Brief particulars of the transferee and transferor companies

Particulars	Transferee Company	Transferor Company
Name of the company	Vishnu Chemicals Limited	Vishnu Barium Private Limited
Date of Incorporation & details of name changes, if any	Incorporated as Keystone Industries Limited on **15/01/1993** and the name of the Company was changed from Keystone Industries Limited to Vishnu Chemicals Limited w. e. f 2nd day of January, 2006	Incorporated as Vishnu Barium Chemicals Private Limited on **29/05/2001** and the name of the Company was changed from Vishnu Barium Chemicals Private Limited to Solvay Vishnu Barium Private Limited w. e. f 22/04/2002 and thereafter to Vishnu Barium Private Limited on 01/04/2016.
Registered Office	6/3/662/B/4, II nd Floor, Sri Sai Nilayam, Sangeet Nagar Colony, Somajiguda, Hyderabad-500 082, Telangana	H. No. 6-3-662/B/4, Sri Sai Nilayam, Sangeetnagar Colony, Somajiguda, Hyderabad-500082, Telangana
Brief Particulars of the Scheme	The Scheme provides for amalgamation of Vishnu Barium Private Limited with Vishnu Chemicals Limited [i.e. merger of a wholly –owned subsidiary with its holding company]	
Rationale for the Scheme	The rational and reasons for the proposed Scheme of Arrangement, inter alia, are summarized below: • Would enable focused strategic leadership and top management attention to be bestowed on the Undertaking of the Transferor Company so as to integrate the business synergies and reap the benefits of consolidation. • Would channelize synergies; enable optimum utilization of the available resources, broadening the customer base besides enabling a focused business approach for	

	achieving optimization. • Would enable to achieve higher long-term financial returns and inculcation of greater financial strength and flexibility that could be achieved by the companies individually. • Would enable the Transferee Company to have diversified product portfolio which would enable it to manage risks in a better way. • Would enable the Transferee Company to make value added products from Transferor Company's which would give higher returns and also exploit its customer base to increase exports of such products which could result in higher foreign earnings to the country and to the transferee company. • Would result in greater rationalization and help reduce duplication of systems and processes. • Would result in more efficient and more cost effective management system in view of consolidation of operations and larger size as the Transferor and Transferee Companies are involved in the same line of business. • Would be beneficial for pooling of financial, managerial and technical resources, personnel capabilities, skills, expertise and technologies of the merging companies leading to increased competitive strength. In view of the above benefits, the proposed amalgamation would result in an enhanced shareholder value.	
Date of resolution passed by the Board of Directors of the Company approving the scheme	06th August, 2016	05th August, 2016

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Date of meeting of the Audit Committee in which the draft scheme has been approved	06th August, 2016	Not Applicable
Appointed Date	01st April, 2016	
Name of Stock Exchanges where securities of the company are listed	1. Bombay Stock Exchange Limited (BSE) 2. National Stock Exchange (NSE) 3. Ahmedabad Stock Exchange	Not Applicable
Nature of Business	The Transferee Company is in the business of manufacturing, Producing, Processing, refining, Importing, Exporting, distributing, and plays the role as Stockiest, Agents, wholesalers, retailers, and Dealers in all kinds of chemicals of different grades and Pharmaceutical formulations.	The Transferor Company is in the business of manufacturing, Producing, Processing, refining, Importing, Exporting, distributing, and plays the role as Stockiest, Agents and dealers in all kinds of chemicals of different grades
Capital before the scheme	**1. Authorized Share Capital:** Rs. 150,000,000/- divided into 15,000,000 Equity shares of Rs.10/- each. Rs. 600,000,000/- divided into 60,000,000 7% Redeemable Preference Shares of Rs. 10/- each. **2. Issued, Subscribed and paid – up Share Capital:** Rs. 119,460,200/- divided into 11,946,020 Equity shares of Rs.10/- each.	**1. Authorized Share Capital:** Rs. 900,000,000/- divided into 90,000,000 Equity shares of Rs.10/- each. **2. Issued, Subscribed and paid – up Share Capital:** Rs. 863,949,500 divided into 86,394,950 Equity shares of Rs.10/- each fully paid up.

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	Rs. 475,000,000/- divided into 47,500,000 7% Redeemable Preference Shares of Rs. 10/- each.	
No. of shares to be issued	NIL	
Cancellation of shares on account of cross-holding, if any	All investments in the wholly-owned subsidiary [Vishnu Barium Pvt Ltd] would be cancelled pursuant to the merger of the wholly-owned subsidiary with the Transferee Company	There will be no shares issued pursuant to the merger and the existing share capital of the Transferor Company held by the Transferee Company shall be cancelled
Capital after the scheme	**1. Authorized Share Capital:** Rs. 1,050,000,000/- divided into 105,000,000 Equity shares of Rs.10/- each. Rs. 600,000,000/- divided into 60,000,000 7% Redeemable Preference Shares of Rs. 10/- each. **2. Issued, Subscribed and paid – up Share Capital:** Rs. 119,460,200/- divided into 11,946,020 Equity shares of Rs.10/- each. Rs. 475,000,000/- divided into 47,500,000 7% Redeemable Preference Shares of Rs. 10/- each.	Nil
Net Worth Pre Post	(Rs. In crores) 160.9365 166.8210	(Rs. In crores) 5.8845 NA
Valuation by independent Chartered Accountant- Nam	Valuation requirement is not applicable since no shares are to be issued pursuant to the amalgamation. This has been certified by an independent Chartered Accountant Nandyala &	

the Valuer/ Valuer Firm and Regn No.	Co., Chartered Accountants (Firm Registration No : 005646S)			
Methods of valuation and value per share arrived under each method with weight given to method, if any.	Not Applicable		Not Applicable	
Fair Value per shares	Not Applicable		Not Applicable	
Exchange Ratio	Not Applicable		Not Applicable	
Names of the Merchant Banker giving Fairness opinion	M/s. Saffron Capital Advisors Private Limited			
Names of the Promoters and Promoters group	1. Sri Krishna Murthy Cherukuri 2. Smt. Ch. Manjula 3. Sri Cherukuri Siddartha		1. M/s. Vishnu Chemicals Ltd	
Names of the Board of Directors	1. Krishna Murthy Cherukuri 2. Tammineni Sanyasa Appa Rao 3. Srivari Chandrasekhar 4. Cherukuri Siddartha 5. Cherukuri Manjula 6. Dileep Kumar Utukuri 7. Ramakrishna Tatini		1. Cherukuri Siddartha 2. Tirthankar Mitra 3. Anjaneyulu Padarthi	
Details regarding change in management control if any	No Change in Management Control			
Shareholding Pattern of the **Transferee Company** as on 30.06.2016	**Pre**		**Post**	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Promoter and Promoter Group	8959506	75%	8959506	75%
Public	2986514	25%	2986514	25%
Custodian	-	-	-	-
TOTAL	11,946,020	100	11,946,020	100
No of shareholders as on 30.06.2016	5574		2	

For VISHNU CHEMICALS LIMITED

KRISHNA MURTHY CHERUKURI
Managing Director

VISHNU CHEMICALS LIMITED HYDERABAD

VISHNU
BARIUM PRIVATE LTD

VISHNU BARIUM PRIVATE LIMITED

List of Shareholders as on 05.08.2016

Class of Shares: Equity

Paid-up value: Rs. 10/- per share

Sl. No.	Name of the Shareholder	No. of Shares	% of total shares of the Company
1	M/s. Vishnu Chemicals Limited	8,63,94,949	99.999998%
2	Mr. Ch. Krishna Murthy	1	0.000002%
	Total	**8,63,94,950**	**100%**