

Ref: NACL/SE/BSE/2018-19/

Date: 12th February, 2019

1) BSE Limited,

Phiroze Jeejeebhoy Towers,

Dalal Street,

Fort, Mumbai,

Mumbai - 400001

2) National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor

Plot No.C/1 G Block,

Bandra -Kurla Complex, Bandra (E)

Mumbai - 400051

Dear Sir,

Sub: Compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - reg.

Ref: Company Code - 524709 - Symbol: NACLIND

Pursuant to Regulation 30 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, this to inform you that an Extraordinary General Meeting (EGM) of the shareholders of the Company will be held on Thursday, the 07th day of March, 2019 at Hyderabad.

In this connection, please find an enclosed notice of the EGM for your information and dissemination.

Kindly take the above on your records.

Thanking you,

For NACL Industries Limited



Satish Kumar Subudhi

Company Secretary & Head-Legal &

Compliance Officer



NACL Industries Limited

(Erstwhile 'Nagarjuna Agrichem Limited')

(CIN: L24219TG1986PLC016607)

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

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

NOTICE FOR EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of the members of M/s. 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 Thursday, the 07th day of March, 2019 at 10:00 A.M. to transact the following special business:

Item No.1:

Approval for continuation of current term of Mr.R.S.Nanda, Non-Executive Independent Director.

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made thereunder, including any statutory modification(s) or re-enactment thereof, for the time being in force, approval of the members of the Company be and is hereby accorded for continuation of Directorship of Mr.R.S.Nanda as a Non-Executive Independent Director, attaining the age of 75 years on 04th March, 2019, for the remaining tenure of his appointment with effect from 01st April, 2019."

"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:

Issue Equity Shares of the Company on preferential basis.

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the "Act") and in accordance with the enabling provisions of Memorandum and Articles of Association of the Company and in accordance with the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("SEBI ICDR"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR"), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended ("SEBI SAST"), the Foreign Exchange Management Act, 1999, as amended and the rules, regulations, notifications and circulars issued thereunder and the consolidated FDI Policy (the "Foreign

Exchange Regulations”), as amended (“FEMA”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (“GoI”), the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (“RoC”), the Reserve Bank of India (“RBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from any statutory, regulatory or other appropriate authorities, including but not limited to SEBI, RoC, GoI, Stock Exchanges and RBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee) and all other approvals, consent of the Members of the Company be and is here by accorded to the Board to create, issue, offer and allot, in one or more tranches, up to 1,09,37,500 (One Crore Nine Lakhs Thirty Seven Thousand Five Hundred) Equity Shares of a face value of Rs 1/- (Rupees One) each at an issue price of Rs.32/- (Rupees Thirty Two) per equity shares (including a premium of Rs.31/-) on a preferential basis (“Issue”) to below mentioned proposed allottees (“Non Promoters”):

S.No.	Name and Address of the Proposed Allottee(s)	Category	No. of Equity Shares proposed to be allotted up to
1	M/s.Krishi Rasayan Exports Private Limited having a registered office at 29, Elgin Road, Lala Lajpat Rai Sarani, Kolkata -700020, West Bengal, India, (PAN-AACCK4124G).	Non Promoter	78,12,500
2	Mr.Rajesh Kumar Agarwal, resident of M-285, Greater Kailash, Part-2, South Delhi, Delhi-110048, (PAN-ACKPA0924D) and Mr.Atul Churiwal, resident of 4, National Library Avenue, P.S Alipore, Alipore H.O Kolkata West Bengal – 700027, (PAN - ADKPC2492H). jointly representing, M/s.Agro Life Science Corporation, a registered partnership firm having a resigered office at 29, Lala Lajpat Rai Sarani, Elgin Road, Kolkata West Bengal-700020, (PAN- AAKFA5781A).	Non Promoter	31,25,000
Total			1,09,37,500

“RESOLVED FURTHER THAT:

