



NACL Industries Limited

(Erstwhile 'Nagarjuna Agrichem Limited')

Registered Office: Plot No.12-A, "C" Block, Lakshmi Towers, No.8-2-248/1/7/78, Nagarjuna Hills,
Panjagutta, Hyderabad-500082 Telangana State, India

(CIN: L24219TG1986PLC016607)

Phone:040-33605100/123; Fax:040-23358062; e-mail:investors@naclind.com; Website: www.naclind.com

NOTICE FOR EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of NACL Industries Limited (erstwhile 'Nagarjuna Agrichem Limited') shall be held at FTAPCCI Auditorium, M/s. Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, 11-6-841, P.B. No.14, Red Hills, Hyderabad – 500004, Telangana State on **Saturday, the 03rd day of February, 2018 at 10.00 A.M.** to transact the following special business:

Item No.1:

To increase the Authorised Share Capital of the Company and consequential alteration to the Capital Clause of Memorandum of Association.

To consider and, if thought fit to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) and re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, approval of the members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 20,00,00,000 (Rupees Twenty Crores Only) divided into 20,00,00,000 (Twenty Crores) Equity share of Rs.1/- (Rupee One) each to Rs.25,00,00,000 (Rupees Twenty Five Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Share of Rs.1/-(Rupee One) each and consequently, the existing sub-clause (a) of Clause V of the Memorandum of Association of the Company be and is hereby altered by the following new sub-clause (a) Clause V as under:

"V. (a) The Authorized Share Capital of the Company is Rs.25,00,00,000 (Rupees Twenty Five Crores Only) divided into 25,00,00,000 (Twenty Five Crores) Equity Share of Rs.1/-(Rupee One) each."

"RESOLVED FURTHER THAT the Board of Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things including all forms, documents filing with Registrar of Companies or any other statutory authority(ies) and to take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to the aforesaid resolution and for matters connected therewith or incidental thereto, including delegation of any of the powers herein conferred to any Director(s), Company Secretary or any other officer of the Company."

Item No.2:

To approve fund raising through issue of Securities:

To consider and, if thought fit to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules framed there under, including any amendment thereto or statutory modification(s) or re-enactment(s) thereof for the time being in force (the **"Companies Act"**), the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements)

Regulations, 2009, as amended from time to time (hereunder referred as “**SEBI ICDR Regulations**”), the relevant provisions of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 (hereunder referred as “**SEBI (LODR) Regulation**”) and the provisions of the Foreign Exchange Management Act, 1999, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (“**FEMA Regulations**”) as amended from time to time and such other guidelines, statutes, directions, notifications, clarifications, circulars, rules and regulations as may be applicable and relevant, as amended from time to time, issued by the Government of India (“**GOI**”), the Reserve Bank of India (“**RBI**”), the Foreign Investment Promotion Board (“**FIPB**”), the Securities and Exchange Board of India (“**SEBI**”), the Stock Exchanges where the Company’s Equity shares of face value of Rs. 1/-each (“**Equity Shares**”) are listed (“**Stock Exchanges**”) and any other appropriate authorities, institutions or bodies, as may be applicable and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, permissions and sanctions, if any, of the GOI, RBI, FIPB, SEBI, Stock Exchanges and any other appropriate authorities, institutions or bodies, as may be necessary and subject to such conditions as may be prescribed by any of them while granting any such approval, consent, permission, and/or sanction, which may be agreed/accepted by the Board of Directors (hereinafter referred to as the “**Board**” which shall be deemed to include any committee which the Board may have constituted or hereinafter constitutes to exercise its powers including the powers conferred by this resolution) the consent of the members be and is hereby accorded to create, offer, issue and allot to such categories of persons including employees of the Company as may be lawfully permitted, at such prices and on such terms including with provisions for reservation on firm and/or competitive basis of such part of issue and with such attribute, rights and privileges and all other matters connected therewith or incidental thereto as the Board may decide from time to time, either in India or in the course of international offering(s) in one or more foreign markets, such number of Equity Shares, Global Depository Receipts (“**GDRs**”), American depository receipts (“**ADRs**”), Foreign Currency Convertible Bonds (“**FCCBs**”) and/or other Bonds, such other financial instruments convertible into Equity Shares, any security convertible into Equity Shares with or without voting/special rights, securities linked to Equity Shares and/or Securities with or without detachable warrants with the right(s) exercisable by the warrant holders to convert or subscribe to Equity Shares (hereinafter collectively referred to as “**Securities**”) or any combination of Securities, up to Rs.300.00 Crores (Rupees Three Hundred Crores only) or equivalent thereof in one or more tranches, whether denominated in rupee or in foreign currency by way of one or more public and/or private offerings and/or on a preferential allotment basis including Qualified Institutions Placement (“**QIP**”) within the meaning of Chapter VIII of the SEBI ICDR Regulations or any combination thereof, through issue of prospectus, and/or placement document and/or any other permissible/requisite offer document at a discount or premium to market price or prices permitted under applicable law on such terms and conditions including security, rate of interest etc., to domestic/foreign investors, institutional investors, foreign institutional investors, foreign portfolio investors, non-resident Indians, Indian public, individuals, companies/corporate bodies (whether incorporated in India or abroad), mutual funds, banks, insurance companies, pension funds, venture capital funds, foreign venture capital funds, financial institutions, trusts, qualified institutional buyers (“**QIBs**”) within the meaning of regulation 2(1)(zd) of the SEBI ICDR Regulations, whether shareholders of the company or not as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions, on such other terms and conditions and other relevant factors and wherever necessary in consultation with lead manager(s) and/or underwriter(s) and/or other advisor(s)/ intermediary(ies) and as may be permitted under any applicable law, from time to time (**the “Issue”**).

