a well-rounded and strategic approach to operations.

At the core of our success lies a strong, committed, and empowered workforce. The Company continues to invest in creating a workplace culture that promotes learning, inclusivity, well-being, and performance excellence. In recognition of these efforts, the Company was certified as a **Great Place to Work for the period 2024-25 and 2025-26**. This prestigious acknowledgment underscores our constant focus on building a people-first organization anchored in trust, transparency, and collaboration. The Company views employees as strategic partners in value creation and is committed to providing them with opportunities for continuous growth, meaningful engagement, and holistic development. Our focus on nurturing talent and fostering a culture of innovation remains central to our long-term strategic objectives.

The Company places high importance on employee growth through regular training and skill development programmes to support both individual growth and organisational excellence. In addition to professional development, the Company promotes work-life balance through regular team-building initiatives, including sports, recreational activities, and wellness programmes, contributing to a positive work environment and long-term employee retention.

Vishnu Chemicals' ongoing investment in workforce capabilities has significantly improved operational execution, internal communication, and customer service standards, strengthening the Company's global standing.

Great Place To Work®
Certified
MAY 2025-MAY 2026
INDIA
TM

# Way Forward

The Company operates under principle-driven leadership, with a steadfast focus on manufacturing excellence. Over the years, Vishnu Chemicals has developed distinct capabilities, including innovative process execution, positioning itself as one of the most efficient and resilient producers in the chemical industry.

The growth in market share underscores the strength of the Company's multi-site operations, dependable procurement strategies, and a customer-centric approach that drives long-term success. Vishnu Chemicals is also committed to sustainability, integrating waste reduction, recycling, and reusing initiatives into its core operations.

In addition to its business goals, the Company remains dedicated to empowering communities and fostering socio-economic development, ensuring that its progress contributes to broader societal well-being.

# Cautionary Statement

*We wish to emphasise that this report contains 'forward-looking statements' regarding anticipated future events, financial outcomes and operational milestones of Vishnu Chemicals Limited. These statements inherently rely on assumptions and are subject to various risks and uncertainties. There is a significant risk that these assumptions, predictions, and other 'forward-looking statements' may not accurately reflect future outcomes. We advise readers to exercise caution and refrain from placing undue reliance on 'forward-looking statements,' as several factors could lead to disparities between assumptions and actual future results and events. Therefore, this document is subject to the disclaimer and is qualified in its entirety by the assumptions, qualifications, and risk factors outlined in Vishnu Chemicals Limited's Annual Report for 2024-25, as discussed in the Management Discussion & Analysis.*

# BOARD'S REPORT

**To the Members,**

The Board of Directors are pleased to present the Company's Thirty Second (32nd) Annual Report and the Company's Audited Financial Statements (standalone and consolidated) for the financial year ended March 31, 2025.

### Financial Results

The Company's financial performance for the year ended March 31, 2025, is summarised below:

₹ in Lakhs

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| Revenue from operations | 1,09,760.84 | 1,01,078.54 | 1,44,656.22 | 1,21,260.37 |
| Other income | 1,223.13 | 1,616.52 | 515.73 | 1,245.34 |
| Total Revenue | 1,10,983.97 | 1,02,695.06 | 1,46,187.64 | 1,22,505.72 |
| Earnings before finance cost, depreciation & amortization and taxes (EBITDA)* | 14,430.09 | 15,772.00 | 22,837.20 | 20,156.00 |
| Earnings before finance cost and taxes (EBIT)* | 13,319.29 | 15,212.35 | 20,552.91 | 18,046.56 |
| Finance Cost | 2,608.32 | 2,478.12 | 3,729.67 | 3,672.29 |
| Profit Before Taxation | 10,710.97 | 12,734.23 | 16,823.24 | 14,374.27 |
| Less: Tax Expense | 2,687.15 | 3,307.20 | 4,158.97 | 4,264.26 |
| Profit After Taxation | 8,023.82 | 9,427.03 | 12,664.27 | 10,110.01 |
| Other comprehensive income/ (expenses) (net of taxes) | 29.53 | (163.43) | 406.09 | (234.86) |
| Total comprehensive income for the year | 8,053.35 | 9,263.60 | 13,070.36 | 9,875.15 |
| EPS (of ₹ 2/- each) | | | | |
| Basic | 12.18 | 14.82 | 19.23 | 15.90 |
| Diluted | 12.18 | 14.82 | 19.23 | 15.90 |

**including other income*

### Performance Review & Company's State of Affairs

During the financial year 2024–25, the Company delivered a strong performance on a consolidated basis, demonstrating continued growth and operational efficiency. The consolidated total income stood at ₹1,46,187.64 Lakhs, marking a robust increase of approximately 19.33% over the previous year's income of ₹1,22,505.72 Lakhs.

EBITDA for the year improved to ₹ 22,837.20 Lakhs from ₹ 20,156.00 Lakhs in 2023–24, reflecting enhanced profitability. The Profit After Tax (PAT) also recorded a healthy growth of 25.26%, rising to ₹12,664.27 Lakhs compared to ₹10,110.01 Lakhs in the previous year.

On a standalone basis, the total income increased to ₹ 1,10,983.97 Lakhs, as against ₹ 1,02,695.06 Lakhs in 2023–24, registering a year-on-year growth of 8.07%. However, standalone EBITDA declined to ₹ 14,430.09 Lakhs compared to ₹ 15,772.00 Lakhs in the previous year, primarily due to cost escalations. Consequently, the standalone PAT stood at ₹ 8,023.82 Lakhs, down from ₹ 9,427.03 Lakhs in the prior year.

The Company remains committed to sustainable growth, operational excellence, and delivering long-term value to stakeholders, while continuing to navigate dynamic market conditions with resilience and strategic agility.

**Geography-wise performance**

₹ in Lakhs

| Particulars | Standalone | | | | Consolidated | | | |
|---|---|---|---|---|---|---|---|---|
| | | 2024-25 | | 2023-24 | | 2024-25 | | 2023-24 |
| Domestic | 60,188.85 | 55.20% | 54,628.32 | 54.19% | 78,262.75 | 54.30% | 64,315.84 | 53.18% |
| Overseas | 48,846.27 | 44.80% | 46,177.35 | 45.81% | 65,877.74 | 45.70% | 56,612.12 | 46.82% |
| **Total** | **1,09,035.12** | **100%** | **1,00,805.67** | **100%** | **1,44,140.49** | **100%** | **1,20,927.97** | **100%** |

Based on the strong consolidated performance in 2024–25, marked by double-digit growth in total income and PAT, the Company is well-positioned for sustained future growth. The consistent increase in revenue and profitability reflects operational strength and market resilience. With a focused strategy, ongoing efficiency initiatives, and a commitment to value creation, the Company is poised to capitalise on emerging opportunities and drive long-term growth across its business segments.







### Outlook

Outlook is covered in Management Discussion and Analysis forming part of this Annual Report.

### Management Discussion and Analysis

Pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Management Discussion and Analysis is presented in a separate section forming part of this Annual Report. As required under the provisions of the Listing Regulations, the Audit Committee of the Company has reviewed the Management Discussion and Analysis report of the Company for the year ended March 31, 2025.

### Dividend

The Board at its meeting held on May 15, 2025 has recommended Dividend of ₹ 0.30 (i.e. 15%) per equity share of ₹ 2/- each for the financial year 2024-25 (previous year ₹ 0.30/- per equity share of ₹ 2/- each i.e. 15%) amounting to ₹ 201.94 Lakhs. The dividend pay-out is subject to the approval of the shareholders at ensuing Annual General Meeting. The dividend will be paid to the members whose names appear in register of members i.e. as on Friday, August 8, 2025.

### Dividend Distribution Policy

The Company has adopted the Dividend Distribution Policy in accordance with the Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to determine the distribution of dividends on equity shares of the Company. The Dividend Distribution Policy is available on the Company's website, at https://vishnuchemicals.com/wp-content/uploads/2022/05/VCL-Dividend-Distribution-Policy-dt-16052022.pdf.

### Transfer to reserves

The Board of Directors has decided to retain the entire amount of profits for 2024-25 in the Retained Earnings.

### Share capital

During the year under review there was no change in the authorised share capital of the Company. The authorised share capital of the Company is ₹ 95,00,00,000/- divided into 7,50,00,000 Equity Shares of ₹ 2/- each and 8,00,00,000 Preference Shares of ₹ 10/- each.

However, the Company by way of variation of rights converted the 7% 76,63,57,500 Cumulative Redeemable Preference shares of ₹ 10/- each to 7% 76,63,57,500 Compulsory Convertible Preference Shares of ₹ 10/- each to 17,88,089 equity shares of ₹ 2/- and accordingly allotted the said equity shares to the promoters of the Company on January 24, 2025. The necessary listing and trading approvals were received by the Company as per prescribed timelines.

The issued, subscribed and paid-up share capital of the Company as on financial year ended March 31, 2025 was ₹ 13,46,30,568/- divided into 6,73,15,284 Equity Shares of ₹ 2/- each.

### Utilisation of proceeds of QIP

The Company completed the utilisation of the proceeds of the QIP as stated in the Offer document as per Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 by first quarter of the financial year 2024-25 and the same was updated to Audit Committee and filed with the stock exchanges.

### Promoters of the company

The promoters of the Company have consistently demonstrated their confidence in its long-term prospects by providing financial support as needed. The following is the promoter's shareholding as on March 31, 2025:

| S. No. | Promoters | Equity Share | |
|---|---|---|---|
| | | No. of shares | Percentage |
| 1 | Mr. Ch. Krishna Murthy | 3,27,58,347 | 48.67 |
| 2 | Mrs. Ch. Manjula | 81,93,228 | 12.17 |
| 3 | Mr. Ch. Siddartha | 56,34,044 | 8.37 |
| **Total** | | **4,65,85,619** | **69.21** |

### Change in the nature of the business, if any

There is no change in the nature of the business of the Company or any of its subsidiaries during the year under review.

### Material changes and commitments, affecting the financial position of the Company

There are no material changes and commitments affecting the financial position of the Company that have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report i.e. between March 31, 2025 to May 15, 2025

### Deposits

The Company did not accept any deposits within the meaning of section 73 of the Companies Act, 2013 during the year. As such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the Balance Sheet.

### Listing at Stock Exchanges

The equity shares of your Company continue to be listed and traded on the BSE Limited and National Stock Exchange of India Limited. The Annual Listing fee for the year 2024-25 has been paid to both the Stock Exchanges. There was no suspension on shares of the Company during the year.

### Subsidiaries, Joint Ventures and Associates

**The Company has following wholly-owned subsidiaries:**

(i) Vishnu Barium Private Limited (VBPL)

VBPL is a material subsidiary w.e.f. April 1, 2019, as per SEBI (LODR) Regulations, 2015, as amended from time to time, read with the policy for determining material subsidiaries as approved by the Board. A copy of the policy can be accessed on the Company's website at the link: https://www.vishnuchemicals.com/investors/#Policies

VBPL, in turn, has two wholly-owned subsidiaries i.e., (a) Ramadas Minerals Private Limited, which was acquired on July 19, 2023 and (b) VCHEM Trading FZE, which was incorporated on September 18, 2023 in Dubai, UAE.

(ii) Vishnu South Africa (Pty) Limited (VSAL)

VSAL is yet to commence its operations.

(iii) VCHEM Global Inc.

VCHEM Global Inc. was incorporated on September 4, 2023 in Texas, USA and is yet to commence its operations.

(iv) Vishnu Strontium Private Limited (formerly known as Jayansree Pharma Private Limited) (VSPL)

VSPL (formerly known as Jayansree Pharma Private Limited) was acquired on November 30, 2024.

(v) Vishnu International Trading FZE (VIT)

VIT was incorporated on November 14, 2023 in Dubai, UAE it did not commence operations since incorporation. The Board of Directors on January 24, 2025 passed a resolution to close the Company pursuant the approval of relevant authorities in UAE.

The Company doesn't have any joint ventures or associate companies. Further, no company has ceased to be subsidiary of the Company during the year except Vishnu International Trading FZE. The closure of VIT is under process.

A report on the financial position of each of the subsidiaries as per the Act is provided in **Form AOC-1** attached as **'Annexure A'.**

### Consolidated Financial Statements

During the year, the Board of Directors reviewed the affairs of the subsidiaries and prepared consolidated financial statements (CFS) of the Company and its subsidiaries for the financial year 2024-25 in compliance with the provisions of Section 129(3) of the Companies Act, 2013 and as stipulated under Regulation 33 of the Listing Regulations as well as in accordance with Indian Accounting Standards (IND AS) notified under the Companies (Indian Accounting Standards) Rules, 2015. The consolidated financial statements have been prepared on the basis of audited financial statements of the Company, its subsidiaries as approved by the respective Board of Directors. The audited CFS together with the Auditor's Report thereon forms part of this Annual Report.

Pursuant to the provisions of Section 136 of the Act the audited financial statements including consolidated financial statements and related information of the Company and audited accounts of the each of its subsidiaries are available on Company's website www.vishnuchemicals.com. The annual accounts of the subsidiaries and related detailed information will be made available to investors seeking information till the date of the AGM.

### Particulars of loans, guarantees or investments

Particulars of loans, guarantees, security and investments covered under section 186 of the Companies Act, 2013 forms part of the notes to the financial statements (please refer Note No 3 & 4). During the financial year, the Company has not given any loans and advances to the firms/ Companies where directors of the Company are interested except to its subsidiaries.

### Directors and Key Managerial Personnel

**Directors**

The Board received a declaration from all the directors under section 164 and other applicable provisions, if any, of the Companies Act, 2013 that none of the directors of the company is disqualified under the provisions of the Companies Act, 2013 ('Act') or under the Listing Regulations.

**i. Appointment / Re-appointment**

a. Based on the recommendations of Nomination and Remuneration Committee (NRC), the Board at its meeting held on May 15, 2025, approved re-appointment of Mrs. Sita Vanka (DIN: 07016012) as Independent Director of the Company for a second term of two (2) years i.e from May 16, 2025 to May 15, 2027 subject to the approval of shareholders under section 149 and all other applicable provisions of the Companies Act, 2013 read with SEBI (LODR) Regulations, 2015 at the ensuing annual general meeting of the Company. Accordingly resolution is being proposed in the notice of 32nd AGM along with explanatory statement therefore, for approval of members of the Company by passing special resolution.

Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), brief particulars of the directors proposed to be appointed/ re-appointed are provided as an annexure to the notice convening the AGM.

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

b. In accordance with the provisions of Section 152 of the Act and the Articles of Association of the Company, Mrs. Ch. Manjula, Non- Executive of the Company, retires by rotation at the ensuing AGM and being eligible, has offered herself for re-appointment.

Pursuant to the provisions of Regulation 36 of the Listing Regulations and Secretarial Standard - 2 (SS-2) on General Meetings issued by Institute of Company Secretaries of India (ICSI), brief particulars of the directors proposed to be appointed/ re-appointed are provided as an annexure to the notice convening the AGM.

The Board recommends the Ordinary Resolution set out at Item No. 3 of the Notice for approval of the Members.

**ii. Change in the terms of appointment/re-appointment**

The Members at the 27th Annual General Meeting held on August 14, 2020 approved the re-appointment of Mr. Ch. Krishna Murthy as a Managing Director of the Company for a term of five (5) years w.e.f. January 2, 2021 up to January 1, 2026. Further, as per approved terms and conditions of his re-appointment and based on the recommendations of Nomination & Remuneration Committee, the Board at its meeting held on May 19, 2021 approved increase in remuneration of Mr. Murthy from ₹ 66.00 lakh per annum to ₹ 96.00 lakh per annum w.e.f. June 1, 2021 within the approved limits of the special resolution passed by the shareholders at 27th AGM of the Company. Later in 29th AGM shareholders approved the increase in remuneration from ₹96.00 Lakhs to ₹192.00 Lakhs with effect from June 1, 2022. Accordingly present term of Mr. Ch Krishna Murthy as Managing Director would be uptill January 1, 2026.

Based on the recommendations of Nomination & Remuneration Committee the Board of Directors at their meeting held on May 15, 2025 approved the re-appointment of Mr. Ch Krishna Murthy as Chairman & Managing Director of the Company for further period of five (5) years w.e.f January 2, 2026 subject to the approval by members. Further, since Mr. Ch Krishna Murthy will attain the age of seventy (70) years during the term of his re-appointment, approval of members is being sought for his re-appointment and payment of remuneration by way of Special Resolution at the ensuing Annual General Meeting.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the Members.

Pursuant to the provisions of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by Institute of Company Secretaries of India (ICSI), brief particulars of the directors proposed to be appointed/ re-appointed are provided as an annexure to the notice convening the AGM.

**iii. Cessation**

During the year, Mr. Chetan Navinchandra Shah ceased to serve as an Independent Director of the company on February 11, 2025, upon the completion of his second term. The Board sincerely acknowledges and appreciates his invaluable contributions and guidance throughout his tenure.

### Independent Directors

As on March 31, 2025, and in terms of Section 149 of the Act, Mr. Tirthankar Mitra (DIN: 02675454), Mr. V. Vimalanand (DIN: 02693721), Mrs. Sita Vanka (DIN: 07016012) and Mr. Naga Bhushan Bhagwati (DIN: 01564347) are the Independent Directors of the Company. The Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation16(1)(b) of the Listing Regulations and are independent from the management. The Independent Directors of the Company hold office till the end of their term of appointment or until completion of 75 years, whichever is earlier. They are not liable to retire by rotation in terms of Section 149(13) of the Act. The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct for Board members and Senior Management and Codes under SEBI (Prohibition of Insider Trading) Regulations, 2015.

The Board is of the opinion that the Independent Directors of the Company possess requisite qualifications, experience and expertise in chemicals/ manufacturing industry, strategy, auditing, tax and risk advisory services, financial services, corporate governance, etc. and that they hold standards of integrity.

The Independent Directors of the Company got included their names in the data bank of Independent Directors maintained with the Indian Institute of Corporate Affairs in terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014.

### Familiarisation Programme for Independent Directors

The Board Members of the Company are provided with comprehensive opportunities to familiarise themselves with the organisation, its leadership, and its operations. To facilitate a deeper understanding of the Company's business, operational framework, and industry landscape, Directors are given access to all relevant documents and materials.

Independent Directors receive a formal letter of appointment outlining their roles, responsibilities, and terms of engagement at the time of their induction. Additionally, Executive Directors and Senior Management offer an overview of the Company's operations, ensuring that newly appointed Non-Executive Directors gain insights into the organisation's core values and commitments. They are also introduced to the organisational structure, the composition of various committees, board procedures, and risk management strategies.

Strategic presentations are conducted for the Board, allowing Directors to engage with Senior Management. Regular updates on the Company's developments are communicated through press releases, emails, and other channels. Periodic presentations by Senior Management provide the Board with insights into the Company's operations, strategic initiatives, risk factors, and new business developments, encouraging discussion and feedback. Furthermore, Directors receive ongoing briefings on their responsibilities and duties as they evolve. The Board is also kept informed of significant regulatory changes to ensure compliance and effective governance. The familiarisation programme along with terms and conditions of appointment of Independent Directors is disclosed on the Company's website https://www.vishnuchemicals.com/investors/#Policies.

### Key Managerial Personnel

Mr. Ch. Krishna Murthy, Chairman & Managing Director; Mr. Ch. Siddartha, Joint Managing Director; Mr. Mahesh Bhatter, Chief Financial Officer and Ms. Vibha Shinde, Company Secretary & Compliance Officer, are Key Managerial Personnel of the Company in accordance with the provisions of Section(s) 2(51) and 203 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. There has been no change in the Key Managerial Personnel during the year.

### Committees of the Board

The Board of Directors has the following Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Finance Committee of Directors
7. Investment Committee

The details of all the above Committees along with their composition, number of meetings and attendance at the meetings are provided in detail in the Corporate Governance Report annexed to this Board's Report.

### Board Meetings

During the year under review, six Board Meetings and five Audit Committee Meetings were convened and held, the details of which are given in the Corporate Governance Report, which forms part of this report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Listing Regulations.

### Procedure for Nomination & Appointment of Directors and Remuneration Policy

The Nomination and Remuneration Committee (NRC) is responsible to set the skills/ expertise/ competencies of the Board Members based on the industry and strategy of the Company and to formulate the criteria for determining qualifications, positive attributes and independence of Directors in terms of provisions of Section 178 (3) of the Act and the Listing Regulations. The Board has, on the recommendations of the Nomination & Remuneration Committee framed a policy for Remuneration of the Directors, Key Managerial Personnel and Senior Management of the Company.

During 2024-25, the Board has also identified the list of core skills, expertise and competencies of the Board of Directors as are required in the context of the business and sector applicable to the Company and those actually available with the Board. The Company has also mapped each of the skills, expertise and competencies against the names of the Board Members possessing the same.

The objective of the Company's remuneration policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognising the interests of Company's stakeholders.

The Non-Executive Directors (NED) are remunerated by way of sitting fee for each meeting attended and are also reimbursed out of pocket expenses incurred by them in connection with the attendance of the Company's Meetings.

A copy of the Nomination & Remuneration Policy is available on the website of the company at

https://vishnuchemicals.com/wp-content/uploads/2023/02/NRC-Policy-dt-09022018-updated-on-10022023.pdf

### Mechanism for Evaluation of the Board

Pursuant to the provisions of the Companies Act, 2013 and the Listing Regulations the Board has carried out an annual evaluation of its own performance and that of its Committees as well as performance of the Directors individually. Feedback was sought by way of a structured questionnaire covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, Board culture, execution and performance of specific duties, obligations and governance and the evaluation was carried out based on responses received from the Directors.

The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017, the Company has adopted the criteria recommended by the SEBI. The Directors were given Six Forms for evaluation of the following:

a. Evaluation of the Board;

b. Evaluation of Committees of the Board;

c. Evaluation of Independent Directors;

d. Evaluation of Chairperson;

e. Evaluation of Non-Executive and Non-Independent Directors; and

f. Evaluation of Managing Director.

The Directors were requested to give following ratings for each criteria:

1. Could do more to meet expectations;
2. Meets expectations; and
3. Exceeds expectations.

A report on the above evaluation has been prepared and submitted to the Chairman with feedback for continuous improvement.

In a separate meeting held on May 15, 2025, the Independent Directors evaluated the performance of Non-Independent Directors and performance of the Board as a whole. They also evaluated the performance of the Chairman taking into account the views of Executive Director and Non-Executive Directors. The NRC reviewed the performance of the Board, its Committees and of the Directors. The same was discussed in the Board Meeting that followed the meeting of the Independent Directors and NRC, at which the feedback received from the Directors on the performance of the Board and its Committees were also discussed.

### Code of Conduct for the Board of Directors and Senior Management Personnel

The Directors and members of Senior Management have affirmed compliance with the Code of Conduct for Board of Directors and Senior Management Personnel of the Company. A declaration to this effect has been signed by the Chairman & Managing Director forms part of the Annual Report.

### Particulars of Employees and Remuneration

Disclosures pertaining to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules') are enclosed as **'Annexure B'** to this Report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Rules does not form part of this Report however the same shall be kept open for inspection in terms of Section 136 of the Act and any member can obtain a copy of the said statement by writing an email to the Company Secretary at investors@vishnuchemicals.com

### Internal Financial Controls

Internal financial control systems of the Company are commensurate with its size and the nature of its operations. These have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with applicable accounting standards and relevant statutes, safeguarding assets from unauthorised use, executing transactions with proper authorisation and ensuring compliance of corporate policies. The Company has a well-defined delegation of authority with specified limits for approval of expenditure, both capital and revenue. The Company uses an established SAP system to record day-to-day transactions for accounting and financial reporting.

The Audit Committee deliberated with the members of the management, considered the systems as laid down and met the internal auditors and statutory auditors to ascertain, their views on the internal financial control systems. The Audit Committee satisfied itself as to the adequacy and effectiveness of the internal financial control system as laid down and kept the Board of Directors informed. However, the Company recognises that no matter how the internal control framework is, it has inherent limitations and accordingly, periodic audits and reviews ensure that such systems are updated on regular intervals.

### Directors' Responsibility Statement

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory, cost and secretarial auditors and external consultant(s), including audit of internal financial controls over financial reporting and the reviews performed by the Management and the relevant Board Committees, including the Audit Committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during 2024-25.

Accordingly, pursuant to Section 134(5) of the Act, the Board of Directors, to the best of their knowledge and ability, confirm that for the year ended March 31, 2025:

a. in the preparation of the annual accounts, the applicable accounting standards have been followed and that there are no material departures;

b. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c. they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. they have prepared the annual accounts on a going concern basis;

e. they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and

f. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

### Auditors

**i. Statutory Audit**

M/s. Jampani & Associates, Chartered Accountants (FRN - 016581S), Hyderabad were re-appointed as statutory auditors of the Company for second term of five (5) years i.e. from the date of 28th Annual General Meeting till the conclusion of 33rd AGM to be held in year 2026, at such remuneration as may be agreed upon between the 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.

Further, the report of the Statutory Auditors along with notes to accounts is a part of the Annual Report. There has been no other qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report except below:

### Auditor's Observations:

The Statutory Auditors have mentioned in their report at point no. (iii) of Annexure – 'B' to the Independent Auditors Report regarding granting of interest free unsecured loans of Rs. 989 Lakhs (with a value at amortised cost of Rs. 796.84 Lakhs) in earlier years to wholly-owned subsidiary (WOS) i.e. Vishnu Barium Pvt Ltd (VBPL).

### Management Replies:

The above said interest-free unsecured loan was infused by the Company in WOS Company i.e. VBPL, to comply with the conditions stipulated by the Banker for sanction of term loan and working capital facilities to VBPL and such infusion of unsecured loan is for the ultimate benefit of the Company.

**ii. Cost Auditors**

As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, the Company is required to prepare, maintain as well as get its cost records audited by a Cost Accountant and accordingly such cost accounts and records are being maintained by the Company.

The Board on the recommendation of the Audit Committee has appointed M/s. Sagar & Associates, Cost Accountants (FRN: 000118) as the Cost Auditors of the Company under Section 148 and all other applicable provisions of the Act to conduct the audit of the cost records of the Company for the 2025-26.

M/s. Sagar & Associates, Cost Accountants (FRN: 000118) have confirmed that they are free from disqualification specified under Section 141(3) and proviso to Section 148(3) read with Section 141(4) of the Act and that the appointment meets the requirements of Section 141(3)(g) of the Act. They have further confirmed their independent status and an arm's length relationship with the Company.

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, (as amended from time to time), the remuneration payable to the Cost Auditors is required to be placed before the Members in a General Meeting for their ratification. Accordingly, a resolution for seeking Members' ratification for the remuneration payable to M/s. Sagar & Associates, Cost Accountants (FRN: 000118) is included at Item No. 8 of the Notice convening the AGM.

**iii. Secretarial Audit**

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 and the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors in their meeting held on May 15, 2025 have appointed M/s L.D.Reddy & Co, Company Secretaries, Hyderabad to undertake the Secretarial Audit of the Company for a period of one term of five consecutive years subject to approval of members. Accordingly, a resolution for seeking approval from Members for appointment of secretarial auditor is included at Item No. 6 of the Notice convening the AGM.





The Secretarial Audit Report of VCL for the FY 2024-25 is annexed herewith as '**Annexure C**'.

There has been no qualification, reservation, adverse remark or disclaimer given by the Auditors in their Report.

During the year, the Company has complied with the applicable corporate governance requirements as prescribed under Regulation 24 of Listing Regulations with respect to its subsidiaries and Secretarial Audit for its material subsidiary viz. VBPL was carried out by M/s. L.D Reddy & Co., Company Secretaries, Hyderabad in terms of Regulation 24A of the Listing Regulations and a copy of the report is annexed to this Board Report as '**Annexure D'**'. The Secretarial Audit Report of VBPL does not contain any qualification, reservation, adverse remark or disclaimer.

### Secretarial Standards

The Board has devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) and that such systems were adequate and operating effectively.

### Energy conservation, technology absorption and foreign exchange earnings and outgo

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is annexed herewith as **'Annexure E'.**

### Particulars of Contracts or Arrangements with Related Parties

All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. All the transactions with related parties were approved by the Audit Committee and the Board, as may be applicable; and the same are reviewed by the Audit Committee on quarterly basis. Also prior omnibus approval of the Audit Committee is obtained for related party transactions which are of repetitive in nature entered in ordinary course of business and on arm's length basis. The transactions entered into pursuant to the omnibus approval are reviewed by the Audit Committee on quarterly basis.

The Company has developed a Policy on Related Party Transactions for the purpose of identification and monitoring of such transactions. The policy on Related Party Transactions as approved by the Board is uploaded on the website of the Company and the web link is https://www.vishnuchemicals.com/investors/#Policies.

The particulars of contracts or arrangements with related parties referred to in sub section (1) of Section 188 entered by the Company during the Financial Year ended March 31, 2025 is annexed to this Board's Report in prescribed Form AOC-2 as '**Annexure F**'.

### Corporate Social Responsibility (CSR) initiatives

The brief outline of the Corporate Social Responsibility (CSR) policy of the Company, details regarding CSR Committee and the initiatives undertaken by the Company on CSR activities during the year are set out in **'Annexure G'** of this report in the format prescribed in the Companies (Corporate Social Responsibility Policy) Rules, 2014. CSR Policy is available on the Company's website on https://www.vishnuchemicals.com/investors/#Policies.

### Whistle Blower Policy/ Vigil Mechanism

In terms of the requirements of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, the Company has a vigil mechanism to deal with instances of fraud and mismanagement, if any, including reporting instances of leak of UPSI or suspected leak of UPSI by employees, anti-bribery & anti-corruption and taking appropriate actions on such reporting. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company. The details of the vigil mechanism are displayed on the website of the Company https://www.vishnuchemicals.com/investors/#Policies

### Prevention of Insider Trading

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended, the Company has adopted the Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives along with Code of Fair Disclosures and a copy of the same are available on company's website https://www.vishnuchemicals.com/investors/#Policies.

### Environment, Health and Safety

The Company recognises the critical importance of protecting the Earth, preserving finite natural resources, and safeguarding the health and well-being of all individuals, particularly its employees and workers.

Committed to excellence in safety, health, and environmental stewardship, the Company integrates these principles into every aspect of its operations. Responsible practices with a strong emphasis on safety, health, and environmental sustainability are embedded in the Company's core values.

Aligned with the 'Go Green' philosophy, the Company continually adopts innovative techniques to minimise environmental impact. Multiple projects have been implemented to incorporate alternative energy sources wherever feasible.

Sustainability is not merely a concept at VCL; it is a fundamental guiding principle. VCL is dedicated to advancing the Circular Economy and creating Societal Value through innovation, collaboration, and community engagement.

Our goal is to cultivate a mature and sustainable safety culture that enhances productivity, strengthens operational discipline, and drives highly competitive organic growth.

Occupational health remains a cornerstone of VCL's safety initiatives. A range of health programs has been introduced across all sites and locations, including dedicated activities on global health days.

Furthermore, process safety is an integral part of our mission, ensuring the highest standards of operational efficiency, reliability, and risk management.

### Prevention of Sexual Harassment ('POSH')

In order to comply with provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and Rules framed thereunder, the Company has formulated and implemented a policy on prevention, prohibition and redressal of complaints related to sexual harassment of women at the workplace. All women employees permanent, temporary or contractual are covered under the above policy. The said policy has been circulated to all employees by hosting on notice board and a copy of the same has been uploaded on the website of the Company. Heading: Compliance under the Sexual Harassment of Women at Workplace ( Prevention, Prohibition and Redressal) Act, 2013:

The Company has in place Internal Complaints Committee (ICC) in compliance with the provisions of Sexual Harassment of Women at Workplace ( Prevention, Prohibition and Redressal) Act, 2013. During the year under review:

No of Complaints received : Nil

No of Complaints disposed of: Nil

No of cases pending for more than 90 days : Nil

The Company is committed to providing a safe and respectful work environment for all its employees, and necessary awareness programs are conducted from time to time.

### Compliance under the Maternity Benefit Act, 1961

The Company has complied with the applicable provisions of the Maternity Benefit Act, 1961. All eligible women employees have been extended the benefits as prescribed under the Act. The Company remains committed to supporting working mothers and promoting a gender inclusive workspace.

### Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2025 is available on the Company's website on www.vishnuchemicals.com

### Corporate Governance

A detailed report on Corporate Governance forms part of this Report as **'Annexure H'.** The Secretarial Auditors of the Company have examined the Company's compliance and have certified the same as required under the Listing Regulations. A copy of the certificate on corporate governance is reproduced in this Annual Report.

### Business Responsibility and Sustainability Report

The 'Business Responsibility and Sustainability Report' (BRSR) of your Company for the year ended March 31, 2025 forms part of this Annual Report as required under Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as **'Annexure I'**.

### Transfer of Unpaid and Unclaimed amounts to Investor Education and Protection Fund (IEPF)

As per section 124 of the Companies Act, 2013 read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and subsequent amendments thereto ("the Rules"), all shares in respect of which dividends has not been paid or claimed for seven consecutive years or more shall be transferred to Investor Education and Protection Fund (IEPF).

In line with the aforesaid provisions, during the year, unclaimed dividend declared for the 2017-18 along with the underlying shares on which dividend has not been claimed for seven consecutive years will be transferred to IEPF.

The procedure for claiming such unclaimed dividend / shares from IEPF has been made available on website of the company https://vishnuchemicals.com/wp-content/uploads/2022/12/VCL_Procedure-for-claiming-shares-unclaimed-dividend.pdf.

### Significant and material orders passed by the regulators or courts

During the year under review, there were no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

### Insolvency and Bankruptcy

The Company has neither made any applications nor there are any proceedings pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.





### Disclosure of Frauds in the Boards' Report under section 143 of the Companies Act, 2013:

During the year under review, the auditors have not reported any reported frauds to the audit committee or the Board.

### Details of difference between amount of the valuation done at the time of one time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof:

The Company has not done one time settlement during the year under review.

### Acknowledgements

The Board of Directors wishes to express its sincere appreciation for the unwavering support and collaboration of financial institutions, banks, customers, suppliers, government authorities, and all other stakeholders. The Directors also extend their gratitude to the Company's employees for their dedication and commitment, which continue to be instrumental in the organisation's success.

**For and on behalf of the Board of Directors**

Sd/-
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN: 00030274**

Sd/-
**Ch. Manjula**
**Director**
**DIN: 01546339**

Place: Hyderabad
Date: May 15, 2025

# 'ANNEXURE A'

## FORM AOC. 1

**Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures**

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of the Companies (Accounts) Rules, 2014]

**(i) Part A: Subsidiaries**

| S. No. | Particulars | Vishnu Barium Private Limited | Vishnu Strontium Private Limited | Vishnu South Africa (Pty) Ltd | |
|---|---|---|---|---|---|
| | **The date since when subsidiary was acquired/ incorporated** | **June 8, 2015** | **November 30, 2024** | **April 25, 2017** | |
| | **Reporting period** | **March 31, 2025** | **March 31, 2025** | **March 31, 2025** | |
| | **Reporting currency and Exchange rate of subsidiaries** | **₹ in Lakhs** | **₹ in Lakhs** | **₹ in actuals** | **Rand in actuals/ Exchange Rate is ₹ 4.71** |
| 1 | Share capital | 8,727.50 | 800.00 | 60,23,880 | 13,51,000 |
| 2 | Reserves & surplus | 14,459.41 | 2,597.95 | 63,07,81,496 | 13,39,23,641 |
| 3 | Total assets | 38,510.24 | 11,913.18 | 63,70,16,641 | 13,53,19,519 |
| 4 | Total Liabilities (Excl. share capital and R&S) | 15,323.33 | 8,515.23 | 2,11,265 | 44,878 |
| 5 | Investments | 921.66 | - | - | - |
| 6 | Turnover | 35,721.55 | 77.13 | 13,36,232 | 2,87,475 |
| 7 | Profit before taxation | 4,086.03 | (304.97) | 1,07,45,606 | 23,11,793 |
| 8 | Provision for taxation | 922.23 | (153.55) | 6,17,554 | 1,32,860 |
| 9 | Profit after taxation | 3,163.80 | (151.41) | 1,01,28,052 | 21,78,934 |
| 10 | Total Comprehensive income | 3,200.45 | (151.41) | 5,12,80,672 | 23,11,793 |
| 11 | Proposed Dividend | | | | |
| | - Equity | Nil | Nil | Nil | Nil |
| | - Preference | NA | NA | NA | NA |
| 12 | % of shareholding | 100% | 100% | 100% | 100% |

Note: Other than Vishnu South Africa (Pty) Ltd, the Company has VCHEM Global Inc. as overseas wholly-owned subsidiary. VCHEM Global Inc. is yet to commence its operations. Vishnu International Trading FZE is under process for voluntary winding up.

**(ii) Part B of the Annexure is not applicable as there are no associate companies/ joint ventures of the Company as on March 31, 2025.**

**For and on behalf of the Board of Directors**

Sd/-
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN: 00030274**

Sd/-
**Ch. Manjula**
**Director**
**DIN: 01546339**

Sd/-
**Mahesh Bhatter**
**Chief Financial Officer**

Sd/-
**Vibha Shinde**
**Company Secretary & Compliance Officer**
**M.No.: FCS8466**

Place: Hyderabad
Date: May 15, 2025





# 'ANNEXURE B'

**Disclosure of Managerial Remuneration**

[Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

| S.No | Requirements | Disclosure | |
|---|---|---|---|
| 1 | The ratio of the remuneration of each Director to the median remuneration of all the employees of the Company for the financial year. | **Name of the Director** | **Ratio (in x times)** |
| | | Mr. Ch. Krishna Murthy | 35 times |
| | | Mr. Ch. Siddartha | 17 times |
| | | Mrs. Ch. Manjula* | - |
| | | Mr. Tirthankar Mitra* | - |
| | | Mr. Chetan Shah* (till February 11, 2025) | - |
| | | Mr. V Vimalanand* | - |
| | | Mrs. Sita Vanka* | - |
| | | Mr. Nagabhushan Bhagwati* | - |

*Non-Executive Directors are not paid any remuneration or commission except sitting fee.

**The median remuneration of all the employees of the Company was ₹ 5.55 Lakhs p.a.

| | | | |
|---|---|---|---|
| 2 | The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year; | **Name** | **% increase in Remuneration** |
| | | Mr. Ch. Krishna Murthy | Nil |
| | | Mr. Ch. Siddartha | Nil |
| | | Mr. Mahesh Bhatter | Nil |
| | | Ms. Vibha Shinde | Nil |
| 3 | The percentage increase in the median remuneration of employees in the financial year; | During 2024-25, the percentage increase in the median remuneration of employees is Nil | |
| 4 | The number of permanent employees on the rolls of company; | There were 490 employees as on March 31, 2025 | |
| 5 | Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; | The average percentile increase already made in the salaries of employees is Nil | |

6. Affirmation: It is affirmed that the remuneration paid to the Directors, Key Managerial Personnel and other senior employees is as per the Remuneration Policy of the Company.

**For and on behalf of the Board of Directors**

Sd/-
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN: 00030274**

Sd/-
**Ch. Manjula**
**Director**
**DIN: 01546339**

Place: Hyderabad
Date: May 15, 2025

# 'ANNEXURE C'

**FORM NO.MR-3**

**Secretarial Audit Report**

For the Period from April 1, 2024 to March 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

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

We have conducted the Secretarial Audit on the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Vishnu Chemicals Limited** (hereinafter called **"the Company"**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in my opinion, the Company has, during the audit period from April 1, 2024 to March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **Vishnu Chemicals Limited ("the Company")** for the period from April 1, 2024 to March 31, 2025 according to the provisions of:

   i. The Companies Act, 2013 (the Act) and the Rules made thereunder;

   ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

   iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

   iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder;

   v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 **('SEBI Act')** :

      a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

      b. SEBI (Prohibition of Insider Trading) Regulations, 2015

      c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

      d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 **(Not applicable to the Company during the audit period)**

      e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not applicable to the Company during the audit period)**.

      f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client.

      g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the audit period)**

      h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 **(Not applicable to the Company during the audit period)**.

      i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

   vi. The Payment of Wages Act, 1936

   vii. Minimum Wages Act, 1948

   viii. Employees Provident Fund and Misc. Provisions Act, 1952

   ix. Employees State Insurance Act,1948

   x. Payment of Gratuity Act,1972





   xi. Employee's Compensation Act,1923

   xii. Contract Labour (Regulation & Abolition) Act, 1970

   xiii. Equal Remuneration Act 1976

   xiv. The Payment of Bonus Act, 1965

   xv. Maternity Benefit Act 1961

   xvi. Employment Exchange (Compulsory Notification of Vacancies) Act, 1959

   xvii. Telangana Shops And Establishments Act, 1988

   xviii. Income Tax Act, 1961

   xix. GST Acts and Rules made thereunder

   xx. The Insurance Act, 1938, as amended

   xxi. The Factories Act, 1948

   xxii. Water (Prevention & Control of Pollution) Act, 1974 and rules there under

   xxiii. Air (Prevention & Control of Pollution) Act, 1981 and rules there under

   xxiv. The Environment (Protection) Act, 1986

   xxv. Hazardous and Other Wastes (Management & Trans boundary Movement) Rules, 2016.

   xxvi. Customs Act, 1962

   xxvii. The Boilers Act, 1923 and Indian Boilers Regulations,1950

   xxviii. The Petroleum Act, 1934 and Petroleum Rules, 2002

   xxix. The Sexual Harassment of Women at Workplace Act -2013

   We have also examined compliance with the applicable clauses of

   xxx. Secretarial Standards issued by The Institute of Company Secretaries of India.

   xxxi. the Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited.

2. We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

   - Closure of the Register of Members.
   - Forms, returns, documents and resolutions required to be filed with the Registrar of Companies;
   - Service of documents by the Company on its Directors, Members, Auditors etc.
   - The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act;
   - Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
   - Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
   - Appointment and remuneration of Statutory Auditor, Cost Auditor and Secretarial Auditor.
   - Borrowings and registration, modification and satisfaction of charges wherever applicable;
   - Format of Balance Sheet and statement of profit and loss is as per Schedule III of the Companies Act, 2013
   - Report of the Board of Directors;
   - The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Senior Management;

   We further report that there was no prosecution initiated and no fines or penalties were imposed during the period under review under the Companies Act, SEBI Act, SCRA, Depositories Act, Listing Agreement and Rules, Regulations and Guidelines framed thereunder against the Company or its Directors and Officers.

3. We Further Report That:

   - The company is regular in payment of gratuity as per the rules of the Payment of Gratuity Act, 1972 and has provided 100% provision in the books of accounts.
   - The Company has filed return as per the Factories Act, 1948.
   - The Company is regular in publishing Audited and Unaudited Financial Results.
   - The Company has renewed the Insurance Policy under Employees State Insurance Act, 1948.

**'ANNEXURE C' (CONTD.)**

- The Company has filed return under Employment Exchange Act/Rules.
- The Company has renewed the Policy with LIC for Gratuity under Payment of Gratuity Act, 1972.

4. We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

5. We further Report that during the audit Period the Company has

- No Public /Right/Preferential Issue of Shares/ Debentures/Sweat Equity etc.,
- No Redemption/Buy-back of Securities;
- No major decision taken by the members in pursuance of Section 180 of the Companies Act, 2013;
- No Foreign Technical Collaborations;
- Acquisition of Vishnu Strontium Private Limited (formerly known as Jayansree Pharma Private limited)
- Conversion of 7 % Compulsory Convertible Preference shares into Equity Shares
- Closure of Vishnu International Trading FZE.