- i) The “relevant date” under SEBI ICDR for the purpose of determination of issue price of the above mentioned Equity Shares has been reckoned as per Regulation 161 of Chapter V of SEBI ICDR which is 05th February, 2019 being the date 30 days prior to the date of Extraordinary General Meeting (EGM) scheduled to be held on 07th March, 2019;
- ii) The Equity Shares so offered, issued and allotted, are being issued for cash consideration;
- iii) The entire payment consideration for the allotment of securities shall be made upfront by the proposed allottees before allotment of shares;
- iv) Allotment of the Equity Shares pursuant to subscription of Securities shall be made only in dematerialized form;
- v) The Equity Shares to be issued and allotted shall be listed and traded on BSE Ltd (“BSE”) and National Stock Exchange of India Ltd (“NSE”) and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- vi) In accordance with the provision of Regulation 167 of the SEBI ICDR, the pre-preferential allotment shareholding, if any, of Proposed Allottees shall be locked in for a period mentioned therein;
- vii) The Equity Shares to be issued and allotted shall be subject to lock-in as per the Regulation 167 of the SEBI ICDR;

- viii) The equity shares so allotted to the proposed allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder;
- ix) The Equity Shares to be issued and allotted shall rank pari-passu with the existing Equity Shares of the Company and be subject to the requirements of all applicable laws and Memorandum and Articles of Association of the Company.”
- x) The Board be and is hereby authorized to determine, vary, modify and alter any of the terms and conditions of allotment of Equity Shares of the Company, as it may deem expedient, in its discretion.

“RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted by the Company within a period of 15 (fifteen) days from the date of passing this resolution, provided that where the allotment of the said Equity Shares is pending on account of pendency of any approvals for such allotment by any regulatory authority including stock exchange(s), the allotment shall be completed within a period of 15 (fifteen) days from the date of such approvals.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through Private Placement offer letter (in format of Form PAS-4) immediately after passing of this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient to the issue or allotment of aforesaid Equity Shares and listing of the Equity shares with the stock exchange(s) as appropriate and for the purpose of giving effect to the above, the Board be and is hereby authorized to agree, make, accept all such term(s), condition(s), modification(s) and alteration(s) as it may deem fit including condition(s), modification(s) and alteration(s) stipulated or required by any relevant authority or under applicable laws, rules, regulations or guidelines and give such directions and instructions as may be necessary to resolve and settle all questions and difficulties that may arise in relation to the proposed issue, offer and allotment of any of the said shares and to do all such acts, deeds and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, including without limitation, issuing clarifications on the offer, making any application etc., to the concerned statutory and regulatory authorities, issue and allotment of the shares, to execute necessary documents and enter into contracts, arrangements, other documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the members or otherwise to the end and intent that they 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 authorized 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.”

Item No.3:

Issue of Warrants convertible into equity shares on preferential basis.

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

“RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, Companies (Share Capital and Debentures) Rules, 2014 and other relevant rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (the “Act”) and in accordance with the enabling provisions of Memorandum and Articles of Association of the Company and in accordance with the provisions on preferential issue as contained in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

as amended (“SEBI LODR”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 as amended (“SEBI SAST”), the Foreign Exchange Management Act, 1999, as amended and the rules, regulations, notifications and circulars issued thereunder and the consolidated FDI Policy (the “Foreign Exchange Regulations”), as amended (“FEMA”) and any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by the Government of India (“GoI”), the Securities and Exchange Board of India (“SEBI”), the Registrar of Companies (“RoC”), the Reserve Bank of India (“RBI”) and the Stock Exchanges where the shares of the Company are listed (“Stock Exchanges”) and subject to such approvals, consents, permissions and sanctions as may be necessary or required from any statutory, regulatory or other appropriate authorities, including but not limited to SEBI, RoC, GoI, Stock Exchanges and RBI and subject to such conditions and modifications as might be prescribed while granting such approval, consents, permissions and sanctions and which terms may be agreed to by the Board of Directors of the Company (the “Board”, which term includes a duly constituted and authorized committee) and all other approvals, consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches, upto 2,50,00,000 (Two Crores Fifty Lakhs) Warrants (“the Warrants”) at an issue price of Rs.32/- (Rupees Thirty Two) per warrant (including a premium of Rs.31/-) on a preferential basis (“Issue”) to below mentioned proposed allottees (“Promoters and Non Promoters”) in the ratio of one Equity Share for one Warrant:

S.No.	Name and Address of the Proposed Allottee(s)	Category	No. of Convertible Warrants proposed to be allotted upto
1.	M/s.Krishi Rasayan Exports Private Limited having a registered office at 29, Elgin Road, Lala Lajpat Rai Sarani, Kolkata -700020, West Bengal, India, (PAN-AACCK4124G).	Non Promoter	78,12,500
2.	Mr.Rajesh Kumar Agarwal, resident of M-285, Greater Kailash, Part-2, South Delhi, Delhi-110048, (PAN- ACKPA0924D) and Mr.Atul Churiwal, resident of 4, National Library Avenue, P.S Alipore, Alipore H.O Kolkata West Bengal – 700027, (PAN - ADKPC2492H). jointly representing M/s.Agro Life Science Corporation, a registered partnership firm having a resigered office at 29, Lala Lajpat Rai Sarani, Elgin Road, Kolkata West Bengal-700020, (PAN- AAKFA5781A).	Non Promoter	1,25,00,000
3.	Mrs.K.Lakshmi Raju, (PAN- ACHPR8512K)	Promoter	46,87,500
Total			2,50,00,000

“RESOLVED FURTHER THAT the resultant Equity Shares to be allotted on conversion of Warrants in terms of this Resolution shall rank pari passu in all respects with the existing Equity Shares of the Company and be subject to the requirements of all applicable laws and Memorandum and Articles of Association of the Company.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, vary, modify, alter any of the terms and conditions of the proposed issue including reduction of the size of the issue, as it may deem expedient, in its discretion.”

“RESOLVED FURTHER THAT the aforesaid issue of the Warrants shall be on the following terms and conditions:

- i) The “relevant date” under SEBI ICDR for the purpose of determination of issue price of the above mentioned Warrants has been reckoned as per Regulation 161 of Chapter V of SEBI ICDR which is 05th February, 2019 being the date 30 days prior to the date of Extraordinary General Meeting (EGM) scheduled to be held on 07th March, 2019;

- ii) In accordance with the provisions of Chapter V of the SEBI ICDR, at least 25% (Twenty Five Percent) of the consideration payable against the Warrant, shall be paid by the Warrant Holder(s) to the Company on or before allotment of the Warrants and the balance consideration i.e. 75% (Seventy Five Percent) shall be paid at the time of allotment of Equity shares pursuant to exercise of option of conversion against each such warrant;
- iii) The tenure of warrants shall not exceed maximum of 18 (eighteen) months from the date of allotment of the Warrants;
- iv) The Warrant Holder(s) shall be entitled to exercise the option of conversion of any or all of the Warrants, in one or more tranches, by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the shareholders of the Company prior to or at the time of conversion. The company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant Holder(s) in the ratio of one Equity Share for one Warrant;
- v) If the entitlement against the warrants to apply for the Equity shares is not exercised within the aforesaid maximum period of 18 months, the entitlement of the Warrant Holder(s) to apply for Equity Shares of the Company along with the right attached thereto shall expire and any amount paid on such Warrants shall stand forfeited;
- vi) Upon exercise by Warrant Holder the option of conversion of any or all of the Warrants, the Company shall issue and allot appropriate number of fully paid Equity Shares of a face value of Rs.1/- (Rupees One) each only in dematerialized form and perform all such action as are required to give effect to such issue, including but not limited to delivering to Warrant Holder(s) evidence of the credit of the Equity Shares to the depository account of Warrant Holder(s) and entering the name of the Warrant Holder(s) in the record of the Company (including in the Registrar of Members of the Company) as the registered owner of such Equity Shares;
- vii) The Warrants by itself until exercise of conversion option and Equity shares allotted, does not give to the Warrant Holder(s) thereof any rights with respect to that of a shareholder(s) of the Company,
- xi) In accordance with the provision of Regulation 167 of the SEBI ICDR, the pre-preferential allotment shareholding of proposed allottees shall be locked-in for a period mentioned therein; and
- viii) The Equity Shares issued and allotted upon conversion of Warrants shall be subject to lock-in as per the provisions of Regulation 167 of the SEBI ICDR.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Proposed Allottees through Private Placement offer letter (in format of Form PAS-4) immediately after passing of this resolutions.”