“RESOLVED FURTHER THAT in pursuance of the aforesaid resolution, the Equity Shares shall be listed with the Stock Exchanges, where the existing Equity Shares are listed and the same shall rank pari-passu with the existing Equity Shares of the Company in all respects.”

“RESOLVED FURTHER THAT if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations (hereinafter referred to as **“Eligible Securities”** within the meaning of the SEBI ICDR Regulations), the allotment of the Eligible Securities, or any combination of Eligible Securities as may be decided by the Board shall be completed within twelve(12) months from the date of the this resolution approving such issuance of Securities or such other time as may be allowed under the SEBI ICDR Regulations from time to time.”

“RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the SEBI ICDR Regulations (the **“QIP Floor Price”**) and the Company may, in accordance with applicable law, offer a discount of not more than 5% (Five Percentage) or such percentage as permitted under SEBI ICDR Regulations or any other applicable law on the QIP Floor Price.”

“RESOLVED FURTHER THAT the QIP price determined shall be subject to appropriate adjustments as per the provisions of Sub-regulation (4) of Regulation 85 of SEBI ICDR Regulations.”

“RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs by way of a QIP in terms of Chapter VIII of the SEBI ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case of Eligible Convertible Securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Convertible Securities become entitled to apply for Equity Shares, as may be determined by the Board.”

“RESOLVED FURTHER THAT in the event the Securities are proposed to be issued as FCCBs, ADRs or GDRs, the relevant date for the purpose of pricing the Securities shall be determined in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993, or the Depository Receipt Scheme, 2014, as the case may be (including any amendments thereto or re-enactment thereof, for the time being in force) or as may be permitted under applicable law.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities or Equity Shares on conversion of Securities, the Board be and is hereby authorised to seek listing of any or all of such Securities or Equity Shares as the case may be, on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.”

“RESOLVED FURTHER THAT the Company may enter into any arrangement with any agencies or bodies as are authorized by the Board for the issue of GDRs and/or ADRs represented by underlying equity shares in the share capital of the Company with such features and attributes as are prevalent in international and domestic capital markets for instruments of this nature and to provide for the tradability and free transferability thereof in accordance with market practices as per the domestic and international practice and regulations, and under the norms and practices prevalent in the domestic and international capital market and subject to applicable laws and regulations and the Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Securities to be created, issued, allotted and offered in terms of this resolution shall be subject to the provisions of Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT in the event the Securities are issued pursuant to a rights issue and/or QIP are not subscribed, the Board be and is hereby authorised to dispose the Securities to such person or persons and in such manner and on such terms as the Board may in its absolute discretion think fit in accordance with the provisions of applicable law.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to appoint merchant bankers, lead manager(s), underwriters, guarantors, stabilizing agents, depositories, custodians, registrars, bankers, lawyers, advisors, and all such agencies/intermediary(ies) as are or may be required to be appointed, involved or concerned in the issuance of such Securities and to remunerate them by way of

commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and execute all such arrangements, agreements, engagement letters, memoranda, documents, etc., with such agencies.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorised to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the issuance of Securities, including the finalization and approval of the draft as well as final offer documents/placement documents, determining the form and manner of the Issue, finalization of the dates and timing of the Issue, identification and class of the investors to whom the Securities are to be offered, determining the issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest and all other terms and conditions of the Securities, offer and allotment of Securities, execution of various transaction documents, signing of declarations, creation of mortgage/charge, utilization of the issue proceeds, and to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and resolve and settle all questions or difficulties that may arise in regard to such Issue without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of directors or any director or Company Secretary or any other Executive(s) of the Company in such manner as they may deem fit in their absolute discretion with the power to take such steps and to do all such acts, deeds, matters and things as they may deem fit and proper for the purposes of the Issue and settle any questions or difficulties that may arise in this regard to the Issue.”

