



# NACL Industries Limited

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE BOARD OF DIRECTORS IN ITS MEETING HELD ON MONDAY, 01ST DAY OF DECEMBER, 2025 AT 04:45 P.M., AT 15B SP, SIDCO INDUSTRIAL ESTATE, GUINDY CHENNAI - 600032 TAMIL NADU INDIA:**

**Approval of the Issue of Equity Shares by way of Rights Issue:**

“RESOLVED THAT pursuant to the provisions of Section 23, Section 62(1)(a)&(c) and all other applicable provisions of the Companies Act, 2013, read together with the rules thereunder (including any modifications or re-enactments thereof, for the time being in force), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, and all applicable statutory/regulatory requirements and in accordance with the relevant provisions of Memorandum of Association and Articles of Association of the Company and the listing agreements entered into by the Company with the stock exchanges where the Company’s shares are listed and subject to any necessary approval, consent, permission and/ or sanction of the Government of India, the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India, (“SEBI”), and/ or any other appropriate authorities, including any other statutory/regulatory authority, banks, financial institutions or other creditors, and subject to such terms, conditions and modifications as may be prescribed by any of the aforesaid authorities in connection with granting any such approval, consent, permission, or sanction, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”) or any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the power conferred by this resolution (hereinafter referred to as the “Committee of the Board”), the Company be and is hereby authorized to create, offer, issue and allot equity shares of face value ₹ 1.00 each, (“Rights Equity Shares”) by way of rights issue, to the existing shareholders of the Company as on the specified record date, as may be determined by the Board or Committee of the Board, for an amount aggregating up to ₹ 250 Crores (Rupees Two Hundred and Fifty Crores only), including premium payable on such shares, on a rights basis, (“Rights Issue” or the “Issue”), through a letter of offer and/ or such other documents/writings, in such manner and on such terms and conditions as may be determined by the Board or Committee of the Board in its absolute discretion at the time of the Rights Issue, subject however to applicable statutory and/or regulatory requirement.

RESOLVED FURTHER THAT all Equity Shares so offered, issued and allotted by way of the Issue shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.



RESOLVED FURTHER THAT for the Rights Issue, the treatment of fractional entitlements for the Equity Shares and the rights entitlements shall be in a manner as will be disclosed in the Issue related documents to be issued by the Company.

RESOLVED FURTHER THAT, the Rights Equity Shares shall rank pari passu in all respects with the then existing equity shares of the Company, including in respect of voting and the right to receive dividend.

RESOLVED FURTHER THAT Mr. Satish Kumar Subudhi, Sr. Vice President - Legal & Company Secretary is appointed as the Compliance Officer for the purpose of the Issue and he shall be responsible for monitoring compliance of securities laws and redressal of investor grievances.

RESOLVED FURTHER THAT, to give effect to the above resolution Dr. Raghuram Devarakonda, Managing Director (MD) and Chief Executive Officer (CEO), Mr. N. Shankar, Chief Financial Officer (CFO) and Mr. Satish Kumar Subudhi, Sr. Vice president Legal & Company Secretary of the Company be and are hereby jointly and severally authorized to take all steps and do all such acts, deeds, matters and things as deemed necessary, proper or desirable in this regards to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company.”

// Certified true extract //  
for **NACL Industries Limited**

  
**Satish Kumar Subudhi**  
Sr. VP - Legal & Company Secretary  
M. No: F9085