**For L.D.Reddy & Co.,**
Company Secretaries

Sd/-
**L. Dhanamjay Reddy**
**(Proprietor)**
**M.No.13104; CP No. 3752**
**UDIN: A013104G000322259**
**PR: 1262/2021**

Date: May 12, 2025
Place: Hyderabad





# 'ANNEXURE D'

## Secretarial Audit Report

For the Period from 01.04.2024 to 31.03.2025

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended]

**To**

**The Board of Directors,**
**M/s. Vishnu Barium Private Limited**
**H.No. 8-2-293/82/F/23-C,**
**Plot No. 23, Road No. 8,**
**Film Nagar,Jubilee Hills, Hyderabad,**
**Telangana-500096**

We have conducted the Secretarial Audit on the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. Vishnu Barium Private Limited** (hereinafter called **"the Company"**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorised representatives during the conduct of secretarial audit, we hereby report that in my opinion, the Company has, during the audit period from 01.04.2024 to 31.03.2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. Vishnu Barium Private Limited **("The Company")** for the Period from 01.04.2024 to 31.03.2025 according to the provisions of:

   i. The Companies Act, 2013 (the Act) and the Rules made thereunder;

   ii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder; **(Not Applicable to the company during audit period)**

   iii. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder; **(Not Applicable to the company during audit period)**

   iv. Since the Company being unlisted material Subsidiary of the M/s. Vishnu Chemicals Limited (Listed Entity ) the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 **('SEBI Act')**:

      a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable to the company during audit period)**

      b. SEBI (Prohibition of Insider Trading) Regulations, 2015. **(Not Applicable to the company during audit period)**

      c. The Securities and Exchange Board of India (Issue of capital and Disclosure Requirements) Regulations, 2009; **(Not Applicable to the company during audit period)**

      d. The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014. **(Not Applicable to the company during audit period)**

      e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008. **(Not Applicable to the company during audit period)**

      f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client. **(Not Applicable to the company during audit period)**

      g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009. **(Not Applicable to the company during audit period)**

      h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **(Not Applicable to the company during audit period)**

      i. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(Not Applicable to the company during audit period)**

   v. The Payment of Wages Act, 1936

   vi. Minimum Wages Act, 1948

   vii. Employees Provident Fund And Misc. Provisions Act, 1952

**'ANNEXURE D' (CONTD.)**

viii. Employees State Insurance Act,1948

ix. Payment of Gratuity Act,1972

x. Employee's Compensation Act,1923

xi. Contract Labour (Regulation & Abolition ) Act, 1970

xii. Employment Exchange (Compulsory Notification of Vacancies) Act, 1959

xiii. Income Tax Act, 1961

xiv. GST Acts and Rules made thereunder

xv. The Insurance Act, 1938 as amended.

xvi. The Factories Act, 1948 and Andhra Pradesh Factories Rules, 1980

xvii. Water (Prevention & Control of Pollution) Act 1974 and rules there under

xviii. Air (Prevention & Control of Pollution) Act 1981 and rules there under

xix. The Environment (Protection) Act, 1986

xx. Hazardous and Other Wastes (Management & Trans boundary Movement) Rules, 2016

xxi. Customs Act, 1962

xxii. The Boilers Act, 1923 and Indian Boilers Regulations - 1950

xxiii. The Petroleum Act, 1934 and Petroleum Rules, 2002

We have also examined compliance with the applicable clauses of

xixv. Secretarial Standards issued by The Institute of Company Secretaries of India.

xxv. The Listing Agreements entered into by the Company with the BSE Limited and National Stock Exchange of India Limited - **Not Applicable.**

2. We further report that the Company has, in my opinion, complied with the provisions of the Companies Act, 2013 and the Rules made under that Act as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government;
- Service of documents by the Company on its Directors, Members, Auditors.
- Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- Approvals of the Members, the Board of Directors and the government authorities, wherever required;
- Payment of remuneration and reappointment of Directors including the Managing Director and Whole-time Directors,
- Appointment and remuneration of Statutory Auditor, Cost Auditor and Secretarial Auditor.
- Borrowings and registration, modification and satisfaction of charges wherever applicable;
- Format of Balance Sheet and statement of profit and loss is as per Schedule III of the Companies Act, 2013.
- Report of the Board of Directors;
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment;

3. We further report that there was no prosecution initiated and no fines or penalties were imposed during the period under review under the Companies Act, Depositories Act, and Rules, Regulations and Guidelines framed there under on the Company or on its Directors and Officers.

4. We Further Report That:

- The company is regular in payment of gratuity as per the rules of the Payment of Gratuity Act, 1972 and has provided 100% provision in the books of accounts.
- The Company has filed return as per the Factories Act, 1948.
- The Company has renewed the Insurance Policy under Employees State Insurance Act,1948

5. We further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

6. We further Report that during the audit period the Company has:

- No Public /Right/Preferential Issue of Shares/Sweat Equity etc.,
- No Redemption/Buy-back of Securities;





**'ANNEXURE D' (CONTD.)**

- No Major decision taken by the members in pursuance of Section 180 of the companies Act, 2013 relating to business expansion.
- No Merger/Amalgamation/Reconstruction, etc.,
- No Foreign Technical Collaborations;

**For L.D.Reddy& Co.,**
Company Secretaries

Sd/-
**L. Dhanamjay Reddy**
**(Proprietor)**
**M.No. 13104**
**CP No. 3752**
**UDIN: A013104G000322006**
**PR: 1262/2021**

Date: May 12, 2025
Place: Hyderabad

**To**
**The Board of Directors,**
**M/s. Vishnu Barium Private Limited**
**H.No. 8-2-293/82/F/23-C,**
**Plot No. 23, Road No. 8, Film Nagar,**
**Jubilee Hills, Hyderabad,**
**Telangana-500096**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. . The verification said was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For L.D.Reddy& Co.,**
Company Secretaries

Sd/-
**L. Dhanamjay Reddy**
**(Proprietor)**
**M.No.13104**
**CP No.3752**
**UDIN: A013104G000322006**
**PR: 1262/2021**

Date: May 12, 2025
Place: Hyderabad

# ANNEXURE

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

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The said verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the process and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management Representation about the compliance of laws, rules and regulations and happening of events, etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For L.D.Reddy& Co.,**
Company Secretaries

Sd/-
**L. Dhanamjay Reddy**
**(Proprietor)**
**M.No.13104; CP No.3752**
**UDIN: A013104G000322259**
**PR: 1262/2021**

Date: May 12, 2025
Place: Hyderabad





# 'ANNEXURE E'

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

[Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014]

### A. Conservation of energy

**(i) Steps taken or impact on conservation of energy:**

Implementation of oxygen injection in the kiln burner at one of our facilities led to a consumption of fuels and consumables.

Improvement in evaporator design led to significant steam savings, enhancing overall thermal efficiency.

**(ii) Steps taken by the Company for utilising alternate sources of energy:**

During the year under review the Company did not take any steps for utilising alternate sources of energy. However, the Company is strongly exploring the adoption of solar power across select facilities in the upcoming years.

**(iii) The capital investment on energy conservation equipment's:**

There was no capital investment on energy conservation equipment's during the year

### B. Technology absorption

**(i) The efforts made towards technology absorption:**

a. Adoption of new processing techniques to improve the quality and performance of key products.

b. Continued focus on environmentally responsible waste utilisation through collaboration with authorised industries.

c. Development of advanced filtration and purification methods to improve product consistency and recovery.

d. Expansion of product capabilities to serve a wider range of customer applications in both domestic and international markets.

**(ii) The benefits derived like product improvement, cost reduction, product development or import substitution:**

During the year under review, the Company was able to achieve following benefits as a result of product improvement, cost reduction, product development or import substitution:

a. Improvement in environmental conditions due to reduction in the dust emissions.

b. Enhanced thermal efficiency and steam savings through improved evaporator design.

c. Partial replacement of imported pallets with domestically available pallets, supporting import substitution.

d. Sourcing of ferrous sulphate from domestic by-product producers, reducing reliance on imports.

e. Use of natural and recycled soda ash with lower chloride content, resulting in improved product quality

**(iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-**

| | | |
|---|---|---|
| (a) | the details of technology imported; | Not applicable as there was no import of technology during the last three years |
| (b) | the year of import; | |
| (c) | whether the technology been fully absorbed; | |
| (d) | if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; | |

**(iv) Expenditure on R&D:**

During the year the company has not made any expenditure on research & development.

### C. Foreign exchange earnings & outgo:

(₹ In Lakhs)

| | 2024-25 | 2023-24 |
|---|---|---|
| Total Foreign Exchange used and earned in terms of actual inflows and actual outflow: | | |
| Used / Outflow | 40,079.42 | 24,016.16 |
| Earned / Inflow | 48,166.08 | 44,463.27 |

**For and on behalf of the Board of Directors**

Sd/-
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN: 00030274**

Sd/-
**Ch. Manjula**
**Director**
**DIN: 01546339**

Place: Hyderabad
Date: May 15, 2025

# 'ANNEXURE F'

## FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

**Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:**

1. There are no contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 which are not at arm's length basis.

2. During the financial year the Company has not entered in to any material contracts or arrangements. However, the following transactions are entered in term of section 188(1) of the Companies Act, 2013 at arm's length basis:

| S. No. | Name (s) of the related party & nature of relationship | Nature of contracts/ arrangements/ transaction | Duration of the contracts/ arrangements/ transaction | Salient terms of the contracts or arrangements or transaction including the value, if any | Date of approval by the Board | Amount paid as advances, if any |
|---|---|---|---|---|---|---|
| 1 | Mr. Ch. Krishna Murthy, Managing Director of the Company | The Company has taken building on lease. | Duration of the agreement is ten years i.e. from July 1, 2017 till June 30, 2027 | Lease rent is ₹ 3.70 Lakhs per month, which is prevailing market rate and the same shall be enhanced by 15% once in every three years. | November 8, 2019 | Nil |
| 2 | Mrs. Ch. Manjula, Director of the Company | The Company took land admeasuring Ac.3.00 cents on lease | Duration of the agreement is five years i.e. from September 24, 2020 till September 23, 2025 | Lease rent is ₹ 0.60 Lakhs per annum, which is prevailing market rate and the same shall be enhanced by 10% once in every three years. | August 14, 2020 | Nil |
| 3 | Vishnu Life Sciences Limited (VLS), Mr. Ch. Siddartha, Joint Managing Director and Mrs. Ch. Manjula, Director are Directors and Mr. Ch. Siddartha holds more than 2% | Availing of R & D services for development of chemical products | Ongoing | The said procurement is availed at consideration of ₹ 5.00 Lakhs per product and it shall be at prevailing market price and the aggregate value of the transactions shall not exceed ₹ 1000.00 Lakhs during any financial year. | August 6, 2022 | Nil |
| 4 | Vishnu Life Sciences Limited (VLS), Mr. Ch. Siddartha, Joint Managing Director and Mrs. Ch. Manjula, Director are Directors and Mr. Ch. Siddartha holds more than 2% | Availing of R & D services for development of chemical products | Ongoing | The said procurement of product shall be at prevailing market price | February 10, 2023 | Nil |
| 5 | Vishnu Barium Private Limited, Wholly Owned Subsidiary Company | Sharing of common Services related to accounting, marketing, financing and other support services | 11 months | ₹50 Lakhs per month plus GST | November 11, 2024 | Nil |



## 'ANNEXURE F' (CONTD.)

Note:

a. All related party transactions entered during the year were at arm's length basis.

b. Appropriate approvals have been taken from the Audit Committee and the Board for the related party transactions entered by the Company and advances paid have been adjusted against bills, wherever applicable.

c. Omnibus approval of the Audit Committee is obtained for related party transactions which are of repetitive in nature entered in ordinary course of business and on arm's length basis. The transactions entered into pursuant to the omnibus approval are reviewed by the Audit Committee on quarterly basis.

**For and on behalf of the Board of Directors**

Sd/-
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN: 00030274**

Sd/-
**Ch. Manjula**
**Director**
**DIN: 01546339**

Place: Hyderabad
Date: May 15, 2025

# 'ANNEXURE G'

**ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

1. **Brief outline on CSR Policy of the Company:**

Corporate Social Responsibility reflects the strong commitment of the Company to improve the quality of life of the workforce and their families and also the community and society at large. The Company believes in undertaking business in a way that will lead to overall development of all stakeholders and society.

This policy shall apply to all CSR initiatives and activities taken up at the various work-center and locations of Vishnu Chemicals Limited (VCL), for the benefit of different segments of the society. The objective of the Company is:

- To ensure an increased commitment at all levels in the organisation, to operate its business in an economically, socially & environmentally sustainable manner, while recognising the interests of all its stakeholders.
- To directly or indirectly take up programmes that benefit the communities in & around its Work Centre and results, over a period of time, in enhancing the quality of life & economic wellbeing of the local people.
- To generate, through its CSR initiatives, a goodwill for the Company and help reinforce a positive & socially responsible image of the Company as a corporate entity.

2. **The Composition of CSR Committee:**

The Corporate Social Responsibility Committee ('CSR Committee') of the Board of Directors of the Company comprises of the Directors as indicated below:

| S. No. | Name of the Director | Designation/ Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---|---|---|---|---|
| 1 | Mr. Chetan Shah | Chairman, Independent Director (till February 11, 2025) | 2 | 2 |
| 2 | Mr. Nagabhushan Bhagwati | Chairman, Independent Director (from February 12, 2025) | 2 | - |
| 3 | Mr. Ch. Krishna Murthy | Member, Managing Director | 2 | 1 |
| 3 | Mrs. Ch. Manjula | Member, Non-Executive Director | 2 | 2 |

3. **Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company:**

CSR Policy: https://www.vishnuchemicals.com/investors/#Policies

Composition of the Committee: https://vishnuchemicals.com/wp-content/uploads/2025/02/Board_Composition-as-on-12022025.pdf

The projects undertaken are within the broad framework of Schedule VII of the Companies Act, 2013. Details of the CSR policy and projects or programs undertaken by the Company are available on links given below: https://www.vishnuchemicals.com/company/csr/

4. **Executive summary along with web links(s) of Impact assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable.**

Not Applicable.

5. (a) **Average net profit of the company as per section 135(5):** ₹ 12,640.82 Lakhs
   (b) **Two percent of average net profit of the company as per section 135(5):** ₹ 252.81 Lakhs
   (c) **Surplus arising out of the CSR projects or programmes or activities of the previous financial years:** Nil
   (d) **Amount required to be set off for the financial year, if any:** ₹ 252.81 Lakhs
   (e) **Total CSR obligation for the financial year (5b+5c-5d):** Nil
6. (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹ 85.52 Lakhs
   (b) **Amount spent in Administrative overheads:** Nil





   (c) **Amount spent on Impact Assessment, if applicable:** Not Applicable
   (d) **Total amount spent for the Financial Year [6a+6b+6c]:** ₹ 85.52 Lakhs
   (e) **CSR amount spent or unspent for the financial year:**

| Total Amount Spent for the Financial Year (₹ in Lakhs) | Amount Unspent (₹ in Lakhs) | | | | |
|---|---|---|---|---|---|
| | Total Amount transferred to Unspent CSR Account as per section 135(6) | | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) | | |
| | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| 85.52 | Nil | - | - | Nil | - |

   (f) **Excess amount for set off, if any**

| S. No. | Particulars | ₹ in Lakhs |
|---|---|---|
| (i) | Two percent of average net profit of the company as per section 135(5) | 252.81 |
| (ii) | Total amount spent for the Financial Year | 85.52 |
| (iii) | Excess amount spent for the financial year [(ii)-(i)]* | 85.52 |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any | Nil |
| (v) | Amount available for set off in succeeding financial years [(iii)-(iv)]* | 85.52 |

*CSR obligation of ₹ 252.81 Lakhs for the 2024-25 has been adjusted against the excess CSR spent during the previous financial years i.e. ₹ 83.44 Lakhs for 2021-22 and ₹169.37 for 2022-23. Hence, the balance of ₹50.32 for 2022-23, ₹ 73.41 Lakhs for year 2023-24 and ₹85.52 for 2024-25 will be carried forward to succeeding financial years thereby the overall cumulative excess CSR available for set-off as on March 31, 2025 is ₹ 209.26 Lakhs.

7. **Details of Unspent CSR amount for the preceding three financial years:** Nil
8. **Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No
9. **Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5):** Not Applicable

**For and on behalf of the Board of Directors**

Sd/-
**Nagabhushan Bhagwati**
**Chairman- CSR Committee**
**DIN: 01564347**

Sd/-
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN: 00030274**

Place: Hyderabad
Date: May 15, 2025

# 'ANNEXURE H'

## REPORT ON CORPORATE GOVERNANCE

### Company's philosophy on corporate governance

The Company's Corporate Governance framework is built on the principles of transparency, accountability, and integrity, with a strong emphasis on an effective, independent Board of Directors and a highly competent management team. Sound corporate governance practices form the bedrock of long-term, sustainable business success, ensuring that the Company operates with responsibility and in the best interest of all its stakeholders. By fostering a culture of ethical decision-making, financial discipline, and strategic oversight, the Company aims to maintain investor confidence, regulatory compliance, and operational excellence.

The Company's governance philosophy is designed to oversee and guide business strategies while ensuring fiscal prudence, ethical corporate behavior, and fairness to all stakeholders, including regulators, employees, customers, vendors, investors, and the wider society. By adhering to best-in-class governance practices, the Company seeks to build trust and create long-term value for its stakeholders. Governance principles are embedded in decision-making processes at all levels, ensuring that business operations are conducted with the highest standards of integrity, efficiency, and fairness.

In line with this philosophy, the Company continuously evaluates and enhances its governance framework to align with evolving regulatory requirements and global best practices. This entails implementing measures to strengthen oversight mechanisms, improve transparency in disclosures, and maintain a high level of accountability across the organisation. The Board of Directors, supported by various committees, plays a critical role in ensuring the Company's governance structure remains robust and adaptive to the changing business environment.

The Company remains committed to exceeding industry benchmarks by proactively adopting emerging best practices in corporate governance. Our continuous endeavor is to uphold the highest governance standards while providing strategic direction, risk management oversight, and operational guidance to management. By fostering an environment of ethical leadership, regulatory compliance, and corporate responsibility, the Company aims to achieve its business objectives while creating a positive impact on society at large.

### Board and its Composition:

The Board of Directors comprises a well-balanced and strategically structured mix of Independent and Non-Executive Directors, ensuring a diverse range of expertise, perspectives, and industry insights. Each member brings extensive knowledge and experience, contributing to the Company's long-term growth, strategic decision-making, and effective governance. The composition of the Board is carefully designed to foster independent judgment, enhance transparency, and uphold the highest standards of corporate governance.

The size and structure of the Board strictly adhere to the Corporate Governance norms outlined under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This ensures that the Board functions effectively in fulfilling its fiduciary responsibilities, safeguarding stakeholder interests, and driving sustainable business practices. The Directors play a pivotal role in overseeing corporate strategy, risk management, regulatory compliance, and ethical business conduct, ensuring that the Company maintains its leadership position in the industry.

To promote transparency and facilitate stakeholder engagement, the brief profiles of all Directors, including their qualifications, expertise, and professional experience, are made available on the Company's website. These profiles highlight the diverse competencies and leadership qualities of the Board members, reinforcing the Company's commitment to maintaining a governance structure that supports accountability, strategic oversight, and sustainable value creation.

| S. No. | Name of the Director & DIN | Category of Directorship | Attendance at Board Meeting | | No. of Directorships in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | Number of memberships/ chairpersonship in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | | Whether present at the previous AGM |
|---|---|---|---|---|---|---|---|---|
| | | | Held | Attended | | Chairperson | Member | |
| 1 | Mr. Ch. Krishna Murthy<br>DIN: 00030274 | Promoter and CMD | 6 | 6 | 1 | 0 | 1 | Yes |
| 2 | Mrs. Ch. Manjula<br>DIN: 01546339 | Promoter and NED | 6 | 6 | 1 | 1 | 0 | Yes |
| 3 | Mr. Ch. Siddartha<br>DIN: 01250728 | Promoter and JMD | 6 | 3 | 1 | 0 | 2 | Yes |
| 4 | Mr. Tirthankar Mitra<br>DIN: 02675454 | NED & ID | 6 | 6 | 1 | 0 | 2 | Yes |





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| S. No. | Name of the Director & DIN | Category of Directorship | Attendance at Board Meeting | | No. of Directorships in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | Number of memberships/ chairpersonship in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | | Whether present at the previous AGM |
|---|---|---|---|---|---|---|---|---|
| | | | Held | Attended | | Chairperson | Member | |
| 5 | Mr. Chetan Navinchandra Shah (till February 11, 2025)<br>DIN: 08038633 | NED & ID | 6 | 6 | 2 | 1 | 3 | Yes |
| 6 | Mr. V. Vimalanand<br>DIN: 02693721 | NED & ID | 6 | 6 | 1 | 0 | 1 | Yes |
| 7 | Mrs. Sita Vanka<br>DIN: 07016012 | NED & ID | 6 | 6 | 1 | 0 | 0 | No |
| 8 | Mr. Nagabhushan Bhagwati<br>DIN: 01564347<br>(from August 28, 2024) | NED & ID | 6 | 2 | 1 | - | - | Yes |

Notes:

a. Chairman & Managing Director (CMD), Joint Managing Director (JMD), Non-Executive Director (NED) and Independent Director (ID)

@ During the 2024-25, Mr. Chetan Shah was an Independent Director of a listed company Focus Lighting and Fixtures Limited and none of the other Directors were Directors of other listed companies.

### Board Procedure

To facilitate seamless scheduling and efficient conduct of meetings, the annual calendar for Board and Committee meetings is circulated and agreed upon at the beginning of the year. This proactive approach ensures alignment among Board members and enables structured planning for critical discussions and decision-making.

The Company Secretary plays a pivotal role in tracking and monitoring Board and Committee proceedings to ensure adherence to the defined terms of reference. All decisions taken during the meetings are meticulously recorded in the minutes, maintaining accuracy and transparency. The terms of reference for the Board and its Committees are periodically reviewed and updated to align with evolving statutory and regulatory requirements, ensuring that governance practices remain robust and in compliance with prevailing laws.

Meeting effectiveness is reinforced through a well-structured agenda, timely circulation of relevant materials, comprehensive presentations, and systematic tracking of action items. These measures enhance informed decision-making and accountability at every meeting. Additionally, depending on the agenda, members of the senior leadership team attend meetings as invitees, fostering cross-functional collaboration, reinforcing accountability, and providing valuable strategic insights.

The Board plays a crucial role in shaping the Company's strategic direction. To support informed decision-making, the Managing Director and Joint Managing Director provide the Board with a comprehensive overview of the Company's performance on a quarterly basis. This regular briefing ensures that Board members remain well-informed about the Company's financial health, operational progress, and key developments.

In fulfilling its governance responsibilities, the Board periodically reviews the corporate strategy, annual business plan, business performance, and key aspects of the Company's subsidiary. It also evaluates critical areas such as quality management, customer-centric initiatives, capital expenditure budgets, risk management, safety, and environmental sustainability. Furthermore, the Board reviews compliance reports on applicable laws, internal financial controls, financial reporting systems, and minutes from subsidiary Board meetings. Key financial statements, including quarterly, half-yearly, and annual results, are also deliberated upon and approved during these meetings.

Beyond the mandatory disclosures outlined under Regulation 17(7) and Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Board is kept apprised of significant corporate events and approvals, ensuring comprehensive oversight of the Company's operations and governance framework.

### Board Meetings

During the financial year 2024-25, the Board convened six (6) meetings, as detailed below. The interval between any two consecutive meetings did not exceed one hundred and twenty days, ensuring full compliance with all applicable regulatory requirements. Each meeting was conducted in accordance with

the prescribed legal framework, with the necessary quorum duly present at all times. Additionally, to facilitate seamless participation, the option of Video Conferencing (VC) was made available for all Board meetings.

| Date of the Meeting | Board Strength | No. of Directors Present |
|---|---|---|
| May 25, 2024 | 7 | 7 |
| August 14, 2024 | 7 | 7 |
| August 19, 2024 | 7 | 6 |
| August 28, 2024 | 7 | 6 |
| November 11, 2024 | 8 | 7 |
| January 24, 2025 | 8 | 8 |

During the financial year 2024-25, all information specified under Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been duly presented to the Board for its consideration. Additionally, the Board conducts periodic reviews of compliance reports to ensure adherence to all applicable laws and regulatory requirements governing the Company.

### Disclosure of relationship between directors inter-se

Mr. Ch. Krishna Murthy, Mrs. Ch. Manjula and Mr. Ch. Siddartha are relatives of each other in terms of Section 2(77) of the Companies Act, 2013. Except for them, no other Directors have any familial or inter-se relationships with each other.

### Shares held by Non-Executive Directors

Mrs. Ch. Manjula, Promoter and Non-Executive Director, holds 81,93,228 equity shares of ₹ 2/- each (12.17%) of the Company as on March 31, 2025.

### Appointment/Re-appointment of Directors

In accordance with Regulation 26(4) and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, as well as Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), details of Directors seeking appointment or re-appointment at this Annual General Meeting (AGM) are provided in the Notice of the AGM, which forms an integral part of this Annual Report.

### Web-link where details of familiarisation programmes imparted to Independent Directors:

https://vishnuchemicals.com/wp-content/uploads/2025/03/Familiarization-Program-for-IDs-dt-31032025.pdf

### Board skills / expertise / competencies

The Board strives to maintain an optimal composition of Directors, ensuring a diverse and balanced mix of skills, experience, expertise, and competencies relevant to the Company's business and its governance responsibilities. The Board has adopted a skills matrix to assess the collective proficiency of its members, aligning their individual expertise with the Company's strategic objectives and operational requirements. The details of the skills, expertise, and competencies of the respective Directors, as per the adopted matrix, are as follows:

| Board of Directors | Industry expertise (Chemical Manufacturing and Development) | Sales, Marketing and Market Strategy | Executive leadership and Board experience | Strategy & Risk Management | Corporate Governance | Expertise in financial matters | Health, safety, environment and sustainability | M&A/ Capital Markets |
|---|---|---|---|---|---|---|---|---|
| Mr. Ch. Krishna Murthy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mrs. Ch. Manjula | ✓ | - | ✓ | - | ✓ | - | ✓ | - |
| Mr. Ch. Siddartha | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. Tirthankar Mitra | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | - |
| Mr. Chetan Navinchandra Shah* | - | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| Mr. V.Vimalanand | - | - | ✓ | ✓ | ✓ | - | ✓ | - |
| Mrs. Sita Vanka | - | - | ✓ | - | ✓ | - | ✓ | - |
| Mr. Nagabhushan Bhagwati | - | - | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

*Ceased w.e.f February 11, 2025

### Independence of Directors

The Company has received declarations from its Independent Directors, confirming that they meet the independence criteria as stipulated under Section 149(6) of the Companies Act, 2013, read with Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Furthermore, in compliance with Regulation 25(8) of the Listing Regulations, the Independent Directors have affirmed that they are not aware of any existing or reasonably anticipated circumstances or situations that could impair or affect their ability to effectively discharge their duties.

In the opinion of the Board, the Independent Directors meet the conditions of independence as specified under the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. They remain independent of the management, ensuring objective and unbiased decision-making in the best interests of the Company and its stakeholders.

Furthermore, in compliance with Section 150 of the Companies Act, 2013, read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors have registered their names in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. A formal letter of appointment, as prescribed under the Companies Act, 2013, has been issued to each Independent Director, and the same has been made available on the Company's website. viz. https://vishnuchemicals.com/wp-content/uploads/2022/12/Terms-and-conditions-of-appointment-of-independent-directors_with-annexures.pdf

In compliance with Regulation 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Independent Directors of the Company do not hold directorships as Independent Directors in more than seven listed companies. Additionally, the Executive Directors of the Company do not serve as Independent Directors in any other listed entity.

During the financial year 2024-25, a meeting of the Independent Directors was convened on May 25, 2024. In this meeting, the Independent Directors, inter alia, assessed the performance of the Non-Independent Directors, the Board as a whole, and the Chairman of the Company. This evaluation was conducted while considering the perspectives of both Executive and Non-Executive Directors to ensure a comprehensive and balanced review.

### Code of conduct

The Board has laid down Code of Conduct for its Directors and Senior Management of the Company. The text of the Code of Conduct is uploaded on the website of the Company at https://vishnuchemicals.com/wp-content/uploads/2021/03/Code-of-Conduct-updated-12022021.pdf

The Directors and Senior Management personnel have affirmed compliance with the Code applicable to them during the year ended March 31, 2025. The Annual Report of the Company contains a Certificate duly signed by the Chairman & Managing Director in this regard.

### Committees of the Board

The Board of Directors has established specialised Committees to oversee key areas of the Company's operations that require focused attention and closer review. These Committees are constituted with the approval of the Board and operate under well-defined Charters that outline their roles, responsibilities, and scope of authority.

Each Committee plays a vital role in the effective management and governance of the Company, ensuring the seamless execution of its day-to-day affairs. The Committees convene at regular intervals to deliberate on critical matters and undertake necessary actions as mandated by the Board. To maintain transparency and ensure alignment with the Company's strategic objectives, the minutes of all Committee meetings are duly presented to the Board for review and noting.

The Company has seven Board Level Committees:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. Finance Committee
7. Investment Committee

### Audit Committee

The Audit Committee plays a crucial role in assisting the Board in fulfilling its corporate governance and oversight responsibilities. It ensures the integrity of the Company's financial reporting process, evaluates the effectiveness of internal controls and risk management systems, and oversees both internal and external audit functions.

The Committee operates in accordance with its Charter/Terms of Reference, which clearly define its composition, authority, responsibilities, and reporting framework. Its scope encompasses all matters outlined under Section 177 of the Companies Act, 2013, as well as Regulation 18(3) read with Part C of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations. Through its diligent oversight, the Audit Committee strengthens financial accountability, regulatory compliance, and risk mitigation within the organisation.

### Terms of Reference

The Audit Committee of the Company is responsible for supervising the Company's internal controls and financial reporting process and inter alia, performs the following functions:

- Oversight of the Company's financial reporting process and disclosure of its financial information;
- Review of the Company's accounting policies, internal accounting controls, financial and such other matters;
- Review the functioning of Whistleblower Mechanism of the Company which shall include the Vigil Mechanism for Directors and employees to report genuine concerns in the prescribed manner;
- Discuss and review, with the management and auditors, the annual/quarterly Financial Statements before submission to the Board;

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- Hold timely discussions with external auditors regarding critical accounting policies and practices, significant reporting issues and judgements made, nature and scope of audit;
- Evaluate auditors' performance, qualification, independence and effectiveness of audit process;
- Recommend to the Board, the appointment, re-appointment, removal of the external auditors, fixation of audit fees and also approval for payment of audit and non-audit services;
- Scrutinise inter-corporate loans and investments, and review the utilisation of loans and/or advances from/investment by the holding company in the subsidiary;
- Reviewing the adequacy of internal control system, internal audit function and risk management function;
- Discussion with internal auditors of any significant findings and follow up thereon;
- Provide guidance to the Compliance Officer for setting forth policies and implementation of Code of Conduct for Prevention of Insider Trading. Reviewing compliance with the provisions of SEBI (Prohibition of Insider Trading) Regulations, 2015, atleast once in a financial year and verifying that the systems for Internal Controls are adequate and are operating effectively;
- Review the significant related party transactions;
- Valuation of undertakings or assets of the listed entity, wherever it is necessary;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Approve the appointment of the Chief Financial Officer after assessing the qualifications, experience and background of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Reviewing the utilisation of loans and/ or advances from/ investment by the holding company in the subsidiary exceeding ₹ 100 Cr or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision.
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.

Further pursuant to Regulation 18(2)(c) of the Listing Regulations, the Audit Committee is empowered to investigate any activity within its terms of reference, seek information it requires from any employee, obtain outside legal or other Independent professional advice and secure attendance of outsiders with relevant expertise, if considered necessary. Apart from the above, the Audit Committee also exercises the role and powers entrusted upon it by the Board of Directors from time to time.

During the financial year under review, Audit Committee met five (5) times i.e. on May 25, 2024, August 14, 2024, August 28, 2024, November 11, 2024 and January 24, 2025. Composition and attendance of directors is as under:

| S. No. | Name of the Audit Committee Member | No. of meetings held | No. of meetings attended |
|---|---|---|---|
| 1 | Mr. Chetan Shah, C&ID* | 5 | 5 |
| 2 | Mr. Tirthankar Mitra, ID | 5 | 5 |
| 3 | Mr. Ch. Siddartha, JMD | 5 | 2 |
| 4 | Mr. V. Vimalanand, ID | 5 | 5 |
| 5 | Mr. Nagabhushan Bhagwati** | - | - |

Note:

C - Chairperson, ID - Independent Director, JMD - Joint Managing Director

Throughout the year the composition of the Committee is in conformity with Section 177 of the Act read with rules made thereunder and Regulation 18(1) of the Listing Regulations. The Audit Committee consists of Independent Directors and Joint Managing Director as members and all the members of the Committee are financially literate.

*Mr. Chetan Shah, ceased to Independent Director of Company wef February 11, 2025 on completion of his second term of appointment & thereby ceased to be member of Audit Committee.

**The Board of Directors in their meeting held on January 24, 2025 appointed Mr. Nagabhushan Bhagwati as Chairman & Member of Audit Committee wef February 12, 2025.

The Company Secretary of the Company is secretary to the Committee. Internal Auditors, Statutory Auditors, Secretarial Auditors and Cost Auditors are invited for Audit Committee meetings on need basis.

### Nomination and Remuneration Committee

The terms of reference of the Nomination and Remuneration Committee (NRC) covers the areas as prescribed under Section 178 of the Act and Regulation 19 of Listing Regulations, besides other terms as referred by the Board of Directors and include formulation of criteria for determining qualifications, positive attributes and independence of a director and recommending to the Board a policy relating to the remuneration for the directors, key managerial personnel and other senior employees; formulation of criteria for evaluation of Independent Directors and the Board; devising a policy on diversity of Board of Directors; identification of persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommending to the Board their appointment, removal and noting their cessation; recommending to the Board on extension or continuation of the terms of appointment of the independent directors; recommend to the board, all remuneration, in whatever form, payable to senior management; and carrying out any other function as is referred by the Board from time to time or enforced by any statutory notification / amendment or modification as may be applicable.

During the financial year under review, Nomination and Remuneration Committee met two (2) times i.e. on May 25, 2024 and August 28, 2024. Composition and attendance of directors is as under:

| S. No. | Name of NRC Member | No. of meetings held | No. of meetings attended |
|---|---|---|---|
| 1 | Mr. Tirthankar Mitra, C&ID | 2 | 2 |
| 2 | Mr. Ch. Manjula, NED | 2 | 1 |
| 3 | Mr. Chetan Shah, ID* | 2 | 2 |
| 4 | Mr. V. Vimalanand, ID | 2 | 2 |
| 5 | Mr. Nagabhushan Bhagwati, ID** | - | - |

Note:

C – Chairperson, ID - Independent Director, NED – Non-Executive Director

Throughout the year the composition of the Committee is in conformity with Section 178 of the Act and Regulation 19 of the Listing Regulations. The Company Secretary of the Company is secretary to the Committee.

The minutes of the meetings of the Nomination and Remuneration Committee are circulated to all the members of the Committee. As per section 178(7) of the Act and Secretarial Standards, the Chairman of the Committee or, in his absence, any other Member of the Committee authorised by him in this behalf shall attend the General Meetings of the Company. The Chairperson of the Committee, Mr. Tirthankar Mitra was present at the 31st Annual General Meeting of the Company held on September 27, 2024.

*Mr. Chetan Shah, ceased to Independent Director of Company wef February 11, 2025 on completion of his second term of appointment & thereby ceased to be member of Nomination & Remuneration Committee.

**The Board of Directors in their meeting held on January 24, 2025 appointed Mr. Nagabhushan Bhagwati as Member of Nomination & Remuneration Committee wef February 12, 2025.

### Performance evaluation criteria for Independent Directors

The performance evaluation of the Independent Directors was carried out by the entire Board. The criteria for performance evaluation are as follows:

a. Qualifications: Professional qualifications;

b. Experience: Experience relevant to the entity;

c. Knowledge and Competency:

   i. How the person fares for effective functioning of the entity and the Board; and

   ii. Whether the person has sufficient understanding and knowledge of the entity and fulfilment of the independence criteria as specified in these regulations and their independence from the management;

d. Fulfilment of functions: Whether the person understands and fulfils the functions assigned to him/her as by the Board and the law;

e. Ability to function as a team: Whether the person is able to function as an effective team- member;

f. Initiative: Whether the person actively takes initiative with respect to various areas;

g. Availability and attendance: Whether the person is available for meetings of the Board and attends the meeting regularly and timely, without delay;

h. Commitment: Whether the person is adequately committed to the Board and the entity;

i. Contribution: Whether the person contributed effectively to the entity and in the Board meetings;

j. Integrity: Whether the person demonstrates highest level of integrity (including conflict of interest disclosures, maintenance of confidentiality, etc.);

k. Independence: Whether person is independent from the entity and the Management and there is no conflict of interest; and

l. Independent views and judgment: Whether the person exercises his/ her own judgment and voices opinion freely.

### Remuneration Policy

The Nomination and Remuneration policy of your Company is a comprehensive policy which is competitive, in line with the industry practices and rewards good performance of the employees of the Company. The objective of the Company's

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remuneration policy is to attract, motivate and retain qualified and expert individuals that the Company needs in order to achieve its strategic and operational objectives, whilst acknowledging the societal context around remuneration and recognising the interests of Company's stakeholders.

The Non-Executive Directors (NED) are remunerated by way of sitting fee for each meeting attended and are also reimbursed out of pocket expenses incurred by them in connection with the attendance of the Company's Meetings. A copy of the Nomination & Remuneration Policy is available on the website of the company https://vishnuchemicals.com/wp-content/uploads/2023/02/NRC-Policy-dt-09022018-updated-on-10022023.pdf

### Directors' Remuneration

The details of remuneration to the Directors for the financial year ended March 31, 2025.

**i) For Executive Directors:**

The elements of remuneration package of Managing Directors are as under:

₹ in Lakhs

| Particulars | Mr. Ch. Krishna Murthy Managing Director | Mr. Ch. Siddartha Joint Managing Director |
|---|---|---|
| Salary (Including perquisites) | 192.00 | 67.68 |
| Commission | 0 | 0 |
| Contribution to Provident Fund and Superannuation Fund | 0 | 4.32 |
| Other Benefits | 0 | 0 |
| **Total** | **192.00** | **72.00** |

Managing Director & Joint Managing Director are under contract of employment with the company with three months' notice period. There is no severance fee payable to the Executive Directors. The Company does not have any stock option scheme.

**ii) For Non-Executive Directors:**

The sitting fee is paid to the Non-Executive Directors for attending the Board meeting is ₹ 40,000/-; ₹ 40,000/- for attending Audit Committee meeting; and no sitting fee is paid for Nomination & Remuneration Committee, CSR Committee and Stakeholders Relationship Committee and other Committee meetings. Apart from sitting fee, Non-Executive Directors are entitled to claim reimbursement of out of pocket expenses incurred for the purpose of attending various meetings and no remuneration/ commission is paid to the Non-Executive Directors during the financial year 2024-25 and the company does not have any stock option scheme.

(₹ in lakhs)

| Non-executive Directors | Sitting Fees |
|---|---|
| Mrs. Ch. Manjula | 2.40 |
| Mr. Tirthankar Mitra | 4.00 |
| Mr. Chetan Shah | 4.00 |
| Mr. V. Vimalanand | 4.00 |
| Mrs. Sita Vanka | 2.40 |
| Mr. Nagabhushan Bhagwati | 0.80 |
| **Total** | **17.60** |

### Stakeholders' Relationship Committee

The Stakeholders Relationship Committee ('SRC') looks into various aspects of interest of shareholders.

The terms of reference of the SRC are as under:

- Resolving the grievances of the security holders including complaints related to transfer/transmission of shares / debentures, non-receipt of annual report, non-receipt of declared dividends, issue of new/ duplicate certificates, general meetings etc;
- Reviewing details of transfer of unclaimed dividend / securities to the Investor Education and Protection Fund;
- Reviewing the transfer, transmission, dematerialisation of securities;
- Reviewing measures taken for effective exercise of voting rights by shareholders;
- Reviewing adherence to the service standards in respect of various services being rendered by the Registrar & Share Transfer Agent;
- Reviewing various measures and initiatives taken for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;
- To approve issue of duplicate certificates.

During the financial year under review, SRC met four (4) times i.e. on May 25, 2024, August 14, 2024, November 11, 2024 and January 24, 2025. Composition and attendance of directors is as under:

| S. No. | Name of the SRC Member | No. of meetings held | No. of meetings attended |
|---|---|---|---|
| 1 | Mrs. Ch. Manjula, C & NED | 4 | 4 |
| 2 | Mr. Ch. Krishna Murthy, CMD | 4 | 3 |
| 3 | Mr. Ch. Siddartha, JMD | 4 | 2 |
| 4 | Mr. Tirthankar Mitra, NED&ID | 4 | 4 |

Note:

C – Chairperson, ID - Independent Director, NED – Non-Executive Director, CMD – Chairman and Managing Director, JMD – Joint Managing Director.



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### Status of Investor Complaints

The status of Investor Complaints as on March 31, 2025 as reported under Regulation 13(3) of the Listing Regulations is as under:

| | |
|---|---|
| Number of shareholders complaints pending at beginning of the year | NIL |
| Number of shareholders complaints received during the year | 3 |
| Number of complaints solved to the satisfaction of the shareholders | 3 |
| Number of pending complaints | NIL |

### Corporate Social Responsibility Committee

The Committee is responsible for overseeing corporate social responsibility (CSR) initiatives and other related matters as assigned by the Board of Directors. It operates in accordance with the provisions of Section 135 of the Companies Act, 2013, and plays a key role in ensuring the effective implementation of the Company's CSR objectives.

The key responsibilities of the Committee include:

- **CSR Policy Formulation & Implementation:** Developing and recommending a Corporate Social Responsibility (CSR) Policy to the Board, outlining the initiatives to be undertaken in alignment with Schedule VII of the Companies Act, 2013, and its associated Rules.
- **Budget & Action Plan Approval:** Proposing the annual CSR budget and action plan, including the allocation of funds for approved projects and initiatives.
- **Monitoring & Compliance:** Overseeing the implementation of the CSR Policy, evaluating its impact, and ensuring compliance with statutory requirements.

During the financial year under review, the Committee convened two meetings—on May 25, 2024, and January 24, 2025. The composition of the CSR Committee and details of member attendance are as follows:

| S. No. | Name of CSR Member | No. of meetings held | No. of meetings attended |
|---|---|---|---|
| 1 | Mr. Chetan Shah, C&ID* | 2 | 2 |
| 2 | Mr. Ch. Krishna Murthy, CMD | 2 | 1 |
| 3 | Mrs. Ch. Manjula, NED | 2 | 2 |
| 4 | Mr. Nagabhushan Bhagwati** | 2 | 0 |

Note:

C – Chairperson, ID - Independent Director, NED – Non-Executive Director, CMD – Chairman and Managing Director

*Mr. Chetan Shah, ceased to Independent Director of Company wef February 11, 2025 on completion of his term of appointment thereby ceased to be chairman & member of Corporate Social Responsibility Committee.

**The Board of Directors in their meeting held on January 24, 2025 appointed Mr. Nagabhushan Bhagwati as Chairman & Member of Corporate Social Responsibility wef February 12, 2025.

### Risk Management Committee

The Risk Management Committee (RMC) has been constituted in accordance with Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Part D of Schedule II. The Committee is responsible for framing, implementing, and monitoring the Company's risk management framework to ensure proactive identification, assessment, and mitigation of potential risks.

The Committee has formulated a Risk Management Policy, which outlines various categories of risks faced by the Company in its daily operations, along with corresponding mitigation measures. The policy provides a structured approach to risk assessment, ensuring the adoption of effective control mechanisms and preventive strategies.

The Company maintains robust internal control systems and procedures to address and mitigate risks effectively. Additionally, risk management processes are reviewed on a quarterly basis by the Audit Committee and the Board of Directors as part of the evaluation of the Company's Quarterly Financial Results. This ensures ongoing oversight and continuous improvement in risk management practices.

The terms of reference of RMC are as under:

1. To formulate a detailed risk management policy which shall include:
   a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
   b. Measures for risk mitigation including systems and processes for internal control of identified risks.
   c. Business continuity plan.
2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;
4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

**'ANNEXURE H' (CONTD.)**

5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.

7. The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

During the financial year under review, Risk Management Committee met two (2) times i.e., on May 25, 2024 and November 11, 2024. Composition and attendance of the members of RMC is as under:

| S. No. | Name of the RMC Member | No. of meetings held | No. of meetings attended |
|---|---|---|---|
| 1 | Mr. Ch. Krishna Murthy, C & CMD | 2 | 1 |
| 2 | Mr. Ch. Siddartha, JMD | 2 | 0 |
| 3 | Mr. Tirthankar Mitra, NED&ID | 2 | 2 |
| 4 | Mrs. Ch. Manjula, NED | 2 | 2 |
| 5 | Mr. CPC Kamalakara Rao, D(O) | 2 | 2 |
| 6 | Mr. T. Ramakrishna, D(C& C) | 2 | 2 |
| 7 | Mr. Mahesh Bhatter, CFO | 2 | 2 |

Notes:

a. C – Chairperson, ID - Independent Director, NED – Non-Executive Director, CMD – Chairman and Managing Director, JMD – Joint Managing Director, D(O)- Director(Operations), D(C&C)- Director(Commercial & Corporate Affairs), CFO- Chief Financial Officer.