By order of the Board
for **NACL Industries Limited**

Date : 02nd January, 2018
Place: Hyderabad

Satish Kumar Subudhi
Company Secretary & Head-Legal
(FCS-9085)

Notes:

- 1) **A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company:**
- 2) **Proxies/Power of Attorney forms, in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the scheduled time of the Meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy Form is attached herewith.**
- 3) Members/Proxies are requested to bring the Attendance Slip(s) duly filled in for attending the Meeting. They are requested to affix their signatures at the space provided on the Attendance Slip and hand over the Attendance Slip at the entrance of the Meeting Hall.
- 4) **Explanatory Statement:**
The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business items is given below and forms part hereof.
- 5) Corporate Members/Trusts/Societies etc., intending, to send their authorized representative(s) to attend the Meeting are requested to send a duly certified copy of the Board/Managing Committee Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

- 6) All documents referred to in the Notice and the Explanatory Statement will be available for inspection at the Registered Office during business hours on all working days, up to and including the date of the Meeting of the Company.
- 7) The Notice is being sent to all the Shareholders, whose names appear on the Register of Members/List of Beneficial Owners as received from M/s XL Softech Systems Ltd, (RTA) as on Friday, 05th January, 2018.
- 8) The persons whose name is recorded in the Register of Members or in the Register of Beneficial Owner maintained by the depositories as on the cut-off date i.e Thursday, 25th January, 2018 only shall be entitled to avail the facility of remote e-voting or voting in the Meeting. The voting rights shall be as per the number of shares held in the capital of the Company as on the cut-off date.
- 9) **Voting through electronic means (remote e-voting)** : Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means. The Company has appointed Mr. K.Chalama Reddy, Company Secretary in Practice, Hyderabad (Membership No.13951 and C.P No. 5451) to act as the Scrutinizer, to scrutinize the remote e-voting process and voting process at the Meeting in a fair and transparent manner. The members desiring to vote through remote e-voting may refer to the detailed procedure given hereunder.
- 10) **Instructions about Voting:**

In terms of Section 108 and other applicable provisions of Companies Act, 2013, read with Regulation 4(2)(a) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to facilitate the members, the Company is providing e-voting, besides the polling process to be conducted at the EGM venue.

The members are requested to opt for any one mode of voting i.e., either through e-voting or through polling process to be conducted at the EGM. If a member cast votes by both modes, then voting done through a valid e-vote shall prevail and voting through polling process conducted at EGM shall be treated as invalid. Please refer to the following instructions for voting through electronic means:

A. E-Voting through electronic means:

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:

- i) Log on to the e-voting website www.evotingindia.com
- ii) Click on “Shareholders” tab.
- iii) Select the “NACL Industries Limited” from the drop down menu and click on “SUBMIT”
- iv) Enter your User ID - For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID. Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used. If you are a first time user follow the steps given below.
- vi) Fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department.
DOB*	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the

Address Label pasted in the cover and/or in the e-mail sent to members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramanathan with sequence number 1 then enter RA00000001 in the PAN Field.

***Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field.*

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Set Password' 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.
- ix) For members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - x) Click on the relevant EVSN for "NACL Industries Limited".
 - xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES/NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the resolution.
 - xii) Click on the "Resolutions File Link" if you wish to view the entire resolutions.
 - xiii) 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.
 - xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
- xviii) E-Voting by Mobile app:

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF,cNRI etc.)and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xx) In case you have any queries or issues regarding e-voting, they may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or investor@naclind.com.
- II. The e-voting period begins on 31st January, 2018 (10:00 a.m.) and ends on 02nd February, 2018 (5:00 p.m.). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as of 25th January, 2018 (i.e., the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - III. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 25th January, 2018.
 - IV. Mr.K.Chalama Reddy, Practicing Company Secretary (CPNo:5451), Hyderabad has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - V. The Scrutinizer, after conclusion of the e-voting period shall unblock the votes in the presence of at least two witnesses not in the employment of the Company and after Scrutinizing the votes cast at the Meeting and through remote e-voting, will not later than three days of conclusion of the Meeting make a consolidated scrutinizer’s report and submit the same to the Chairperson.