“RESOLVED FURTHER THAT the Warrants shall be issued and allotted by the Company to the Warrants Holder(s) within a period of 15 (fifteen) days from the date of passing this resolution, provided that where the allotment of the said Warrants is pending on account of pendency of any approvals for such allotment by any regulatory authority including stock exchange(s) the allotment shall be completed within a period of 15 (fifteen) days from the date of such approvals.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board and such other persons as may be authorized by the Board, on behalf of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable or expedient for the purpose of the issue or allotment of the Warrants and upon conversion of the Warrants into Equity Shares, listing of the said Equity Shares with the Stock Exchanges and to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said Warrants, utilization of issue proceeds, sign all such undertakings and documents as may be required and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date thereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be and to do all such acts, deeds, matters and things in connection therewith and incidental thereto as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized 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.”

Item No. 4:

Amendment of Articles of Association.

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

“RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Articles of Association of the Company be and is hereby replaced, altered, modified and revised as per the new set of Articles of Association (“New Articles”), a copy of which is placed before the meeting and duly initialed by the Chairman for the purposes of identification and that the New Articles be and are hereby approved and adopted as the Articles of Association of the Company with effect from the date hereof, and they be the regulations of the Company in place, in substitution and to the entire exclusion of the existing Articles of Association.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized 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.”

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

Date: 08th February, 2019
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 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., Friday, 22nd February, 2019 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.
- 8) **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.V.Chalama Reddy, Company Secretary in Practice, Hyderabad (Membership No. F 9268 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.
- 9) **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.
- vi) If you are a first time user follow the steps given below.

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, NRI etc.) and Custodian are required to log on to <https://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 Monday, the 04th March, 2019 (10:00 a.m.) and ends on Wednesday 06th March, 2019 (5:00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as of 22nd February, 2019 (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 22nd February, 2019.

IV. Mr.K.V.Chalama Reddy, Practicing Company Secretary (CP No: 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 first count the votes cast at the meeting and thereafter 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 or a person duly authorized who shall countersign the same.

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:

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations'), with effect from 01st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr.R.S.Nanda, aged 74 years (date of birth 04th March, 1944) appointed as an Non-Executive Independent Director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made thereunder, not liable to retire by rotation, in the 30th Annual General Meeting held on 05th August, 2017 for a term of 5 (five) consecutive years with effect from the 05th August, 2017 to 04th August, 2022. In March 2019, Mr.R.S.Nanda, is attaining the age of 75 years and whose continuation as a Non-Executive Independent Director with effect from 01st April, 2019 shall require approval of shareholders by way of Special Resolution.

Mr.R.S.Nanda fulfils all conditions specified by applicable laws for the position of a Non-Executive Independent Director of the Company. The Company has also received necessary declarations from Mr.R.S.Nanda that he meets the criteria of independence as prescribed under the Companies Act, 2013 and the Listing Regulations, presently applicable. Further, he has also confirmed that he is not disqualified from being continued as a Director under Section 164 of the Companies Act, 2013.

A brief justification for continuation as a Non-Executive Independent Director on the Board of the Company with effect from 01st April, 2019 is as under:

Mr.R.S.Nanda, is having more than four decades of rich experience both in Government and Private Corporate Sector. After working in various senior positions in Kanoria Chemicals, EID-Parry and Cyanamid India, etc., he was also elevated to the position of President and Managing Director of Coromandel Fertilisers Limited (a Murugappa Group Company). Mr.R.S.Nanda was a Director on the Board of various premier Companies like EID-Parry (India) Limited, Godavari Fertilisers & Chemicals Limited, Fertilizers Association of India, Indian Potash Limited, Nagarjuna Fertilisers and Chemicals Limited etc. He was also Chairman of the Confederation of Indian Industry, Andhra Pradesh State Council and the Fertilizer Association of India, Southern Region.

Mr.R.S.Nanda does not hold any equity shares of the Company and he is not related to any other Director of the Company.

The terms and conditions of appointment of Mr.R.S.Nanda shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day. The continuation of appointment of Mr.R.S.Nanda, as an Non-Executive Independent Director with effect from 01st April, 2019 to 04th August, 2022 is recommended by the Nomination and Remuneration Committee at its meeting held on 08th February, 2019 and Board of Directors at their meeting held on 08th February, 2019.

Except Mr.R.S.Nanda, none of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Item No. 2 & 3:

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/warrants. The Company will utilize the funds for growth of the Company in the technical and formulation business including the requirement of registration, product development etc. both in India and Overseas; for expansion / upgradation/ debottlenecking of the factories; working capital needs and other business related activities.