Throughout the year the composition of the Committee is in conformity with SEBI LODR Regulations, 2015. The RMC consists of Directors and Senior Management of the Company as members. Mr. Ch. Krishna Murthy, Managing Director is the Chairman of the Committee; Mr. T. Ramakrishna, Director (Commercial & Corporate Affairs) of the Company is designated as Chief Risk Officer and the Company Secretary of the Company is the Secretary to the Committee.

### Finance Committee

Mr. Ch. Krishna Murthy, Chairman & Managing Director, Mrs. Ch. Manjula, Non-Executive Director and Mr. Ch. Siddartha, Joint Managing Director are the members of the Committee. During the year under review, the Committee met three (3) times i.e. on May 16, 2024, March 3, 2025 and March 28, 2025. The Committee was constituted, inter alia, to exercise the powers specified in clauses (d) to (f) of sub-section (3) of section 179 of the Companies Act, 2013.

### Investment Committee

Mr. Ch. Krishna Murthy, Chairman & Managing Director, Mr. Ch. Siddartha, Joint Managing Director and Mr. Chetan Shah*, Independent Director are the members of the Committee. The Committee was constituted on May 3, 2023, inter alia, to exercise the powers specified in clauses (d) to (f) of sub-section (3) of section 179 of the Companies Act, 2013 w.r.t enter into transaction with the Company's related party including but not limited to its subsidiaries and associates entities, wherein, the Company may transfer its resources to such related party in permitted form and manner including (a) granting of loan, (b) giving guarantee, (c) subscribing to the share capital, convertible instrument and/or debt instrument of such related party as maybe deem fit in adherence to the provisions Section 186 and 188 of the Companies Act, 2013 and SEBI Listing Regulations. During the year, no meetings were held by the Committee.

*Mr. Chetan Shah, ceased to Independent Director of Company wef February 11, 2025 on completion of his term of appointment thereby ceased to be member of Investment Committee.

The Board of Directors in their meeting held on January 24, 2025 appointed Mr. Nagabhushan Bhagwati as Member of Investment Committee wef February 12, 2025.

### Compliance Officer

Ms. Vibha Shinde, Company Secretary & Compliance Officer, is the Compliance Officer for complying with the requirements of the Securities Laws. She acts as the Secretary to all the mandatory sub-committees of the Board.

### General Meetings

(a) Location, time and venue where last three Annual General Meetings held:

| Financial Year | Date & Time of AGM | Venue of AGM |
|---|---|---|
| 2023-24 | Friday, September 27, 2024 at 11.00 AM(IST) | Held via two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') deemed venue is the registered office situated at Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 096 |
| 2022-23 | Friday, August 11, 2023 at 11.00 AM (IST) | Held via two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') deemed venue is the registered office situated at Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 096 |
| 2021-22 | Friday, July 15, 2022 at 2.30 P.M.(IST) | Held via two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') deemed venue is the registered office situated at Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 096 |

(b) The details of Special Resolution(s) passed at the last three Annual General Meetings are as follows:

| | |
|---|---|
| In 31st AGM held on September 27, 2024 | • To increase the borrowing limits of the Company under Section 180(1) (c) of the Companies Act, 2013<br>• To seek approval under Section 180(1) (a) of the Companies Act, 2013 inter alia for creation of mortgage or charge on the assets, properties or undertaking(s) of the Company<br>• To appoint Mr. Nagabhushan Bhagwati (DIN:01564347) as an Independent Director of the Company<br>• To approve variation of terms/ rights of existing 76637500 7 % Cumulative Redeemable Preference Shares ("CRPS") and consequent issuance of Compulsory Convertible Preference Shares ("CCPS") to the existing Cumulative Redeemable Preference Shareholders |
| In 30th AGM held on August 11, 2023 | • To approve re-appointment of Mr. Veeramachaneni Vimalanand (DIN: 02693721) as an Independent Director of the Company. |
| In 29th AGM held on July 15, 2022 | • To appoint Mr. Veeramachaneni Vimalanand (DIN:02683721) as an Independent Director of the Company.<br>• To appoint Mrs. Sita Vanka (DIN:07016012) as an Independent Director of the Company.<br>• To approve re-appointment of Mr. Tirthankar Mitra (DIN: 02675454) as an Independent Director of the Company.<br>• To approve re-appointment of Mr. Chetan Navinchandra Shah (DIN:08038633) as an Independent Director of the Company.<br>• To approve increase in remuneration of Mr. Ch. Krishna Murthy (DIN:00030274), Managing Director of the Company.<br>• To approve variation of terms of 7,66,37,500 7% Cumulative Redeemable Preference Shares of the Company |

(c) During the year, no resolutions were passed through postal ballot.

(d) During the financial year there were no Extraordinary General Meetings held.

### Means of communication

**Financials Calendar (Tentative):**

- Unaudited results for 1st quarter of next Financial Year – by August 14, 2025
- Unaudited results for 2nd quarter of next Financial Year – by November 14, 2025
- Unaudited results for 3rd quarter of next Financial Year – by February 14, 2026
- Audited results for next Financial Year – by May 29, 2026

The quarterly unaudited results and annual audited results are published in Financial Express and in the regional newspaper –Nava Telangana and are displayed on the website of the Company www.vishnuchemicals.com. Official press releases and official media releases, if any, are sent to Stock Exchanges and are uploaded on the website of the Company along with the presentations made to institutional investors or to analysts, if any.

The Management Discussion and Analysis Report forms part of the Board's Report.

### General shareholder information

**Annual General Meeting:**

| | |
|---|---|
| Day & Date | - Thursday, August 14, 2025 at 11.00 AM (IST) |
| Venue | - In accordance with the General Circular No. 14, 17 & 20 dated April 8, 2020, April 13, 2020 & May 5, 2020 respectively, issued by the MCA read with Circular no. 09/2024 dated September 19, 2024, amendments thereof, the AGM will be held through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') |
| Financial Year | - 2024-25 (April 1, 2024 to March 31, 2025) |
| Record Date | - Friday, August 8, 2025 |
| Dividend for the last three years | - 2023-24 : 15%<br>2022-23 : 20%<br>2021-22 : 20% |

'ANNEXURE H' (CONTD.)

### Name and address of Stock Exchanges where the shares of the Company are listed

| | |
|---|---|
| BSE Limited | National Stock Exchange of India Limited |
| Phiroze Jeejeebhoy Towers | Exchange Plaza |
| Dalal Street | Bandra Kurla Complex |
| Mumbai- 400 001 | Bandra (E), Mumbai - 400 051 |

| | |
|---|---|
| **BSE Limited** | - Scrip Code: 516072 |
| **National Stock Exchange of India Ltd** | - VISHNU |
| **ISIN for the Equity Shares** | - INE270I01022 |

The Company has paid listing fee to both Stock Exchanges for the financial year 2024-25.

### Share Transfer System

The requests received for deletion of name, transmission of shares, split and issue of duplicate share certificates are processed and dispatched to the shareholders within a maximum period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. All the valid deletion of name, transmission of shares, split and issue of duplicate share certificates are approved by Stakeholders Relationship Committee.

The shares of the Company can be transferred / traded only in dematerialised form. Shareholders holding shares in physical form are advised to avail the facility of dematerialisation.

Members may also refer to Frequently Asked Questions ("FAQs") on Company's Website https://www.vishnuchemicals.com/investors/#1571313077497-a1a918a7-6e88

### Dematerialisation of shares and liquidity

6,71,37,609 (NSDL: 4,50,23,751; CDSL: 2,21,13,858) equity shares are in demat form i.e. 99.73% of the total paid-up capital of the Company and the shares of the company are traded on BSE and NSE. The Company had entered into agreements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) whereby shareholders can dematerialise their shares with either of the Depositories. Shareholders who continue to hold shares in physical form are requested to dematerialise their shares at the earliest and avail the benefits of dealing in shares in demat form. For convenience of shareholders, the process of getting the shares dematerialised is uploaded on website of the company www.vishnuchemicals.com.

### Nomination

Individual shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Procedure for the same is as under:

As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to cancel the earlier nomination and record a fresh nomination, he may submit the same in Form SH-14 through their registered email id. The said forms can be downloaded from the Company's website at https://vishnuchemicals.com/investors/#1571313077497-a1a918a7-6e88 or https://www.bigshareonline.com/Resources.aspx Members are requested to submit the said form to their respective DPs in case the shares are held in electronic form and to the Registrar at bsshyd1@bigshareonline.com in case the shares are held in physical form, quoting your folio no.

### Distribution of Shareholding (in ₹) as on March 31, 2025:

| Shareholding of Nominal in ₹ | Number of Shareholders | Percentage of total shareholders | Share Amount in ₹ | Percentage of total share capital |
|---|---|---|---|---|
| Upto 5000 | 29485 | 97.21 | 1,05,08,684 | 7.81 |
| 5001-10000 | 421 | 1.38 | 31,00,876 | 2.30 |
| 10000-20000 | 197 | 0.64 | 29,68,466 | 2.20 |
| 20001-30000 | 67 | 0.22 | 17,22,368 | 1.28 |
| 30001-40000 | 30 | 0.09 | 11,18,438 | 0.83 |
| 40001-50000 | 27 | 0.08 | 12,45,876 | 0.93 |
| 50001-100000 | 45 | 0.14 | 32,81,690 | 2.44 |
| 100001 and above | 57 | 0.18 | 11,06,84,170 | 82.21 |
| **TOTAL** | **30329** | **100.00** | **13,46,30,568** | **100.00** |



'ANNEXURE H' (CONTD.)

### Pattern of Shareholding as on March 31, 2025:

| Category | No. of Shares | % of shareholding |
|---|---|---|
| Promoters | 4,65,85,619 | 69.21 |
| Other Entities of the Promoter Group | - | - |
| Proprietary Firm | - | 0.00 |
| Mutual Funds and UTI | 32,41,522 | 4.82 |
| Banks, Financial Institutions, States and Central Government | - | - |
| Insurance Companies | 6,76,800 | 1.00 |
| Foreign Institutional Investors and Foreign Portfolio Investors - Corporate | 5,53,937 | 0.82 |
| NRI's / OCB's / Foreign Nationals | 6,59,863 | 0.98 |
| Corporate Bodies / Trust | 16,56,193 | 2.46 |
| Indian Public and Others | 1,27,27,391 | 18.91 |
| Alternate Investment Fund | 6,00,000 | 0.89 |
| IEPF account | 5,73,350 | 0.85 |
| Clearing Members | 40,609 | 0.06 |
| **Grand Total** | **6,73,15,284** | **100** |

### Address for correspondence from shareholders:

**Regd. & Corporate Office of the Company:**

H.No. 8-2-293/82/F/23-C, Plot No. 23,

Road No. 8, Film Nagar, Jubilee Hills,

Hyderabad, Telangana - 500096

Phone: 040 23396817/ 23327723/29

Mail id: vishnu@vishnuchemicals.com

Website: www.vishnuchemicals.com

**Registrar and Share Transfer Agents:**

Bigshare Services Pvt. Ltd

306, Right Wing, 3rd Floor, Amrutha Ville,

Opp.Yashoda Hospital, Somajiguda,

Rajbhavan Road, Hyderabad – 500082, India

Phone No: 040 401 44582

Mail id: bsshyd1@bigshareonline.com

Web: www.bigshareonline.com

### Plant Locations:

**Kazipally Plant:**

Survey No.15, Gaddapotharam
Medak District, Telangana - 502319

**Vizag Plant:**

Plot No.29, J.N.Pharma City, IOCL Road, Visakhapatnam (Dist.), Andhra Pradesh – 531019

**Bhilai Plant:**

Survey No.18-26, Nandini Road, Bhilai, Chattishgarh - 490026

### Other disclosures

a. Corporate governance requirements as specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 have been complied with. For details please verify the Annual Corporate Governance Report uploaded on the Stock Exchanges and a copy of the same is made available on website of the company www.vishnuchemicals.com.

b. Disclosure on materially significant related party transactions:

There were no materially significant related party transactions which may have potential conflict with the interests of the Company. The Company maintains a Register of Contracts containing the transactions, if any in which the directors are interested and same is placed before the Board. The transactions with related parties as covered under Indian Accounting Standard are disclosed in Note 39 forming part of the financial statements. Web-link for the Policy on dealing with related party transactions is https://www.vishnuchemicals.com/investors/#Policies

Further during the year there were no transactions with the entities belonging to the promoter or promoter group which holds 10% or more shareholding in the company.

c. Since the company has not issued any debt instruments and has not had any fixed deposit programme or any scheme or proposal that involves mobilisation of funds, disclosure of credit rating is not applicable.

**'ANNEXURE H' (CONTD.)**

d. Disclosure of non-compliance by company:

There were no strictures or penalties imposed on the Company by either Stock Exchanges or SEBI or any Statutory Authority for non-compliance on any matter related to Capital Market during the last three years except an advisory from National Stock Exchange of India Limited towards 2nd proviso to Regulation 167(1) of SEBI (ICDR) Regulations, 2018.

e. Whistle Blower Policy/ Vigil mechanism:

In terms of the requirements of the Companies Act, 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company has a vigil mechanism to deal with instance of fraud and mismanagement, if any. The details of the vigil mechanism are displayed on the website of the Company. The Audit Committee reviews the functioning of the vigil / whistle blower mechanism from time to time. There were no allegations / disclosures / concerns received during the year under review in terms of the vigil mechanism established by the Company and no personnel have been denied access to audit committee in this regard.

f. Details of material subsidiary:

The Company has one material unlisted Indian Subsidiary i.e. Vishnu Barium Private Limited (VBPL) w.e.f. April 1, 2019 which was incorporated on May 29, 2001 at Andhra Pradesh. The minutes of the meetings of the subsidiaries are placed at the meetings of the Board of Directors of the Company. Quarterly and Annual Financial Statements of subsidiaries are reviewed by Audit Committee and the Board of Directors. M/s. Jampani & Associates, Chartered Accountants (FRN-016581S) were appointed as the Statutory Auditors of VBPL at its 20th Annual General Meeting held on July 12, 2021.

Web-link for the policy for determining 'material' subsidiaries is https://www.vishnuchemicals.com/investors/#Policies

g. Loans and advances in the nature of loans to firms/ companies in which directors are interested:

The details w.r.t loans and advances in the nature of loans to firms/companies in which directors are interested are disclosed in Note 39 forming part of the financial statements.

h. Commodity price risk or foreign exchange risk and hedging activities:

The Company is subject to commodity price risks due to fluctuation in prices of raw material and packing material. Also, Company's payables and receivables are partly in foreign currencies and due to fluctuations in foreign exchange rates, it is subject to Currency risks. The risks are tracked and monitored on a regular basis and mitigation strategies are adopted in line with the risk management framework. However, the company being a net forex earner the risk of commodity and currency is mitigated via natural hedge.

i. Acceptance of recommendations of Committees by the Board of Directors: In terms of the Listing Regulations, there have been no instances during the year when the recommendations of any of the Committees were not accepted by the Board.

j. Fees paid to M/s. Jampani & Associates, Statutory Auditors and all entities in the network firm of the Statutory Auditors:

During 2024-25, a total fee of ₹ 41.55 Lakhs was paid by the Company and its subsidiaries, on a consolidated basis, for all services to M/s. Jampani & Associates, Statutory Auditors and all entities in the network firm/network entity of which they are part.

(₹ in Lakhs)

| Services | VCL | VBPL | Total |
|---|---|---|---|
| Statutory Audit Fee | 18.00 | 9.00 | 27.00 |
| For taxation matters & Tax Audit fee | 5.50 | 1.90 | 7.40 |
| Other services | 4.15 | 3.00 | 7.15 |
| **Total** | **27.65** | **13.90** | **41.55** |

l. Risk Management:

The Company has laid down procedures to inform the Board of Directors about the Risk Management and its minimisation procedures. The Audit Committee and the Board of Directors review these procedures periodically. Detailed report on Risk Management forms part of the Board's Report.

m. Code of Conduct for Directors and members of Senior Management:

The Company adopted a Code of Conduct for its Directors and members of senior management. The Code has also been posted on the Company's website. The Chairman & Managing Director has given a declaration that all the Directors and members of senior management have affirmed compliance with the Code of Conduct.

n. CEO/CFO Certification:

A certificate duly signed by Chairman & Managing Director and CFO relating to financial statements and internal control systems for financial reporting as per the format provided in Regulation 17(8) of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 was placed before the Board and was taken on record. A copy of the same is provided in this Annual Report.



**'ANNEXURE H' (CONTD.)**

o. PCS Certificate

Mr. L. Dhanamjaya Reddy, Practicing Company Secretary, proprietor of M/s. L.D.Reddy & Co., Company Secretaries, Hyderabad has certified that none of the directors on the board of the company has been debarred or disqualified from being appointed or continuing as directors of companies by the Securities Exchange Board of India/Ministry of Corporate Affairs or any such statutory authority. A copy of certificate received from him is enclosed to this report.

p. Auditor's Certificate on Corporate Governance:

As required by Schedule V of the Listing Regulations, a certificate from the Practicing Company Secretary is enclosed as Annexure to the Board's Report.

q. Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

The Company has adopted a Policy in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under and has constituted Internal Complaints Committee (ICC) under the said Act. No complaint has been received by the ICC, during the year.

r. The Company has complied with all mandatory requirements of Regulation 34 of the Listing Regulations.

s. Disclosure with respect to demat suspense account/ unclaimed suspense account:

i. Aggregate number of shareholders and the outstanding shares lying in the suspense account at the beginning of the year - Nil.

ii. Number of shareholders who approached listed entity for transfer of shares from suspense account during the year – Nil

iii. Number of shareholders to whom shares were transferred from suspense account during the year – Nil

iv. Aggregate number of shareholders and the outstanding shares lying in the suspense account at the end of the year – Nil

v. That the voting rights on these shares, if any shall remain frozen till the rightful owner of such shares claims the shares.

t. Senior management:

There was no change in the Senior Management during the year 2024-25.

u. Agreements binding on listed entity:

During the year under review, the Company did not enter into any agreements as specified under Clause 5A of Paragraph A, Part A of Schedule III of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For and on behalf of the Board of Directors**

| Sd/- | Sd/- |
|---|---|
| **Ch. Krishna Murthy** | **Ch. Manjula** |
| **Chairman & Managing Director** | **Director** |
| **DIN: 00030274** | **DIN: 01546339** |

Place: Hyderabad
Date: May 15, 2025

# DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board has laid down a Code of Conduct for all Board Members and senior management personnel of the Company. The code of conduct has also been posted on the website of the Company https://vishnuchemicals.com/wp-content/uploads/2021/03/Code-of-Conduct-updated-12022021.pdf. It is further confirmed that all Directors and Senior Management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the financial year ended on March 31, 2025 as envisaged in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**For Vishnu Chemicals Limited**

Sd/-
**Ch. Krishna Murthy**
**Chairman & Managing Director**

Place: Hyderabad
Date: May 15, 2025

# CERTIFICATE ON CORPORATE GOVERNANCE

**To,**
**The Members**
**Vishnu Chemicals Limited**
**H. No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8 Film Nagar,**
**Jubilee hills Hyderabad TG 500096 IN**

We have examined the compliance of the conditions of Corporate Governance by Vishnu Chemicals Limited for the year ended on March 31, 2025 as stipulated under Regulations 17 to 27, Clauses (b) to (i) of sub- regulation (2) of Regulation 46 and para C, D and E of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations).

The Compliance of the Conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedure and implementation thereof, as adopted by the company for ensuring compliance with conditions of corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations, made by the Directors and the management and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the Covid -19 pandemic, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the SEBI Listing Regulations for the year ended on March 31, 2025.

We further state that such compliance is neither an assurance as to the future viability of the company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For L.D.Reddy& Co.,**
Company Secretaries

Sd/-
**L. Dhanamjaya Reddy**
**(Proprietor)**
**M. No. 13104**
**CP No.3752**
**PR:1262/2021**
**UDIN No: A013104G000322028**

Date: May 12, 2025
Place: Hyderabad

# CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS

**To,**
**The Members**
**Vishnu Chemicals Limited**
**H. No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8 Film Nagar,**
**Jubilee hills Hyderabad TG 500096 IN**

**SUB: Certificate under Schedule V(C)(10)(i) of SEBI (Listing Obligations and Disclosure Requirements), 2015**

I, L. Dhanamjaya Reddy, Practicing Company Secretary, proprietor of L.D.Reddy & Co., Company Secretaries, have examined the Company and Registrar of Companies records, books and papers of Vishnu Chemicals Limited (CIN: L85200TG1993PLC046359) having its Registered office at H. No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8 Film Nagar, Jubilee Hills, Hyderabad - 500096, Telangana State, India (the Company) as required to be maintained under the Companies Act, 2013, SEBI Regulations, other applicable rules and regulations made thereunder for the financial year ended on March 31, 2025.

In my opinion and to the best of my information and according to the examinations carried out by me and explanations and representation furnished to me by the Company, its officers and agents, we certify that none of the following Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority as on March 31, 2025:

List of Director of the Company as on March 31, 2025:

| S. No. | DIN | Full Name | Designation |
|---|---|---|---|
| 1 | 00030274 | Mr. Krishna Murthy Cherukuri | Chairman & Managing Director |
| 2 | 01250728 | Mr. Siddartha Cherukuri | Joint Managing Director |
| 3 | 01546339 | Mrs. Manjula Cherukuri | Non- Executive Director |
| 4 | 02675454 | Mr. Tirthankar Mitra | Independent Director |
| 5 | 01564347 | Mr. Nagabhushan bhagawati | Independent Director |
| 6 | 02693721 | Mr. Veeramachaneni Vimalanand | Independent Director |
| 7 | 07016012 | Mrs. Sita Vanka | Independent Director |

**For L.D.Reddy & C o.,**
Company Secretaries

Sd/-
**L. Dhanamjay Reddy**
**(Proprietor)**
**CP. No.3752**
**UDIN: A013104G000322160**

Date: May 12, 2025
Place: Hyderabad

# CEO & CFO COMPLIANCE CERTIFICATE

[Under Regulation 17(8) of SEBI (LODR) Regulations, 2015]

**To,**
**The Board of Directors**
**Vishnu Chemicals Limited**
**Hyderabad**

A. We have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2025 and that to the best of our knowledge and belief:

(1) the statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;

(2) the statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.

C. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

D. We have indicated to the auditors and the Audit Committee:

(1) There were no significant changes in internal control over financial reporting during the year;

(2) There were no significant changes in accounting policies during the year and that the same has been disclosed in the notes to the financial statements; and

(3) There were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Hyderabad
Date: May 15, 2025

Sd/-
**Ch. Krishna Murthy**
**Chairman & Managing Director**

Sd/-
**Mahesh Bhatter**
**Chief Financial Officer**





# ANNEXURE I

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

### SECTION A: GENERAL DISCLOSURES

**I. Details of the listed entity**

| | | |
|---|---|---|
| 1. | **Corporate Identity Number (CIN) of the listed entity** | L85200TG1993PLC046359 |
| 2. | **Name of the listed entity** | Vishnu Chemicals Limited |
| 3. | **Year of incorporation** | 1993 |
| 4. | **Registered office address** | H.No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad - 500 096, Telangana |
| 5. | **Corporate address** | H.No. 8-2-293/82/F/23-C, Plot No. 23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad - 500 096, Telangana |
| 6. | **Email** | investors@vishnuchemicals.com |
| 7. | **Telephone** | 040-23396817/23327723/29 |
| 8. | **Website** | https://vishnuchemicals.com/ |
| 9. | **Financial year for which reporting is being done** | 2024-25 |
| 10. | **Name of the Stock Exchange(s) where shares are listed** | BSE Limited<br>National Stock Exchange of India Limited |
| 11. | **Paid-up capital** | ₹ 13,46,30,568/- |
| 12. | **Name and contact details (telephone, Email address) of the person who may be contacted in case of any queries on the BRSR report** | Ms. Vibha Shinde<br>Company Secretary & Compliance Officer<br>+91-40-23396817<br>investors@vishnuchemicals.com |
| 13. | **Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together)** | Standalone |
| 14. | **Name of assurance provider** | NA |
| 15. | **Type of assurance obtained** | NA |

**II. Products/services**

16. **Details of business activities (accounting for 90% of the turnover)**

| S. no. | Description of main activity | Description of Business activity | % of turnover of the entity |
|---|---|---|---|
| 1 | Manufacturing of specialty chemicals | Specialty chemicals | 99 |

17. **Products/Services sold by the entity (accounting for 90% of the entity's turnover)**

| S. no. | Product/Service | NIC Code | % of total turnover contributed |
|---|---|---|---|
| 1 | Chromium chemicals | 20119 | 99 |

**III. Operations**

18. **Number of locations where plants and/or operations/offices of the entity are situated**

| Location | Number of plants | Number of offices | Total |
|---|---|---|---|
| **National** | 3 | 2 | 5 |
| **International** | Nil | Nil | Nil |

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

19. **Markets served by the entity**

**a. Number of locations**

| Locations | Number |
|---|---|
| National (No. of states) | 15 |
| International (No. of countries) | 50+ |

**b. What is the contribution of exports as a percentage of the total turnover of the entity?**

Exports turnover stands at 44.80%.

**c. A brief on types of customers**

The Company has a diverse customer base, with its clients playing a crucial role in driving its growth and achievements. As a committed chemical manufacturer, Vishnu Chemicals has earned a reputation as a dependable partner for international businesses across a range of industries, including pharmaceuticals, consumer products, and industrial segments such as glass, pigments and dyes, leather, automotive, and wood preservation, among others.

**IV. Employees**

20. **Details as at the end of financial year**

**a. Employees and workers (including differently abled)**

| S. no. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| | **Employees** | | | | | |
| 1. | Permanent (D) | 345 | 338 | 98% | 7 | 2% |
| 2. | Other than permanent (E) | Nil | Nil | Nil | Nil | Nil |
| 3. | **Total employees (D + E)** | 345 | 338 | 98% | 7 | 2% |
| | **Workers** | | | | | |
| 4. | Permanent (F) | 145 | 135 | 93% | 10 | 7% |
| 5. | Other than permanent (G) | 560 | 542 | 97% | 18 | 3% |
| 6. | **Total workers (F + G)** | 705 | 677 | 96% | 28 | 4% |

**b. Differently abled Employees and workers**

| Sr. No | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| | **Differently abled Employees** | | | | | |
| 1. | Permanent (D) | 1 | 1 | 100% | Nil | Nil |
| 2. | Other than permanent (E) | Nil | Nil | Nil | Nil | Nil |
| 3. | **Total differently abled employees (D + E)** | 1 | 1 | 100% | Nil | Nil |
| | **Differently abled Workers** | | | | | |
| 4. | Permanent (F) | Nil | Nil | Nil | Nil | Nil |
| 5. | Other than permanent (G) | Nil | Nil | Nil | Nil | Nil |
| 6. | **Total differently abled workers (F + G)** | Nil | Nil | Nil | Nil | Nil |

21. **Participation/Inclusion/Representation of women**

| | Total (A) | No. and percentage of females | |
|---|---|---|---|
| | | No. (B) | % (B/A) |
| Board of Directors | 7 | 2 | 29% |
| Key Management Personnel | 4 | 1 | 25% |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

22. **Turnover rate for permanent employees and workers**

(Disclose trends for the past 3 years)

| | 2024-25 (Turnover rate in current FY) | | | 2023-24 (Turnover rate in previous FY) | | | 2022-23 (Turnover rate in the year prior to the previous FY) | | |
|---|---|---|---|---|---|---|---|---|---|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent employees | 6% | Nil | 6% | 4% | Nil | 4% | 6% | 1% | 7% |
| Permanent workers | 6.70% | Nil | 6.70% | 2.5% | Nil | 2.5% | 4% | Nil | 4% |

**V. Holding, Subsidiary and Associate Companies (including joint ventures)**

23. (a) **Names of holding/subsidiary/associate companies/joint ventures**

| S. no. | Name of the holding/ subsidiary/associate companies/joint ventures (A) | Indicate whether holding/subsidiary/ associate/joint venture | % of shares held by listed entity | Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---|---|---|---|---|
| 1. | Vishnu Barium Private Limited | Indian subsidiary | 100% | No |
| 2 | Vishnu Strontium Private Limited | Indian subsidiary | 100% | No |
| 3 | Vishnu South Africa (Pty) Limited | Foreign subsidiary | 100% | No |
| 4 | VCHEM Global Inc. | Foreign subsidiary | 100% | No |
| 5 | Vishnu International Trading FZE (under voluntary winding up) | Foreign subsidiary | 100% | No |

**CSR Details**

24. **i. Whether CSR is applicable as per section 135 of Companies Act, 2013:** Yes

**ii. Turnover (in ₹):** 10,90,35,11,977

**iii. Net worth (in ₹):** 7,71,79,47,042

**VI. Transparency and disclosures compliances**

25. **Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct**

| Stakeholder group from whom complaint was received | Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide a weblink to the grievance redress policy) | 2024-25 (Current FY) | | | 2023-24 (Previous FY) | | |
|---|---|---|---|---|---|---|---|
| | | Number of complaints filed during the year | Number of complaints with pending resolution at the close of the year | Remarks | Number of complaints filed during the year | Number of complaints with pending resolution at the close of the year | Remarks |
| Communities | Yes. https://vishnuchemicals.com/investors/#Policies | Nil | Nil | - | Nil | Nil | - |
| Investors (other than shareholders) | | Nil | Nil | - | Nil | Nil | - |
| Shareholders | | 3 | Nil | - | Nil | Nil | - |
| Employees and workers | | Nil | Nil | - | Nil | Nil | - |
| Customers | | Nil | Nil | - | Nil | Nil | - |
| Value chain partners | | Nil | Nil | - | Nil | Nil | - |
| Other (please specify) | | Nil | Nil | - | Nil | Nil | - |

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

26. **Overview of the entity's material responsible business conduct issues.**

| S. no. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (indicate positive or negative implications) |
|---|---|---|---|---|---|
| 1. | Air Emissions & Air Quality | Risk | Air emissions have the potential to contribute to air pollution and lead to regulatory non-compliance. | Installation of scrubbers, continuous stack monitoring, and adherence to emission norms. | Negative – Risk of penalties, environmental levies, and reputational harm. |
| 2. | Effluent Management & Water Pollution | Risk | Effluent discharge may lead to water pollution and raise community concerns. | Effluent Treatment Plants (ETPs), regular testing, and adoption of Zero Liquid Discharge (ZLD) practices. | Negative – Regulatory fines, clean-up expenses, and operational disruption. |
| 3. | Waste Management | Risk | Improper waste management can cause land contamination and legal complications. | Controls include waste segregation, safe disposal through authorised agencies, and waste minimisation practices. | Negative – Environmental compliance costs and possible legal liabilities. |
| 4. | Resource Efficiency & Energy Management | Opportunity | Efficient use of resource and energy lowers costs and minimises environmental impact. | Measures include energy audits, adoption of energy-efficient technologies, and process optimisation. | Positive – Reduced operational costs and enhanced sustainability credentials. |
| 5. | Exposure to Chemicals | Risk | The handling and storage of hazardous chemicals present serious health and environmental risks. | Controls include appropriate PPE usage, adherence to chemical handling SOPs, employee training, and spill control systems. | Negative – Possible costs arising from incidents, regulatory fines, or environmental harm. |
| 6. | Workplace Safety & Personal Protective Equipment (PPE) Compliance | Risk | Non-compliance with PPE norms may result in workplace injuries and legal liabilities. | Measures include strict enforcement of PPE usage, daily safety inspections, and refresher training. | Negative – Compensation claims, operational downtime, and damage to reputation. |
| 7. | Health Monitoring & Medical Surveillance | Opportunity | Proactive health monitoring helps reduce long-term absenteeism and enhances productivity. | Routine medical checkups, access to occupational health centres, and health data tracking. | Positive – Reduced healthcare expenses and improved workforce retention. |
| 8. | Process Safety Management (PSM) | Risk | Inadequate process safety can lead to chemical accidents or plant shutdowns. | Implementation of PSM protocols, regular equipment inspections, and emergency response plans. | Negative – High cost of accidents and production loss. |
| 9. | Local Community Impact & Environmental Transparency | Risk | Unaddressed community impact can harm brand reputation and affect the license to operate. | Regular engagement with local stakeholders and transparent environmental disclosures. | Negative – Risk of community resistance or regulatory sanctions. |
| 10. | Corporate Social Responsibility (CSR) Initiatives | Opportunity | CSR initiatives strengthen social goodwill and community relations. | Implementation of targeted CSR projects in education, health, and sanitation. | Positive – Enhanced social capital and stakeholder trust. |
| 11. | Employee Well-being & Training Programmes | Opportunity | Investing in employee development boosts performance and strengthens loyalty. | Initiatives include continuous training, skill enhancement, and wellness programmes. | Positive – Increased productivity and higher employee retention. |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

| S. no. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/ opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk or opportunity (indicate positive or negative implications) |
|---|---|---|---|---|---|
| 12. | Regulatory Compliance & Ethical Business Practices | Risk | Non-compliance with regulations can lead to legal penalties and business disruption. | Regular audits, legal compliance checks, and ethical training. | Negative – Fines, operational delays, and reputational damage. |
| 13. | Transparency & Anti-Corruption Measures | Risk | Corruption or unethical conduct can damage stakeholder confidence. | Implementation of anti-corruption policies, whistleblower mechanisms, and transparency measures. | Negative – Financial penalties and loss of investor trust. |
| 14. | Risk Management & Business Continuity Planning | Risk | Unmanaged risks may jeopardise operational continuity during crises. | Business continuity plans, risk registers, and crisis simulations are in place. | Negative – Potential financial and reputational loss during disruptions. |
| 15. | Sustainable Product Development & Green Chemistry | Opportunity | Sustainable products cater to market demand while minimising environmental impact. | Focussed investment in R&D and implementation of green chemistry principles. | Positive – Competitive advantage and access to green markets. |
| 16. | Circular Economy & Waste Valorisation | Opportunity | Circular economy practices promote resource efficiency and generate cost savings. | Strategies focussed on reuse of treated waste, resource recovery, and waste valorisation. | Positive – Reduced input costs and improved resource utilisation. |
| 17. | Market Competitiveness & ESG Integration | Opportunity | Comprehensive ESG integration boosts investor confidence and strengthens market positioning. | Adherence to ESG frameworks and commitment to transparent disclosures. | Positive – Enhanced market valuation and ease of capital access. |

### SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

| S. no. | Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| | **Policy and management processes** | | | | | | | | | |
| 1 | **a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)** | Yes | Yes | Yes | Yes | Yes | Yes | No | Yes | Yes |
| | **b. Has the policy been approved by the Board? (Yes/No)** | Yes | Yes | Yes | Yes | Yes | Yes | No | Yes | Yes |
| | **c. Weblink of the policies, if available** | Policy Webpage<br>https://vishnuchemicals.com/investors/#Policies<br>Principle 1<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/Anti-Bribery_Anti-corruption-Policy-dt-02062020.pdf<br>https://vishnuchemicals.com/wp-content/uploads/2021/03/Code-of-Conduct-updated-12022021.pdf<br>https://vishnuchemicals.com/wp-content/uploads/2025/01/Policy-on-Related-Party-Transactions_24.01.2025-Final.pdf | | | | | | | | |

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

| S. no. | Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | Principle 2<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/Sustainability-Policy_2025.pdf<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/Sustainable-Procurement-Policy.pdf<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/EPR.pdf<br>Principle 3<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/Career-Management-Policy.pdf<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/EHS.pdf<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/Learning-Training-Development-Policy.pdf<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/Whistle-blower-policy-2025.pdf<br>Principle 4<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/Materiality.pdf<br>Principle 5<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/Human-Rights-Policy.pdf<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/Whistle-blower-policy-2025.pdf<br>Principle 6<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/EHS.pdf<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/ENVIRONMENTAL-POLICY.pdf<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/GHG-inventory.pdf<br>Principle 7<br>NA<br>Principle 8<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/CSR-Policy-updated-on-12022021.pdf<br>Principle 9<br>https://vishnuchemicals.com/wp-content/uploads/2025/05/Information-Technology-Policy.pdf | | | | | | | | |
| 2 | **Whether the entity has translated the policy into procedures. (Ye/No)** | Vishnu Chemicals has converted its policies into actionable and implementable procedures. | | | | | | | | |
| 3 | **Do the enlisted policies extend to your value chain partners? (Yes/No)** | Yes | Yes | Yes | Yes | Yes | Yes | No | Yes | Yes |
| 4 | **Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustees) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.** | 1) ISO 9001<br>2) Authorised Economic Operator for Imports & Exports<br>3) Two Star Export House of India<br>4) Quality Circle Forum of India<br>5) Federation of Telangana Chamber of Commerce & Industry | | | | | | | | |



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| S. no. | Disclosure Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | 6) International Chromium Development Association<br>7) Integrated Management System Certification<br>8) Member of CHEMEXCIL<br>9) REACH Registration<br>10) ZDHC | | | | | | | | |
| 5 | **Specific commitments, goals and targets set by the entity with defined timelines, if any.** | The Company works closely with subject-matter experts and remain actively engaged in advancing its sustainability improvement agenda. | | | | | | | | |
| 6 | **Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.** | NA | | | | | | | | |
| | **Governance, leadership and oversight** | | | | | | | | | |
| 7 | **Statement by the director responsible for the business responsibility report, highlighting ESG-related challenges, targets and achievements** | Vishnu Chemicals is consistently progressing on its Environmental, Social, and Governance (ESG) agenda through focussed and meaningful initiatives. The Company's commitment to sustainability is reflected in well-defined policies such as the Sustainability Policy, GHG Policy, Environment Policy, and the Environment, Health and Safety (EHS) Policy. These frameworks guide its efforts to minimise environmental impact, ensure workplace safety, and support long-term business resilience.<br>On the environmental front, the Company is proactively addressing challenges related to emissions, water usage, and waste management by adopting cleaner technologies and improving process efficiencies. The Company continues to strengthen its focus on regulatory compliance, employee awareness, and the implementation of resilient systems that foster safe and sustainable operations.<br>In the social dimension, Vishnu Chemicals has strengthened its health and safety protocols through regular training programmes, audits, and risk assessments, while also contributing to community development through initiatives focussed on education, healthcare, and skill development. The Company's teams routinely conduct awareness sessions, guided by their belief that lasting progress stems from both individual action and shared responsibility. Vishnu Chemicals acknowledges the growing importance of ESG and remains committed to aligning its operations with evolving expectations in this space. | | | | | | | | |
| 8 | Details of the highest authority responsible for implementing and overseeing the Business Responsibility policy(ies). | Ch. Krishna Murthy<br>Chairman & Managing Director | | | | | | | | |
| 9 | Does the entity have a specified Committee of the Board/Director responsible for decision-making on sustainability related issues? (Yes/No). If yes, provide details. | The Company does not have a designated Committee. Instead, the Board of Directors and the Senior Leadership team periodically evaluate business responsibility performance as an integral part of the broader management review process. | | | | | | | | |

10 **Details of Review of NGRBCs by the Company**

| Subject for Review | Review undertaken by Director/ Committee of the Board/Any other Committee | | | | | | | | | Frequency (Annually/Half-yearly/ Quarterly | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| **Performance against the above policies and follow-up action** | At Vishnu Chemicals, Business Responsibility policies are reviewed periodically or as needed by the Senior Leadership team in conjunction with the Board of Directors. These assessments evaluate the effectiveness of the policies, and any required updates to policies and procedures are implemented accordingly. | | | | | | | | | | | | | | | | | |

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

| Subject for Review | Review undertaken by Director/ Committee of the Board/Any other Committee | | | | | | | | | Frequency (Annually/Half-yearly/ Quarterly | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances | The Company adheres to all applicable statutory requirements. | | | | | | | | | | | | | | | | | |

| 11 | Has the entity carried out an independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency. | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|---|
| | | No, the Company does not maintain a specific framework for this purpose. However, the Board Committees review the charters and policies periodically or as required. These assessments help shape the direction of the Company's policies, initiatives, and outcomes in the areas of business responsibility and sustainability. | | | | | | | | |

12 **If the answer to question (1) above is 'No' i.e. not all Principles are covered by a policy, reasons to be stated**

| Questions | P1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| The entity does not consider the Principles material to its business (Yes/No) | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No) | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| The entity does not have the financial or/human and technical resources available for the task (Yes/No) | NA | NA | NA | NA | NA | NA | NA | NA | NA |
| It is planned to be done in the next financial year (Yes/No) | NA | NA | NA | NA | NA | NA | Y | NA | NA |
| Any other reason (please specify) | NA | NA | NA | NA | NA | NA | NA | NA | NA |

### SECTION C: PRINCIPLE-WISE PERFORMANCE DISCLOSURE

**PRINCIPLE 1: Businesses should conduct and govern themselves with integrity and in a manner that is Ethical, Transparent and Accountable**

**Essential Indicators**

1. **Percentage coverage by training and awareness programmes on any of the Principles during the financial year**

| Segment | Total no of training and awareness programmes held | Topics/Principles covered under the training and impact | Percentage of persons in respective category covered by the awareness programme |
|---|---|---|---|
| Board of Directors | 1 | Director's Certification Master Class | 17% |
| Key Managerial Personnel | 6 | Director's Certificate Programme on Corporate Governance | 50% |
| | | 5th NXTGEN CFO Confex & Awards 2024 | 100% |
| | | Change Management and Self Leadership | 50% |
| | | Paradigm Shift – The Role of Company Secretary | 100% |
| | | India's Fiscal Federalism – Quo Vadis | 100% |
| | | Emotional Intelligence | 100% |
| Employees other than BOD & KMPs | 14,050 | ISO – IMS | 100% |
| | | Workplace Safety | 100% |
| Workers | 9,368 | ISO – IMS | 100% |
| | | Workplace Safety | 100% |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

2. **Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year**

| Monetary | | | | | |
|---|---|---|---|---|---|
| | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In ₹) | Brief of the case | Has an appeal been preferred (Yes/No) |
| Penalty/Fine | Nil | Nil | Nil | Nil | Nil |
| Settlement | Nil | Nil | Nil | Nil | Nil |
| Compounding Fee | Nil | Nil | Nil | Nil | Nil |

| Non-Monetary | | | |
|---|---|---|---|
| NGRBC Principle | Name of the regulatory/ enforcement agencies/judicial institutions | Brief of the case | Has an appeal been preferred (Yes/No) |
| Imprisonment | Nil | Nil | Nil |
| Punishment | Nil | Nil | Nil |

3. **Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed**

| Case Details | Name of the regulatory/enforcement agencies/judicial institutions |
|---|---|
| Nil | Nil |

4. **Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy**

The Company has implemented a robust Anti-Bribery and Anti-Corruption (ABAC) Policy to uphold the highest standards of integrity and transparency in its operations. The policy adopts a zero-tolerance stance on bribery and corruption, strictly prohibiting any form of undue advantage, whether direct or indirect, by employees, directors, or third parties. Aligned with global regulations like the FCPA, UKBA, and India's Prevention of Corruption Act (PCA), it mandates strong internal controls, regular training, and clear reporting mechanisms to ensure compliance and promote a culture of ethical conduct across the organisation.