B. Other Instructions:

- I. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through physical ballot and votes casted during the polling process conducted at EGM venue, to declare the final result for each of the resolutions forming part of the EGM Notice.
- II. The results of the voting shall be declared on or after the Extraordinary General Meeting of the Company. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.naclind.com and be communicated to the Stock Exchanges where the Company’s shares are listed, i.e., BSE Limited (BSE), National Stock Exchange of India Limited (NSE).
- III. Members may address any query to Mr.Satish Kumar Subudhi, Company Secretary & Head-Legal, at the Registered Office of the Company, Tel. No.040-33605123/124/125, Fax No. 040-23358062, Email: investors@naclind.com Website: www.naclind.com.

Annexure to the Notice:

The Explanatory Statement as required under Section 102 of the Companies Act, 2013

Item No.1:

The Company proposes to raise funds up to Rs. 300 Crores (Rupees Three Hundred Crores Only) by issuing further Equity Shares and any other securities in any combination thereof with or without premium. The existing Authorised Capital of the Company is Rs. 20,00,00,000/- (Rupees Twenty Crores only) comprising of 20,00,00,000 (Twenty Crores) Equity Shares of face value of Rs. 1/- which may not be sufficient to cover the proposed amount of issue.

Section 61 of the Companies Act, 2013, (including any statutory modification(s) or re-enactment thereof, for the time being in force, the Companies Act”) provides that a limited company having a share capital may, if so authorized by its Articles of Association, with the consent of its members in its general meeting, alter the conditions of its Memorandum of Association so as to increase its share capital by such amount as it thinks expedient by issuing new shares. The Articles of Association empowers the Company to increase, consolidate, subdivide, reduce or otherwise alter its Authorised Share Capital, for the time being, and to divide the shares in the capital into several classes with rights, privileges or conditions, as may be determined.

In view of this, the Company proposes to increase the existing Authorised Equity Capital from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) comprising of 20,00,00,000 (Twenty Crores) Equity Shares of face value of Rs. 1/- each to Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) comprising of 25,00,00,000 (Twenty Five Crores) Equity Shares of face value of Rs. 1/- each.

The proposed increase in Authorised Capital will consequently require alteration in Capital sub-clause (a) of Clause V of Memorandum of Association of the Company.

The Directors recommend the resolution at Item No.1 of the accompanying Notice for the approval of the members of the Company.

None of the Directors/Key Managerial Personnel of the Company/their relatives is in any way, concerned or interested, financially or otherwise, in the aforesaid resolution set out at Item No. 1 of the Notice.

Item No. 2:

This special resolution contained in the Notice relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares, GDRs, ADRs, FCCBs and such other securities convertible into equity shares as stated in the resolution (the "Securities"), including by way of a qualified institutions placement in accordance with Chapter VIII of the SEBI ICDR Regulations, in one or more tranches, at such price and on such terms and conditions as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer, and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with lead manager(s) and other agencies that may be appointed by the Board of Directors (hereinafter referred to as the "Board " which shall be deemed to include any committee) for the purpose of the Issue.

The Company has prepared plans for growth through introduction of new products, expanding markets overseas and building capacities. Towards this, there is a need to augment its long term resources by way of raising equity/convertible debt. Taking into account the progressive process of economic and revival both in domestic and international markets and also to capitalize on the resultant potentialities and opportunities under the prevailing market conditions, your Company plans to raise such funds for the purpose of:

- a) In-licensing of new to India products, registrations of new combinations, look for acquiring brands and augmenting and enhancing the existing brands;
- b) Register the Company's products in domestic and overseas markets both in Formulations and Technical;
- c) To fund the capital expenditure increasing and/or acquiring capacities in the Bio/Chemical space; and
- d) For meeting additional working capital requirements and such other General Corporate requirements as may be required.

All the above plans would need requisite funds and hence, the Company would like to have your approval for issuing Securities for an aggregate amount of not more than Rs. 300.00 Crores (Rupees Three Hundred Crores Only) at such time and in one or more tranches as the Board of Directors of the Company may determine.