All the above plans would need requisite funds and hence, the Company would like to have your approval for issuing Securities and Warrants on preferential basis for an aggregate amount of not more than Rs.

1,15,00,00,000 (Rupees One Hundred and Fifteen Crores Only) at such time and in one or more tranches as the Board of Directors of the Company may determine.

The Special Resolutions contained in Item No. 2 & 3 of the Notice, have been proposed pursuant to the provisions of Sections 42, 62 and other applicable provisions of the Companies Act, 2013 read with the Rules made therein (including any statutory modification(s), or re-enactment(s) thereof for the time being in force), the SEBI (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended ("SEBI ICDR"), to issue and allot upto 1,09,37,500 (One Crore Nine Lakhs Thirty Seven Thousand Five Hundred) Equity Shares of Rs. 1/- each and 2,50,00,000 (Two Crores Fifty Lakhs) Fully Convertible Warrants of Rs. 1/- each to the persons belonging to Promoter and Non-Promoter Category, in terms of Chapter V of SEBI ICDR and applicable provisions of Companies Act, 2013. The said proposal has been considered and approved by the Board in its meeting held on 08th February, 2019.

The offer for the proposed allotments as mentioned above in Items 2 and 3 shall be made by way of a common offer letter to be issued to the proposed Warrant and Equity allottees.

In term of Regulation 163 of SEBI ICDR, the following disclosures are needed to be made in the explanatory statement of the Notice:

1) The Object of the Issue through Preferential Issue:

The Company will utilize the funds for growth of the Company in the technical and formulation business including the requirement of registration, product development etc. both in India and Overseas; for expansion / upgradation/ debottlenecking of the factories; working capital needs and other business related activities.

2) Maximum Number of Equity Shares and Warrants to be issued:

The Board intends to offer, issue and allot 1,09,37,500 Equity Shares of Rs. 1/- each and of 2,50,00,000 Fully Convertible Warrants of Rs. 1/- each at an issue price of Rs.32/- each (including premium of Rs.31/-) aggregating to Rs. 1,15,00,00,000/- on preferential basis in accordance with SEBI ICDR and other applicable laws.

3) The Proposal of the Promoters/Directors/Key Managerial Personnel to subscribe to the offer:

The following Promoters, Director or Key Managerial Personnel of the Issuer to subscribe to the offer is as follows:

S.No.	Name	PAN	Category	No. of Warrants
1)	Mrs.K.Lakshmi Raju	ACHPR8512K	Promoter	46,87,500

4) The Shareholding Pattern before and after the Preferential Issue:

The Shareholding Pattern of the Company before and after the proposed preferential issue to promoters and non-promoters is likely to be as follows:

Name of the shareholder	Pre-Issue shareholding structure		No. of equity shares to be allotted	Post-Issue shareholding		No. of warrants to be allotted	Post Issue shareholding	
	No. of shares	% of holding		<i>(after allotment of Equity Shares)</i>			<i>(after conversion of Warrants)</i>	
			No. of shares	% of holding	No. of shares	% of holding	No. of shares	% of holding
A) Promoter & Promoter Group:								
(1) Individual	3,018,360	1.93	0	3,018,360	1.80	4,687,500	7,705,860	4.00
(2) Bodies Corporates	113,623,500	72.61	0	113,623,500	67.87	0	113,623,500	59.05
Sub Total (A) = (1)+(2)	116,641,860	74.54		116,641,860	69.67		121,329,360	63.05
B) Public:								
(1) Institutions:								
Foreign Portfolio investors	3,161,124	2.02	0	3,161,124	1.89	0	3,161,124	1.64
(2) Non-Institutions:								

i) Individual shareholders holding nominal share capital up to Rs.2 lakhs	22,625,397	14.46	0	22,625,397	13.51	0	22,625,397	11.76
ii) Individual share capital in excess of Rs.2 lakhs.	4,246,367	2.71	3,125,000	7,371,367	4.40	12,500,000	19,871,367	10.33
Bodies Corporate	8,656,279	5.53	7,812,500	16,468,779	9.84	7,812,500	24,281,279	12.62
(3) Any Other (specify):								
Non-Resident Indians	810,709	0.52	0	810,709	0.48	0	810,709	0.42
Clearing Members	341,024	0.22	0	341,024	0.20	0	341,024	0.18
Sub Total (B) = (1)+(2)+(3)	39,840,900	25.46	10,937,500	50,778,400	30.33	20,312,500	71,090,900	36.95
Total (A+B)	156,482,760	100.00	10,937,500	*167,420,260	100.00	25,000,000	*192,420,260	100.00

* Immediately after this issue and may vary depending upon the number of equity shares/convertible warrants to be allotted.