The policy can be accessed via this link: https://vishnuchemicals.com/wp-content/uploads/2025/05/Anti-Bribery_Anti-corruption-Policy-dt-02062020.pdf

5. **Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption**

| | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| Directors | Nil | Nil |
| KMPs | Nil | Nil |
| Employees | Nil | Nil |
| Workers | Nil | Nil |

6. **Details of complaints with regard to conflict of interest**

| | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | Nil | Nil |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPS | Nil | Nil |

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**7. Details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest**

Nil

**8. Number of days of accounts payables ((Accounts payable *365)/Cost of goods/services procured)**

| | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| Number of days of accounts payables | 84 | 72 |

**9. Openness of business**

Details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties

| Parameter | | Metrics | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|---|---|
| Concentration of Purchases | a. | Purchases from trading houses as % of total purchases | 80.82% | 79.00% |
| | b. | Number of trading houses where purchases are made from | 136 | 65 |
| | c. | Purchases from top 10 trading houses as % of total purchases from trading houses | 79.68% | 90.81% |
| Concentration of Sales | a. | Sales to dealers/distributors as % of total sales | 34% | 32% |
| | b. | Number of dealers/distributors to whom sales are made | 8 | 8 |
| | c. | Sales to top 10 dealers/distributors as % of total sales to dealers/distributors | 100% | 32% |
| Shares of RPT in | a. | Purchases (Purchases with related parties/Total Purchases) | 2.75% | 3.34% |
| | b. | Sales (Sales to related parties/Total Sales) | 1.38% | 0.49% |
| | c. | Loans & advances (Loans & advances given to related parties/Total loans & advances) | 100% | 100% |
| | d. | Investments (Investments in related parties/Total Investments made) | 99.84% | 99.76% |

**PRINCIPLE 2: Businesses should provide goods and services in a manner that is sustainable and safe**

**Essential Indicators**

**1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.**

| | 2024-25 | 2023-24 | Details of improvements in environmental and social impacts |
|---|---|---|---|
| R&D | Nil | Nil | a. Successfully completed design modifications in the Rotary Kiln burner resulting in reduced specific oil consumption and improved fuel efficiency. |
| Capex | Nil | Nil | b. Initiated the development of a new RO plant along with its pre-treatment system to enhance wastewater recycling. |
| | | | c. Expanded green cover across operational sites through the plantation of 1,500 saplings, reinforcing the Company's commitment to environmental sustainability. |
| | | | d. Actively exploring increased utilisation of mineral residue in cement manufacturing processes as a sustainable alternative to Laterite, promoting circular economy practices. |
| | | | e. Installed a rooftop solar power plant at the administrative office to reduce reliance on conventional energy sources and lower the carbon footprint. |
| | | | f. Procuring electric vehicles as a step towards greener mobility and reduced carbon emissions, reinforcing the Company's commitment to sustainable operations. |
| | | | g. Pursuing a process innovation which is expected to yield significant cost savings and improve overall process efficiency. |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**2. a. Does the entity have procedures in place for sustainable sourcing (Yes/No)**

The Company has adopted a Sustainable Procurement Policy that outlines procedures for sourcing materials in a way that promotes environmental responsibility, ethical practices, and long-term supplier engagement. The policy can be accessed using this link: https://vishnuchemicals.com/wp-content/uploads/2025/05/Sustainable-Procurement-Policy.pdf

**b. If yes, what percentage of inputs were sourced sustainably**

The percentage of sustainably sourced inputs is currently not measurable due to data tracking limitations. The Company is working towards establishing systems for future assessment.

**3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste**

The Company has established responsible disposal mechanisms for different types of waste generated during the manufacturing process.

(a) Plastics (including packaging): Plastic bags used for packaging are carefully managed to avoid excess accumulation.

(b) E-waste: Electronic components such as panels are safely disposed of through certified e-waste recyclers.

(c) Hazardous waste: Prior to disposal, hazardous waste is neutralised and stabilised, then handed over to authorised agencies.

(d) Other waste: Select waste streams are reused as raw materials by approved third parties, wherever feasible, in accordance with environmental regulations.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same**

Extended Producer Responsibility (EPR) is not currently applicable to the operations of Vishnu Chemicals. However, the Company has proactively developed an EPR policy to align with evolving environmental regulations. The Company's focus includes reducing single-use plastics, promoting the use of recyclable materials, and collaborating with authorised recyclers for responsible waste disposal. The Company also conducts awareness programmes for stakeholders and is implementing monitoring systems to track progress. These initiatives reflect the Company's commitment to environmental responsibility and its preparedness to comply if EPR becomes applicable to its activities in the future. The policy can be accessed at: https://vishnuchemicals.com/wp-content/uploads/2025/05/EPR.pdf

**PRINCIPLE 3: Businesses should respect and promote the well-being of all employees, including those in their value chains**

**Essential Indicators**

1. **a. Details of measures for the well-being of employees**

| Category | % of employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day care facilities | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| **Permanent employees** | | | | | | | | | | | |
| Male | 338 | 338 | 100% | 338 | 100% | Nil | NA | Nil | NA | Nil | NA |
| Female | 7 | 7 | 100% | 7 | 100% | Nil | NA | Nil | NA | Nil | NA |
| **Total** | 345 | 345 | 100% | 345 | 100% | Nil | NA | Nil | NA | Nil | NA |
| **Other than permanent employees** | | | | | | | | | | | |
| Male | Nil | Nil | NA | Nil | NA | Nil | NA | Nil | NA | Nil | NA |
| Female | Nil | Nil | NA | Nil | NA | Nil | NA | Nil | NA | Nil | NA |
| **Total** | Nil | Nil | NA | Nil | NA | Nil | NA | Nil | NA | Nil | NA |

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**b. Details of measures for the well-being of workers**

| Category | % of employees covered by | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day care facilities | |
| | | Number (B) | % (B/A) | Number (C) | % (C/A) | Number (D) | % (D/A) | Number (E) | % (E/A) | Number (F) | % (F/A) |
| **Permanent workers** | | | | | | | | | | | |
| Male | 135 | 133 | 98% | 133 | 98% | Nil | NA | Nil | NA | Nil | NA |
| Female | 10 | 10 | 100% | 10 | 100% | Nil | NA | Nil | NA | Nil | NA |
| **Total** | 145 | 143 | 98% | 143 | 98% | Nil | NA | Nil | NA | Nil | NA |
| **Other than permanent workers** | | | | | | | | | | | |
| Male | 542 | 135 | 25% | 135 | 25% | Nil | NA | Nil | NA | Nil | NA |
| Female | 18 | 8 | 44% | 8 | 44% | Nil | NA | Nil | NA | Nil | NA |
| **Total** | 560 | 143 | 26% | 143 | 26% | Nil | NA | Nil | NA | Nil | NA |

**c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent)**

| | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| Cost incurred on well-being measures as a % of total revenue of the Company | 0.13% | 0.04% |

**2. Details of retirement benefits, for current financial year and previous financial year**

| Benefits | 2024-25 (Current FY) | | | 2023-24 (Previous FY) | | |
|---|---|---|---|---|---|---|
| | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with authority (Y/N/N.A.) |
| PF | 100% | 100% | Y | 100% | 100% | Y |
| Gratuity | 100% | 100% | Y | 100% | 100% | Y |
| ESI | 0.50% | 85% | Y | 0.00% | 83% | Y |
| Others – please specify | - | - | - | - | - | - |

**3. Accessibility of workplaces**

**Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

Yes.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy**

Vishu Chemicals' commitment to equal opportunity is an integral part of its broader Human Rights Policy. This policy is aligned with the Rights of Persons with Disabilities Act, 2016, and highlights the importance of fostering a diverse, inclusive, and non-discriminatory work environment. It clearly prohibits discrimination based on disability and includes provisions for providing reasonable accommodations, ensuring that individuals with disabilities can participate fully in the workplace. The policy can be accessed at the following weblink: https://vishnuchemicals.com/wp-content/uploads/2025/05/Human-Rights-Policy.pdf

**5. Return to work and retention rates of permanent employees and workers that took parental leave**

| Gender | Permanent employees | | Permanent workers | |
|---|---|---|---|---|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male | Nil | Nil | Nil | Nil |
| Female | 100% | 100% | 100% | 100% |
| **Total** | **100%** | **100%** | **100%** | **100%** |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief**

| | Yes/No (If yes, then give details of the mechanism in brief) |
|---|---|
| **Permanent Workers** | Employees can register their complaints with their immediate manager or the concerned HR manager. Additionally, the Company has implemented a Vigil Mechanism/Whistleblower Policy that enables Directors and employees to report their concerns. |
| **Other than Permanent Workers** | |
| **Permanent Employees** | |
| **Other than Permanent Employees** | |

**7. Membership of employees and workers in Association(s) or Unions recognised by the listed entity**

| Category | 2024-25 (Current FY) | | | 2023-24 (Previous FY) | | |
|---|---|---|---|---|---|---|
| | Total employees/ workers in the respective category (A) | No. of employees/ workers in the respective category who are part of Association(s) or Union (B) | % (B/A) | Total employees/ workers in the respective category (C) | No. of employees/ workers in the respective category who are part of Association(s) or Union (D) | % (D/C) |
| **Total Permanent Employees** | **345** | **Nil** | **NA** | **321** | **Nil** | **NA** |
| Male | 338 | Nil | NA | 314 | Nil | NA |
| Female | 7 | Nil | NA | 7 | Nil | NA |
| **Total Permanent Workers** | **145** | **Nil** | **NA** | **143** | **Nil** | **NA** |
| Male | 135 | Nil | NA | 133 | Nil | NA |
| Female | 10 | Nil | NA | 10 | Nil | NA |

**8. Details of training given to employees and workers**

| Category | 2024-25 (Current FY) | | | | | 2023-24 (Previous FY) | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | On health and safety measures | | On skill upgradation | | Total (D) | On health and safety measures | | On skill upgradation | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| Male | 338 | 338 | 100% | 338 | 100% | 314 | 314 | 100% | 272 | 87% |
| Female | 7 | 7 | 100% | 7 | 100% | 7 | 7 | 100% | 7 | 100% |
| **Total** | **345** | **345** | **100%** | **345** | **100%** | **321** | **321** | **100%** | **279** | **87%** |
| **Workers** | | | | | | | | | | |
| Male | 677 | 677 | 100% | 609 | 90% | 672 | 672 | 100% | 615 | 92% |
| Female | 28 | 28 | 100% | 28 | 100% | 28 | 28 | 100% | 21 | 75% |
| **Total** | **705** | **705** | **100%** | **637** | **90%** | **700** | **700** | **100%** | **636** | **91%** |

**9. Details of performance and career development reviews of employees and workers**

| Category | 2024-25 (Current FY) | | | 2023-24 (Previous FY) | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. (B) | % (B/A) | Total (C) | No. (D) | % (D/C) |
| **Employees** | | | | | | |
| Male | 338 | 338 | 100% | 314 | 314 | 100% |
| Female | 7 | 7 | 100% | 7 | 7 | 100% |
| **Total** | **345** | **345** | **100%** | **321** | **321** | **100%** |
| **Workers** | | | | | | |
| Male | 677 | 677 | 100% | 672 | 672 | 100% |
| Female | 28 | 28 | 100% | 28 | 28 | 100% |
| **Total** | **705** | **705** | **100%** | **700** | **700** | **100%** |

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**10. Health and safety management system**

**a) Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?**

Yes, the Company has implemented a strong occupational health and safety management system guided by its Environment, Health and Safety (EHS) Policy. This policy affirms the Company's commitment to ensuring safe and healthy working conditions across all its facilities. The Company has installed appropriate and adequate safety equipment, and it ensures the provision of safe drinking water and necessary Personal Protective Equipment (PPE) at all plant locations. The system encompasses a broad range of measures, including regular emergency preparedness drills, training sessions on the safe handling and disposal of hazardous waste, and periodic health checkups for employees. These efforts form part of a structured and proactive approach to maintaining workplace safety and meeting regulatory requirements. The policy can be accessed at: https://vishnuchemicals.com/wp-content/uploads/2025/05/EHS.pdf

**b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Vishnu Chemicals follows a systematic and comprehensive approach to identifying work-related hazards and assessing associated risks, both on a routine and non-routine basis. The Company has established systems that help it track key risks, potential consequences, and mitigation measures across Occupational Health & Safety (OH&S), Quality, and Environmental categories.

For routine assessments, the Company conducts regular inspections, safety audits, and real-time monitoring of operations to identify hazards such as falls, electrical shocks, chemical exposure, or process deviations. In non-routine scenarios such as new process introductions, equipment changes, or unforeseen incidents, the Company carries out specific evaluations to ensure risks are addressed promptly. The Company's risk management framework includes technical measures like PPE, engineering safeguards such as proper scaffolding and ventilation, and administrative practices, including SOPs, regular training, and supervision. The Company also monitors environmental risks like chemical spills and excess paper usage and is actively working on digital systems to support reduction. This integrated approach enables the Company to maintain a safe workplace, uphold quality, and reduce environmental impact.

**c) Whether you have processes for workers to report the work related hazards and to remove themselves from such risks. (Y/N)**

Yes.

**d) Do the employees/worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)**

Yes.

**11. Details of safety related incidents, in the following format**

| Safety Incident/Number | Category | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|---|
| Lost Time Injury Frequency Rate (LTIFR) (per one million person-hours worked) | Employees | Nil | Nil |
| | Workers | Nil | Nil |
| Total recordable work-related injuries | Employees | Nil | Nil |
| | Workers | Nil | Nil |
| No. of fatalities | Employees | Nil | Nil |
| | Workers | Nil | Nil |
| High-consequence work-related injury or ill-health (excluding fatalities) | Employees | Nil | Nil |
| | Workers | Nil | Nil |



## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**12. Describe the measures taken by the entity to ensure a safe and healthy work place**

Vishnu Chemicals has established a safety framework that promotes open communication, regular training, and preparedness for emergencies. The Company encourages reporting of potential risks, conducts awareness programmes, and maintains protocols to handle workplace incidents effectively. These efforts reflect the Company's commitment to ensuring a safe, healthy, and responsible work environment.

**13. Number of Complaints on the following made by employees and workers**

| | 2024-25 (Current FY) | | | 2023-24 (Previous FY) | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of the year | Remarks | Filed during the year | Pending resolution at the end of the year | Remarks |
| Working Conditions | Nil | Nil | NA | Nil | Nil | NA |
| Health & Safety | Nil | Nil | NA | Nil | Nil | NA |

**14. Assessments for the year**

| | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Health and safety practices | 100% |
| Working conditions | 100% |

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions**

The Company conducts regular assessments of potential risks and opportunities related to occupational health and safety, quality, and environmental performance. To mitigate these risks, it adheres to established standard operating procedures, conducts continuous training, ensures consistent PPE usage, and upgrades its infrastructure on an ongoing basis, all aimed at fostering a safe and secure workplace for its employees.

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all their stakeholders**

**Essential Indicators**

**1. Describe the processes for identifying key stakeholder groups of the entity**

At Vishnu Chemicals, key stakeholder groups are identified through a structured assessment of its business relationships and responsibilities. This evaluation is based on two primary factors: the degree of dependency stakeholders have on its operations, including customers, employees, suppliers, and communities whose well-being or continuity is directly affected by the Company's activities, and the responsibilities the Company bears towards them in legal, ethical, and operational terms. By evaluating both its impact on and obligations to these groups, the Company ensures that all critical stakeholders are appropriately recognised and engaged in its sustainability and business strategies.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group**

| Stakeholder Group | Whether identified as Vulnerable & Marginalised Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/Half-yearly/ Quarterly/others – please specify) | Purpose and scope of engagement, including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| **Shareholder/ Investor** | No | General meetings, Annual Reports, press releases, newspapers, publications, conference call, Emails, investor meetings and website | Annually/Half-yearly/ Quarterly | • Statutory and business requirements |

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

| Stakeholder Group | Whether identified as Vulnerable & Marginalised Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/Half-yearly/ Quarterly/others – please specify) | Purpose and scope of engagement, including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| **Customer/ Client** | No | Discussions, meetings, Emails, calls, conferences, video conferences, relationship meetings, and website | Annually/Half-yearly | • Product and services quality, feedback, and technical service |
| **Employees** | No | Emails, one-to-one interaction, performance appraisal reviews, grievance redressal mechanisms, and monthly staff meetings | As and when required | • Learning opportunities and growth, fair wages and rewards, career growth, and job security |
| **Suppliers/ Vendors** | No | Meetings, contracts, Email, SMS, and agreements | As and when required | • Material requirements, timely supplies and payments, creditworthiness, and maintaining relationships |
| **Government/ Statutory Authorities** | No | Communications with regulatory bodies | As and when required/ Yearly | • Ensure compliance with all rules and regulations |
| **Bankers** | No | Meetings, telephonic calls, Emails, and SMS | As and when required | • Terms and conditions of banks, sanction letters, and compliance requirements |
| **Community** | No | Newspaper publications, press releases, website, CSR initiatives, interviews, and social media | As and when required | • Community development |

**PRINCIPLE 5: Businesses should provide goods and services in a manner that is sustainable and safe**

**Essential Indicators**

**1. Employees and workers who have been provided training on human rights issues and policy(ies) of the Company**

| Category | 2024-25 (Current FY) | | | 2023-24 (Previous FY) | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. of employees/ workers covered (B) | % (B/A) | Total (C) | No. of employees/ workers covered (D) | % (D/C) |
| **Employees** | | | | | | |
| Permanent | 345 | 345 | 100% | 321 | 321 | 100% |
| Other than permanent | Nil | Nil | 100% | Nil | Nil | Nil |
| **Total employees** | **345** | **345** | **100%** | **321** | **321** | **100%** |
| **Workers** | | | | | | |
| Permanent | 145 | 145 | 100% | 143 | 143 | 100% |
| Other than permanent | 560 | 560 | 100% | 557 | 557 | 100% |
| **Total workers** | **705** | **705** | **100%** | **700** | **700** | **100%** |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**2. Details of minimum wages paid to employees and workers**

| Category | 2024-25 (Current FY) | | | | | 2023-24 (Previous FY) | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal to minimum wage | | More than minimum wage | | Total (D) | Equal to minimum wage | | More than minimum wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| **Permanent** | 345 | Nil | NA | 345 | 100% | 321 | Nil | NA | 321 | 100% |
| Male | 338 | Nil | NA | 338 | 100% | 314 | Nil | NA | 314 | 100% |
| Female | 7 | Nil | NA | 7 | 100% | 7 | Nil | NA | 7 | 100% |
| **Other than permanent** | Nil | Nil | NA | Nil | NA | Nil | Nil | NA | Nil | NA |
| Male | Nil | Nil | NA | Nil | NA | Nil | Nil | NA | Nil | NA |
| Female | Nil | Nil | NA | Nil | NA | Nil | Nil | NA | Nil | NA |
| **Workers** | | | | | | | | | | |
| **Permanent** | 145 | Nil | NA | 145 | 100% | 143 | Nil | NA | 143 | 100% |
| Male | 135 | Nil | NA | 135 | 100% | 133 | Nil | NA | 133 | 100% |
| Female | 10 | Nil | NA | 10 | 100% | 10 | Nil | NA | 10 | 100% |
| **Other than permanent** | 560 | Nil | NA | 560 | 100% | 557 | Nil | NA | 557 | 100% |
| Male | 542 | Nil | NA | 542 | 100% | 539 | Nil | NA | 539 | 100% |
| Female | 18 | Nil | NA | 18 | 100% | 18 | Nil | NA | 18 | 100% |

**3. Details of remuneration/salary/wages**

**a. Median remuneration/wages**

| | Male | | Female | |
|---|---|---|---|---|
| | Number | Median remuneration/salary/ wages of the respective category (₹ in Lakhs) | Number | Median remuneration/salary/ wages of the respective category (₹ in Lakhs) |
| Board of Directors (BoD) | 5 | 22 | 2 | Nil |
| Key Managerial Personnel | 3 | 24.60 | 1 | 1.50 |
| Employees other than BoD and KMP | 337 | 0.46 | 6 | 0.31 |
| Workers (including contractual workers) | 667 | 0.20 | 28 | 0.23 |

**b. Gross wages paid to females as % of total wages paid by the entity**

| | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| Gross wages paid to females as % of total wages | 2.83% | 2.87% |

**4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues**

Vishnu Chemicals has a structured internal mechanism for addressing grievances related to human rights, as detailed in its Human Rights Policy. Employees and associates can raise concerns through the Human Resources department or the internal committee, which acts as the first point of contact for complaints or grievances. All violations are reported, addressed, resolved, and appropriately documented. The Company also conducts periodic human rights due diligence to reassess potential risks and ensure its systems remain responsive and effective.

**6. Number of complaints on the following made by employees and workers**

| | 2024-25 (Current FY) | | | 2023-24 (Previous FY) | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of the year | Remarks | Filed during the year | Pending resolution at the end of the year | Remarks |
| Sexual Harassment | Nil | NA | NA | Nil | NA | NA |
| Discrimination at Workplace | Nil | NA | NA | Nil | NA | NA |
| Child Labour | Nil | NA | NA | Nil | NA | NA |
| Forced Labour/Involuntary Labour | Nil | NA | NA | Nil | NA | NA |
| Wages | Nil | NA | NA | Nil | NA | NA |
| Other Human Rights-Related Issues | Nil | NA | NA | Nil | NA | NA |

**7. Complaints filed under the sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013**

| | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| Total complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | Nil | Nil |
| Complaints under POSH as a % of female employees/workers | Nil | Nil |
| Complaints under POSH upheld | Nil | Nil |

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

Vishnu Chemicals has established clear and firm mechanisms to prevent any adverse consequences for complainants in matters related to discrimination and harassment. As stated in its Human Rights Policy and the Prevention of Sexual Harassment (POSH) at the Workplace Policy, the Company maintains a strict zero-tolerance stance against any form of retaliation or victimisation towards individuals who raise concerns in good faith.

The Company ensures the confidentiality of the complainant throughout the inquiry process. Its Internal Complaints Committee (ICC), formed under the POSH Policy, is responsible for investigating complaints with fairness and impartiality. The policies explicitly prohibit retaliatory actions such as demotion, dismissal, discrimination or harassment against complainants or witnesses. Disciplinary measures are taken against individuals found to be involved in any form of victimisation.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)**

Yes.

As stated in the Company's Human Rights Policy, Vishnu Chemicals expects all business partners, vendors, contractors, and suppliers to adhere to applicable domestic laws and to treat their employees and local communities with dignity and respect. These expectations reflect the Company's broader commitment to promoting and upholding human rights throughout all its business relationships.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**10. Assessments for the year**

| | % of your plants and offices that were assessed (by the entity or statutory authorities or third parties) |
|---|---|
| Child labour | 100% |
| Forced/involuntary labour | 100% |
| Sexual harassment | 100% |
| Discrimination at workplace | 100% |
| Wages | 100% |
| Others – please specify | NA |

**11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above**

Nil.

**Principle 6: Businesses should respect and make efforts to protect and restore the environment**

**Essential Indicators**

**1. Details of total energy consumption (in joules or multiples) and energy intensity**

| Parameter | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| **From renewable sources (in GJ)** | | |
| Total electricity consumption **(A)** | 40.68 | 2,48,260 |
| Total fuel consumption **(B)** | 4,16,074.44 | 39,83,635 |
| Energy consumption through other sources **(C)** | - | - |
| **Total energy consumed from renewable sources (A+B+C)** | **4,16,115.12** | **42,31,895** |
| **From non-renewable sources (in GJ)** | | |
| Total electricity consumption **(D)** | 2,84,869.64 | - |
| Total fuel consumption **(E)** | 29,71,254.63 | - |
| Energy consumption through other sources **(F)** | Nil | - |
| **Total energy consumed from non-renewable sources (D+E+F)** | 32,56,124.27 | - |
| **Total energy consumed (A+B+C+D+E+F) (in GJ)** | **36,72,239.39** | **42,31,895** |
| **Energy intensity per rupee of turnover** (Total energy consumption in GJ/ Revenue from operations) | 0.00034 | 0.000418 |
| **Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total energy consumed in GJ/Revenue from operations adjusted for PPP) | 0.00696 | - |
| **Energy intensity in terms of physical output** (Total energy consumed in GJ/ employees) | 3,497.37 | - |
| Energy intensity (optional) – the relevant metric may be selected by the entity | - | - |

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, the name of the external agency**

No independent assessment/evaluation/assurance have been conducted.

**2. Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any**

NA.

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**3. Provide details of the following disclosures related to water**

| Parameter | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| **Water withdrawal by source (in kilolitres)** | | |
| (i) Surface water | 36,642.00 | 35,498.00 |
| (ii) Groundwater | 6,714.00 | 6,907.00 |
| (iii) Third-party water | 5,42,499.26 | 5,17,563.00 |
| (iv) Seawater/Desalinated water | - | - |
| (v) Others | 43.26 | - |
| **Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)** | **5,85,898.52** | **5,59,968.00** |
| **Total volume of water consumption (in kilolitres)** | **5,85,899.26** | **4,61,604.00** |
| **Water intensity per rupee of turnover** (Water consumed in kilolitres/ Revenue from operations in ₹) | 0.00005 | 0.000045 |
| **Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total water consumption in kilolitres/Revenue from operations in ₹ adjusted for PPP) | 0.0011 | - |
| **Water intensity in terms of physical output** (Total water consumption/ employees) | 558.00 | - |
| **Water intensity** (optional) – the entity may select the relevant metric | - | - |

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, the name of the external agency**

No independent assessment/evaluation/assurance has been carried out.

**4. Provide the following details related to water discharged**

| Parameter | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| **Water discharge by destination and level of treatment (in kilolitres)** | | |
| (i) To surface water | | |
| No treatment | - | - |
| With treatment – please specify level of treatment | - | - |
| (ii) To groundwater | | |
| No treatment | - | - |
| With treatment – please specify level of treatment | - | - |
| (iii) To seawater | | |
| No treatment | - | - |
| With treatment – please specify level of treatment | - | - |
| (iv) Sent to third-parties | | |
| No treatment | 23,822 | 19,991 |
| With treatment – please specify level of treatment | - | - |
| (v) Others | | |
| No treatment | | |
| With treatment – please specify level of treatment | - | - |
| **Total water discharged (in kilolitres)** | **23,822** | **19,991** |

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, the name of the external agency**

No independent assessment/evaluation/assurance has been carried out.

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation**

Water management is an integral part of the Company's business practices. Vishnu Chemicals consistently strives to reduce its water consumption, with a particular focus on minimising the use of potable water. Emphasising the reduction of effluents, the Company prioritises operational improvements such as recycling, reusing, treating and neutralising effluents, along with incorporating restored water into process operations. The Company actively explores water conservation opportunities, especially those involving freshwater, by adopting innovative operational methods aimed at achieving Zero Liquid Discharge (ZLD), establishing Effluent Treatment Plants (ETPs), and utilising multiple-effect evaporators. To date, the Company has successfully implemented ZLD systems at two of its sites.

**6. Details of air emissions (other than GHG emissions) by the entity**

| Parameter | Please specify unit | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|---|
| $NO_x$ | $Mg/m^3$ | 101.80 | 105.10 |
| $SO_x$ | $Mg/m^3$ | 68.60 | 159.90 |
| Particulate Matter (PM) | $ug/m^3$ | 127.90 | 169.61 |
| Persistent Organic Pollutants (POP) | $ug/m^3$ | - | - |
| Volatile Organic Compounds (VOC) | $ug/m^3$ | - | - |
| Hazardous Air Pollutants (HAP) | - | - | - |
| Others – please specify | | - | <0.1 |

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, the name of the external agency**

Yes, the Company has appointed a certified external agency, M/s. S V Enviro Labs, to monitor air emissions at regular intervals.

**7. Details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & their intensity**

| Parameter | Unit | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|---|
| **Total Scope 1 emissions** (Break-up of the GHG into $CO_2$, $CH_4$, $N_2O$, HFCs, PFCs, $SF_6$, $NF_3$, if available) | Metric tonnes of $CO_2$ equivalent | 3,06,470.07 | 1,27,881 |
| **Total Scope 2 emissions** (Break-up of the GHG into $CO_2$, $CH_4$, $N_2O$, HFCs, PFCs, $SF_6$, $NF_3$, if available) | Metric tonnes of $CO_2$ equivalent | 57,527.84 | 65,413 |
| **Total Scope 1 and Scope 2 emissions per rupee of turnover** | Metric tonnes of $CO_2$ equivalent/ Revenue from operations in ₹ | 0.00003 | 0.000019 |
| **Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total Scope 1 and Scope 2 GHG emissions/Revenue from operations adjusted for PPP) | Metric tonnes of $CO_2$ equivalent/ Revenue from operations in ₹ adjusted for PPP | 0.00069 | - |
| **Total Scope 1 and Scope 2 emission intensity in terms of physical output** | Metric tonnes of $CO_2$ equivalent /employee | 346.66 | - |
| Total Scope 1 and Scope 2 emission intensity (optional) – the entity may select the relevant metric | - | - | - |

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, the name of the external agency**

No independent assessment/evaluation/assurance has been carried out.

**8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

Yes. Vishnu Chemicals has implemented a structured GHG reduction programme, as outlined in its Greenhouse Gas (GHG) Inventory, Policy & Reduction Target statement.

Key initiatives include:

- Setting a target to reduce Scope 1 and Scope 2 emissions by 6% by 2029 through energy efficiency measures and process improvements.
- Transitioning to renewable energy for at least 10% of total electricity consumption by 2029, which includes the installation of solar power panels within company premises.
- Aiming for a 6% reduction in Scope 3 emissions by enhancing sustainability across the supply chain.
- Committing to annual public disclosures, independent audits, and sustainability reporting aligned with international standards.

These initiatives reflect the Company's proactive approach to climate action and commitment to reducing overall carbon footprint. More details can be found via this link: https://vishnuchemicals.com/wp-content/uploads/2025/05/GHG-inventory.pdf

**9. Details related to waste management by the entity**

| Parameter | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| **Total waste generated (in metric tonnes)** | | |
| Plastic waste **(A)** | 5.60 | 7.50 |
| E-waste **(B)** | 45.47 | 0.29 |
| Bio-medical waste **(C)** | 0.01 | - |
| Construction and demolition waste **(D)** | - | - |
| Battery waste **(E)** | - | - |
| Radioactive waste **(F)** | - | - |
| Other hazardous waste. Please specify, if any. **(G)** | 83,242.29 | 66,651.00 |
| Other non-hazardous waste generated **(H)**. Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector) | 5,088.98 | 4,999.82 |
| **Total (in metric tonnes) (A + B + C + D + E + F + G + H)** | **88,382.34** | **71,658.61** |
| **Waste intensity per rupee of turnover** (Total waste generated in metric tonnes/ Revenue from operations in ₹) | 0.00001 | 0.0000070 |
| **Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total waste generated in metric tonnes/Revenue from operations in ₹ adjusted for PPP) | 0.00017 | - |
| **Waste intensity in terms of physical output** (Total waste generated in metric tonnes/employee) | 84.17 | - |
| **Waste intensity** (optional) – the relevant metric may be selected by the entity | - | - |
| **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Recycled | 29,559.54 | - |
| (ii) Re-used | - | - |
| (iii) Other recovery operations | - | - |
| **Total** | **29,559.54** | **-** |
| **For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)** | | |
| **Category of waste** | | |
| (i) Incineration | 0.006058 | - |
| (ii) Landfilling | 56,899.43 | 59,432 |
| (iii) Other disposal operations | 8,651 | 26,414.29 |
| **Total** | **65,550.43** | **85,846.22** |

**Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, the name of the external agency.**

No independent assessment, evaluation, or assurance has been conducted.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes**

The Company has established solid waste treatment plants at its manufacturing units to process and neutralise the waste generated. A portion of the treated waste is utilised by other industries as a byproduct or raw material, while the remainder is handed over to authorised waste management agencies. The Company ensures that no water or waste is discharged into public spaces. No toxic waste is generated at the office, and solid waste is handed over to municipal waste collection vehicles.



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required**

NA.

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws in the current financial year**

NA.

**13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances**

The Company complies with all applicable environmental laws, regulations, and guidelines in India, including the Water (Prevention and Control of Pollution) Act, the Air (Prevention and Control of Pollution) Act, the Environment Protection Act and its associated rules, along with any other relevant legislation.

**PRINCIPLE 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**

**Essential Indicators**

**1. a. Number of affiliations with trade and industry chambers/associations**

Vishnu Chemicals is associated with 6 trade and industry chambers/associations.

**b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to**

| S. no. | Name of the trade and industry chambers/ associations | Reach of trade and industry chambers/ associations (State/National) |
|---|---|---|
| 1. | Federation of Telangana Chamber of Commerce and Industry | State |
| 2. | Bulk Drug Manufacturers Association | State |
| 3. | Import Export Council | State |
| 4. | CHEMEXCIL | National |
| 5. | Andhra Chamber of Commerce | State |
| 6. | Quality Circle Forum of India | State |

**2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities**

No adverse orders were issued by regulatory authorities.

**PRINCIPLE 8: Businesses should promote inclusive growth and equitable development**

**Essential Indicators**

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year**

NA.

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity**

NA.

**3. Describe the mechanisms to receive and redress grievances of the community**

Vishnu Chemicals ensures timely responses to customer queries and takes appropriate action based on the nature and urgency of each complaint. All concerns are acknowledged and resolved within clearly defined timelines.

## BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**4. Percentage of input material (inputs to total inputs by value) sourced from suppliers**

| | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| Directly sourced from MSMEs/Small producers | 14.44% | 16% |
| Directly from within India | 42.53% | 24% |

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost**

| Location | 2024-25 (Current FY) | 2023-24 (Previous FY) |
|---|---|---|
| Rural | 5.57% | 5.50% |
| Semi-urban | 11.65% | 11.79% |
| Urban | 51.67% | 51.22% |
| Metropolitan | 31.11% | 31.49% |

(Place categorised as per the RBI Classification System - rural/semi-urban/urban/metropolitan)

**PRINCIPLE 9: Businesses should engage with and provide value to their consumers in a responsible manner**

**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback**

Vishnu Chemicals responds to customer queries promptly. Depending on the nature and urgency of each complaint, the team takes appropriate action. All complaints are acknowledged and resolved within defined timeframes.

**2. Turnover of products and/services as a percentage of turnover from all products/services that carry information about**

| | As a percentage of total turnover |
|---|---|
| Environmental and social parameters relevant to the product | 100% |
| Safe and responsible usage | 100% |
| Recycling and/or safe disposal | 100% |

**3. Number of consumer complaints in respect of the following**

| | 2024-25 (Current FY) | | Remarks | 2023-24 (Previous FY) | | Remarks |
|---|---|---|---|---|---|---|
| | Received during the year | Pending resolution at the end of the year | | Received during the year | Pending resolution at the end of the year | |
| Data privacy | Nil | Nil | NA | Nil | Nil | NA |
| Advertising | Nil | Nil | NA | Nil | Nil | NA |
| Cybersecurity | Nil | Nil | NA | Nil | Nil | NA |
| Delivery of essential services | Nil | Nil | NA | Nil | Nil | NA |
| Restrictive trade practices | Nil | Nil | NA | Nil | Nil | NA |
| Unfair trade practices | Nil | Nil | NA | Nil | Nil | NA |
| Other | Nil | Nil | NA | Nil | Nil | NA |

**4. Details of instances of product recalls on account of safety issues**

| | Number | Reasons for recall |
|---|---|---|
| Voluntary recalls | NA | NA |
| Forced recalls | NA | NA |



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

**5. Does the entity have a framework/policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a weblink to the policy**

The Company has established an Information Technology (IT) Policy to address cybersecurity and data privacy risks. The policy outlines key measures, including data classification, data encryption, access controls, employee training, end point and network security, vendor compliance, and an incident response plan. These controls are aimed at safeguarding its IT systems, sensitive information, and digital infrastructure. The policy can be accessed using this link: https://vishnuchemicals.com/wp-content/uploads/2025/05/Information-Technology-Policy.pdf

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on the safety of products/services**

The Company did not face any need for corrective action related to advertising, delivery of essential services, cybersecurity, or customer data privacy. There were no instances of product recalls, penalties, or regulatory actions concerning the safety of its products or services.

**7. Provide the following information relating to data breaches**

a. **Number of instances of data breaches:** Nil.

b. **Percentage of data breaches involving personally identifiable information of customers:** Nil.

c. **Impact, if any, of the data breaches:** Nil.

# INDEPENDENT AUDITOR'S REPORT

**TO THE MEMBERS OF THE VISHNU CHEMICALS LIMITED**

## REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

### Opinion

We have audited the accompanying standalone financial statements of Vishnu Chemicals Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the standalone Statement of Changes in Equity and the standalone Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the company as at March 31, 2025, and its profit and total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

**1. Migration to new ERP System**

Key Audit Matter:

As with any company, the financial reporting process significantly relies on the design, implementation, and operating effectiveness of its Information Technology systems. The Company migrated to new ERP system (SAP), across all its units, in the month of April, 2024. Migration to new ERP system is a major upgrade to the existing core enterprise application system resulting in a significant change to the financial reporting configuration which is the core for financial reporting including preparation of Standalone Financial Statements. The Change in ERP system represents a financial reporting risk as controls and processes that have been established and embedded over years are updated and migrated into new environment. Due to changes in the ERP system, there is risk of breakdown in internal financial controls and a risk of inaccurate or incomplete processing of the financial data. Further, the migration involved significant program and configuration changes. Accordingly, it is considered as a key audit matter.

Audit Measures adopted to validate KAM included the following:

- Obtaining an understanding of the changes in the IT environment, IT infrastructure and ERP system and business processes by involving IT specialists;
- Testing the design, implementation and operating effectiveness of the Company's controls over data migration including proper authorization, completeness and accuracy;
- Verifying the migration balances of general ledgers, sub ledgers and open items for completeness and accuracy as of the date of migration;
- Evaluating and testing relevant General IT Controls over the new ERP system and IT dependencies identified as relevant for our audit of the Standalone Financial Statements; and
- Communicated with those charged with governance and management and tested a compensating manual control or remediated controls or performed alternative audit procedure, wherever necessary





**2. Revenue Recognition (See Note 1.B(i) and 24 to Standalone Financial Statements)**

The Key Audit Matter:

Revenue recognition being the significant component of the operations of the standalone financial statements, it was identified as the key audit matter. Revenue is required to be recognised in consonance with the relevant accounting methodology when the transfer of risks and rewards of the underlying goods are transferred to the customer.

The Company recognizes revenue in accordance with Ind AS115 "Revenue from Contracts with Customers". The core principle of the standard is that an entity should recognize revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

In accordance with the above, Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates after considering contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

Audit Measures adopted to validate KAM included the following:

- Appropriateness of the revenue recognition accounting policies adopted by the company were assessed to ascertain their compliance with Ind AS 115 "Revenue from Contracts with Customers";
- Operational effectiveness of relevant controls with respect to revenue recognition were tested pursuant to the evaluation of their design.
- Substantive testing of the revenue transactions through the entire cycle was done including journal entries posted to revenue to elicit unusual transactions, if any, and also to determine efficacy of revenue recognition in the appropriate financial period;

  Basis the above stated measures, no significant exceptions were noted in revenue recognition.

### Information Other than the Standalone Financial Statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management's Discussion and Analysis report as contained in the Annual Board's Report including Annexures therein, Business Responsibility & Sustainability Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is also responsible for overseeing the Company's financial reporting process.

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

### Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable

2. A. As required by Section 143(3) of the Act, based on our audit we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss including Other Comprehensive Income, the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2015, as amended;

   e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   g) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its standalone Ind AS financial statements – Refer Note 37.

   ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.

   iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company

   vi. a. The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or not that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the company (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

   b. The management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the company from any person(s) or entities including foreign entities ("Funding Parties") with the understanding that such company shall whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the funding party (ultimate beneficiaries) or provide guarantee, security or the like on behalf of the Ultimate beneficiaries.

   c. Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) by the management contain any material mis-statement.

   v. In our opinion Company has complied with section 123 of the Companies Act,2013 with respect to dividend declared/paid during the year.

   vi. As required under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014, we report that:

   The Company migrated to new ERP system (SAP), across all its units, in the month of April, 2024

**INDEPENDENT AUDITOR'S REPORT (CONTD.)**

from another accounting software Tally. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of the Company's accounting software where the audit trail has been enabled. Additionally, the audit trail for the previous year has been preserved by the Company as per the statutory requirements for record retention, to the extent it was enabled.

For **Jampani & Associates**
Chartered Accountants
(Firm's Registration No. 016581S)

**Sd/-**
**Trinadha Rao Marisetty**
Partner
(Membership No. 207990)
UDIN: 25207990BMLZMY1290

Place: Hyderabad
Date: 15 May 2025

# ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

**(REFERRED TO IN PARAGRAPH 1(F) UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT TO THE MEMBERS OF VISHNU CHEMICALS LIMITED OF EVEN DATE)**

## REPORT ON THE INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT")

We have audited the internal financial controls over financial reporting of **VISHNU CHEMICALS LIMITED** ("the Company") as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. We believe that the audit evidence we have obtained, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects,

**ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)**

an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Jampani & Associates**
Chartered Accountants
(Firm's Registration No. 016581S)

**Sd/-**
**Trinadha Rao Marisetty**
Partner
(Membership No. 207990)
UDIN: 25207990BMLZMY1290

Place: Hyderabad
Date: 15 May 2025





# ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

**(REFERRED TO IN PARAGRAPH 2 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT TO THE MEMBERS OF VISHNU CHEMICALS LIMITED OF EVEN DATE)**

In terms of the information and explanation sought by us and given by the company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment, capital Work-in-progress, and relevant details of right of use of assets. The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a program of verification to cover all the items of Property, Plant & Equipment in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain Property, Plant & Equipment were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds / registered sale deed provided to us, we report that, the title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company as at the balance sheet date.

(d) The company has not revalued its Property, Plant & Equipment or Intangible assets during the year.

(e) As per the information and explanations provided to us, no proceedings have been initiated against the company for holding benami property under The Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

(ii) (a) The inventories were physically verified during the year by the Management at reasonable intervals. In our opinion the coverage and procedure of such verification by the Management is appropriate having regard to the size of the Company and the nature of its operations. No discrepancies of 10% or more in the aggregate for each class of inventories were noticed on such physical verification of inventories when compared with books of account.

(b) The Company has been sanctioned working capital limits in excess of Rs. 5 crores, in aggregate, at points of time during the year, from banks on the basis of security of current assets. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/statements filed by the Company with such banks are in agreement with the books of accounts of the Company.

iii. (a) During the year, the company has provided loans and stood guarantee to Subsidiary as follows:

| Nature of the statute | Guarantees (₹ Lakhs) | Loans (₹ Lakhs) |
|---|---|---|
| Aggregate amount granted / provided during the year | 5,900.00 | 3,388.40 |
| Balance outstanding as on date of Balance Sheet with respect to above | 5,900.00 | 3,388.40 |

During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee and provided security to limited liability partnerships or any other parties.

According the information and explanations given to us, the Company has granted, in the earlier years, interest free unsecured loan to its Indian wholly owned subsidiary (WOS), in terms of the condition for sanctioning of Term loans by Banks to the WOS. The actual balance outstanding at the end of the year is ₹ 989.00 Lakh (with an amortised value of ₹ 796.84 Lakh). As per the stipulation of the banks' lending to WOS, the loan given by company to WOS cannot be withdrawn till the loans taken from banks are repaid by WOS, which as per schedules of payment will last till 31-12-2028.

(b) According to the information and explanations given to us, the terms and conditions of grant of the loans and guarantees provided are not prima facie prejudicial to the interests of the company.

(c) As no specific terms and conditions with regard to the repayment with respect to the loans sanctioned during the year to a subsidiary have been specified, we are unable to comment on the compliance with schedule of repayment and overdue amount, if any. With regard to the interest-free loan advanced, basis the stipulation of the banks' lending to WOS, the loan given by company to WOS cannot be withdrawn till the loans taken from banks are repaid by WOS, which as per schedules of payment will last till 31-12-2028.

(d) In view of aforesaid nature of the loans and observations thereon, the comment as required under this clause is not pertinent.

## ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

(e) As per the information provided and aforesaid nature of the loans, no loan or advance in the nature of loans have been renewed or extended or fresh loans granted to settle over dues of existing loans given to same parties.

(f) No specific repayment terms were mentioned with regard to the loan of ₹ 3388.40 lakhs given to a wholly owned subsidiary, which amount is outstanding as at the balance sheet date. Also, the repayment of the interest-free loan granted by the company to WOS in earlier years is dependent on the closure of loans given to it by banks and hence no specific period of repayment is specified, the aggregate amount of which is ₹ 989 Lakhs (with an amortised value of ₹ 796.84 Lakhs).

iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

v. According to the information and explanations provided to us, the Company has not accepted deposits or amounts which are deemed to be deposits in terms of the directives issued by Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.

vi. We have broadly reviewed the cost records maintained by the company pursuant to sub-section (1) of section 148 of the Act and are of the opinion that prima facie the prescribed accounts and records have been made and maintained.

vii. According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has been regular in depositing undisputed statutory dues, including Goods and Service Tax, provident fund, employees' state insurance, income Tax, sales tax, service tax, duty of customs, duty of excise, cess and any other statutory dues to the appropriate authorities and there are no dues outstanding for a period of more than six months from the date they became payable as at March 31, 2025.