This special resolution enables the Board to issue Securities for an aggregate amount upto Rs. 300.00 Crores (Rupees Three Hundred Crores Only) or its equivalent in any foreign currency. The Board shall issue Securities pursuant to this special resolution and utilize the proceeds for the aforesaid business purposes. The special resolution also seeks to empower the Board to issue Eligible Securities by way of QIP to QIBs in accordance with Chapter VIII of the SEBI ICDR Regulations. The pricing of the Eligible Securities that may be issued to QIBs pursuant to SEBI ICDR Regulations shall be freely determined subject to such price not being less than the floor price calculated in accordance with Chapter VIII of the SEBI ICDR Regulations ("**QIP Floor Price**").

Further, the Board may also offer a discount of not more than 5% or such other percentage as permitted on the QIP Floor Price calculated in accordance with the pricing formula provided under SEBI ICDR Regulations. The "Relevant Date" for this purpose will be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares as Eligible Securities and in case Eligible Securities are eligible convertible securities, then either the date of the meeting in which the Board decides to open the proposed issue or the date on which holder of Eligible Securities become eligible to apply for Equity Shares, as may be determined by the Board.

As the Issue may result in the issue of Equity Shares of the Company to investors who may or may not be members of the Company, consent of the members is being sought pursuant to Section 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the SEBI ICDR Regulations and any other law for the time being in force and being applicable and in terms of the provisions of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015.

The Board accordingly recommends the resolution at Item No. 2 of the accompanying Notice for your approval.

None of the Directors/ Key Managerial Personnel of the Company/their relatives, is in any way, concerned or interested, financially or otherwise, in the aforesaid resolution set out at Item No. 2 of the Notice except to the extent of their Shareholding in the Company.

By order of the Board
for **NACL Industries Limited**

Date: 02nd January, 2018
Place: Hyderabad

Satish Kumar Subudhi
Company Secretary & Head-Legal
(FCS-9085)



NACL Industries Limited

(erstwhile 'Nagarjuna Agrichem Limited')

Registered Office: Plot No.12-A,"C" Block, Lakshmi Towers, No.8-2-248/1/7/78,Nagarjuna Hills, Panjagutta, Hyderabad-500082
Telangana State, India
(CIN: L24219TG1986PLC016607)

Phone:040-33605100/123; Fax:040-23358062; e-mail: investors@naclind.com; Website: www.naclind.com

Please fill up this Attendance slip and hand it over at the entrance of the Meeting Hall.

ATTENDANCE SLIP

I, hereby record my presence at the Extraordinary General Meeting of the Company held at FTAPCCI Auditorium, M/s. Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, 11-6-841, P.B. No.14, Red Hills, Hyderabad – 500004, Telangana State on Saturday, the 03rd day of February, 2018 at 10.00 A.M.

REGD. FOLIO NO/CLIENT ID

NO. OF SHARES

(Name of the Shareholder (in block letters))

Note: Member/Proxy who wish to attend the Meeting must bring this attendance slip to the Meeting and handover at the entrance at the Meeting Hall duly signed.



NACL Industries Limited

(erstwhile 'Nagarjuna Agrichem Limited')

Registered Office: Plot No.12-A, "C" Block, Lakshmi Towers, No.8-2-248/1/7/78, Nagarjuna Hills, Panjagutta, Hyderabad-500082 Telangana State, India

(CIN: L24219TG1986PLC016607)

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PROXY FORM

FORM No.MGT-11

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Member(s):

Registered Address.....

E-mail ID:.....

Folio No/DP ID - Client ID

I/We, being the Member(s) ofshares of the above named Company, hereby appoint

1. Name:

Address:

E-mail Id:.....

Signature:..... or failing him

2. Name:

Address:.....

E-mail Id:

Signature

3. Name:

Address:.....

E-mail Id:

Signature:

as my/our proxy to attend to be vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company held at 10.00 a.m. on Saturday, 03rd February, 2018 at FTAPCCI Auditorium, M/s. Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House,11-6-841, P.B. No.14,Red Hills, Hyderabad-500004, Telangana State, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
	Special Business:			
1.	To increase the Authorised Share Capital of the Company and consequential alteration to the Capital Clause of Memorandum of Association.			
2.	To approve fund raising through issue of Securities.			

Signed this day of.....2018

Affix 1/- Revenue Stamp

Signature of Shareholder

Signature of Proxy holder(s).....

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. This is only optional. Please put a '√' in the appropriate column against the resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

Route Map to the EGM Venue

FTAPCCI Auditorium, M/s. Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry (FTAPCCI), Federation House, 11-6-841, P.B. No.14, Red Hills, Hyderabad – 500004, Telangana State, INDIA