Note: The aforesaid percentage are based on capital as on 08th February, 2019 without taking into consideration any potential dilutions by way of issuance of shares under the employee's stock option scheme of the Company.

5) Proposed time limit within which the allotment shall be complete:

In terms of Regulation 170(1) of the SEBI ICDR, allotment of the Equity Shares and Warrants to the Proposed Allottees on preferential basis pursuant to the special resolution will be completed within a period of 15 (fifteen) days from the date of passing of special resolution at Item Nos. 2 and 3. Provided that where the allotment is pending on account of pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within 15 (fifteen) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, stock exchange(s) or other concerned authorities.

6) Identity of Proposed Allottees (including natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and / or who ultimately control the proposed allottees and the percentage of post preferential issue capital that may be held by them and Change in control, if any, consequent to the Preferential Issue:

The following are the details of the proposed allottees to the Issue:

Name of the proposed allottee	Pre issue holding of the Proposed Allottees		Post Issue holding of the Proposed Allottees (including allotment against warrants)		Name of the ultimate beneficiaries	Ultimate Beneficial Interest in the proposed allottee (%)
	No. of Equity Shares Held	% of holding	No. of Equity Shares Held	% of holding		
M/s. Krishi Rasayan Exports Private Limited.	0	0	1,56,25,000	8.12	a) Mr.Atul Churiwal	27.00
					b) Ms.Sangita Churiwal	17.78
					c) Mr.Sushil Kumar Agarwal	16.25
					d) Mr.Rajesh Kumar Agarwal	24.22
					e) Mr.Vandan Churiwal	10.00
					f) Ms.Savitri Devi Agarwal	4.17
					g) Mr.Kailash Chand Jain	0.22
					h) Ms.Ritu Agarwal	0.36
Mr.Rajesh Kumar Agarwal and Mr.Atul Churiwal* jointly representing M/s.Agro Life Science Corporation , a registered partnership firm.	0*	0*	1,56,25,000	8.12	a) Mr.Atul Churiwal	35.00
					b) Mr.Rajesh Agarwal	33.33
					c) Mr.Sushil Kumar Agarwal	16.67
					d) Mr.Vandan Churiwal	15.00
					e) Mr.Bimal Kumar	0
Mrs.K.Lakshmi Raju	30,18,360	1.93%	77,05,860	4.00		

* M/s. Agro Life Science Corporation does not hold any shares in the Company as on date but Mr. Atul Churiwal in his individual capacity, holds 2,55,325 Shares representing 0.16% of total paid-up share capital of the Company.

7) Consequential Changes in the Voting Rights and Change in Management:

There will be no change in the control or management of the Company as a result of the proposed preferential issue of Equity Shares and Warrants and upon conversion of the Warrants. However, voting rights will change in tandem with the shareholding pattern. The allottees of the Equity Shares may be granted a right to representation on the Board of Directors of the Company by appointing a maximum of 2 (two) Non-Executive Directors and such appointment shall not cause any change in control of the Company.

8) Lock-in Period:

- i) The Equity Shares to be allotted on a preferential basis to the persons belonging to Non-Promoter shall be subject to lock-in for a period of 1 (one) year from the date of trading approval for such Equity Shares in accordance with Regulation 167 of the SEBI ICDR.
- ii) The Equity Shares to be allotted on a preferential basis to the persons belonging to Non-Promoter pursuant to exercise of options against each Warrant, shall be subject to lock-in for a period of 1 (one) year from the date of trading approval for such Equity Shares in accordance with Regulation 167 of the SEBI ICDR.
- iii) The Equity Shares to be allotted on a preferential basis to persons belonging to the Promoter or Promoter Group, shall be subject to lock-in for a period of 3 (three) years from the date of trading approval for such Equity Shares in accordance with Regulation 167 of the SEBI ICDR.
- iv) The Equity Shares to be allotted on a preferential basis to persons belonging to the Promoter or Promoter Group, pursuant to exercise of options against each Warrant, shall be subject to lock-in for a period of 3 (three) years from the date of trading approval for such Equity Shares in accordance with Regulation 167 of the SEBI ICDR.
- v) The entire pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of trading approval as per Regulation 167 of the SEBI ICDR. However, in case of issue of Warrants, pre-preferential allotment shareholding, if any, of the Proposed Allottees, shall be locked-in from the Relevant Date up to a period of 6 (six) months from the date of allotment of the Securities.