(b) Details of statutory dues referred to in sub-clause (a) which have not been deposited as at March 31, 2025 on account of dispute are given below:

| Nature of the statute | Nature of dues | Forum where dispute is pending | Period to which the amount relates | Amount in ₹ Lakhs | Deposit made |
|---|---|---|---|---|---|
| Sales Tax Act | Sales tax | High Court - Orissa | 2008-09 | ₹ 124.36 Lakhs | ₹ 124.36 Lakh |
| Sales Tax Act | Entry Tax | High Court – Andhra Pradesh | 2014-15 to 2017-18 | ₹ 55.40 Lakhs | ₹ 14.68 Lakh |
| GST | Goods and Service Tax | GST Appellate Authority | 2017-18 | ₹ 373.39 Lakhs | ₹ 60.58 Lakh |
| GST | Goods and Service Tax | GST Appellate Authority | 2017-2022 | ₹ 17.36 Lakhs | NIL |

viii. According to the information and explanations provided to us, the Company has not surrendered or disclosed as income, during the year, any transactions not recorded in the books of account in tax assessments under the Income Tax Act, 1961.

ix. a. In our opinion, the Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

b. The Company has not declared as a wilful defaulter by any bank or financial institution or government or any government authority.

c. In our opinion and according to the information and explanations given to us, the term loans have been applied for the purpose for which they were obtained.

d. On an overall examination of the financial statements of the company, funds raised on short-term basis have, prima facie, not been used for long-term purposes by the company.

e. According to the information and explanations provided to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, or joint ventures.

f. According to the information and explanations provided to us and procedures performed by us, the Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies.



## ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)

x. a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3 (x)(a) of the Order is not applicable to the Company.

b. The Company has made preferential allotment or private placement of shares during the year and as per the information and explanations provided to us, it follows the requirements under section 42 and section 62 of the Companies Act, 2013 and the funds raised have been applied for the specified purposes.

xi. a. To the best of our knowledge and according to the information and explanations given to us and based on the audit procedures performed by us, no fraud by the Company or on the Company has been noticed or reported during the year.

b. To the best of our knowledge, no report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

c. As represented to us, the Company has not received any whistle-blower complaints during the year.

xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.

xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

xiv. a. In our opinion and based on our examination, the company has an internal audit system commensurate with the size and nature of its business.

b. We have considered the internal audit reports of the company issued till date for the period under audit.

xv. In our opinion, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.

xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934 and hence reporting under clause 3 (xvi) of the Order is not applicable to the Company.

xvii. The Company has not incurred cash losses in the financial year and in the immediately preceding financial year.

xviii. We continue to be statutory auditors of the Company since the previous year and have not resigned at any point during the year, hence reporting under clause 3 (xviii) of the Order is not applicable.

xix. According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the company as and when they fall due.

xx. The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account incompliance with the provision of sub-section (6) of section 135 of the said Act. Accordingly, reporting under clause (xx) of the Order is not applicable for the year.

For **Jampani & Associates**
Chartered Accountants
(Firm's Registration No. 016581S)

**Sd/-**
**Trinadha Rao Marisetty**
Partner
(Membership No. 207990)
UDIN: 25207990BMLZMY1290

Place: Hyderabad
Date: 15 May 2025

# STANDALONE BALANCE SHEET

**AS AT MARCH 31, 2025**

(₹ in Lakhs)

| Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **I ASSETS** | | | |
| **(1) Non-current assets** | | | |
| (a) Property, Plant and Equipment | 2 | 38,759.94 | 39,946.12 |
| (b) Capital work-in-progress | 2 | 2,936.45 | 1,182.83 |
| (c) Intangible Assets | 2 | 134.51 | 211.92 |
| | | **41,830.90** | **41,340.87** |
| (d) Financial Assets | | | |
| (i) Investments | 3 | 19,746.33 | 12,407.84 |
| (ii) Loans | 4 | 4,185.24 | 730.77 |
| (e) Other non-current assets | 5 | 1,289.61 | 1,435.31 |
| | | **67,052.08** | **55,914.79** |
| **(2) Current assets** | | | |
| (a) Inventories | 6 | 31,841.78 | 24,286.32 |
| (b) Financial Assets | | | |
| (i) Trade receivables | 7 | 23,801.38 | 20,470.18 |
| (ii) Cash and cash equivalents | 8 | 156.54 | 10.16 |
| (iii) Bank balances other than (ii) above | 9 | 1,425.98 | 5,198.19 |
| (iv) Other financial assets | 10 | 198.38 | 104.14 |
| (c) Other current assets | 11 | 3,364.15 | 3,621.81 |
| | | **60,788.21** | **53,690.80** |
| **Total Assets** | | **1,27,840.29** | **1,09,605.59** |
| **II EQUITY AND LIABILITIES** | | | |
| **EQUITY** | | | |
| (a) Equity Share capital | 12 | 1,346.31 | 1,310.54 |
| (b) Other Equity | 13 | 77,179.47 | 61,694.72 |
| | | **78,525.78** | **63,005.26** |
| **LIABILITIES** | | | |
| **(1) Non-current liabilities** | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 14 | 5,945.35 | 10,259.09 |
| (b) Provisions | 15 | 40.99 | 86.34 |
| (c) Deferred tax liabilities (Net) | 16 | 4,738.71 | 4,451.39 |
| | | **10,725.05** | **14,796.82** |
| **(2) Current liabilities** | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 17 | 13,619.90 | 11,321.61 |
| (ii) Trade payables | | | |
| - Due to MSME entities | 18 | 109.68 | - |
| - Other than MSME entities | 18 | 23,558.50 | 18,037.38 |
| (iii) Lease liabilities | 19 | - | 5.88 |
| (iv) Other financial liabilities | 20 | 814.14 | 7.48 |
| (b) Other current liabilities | 21 | 474.74 | 1,019.63 |
| (c) Provisions | 22 | 12.50 | 50.44 |
| (d) Current Tax Liabilities (Net) | 23 | - | 1,361.09 |
| | | **38,589.46** | **31,803.51** |
| **Total Equity and Liabilities** | | **1,27,840.29** | **1,09,605.59** |

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date
**For Jampani & Associates**
Chartered Accountants
Firm Registration No. 016581S

**Sd/-**
**Trinadha Rao Marisetty**
**Partner**
**Membership No. 207990**

Place: Hyderabad
Date: May 15, 2025

For and on behalf of the Board of Directors

**Sd/-**
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN:00030274**

**Sd/-**
**Ch. Manjula**
**Director**
**DIN:01546339**

**Sd/-**
**Mahesh Bhatter**
**Chief Financial Officer**

Place: Hyderabad
Date: May 15, 2025

**Sd/-**
**Vibha Shinde**
**Company Secretary & Compliance Officer**
**M.No: FCS8466**





# STANDALONE STATEMENT OF PROFIT AND LOSS

**FOR THE YEAR ENDING MARCH 31, 2025**

(₹ in Lakhs)

| | Note No. | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| **1) INCOME** | | | |
| a. Revenue from Operations | 24 | 1,09,760.84 | 1,01,078.54 |
| b. Other Income | 25 | 1,223.13 | 1,616.52 |
| **Total Income** | | **1,10,983.97** | **1,02,695.06** |
| **2) EXPENSES** | | | |
| a. Cost of Materials Consumed | 26 | 53,367.35 | 42,217.53 |
| b. Purchases of Stock-in-Trade | | 3,413.93 | - |
| c. Cost of Consumables | 27 | 14,903.04 | 15,661.53 |
| d. Changes in Inventories of Finished Goods and Work-in-Progress | 28 | (7,547.20) | (3,515.52) |
| e. Employee Benefit Expenses | 29 | 4,763.20 | 4,268.74 |
| f. Finance Costs | 30 | 2,608.32 | 2,478.12 |
| g. Depreciation and Amortisation Expense | 2 | 2,333.93 | 2,176.17 |
| h. Power Cost | 31 | 6,032.49 | 4,989.15 |
| i. Manufacturing Expenses | 32 | 8,612.37 | 11,503.16 |
| j. Selling & Administrative Expenses | 33 | 11,532.75 | 9,994.62 |
| k. Corporate Social Responsibility Expenses | 34 | 252.82 | 187.33 |
| **Total Expenses** | | **1,00,273.00** | **89,960.83** |
| **3) Profit Before Tax** | | **10,710.97** | **12,734.23** |
| **4) Tax Expense** | 35 | | |
| a. Current Tax | | 2,435.42 | 3,074.36 |
| b. Tax pertaining to earlier years | | (25.65) | (10.00) |
| c. Deferred Tax | | 277.39 | 242.84 |
| | | **2,687.16** | **3,307.20** |
| **5) Profit For the Period from Continuing Operations** | | **8,023.81** | **9,427.03** |
| **6) Other Comprehensive Income/(Losses)** | | | |
| **Items that will not be reclassified subsequently to profit or loss:** | | | |
| Remeasurement gains/(losses) on defined benefit plans | | 39.46 | (218.40) |
| Tax on remeasurement of defined benefit plans | | (9.93) | 54.97 |
| **7) Other Comprehensive Income (Net of Taxes)** | | **29.53** | **(163.43)** |
| **8) Total Comprehensive Income for the Period (5+7)** | | **8,053.34** | **9,263.60** |
| **9) Earnings Per Share** | | | |
| Basic & Diluted (in ₹) | | 12.18 | 14.82 |
| | | (Annualised) | (Annualised) |

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date
**For Jampani & Associates**
Chartered Accountants
Firm Registration No. 016581S

**Sd/-**
**Trinadha Rao Marisetty**
**Partner**
**Membership No. 207990**

Place: Hyderabad
Date: May 15, 2025

For and on behalf of the Board of Directors

**Sd/-**
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN:00030274**

**Sd/-**
**Ch. Manjula**
**Director**
**DIN:01546339**

**Sd/-**
**Mahesh Bhatter**
**Chief Financial Officer**

Place: Hyderabad
Date: May 15, 2025

**Sd/-**
**Vibha Shinde**
**Company Secretary & Compliance Officer**
**M.No: FCS8466**

# STANDALONE CASH FLOW STATEMENT

**FOR THE YEAR ENDED MARCH 31, 2025**

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Profit before tax** | **10,710.97** | **12,734.23** |
| **Cash flows used in / from operating activities** | | |
| **Adjustments for :** | | |
| Depreciation of property, plant and equipment | 2,333.93 | 2,176.17 |
| Profit on sale of investments | | (0.85) |
| Profit on sale of Property Plant and Equipment | 0.43 | (0.21) |
| Interest income | (338.54) | (876.06) |
| Unwinding of interest income on interest free loan given to subsidiary | (66.07) | (60.59) |
| Interest expenses | 2,608.32 | 2,379.45 |
| Unwinding of interest expenses on loan from promoter directors | - | 98.03 |
| Non cash income on free of Corporate guarantee given to subsidiary | (34.83) | - |
| Amortisation of processing fees of long term loans | 0.46 | 0.64 |
| Fair value (gain)/ loss on investments (net) | (1.56) | (6.39) |
| Obsolete Stock provision | 12.94 | 9.30 |
| Re-measurement of defined employee benefit plans | 39.46 | (218.40) |
| Advances and bad debts written back (Net) | 5.54 | |
| **Operating profit before working capital changes** | **15,271.04** | **16,235.32** |
| **Movement in working capital:** | | |
| (Increase)/Decrease in inventories | (7,568.41) | (6,156.97) |
| (Increase)/Decrease in trade receivables | (3,331.20) | (4,442.88) |
| (Increase)/Decrease in financial & non financial assets | (3,084.81) | 2,017.34 |
| Increase/(Decrease) in trade payables | 5,630.79 | 2,669.25 |
| Increase/(Decrease) in financial & non financial liabilities & provisions | (494.98) | 712.74 |
| **Cash generated from operations** | **6,422.43** | **11,034.80** |
| Income tax paid | (3,770.85) | (3,062.46) |
| **Net cash flows used in / from operating activities (A)** | **2,651.58** | **7,972.34** |
| **Cash flows used in / from investing activities** | | |
| Purchase of property, plant and equipment, including capital work in progress | (3,558.93) | (5,331.14) |
| Proceeds from sale of fixed assets | 734.55 | - |
| Proceeds from sale of investments in mutual funds | - | 0.85 |
| Investments in subsidiary companies | (6,628.94) | (11,429.66) |
| Movement in Other Bank Balances | 3,772.21 | (3,880.01) |
| Interest received | 338.54 | 876.06 |
| **Net cash flows used in / from investing activities (B)** | **(5,342.57)** | **(19,763.90)** |



# STANDALONE CASH FLOW STATEMENT

**FOR THE YEAR ENDED MARCH 31, 2025 (CONTD.)**

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Net cash flows used in / from financing activities** | | |
| Increase/(Decrease) in long term borrowings | 3,203.09 | (5,410.01) |
| Increase/(Decrease) in short term borrowings | 2,444.75 | 512.58 |
| Payments to lease liabilities | (5.88) | (16.82) |
| Proceeds from issue of equity shares | - | 19,695.37 |
| Interest paid | (2,608.32) | (2,379.45) |
| Dividend Paid | (196.29) | (608.11) |
| **Net cash flows used in/from financing activities (C)** | **2,837.36** | **11,793.56** |
| **Net decrease in cash and cash equivalents (A+B+C)** | 146.38 | 2.00 |
| Cash and cash equivalents at the beginning of the year | 10.16 | 8.16 |
| **Cash and cash equivalents at the year end** | **156.54** | **10.16** |
| **Components of cash and cash equivalents:** | | |
| Cash on hand | 8.06 | 6.77 |
| Balances with banks | 148.48 | 3.39 |
| **Total cash and cash equivalents** | **156.54** | **10.16** |

As per our report of even date

**For Jampani & Associates**
Chartered Accountants
Firm Registration No. 016581S

**Sd/-**
**Trinadha Rao Marisetty**
**Partner**
**Membership No. 207990**

Place: Hyderabad
Date: May 15, 2025

For and on behalf of the Board of Directors

**Sd/-**
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN:00030274**

**Sd/-**
**Ch. Manjula**
**Director**
**DIN:01546339**

**Sd/-**
**Mahesh Bhatter**
**Chief Financial Officer**

**Sd/-**
**Vibha Shinde**
**Company Secretary & Compliance Officer**
**M.No: FCS8466**

Place: Hyderabad
Date: May 15, 2025

# STANDALONE STATEMENT OF CHANGES IN EQUITY

**AS AT MARCH 31, 2025**

**NOTE 12**

**a. Equity Share Capital**

| Equity shares of ₹ 2 each issued, subscribed and fully paid-up | Number of shares* | | Amount (₹ in Lakhs) | |
|---|---|---|---|---|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Balance as at the beginning of the year | 6,55,27,195 | 5,97,30,100 | 1,310.54 | 1,194.60 |
| Changes in share capital during the year | 17,88,089 | 57,97,095 | 35.77 | 115.94 |
| Balance as at the end of the year | 6,73,15,284 | 6,55,27,195 | 1,346.31 | 1,310.54 |

*During the year ended March 31, 2025, the Company issued and allotted 17,88,089 Equity Shares of ₹ 2/- each, at an issue price of ₹ 428.60 per share (Including premium), pursuant to the conversion of 7,66,37,500 7 % Compulsory Convertible Preference Shares of ₹ 10/-

* During the year ended March 31, 2024, the Company issued and alloted 57,97,095 equity shares of face value ₹ 2/- each at a price of ₹ 345 per equity share (including premium of ₹ 343) to Qualified Institutional Buyers ('QIBs') through Qualified Institutional placement ('QIP') on August 1, 2023.

**NOTE 13**

**b. Other Equity**

**For the year ended March 31, 2025**

(₹ in Lakhs)

| | Reserves and Surplus | | | | | Items of Other Comprehensive Income | Total |
|---|---|---|---|---|---|---|---|
| | Capital Reserve | General Reserve | Securities Premium | Retained Earnings | Effect of Amortisation of Interest free loans from Promoter Directors | Remeasurement of Net Defined Benefit Plans | |
| **Balance as at April 01, 2024** | **0.86** | **659.07** | **19,579.44** | **40,541.29** | **1,122.48** | **(208.42)** | **61,694.72** |
| Add Profit for the year | | | - | 8,023.81 | | | 8,023.31 |
| Add/(less) Changes during the year | | | 7,627.99 | | - | | 7,627.99 |
| Add/(less) Other Comprehensive Income for the year (net of taxes) | | | | | | 29.53 | 29.53 |
| Less: Dividend | | | | (196.58) | | | (196.58) |
| **Balance as at March 31, 2025** | **0.86** | **659.07** | **27,207.43** | **48,368.53** | **1,122.48** | **(178.89)** | **77,179.47** |

**For the year ended March 31, 2024**

(₹ in Lakhs)

| | Reserves and Surplus | | | | | Items of Other Comprehensive Income | Total |
|---|---|---|---|---|---|---|---|
| | Capital Reserve | General Reserve | Securities Premium | Retained Earnings | Effect of Amortisation of Interest free loans from Promoter Directors | Remeasurement of Net Defined Benefit Plans | |
| **Balance as at April 01, 2023** | **0.86** | **659.07** | **-** | **31,376.37** | **1,423.38** | **(44.99)** | **33,414.69** |
| Add Profit for the year | | | - | 9,427.03 | | | 9,427.03 |
| Add Changes during the year | | | 19,579.44 | | (300.90) | | 19,278.53 |





# STANDALONE STATEMENT OF CHANGES IN EQUITY

**AS AT MARCH 31, 2025 (CONTD.)**

(₹ in Lakhs)

| | Reserves and Surplus | | | | | Items of Other Comprehensive Income | Total |
|---|---|---|---|---|---|---|---|
| | Capital Reserve | General Reserve | Securities Premium | Retained Earnings | Effect of Amortisation of Interest free loans from Promoter Directors | Remeasurement of Net Defined Benefit Plans | |
| Add/(less) Other Comprehensive Income for the year (net of taxes) | | | | | | (163.43) | (163.43) |
| Less: Dividend | | | | (262.11) | | | (262.11) |
| **Balance as at March 31, 2024** | **0.86** | **659.07** | **19,579.44** | **40,541.29** | **1,122.48** | **(208.42)** | **61,694.72** |

As per our report of even date
**For Jampani & Associates**
Chartered Accountants
Firm Registration No. 016581S

**Sd/-**
**Trinadha Rao Marisetty**
**Partner**
**Membership No. 207990**

Place: Hyderabad
Date: May 15, 2025

For and on behalf of the Board of Directors

**Sd/-**
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN:00030274**

**Sd/-**
**Ch. Manjula**
**Director**
**DIN:01546339**

**Sd/-**
**Mahesh Bhatter**
**Chief Financial Officer**

Place: Hyderabad
Date: May 15, 2025

**Sd/-**
**Vibha Shinde**
**Company Secretary & Compliance Officer**
**M.No: FCS8466**

# NOTES TO STANDALONE FINANCIAL STATEMENTS
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

## 1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION:

### A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

#### a) Corporate Information

Vishnu Chemicals Limited (referred to as "VCL" or "the Company") is a public limited Company incorporated and domiciled in India. The Company Identification Number is L85200TG1993PLC046359. The Registered office of the Company is situated at Plot No. C-23, Road No.8, Film Nagar, Jubilee Hills, Hyderabad, Telangana 500 096.

The Company is in the business of manufacturing and sale of Chromium chemicals from its three world-class manufacturing facilities in India. The Company supplies its products not only in India but also across the world. The company has wide customer base from different industries viz., Steel, Glass, Pharmaceutical, pigments, dyes, leather, and allied industries.

#### b) Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act, as applicable.

#### c) Basis of Preparation

The financial statements have been prepared on a going concern basis and on an accrual method of accounting. Historical cost is used in preparation of the financial statements except as otherwise mentioned in the policy.

#### d) Functional and Presentation currency

The financial statements are prepared in Indian Rupees (₹), which is the Company's functional currency and all values are rounded to the nearest Lakhs, except otherwise indicated.

#### e) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/non-current classification. An asset is treated as current when it is:

- expected to be realised or intended to be sold or consumed in normal operating cycle,
- held primarily for the purpose of trading,
- expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in normal operating cycle,
- it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle.

#### f) Use of Estimates and Judgments

The preparation of financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the income and expenditure for the reporting year. Though, these estimates and assumptions are based on the information available at that point of time, the actual results could differ from these estimates.

**Critical estimates and judgments in applying accounting policies**

Estimates and judgments made in applying accounting policies that have significant effect on the amounts recognised in the financial statements are as follows:

**i) Property, Plant and Equipment**

The charge in respect of periodic depreciation is derived after estimating the asset's expected useful life and the expected residual value at the end of its life. The depreciation method, useful lives and residual values of Company's assets are estimated by management at the time the asset is acquired and reviewed during each financial year.

**ii) Employee Benefit Plans**

Employee defined benefit plans and long term benefit plans are measured on the basis of actuarial assumptions. However, any changes in these assumptions may have impact on the reported amount of obligation and expenses.

### B. MATERIAL ACCOUNTING POLICY INFORMATION:

#### a) Property, Plant and Equipment

Property, plant and equipment are stated in the Balance Sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price (net of reimbursable taxes), attributable expenditure incurred in bringing the asset to its working condition for the intended use and cost of borrowing till the date of capitalisation in the case of assets involving material investment and substantial lead time.

Depreciation is provided on Straight Line Method in respect of assets situated at Bhilai, Corporate Office, Ranipet Godown and Vizag Units and on Written down value Method in respect of assets situated at Kazipally Unit, by considering the useful life of the assets as specified in Schedule II of the Companies Act, 2013.

Depreciation methods, useful lives and residual values are reviewed in each financial year and changes, if any, are accounted for prospectively. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Company will obtain ownership by the end of the lease term. Freehold land is not depreciated.

#### b) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful economic life, reviewed regularly, and are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Expenditure on research activities, if any, is recognised in statement of profit and loss as incurred. Expenditure on development activities, if any, is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Company intends to and has sufficient resources to complete development and to use or sell the asset.

#### c) Leases

The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term and useful life of the underlying asset. The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liability and ROU asset have been separately presented in the Balance Sheet.

#### d) Investments in Subsidiaries

Investments in subsidiaries are accounted at cost less impairment losses, if any. If the intention of the management is to dispose the investment in near future, it is classified as held for sale and measured at lower of its carrying amount and fair value less costs to sell.

#### e) Financial Instruments

Financial instruments are classified as:

- Financial assets, measured at (a) amortised cost and (b) fair value through Profit and Loss ("FVTPL")
- Financial liabilities are carried at amortised cost.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets.

Subsequently, financial assets are measured as follows:

**a) Amortised Cost**

A financial asset shall be measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Financial assets under this category are measured initially at fair value plus transaction costs and subsequently carried at amortised cost using the effective interest method, less any impairment loss.

**b) Fair Value Through Profit and Loss Account**

Financial instruments classified in this category are subsequently carried at fair value with changes recorded in the statement of profit and loss. Directly attributable transaction costs are recognised in statement of Profit and Loss account as incurred.

Financial liabilities are measured subsequently at amortised cost using effective interest method.

**f) Derivative financial instruments and hedge accounting**

**Initial recognition and subsequent measurement**

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the Company's expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to statement of profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

(i) Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment

(ii) Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment

(iii) Hedges of a net investment in a foreign operation

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

**(i) Fair value hedges**

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through statement of profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in statement of profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in statement of profit and loss.

**(ii) Cash flow hedges**

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

Amounts recognised as OCI are transferred to statement of profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or nonfinancial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

**g) Impairment of Assets**

**a) Non-Financial Assets**

The carrying amount of cash generating units is reviewed at each reporting date where there is any indication of impairment. An impairment loss is recognised in the statement of profit and loss where the carrying amount exceeds the recoverable amount of the cash generating units. Recoverable amount is the higher of cash-generating unit's fair value less costs of disposal and its value in use.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

**b) Financial Assets**

The loss allowance in respect of trade receivables is at an amount equal to lifetime expected credit losses. The loss allowance in respect of all other financial assets is measured at an amount equal to lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. Otherwise, the loss allowance is measured at an amount equal to 12 month expected credit losses.

**h) Inventories**

Inventories are valued at lower of cost, determined on First-in-First-Out (FIFO) basis, or net realisable value. Inventories comprise of raw materials, stores, spares & consumables and finished goods. Cost of Inventories comprises all cost of purchase (net of reimbursable taxes), cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

**i) Revenue Recognition**

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates after taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The Company recognises revenue in accordance with Ind AS115 "Revenue from Contracts with Customers". The core principle of the standard is that an entity should recognise revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain / loss on forward and options contracts and on translation of other assets and liabilities. Interest income is recognised using the effective interest method. Claims for export incentives/ duty drawbacks, duty refunds and insurance are accounted when the right to receive payment is established.

**j) Provisions**

Provisions are recognised if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Where the effect of time value of money is material, provisions are determined and maintained by discounting the expected future cash flows, wherever applicable.

**k) Borrowing Costs**

Borrowing costs attributable to a qualifying asset are capitalised as a part of the cost of such assets and other borrowing costs are recognised as an expense in the year of incurrence.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### l) Employee Benefits

The Company's contribution to Provident and Pension fund for the employees is covered under defined contribution plan and is recognised as employee benefit expense in statement of profit and loss in the periods during which services are rendered by employees.

The Company's Gratuity scheme for its employees is a defined benefit retirement benefit plan. The liability recognised in the balance sheet in respect of defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

Defined benefit costs are categorised as follows:

- service cost
- net interest expense or income; and
- re-measurement

The Company presents the first two components of defined benefit costs in profit and loss in the line item 'Employee benefit expenses'.

Re-measurements comprising actuarial gains and losses as well as the difference between the return on plan assets and the amounts included in net interest on the net defined benefits liability (asset) are recognised in other comprehensive income, net of income tax.

Other long-term employee benefits comprise of leave encashment which is provided for based on the actuarial valuation carried out as at the end of the year. Liability is measured at the present value of the estimated future cash outflows expected to be made by the Company in respect of services provided by employees up to the reporting date. Re-measurements and other expenses related to long term benefit plans are recognised in statement of profit and loss.

### m) Foreign Currency Transactions and balances

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in a foreign currencies are recognised in the statement of profit and loss and reported within foreign exchange gains / losses.

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

### n) Earnings Per Share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year including any potential dilution resulting in issue of additional equity shares based on contractual terms and obligations. Diluted earnings per share is computed by dividing the profit / (loss) after tax, as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, with the weighted average number of equity shares considered for deriving basic earnings per share.

### o) Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flows for the year are classified by operating, investing and financing activities.

### p) Taxes on Income

Income tax comprises current and deferred tax. Income tax expense is recognised in the statement of profit and loss except to the extent it relates to items directly recognised in equity or in other comprehensive income.

#### i. Current income tax

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period.

The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Company offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis or to realise the asset and liability simultaneously.

#### ii. Deferred income tax

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside statement of profit or loss is recognised outside statement of profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 2 PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

| | Tangible Assets | | | | | | | | | Total | Intangible Assets |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | Freehold land | Buildings - Factory | Lease hold Building | Plant and equipment | Lab equipment | Office equipment | Data Processing Equipment | Furniture and Fixtures | Vehicles | ROU-Vehicles | | Computer Software |
| **Cost** | | | | | | | | | | | | |
| At April 1, 2023 | 884.55 | 10,973.51 | 367.19 | 45,273.39 | 128.02 | 317.28 | 104.27 | 204.24 | 706.99 | 47.88 | 59,007.31 | 18.16 |
| Additions | 15.29 | 488.78 | - | 3,754.13 | 0.95 | 29.82 | 22.77 | 24.68 | 76.56 | - | 4,412.97 | 249.52 |
| Disposals/discard | | | | (89.16) | | | | | | | (89.16) | - |
| **March 31, 2024** | **899.84** | **11,462.29** | **367.19** | **48,938.36** | **128.97** | **347.10** | **127.04** | **228.92** | **783.55** | **47.88** | **63,331.12** | **267.68** |
| Additions | - | 73.93 | 15.66 | 1,554.37 | 6.85 | 19.48 | 13.02 | 15.48 | 49.93 | - | 1,748.72 | 2.22 |
| Disposals/discard | - | - | - | (719.32) | - | - | (1.96) | - | - | - | (721.28) | (0.70) |
| **March 31, 2025** | **899.84** | **11,536.22** | **382.85** | **49,773.41** | **135.82** | **366.58** | **138.10** | **244.40** | **833.48** | **47.88** | **64,358.56** | **269.20** |
| **Depreciation** | | | | | | | | | | | | |
| At April 1, 2023 | - | 4,179.76 | 187.51 | 15,927.31 | 111.44 | 223.24 | 78.19 | 118.00 | 425.11 | 26.66 | 21,277.23 | 17.12 |
| Charge for the year | - | 335.62 | 38.77 | 1,622.07 | 4.30 | 26.93 | 17.19 | 15.49 | 61.19 | 15.96 | 2,137.53 | 38.64 |
| Disposals/discarded | | - | - | (29.75) | - | - | - | - | - | - | (29.75) | - |
| **March 31, 2024** | **-** | **4,515.38** | **226.28** | **17,519.63** | **115.74** | **250.17** | **95.38** | **133.49** | **486.31** | **42.62** | **23,385.00** | **55.76** |
| Charge for the year | - | 344.15 | 38.78 | 1,744.51 | 2.26 | 30.40 | 17.63 | 15.77 | 55.80 | 5.26 | 2,254.56 | 79.37 |
| Disposals/discarded | - | - | - | (39.95) | - | - | (0.99) | - | - | - | (40.94) | (0.44) |
| **March 31, 2025** | **-** | **4,859.53** | **265.06** | **19,224.19** | **118.00** | **280.57** | **112.02** | **149.26** | **542.11** | **47.88** | **25,598.62** | **134.69** |
| **Net Block** | | | | | | | | | | | | |
| **At March 31, 2024** | **899.84** | **6,946.91** | **140.91** | **31,418.73** | **13.22** | **96.93** | **31.65** | **95.43** | **297.24** | **5.26** | **39,946.12** | **211.92** |
| **At March 31, 2025** | **899.84** | **6,676.69** | **117.79** | **30,549.22** | **17.82** | **86.01** | **26.08** | **95.14** | **291.37** | **(0.00)** | **38,759.94** | **134.51** |





## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

**Capital work in progress ageing**

(₹ in Lakhs)

| CWIP | Amount in CWIP for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than 1 Year | 1-2 years | 2-3 years | More than 3 years | |
| **As on March 31, 2025** | | | | | |
| Projects in Process | 2,803.71 | - | 132.74 | - | 2,936.45 |
| Projects temporarily suspended | - | - | - | - | - |
| **As on March 31, 2024** | | | | | |
| Projects in Process | 1,050.09 | 132.74 | - | - | 1,182.83 |
| Projects temporarily suspended | - | - | - | - | - |

### NOTE 3 NON CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **1.** | **Non Trade Investments - Unquoted (At Cost)** | | |
| | **Investment in Equity Instruments of Subsidiary Companies** | | |
| a. | 8,72,74,950 (8,72,74,950) Equity Shares of face value of ₹10/- each in Vishnu Barium Private Limited | 188.00 | 188.00 |
| b. | Amortisation Cost of Interest Free Advance given to Subsidiary * | 739.94 | 739.94 |
| c. | 2,38,329 (45,100) Equity Shares no par value in Vishnu South Africa (Pty) Limited | 60.24 | 60.24 |
| d. | 80,00,000 (NIL) Equity Shares of ₹ 10 /- each in Vishnu Strontium Private Limited | 800.00 | - |
| e. | Amortisation cost of free of cost corporate guarantee given to Subsidiary (VSPL)* | 708.00 | - |
| | **Investment in 0.01% Optionally Redeemable Preference shares of Subsidiary Companies** | | |
| a. | 4,78,33,935 (NIL) Optionally Non-Cumulative Redeemable Preference shares no par value in Vishnu South Africa (Pty) Limited | 5,828.94 | - |
| | **Investment in 0.01% Optionally Convertible Debentures of Subsidiary Companies** | | |
| a. | 2,27,80,000 (NIL) Optionally Convertible Debentures of face value of ₹10/- each in Vishnu Barium Private Limited | 11,390.00 | 11,390.00 |
| **2.** | **Non Trade Investments - Unquoted (At Fair Value)** | | |
| a. | Equity Shares in Sireen Drugs Private Limited<br>1,000 (1,000) Nos. each ₹ 10/- Fully paid up, acquired at a cost of ₹10,000 (₹10,000) - Net of impairment recognised. | 0.00 | 0.00 |
| **3.** | **Non Trade Investments - quoted (At Fair Value)** | | |
| | Equity Shares in Life Insurance Corporaton of India<br>94 (94) Equity Shares of face value of ₹ 5/- each | 0.75 | 0.86 |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **4.** | **Investments in Mutual Funds - Quoted (At fair value)** | | |
| a. | LMRG-Union Large & Midcap Fund Regular Plan - Growth - 49,990 (49,990) Units, Cost ₹ 5,00,000 (₹ 5,00,000) | 11.67 | 11.02 |
| b. | UBI -Union Balanced advantage fund regular plan - growth- 60,339 (60,339) Units, Cost ₹ 6,35,373 (₹ 6,35,373) | 11.59 | 11.04 |
| c. | UBI-Union Equity Savings Fund Regular Plan - 19,990 (19,990) Units, Cost ₹ 1,99,900 (₹ 1,99,900) | 3.25 | 3.09 |
| d. | Nippon (Reliance) Balanced Advantage Fund - Growth Plan - 2,352 (2,352) Units, Cost ₹ 2,00,000 (₹ 2,00,000) | 3.95 | 3.65 |
| | | **19,746.33** | **12,407.84** |

***Disclosures:***

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Aggregate amount of quoted investments at cost | 16.24 | 16.24 |
| Aggregate amount of market value of quoted investments | 31.21 | 29.66 |
| Aggregate amount of unquoted investments | 19,715.12 | 12,378.18 |
| Aggregate amount of impairment in value of investments | 6.10 | 6.10 |

* The amount of fair value adjustment on account of interest free loan given and corporate guarantee provided in free of cost to subsidiary is included in cost of investment

### NOTE 4 NON CURRENT FINANCIAL ASSETS - LOANS

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Unsecured, Considered Good:** | | |
| Loan to Subsidiary (at amortised cost) | 796.84 | 730.77 |
| Loan to Subsidiary (Interest bearing) | 3,388.40 | - |
| | **4,185.24** | **730.77** |

### NOTE 5 OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| a. | Capital Advances | 323.19 | 423.80 |
| b. | Deposits | 966.42 | 887.77 |
| c. | CSR Expenses - Excess spent | - | 123.74 |
| | | **1,289.61** | **1,435.31** |



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 6 INVENTORIES

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Valued at Cost or Net Realisable Value, whichever is lower** | | | |
| a. | Raw Materials | 6,301.19 | 6,297.05 |
| b. | Work-in-progress | 6,396.23 | 6,198.75 |
| c. | Finished Goods | 16,539.10 | 9,189.38 |
| d. | Stores, Spares & Packing | 2,684.57 | 2,667.50 |
| | Less: Provision for obsolescence of non-moving stores | (79.31) | (66.36) |
| e. | Net Stores, spares & packing | 2,605.26 | 2,601.14 |
| | | **31,841.78** | **24,286.32** |

### NOTE 7 CURRENT FINANCIAL ASSETS -TRADE RECEIVABLES

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| a. | Trade Receivables Considered Good; secured | - | - |
| b. | Trade Receivables Considered Good; Unsecured | 23,801.38 | 20,470.18 |
| c. | Trade Receivables which have significant increase in credit risk | - | - |
| d. | Trade Receivables - Credit impaired | - | - |
| | Less: Allowance for expected credit losses | - | - |
| | | **23,801.38** | **20,470.18** |

**Trade receivables ageing schedule as at March 31, 2025**

| | | Outstanding for the following periods from the due date of payment | | | | | |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months* | 6 months to 1year | 1year to 2 years | 2 years to 3 years | More than 3 years | Total |
| Undisputed trade receivables | | | | | | | |
| a. | Considered good | 19,809.43 | 2,789.60 | 919.45 | 263.52 | 19.38 | 23,801.38 |
| b. | Which have significant increase in credit risk | - | - | - | - | - | - |
| c. | Credit impaired | - | - | - | - | - | - |

**Trade receivables ageing schedule as at March 31, 2024**

| | | Outstanding for the following periods from the due date of payment | | | | | |
|---|---|---|---|---|---|---|---|
| | | Less than 6 months* | 6 months to 1year | 1year to 2 years | 2 years to 3 years | More than 3 years | Total |
| Undisputed trade receivables | | | | | | | |
| a. | Considered good | 18,618.96 | 1,285.27 | 499.36 | 20.60 | 45.99 | 20,470.18 |
| b. | Which have significant increase in credit risk | - | - | - | - | - | - |
| c. | Credit impaired | - | - | - | - | - | - |

*Includes amounts not yet due for payment

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 8 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| a. | Balances with Banks | 148.48 | 3.39 |
| b. | Cash on Hand | 8.06 | 6.77 |
| | | **156.54** | **10.16** |

### NOTE 9 CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN ABOVE

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Other Bank Balances** | | | |
| a. | Margin Money Deposit in Banks against LCs & BGs | 1,418.21 | 5,190.71 |
| b. | Unclaimed Dividend Accounts | 7.77 | 7.48 |
| | | **1,425.98** | **5,198.19** |

### NOTE 10 CURRENT FINANCIAL ASSETS - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| a. | Salary and other Advances recoverable in cash or kind | 47.03 | 53.81 |
| b. | Interest Receivable | 151.35 | 48.47 |
| c. | Derivative Financial Instruments - Asset | - | 1.86 |
| | | **198.38** | **104.14** |

### NOTE 11 OTHER CURRENT ASSETS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| a. | Advances to Suppliers | 1,314.48 | 1,798.35 |
| b. | Advance to Subsidiary against Sales | - | 32.53 |
| c. | Balances with Government Authorities | 1,200.12 | 207.46 |
| d. | Prepaid Expenses | 640.29 | 267.51 |
| e. | CSR Expenses - Excess spent | 209.26 | 252.82 |
| f. | Deposits | - | 1,063.14 |
| | | **3,364.15** | **3,621.81** |

### NOTE 12 EQUITY SHARE CAPITAL

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Authorised Share Capital** | | |
| 7,50,00,000 of equity shares of ₹ 2 par value (7,50,00,000 of equity shares of ₹ 2 par value in PY) | 1,500.00 | 1,500.00 |
| | **1,500.00** | **1,500.00** |



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Issued, Subscribed and Fully Paid-up Capital** | | |
| At the beginning of the year | | |
| 6,55,27,195 of equity shares of ₹2 par value | 1,310.54 | 1,194.60 |
| Issued during the year | | |
| 17,88,089 (57,97,095) of equity shares of ₹2 par value | 35.77 | 115.94 |
| At the end of the year | | |
| 6,73,15,284 of equity shares of ₹2 par value | 1,346.31 | 1,310.54 |
| | **1,346.31** | **1,310.54** |

**Disclosures:**

1. The Company has only one class of equity shares at a par value of ₹2. All the equity shares carry equal rights and obligations including for dividend and with respect to voting rights.
2. During the year ended March 31, 2025, the Company has issued and allotted 17,88,089 Equity Shares of ₹ 2/- each, at an issue price of ₹ 428.60 per share (Including premium), pursuant to the conversion of 7,66,37,500 7% Compulsory Convertible Preference Shares of ₹ 10/- each.
3. During the year ended March 31, 2024, the Company has issued 57,97,095 equity shares having face value of ₹ 2/- each at ₹ 345 per share.
4. Names of shareholders holding more than 5% of the Share capital and their shareholding.

**EQUITY SHARES**

| S. No. | Name of shareholder | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| 1 | Mr. Ch. Krishna Murthy - No of Shares | 3,27,58,347 | 3,10,98,950 |
| | - % held | 48.66 | 47.46 |
| 2 | Mrs. Ch. Manjula - No of Shares | 81,93,228 | 80,70,240 |
| | - % held | 12.17 | 12.31 |
| 3 | Mr. Ch. Siddartha - No of Shares | 56,34,044 | 56,28,340 |
| | - % held | 8.37 | 8.59 |

**Promoters' Shareholding**

| | Shares held by Promoters at the end of the year | | | % change during the year |
|---|---|---|---|---|
| S. No. | Name of the promoter | No of shares | % of total shares | |
| 1 | Mr. Ch. Krishna Murthy | 3,27,58,347 | 48.66% | 1.20 |
| 2 | Mrs. Ch. Manjula | 81,93,228 | 12.17% | (0.14) |
| 3 | Mr. Ch. Siddartha | 56,34,044 | 8.37% | (0.22) |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 14 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **A.** | **Secured:** | | |
| 1. | Term Loans: | | |
| | From Banks | 5,841.61 | 2,291.05 |
| 2. | Long Term Maturities of Finance Lease Obligations: | | |
| | From Banks | 103.74 | 304.29 |
| **B.** | **Unsecured:** | | |
| 1. | 7% Cumpulsory Convertible Preference Shares | - | 7,663.75 |
| | | **5,945.35** | **10,259.09** |

**Disclosures:**

**A) Secured**

**(i) Term Loans from Banks**

| S. No. | Name of the Lender | Period of maturity | Loan amount outstanding | No. of installments outstanding | Rate of Interest | Overdue amount and period | Security |
|---|---|---|---|---|---|---|---|
| 1 | CSB Bank Limited (TL) | Mar-2031 | 4,957.41 | 24 | 9.25% | - | Term Loan from bank, Pari Passu first charge by way of hypothecation on all the movable fixed assets of the company both present and future except assets exclusively financed by other lenders if any or exclusive collateral ( Minimum security cover : 1.00x basis WDV of movable fixed assets or exclusive collateral) |
| 2 | State Bank of India (ECLGS 2.0) | Dec-2025 | 251.17 | 9 | 9.25% | - | Term Loans from banks represents loans from Consortium of Bankers - State Bank of India, Indian Overseas Bank and Union Bank of India. Term Loans are secured by charge on the assets acquired out of the term loan and charge on entire existing movable/ immovable assets of the Company. The above loans are further secured by personal guarantee of promoter directors and others. All the above securities rank in all respects pari passu amongst the consortium of bankers. |
| 3 | State Bank of India (ECLGS 2.0 Ext) | Nov-2027 | 550.87 | 32 | 9.25% | - | |
| 4 | Union Bank of India (ECLGS 2.0) | Nov-2025 | 314.43 | 8 | 9.25% | - | For Emergency Credit Line Guarantee System -2 (ECLGS-2) term loans availed from Consortium of Bankers - State Bank of India, Indian Overseas Bank and Union Bank of India. Term Loans are secured by 2nd charge on the current assets and fixed assets of the comapny. The above loans are further secured by personal guarantee of promoter directors and their personal assets i.e. land, plots and building etc.,. All the above securities rank in all respects pari passu amongst the consortium of bankers. |
| 5 | Union Bank of India (ECLGS 2.0 Ext) | Nov-2027 | 885.33 | 32 | 9.25% | - | |
| 6 | Indian Overseas Bank (ECLGS 2.0) | Dec-2025 | 89.06 | 9 | 9.25% | - | |
| 7 | Indian Overseas Bank (ECLGS 2.0 Ext) | Nov-2027 | 158.00 | 32 | 9.25% | - | |



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

**(ii) Hire Purchase Loans**

The hire purchase loans are secured against the assets purchased out of those loans. The net carrying amount of assets acquired on hire purchase as on 31st March 2025 is ₹ 837.63 Lakhs (March 31, 2024: ₹ 832.36 Lakhs). The company had capitalised the assets at their fair value considering that the hire purchase agreements are in the nature of Finance Lease. The details are as follows:-

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Minimum Lease Payments outstanding** | | |
| Within one Year | 278.39 | 280.15 |
| Later than one year and not later than five years | 113.44 | 344.19 |
| **Future Interest on outstanding Lease payments** | | |
| Within one Year | 20.26 | 31.04 |
| Later than one year and not later than five years | 9.71 | 39.90 |
| **Present Value of Minimum Lease Payments** | | |
| Within one Year | 258.12 | 249.11 |
| Later than one year and not later than five years | 103.74 | 304.29 |

**B) 7% Cumpulsory Convertible Preference Shares**

During the year ended 31 March,2025, the Company has issued and allotted 17,88,089 Equity Shares of ₹ 2/- each, at an issue price of ₹ 428.60 per share (Including premium), pursuant to the conversion of 7,66,37,500 7 % Compulsory Convertible Preference Shares of ₹ 10/- each.

| S. No. | Name of shareholder | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| 1 | Mr. Ch. Krishna Murthy - No of Shares | - | 7,11,21,750 |
| | - % held | - | 92.80 |
| 2 | Mrs. Ch. Manjula - No of Shares | - | 52,71,250 |
| | - % held | - | 6.88 |
| 3 | Mr. Ch. Siddartha - No of Shares | - | 2,44,500 |
| | - % held | - | 0.32 |

### NOTE 15 NON-CURRENT PROVISIONS

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for Employee Benefits (Net of Fund Assets) | 40.99 | 86.34 |
| | **40.99** | **86.34** |

### NOTE 16 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **1.** | **Deferred Tax Liability** | | |
| | Property, Plant and Equipment | 4,775.48 | 4,488.16 |
| **2.** | **Deferred Tax Assets** | | |
| | Provisions allowable on payment basis | 36.77 | 36.77 |
| | **Net Deferred Tax Liability** | **4,738.71** | **4,451.39** |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

**Disclosures:**

The Company has provided for Deferred Tax in accordance with the Accounting Standard on "Income Taxes" (IND AS 12) issued by the institute of Chartered Accountants of India. The details of deferred tax assets and liabilities of the Company as on the date of Balance Sheet are as given above:

The gross movement in the deferred income tax account for the financial years ended March 31, 2025 and March 31, 2024 is as follows

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| a. | Net deferred tax liability at the beginning | 4,451.39 | 4,263.51 |
| b. | Accelerated depreciation for the tax purposes | 290.85 | 206.08 |
| c. | Provisions allowable on payment basis | (13.46) | 36.77 |
| d. | Temporary differences other comprensive income | 9.93 | (54.97) |
| **e.** | **Net deferred tax liability at the end** | **4,738.71** | **4,451.39** |

### NOTE 17 CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **A.** | **Secured:** | | |
| | a. Working capital - Cash Credit | 10,300.96 | 8,092.68 |
| **B.** | **Unsecured:** | | |
| | a. Loans from Promoter Directors | - | 11.13 |
| | b. Other Short Term obligations | 1,696.16 | 1,448.55 |
| Current maturities of long term debt | | 1,364.66 | 1,520.14 |
| Current maturities of finance lease obligations | | 258.12 | 249.11 |
| | | **13,619.90** | **11,321.61** |

**Disclosures:**

**A) Secured Loans:**

1 The Rate of interest for loans repayable on demand from consortium of banks ranges from MCLR+0.65% to +1.20%. The rate of Interest on convertible FCNRB demand loan ranges from SOFR+1.50% per annum.