9) Issue price and relevant date:

In terms of Regulation 161 of SEBI ICDR, the Relevant Date has been reckoned as 05th February, 2019, (Tuesday) for the purpose of computation of issue price of the said Equity Shares and Warrants.

The price of each Equity Shares and Warrants is fixed at Rs.32/- each (including a premium of Rs.31/-), higher than the price determined in terms of the Regulation 164 of the Chapter V of the SEBI ICDR on the basis of the relevant date. The Equity Shares of the Company are listed on BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") and are frequently traded in accordance with the SEBI ICDR. For the purpose of calculation of the price per Equity Shares and Warrants, NSE has higher trading volume for the said period and accordingly considered.

10) Re-computation of Issue Price:

The Board of Directors of the Company undertakes that:

Since the Company's Equity Shares are listed and traded for a period more than twenty six weeks, therefore, there is no need for the Company to re-compute the price of Equity Shares in terms 164(2) of the SEBI ICDR Regulations, 2018.

11) Auditor's Certificate:

The certificate from M/s.Deloitte Haskins & Sells LLP, Chartered Accountants, being the Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of Chapter V of the SEBI ICDR shall be placed before the shareholders at the Extraordinary General Meeting.

12) Disclosure with regard to the names of issuer, its promoter or any of its directors not appearing in the list of wilful defaulter as issued by RBI.

The Company, its promoters and its directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India.

Except Mrs.K.Lakshmi Raju, a Promoter 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. 2 & 3 of the Notice except to the extent of their shareholding in the Company.

Item No. 4:

In connection with the issue and allotment of the Equity Shares and Warrants, the Company and Promoters has entered into Shareholders cum Share Subscription Agreement with the non-promoter Investors effective upon the allotment of the aforesaid equity shares ("Agreement"). Under the terms of the Agreement, the investors would be entitled to certain rights, and in particular:

- (i) the right to appoint nominee directors;
- (ii) consequential corporate governance rights in connection with the appointment of the said nominee director;
- (iii) Investors/Promoters rights such as Right of First Offer, Right of First Refusal, Tag-along rights etc.

Pursuant to the terms and conditions of the Agreement, the Company proposes to amend the Articles of Association in order to incorporate certain provisions and rights set forth in the Agreement, and accordingly, the Company considers it prudent to replace the existing Articles of Association in its entirety by a new and restated Articles of Association.

Pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, amendment of Articles of Association requires approval of shareholders by way of special resolution. Accordingly, the consent of the shareholders is being sought pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a special resolution. A copy of the Existing Articles of Association as well as the proposed New Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

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. 4 of the Notice.

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

Date: 08th February, 2019
Place: Hyderabad

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

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

Phone: 040 2339551 to 22 (8 lines) Fax: 040-23395525 E-mail: info@fapcci.in





NACL Industries Limited

(erstwhile 'Nagarjuna Agrichem Limited')
(CIN: L24219TG1986PLC016607)

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

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 Thursday, 07th March, 2019 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.	Approval for continuation of current term of Mr.R.S.Nanda, Independent Director.			
2.	Issue Equity Shares of the Company on preferential basis.			
3.	Issue of Warrants convertible into equity shares on preferential basis.			
4.	Amendment of Articles of Association.			

Signed this day of.....2019

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.



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 Thursday, the 07th March, 2019, 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.

BOOK POST /COURIER

If undelivered please return to:

NACL Industries Limited

(erstwhile 'Nagarjuna Agrichem Limited')

(CIN: L24219TG1986PLC016607)

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
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e-mail: investors@naclind.com; Website: www.naclind.com