2 Interest rate for the Bill Discounting facility ranges from 6.65% to 8.55%

3 Security:

Working Capital Loans from Consortium Bankers consisting of State Bank of India, Union Bank of India and Indian Overseas Bank are secured by first pari passu charge by way of hypothecation of inventories, book debts and other current assets of the Company, and second pari passu charge on the fixed assets of the Company. The promoter directors have extended their personal assets as securities i.e. land, plots and buildings etc.

4 Guarantees:

All the above loans are guaranteed by the Promoter Directors.

**B) Unsecured Loans:**

1 Loans from Promoter Directors disclosed here are short term in nature. There are no specified terms and conditions.

2 The credit facilities with NBFC's and Banks against purchase bill discounting (PBD) for working capital requirement. The interest rate is MCLR is 8.75%



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 18 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Trade payables - Due to Micro Small and Medium Enterprises | 109.68 | - |
| Trade payables - Other than Micro Small and Medium Enterprises | 22,616.24 | 17,591.30 |
| Trade payables - Related parties | 942.26 | 446.08 |
| | **23,668.18** | **18,037.38** |

**Disclosures:**

The principal amount remaining unpaid as at March 31, 2025 in respect of enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) is ₹ 109.68 (March 31, 2024 ₹ Nil). The interest amount computed based on the provisions under Section 16 of the MSMED is ₹ 9.10 (March 31, 2024 ₹ Nil)

The list of undertakings covered under MSMED was determined by the Company on the basis of information available with it after getting confirmation from Suppliers.

**Trade Payables ageing schedule as at March 31, 2025**

| | | Outstanding for the following periods from the due date of payment | | | | |
|---|---|---|---|---|---|---|
| | | Less than 1 year* | 1 -2 years | 2 -3 years | More than 3 years | Total |
| **Undisputed trade payables** | | | | | | |
| a. | MSME | 109.68 | - | - | - | 109.68 |
| b. | Others | 22,972.57 | 568.82 | - | 17.11 | 23,558.50 |
| c. | Disputed dues -MSME | - | - | - | - | - |
| d. | Disputed dues -Others | - | - | - | - | - |

**Trade Payables ageing schedule as at March 31, 2024**

| | | Outstanding for the following periods from the due date of payment | | | | |
|---|---|---|---|---|---|---|
| | | Less than 1 year* | 1 -2 years | 2 -3 years | More than 3 years | Total |
| **Undisputed trade payables** | | | | | | |
| a. | MSME | - | - | - | - | - |
| b. | Others | 17,905.66 | 118.39 | 13.33 | - | 18,037.38 |
| c. | Disputed dues - MSME | - | - | - | - | - |
| d. | Disputed dues -Others | - | - | - | - | - |

* Includes amounts not yet due for payment

### NOTE 19 CURRENT LEASE LIABILITIES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Lease liabilities on ROU assets | - | 5.88 |
| | **-** | **5.88** |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 20 OTHER CURRENT FINANCIAL LIABILITIES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Derivative Liability | 133.21 | - |
| Financial Guarantee Liability | 673.16 | - |
| Unclaimed dividends | 7.77 | 7.48 |
| | **814.14** | **7.48** |

### NOTE 21 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advance from Customers | 70.51 | 672.58 |
| Creditors for Capital Expenditure | 196.99 | 143.70 |
| Advance from others | 6.06 | 4.82 |
| Statutory dues Payable | 201.18 | 198.53 |
| | **474.74** | **1,019.63** |

### NOTE 22 CURRENT PROVISIONS

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for Employee Benefits (Net of Fund Assets) | 12.50 | 50.44 |
| | **12.50** | **50.44** |

### NOTE 23 CURRENT TAX LIABILITIES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for Income Tax | | |
| Provision for Tax (Net of TDS) | - | 1,361.09 |
| | **-** | **1,361.09** |

### NOTE 24 REVENUE FROM OPERATIONS

(₹ in Lakhs)

| | | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| 1. | Sale of Products | 1,09,035.12 | 1,00,805.66 |
| 2. | Other Operating Revenues | | |
| | a. Sale of Scrap | 531.56 | 237.27 |
| | b. Export Incentives | 194.16 | 35.61 |
| | | **725.72** | **272.88** |
| | | **1,09,760.84** | **1,01,078.54** |



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 25 OTHER INCOME

(₹ in Lakhs)

| | | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| 1. | Interest Income | | |
| | a. Interest Income on bank and other deposits | 338.55 | 876.06 |
| | b. Amortised Interest on Deposits/Loans | 66.07 | 60.59 |
| 2. | Other Non-Operating Income | | |
| | a. Insurance Claim Received | - | 43.30 |
| | b. Profit on Sale of Investments | - | 0.85 |
| | c. Net gain on foreign exchange fluctuations | 627.19 | 618.79 |
| | d. Other Income | 189.76 | 10.33 |
| | e. Fair value gain / (Loss) on Investments | 1.56 | 6.39 |
| | f. Profit on Sale of property, plant and equipment | - | 0.21 |
| | | **1,223.13** | **1,616.52** |

### NOTE 26 COST OF MATERIAL CONSUMED

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Opening Stock | 6,297.04 | 3,640.51 |
| Add: Purchase | 53,371.50 | 44,874.06 |
| Total | 59,668.54 | 48,514.57 |
| Less: Closing Stock | 6,301.19 | 6,297.04 |
| | **53,367.35** | **42,217.53** |

### NOTE 27 COST OF CONSUMABLES

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Consumption of Petcoke | 1,327.44 | 516.50 |
| Consumption of Furnace Oil | 4,836.15 | 5,283.69 |
| Consumption of Husk | 1,288.73 | 1,142.66 |
| Consumption of Coal | 6,735.33 | 7,818.55 |
| Consumption of LDO/Kerosene/Diesel | 715.39 | 900.13 |
| | **14,903.04** | **15,661.53** |

### NOTE 28 CHANGES IN INVENTORIES OF FINISHED GOODS,WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lakhs)

| | | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| **1.** | **Finished Goods** | | |
| | a. Opening Stock | 9,189.38 | 8,251.14 |
| | b. Closing Stock | 16,539.10 | 9,189.38 |
| | | **(7,349.72)** | **(938.24)** |
| **2.** | **Work-in-progress** | | |
| | a. Opening Stock | 6,198.75 | 3,621.47 |
| | b. Closing Stock | 6,396.23 | 6,198.75 |
| | | **(197.48)** | **(2,577.28)** |
| | **Total Decrease / (Increase)** | **(7,547.20)** | **(3,515.52)** |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 29 EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Salaries & Wages | 4,307.18 | 3,888.39 |
| Contribution to Provident and Other Funds | 172.51 | 148.36 |
| Staff Welfare Expenses | 283.51 | 231.99 |
| | **4,763.20** | **4,268.74** |

### NOTE 30 FINANCE COSTS

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Interest Expense | 1,476.62 | 1,325.49 |
| Interest on Others | 99.97 | 233.79 |
| Unwinding of Interest on Financial Instruments | - | 98.03 |
| Other Borrowing Costs | 1,031.73 | 820.81 |
| | **2,608.32** | **2,478.12** |

### NOTE 31 POWER COST

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Power Charges | 6,032.49 | 4,989.15 |
| | **6,032.49** | **4,989.15** |

### NOTE 32 MANUFACTURING EXPENSES

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Equipment Hire Charges | 445.11 | 842.07 |
| Consumption of Stores & Spares | 1,931.96 | 1,773.15 |
| Repairs & Maintenance - Buildings | 194.45 | 292.53 |
| Repairs & Maintenance - P & M | 833.83 | 920.03 |
| Lease Rentals - factory | 514.20 | 2,169.27 |
| Labour costs | 1,918.26 | 1,940.24 |
| Factory/Godown Maintenance | 263.71 | 1,019.91 |
| Effluent Disposal Expenses | 1,998.27 | 1,900.37 |
| Goods Movement Charges | 512.58 | 645.59 |
| | **8,612.37** | **11,503.16** |

### NOTE 33 SELLING & ADMINISTRATIVE EXPENSES

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Labour costs | 69.51 | 70.23 |
| Insurance | 201.31 | 312.74 |
| Packing Charges | 2,501.17 | 2,392.66 |
| Shipping & forwarding Charges | 5,798.84 | 3,776.24 |
| Other Selling Cost | 419.12 | 693.34 |



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Rent | 835.44 | 829.09 |
| Rates & Taxes | 100.80 | 205.55 |
| Bank charges | 102.80 | 74.38 |
| Travelling, Vehicle Maintenance & Conveyance | 682.02 | 746.63 |
| Professional & Consultancy Charges | 461.12 | 476.49 |
| Security Charges | 109.58 | 114.61 |
| Miscellaneous Expenses | 251.04 | 302.66 |
| | **11,532.75** | **9,994.62** |

**Disclosures:**

**Payment to statutory auditors**

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| The details of payment to statiutory auditors included in Professional & Consultancy charges above, are given below | | |
| a. As an auditor - Statutory audit fee | 18.00 | 15.00 |
| b. For taxation matters - Tax audit fee | 5.50 | 4.00 |
| c. For company law matters | - | - |
| d. For other services | 4.15 | 8.70 |
| e. For reimbursement of expenses | - | - |
| | **27.65** | **27.70** |

### NOTE 34 CORPORATE SOCIAL RESPONSIBILITY EXPENSES

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| CSR Expenses | 252.82 | 187.33 |
| | **252.82** | **187.33** |
| a. Gross amount required to be spent by the Company during the year | 252.82 | 187.33 |
| b. Amount adjusted during the year from excess carry forward CSR balance of the last year | 252.82 | 187.33 |
| c. Shortfall at the end of the year | - | - |
| d. Total of previous year shortfall | - | - |
| e. Reason for shortfall | Not Appliable | Not Appliable |
| f. Nature of CSR activities | * see note below | * see note below |
| g. Details of related party tranactions | - | - |
| Contribution to a trust controlled by the Company in relation to company | 85.00 | 56.00 |
| (i) Applicable for the current year | - | - |
| (ii) Excess amount contributed for future settoff | 85.00 | 56.00 |
| h. where a povision is made with respect to liability incurred- | | |
| movement in the provision needs to be disclosed separately | - | - |

* Note:

Construction and Maintenance of old-age home through Krishna Foundation, a registered public charitable Trust

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 35 TAX EXPENSES

**(a) Income Tax expenses**

The major components of income tax expenses for the year ended March 31, 2025 and for the year ended March 31, 2024 are:

**(i) Statement of Profit and Loss**

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| a. Current tax | 2,435.42 | 3,074.36 |
| b. Tax pertaining to earlier period | (25.65) | (10.00) |
| c. Deferred tax | 277.39 | 242.84 |
| | **2,687.16** | **3,307.20** |

**(ii) Other comprehensive income (OCI)**

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Tax on remeasurement of defined benefit plans | (9.93) | 54.97 |
| | **(9.93)** | **54.97** |

**(b) Reconciliation of effective tax rate:**

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Profit before tax (A) | 10,710.97 | 12,734.23 |
| Enacted tax rate in India (B) | 25.17% | 25.17% |
| Expected tax expenses (C = A*B) | **2,695.95** | **3,205.21** |
| Permanent Difference | | |
| Expenses disallowed under Income Tax Act, 1961 | 374.64 | 527.67 |
| Other items | (409.59) | (122.44) |
| Total (D) | **(34.95)** | **405.23** |
| Profit after adjusting permanent difference | 10,676.02 | 13,139.46 |
| Expected tax expense | 2,687.16 | 3,307.20 |
| Total Tax expense | 2,687.16 | 3,307.20 |
| Effective Tax rate | 25.09% | 25.97% |

### NOTE 36 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lakhs)

| Particulars | As on March 31, 2025 | As on March 31, 2024 |
|---|---|---|
| **1 Contingent Liabilities:** | | |
| a. Claims against company not acknowledged as debt | | |
| I. Claims arising from disputes not acknowledged as debts-Sales Tax Act (against which Pre-deposit of ₹139.04 Lakhs made (P.Y. Pre-deposit ₹ 139.04 Lakhs) | 179.76 | 179.76 |
| II. Claims arising from disputes not acknowledged as debts-GST ISD Input credit Tax(Pre deposit Nil) | 17.36 | - |
| III. Claims arising from disputes not acknowledged as debts-GST Transitional credit TRAN 1 (against which Pre-deposit of ₹ 60.58 Lakhs made (P.Y. Pre-deposit Nil) | 373.39 | 666.37 |
| **2 Commitments:** | | |
| a. Estimated amount of contracts remaining to be executed on capital account and not provided for (Net of Advances) | 1901.91 | 632.31 |



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 37 SEGMENT REPORTING:

Operating segment is defined as a component of an entity which earns revenue, whose operating results are regularly reviewed by Chief Operating Decision Maker and for which discrete financial information is available. The Chairman and Managing Director of the Company, who regularly reviews the entity's operating results to make decisions about allocation of resources and assessment of performance has been identified as the Chief Operating Decision Maker of the Company. As the Company is engaged in manufacture and sale of chemicals, the same has been identified as the sole operating segment.

**Details of Revenue from manufacture and sale of chemicals by location of Customers:**

(₹ in Lakhs)

| Geographic Location | 2024-25 | 2023-24 |
|---|---|---|
| Domestic | 60,188.85 | 54,628.32 |
| Overseas | 48,846.27 | 46,177.35 |

**Details of Non-Current Assets**

(₹ in Lakhs)

| Geographic Location | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Domestic | 43,120.51 | 42,776.18 |
| Overseas | - | - |

*Non-current assets exclude financial instruments, deferred tax assets, post-employment benefit assets and rights under insurance contracts.

### NOTE 38 RELATED PARTY DISCLOSURES

**a) Details of Related Parties:**

| Sl No | Name of the Related Party | Nature of Relationship |
|---|---|---|
| 1 | Mr. Ch. Krishna Murthy | Chairman and Managing Director, Key Managerial Personnel |
| 2 | Mrs. Ch. Manjula | Non-Executive Director |
| 3 | Mr. Ch. Siddartha | Joint Managing Director, Key Managerial Personnel |
| 4 | Mr. Mahesh Bhatter | Chief Financial Officer, Key Managerial Personnel |
| 5 | Ms. Vibha Shinde | Company Secretary, Key Managerial Personnel |
| 6 | Mr. B. Nagabhushan | Independent Director (w.e.f. August 28, 2024) |
| 7 | Mr. Tirthankar Mitra | Independent Director |
| 8 | Mr. Chetan Shah | Independent Director (till February 11, 2025) |
| 9 | Mrs. Sita Vanka | Independent Director |
| 10 | Mr. V. Vimalanand | Independent Director |
| 11 | M/s. Vasantha Transport Corporation | Concern in which Key Managerial Personnel is interested |
| 12 | M/s. Vishnu Life Sciences Limited | Concern in which Key Managerial Personnel is interested |
| 13 | M/s. Vishnu Strontium Private Limited | Wholly Owned Subsidiary |
| 14 | M/s. Vishnu Barium Private Limited | Wholly Owned Subsidiary |
| 15 | M/s. Vishnu South Africa (Pty) Ltd. | Wholly Owned Subsidiary |
| 16 | M/s. Krishna Foundation | Trust in which directors are Trustees and the Company is the settlor |
| 17 | M/s. Ramadas Minerals Private Limited | Step down subsidiary |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

**b) Details of Transactions:**

(₹ in Lakhs)

| Nature of Transaction | Key Managerial Personnel | | Subsidiary | | Step-down Subsidiary | | Concerns in which Key Managerial Personnel are Interested | |
|---|---|---|---|---|---|---|---|---|
| **Particulars** | **2024-25** | **2023-24** | **2024-25** | **2023-24** | **2024-25** | **2023-24** | **2024-25** | **2023-24** |
| **Expenses** | | | | | | | | |
| Remuneration | 317.00 | 317.00 | - | - | | | - | - |
| Rent | 84.13 | 82.21 | - | - | | | - | - |
| Transportation Charges | - | - | - | - | | | 2,831.09 | 2,802.55 |
| Purchases | - | - | 1,135.01 | 1,094.95 | - | 51.96 | 427.35 | 349.65 |
| Sales | - | - | 1,410.43 | 468.98 | 54.74 | 16.31 | 40.91 | 6.00 |
| Hire Charges | 6.00 | 6.00 | - | - | | | 82.45 | 72.62 |
| Interest expenses | | | - | - | | | | |
| Service Charges | - | - | - | - | | | - | 68.00 |
| **Income** | | | | | | | | |
| Interest Income recognised on Loan given to Subsidiary (with interest bearing) | - | - | 74.18 | 565.32 | | | - | - |
| Interest Income recognised by way of amortisation on Loan given to Subsidiary | - | - | 66.07 | 60.59 | | | - | - |
| Rental Income | - | - | 4.50 | 4.00 | | | - | - |
| Management Services rendered | - | - | 150.00 | - | | | - | - |
| Investment in Equity | | | 800.00 | 39.70 | | | | |
| Investment in 0.01% optionally convertible debentures/Preference shares | | | 5,828.94 | 11,390.00 | | | | |
| **Receipts & Payments, Payables & Receivables Outstanding at year end** | | | | | | | | |
| Repayment of unsecured Loan to Promoter Directors during the year (net) | 11.13 | 3,009.00 | - | - | | | - | - |
| Unsecured Loans from Promoter Directors outstanding at year end | - | 11.13 | - | - | | | - | - |
| Loan to Subsidiary (at amortised cost) | - | - | 796.84 | 730.77 | | | - | - |
| Advances from Subsidiary against sales | - | - | 3.84 | 32.53 | | | - | - |
| Advances to Subsidiary against sales | | | 83.63 | - | | | | |
| Trade receivables | | | | | 22.93 | - | | |
| Loan to Subsidiary (with interest bearing) | - | - | 3,388.40 | - | | | - | - |
| Interest receivable on Loan | - | - | 65.74 | - | | | - | - |
| Payables to KMP and Concerns in which KMP are interested. | 25.76 | 24.67 | - | - | | | 916.50 | 379.75 |

Note: The details of the transactions during the year as reported above are net of GST, where applicable.

As the future liability for gratuity and leave encashment is provided on an actuarial basis for the Company as a whole, the amount pertaining to the Key Managerial Personnel is not ascertainable and, therefore, not included above.



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

During the year, the Company has paid directors sitting fees to non-executive director and independent directors as under:

| Sl. No. | Director Name | 2024-25 | 2023-24 |
|---|---|---|---|
| 1 | Mrs. Ch. Manjula | 2.40 | 1.60 |
| 2 | Mr. Tirthankar Mitra | 4.00 | 4.00 |
| 3 | Mr. Chetan Shah | 4.00 | 4.00 |
| 4 | Mrs. Sita Vanka | 2.40 | 2.00 |
| 5 | Mr. V. Vimalanand | 4.00 | 3.60 |
| 6 | Mr. B. Nagabhushan | 0.80 | - |
| | **Total** | **17.60** | **15.20** |

An amount of ₹ 85.00 Lakhs (Previous Year: ₹ 56.00 Lakhs) has been contributed to Krishna Foundation during the year towards Corporate Social Responsibility.

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured.

### NOTE 39

The paid-up equity share capital of the Company as on financial year ended March 31, 2025 is ₹. 1,346.31 Lakhs divided into 6,73,15,284 Equity Shares of ₹ 2/- each and financial year ended March 31, 2024 is ₹ 1,310.54 Lakhs divided into 6,55,27,195 Equity Shares of ₹ 2/- each. The Public Shareholding in equity capital as on March 31, 2025 is 30.80% and as on March 31, 2024 is 31.64%.

### NOTE 40 EMPLOYEE BENEFITS

**1. Defined Contribution Plan:**

The company makes contributions towards provident fund and employee state insurance regularly at the applicable rates based on the salaries of the eligible employees. The obligation of the Company is limited to making the contributions and there is no further contractual or constructive obligation. The following are the details of contributions made during the year which are debited to Statement of Profit and Loss:

(₹ in Lakhs)

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| Contribution to Provident Fund | 114.69 | 108.11 |
| Contribution to Employee State Insurance | 0.14 | 0.20 |

**2. Defined benefit plans as per actuarial valuation as on March 31, 2025**

(₹ in Lakhs)

| | Particulars | Gratuity (Funded) 2024-25 | Gratuity (Funded) 2023-24 |
|---|---|---|---|
| 1 | **Assumptions** | | |
| | Discount Rate | 6.55% | 6.97% |
| | Salary Escalation | 3.00% | 3.00% |
| 2 | **Reconciliation of opening and closing balances of Defined Benefit obligation** | | |
| | Present value of obligations at beginning of year | 676.03 | 485.39 |
| | Interest Cost | 45.19 | 33.67 |
| | Current Service Cost | 57.25 | 43.20 |
| | Benefits Paid | (42.67) | (14.47) |
| | Actuarial (gain)/ loss on obligation | (10.03) | 128.24 |
| | Present Value of obligation at end of year | 725.78 | 676.03 |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

(₹ in Lakhs)

| Particulars | Gratuity (Funded) 2024-25 | Gratuity (Funded) 2023-24 |
|---|---|---|
| **3 Reconciliation of opening and closing balances of fair value of plan assets** | | |
| Opening fair value of plan asset | 587.52 | 396.36 |
| Adjustment to opening Fair Value of Plan Asset | 30.20 | 24.26 |
| Return on Plan Assets excl. interest income | 0.74 | (23.27) |
| Interest Income | 56.79 | 29.64 |
| Contributions by Employer | 436.89 | 175.00 |
| Benefits paid | (42.67) | (14.47) |
| Fair Value of plan Assets at end | 1069.49 | 587.52 |
| **4 Net defined benefit asset/ (liability) recognised in the balance sheet** | | |
| Present value of defined benefit obligation | 725.78 | 676.03 |
| Fair Value of plan Assets at end of period | 1069.49 | 587.52 |
| Net Asset/(liability) recognised in the balance sheet. | (343.71) | (88.51) |
| **5 Net defined benefit expense (recognised in the Statement of profit and loss for the year) and Loss** | | |
| Current service cost | 57.25 | 43.20 |
| Net interest | (11.60) | 4.03 |
| Expense recognised in the statement of Profit and Loss | 45.65 | 47.23 |
| **6 Remeasurement (gain)/ loss recognised in other comprehensive income (OCI)** | | |
| Actuarial (gain)/loss recognised for the period | (10.03) | 128.24 |
| Return on plan assets excluding net interest | (0.74) | 23.26 |
| Total actuarial (gain)/ loss recognised in OCI | (10.77) | 151.50 |

**Sensitivity Analysis:**

(₹ in Lakhs)

| Particulars | March 31, 2025 | | | |
|---|---|---|---|---|
| | Discount Rate | | Salary Escalation Rate | |
| | +1% | -1% | +1% | -1% |
| Expected future cash flows of the present value of obligations | 684.45 | 772.14 | 770.22 | 685.67 |

**Categories of Plan Assets:**

(₹ in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Gratuity Fund managed by Life Insurance Corporation of India | 1,069.49 | 587.52 |

### NOTE 41 EARNINGS PER SHARE (EPS)

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| Net Profit after Tax (₹ in Lakhs) (a) | 8,023.82 | 9,427.03 |
| Weighted Average no. of Shares-Basic & Diluted (b) | 6,58,55, 420 | 6,35,94 830 |
| Nominal value of equity share (in ₹ per share) | 2 | 2 |
| Earnings per Share - Basic & Diluted (in ₹) (a)/(b) | 12.18 | 14.82 |

During the year ended March 31, 2025, the Company has allotted 17,88,089 Equity Shares of ₹ 2/- each, at an issue price of ₹ 428.60 per share (Including premium), pursuant to the conversion of 7,66,37,500 7 % Compulsory Convertible Preference Shares of ₹ 10/- each.

During the year ended March 31, 2024, the Company has issued 57,97,095 equity shares having face value of ₹ 2/- each at ₹ 345 per share.



NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 42 DISCLOSURES PURSUANT TO SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 186(4) OF THE COMPANIES ACT, 2013

Loans and advances in the nature of loans to Subsidiaries:

(₹ in Lakhs)

| Name of the Subsidiary Company | Amount outstanding as at | | Maximum amount outstanding during the year | |
|---|---|---|---|---|
| | March 31, 2025 | March 31, 2024 | 2024-25 | 2023-24 |
| Vishnu Barium Private Limited (at amortised cost) | 796.84 | 730.77 | 796.84 | 730.77 |
| Vishnu Barium Private Limited (Interest bearing) | - | - | - | 11,390.00 |
| Vishnu Strontium Private Limited | 3,388.40 | - | 3,388.40 | - |

The above loans are given to the Subsidiary Companies on interest free and with interest bearing basis for general corporate purposes.

### NOTE 43 ADDITIONAL INFORMATION PURSUANT TO SECTION 129 OF THE COMPANIES ACT, 2013

Salient features of the financial statements of the subsidiaries:

| S. No. | Particulars | March 31, 2025 | | | | |
|---|---|---|---|---|---|---|
| 1 | **Name of the Subsidiary/ Step-down Subsidiary** | **Vishnu Barium Private Limited** | **Ramadas Minerals Private Limited** | **Vishnu South Africa (Pty) Ltd.** | **Vchem Trading FZE** | **Vishnu Strontium Private Limited** |
| 2 | Percentage of Shareholding | 100% | 100% | 100% | 100% | 100% |
| 3 | Reporting Currency of the Subsidiary | ₹ in Lakhs | ₹ in Lakhs | Rand | AED | ₹ in Lakhs |
| **Summary of the Financial Information:** | | | | | | |
| 1 | Share Capital | 20,117.50 | 583.13 | 13,38,51,000.00 | 2,00,000.00 | 800.00 |
| 2 | Reserves & Surplus | 3,069.41 | 1,408.89 | 15,56,500.00 | (14,422.42) | 2,597.95 |
| 3 | Total Assets | 38,510.57 | 4,770.59 | 13,54,52,379.00 | 2,49,343.71 | 12,607.98 |
| 4 | Total Liabilities | 15,323.66 | 2,778.57 | 44,879.00 | 63,766.25 | 92,100.03 |
| 5 | Total Revenue for the Year | 35,916.98 | 6,572.40 | 92,29,811.00 | 64,225.00 | 763.11 |
| 6 | Net Profit / (Loss) for the Year | 3,163.80 | 1,530.05 | 23,11,793.00 | (14,159.92) | 184.72 |

| S. No. | Particulars | March 31, 2024 | | |
|---|---|---|---|---|
| 1 | **Name of the Subsidiary/ Step-down Subsidiary** | Vishnu Barium Private Limited | Ramadas Minerals Private Limited | Vishnu South Africa (Pty) Ltd. |
| 2 | Percentage of Shareholding | 100% | 100% | 100% |
| 3 | Reporting Currency of the Subsidiary | ₹ in Lakhs | ₹ in Lakhs | Rand |
| **Summary of the Financial Information:** | | | | |
| 1 | Share Capital | 20,117.50 | 583.13 | 13,51,000.00 |
| 2 | Reserves & Surplus | (131.04) | (322.96) | (7,55,292.00) |
| 3 | Total Assets | 34,426.52 | 3,231.77 | 5,96,708.00 |
| 4 | Total Liabilities | 14,540.06 | 2,971.60 | 1,000.00 |
| 5 | Total Revenue for the Year | 21,754.49 | 2,642.31 | - |
| 6 | Net Profit / (Loss) for the Year (including OCI) | 710.21 | 5.43 | (7,02,855.00) |

## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 44 UNHEDGED FOREIGN CURRENCY EXPOSURE

The details of foreign currency exposure at the end of the year which are not hedged by any derivative instruments are given below:

(₹ in Lakhs)

| Particulars | Currency | March 31, 2025 | | March 31, 2024 | |
|---|---|---|---|---|---|
| | | Amount in Foreign Currency | Amount in Indian Rupees | Amount in foreign currency | Amount in Indian Rupees |
| Trade receivables | USD | 1,52,40,169 | 13,026.53 | 1,33,57,928 | 11,141.18 |
| Trade receivables | EURO | 8,74,245 | 805.09 | 15,23,503 | 1,369.29 |
| Trade payables | USD | (65,12,829) | (5,566.84) | (56,38,694) | (4,702.95) |
| Secured loans | USD | (24,67,658) | (2,109.23) | (35,99,599) | (3,002.25) |

### NOTE 45 ANALYTICAL RATIOS

| Sl. No | Ratio | Numerator | Denominator | 2025 | 2024 | Variance | Remarks |
|---|---|---|---|---|---|---|---|
| 1 | Current Ratio (in times) | Total Current Assets | Total Current Liabilities | 1.58 | 1.69 | (6.69)% | |
| 2 | Debt-equity ratio (in times) | Total Debt | Shareholders Equity | 0.25 | 0.34 | (27.26%) | Decreased due to Primarily on Account of decrease in borrowings |
| 3 | Debt service coverage ratio (in times) | Earnings before Debt service = (Net profit after taxes + non Cash operating expenses +Interest + Other non cash adjustments (like loss on sale of fixed assets etc) | Debt service = Interest & lease payments + principle repayments | 4.12 | 2.14 | 92.56% | Increased due to Primarily on Account of decrease principle repayments of borrowings |
| 4 | Return on equity ratio (in %) | Profit for the year | Average total Equity | 11.34% | 19.31% | (41.28%) | Profit decreased due to Primarily on account of increase in raw material price |
| 5 | Inventory Turnover ratio (in times) | Revenue from operations | Average total inventory | 3.91 | 4.77 | (18.01%) | |
| 6 | Trade receivables turnover ratio (in times) | Revenue from operations | Average trade receivables | 4.96 | 5.54 | (10.50%) | |
| 7 | Trade payables turnover | Raw material purchases + Fuel purchase+Other expenses | Average trade payables | 4.75 | 5.03 | (5.62%) | |
| 8 | Net capital turnover ratio | Revenue from operations | Average working capital (ie., Total current assets less Total current liabilities) | 4.98 | 6.30 | (20.96%) | |
| 9 | Net profit ratio (in %) | Profit for the year | Revenue from operations | 7.31% | 9.33% | (21.65%) | - |
| 10 | Return on capital employed (in %) | Earning before tax and finance cost | Capital employed = Net worth + Debt + Deferred tax Liabilities | 12.70% | 18.26% | (30.43%) | Earnings before taxes decreased due to Primarily on account of increase in raw material price |
| 11 | Return on Investment | Income generated from invested funds | Average invested funds in treasury investments | 370.96% | 273.58% | 35.59% | Increased due to Primarily on account of decrease in profits of subsidiary |



## NOTES TO STANDALONE FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 46 OTHER STATUTORY INFORMATION

i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii) The Company does not have any transactions with companies struck off.

iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

v) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

viii) The Company doesn't have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

### NOTE 47

Figures for the previous year have been regrouped, rearranged, and reclassified, wherever considered necessary, to conform to the classification/ presentation of the current year.

### NOTE 48 APPROVAL OF FINANCIAL STATEMENTS

The financial statements have been approved for issue by the Board of Directors on May 15, 2025

As per our report of even date
**For Jampani & Associates**
Chartered Accountants
Firm Registration No. 016581S

**Sd/-**
**Trinadha Rao Marisetty**
**Partner**
**Membership No. 207990**

Place: Hyderabad
Date: May 15, 2025

For and on behalf of the Board of Directors

**Sd/-**
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN:00030274**

**Sd/-**
**Ch. Manjula**
**Director**
**DIN:01546339**

**Sd/-**
**Mahesh Bhatter**
**Chief Financial Officer**

Place: Hyderabad
Date: May 15, 2025

**Sd/-**
**Vibha Shinde**
**Company Secretary & Compliance Officer**
**M.No: FCS8466**

# INDEPENDENT AUDITOR'S REPORT

**To the Members of Vishnu Chemicals Limited**

## Report on the Audit of the Consolidated Financial Statements

### Opinion

We have audited the accompanying consolidated financial statements of **Vishnu Chemicals Limited** (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at March 31, 2025, and the consolidated statement of Profit and Loss, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2025, and their consolidated profit, their consolidated total comprehensive income, their consolidated cash flows and their consolidated changes in equity for the year then ended.

### Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by ICAI, and we have fulfilled our other ethical responsibilities in accordance with the provisions of the Companies Act, 2013. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Aspects determined as KAM

1. **Revenue Recognition**

   Revenue recognition being the significant component of the operations of the standalone financial statements, it was identified as the key audit matter. Revenue is required to be recognized in consonance with the relevant accounting methodology when the transfer of risks and rewards of the underlying goods are transferred to the customer.

   The Company recognizes revenue in accordance with Ind AS115 "Revenue from Contracts with Customers". The core principle of the standard is that an entity should recognize revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

   In accordance with the above, Revenue is recognized to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates after considering contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

   Audit Measures adopted to validate KAM included the following:

   - Appropriateness of the revenue recognition accounting policies adopted by the company were assessed to ascertain their compliance with Ind AS 115 "Revenue from Contracts with Customers";
   - Operational effectiveness of relevant controls with respect to revenue recognition were tested pursuant to the evaluation of their design.
   - Substantive testing of the revenue transactions through the entire cycle was done including journal entries posted to revenue to elicit unusual transactions, if any, and also to determine efficacy of revenue recognition in the appropriate financial period;

   Basis the above stated measures, no significant exceptions were noted in revenue recognition.

### Information Other than the Financial Statements and Auditor's Report Thereon:

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, but does not include the consolidated financial statements, standalone financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information, compare with the financial statements of the subsidiaries, in doing so, consider whether the other information submitted with regard to unaudited financial statements of an overseas subsidiary is materially inconsistent with the consolidated financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

### Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. We remain solely responsible for our audit opinion.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

The consolidated annual financial results include the audited financial results of one wholly-owned subsidiary company, whose Financial Statements/ Financial Information reflects total assets (before consolidation adjustment) of ₹ 38510.24 Lakh as at 31 March 2025, total revenue (before consolidation adjustment) of ₹ 35916.98 Lakh, total profit after tax (before consolidation adjustment) of ₹ 3163.80 Lakh and net cash outflows (before consolidation adjustment) of ₹ 92.88 Lakh for the year ended 31 March 2025 as considered in the consolidated annual financial results which have been audited by us.

The consolidated annual financial results include the audited financial results of one Step down Indian subsidiary company, whose Financial Statements/ Financial Information reflects total assets (before consolidation adjustment) of ₹ 4953.27 Lakh as at 31 March 2025, total revenue (before consolidation adjustment) of ₹ 6570.19 Lakh, total profit after tax (before consolidation adjustment) of ₹ 1530.05 Lakh and net cash outflows (before consolidation adjustment) of ₹ 19.67 Lakh for the year ended 31 March 2025 as considered in the consolidated annual financial results which have been audited by their independent Auditors.

The consolidated annual financial results include the audited financial results of one wholly-owned subsidiary company, whose Financial Statements/ Financial Information reflects total assets (before consolidation adjustment) of ₹ 11913.17 Lakh as at 31 March 2025, total revenue (before consolidation adjustment) of ₹ 117.75 Lakh, total Loss after tax (before consolidation adjustment) of ₹ 151.41 Lakh and net cash outflows (before consolidation adjustment) of ₹ 122.67 Lakh for the year ended 31 March 2025 as considered in the consolidated annual financial results which have been audited by their Independent Auditors.

The consolidated annual financial results include the unaudited financial results of one wholly owned foreign subsidiary company, whose Financial Statements/ Financial Information reflects total assets (before consolidation adjustment) of ₹ 6370.17 Lakh as at 31 March 2025, total revenue (before consolidation adjustment) of ₹ 429.02 Lakh, total Profit after tax (before consolidation adjustment) of ₹ 101.38 Lakh for the year ended 31 March 2025 as considered in the consolidated annual financial results which have been not audited by their independent Auditors.

The consolidated annual financial results include the unaudited financial results of one foreign sub-subsidiary company, whose Financial Statements/ Financial Information reflects total assets (before consolidation adjustment) of ₹ 58.02 Lakh as at 31 March 2025, total revenue (before consolidation adjustment) of ₹ 14.80 Lakh, total Loss after tax (before consolidation adjustment) of ₹ 3.26 Lakh for the year ended 31 March 2025 as considered in the consolidated annual financial results which have been not audited by their independent Auditors.

The holding company's management has converted the financial statement/financial information of this foreign subsidiaries from accounting principles generally accepted audited standards applicable in their respective countries to accounting principles generally accepted in India. We have audited these conversion adjustments made by the Holding company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiaries located outside India is based on the conversion adjustment prepared by the Management of the Holding Company and audited by us.

These audited/unaudited Financial Statements/Financial Information have been furnished to us by the Board of Directors and our opinion on the Statement, in so far as it relates to the amounts and disclosures included in respect of this Subsidiary Companies and our report in terms of sub-section (3) and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries is based solely on such audited/unaudited Financial Statements/Financial Information. In our opinion and according to the information and explanations given to us by the Board of Directors, these Financial Statements/Financial Information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the financial statements / financial information certified by the Management.

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure A" a statement on the matters specified in paragraph 3 and 4 of the Order, to the extent applicable

2. A. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate financial statements of such subsidiaries, as were audited by other auditors, as noted in the "Other Matters" paragraph, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.

   (e) With respect to the adequacy of internal financial controls over financial reporting of the Holding company, its subsidiary company and the operating effectiveness of such controls, refer to our separate report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting.

   (f) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and reports of the statutory auditors of its subsidiary companies, none of the directors of the Group companies is disqualified as on

## INDEPENDENT AUDITOR'S REPORT (CONTD.)

31st March, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Group to its directors during the year is in accordance with the provisions of section 197 of the Act.

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.

ii. The Company did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

iv. (a) The respective managements of the parent company and its subsidiaries, those incorporated in India, whose financial statements were audited under the Act, have represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding company or any such subsidiaries to or in any other person(s) or entities, including foreign entities ("Intermediaries"), with the understanding whether recorded in writing or not, that the intermediary shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the holding company or any such subsidiaries (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

(b) The respective managements of the parent company and its subsidiaries, those incorporated in India, whose financial statements were audited under the Act, have represented that, to the best of their knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Holding company or any such subsidiaries from any person(s) or entities, including foreign entities ("Funding parties"), with the understanding, whether recorded in writing or not, that the Holding company or any such subsidiaries shall whether directly or indirectly lend or invest in other persons or entities identified in any manner by or on behalf of the Funding parties (Ultimate Beneficiaries) or provide any guarantee, security or the like on behalf of ultimate beneficiaries.

(c) Based on the audit procedures performed, we report that nothing has come to our notice that has caused us to believe that the representations given under sub-clause (i) and (ii) by the management contain any material mis-statement.

v. As required under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014, we report that:

Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software used by the Company and its subsidiary.



## INDEPENDENT AUDITOR'S REPORT (CONTD.)

Further, where audit trail (edit log) facility was enabled and operated, we and respective auditors of such subsidiary, step down subsidiary company did not come did not come across any instances of audit trail feature being tampered with.

Additionally, the audit trail for the previous year has been preserved by the Company as per the statutory requirements for record retention, to the extent it was enabled

vi. In our opinion the Group has complied with section 123 of the Companies Act, 2013 with respect to dividend declared/paid during the year.

For **Jampani & Associates**
**Chartered Accountants**
**(Firm's Registration No. 016581S)**

**Sd/-**
**Trinadha Rao Marisetty**
**Partner**
**(Membership No.207990)**
**UDIN: 25207990BMLZMZ5541**

Place: Hyderabad
Date: 15 May 2025

# ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT:

**REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS OF VISHNU CHEMICALS LIMITED FOR THE YEAR ENDED 31ST MARCH 2025**

**(REFERRED TO IN PARAGRAPH 1 UNDER 'REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS' SECTION OF OUR REPORT OF EVEN DATE)**

In our opinion and according to the information and explanation given to us, following companies incorporated in India and included in the consolidated financial statements, have unfavorable remarks, qualification or adverse remarks given by the respective auditors in the reports under the companies (Auditor's Report) Order, 2020 (CARO):

| S. No. | Name of the Company | CIN | Relationship with the Holding Company | Date of the respective Auditors' Report | Paragraph number in the respective CARO reports |
|---|---|---|---|---|---|
| 01 | Vishnu Chemicals Limited | L85200TG1993PLC046359 | Holding | 15/05/2025 | Clause (iii)(a) and (iii)(c), (iii)(f) |
| 02 | Vishnu Barium Private Limited | U24120TG2001PTC036807 | Subsidiary | 15/05/2025 | Clause (iii)(a) |
| 03 | Vishnu Strontium Private Limited | U32900AP2014PTC093395 | Subsidiary | 13/05/2025 | Clause (vii)(a) |

# ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT:

**REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT"):**

We have audited the internal financial controls over financial reporting of **VISHNU CHEMICALS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiary company (Holding Company and its subsidiary together referred to as "the Group") incorporated in India as of March 31, 2025 in conjunction with our audit of the financial statements of the Holding Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by such companies considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.





**ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT (CONTD.)**

### Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial controls with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to consolidated financial statements includes those policies and procedures that

1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and

3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

In our opinion, the Group has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **Jampani & Associates**
Chartered Accountants
(Firm's Registration No. 016581S)

Sd/-
**Trinadha Rao Marisetty**
Partner
(Membership No.207990)
UDIN: 25207990BMLZMZ5541

Place: Hyderabad
Date: 15 May 2025

# CONSOLIDATED BALANCE SHEET

**AS AT MARCH 31, 2025**

(₹ in Lakhs)

| Particulars | Note No. | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **I ASSETS** | | | |
| **(1) Non-current assets** | | | |
| (a) Property, Plant and Equipment | 2 | 70,034.15 | 63,149.24 |
| (b) Capital work-in-progress | 2 | 6,907.74 | 1,580.40 |
| (c) Intangible Assets | 2 | 134.51 | 211.92 |
| | | **77,076.40** | **64,941.56** |
| (d) Financial Assets | | | |
| (i) Investments | 3 | 31.23 | 29.66 |
| (ii) Goodwill on acquisition | 4 | - | 91.63 |
| (e) Other non-current assets | 5 | 2,505.08 | 1,963.83 |
| | | **79,612.71** | **67,026.68** |
| **(2) Current assets** | | | |
| (a) Inventories | 6 | 40,306.16 | 31,693.88 |
| (b) Financial Assets | | | |
| (i) Investments | 7 | - | 120.94 |
| (ii) Trade Receivables | 8 | 29,401.31 | 22,981.89 |
| (iii) Cash and cash equivalents | 9 | 281.19 | 236.06 |
| (iv) Bank balances other than (iii) above | 10 | 7,893.23 | 5,813.74 |
| (v) Other financial assets | 11 | 192.82 | 174.51 |
| (c) Other current assets | 12 | 5,699.76 | 4,495.40 |
| | | **83,774.47** | **65,516.42** |
| **Total Assets** | | **1,63,387.18** | **1,32,543.10** |
| **II EQUITY AND LIABILITIES** | | | |
| **EQUITY** | | | |
| (a) Equity Share capital | 13 | 1,346.31 | 1,310.54 |
| (b) Other Equity | 14 | 91,330.27 | 68,806.03 |
| | | **92,676.58** | **70,116.57** |
| **LIABILITIES** | | | |
| **(1) Non-current liabilities** | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 15 | 15,937.47 | 15,498.62 |
| (b) Provisions | 16 | 120.53 | 145.10 |
| (c) Deferred tax liabilities (Net) | 17 | 5,428.88 | 5,173.19 |
| (d) Other Non-Current Liabilities | 18 | 20.74 | 20.74 |
| | | **21,507.62** | **20,837.65** |
| **(2) Current liabilities** | | | |
| (a) Financial Liabilities | | | |
| (i) Borrowings | 19 | 18,291.02 | 16,027.50 |
| (ii) Trade payables | | | |
| - Due to MSME entities | 20 | 135.19 | 46.86 |
| - Other than MSME entities | 20 | 28,529.44 | 22,626.55 |
| (iii) Lease liabilities | 21 | - | 21.22 |
| (iv) Other financial liabilities | 22 | 197.11 | 29.33 |
| (b) Other current liabilities | 23 | 1,364.80 | 1,370.03 |
| (c) Provisions | 24 | 9.89 | 57.53 |
| (d) Current Tax Liabilities (Net) | 25 | 675.53 | 1,409.86 |
| | | **49,202.98** | **41,588.88** |
| **Total Equity and Liabilities** | | **1,63,387.18** | **1,32,543.10** |

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date
**For Jampani & Associates**
Chartered Accountants
Firm Registration No. 016581S

**Sd/-**
**Trinadha Rao Marisetty**
**Partner**
**Membership No. 207990**

Place: Hyderabad
Date: May 15, 2025

For and on behalf of the Board of Directors

**Sd/-**
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN: 00030274**

**Sd/-**
**Ch. Manjula**
**Director**
**DIN: 01546339**

**Sd/-**
**Mahesh Bhatter**
**Chief Financial Officer**

Place: Hyderabad
Date: May 15, 2025

**Sd/-**
**Vibha Shinde**
**Company Secretary & Compliance Officer**
**M. No: FCS8466**



# CONSOLIDATED STATEMENT OF PROFIT AND LOSS

**FOR THE YEAR ENDING MARCH 31, 2025**

(₹ in Lakhs)

| | Note No. | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|---|
| **1 INCOME** | | | |
| a. Revenue from Operations | 26 | 1,44,656.22 | 1,21,260.37 |
| b. Other Income | 27 | 1,531.42 | 1,245.35 |
| **Total Income** | | **1,46,187.64** | **1,22,505.72** |
| **2 EXPENSES** | | | |
| a. Cost of Materials Consumed | 28 | 64,683.23 | 51,898.49 |
| b. Purchase of stock in trade | | 3,413.93 | - |
| c. Cost of Consumables | 29 | 18,581.95 | 18,681.68 |
| d. Changes in Inventories of Finished Goods and Work-in-Progress | 30 | (7,196.48) | (7,717.85) |
| e. Employee Benefit Expenses | 31 | 6,485.89 | 5,804.88 |
| f. Finance Costs | 32 | 3,729.67 | 3,672.29 |
| g. Depreciation and Amortisation Expense | 2 | 3,815.71 | 3,354.78 |
| h. Power Cost | 33 | 8,213.83 | 6,459.82 |
| i. Manufacturing Expenses | 34 | 10,883.34 | 13,144.79 |
| j. Selling & Administrative Expenses | 35 | 16,474.95 | 12,616.59 |
| k. Other Expenses | 36 | 278.38 | 215.98 |
| **Total Expenses** | | **1,29,364.40** | **1,08,131.45** |
| **3 Profit Before Tax** | | **16,823.24** | **14,374.27** |
| **4 Tax Expense** | 37 | | |
| a. Current Tax | | 3,409.94 | 3,123.12 |
| b. MAT Credit | | - | (48.77) |
| c. Tax Pertaining to earlier years | | (25.65) | 21.27 |
| d. Deferred Tax current year | | 774.68 | 1,168.64 |
| | | **4,158.97** | **4,264.26** |
| **5 Profit / (Loss) For the Period from Continuing Operations** | | **12,664.27** | **10,110.01** |
| **6 Other Comprehensive Income/ (losses)** | | | |
| **Items that will not be reclassified subsequently to profit or loss:** | | | |
| Remeasurement gains/(losses) on defined benefit plans | | (9.52) | (313.20) |
| Tax on remeasurement of defined benefit plans | | 2.40 | 78.75 |
| | | **(7.12)** | **(234.45)** |
| **Items that will be reclassified subsequently to profit or loss:** | | | |
| Exchange differences on translating the financial statements of foreign operations | | 413.21 | (0.41) |
| **7 Other Comprehensive Income/ Expense (Net of Taxes)** | | **406.09** | **(234.86)** |
| **8 Total Comprehensive Income for the Period (5+7)** | | **13,070.36** | **9,875.15** |
| **9 Earnings Per Share** | | | |
| Basic & Diluted (in ₹) | | 19.23 | 15.90 |
| | | (Annualised) | (Annualised) |

Accompanying Notes form an integral part of the Financial Statements

As per our report of even date
**For Jampani & Associates**
Chartered Accountants
Firm Registration No. 016581S

**Sd/-**
**Trinadha Rao Marisetty**
**Partner**
**Membership No. 207990**

Place: Hyderabad
Date: May 15, 2025

For and on behalf of the Board of Directors

**Sd/-**
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN: 00030274**

**Sd/-**
**Ch. Manjula**
**Director**
**DIN: 01546339**

**Sd/-**
**Mahesh Bhatter**
**Chief Financial Officer**

Place: Hyderabad
Date: May 15, 2025

**Sd/-**
**Vibha Shinde**
**Company Secretary & Compliance Officer**
**M. No: FCS8466**

# CONSOLIDATED CASH FLOW STATEMENT

**FOR THE YEAR ENDED MARCH 31, 2025**

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Profit before tax** | **16,823.24** | **14,374.27** |
| **Cash flows used in / from operating activities** | | |
| **Adjustments for :** | | |
| Depreciation of property, plant and equipment | 3,815.71 | 3,354.78 |
| Profit on sale of Investments | (14.18) | (4.27) |
| Profit on sale of Property Plant and Equipment | - | (0.21) |
| Interest income | (773.72) | (360.82) |
| Unwinding of Interest on Interest free Security deposits received from Suppliers | (63.83) | 1.21 |
| Interest expenses | 3,644.22 | 3,473.17 |
| Unwinding of interest expenses on Loan from Promoter Directors | - | 98.04 |
| Amortisation of Processing Fees of Long Term Loans. | 21.87 | 10.09 |
| Fair value (Gain)/ Loss on investments (net) | (1.56) | (41.63) |
| Re-measurement of defined employee benefit plans | (9.52) | (313.21) |
| Obsolete Stock provision | 12.94 | 9.30 |
| Exchanges differences on translating the financial statements of foreign operations | 413.21 | - |
| **Operating profit before working capital changes** | **23,868.39** | **20,600.72** |
| **Movement in working capital:** | | |
| (Increase)/(Decrease) in inventories | (8,625.23) | (10,959.33) |
| (Increase)/(Decrease) in trade receivables | (6,419.42) | (4,889.29) |
| (Increase)/(Decrease) in Financial & Non Financial Assets | (1,763.92) | 1,004.30 |
| Increase/(Decrease) in trade payables | 5,991.21 | 5,003.24 |
| Increase/(Decrease) in Financial & Non Financial Liabilities & Provisions | 90.35 | (963.64) |
| **Cash generated from operations** | **13,141.39** | **9,796.00** |
| Income tax paid | (4,118.62) | (3,046.16) |
| **Net cash flows used in / from operating activities (A)** | **9,022.77** | **6,749.84** |
| **Cash flows used in / from investing activities** | | |
| Purchase of property, plant and equipment, including capital work in progress | (8,785.10) | (12,034.56) |
| Proceeds from Sale of Property Plant & Equipment | - | - |
| Investments in mutual funds | - | (66.15) |
| Proceeds from Sale of investments in mutual funds | 135.11 | 128.34 |
| Movement in Other Bank Balances | (2,079.49) | (3,780.65) |
| Interest received | 773.72 | 360.82 |
| **Net cash flows used in / from investing activities (B)** | **(9,955.76)** | **(15,392.20)** |



# CONSOLIDATED CASH FLOW STATEMENT

**FOR THE YEAR ENDED MARCH 31, 2025 (CONTD.)**

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **Net cash flows used in / from financing activities** | | |
| Proceeds from issue of equity shares | - | 19,695.38 |
| (Decrease)/Increase in Long Term Borrowings | 2,336.10 | (9,093.93) |
| (Decrease)/Increase in Short Term Borrowings | 2,482.53 | 2,357.56 |
| Payment to lease liabilities | - | (64.94) |
| Interest Paid | (3,644.22) | (3,473.17) |
| Dividend Paid | (196.29) | (608.11) |
| **Net cash flows used in/from financing activities (C)** | **978.12** | **8,812.79** |
| Net Increase/(decrease) in cash and cash equivalents (A+B+C) | 45.13 | 170.43 |
| Cash and cash equivalents at the beginning of the year | 236.06 | 65.63 |
| **Cash and cash equivalents at the year end** | **281.19** | **236.06** |
| **Components of cash and cash equivalents:** | | |
| Cash on hand | 10.38 | 6.88 |
| Balances with banks | 270.81 | 229.18 |
| **Total cash and cash equivalents** | **281.19** | **236.06** |

As per our report of even date
**For Jampani & Associates**
Chartered Accountants
Firm Registration No. 016581S

**Sd/-**
**Trinadha Rao Marisetty**
**Partner**
**Membership No. 207990**

Place: Hyderabad
Date: May 15, 2025

For and on behalf of the Board of Directors

**Sd/-**
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN: 00030274**

**Sd/-**
**Ch. Manjula**
**Director**
**DIN: 01546339**

**Sd/-**
**Mahesh Bhatter**
**Chief Financial Officer**

**Sd/-**
**Vibha Shinde**
**Company Secretary & Compliance Officer**
**M. No: FCS8466**

Place: Hyderabad
Date: May 15, 2025

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
**AS AT MARCH 31, 2025**

## NOTE 14 OTHER EQUITY

### a. Equity Share Capital

| Equity shares of ₹ 2 each issued, subscribed and fully paid-up* | Number of shares* | | ₹ in Lakhs | |
|---|---|---|---|---|
| | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Balance as at the beginning of the year | 6,55,27,195 | 5,97,30,100 | 1,310.54 | 1,194.60 |
| Changes in share capital during the year | 17,88,089 | 57,97,095 | 35.77 | 115.94 |
| Balance as at the end of the year | 6,73,15,284 | 6,55,27,195 | 1,346.31 | 1,310.54 |

*During the year ended March 31, 2025, the Company issued and allotted 17,88,089 Equity Shares of ₹ 2/- each, at an issue price of ₹ 428.60 per share (Including premium), pursuant to the conversion of 7,66,37,500 7 % Compulsory Convertible Preference Shares of ₹ 10/-

*During the year ended March 31, 2024, the Company issued and alloted 57,97,095 equity shares of face value ₹ 2/- each at a price of ₹ 345 per equity share (including premium of ₹ 343) to Qualified Institutional Buyers ('QIBs') through Qualified Institutional placement ('QIP') on August 1, 2023.

### b. Other Equity

**For the year ended March 31, 2025**

(₹ in Lakhs)

| | Reserves and Surplus | | | | | Items of Other Comprehensive Income | | Total |
|---|---|---|---|---|---|---|---|---|
| | Capital Reserve | General Reserve | Securities Premium | Retained Earnings | Effect of Amortisation of Interest free loans from Promoter Directors | Forein Currency Translation Reserve | Remeasurement of Net Defined Benefit Plans | |
| **Balance as at April 01, 2024** | **654.49** | **659.07** | **19,579.44** | **47,035.04** | **1,122.48** | **(0.14)** | **(244.35)** | **68,806.03** |
| Add Profit for the year | | | | 12,664.27 | | | | 12,664.27 |
| Add Changes during the year | | | | - | | | | - |
| Add/(less) Capital reserve on acquisition | 2,022.47 | | | | | | | 2,022.47 |
| Add/(less) Securites premium | | | 7,627.99 | | | | | 7,627.99 |
| Add/(less) Other Comprehensive Income for the year (net of taxes) | | - | | | | 413.21 | (7.12) | 406.09 |
| Less: Dividend | | | | (196.58) | | | | (196.58) |
| **Balance as at March 31, 2025** | **2,676.97** | **659.07** | **27,207.42** | **59,502.73** | **1,122.48** | **413.07** | **(251.47)** | **91,330.27** |





# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY
**AS AT MARCH 31, 2025 (CONTD.)**

**For the year ended March 31, 2024**

(₹ in Lakhs)

| | Reserves and Surplus | | | | | Items of Other Comprehensive Income | | Total |
|---|---|---|---|---|---|---|---|---|
| | Capital Reserve | General Reserve | Securities Premium | Retained Earnings | Effect of Amortisation of Interest free loans from Promoter Directors | Forein Currency Translation Reserve | Remeasurement of Net Defined Benefit Plans | |
| **Balance as at April 01, 2023** | **982.88** | **659.07** | **-** | **37,187.14** | **1,423.38** | **0.27** | **(9.90)** | **40,242.84** |
| Add Profit for the year | | | | 10,110.01 | | | | 10,110.01 |
| Add Changes during the year | | | | - | (300.90) | | | (300.90) |
| Add/(less) Capital reserve on acquisition | (328.39) | | | | | | | (328.39) |
| Add/(less) Securites premium | | | 19,579.44 | | | | | 19,579.44 |
| Add/(less) Other Comprehensive Income for the year (net of taxes) | | - | | | | (0.41) | (234.45) | (234.86) |
| Less: Dividend | | | | (262.11) | | | | (262.11) |
| **Balance as at March 31, 2024** | **654.49** | **659.07** | **19,579.44** | **47,035.04** | **1,122.48** | **(0.14)** | **(244.35)** | **68,806.03** |

As per our report of even date
**For Jampani & Associates**
Chartered Accountants
Firm Registration No. 016581S

For and on behalf of the Board of Directors

**Sd/-**
**Trinadha Rao Marisetty**
**Partner**
**Membership No. 207990**

Place: Hyderabad
Date: May 15, 2025

**Sd/-**
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN: 00030274**

**Sd/-**
**Ch. Manjula**
**Director**
**DIN: 01546339**

**Sd/-**
**Mahesh Bhatter**
**Chief Financial Officer**

Place: Hyderabad
Date: May 15, 2025

**Sd/-**
**Vibha Shinde**
**Company Secretary & Compliance Officer**
**M. No: FCS8466**

# NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025**

## 1. BASIS OF PREPARATION OF FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION:

### A. BASIS OF PREPARATION OF FINANCIAL STATEMENTS

#### a) Statement of Compliance

The financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act"), Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act, as applicable.

#### b) Description of the Group

The consolidated financial statements comprise financial statements of Vishnu Chemicals Limited (the 'Company'), its subsidiaries and step-down subsidiary (collectively, the 'Group') for the year ended March 31, 2025. The Company is a public company domiciled in India and is incorporated under the provisions of the Companies Act applicable in India. The Company's shares are listed on BSE Limited and National Stock Exchange of India Limited in India. The registered office of the Company is located at: Plot No. C-23, Road No. 8, Film Nagar, Jubilee Hills, Hyderabad – 500 096

The consolidated financial statements were authorizised for publication in accordance with a resolution of the directors on May 15, 2025.

The Group has the following investments in subsidiaries –

| Name of the Entity | Principal place of business and Country of Incorporation | Investee relationship | | Proportion of ownership interest | |
|---|---|---|---|---|---|
| | | March 31, 2025 | March 31, 2024 | March 31, 2025 | March 31, 2024 |
| Vishnu Barium Private Limited | India | Subsidiary | Subsidiary | 100% | 100% |
| Vishnu South Africa (Pty) Ltd. | South Africa | Subsidiary | Subsidiary | 100% | 100% |
| Vishnu Strontium Private Limited | India | Subsidiary | - | 100% | - |
| VCHEM Global INC | USA | Subsidiary | Subsidiary | 100% | 100% |
| Vishnu International Trading FZE | Dubai | Subsidiary | Subsidiary | 100% | 100% |
| VCHEM Trading FZE | Dubai | Step-down Subsidiary | Step-down Subsidiary | 100% | 100% |
| Ramadas Minerals Private Limited | India | Step-down Subsidiary | Step-down Subsidiary | 100% | 100% |

As required under Consolidation of Financial Statements standards, the financial statements of the Group have been prepared in accordance with Ind AS, Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) (Amendment) Rules, 2016 and other relevant provisions of the Act, as applicable.

#### c) Basis of Preparation

The financial statements of the Group have been prepared in accordance with Indian Accounting Standards ('Ind AS'), under the historical cost except for certain financial instruments which are measured at fair values at the end of each reporting period as explained in the accounting policies below, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. The consolidated financial statements have been prepared on a historical cost except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in accounting policies below.

The financial statements are presented in Indian Rupees and all values are rounded to the nearest Lakhs, except otherwise indicated.

**Basis of consolidation**

The Consolidated financial statements comprise the financial statements of the Group as at March 31, 2025 and March 31, 2024.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)





NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

**Current versus non-current classification**

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- expected to be realised or intended to be sold or consumed in normal operating cycle,
- held primarily for the purpose of trading,
- expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- it is expected to be settled in normal operating cycle,
- it is held primarily for the purpose of trading, it is due to be settled within twelve months after the reporting period, or
- there is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Group has identified twelve months as its operating cycle.

#### d) Use of Estimates and Judgments

The preparation of financial statements in conformity with Ind AS requires the Management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities as on the date of the financial statements and the income and expenditure for the reporting year. Though, these estimates and assumptions are based on the information available at that point of time, the actual results could differ from these estimates.

**Critical estimates and judgments in applying accounting policies**

Estimates and judgments made in applying accounting policies that have significant effect on the amounts recognised in the financial statements are as follows:

**i) Property, Plant and Equipment**

The charge in respect of periodic depreciation is derived after estimating the asset's expected useful life and the expected residual value at the end of its life. The depreciation method, useful lives and residual values of Group's assets are estimated by management at the time the asset is acquired and reviewed during each financial year.

**ii) Employee Benefit Plans**

Employee defined benefit plans and long term benefit plans are measured on the basis of actuarial assumptions. However, any changes in these assumptions may have impact on the reported amount of obligation and expenses.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### B. MATERIAL ACCOUNTING POLICY INFORMATION:

#### a) Property, Plant and Equipment

Property, plant and equipment are stated in the Balance Sheet at cost less accumulated depreciation and accumulated impairment losses, if any. Cost includes purchase price (net of reimbursable taxes), attributable expenditure incurred in bringing the asset to its working condition for the intended use and cost of borrowing till the date of capitalisation in the case of assets involving material investment and substantial lead time.

Depreciation is provided on Straight Line Method in respect of assets situated at Bhilai, Jeedimetla (API), Corporate Office and Vizag Units and on Written down value Method in respect of assets situated at Kazipally Unit, by considering the useful life of the assets as specified in Schedule II of the Companies Act, 2013. Depreciation is provided on Straight line method for Vishnu Barium Private Limited, Vishnu Strontium Private Limited and Ramadas Minerals Private Limited, by considering the useful life of the assets as specified in Schedule II of the Companies Act, 2013. No assets exist for Vishnu South Africa (Pty) Limited, VCHEM Global INC, Vishnu International Trading FZE and VCHEM Trading FZE.

Depreciation methods, useful lives and residual values are reviewed in each financial year and changes, if any, are accounted for prospectively. Leased assets are depreciated over the shorter of the lease term and their useful lives unless it is reasonably certain that the Group will obtain ownership by the end of the lease term. Freehold land is not depreciated.

#### b) Intangible Assets

Intangible assets acquired separately are measured on initial recognition at cost. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses.

Intangible assets with finite lives are amortised over the useful economic life, reviewed regularly, and are assessed for impairment whenever there is an indication that the intangible asset may be impaired.

Expenditure on research activities is recognised in the statement of profit and loss as incurred. Expenditure on development activities is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset.

#### c) Leases

The Group evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term and useful life of the underlying asset. The lease liability is initially measured at amortised cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of these leases. Lease liability and ROU asset have been separately presented in the Balance Sheet.

#### d) Financial Instruments

Financial instruments are classified as:

- Financial assets, measured at (a) amortised cost and (b) fair value through Profit and Loss ("FVTPL")
- Financial liabilities are carried at amortised cost.

All financial instruments are recognised initially at fair value. Transaction costs that are attributable to the acquisition of the financial asset (other than financial assets recorded at fair value through profit or loss) are included in the fair value of the financial assets.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

Subsequently, financial assets are measured as follows:

**a) Amortised Cost**

A financial asset shall be measured at amortised cost if both of the following conditions are met:

- the financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payment of principal and interest on the principal amount outstanding.

Financial assets under this category are measured initially at fair value plus transaction costs and subsequently carried at amortised cost using the effective interest method, less any impairment loss.

**b) Fair Value Through Profit and Loss Account**

Financial instruments classified in this category are subsequently carried at fair value with changes recorded in the statement of profit or loss. Directly attributable transaction costs are recognised in Profit and Loss account as incurred.

Financial liabilities are measured subsequently at amortised cost using effective interest method.

#### e) Derivative financial instruments and hedge accounting

**Initial recognition and subsequent measurement**

Derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at fair value. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The purchase contracts that meet the definition of a derivative under Ind AS 109 are recognised in the statement of profit and loss. Commodity contracts that are entered into and continue to be held for the purpose of the receipt or delivery of a non-financial item in accordance with the expected purchase, sale or usage requirements are held at cost.

Any gains or losses arising from changes in the fair value of derivatives are taken directly to profit or loss, except for the effective portion of cash flow hedges, which is recognised in OCI and later reclassified to profit or loss when the hedge item affects profit or loss or treated as basis adjustment if a hedged forecast transaction subsequently results in the recognition of a non-financial asset or non-financial liability.

For the purpose of hedge accounting, hedges are classified as:

(i) Fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment

(ii) Cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction or the foreign currency risk in an unrecognised firm commitment

(iii) Hedges of a net investment in a foreign operation

Hedges that meet the strict criteria for hedge accounting are accounted for, as described below:

**(i) Fair value hedges**

The change in the fair value of a hedging instrument is recognised in the statement of profit and loss as finance costs. The change in the fair value of the hedged item attributable to the risk hedged is recorded as part of the carrying value of the hedged item and is also recognised in the statement of profit and loss as finance costs.

For fair value hedges relating to items carried at amortised cost, any adjustment to carrying value is amortised through profit or loss over the remaining term of the hedge using the EIR method. EIR amortisation may begin as soon as an adjustment exists and no later than when the hedged item ceases to be adjusted for changes in its fair value attributable to the risk being hedged.

If the hedged item is derecognised, the unamortised fair value is recognised immediately in profit or loss. When an unrecognised firm commitment is designated as a hedged item, the subsequent cumulative change in the fair value of the firm commitment attributable to the hedged risk is recognised as an asset or liability with a corresponding gain or loss recognised in profit and loss.

**(ii) Cash flow hedges**

The effective portion of the gain or loss on the hedging instrument is recognised in OCI in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit and loss.

The ineffective portion relating to foreign currency contracts is recognised in finance costs and the ineffective portion relating to commodity contracts is recognised in other income or expenses.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

Amounts recognised as OCI are transferred to profit or loss when the hedged transaction affects profit or loss, such as when the hedged financial income or financial expense is recognised or when a forecast sale occurs. When the hedged item is the cost of a non-financial asset or nonfinancial liability, the amounts recognised as OCI are transferred to the initial carrying amount of the non-financial asset or liability.

If the hedging instrument expires or is sold, terminated or exercised without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when the hedge no longer meets the criteria for hedge accounting, any cumulative gain or loss previously recognised in OCI remains separately in equity until the forecast transaction occurs or the foreign currency firm commitment is met.

### f) Impairment of Assets

**a. Non-Financial Assets**

The carrying amount of cash generating units is reviewed at each reporting date where there is any indication of impairment. An impairment loss is recognised in the statement of profit and loss where the carrying amount exceeds the recoverable amount of the cash generating units. Recoverable amount is the higher of cash-generating unit's fair value less costs of disposal and its value in use.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount.

**b. Financial Assets**

The loss allowance in respect of trade receivables is at an amount equal to lifetime expected credit losses. The loss allowance in respect of all other financial assets is measured at an amount equal to lifetime expected credit losses if the credit risk on that financial instrument has increased significantly since initial recognition. Otherwise, the loss allowance is measured at an amount equal to 12 month expected credit losses.

### g) Inventories

Inventories are valued at lower of cost, determined on First-in-First-Out (FIFO) basis, or net realisable value. Inventories comprise of raw materials, stores, spares & consumables and finished goods. Cost of Inventories comprises all cost of purchase (net of reimbursable taxes), cost of conversion and other cost incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

### h) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured, regardless of when the payment is being made. Revenue is measured at the fair value of the consideration received or receivable, net of returns and allowances, trade discounts and volume rebates after taking into account contractually defined terms of payment and excluding taxes or duties collected on behalf of the government.

The Group recognises revenue in accordance with Ind AS 115 "Revenue from Contracts with Customers". The core principle of the standard is that an entity should recognise revenue to depict the transfer of control of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services.

Other income is comprised primarily of interest income, dividend income, gain/loss on investments and exchange gain/loss on forward and options contracts and on translation of other assets and liabilities. Interest income is recognised using the effective interest method. Claims for export incentives/ duty drawbacks, duty refunds and insurance are accounted when the right to receive payment is established.

### i) Provisions

Provisions are recognised if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation.

Where the effect of time value of money is material, provisions are determined and maintained by discounting the expected future cash flows, wherever applicable.

### j) Borrowing Costs

Borrowing costs attributable to a qualifying asset are capitalised as a part of the cost of such assets and other borrowing costs are recognised as an expense in the year of incurrence.

### k) Employee Benefits

The Group's contribution to Provident and Pension fund for the employees is covered under defined contribution plan and is recognised as employee benefit expense in statement of profit and loss in the periods during which services are rendered by employees.

The Group's Gratuity scheme for its employees is a defined benefit retirement benefit plan. The liability recognised in the balance sheet in respect of defined benefit plan is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

Defined benefit costs are categorised as follows:

- service cost
- net interest expense or income; and
- re-measurement

The Group presents the first two components of defined benefit costs in profit and loss in the line item 'Employee benefit expenses'.

Re-measurements comprising actuarial gains and losses as well as the difference between the return on plan assets and the amounts included in net interest on the net defined benefits liability (asset) are recognised in other comprehensive income, net of income tax.

Other long-term employee benefits comprise of leave encashment which is provided for based on the actuarial valuation carried out as at the end of the year. Liability is measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Re-measurements and other expenses related to long term benefit plans are recognised in statement of profit and loss/ other comprehensive income as applicable.

### l) Foreign Currency Transactions and balances

The Group's consolidated financial statements are presented in Indian rupees, which is also the parent company's functional currency. For each entity, the Group determines the functional currency and items included in the financial statements of each entity are measured using that functional currency. The Group uses the direct method of consolidation and on disposal of a foreign operation the gain or loss that is reclassified to profit or loss reflects the amount that arises from using this method.

Transactions in foreign currency are translated into the respective functional currencies using the exchange rates prevailing at the dates of the respective transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at the exchange rates prevailing at reporting date of monetary assets and liabilities denominated in foreign currencies are recognised in the statement of profit and loss and reported within foreign exchange gains / (losses).

Non-monetary assets and liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of transaction.

### m) Earnings Per Share

Basic earnings per share is computed by dividing the profit or loss after tax by the weighted average number of equity shares outstanding during the year including any potential dilution resulting in issue of additional equity shares based on contractual terms and obligations. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share.

### n) Statement of Cash Flows

Cash flows are reported using the indirect method, whereby profit/ (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. Cash flows for the year are classified by operating, investing and financing activities.

### o) Taxes on Income

Income tax comprises current and deferred tax. Income tax expense is recognised in the statement of profit and loss except to the extent it relates to items directly recognised in equity or in other comprehensive income.

**i. Current income tax**

Current income tax for the current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities based on the taxable income for the period.

The tax rates and tax laws used to compute the current tax amount are those that are enacted or substantively enacted by the reporting date and applicable for the period. The Group offsets current tax assets and current tax liabilities, where it has a legally enforceable right to set off the recognised amounts and where it intends either to settle on a net basis or to realise the asset and liability simultaneously.

**ii. Deferred income tax**

Deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.





## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 2 PROPERTY, PLANT AND EQUIPMENT

(₹ in Lakhs)

| | Tangible Assets | | | | | | | | | | | | Total | Intangible Assets |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | Freehold land | Leasehold Land | Buildings - Factory | Buildings -Residential | Lease hold Building | Plant and equipment | Lab equipment | Office equipment | Data Processing Equipment | Furniture and Fixtures | Vehicles | ROU - Vehicles | | Computer Software |
| **Cost** | | | | | | | | | | | | | | |
| At April 1, 2023 | 1,214.31 | 490.05 | 12,399.91 | 49.96 | 367.19 | 56,955.96 | 128.02 | 351.96 | 126.15 | 221.12 | 1,038.39 | 184.45 | 73,527.47 | 18.16 |
| Additions on account of business acquisition | 5.43 | - | - | - | - | 2,492.54 | - | 2.95 | 1.18 | - | 1.68 | | 2,503.78 | - |
| Additions | 15.29 | - | 3,464.54 | - | - | 15,019.91 | 0.95 | 43.39 | 29.53 | 29.12 | 76.56 | - | 18,679.29 | 249.53 |
| Disposals/discard | | | | | | (89.16) | | | | | | | (89.16) | - |
| **March 31, 2024** | **1,235.03** | **490.05** | **15,864.45** | **49.96** | **367.19** | **74,379.26** | **128.97** | **398.31** | **156.86** | **250.24** | **1,116.64** | **184.45** | **94,621.39** | **267.68** |
| | | | | | | | | | | | | | | |
| Additions on account of business acquisition | 318.49 | - | 254.09 | 1,920.56 | - | 5,019.23 | - | 15.17 | 0.79 | 4.94 | 28.05 | - | 7,561.31 | - |
| Additions | 120.28 | - | 540.94 | - | 15.66 | 3,366.04 | 6.85 | 43.02 | 18.96 | 21.99 | 64.33 | - | 4,198.06 | 2.22 |
| Disposals/discard | - | - | - | - | - | (787.00) | - | - | (1.96) | - | - | (136.57) | (925.53) | (0.70) |
| **March 31, 2025** | **1,673.80** | **490.05** | **16,659.48** | **1,970.52** | **382.85** | **81,977.53** | **135.82** | **456.50** | **174.65** | **277.17** | **1,209.02** | **47.88** | **1,05,455.23** | **269.20** |
| **Depreciation** | | | | | | | | | | | | | | |
| At April 1, 2023 | - | - | 4,761.31 | 3.64 | 187.51 | 20,865.52 | 111.44 | 241.13 | 92.28 | 129.03 | 567.13 | 104.05 | 27,063.05 | 17.12 |
| Additions on account of business acquisition | - | - | - | - | - | 1,117.26 | - | 2.77 | 1.12 | | 1.56 | | 1,122.71 | - |
| Charge for the year | - | | 464.35 | 0.79 | 38.77 | 2,575.17 | 4.30 | 32.95 | 22.15 | 16.46 | 99.71 | 61.48 | 3,316.14 | 38.64 |
| Disposals/discarded | - | - | - | - | - | (29.75) | | - | - | - | - | - | (29.75) | - |
| **March 31, 2024** | **-** | **-** | **5,225.66** | **4.43** | **226.28** | **24,528.20** | **115.74** | **276.85** | **115.55** | **145.49** | **668.40** | **165.54** | **31,472.14** | **55.76** |
| | | | | | | | | | | | | | | |
| Additions on account of business acquisition | - | - | 11.91 | 90.03 | - | 282.44 | - | 2.42 | 0.73 | 0.83 | 7.52 | - | 395.88 | - |
| Charge for the year | - | - | 536.34 | 6.73 | 38.78 | 2,955.38 | 2.26 | 39.55 | 23.64 | 17.60 | 97.14 | 18.92 | 3,736.34 | 79.37 |
| Disposals/discarded | - | - | - | - | - | (45.72) | - | - | (0.99) | - | - | (136.57) | (183.28) | (0.44) |
| **March 31, 2025** | **-** | **-** | **5,773.91** | **101.19** | **265.06** | **27,720.30** | **118.00** | **318.82** | **138.93** | **163.92** | **773.06** | **47.88** | **35,421.08** | **134.69** |
| **Net Block** | | | | | | | | | | | | | | |
| **At March 31, 2024** | **1,235.03** | **490.05** | **10,638.79** | **45.53** | **140.91** | **49,851.06** | **13.22** | **121.45** | **41.31** | **104.75** | **448.24** | **18.91** | **63,149.24** | **211.92** |
| **At March 31, 2025** | **1,673.80** | **490.05** | **10,885.57** | **1,869.33** | **117.79** | **54,257.23** | **17.82** | **137.68** | **35.72** | **113.25** | **435.96** | **(0.00)** | **70,034.15** | **134.51** |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

**Capital work in progress ageing**

| CWIP | Amount in CWIP for a period of | | | | |
|---|---|---|---|---|---|
| | Less than 1 Year | 1-2 years | 2-3 years | More than 3 years | Total |
| **As on March 31, 2025** | | | | | |
| Projects in Process | 6,635.66 | 139.34 | 132.74 | - | 6,907.74 |
| Projects temporarily suspended | - | - | - | - | - |
| **As on March 31, 2024** | | | | | |
| Projects in Process | 1,447.66 | 132.74 | - | - | 1,580.40 |
| Projects temporarily suspended | - | - | - | - | - |

### NOTE 3 NON CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **1.** | **Non Trade Investments - Unquoted (At Fair Value)** | | |
| **i** | **Investment in Equity Instruments of other Companies** | | |
| a. | Equity Shares in Koganti Power Limited<br>Nil (60,000) Nos. each ₹10/- Fully paid up, acquired at a cost of ₹ Nil (₹ 6,00,000)-Net of impairment recognised. | - | - |
| b. | Equity Shares in Sireen Drugs Private Limited<br>1,000 (1,000) Nos. each ₹ 10/- Fully paid up, acquired at a cost of ₹10,000 (₹10,000) - Net of impairment recognised. | 0.00 | 0.00 |
| **2.** | **Non Trade Investments - quoted (At Fair Value)** | | |
| | Equity Shares in Life Insurance Corporaton of India<br>94 (94) Equity Shares of face value of ₹ 5/- each | 0.75 | 0.86 |
| **3.** | **Investments in Mutual Funds - Quoted (At fair value)** | | |
| a. | LMRG-Union Large & Midcap Fund Regular Plan - Growth - 49,990 (49,990) Units, Cost ₹ 5,00,000 (₹ 5,00,000) | 11.68 | 11.02 |
| b. | UBI -Union Balanced advantage fund regular plan - growth- 60,339 (60,339) Units, Cost ₹ 6,35,373 (₹ 6,35,373) | 11.59 | 11.03 |
| c. | UBI-Union Equity Savings Fund Regular Plan - 19,990 (19,990) Units, Cost ₹ 1,99,900 (₹ 1,99,900) | 3.26 | 3.09 |
| d. | Nippon (Reliance) Balanced Advantage Fund - Growth Plan - 2,352 (2,352) Units, Cost ₹ 2,00,000 (₹ 2,00,000) | 3.95 | 3.66 |
| | | **31.23** | **29.66** |

**Disclosures:**

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Aggregate amount of Cost of Quoted Investments | 16.24 | 16.24 |
| Aggregate amount of market value of quoted investments | 31.23 | 29.66 |
| Aggregate amount of impairment in value of investments | 6.10 | 6.10 |



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 4 NON CURRENT FINANCIAL ASSETS - GOODWILL

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Goodwill on acquisition | - | 91.63 |
| | **-** | **91.63** |

### NOTE 5 OTHER NON-CURRENT ASSETS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Unsecured, Considered Good:** | | | |
| a. | Capital Advances | 1,121.46 | 619.15 |
| b. | Deposits | 1,383.62 | 1,220.94 |
| c. | CSR Expenses - Excess spent | - | 123.74 |
| | | **2,505.08** | **1,963.83** |

### NOTE 6 INVENTORIES

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Valued at Cost or Net Realisable Value, whichever is lower** | | | |
| a. | Raw Materials (Including Stock at yard and Stock in Transit ₹ 1207.21 Lakhs (March 31, 2019 - ₹434.97 Lakhs)) | 8,134.41 | 7,056.43 |
| b. | Work-in-progress | 9,019.99 | 8,541.25 |
| c. | Finished Goods | 18,691.13 | 11,988.94 |
| d. | Stores, Spares & Packing | 4,578.06 | 4,204.05 |
| | Less: Provision for obsolescence of non-moving stores | (117.43) | (96.79) |
| e. | Net Stores and spares | 4,460.63 | 4,107.26 |
| | | **40,306.16** | **31,693.88** |

### NOTE 7 CURRENT FINANCIAL ASSETS - INVESTMENTS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **Valued at Cost or Net Realisable Value, whichever is lower** | | | |
| a. | UBI Union Dynamic Bond Fund- Growth at fair value 1,35,521.388 units (1,35,521.388 units) - Cost ₹ 22,00,000/-(₹ 22,00,000/-) | - | 28.77 |
| b. | UBI Union Small Cap Fund Regular plan- Growth at fair value 1,76,120.314 units (1,76,120.314 units) - Cost ₹23,33,906.58/- (₹ 23,33,906.58/-) | - | 71.08 |
| c. | UBI Union Flexi Cap Fund Growth plan- Growth at fair value 48,645.340 units (35,029.634 Units) - Cost ₹11,99,875/- (₹ 7,99,900/-) | - | 20.68 |
| d. | UBI Union Large Cap Fund Regular plan- Growth at fair value 1,876.173 units (1,876.173 units) - Cost ₹ 20,000/- (₹ 20,000/-) | - | 0.41 |
| e. | UBI Union Corporate Bond Fund Regular Plan Growth at fair Value Nil (3,43,382.556 Units) - Cost ₹ Nil (₹ 49,99,900/-) | - | - |
| | | **-** | **120.94** |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

**Disclosures:**

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Aggregate amount of Cost of Quoted Investments | - | 56.54 |
| Aggregate amount of market value of quoted investments | - | 120.94 |

### NOTE 8 CURRENT FINANCIAL ASSETS -TRADE RECEIVABLES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Unsecured, Considered Good | 29,401.31 | 22,981.89 |
| | **29,401.31** | **22,981.89** |

**Trade receivables ageing schedule as at March 31, 2025**

| | Outstanding for the following periods from the due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months* | 6 months to 1year | 1year to 2 years | 2 years to 3 years | More than 3 years | Total |
| Undisputed trade receivables | | | | | | |
| a. Considered good | 25,221.21 | 2,941.28 | 955.92 | 263.52 | 19.38 | 29,401.31 |
| b. Which have significant increase in credit risk | - | - | - | - | - | - |
| c. Credit impaired | - | - | - | | - | - |

**Trade receivables ageing schedule as at March 31, 2024**

| | Outstanding for the following periods from the due date of payment | | | | | |
|---|---|---|---|---|---|---|
| | Less than 6 months* | 6 months to 1year | 1year to 2 years | 2 years to 3 years | More than 3 years | Total |
| Undisputed trade receivables | | | | | | |
| a. Considered good | 20,955.89 | 1,305.59 | 653.82 | 20.60 | 45.99 | 22,981.89 |
| b. Which have significant increase in credit risk | - | - | - | - | - | - |
| c. Credit impaired | - | - | - | - | - | - |

*Includes amounts not yet due for payment

### NOTE 9 CURRENT FINANCIAL ASSETS - CASH AND CASH EQUIVALENTS

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| a. Cash on Hand | 10.38 | 6.88 |
| b. Balances with Banks | 270.81 | 229.18 |
| | **281.19** | **236.06** |





## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 10 CURRENT FINANCIAL ASSETS - BANK BALANCES OTHER THAN ABOVE

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| a. Margin Money Deposit in Banks against LCs & BGs | 2,347.13 | 5,806.27 |
| b. Unpaid Dividend Accounts | 7.77 | 7.47 |
| c. Escrow deposit | 5,538.33 | |
| | **7,893.23** | **5,813.74** |

### NOTE 11 CURRENT FINANCIAL ASSETS - OTHER FINANCIAL ASSETS

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| a. Salary and other Advances recoverable in cash or kind | 67.00 | 68.38 |
| b. Interest Receivable | 120.30 | 87.66 |
| c. Derivative Financial Instruments - Asset | - | 18.47 |
| d. TDS Receivable from NBFCS | 5.52 | - |
| | **192.82** | **174.51** |

### NOTE 12 OTHER CURRENT ASSETS

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| a. Advances to Suppliers | 2,408.59 | 2,007.14 |
| b. Balances with Government Authorities | 2,205.17 | 751.21 |
| c. Prepaid Expenses | 828.65 | 298.68 |
| d. CSR Expenses - Excess spent | 257.35 | 326.46 |
| e. Deposits | - | 1,063.14 |
| f. MAT credit entitlement | - | 48.77 |
| | **5,699.76** | **4,495.40** |

### NOTE 13 EQUITY SHARE CAPITAL

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Authorised Share Capital** | | |
| 7,50,00,000 of equity shares of ₹2 par value | 1,500.00 | 1,500.00 |
| (7,50,00,000 of equity shares of ₹2 par value) | | |
| | **1,500.00** | **1,500.00** |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Issued, Subscribed and Fully Paid-up Capital** | | |
| At the beginning of the year | | |
| 6,55,27,195 (5,97,30,100) of equity shares of ₹2 par value | 1,310.54 | 1,194.60 |
| Issued during the year | | |
| 17,88,089 (57,97,095) of equity shares of ₹2 par value | 35.77 | 115.94 |
| At the end of the year | | |
| 6,73,15,284 (6,55,27,195) of equity shares of ₹2 par value | 1,346.31 | 1,310.54 |
| | **1,346.31** | **1,310.54** |

**Disclosures:**

1. The Company has only one class of equity shares at a par value of ₹ 2 All the equity shares carry equal rights and obligations including for dividend and with respect to voting rights.

2 During the year ended March 31, 2025, the Company has issued and allotted 17,88,089 Equity Shares of ₹ 2/- each, at an issue price of ₹ 428.60 per share (Including premium), pursuant to the conversion of 7,66,37,500 7 % Compulsory Convertible Preference Shares of ₹ 10/- each.

3 During the year ended March 31, 2024, the Company has issued 57,97,095 equity shares having face value of ₹ 2/- each at ₹ 345 per share.

4 Names of shareholders holding more than 5% of the Share capital and their shareholding.

**EQUITY SHARES**

| S. No. | Name of shareholder | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 1 | Mr. Ch. Krishna Murthy | - No of Shares | 3,27,58,347 | 3,10,98,950 |
| | | - % held | 48.66 | 47.46 |
| 2 | Mrs. Ch. Manjula | - No of Shares | 81,93,228 | 80,70,240 |
| | | - % held | 12.17 | 12.31 |
| 3 | Mr. Ch. Siddartha | - No of Shares | 56,34,044 | 56,28,340 |
| | | - % held | 8.37 | 8.59 |

**Promoters' Shareholding**

| Shares held by Promoters at the end of the year | | | | % change during the year |
|---|---|---|---|---|
| S. No. | Name of the promoter | No of shares | % of total shares | |
| 1 | Mr. Ch. Krishna Murthy | 3,27,58,347 | 48.66% | 1.20 |
| 2 | Mrs. Ch. Manjula | 81,93,228 | 12.17% | (0.14) |
| 3 | Mr. Ch. Siddartha | 56,34,044 | 8.37% | (0.22) |



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 15 NON-CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **A.** | **Secured:** | | |
| 1. | Term Loans: | | |
| | From Banks | 15,195.13 | 6,712.37 |
| 2. | Long Term Maturities of Finance Lease Obligations: | | |
| | From Banks | 140.82 | 354.88 |
| **B.** | **Unsecured:** | | |
| 1. | Business Loans | | |
| | From NBFCs | - | 17.95 |
| 2. | 7% Cumulative Redeemable Preference Shares | - | 7,663.75 |
| 3. | Security deposits | 601.52 | 749.67 |
| | | **15,937.47** | **15,498.62** |

**Disclosures:**

**I. Loans of Holding Company:**

**A) Secured**

**(i) Term Loans from banks**

| S. No. | Name of the Lender | Period of maturity | Loan amount outstanding | No. of installments outstanding | Rate of Interest | Overdue amount and period | Security |
|---|---|---|---|---|---|---|---|
| 1 | CSB Bank Limited (TL) | Mar-2031 | 4,957.41 | 24 | 9.25% | - | Term Loan from bank, Pari Passu first charge by way of hypothecation on all the movable fixed assets of the Company both present and future except assets exclusively financed by other lenders if any or exclusive collateral ( Minimum security cover : 1.00x basis WDV of movable fixed assets or exclusive collateral ) |
| 2 | State Bank of India (ECLGS 2.0) | Dec-2025 | 251.17 | 9 | 9.25% | - | Term Loans from banks represents loans from Consortium of Bankers - State Bank of India, Indian Overseas Bank and Union Bank of India. Term Loans are secured by charge on the assets acquired out of the term loan and charge on entire existing movable/ immovable assets of the Company. The above loans are further secured by personal guarantee of promoter directors and others. All the above securities rank in all respects pari passu amongst the consortium of bankers. |
| 3 | State Bank of India (ECLGS 2.0 Ext) | Nov-2027 | 550.87 | 32 | 9.25% | - | |
| 4 | Union Bank of India (ECLGS 2.0) | Nov-2025 | 314.43 | 8 | 9.25% | - | |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

| S. No. | Name of the Lender | Period of maturity | Loan amount outstanding | No. of installments outstanding | Rate of Interest | Overdue amount and period | Security |
|---|---|---|---|---|---|---|---|
| 5 | Union Bank of India (ECLGS 2.0 Ext) | Nov-2027 | 885.33 | 32 | 9.25% | - | For Emergency Credit Line Guarantee System -2 (ECLGS-2) term loans availed from Consortium of Bankers - State Bank of India, Indian Overseas Bank and Union Bank of India. Term Loans are secured by 2nd charge on the current assets and fixed assets of the Company. The above loans are further secured by personal guarantee of promoter directors and their personal assets i.e. land, plots and building etc.,. All the above securities rank in all respects pari passu amongst the consortium of bankers. |
| 6 | Indian Overseas Bank (ECLGS 2.0) | Dec-2025 | 89.06 | 9 | 9.25% | - | |
| 7 | Indian Overseas Bank (ECLGS 2.0 Ext) | Nov-2027 | 158.00 | 32 | 9.25% | - | |

**(ii) Hire Purchase Loans (Holding and Subsidiary Companies)**

The hire purchase loans are secured against the assets purchased out of those loans. The net carrying amount of assets acquired on hire purchase as on 31st March 2025 is ₹ 897.42 Lakhs (March 31, 2024 ₹ 832.36 Lakhs). The Company had capitalised the assets at their fair value considering that the hire purchase agreements are in the nature of Finance Lease. The details are as follows:-

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Minimum Lease Payments outstanding** | | |
| Within one Year | 296.55 | 280.15 |
| Later than one year and not later than five years | 151.28 | 344.19 |
| **Future Interest on outstanding Lease payments** | | |
| Within one Year | 20.62 | 31.04 |
| Later than one year and not later than five years | 10.47 | 39.90 |
| **Present Value of Minimum Lease Payments** | | |
| Within one Year | **275.92** | **249.11** |
| Later than one year and not later than five years | **140.82** | **304.29** |

**B) 7% Cumpulsory Convertible Preference Shares**

During the year ended 31 March, 2025, the Company has issued and allotted 17,88,089 Equity Shares of ₹ 2/- each, at an issue price of ₹ 428.60 per share (Including premium), pursuant to the conversion of 7,66,37,500 7% Compulsory Convertible Preference Shares of ₹ 10/- each.

| S. No. | Name of shareholder | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|---|
| 1 | Mr. Ch. Krishna Murthy | - No of Shares | - | 7,11,21,750 |
| | | - % held | - | 92.80 |
| 2 | Mrs. Ch. Manjula | - No of Shares | - | 52,71,250 |
| | | - % held | - | 6.88 |
| 3 | Mr. Ch. Siddartha | - No of Shares | - | 2,44,500 |
| | | - % held | - | 0.32 |





## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

**II. Loans of Subsidiary Company:**

**Secured loans:**

**Term loans from banks:**

| S.No. | Name of the Lender | Period of maturity | Loan amount outstanding | No. of instalments outstanding | Rate of Interest | Overdue amount and period | Security |
|---|---|---|---|---|---|---|---|
| 1 | Indus Inda Bank (TL 1) | Dec-2028 | 1,136.00 | 8 | Rate of Interest linked to Repo rate which is currently 9.30% | - | The above loans are secured primarily by equitable mortgage on the fixed assets including land & buildings, plant and machinery and furniture & fittings of the company and the loan has been guranteed by personal gurantees of Mr. Ch. Siddarrtha, Managing Director and Mrs. Ch. Manjula, Executive Director of the compnay and Mr. Ch. Krishna Murthy, Director of the holding company- Vishnu Chemicals Limited. |
| 2 | Indus Inda Bank (TL 2) | Jun-2029 | 1,527.00 | 10 | | - | |
| 3 | Indus Inda Bank (TL 3) | Aug-2027 | 424.53 | 29 | | - | |
| 4 | Bajaj Finance Limited (TL-1) | Dec-2030 | 4963.22 | 69 | 10.15% | - | First Pari Pasu charge on Fixed Assets (Both movable and Immovable fixed assets) of the Company, both present and future. Both of the above loans was Guaranteed by Vishnu Chemicals Limited (Holding Company) and Personal Guarantee of directors, Manjula Cherukuri and Tirthankar Mitra. |
| 5 | Bajaj Finance Limited (TL-2) | Apr-2031 | 507.52 | 72 | 10.15% | - | |
| 6 | Union Bank Of India (TL) | Mar-2030 | 1229.17 | 60 | EBLR+1.75 Currently 11.00% | - | First Pari Pasu charge on Land and Buildings, Plant and Machinery and other Fixed Assets of the Company. |

### NOTE 16 NON-CURRENT PROVISIONS

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for Employee Benefits (Net of Fund Assets) | 120.53 | 145.10 |
| | **120.53** | **145.10** |

### NOTE 17 DEFERRED TAX LIABILITIES (NET)

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| **Deferred Tax Liability** | | |
| Property, Plant and Equipment | 5,621.95 | 5,558.93 |
| **Deferred Tax Assets** | | |
| Provisions allowable on payment basis | 193.07 | 385.74 |
| Net Deferred Tax Liability | **5,428.88** | **5,173.19** |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

**Disclosures:**

The Company has provided for Deferred Tax in accordance with the Accounting Standard on "Income Taxes" (Ind AS 12) issued by the institute of Chartered Accountants of India.

The gross movement in the deferred income tax account for the financial years ended March 31, 2025 and March 31, 2024, is as follows

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| a. | Net deferred tax liability at the beginning | 5,173.19 | 4,701.98 |
| b. | Accelerated depreciation for tax purposes | 268.63 | 454.60 |
| c. | Provisions allowable on payment basis | (35.20) | 71.58 |
| d. | Temporary differences on Other Comprehensive Income | 22.26 | (54.97) |
| e. | Net deferred tax liability at the end | **5,428.88** | **5,173.19** |

### NOTE 18 OTHER NON-CURRENT LIABILITIES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Other payables | 20.74 | 20.74 |
| | **20.74** | **20.74** |

### NOTE 19 CURRENT FINANCIAL LIABILITIES - BORROWINGS

(₹ in Lakhs)

| | | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|---|
| **A.** | **Secured:** | | |
| | Loans repayable on demand | | |
| | From Banks | | |
| | a. Working capital - Cash Credit | 14,154.04 | 12,231.65 |
| **B.** | **Unsecured:** | | |
| | a. Loans from Promoter Directors | - | 11.13 |
| | b. Other Short Term obligations | 2,073.66 | 1,448.55 |
| | c. Loans repayable on demand from banks | - | 53.84 |
| Current maturities of long term debt | | 1,787.40 | 1,725.00 |
| Current maturities of finance lease obligations | | 275.92 | 557.33 |
| | | **18,291.02** | **16,027.50** |

**Disclosures:**

**I. Loans of Holding Company:**

**A) Secured Loans:**

1. The Rate of interest for loans repayable on demand from consortium of banks ranges from MCLR+0.65% to +1.20%. The rate of Interest on convertible FCNRB demand loan ranges from SOFR+1.50% per annum.
2. Interest rate for the Bill Discounting facility ranges from 6.65% to 8.55%
3. Security:

   Working Capital Loans from Consortium Bankers consisting of State Bank of India, Union Bank of India and Indian Overseas Bank are secured by first pari passu charge by way of hypothecation of inventories, book debts and other current assets of the company, and second pari passu charge on the fixed assets of the Company. The directors have extended their personal assets as securities i.e. land, plots and buildings etc.



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

4. Guarantees:

   All the above loans are guaranteed by the Promoter Directors.

**B) Unsecured Loans:**

1. Loans from Promoter Directors disclosed here are short term in nature. There are no specified terms and conditions.
2. The credit facilities with NBFC's and Banks against purchase bill discounting (PBD) for working capital requirement. The interest rate is MCLR is 8.75%

**II. Loans of Subsidiary Company**

**A. Secured loans:**

**Cash Credit:**

a) The above cash credit from banks is repayable on demand and carries interest rate of 1 year ranges from 9.00% to 11.00%.

b) The cash credit is secured by hypothecation of all stocks and book debts of the Company and the loan has been guaranteed by personal guarantee of Mr. Ch. Siddartha, Managing Director and Mrs. Ch. Manujula Executive Director of the company and Mr. Ch. Krishnamurthy Director of the holding company Vishnu Chemicals Limited.

### NOTE 20 CURRENT FINANCIAL LIABILITIES - TRADE PAYABLES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Trade payables - Due to Micro Small and Medium Enterprises | 135.19 | 46.86 |
| Trade payables - Other parties | 27,166.09 | 21,748.16 |
| Trade payables - Related parties | 1,363.34 | 878.39 |
| | **28,664.62** | **22,673.41** |

**Disclosures:**

The principal amount remaining unpaid as at March 31, 2025 in respect of enterprises covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED) is ₹ 135.19 Lakhs (March 31, 2024 ₹ 46.86 Lakhs). The interest amount computed based on the provisions under Section 16 of the MSMED is ₹ 13.70 Lakhs (March 31, 2024 ₹ 0.65 Lakhs).

The list of undertakings covered under MSMED was determined by the Company on the basis of information available with it after getting confirmation from Suppliers.

**Trade Paybles ageing schedule as at March 31, 2025**

| | | Outstanding for the following periods from the due date of payment | | | | |
|---|---|---|---|---|---|---|
| | | Less than 1 year* | 1year to 2 years | 2year to 3 years | More than 3 years | Total |
| **Undisputed trade receivables** | | | | | | |
| a. | MSME | 135.19 | - | - | - | 135.19 |
| b. | Others | 27,933.75 | 577.91 | 0.66 | 17.11 | 28,529.43 |
| c. | Disputed dues - MSME | - | - | - | - | - |
| d. | Disputed dues - Others | - | - | - | - | - |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

**Trade Paybles ageing schedule as at March 31, 2024**

| | Outstanding for the following periods from the due date of payment | | | | |
|---|---|---|---|---|---|
| | Less than 1 year* | 1year to 2 years | 2year to 3 years | More than 3 years | Total |
| **Undisputed trade payables** | | | | | |
| a. MSME | 46.86 | | - | - | 46.86 |
| b. Others | 22,482.71 | 130.52 | 13.33 | - | 22,626.55 |
| c. Disputed dues - MSME | - | - | - | - | - |
| d. Disputed dues - Others | - | - | - | - | - |

* Includes amounts not yet due for payment

### NOTE 21 LEASE LIABILITIES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Lease liabilities on ROU assets | - | 21.22 |
| | **-** | **21.22** |

### NOTE 22 OTHER CURRENT FINANCIAL LIABILITIES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Interest Accrued on Term Loans | 36.86 | - |
| Share application money refundable | - | 2.00 |
| Unclaimed dividends | 7.77 | 7.48 |
| Derivative Financial Instruments - Liability | 152.48 | 19.85 |
| | **197.11** | **29.33** |

### NOTE 23 OTHER CURRENT LIABILITIES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Advance from Customers | 388.57 | 683.78 |
| Creditors for Capital Expenditure | 573.31 | 398.73 |
| Advance from others | 23.73 | 4.82 |
| Statutory dues Payable | 379.19 | 259.77 |
| Creditors for Investment on Hold | - | 22.93 |
| | **1,364.80** | **1,370.03** |

### NOTE 24 CURRENT PROVISIONS

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for Employee Benefits (Net of Fund Assets) | 9.89 | 57.53 |
| | **9.89** | **57.53** |



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 25 CURRENT TAX LIABILITIES

(₹ in Lakhs)

| | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Provision for Income Tax (Net of TDS) | 675.53 | 1,409.86 |
| | **675.53** | **1,409.86** |

### NOTE 26 REVENUE FROM OPERATIONS

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| 1. Sale of Products | 1,44,140.49 | 1,20,927.97 |
| 2. Other Operating Revenues | | |
| a. Sale of Scrap | 143.80 | 122.00 |
| b. Export Incentives | 371.93 | 210.40 |
| | **515.73** | **332.40** |
| | **1,44,656.22** | **1,21,260.37** |

### NOTE 27 OTHER INCOME

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| 1. Interest Income | | |
| a. Interest Income on bank and other deposits | 773.72 | 360.82 |
| b. Amortised Interest on Deposits/Loans | 63.83 | 89.78 |
| 2. Other Non-Operating Income | | |
| a. Insurance Claim Received | - | 43.30 |
| b. Profit on Sale of Investments | 14.18 | 4.27 |
| c. Net gain on foreign exchange fluctuations | 651.97 | 691.67 |
| d. Other Income | 26.16 | 13.67 |
| e. Fair value gain on Investments (net) | 1.56 | 41.63 |
| f. Profit on Sale of property, plant and equipment | - | 0.21 |
| | **1,531.42** | **1,245.35** |

### NOTE 28 COST OF MATERIAL CONSUMED

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Opening Stock* | 7,096.61 | 4,174.52 |
| Stock on acquisition | - | 72.65 |
| Add: Purchase | 65,751.68 | 54,747.93 |
| Total | 72,848.29 | 58,995.10 |
| Less: Closing Stock | 8,165.06 | 7,096.61 |
| | **64,683.23** | **51,898.49** |

*During the year, the stock in trade lying at the beginning of the year in Vishnu Barium Private Limited (wholly owned subsidiary) has been reclassified as raw material.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 29 COST OF CONSUMABLES

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Consumption of Petcoke | 1,986.59 | 1,217.00 |
| Consumption of Furnace Oil | 5,011.26 | 5,405.38 |
| Consumption of Husk | 1,288.73 | 1,142.66 |
| Consumption of Coal | 9,371.07 | 9,803.34 |
| Consumption of LDO/Kerosene | 924.30 | 1,113.30 |
| | **18,581.95** | **18,681.68** |

### NOTE 30 CHANGES IN INVENTORIES OF FINISHED GOODS,WORK-IN-PROGRESS AND STOCK-IN-TRADE

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| **1. Finished Goods** | | |
| a. Opening Stock | 11,988.93 | 8,577.25 |
| b. Stock on acquisition | - | 31.33 |
| c. Closing Stock | 18,669.70 | 11,988.93 |
| | **(6,680.77)** | **(3,380.35)** |
| **2. Work-in-progress** | | |
| a. Opening Stock | 8,541.25 | 4,203.75 |
| b. Closing Stock | 9,019.99 | 8,541.25 |
| | **(478.75)** | **(4,337.50)** |
| **3. Stock-in-Trade** | | |
| a. Opening Stock* | - | - |
| b. Closing Stock | 36.97 | - |
| | **(36.97)** | **-** |
| **Total Decrease / (Increase)** | **(7,196.48)** | **(7,717.85)** |

*During the year, the stock in trade lying at the beginning of the year in Vishnu Barium Private Limited (wholly owned subsidiary) has been reclassified as raw material.

### NOTE 31 EMPLOYEE BENEFITS EXPENSE

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Salaries & Wages | 5,779.20 | 5,249.43 |
| Contribution to Provident and Other Funds | 266.84 | 232.30 |
| Staff Welfare Expenses | 439.85 | 323.15 |
| | **6,485.89** | **5,804.88** |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 32 FINANCE COSTS

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Interest Expense | 2,240.73 | 2,334.99 |
| Interest on Others | 148.62 | 233.95 |
| Unwinding of Interest on Financial Instruments | 85.45 | 189.03 |
| Other Borrowing Costs | 1,254.87 | 914.32 |
| | **3,729.67** | **3,672.29** |

### NOTE 33 POWER COST

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Power Charges | 8,213.83 | 6,459.82 |
| | **8,213.83** | **6,459.82** |

### NOTE 34 MANUFACTURING EXPENSES

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Equipment Hire Charges | 634.74 | 983.59 |
| Consumption of Stores & Spares | 2,606.03 | 2,615.52 |
| Repairs & Maintenance - Buildings | 195.21 | 251.16 |
| Repairs & Maintenance - P & M | 1,051.22 | 1,057.17 |
| Lease Rentals - Factory | 514.20 | 2,169.27 |
| Labour costs | 2,968.99 | 2,419.68 |
| Factory/Godown Maintenance | 362.40 | 1,062.67 |
| Effluent Disposal Expenses | 1,998.27 | 1,900.37 |
| Goods Movement Charges | 552.28 | 685.36 |
| | **10,883.34** | **13,144.79** |

### NOTE 35 SELLING & ADMINISTRATIVE EXPENSES

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Labour costs | 69.50 | 70.23 |
| Insurance | 238.32 | 407.80 |
| Packing Charges | 3,179.95 | 2,882.73 |
| Shipping & forwarding Charges | 8,927.47 | 5,123.50 |
| Other Selling Cost | 604.87 | 754.72 |
| Rent | 932.67 | 915.92 |
| Rates & Taxes | 166.03 | 278.94 |
| Bank charges | 111.22 | 77.17 |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Travelling, Vehicle Maintenance & Conveyance | 835.90 | 860.22 |
| Professional & Consultancy Charges | 764.17 | 639.95 |
| Security Charges | 164.71 | 160.44 |
| Miscellaneous Expenses | 293.39 | 444.97 |
| Mine procurement charges | 186.75 | - |
| | **16,474.95** | **12,616.59** |

**Disclosures:**

**Payment to statutory auditors**

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| The details of payment to statiutory auditors included in Professional & Consultancy charges above, are given below | | |
| a. As an auditor - Statutory audit fee | 27.00 | 21.50 |
| b. For taxation matters - Tax audit fee | 7.40 | 5.00 |
| c. For company law matters | - | - |
| d. For other services | 7.15 | 9.40 |
| e. For reimbursement of expenses | - | 0.11 |
| | **41.55** | **36.01** |

### NOTE 36 CORPORATE SOCIAL RESPONSIBILITY EXPENSES

(₹ in Lakhs)

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| CSR Expenses | 278.38 | 215.98 |
| | **278.38** | **215.98** |
| a. Gross amount required to be spent by the Company during the year | 278.38 | 215.98 |
| b. Amount adjusted during the year from excess carry forward CSR balance of the last year | 278.38 | 215.98 |
| c. Shortfall at the end of the year | - | - |
| d. Total of previous year shortfall | Not Appliable | Not Appliable |
| f. Nature of activity | * see note below | * see note below |
| g. Details of related party tranactions | | |
| Contribution to a trust controlled by the Company in relation to company | 85.00 | 56.00 |
| (i) Applicable for the current year | - | - |
| (ii) Excess amount contributed for future settoff | 85.00 | 56.00 |
| h. where a povision is made with respect to laibility incurred- | | |
| movement in the provision needs to be disclosed separately | - | - |

***Note**

Construction and Maintenance of old-age home through Krishna Foundation, a registered public charitable Trust





## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 37 TAX EXPENSE

**(a) Income Tax expenses**

The major components of income tax expenses for the year ended March 31, 2025 and for the year ended March 31, 2024 are:

**(i) Statement of Profit and Loss**

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| a. Current tax | 3,409.94 | 3,074.35 |
| b. Tax pertaining to earlier period | (25.65) | 21.27 |
| c. Deferred tax | 774.68 | 1,168.64 |
| | **4,158.97** | **4,264.26** |

**(ii) Other comprehensive income (OCI)**

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Tax on remeasurement of defined benefit plans | 2.40 | 78.75 |
| | **2.40** | **78.75** |

**(b) Reconciliation of effective tax rate:**

| | For the year ended March 31, 2025 | For the year ended March 31, 2024 |
|---|---|---|
| Profit before tax (A) | 16,823.24 | 14,374.27 |
| Enacted tax rate in India (B) | 25.17% | 25.17% |
| Expected tax expenses (C = A*B) | **4,234.41** | **3,618.00** |
| **Permanent Difference** | | |
| Expenses disallowed under Income Tax Act, 1961 | 613.32 | 730.98 |
| Other items | (913.03) | 1,836.57 |
| **Total (D)** | **(299.71)** | **2,567.55** |
| Profit after adjusting permanent difference | 16,523.53 | 16,941.82 |
| Expected tax expense | 4,158.97 | 4,264.26 |
| Total Tax expense | 4,158.97 | 4,264.26 |
| Effective Tax rate | 24.72% | 29.67% |

### NOTE 38 GROUP

Vishnu Chemicals Limited has four 100% wholly owned subsidiaries – Vishnu Barium Private Limited in India, Vishnu Strontium Private Limited, Vishnu South Africa (Pty) Ltd. in South Africa,VCHEM Global Inc. in, USA and Vishnu International Trading FZE in Dubai, UAE and has two Step-down subsidiaries- Ramadas Minerals Private Limited in India and VCHEM Trading FZE in Dubai, UAE.

### NOTE 39 CONTINGENT LIABILITIES AND COMMITMENTS (TO THE EXTENT NOT PROVIDED FOR)

(₹ in Lakhs)

| | Particulars | As on March 31, 2025 | As on March 31, 2024 |
|---|---|---|---|
| 1 | **Contingent Liabilities:** | | |
| | Claims against the Group not acknowledged as debt | | |
| | a. Claims arising from disputes not acknowledged as debts-Sales Tax (against which Pre-deposit of ₹139.04 Lakhs made (P.Y. Pre-deposit ₹139.04 Lakhs) | 179.76 | 179.76 |
| | b. Claims arising from disputes not acknowledged as debts-GST ISD Input credit Tax(Pre deposit Nil) | 17.36 | - |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

(₹ in Lakhs)

| | Particulars | As on March 31, 2025 | As on March 31, 2024 |
|---|---|---|---|
| c. | VBPL has filed Writ Petition before Hon'ble HC of Andhra Pradesh w.r.t inadvertenl filling of Shipping Bills for MEIS benefits amounts involved of ₹47,19,103 for 2017-18,2018-19,2019-20 and request for amending the Shipping bills to claim the MEIS benefit. The petition was disposed off vide order dated September 12, 2022 remanding the matter to the Deputy Commissioner of Customs to examine the request. Consequently, the ld. Deputy Commissioner of Customs, Krishnapatnam Customs House rejected the request of VBPL vide impugned order no. 12/2022-23 (Cus) dated January 11,2023. Aggrieved by the same, VBPL has filed appeal vide no. 09/2023-(V)CUS on March 02, 2023 before Hon'ble Commissioner (Appeals). | 47.19 | 47.19 |
| d. | The Recovery Officer, Employee State Insurance Corporation, has raised a demand to pay arrears along with interest. A writ petition was filed against the same in the Honorable High court of Andhra Pradesh and is contesting the aforesaid matter.<br>Based on internal assessment and legal advice, the Management strongly believes that matter will be decided in its favour. | 2.59 | 2.59 |
| e. | The Income Tax assessment arder was passed U/s 143(3) by disallowing ₹ 15,65,661/- (12.5% of total purchases of ₹1,25,25,289/-) being total purchases made from suppliers who have filed non-business ITR or reflected a substantially lower turnover in ITR. Also disallowed ₹4,26,458/- towards unrealised portion of MEIS Scrips sold which were written off during the year. Total expenses disallowed ₹ 19,92,119/- | 19.92 | 19.92 |
| f. | Claims arising from disputes not acknowledged as debts-GST Transitional credit TRAN 1 (against which Pre-deposit of ₹ 62.94 Lakhs made (P.Y. Pre-deposit Nil) | 399.37 | 692.35 |
| g. | Guarantees excluding financial guarantees | 134.59 | 88.19 |
| h. | Bank guarantees issued to the customs department for imported machinery from China under export promotion capital goods (EPCG) scheme. The guarantees are secured by lien on company's own deposits with bank. | 50.94 | 50.94 |
| **2** | **Commitments:** | | |
| a. | Estimated amount of contracts remaining to be executed on capital account and not provided for | 2,440.26 | 851.44 |

### NOTE 40 SEGMENT REPORTING:

As the Group is engaged in manufacture and sale of chemicals, the same has been identified as the sole operating segment.

**Details of Revenue from manufacture and sale of chemicals by location of Customers:**

(₹ in Lakhs)

| Geographic Location | 2024-25 Revenue | 2023-24 Revenue |
|---|---|---|
| Domestic | 78,262.74 | 64,315.85 |
| Overseas | 65,877.75 | 56,612.12 |

**Details of Non-Current Assets***

(₹ in Lakhs)

| Geographic Location | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Domestic | 79,581.47 | 66,905.39 |
| Overseas | - | - |

*Non-current assets exclude financial instruments, deferred tax assets, post-employment benefit assets and rights under insurance contracts..



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 41 RELATED PARTY DISCLOSURES

**a) Details of Related Parties:**

| Sl No | Name of the Related Party | Nature of Relationship |
|---|---|---|
| 1 | Mr. Ch. Krishna Murthy | Chairman and Managing Director, Key Managerial Personnel |
| 2 | Mrs. Ch. Manjula | Non-executive Director (Executive Director in Subsidiary Vishnu Barium Private Limited) |
| 3 | Mr. Ch. Siddartha | Joint Managing Director, Key Managerial Personnel |
| 4 | Mr. Mahesh Bhatter | Chief Financial Officer, Key Managerial Personnel |
| 5 | Ms. Vibha Shinde | Company Secretary, Key Managerial Personnel |
| 6 | Mr. Nagabhusan B | Independent Director (W.e.f. August 28, 2024) |
| 7 | Mr. Tirthankar Mitra | Independent Director (Non-executive director in Subsidiary Vishnu Barium Private Limited) |
| 8 | Mr. Chetan Shah | Independent Director (Till February 11, 2025) |
| 9 | Mr. V. Vimalanand | Independent Director |
| 10 | Mrs. Sita Vanka | Independent Director |
| 11 | M/s. Vasantha Transport Corporation | Concern in which Key Managerial Personnel is interested |
| 12 | M/s. Vishnu Life Sciences Limited | Concern in which Key Managerial Personnel is interested |
| 13 | M/s Vishnu Strontium Private Limited | Wholly Owned Subsidiary |
| 14 | M/s. Vishnu Barium Private Limited | Wholly Owned Subsidiary |
| 15 | M/s. Vishnu South Africa (Pty) Ltd. | Wholly Owned Subsidiary |
| 16 | M/s. Krishna Foundation | Trust in which directors are Trustees and the Company is the settlor |
| 17 | Ramadas Minerals Private Limited | Step-down Subsidiary |
| 18 | VCHEM Trading FZE | Step-down Subsidiary |

**b) Details of Transactions:**

(₹ in Lakhs)

| Nature of Transaction | Key Managerial Personnel | | Concerns in which Key Managerial Personnel are Interested | |
|---|---|---|---|---|
| | 2024-25 | 2023-24 | 2024-25 | 2023-24 |
| **Expenses** | | | | |
| Remuneration | 419.00 | 419.00 | | |
| Rent Expenses | 84.13 | 82.21 | - | - |
| Transportation, CHA services and hire charges | | | 4,290.35 | 3,801.42 |
| Purchases | | | 427.35 | 349.82 |
| Sales | | | 40.97 | 6.00 |
| Hire Charges | 6.00 | 6.00 | 82.45 | 72.62 |
| Service Charges | | | - | 68.00 |
| **Receipts & Payments, Payables & Receivables Outstanding at year end** | | | | |
| Repayment of unsecured Loan to Promoter Directors during the year (net) | - | 3009.00 | - | - |
| Unsecured Loans from Promoter Directors outstanding at year end | - | 11.13 | - | - |
| Payables to KMP and Concerns in which KMP are interested | 31.56 | 30.47 | 1331.78 | 806.25 |

Note: The details of the transactions during the year as reported above are net of GST, where applicable.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

As post-employment benefits are actuarially determined on overall basis, the amount pertaining to the Key Managerial personnel is not ascertainable and, therefore, not included above.

During the year, the Group has paid directors sitting fees to non-executive director and independent directors as under:

| Sl. No. | Director Name | 2024-25 | 2023-24 |
|---|---|---|---|
| 1 | Mrs. Ch. Manjula | 2.40 | 1.60 |
| 2 | Mr. Tirthankar Mitra | 4.80 | 5.00 |
| 3 | Mr. Chetan Shah | 4.00 | 4.00 |
| 4 | Mrs. Sita Vanka | 2.40 | 2.00 |
| 5 | Mr. Vimalanand | 4.00 | 3.60 |
| 6 | Mr. B. Nagabhusan | 0.80 | - |
| | **Total** | **18.40** | **16.20** |

An amount of ₹ 85.00 Lakhs (Previous Year: ₹ 56.00 Lakhs) has been contributed to Krishna Foundation during the year towards Corporate Social Responsibility.

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions. Outstanding balances at the year-end are unsecured.

### NOTE 42

The paid-up equity share capital of the Company as on financial year ended March 31, 2025 is ₹ 1,346.31 Lakhs divided into 6,73,15,284 Equity Shares of ₹ 2/- each and financial year ended March 31, 2024 is ₹ 1,310.54 Lakhs divided into 6,55,27,195 Equity Shares of ₹ 2/- each. The Public Shareholding in equity capital as on March 31, 2025 is 30.80% and as on March 31, 2024 is 31.64%.

### NOTE 43 EMPLOYEE BENEFITS

**1. Defined Contribution Plan:**

The Company makes contributions towards provident fund and employee state insurance regularly at the applicable rates based on the salaries of the eligible employees. The obligation of the Company is limited to making the contributions and there is no further contractual or constructive obligation. The following are the details of contributions made during the year which are debited to Statement of Profit and Loss:

(₹ in Lakhs)

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| Contribution to Provident Fund | 158.93 | 108.11 |
| Contribution to Employee State Insurance | 0.14 | 0.21 |

**2. Defined Benefit Plan – Gratuity:**

The Parent Company and the Subsidiary Company (Vishnu Barium Private Limited and Vishnu Strontium Private Limited)) and Step-down Subsidiary (Ramadas Minerals Private Limited) has identified the gratuity plan as the Defined Benefit Plan. The plan is funded with Life Insurance Corporation of India in the form of qualifying group gratuity insurance policies. The details of present value of obligation, fair value of plan assets, expense recognised in Statement of Profit & Loss and Other Comprehensive Income are given below

(₹ in Lakhs)

| | Particulars | Gratuity (Funded) 2024-25 | Gratuity (Funded) 2023-24 |
|---|---|---|---|
| 1 | **Assumptions:** | | |
| | Discount Rate | 6.97%-7.21%-7.09% | 6.97%-7.21%-7.09% |
| | Escalation | 3%-5.50% | 3%-5.50% |



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

(₹ in Lakhs)

| | Particulars | Gratuity (Funded) 2024-25 | Gratuity (Funded) 2023-24 |
|---|---|---|---|
| 2 | **Reconciliation of opening and closing balances of Defined Benefit obligation** | | |
| | Present value of obligations at beginning of year | 900.82 | 664.82 |
| | Interest Cost | 60.81 | 46.39 |
| | Current Service Cost | 88.37 | 61.69 |
| | Benefits Paid | (55.37) | (42.72) |
| | Actuarial (gain)/ loss on obligation | (28.48) | 185.28 |
| | Present Value of obligation at end of year | 966.15 | 915.46 |
| 3 | **Reconciliation of opening and closing balances of fair value of plan assets** | | |
| | Opening fair value of plan asset | 745.39 | 581.97 |
| | Adjustment to opening Fair Value of Plan Asset | 42.87 | 24.26 |
| | Return on Plan Assets excl. interest income | 2.32 | (35.11) |
| | Interest Income | 68.58 | 42.00 |
| | Contributions by Employer | 447.02 | 175.00 |
| | Benefits paid | (55.37) | (42.72) |
| | Fair Value of plan Assets at end | 1250.85 | 745.40 |
| 4 | **Net defined benefit asset/ (liability) recognised in the balance sheet** | | |
| | Present value of defined benefit obligation | 957.52 | 915.46 |
| | Fair Value of plan Assets at end of period | 1250.85 | 745.40 |
| | Net Asset/(liability) recognised in the balance sheet. | (394.09) | (170.06) |
| 5 | **Expenses recognised in the statement of Profit and Loss:** | | |
| | Current service cost | 88.37 | 61.69 |
| | Net interest | (7.78) | 4.38 |
| | Expense recognised in the statement of Profit and Loss | 80.59 | 63.53 |
| 6 | **Other Comprehensive Income (OCI):** | | |
| | Actuarial gain/(loss) recognised for the period | (28.48) | 185.28 |
| | Return on plan assets excluding net interest | (2.32) | 35.10 |
| | Total actuarial (gain)/ loss recognised in OCI | (30.80) | 220.38 |

**Sensitivity Analysis:**

(₹ in Lakhs)

| Particulars | March 31, 2025 | | | |
|---|---|---|---|---|
| | Discount Rate | | Salary Escalation Rate | |
| | +1% | -1% | +1% | -1% |
| Expected future cash flow of the present value of obligation | 902.36 | 1,038.47 | 1,036.33 | 903.22 |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

**Categories of Plan Assets:**

(₹ in Lakhs)

| Particulars | As at March 31, 2025 | As at March 31, 2024 |
|---|---|---|
| Gratuity Fund managed by Life Insurance Corporation of India | 1,250.85 | 745.40 |

### NOTE 44 EARNINGS PER SHARE

| Particulars | 2024-25 | 2023-24 |
|---|---|---|
| Net Profit after Tax (₹ in Lakhs) (a) | 12,664.27 | 10,110.01 |
| Weighted Average no. of Shares - Basic & Diluted (b) | 6,58,55,420 | 6,35,94,830 |
| Nominal value of equity share (in ₹ per share) | 2 | 2 |
| Earnings per Share - Basic & Diluted (₹) (a)/(b) | 19.23 | 15.90 |

During the year ended March 31, 2025, the Company has allotted 17,88,089 Equity Shares of ₹ 2/- each, at an issue price of ₹ 428.60 per share (Including premium), pursuant to the conversion of 7,66,37,500 7 % Compulsory Convertible Preference Shares of ₹ 10/- each.

During the year ended March 31, 2024, the Company has issued 57,97,095 equity shares having face value of ₹ 2/- each at ₹ 345 per share

### NOTE 45 UN-HEDGED FOREIGN CURRENCY EXPOSURE

The details of foreign currency exposure at the end of the year which are not hedged by any derivative instruments are given below:

| Particulars | Currency | March 31, 2025 | | March 31, 2024 | |
|---|---|---|---|---|---|
| | | Amount in Foreign Currency | Amount in Indian ₹ | Amount in foreign currency | Amount in Indian ₹ |
| Trade receivables | USD | 1,89,37,700 | 16,192.79 | 1,52,06,410 | 12,682.91 |
| Trade receivables | EURO | 8,74,245 | 805.09 | 15,23,503 | 1,369.29 |
| Trade payables | USD | (65,12,829) | (5,566.84) | (56,38,694) | (4,702.95) |
| Secured loans | USD | (39,28,148) | (3,357.58) | (45,28,749) | (3,777.21) |

### NOTE 46 ANALYTICAL RATIOS

| Sl. No | Ratio | Numerator | Denominator | 2025 | 2024 | Variance | Remarks |
|---|---|---|---|---|---|---|---|
| 1 | Current Ratio (in times) | Total Current Assets | Total Current Liabilities | 1.70 | 1.58 | 7.59% | |
| 2 | Debt-equity Ratio (in times) | Total Debt | Shareholders Equity | 0.37 | 0.45 | (17.78%) | |
| 3 | Debt service coverage ratio (in times) | Earnings before debt service = net profit after taxes + non cash operating expenses + Interest + other non cash adjustments (like loss on Sale of fixed assets etc) | Debt service = Interest & lease payments + principle repayments | 2.25 | 1.95 | (15.38%) | - |
| 4 | Return on equity ratio (in %) | Profit for the Year | Average total Equity | 15.56% | 18.13% | (14.18%) | |



NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

| Sl. No | Ratio | Numerator | Denominator | 2025 | 2024 | Variance | Remarks |
|---|---|---|---|---|---|---|---|
| 5 | Inventory Turnover ratio (in times) | Revenue from operations | Average total inventory | 4.02 | 4.62 | (12.99%) | |
| 6 | Trade receivables turnover ratio (in times) | Revenue from operations | Average trade receivables | 5.52 | 5.90 | (6.44%) | |
| 7 | Trade payables turnover | Raw material purchases + Fuel purchase + Other expenses | Average trade payables | 4.64 | 5.02 | (7.57%) | |
| 8 | Net capital turnover ratio | Revenue from operations | Average Working capital (ie., Total current assets less Total current liabilities) | 4.95% | 7.12% | (30.48)% | Decreased due to Primarily on account of decrease in revenue and increase in inventory |
| 9 | Net profit ratio (in %) | Profit for the Year | Revenue from operations | 8.75% | 8.34% | 4.92% | |
| | Return on capital employed (in %) | Earnings before Tax and finance cost | Capital employed = Net worth + Debt + Deferred tax Liabilities | 15.53% | 16.89% | (8.05%) | |
| 11 | Return on Investment | Income generated From invested Funds | Average invested funds in treasury investments | 370.96% | 273.58% | 35.59 | Increase due to primarily on account of increase in profits of the subsidiary company |

### NOTE 47 ADDITIONAL INFORMATION PURSUANT TO PARAGRAPH 2 OF DIVISION II OF SCHEDULE III TO THE COMPANIES ACT, 2013-'GENERAL INSTRUCTIONS FOR THE PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS'

**March 31, 2025**

(₹ in Lakhs)

| S. No. | Name of the Entity | Net Assets | | Share in Profit/ (Loss) | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|---|
| | | As % of Consolidated Net Assets | Amount | As % of consolidated profit/ (loss) | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount |
| 1 | **Holding Company** | | | | | | | | - |
| | Vishnu Chemicals Limited | 84.73% | 78,525.78 | 63.36% | 8,023.82 | 6.16 | 29.53 | 61.27% | 8,053.35 |
| 2 | **Subsidiaries** | | | | | | | | |
| | **Indian Subsidiaries** | | | | | | | | |
| | Vishnu Barium Private Limited | 25.02% | 23,186.91 | 24.28% | 3,163.80 | 7.64 | 36.63 | 24.35% | 3,200.45 |
| | Ramadas Minerals Private Limited | 2.15% | 1,992.02 | 12.08% | 1530.05 | - | - | 11.64% | 1530.05 |

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

| S. No. | Name of the Entity | Net Assets | | Share in Profit/ (Loss) | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|---|
| | | As % of Consolidated Net Assets | Amount | As % of consolidated profit/ (loss) | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount |
| | Vishnu Strontium Private Limited | 3.67% | 3397.95 | (1.20%) | (151.41) | - | - | (1.15) | (151.41) |
| | **Foreign Subsidiaries** | | | | | | | | |
| | Vishnu South Africa (Pty) Ltd. | 6.87% | 6,368.05 | 0.80% | 101.28 | 85.85 | 411.53 | 3.90 | 512.81 |
| | Vchem Trading FZE | 0.05% | 43.18 | (0.03%) | (3.26) | 0.35% | 1.68 | 0.01% | (1.58) |
| | Less: Consolidation Adjustments | (22.48%) | (20,837.31) | 0.00% | - | - | - | - | - |
| | **TOTAL** | **100.00%** | **92,676.58** | **100.00%** | **12,664.27** | **100.00%** | **479.37** | **100.00%** | **13,143.67** |

**March 31, 2024**

(₹ in Lakhs)

| S. No. | Name of the Entity | Net Assets | | Share in Profit/ (Loss) | | Share in other comprehensive income | | Share in total comprehensive income | |
|---|---|---|---|---|---|---|---|---|---|
| | | As % of Consolidated Net Assets | Amount | As % of consolidated profit/ (loss) | Amount | As % of consolidated other comprehensive income | Amount | As % of consolidated total comprehensive income | Amount |
| 1 | **Holding Company** | | | | | | | | - |
| | Vishnu Chemicals Limited | 89.86% | 63,005.26 | 93.25% | 9,427.03 | (69.59%) | (163.43) | 93.81% | 9,263.60 |
| 2 | **Subsidiaries:** | | | | | | | | |
| | **Indian Subsidiaries** | | | | | | | | |
| | Vishnu Barium Private Limited | 28.50% | 19,986.46 | 7.02% | 710.21 | (30.89%) | (72.55) | 6.46% | 637.66 |
| | Ramadas Minerals Private Limited | 0.37% | 260.17 | 0.04% | 3.90 | 0.65% | 1.53 | 0.05% | 5.43 |
| | **Foreign Subsidiary** | | | | | | | | |
| | Vishnu South Africa (Pty) Ltd. | 0.04% | 26.30 | (0.31%) | (31.07) | (0.29%) | (0.69) | (0.32%) | (31.76) |
| | Vchem Trading FZE | 0.00% | 0.22 | (0.00%) | 0.00 | 0.12% | 0.28 | 0.00 | 0.22 |
| | Less: Consolidation Adjustments | (18.77%) | (13,161.83) | 0.00% | - | - | - | - | - |
| | **TOTAL** | **100.00%** | **70,116.58** | **100.00%** | **10,110.01** | **(100.00%)** | **(234.86)** | **100.00%** | **9,875.15** |



## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025 (CONTD.)

### NOTE 48 OTHER STATUTORY INFORMATION

i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.

ii) The Company does not have any transactions with companies struck off.

iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

iv) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.

v) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

vi) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

vii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

viii) The Company doesn't have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961

### NOTE 49

Previous year's figures are regrouped and reclassified wherever considered necessary to conform to the classification/presentation of the current year.

As per our report of even date
**For Jampani & Associates**
Chartered Accountants
Firm Registration No. 016581S

**Sd/-**
**Trinadha Rao Marisetty**
**Partner**
**Membership No. 207990**

Place: Hyderabad
Date: May 15, 2025

For and on behalf of the Board of Directors

**Sd/-**
**Ch. Krishna Murthy**
**Chairman & Managing Director**
**DIN: 00030274**

**Sd/-**
**Ch. Manjula**
**Director**
**DIN: 01546339**

**Sd/-**
**Mahesh Bhatter**
**Chief Financial Officer**

**Sd/-**
**Vibha Shinde**
**Company Secretary & Compliance Officer**
**M. No: FCS8466**

Place: Hyderabad
Date: May 15, 2025

VISHNU CHEMICALS LTD
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".

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 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.

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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 relodged 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.

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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.



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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** | 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.<br>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.<br>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Home/Login |

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| 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** | 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.nsdl.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.<br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp<br>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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. |
| 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.



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   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)<br>• 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.<br>• 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.

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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

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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 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

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**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 |
|---|---|---|---|
| **DirectorIdentification 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<br>b. Vishnu Life Sciences Limited<br>c. K.M.S. Infrastructure Pvt Limited<br>d. Ramadas Minerals Private Limited<br>e. Vishnu Strontium Private Limited<br>f. Vasantha Shipping and Logistics India Private Limited | a. K.M.S. Infrastructure Private Limited<br>b. Vishnu South Africa (Pty) Ltd<br>c. Vasantha Shipping and Logistics India Private Limited<br>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.



# NOTES

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CHEMICALS LTD

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