

Regd. Office :

Plot No. 12-A,'C' Block, Lakshmi Towers,
Nagarjuna Hills, Punjagutta,
Hyderabad - 500 082. INDIA.
Ph : +91-40-33605123
Fax : (00 9140) 23350234 / 23358062
CIN : L24219TG1986PLC016607
Website : www.nagarjunaagrichem.com
E-mail : info@nagarjunaagrichem.com



Ref: NACL/SE/BSE/2017-18

12thJuly, 2017

1) BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai,
Mumbai – 400001.

2) National Stock Exchange of India Ltd

Exchange Plaza, 5thFloor
Plot No.C/1 G Block,
Bandra –Kurla Complex, Bandra (E)
Mumbai-400051.

Dear Sir,

Sub: Notice of 30th Annual General Meeting – reg.

Ref: Security Code: 524709 (BSE) - Symbol : NAGAAGRI (NSE)

Pursuant to Regulation 30 read with Schedule III Part A para A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of the 30th Annual General Meeting of the Company to be held on Saturday 05th August, 2017. The Notice is also displayed on the website of the Company.

Thanking you,

for **Nagarjuna Agrichem Limited**



Satish Kumar Subudhi

Company Secretary & Head-Legal

Encl: as above

NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of M/s. Nagarjuna Agrichem Limited will be held at 3.00 P.M. on Saturday, the 05th August, 2017 at Katriya Hotel, No.8, Raj Bhavan Road, Somajiguda, Hyderabad-500082, Telangana, to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Profit and Loss Account for the year ended 31st March, 2017, the Balance Sheet as on that date and the Cash Flow Statements (including the consolidated financial statements) for the year ended on that date and the Reports of Directors and Auditors thereon.
2. To declare dividend on equity shares for the financial year ended 31st March, 2017.
3. To appoint a Director in place of Mr.N.Vijayaraghavan (DIN:02491073) who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint auditors of the Company and to fix their remuneration.

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read with the Companies (Audit and Auditors) Rules, 2014 (Rules) including any statutory modification(s) or re-enactment thereof, for the time being in force, M/s.Deloitte Haskins & Sells LLP, Chartered Accountants, Secunderabad (Firm Registration No.117366W/W100018), who have confirmed their eligibility to be appointed as Auditors, in terms of section 141 of the Act read with Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company, in place of retiring Auditors M/s.M.Bhaskara Rao & Co., Chartered Accountants, Hyderabad (Firm Registration No.000459S), to hold office for a period of five consecutive years from the conclusion of this 30th Annual General Meeting till the conclusion of 35th Annual General Meeting, to be held in the calendar year 2022 (subject to ratification of their appointment by the members of the Company at every Annual General Meeting held after this Annual General Meeting), on such remuneration including applicable taxes and out-pocket expenses incurred in connection with the audit, as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

5. Ratification of remuneration of the Cost Auditors:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors)

Rules, 2014 and other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.4,25,000/- (Rupees Four Lakhs Twenty Five Thousand only) plus applicable taxes and out-of-pocket expenses incurred in connection with the Cost Audit, to be paid to M/s. K. Narasimha Murthy & Co., (Registration No.4042) the Cost Auditors, appointed to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2018, as fixed by the Board on the recommendation of the Audit Committee, be and is hereby approved and ratified.”

“RESOLVED FURTHER that the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. Appointment of Mr.R.S.Nanda (DIN00008255), as an Independent Director:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 read with applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.R.S.Nanda (DIN:00008255), who has been appointed as an Additional Director with effect from 27th May, 2017 in terms of Section 161 of the Companies Act, 2013 read with Article 131 of Article of Association of the Company and who holds office up to the date of this Annual General Meeting, and in respect of whom a notice has been received from a member in writing under Section 160 of the Companies Act, 2013 proposing his candidature for the office of a Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 05th August, 2017, not liable to retire by rotation.”

7. To appoint Mr.Sudhakar Kudva (DIN:02410695) as an Independent Director:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr.Sudhakar Kudva (DIN:02410695), who qualifies

for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 05th August, 2017, not liable to retire by rotation."

8. To re-appoint Mr.V.Vijay Shankar (DIN:00015366) as Managing Director of the Company.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 read with Schedule V of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) and Articles of Association of the Company, and subject to necessary approvals to be obtained from the Central Government if required, approval be and is hereby accorded, to the re-appointment of Mr.V.Vijay Shankar(DIN:00015366) as Managing Director of the Company, for further period of three years with effect from 11th May, 2017 to 10th May, 2020 upon the terms and conditions including remuneration as set out below and in the Agreement to be entered into between the Company and Mr.V.Vijay Shankar in this regard, with liberty to the Board of Directors to alter and vary any such terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr.V.Vijay Shankar."

I) Remuneration:

- a) Basic salary:Rs.3,60,000/-p.m.
- b) House Rent Allowance (HRA):Rs.1,40,000/-p.m.(in case the Company provides leased accommodation, the differential amount between cost of leased accommodation and the HRA will be paid as Special Allowance).
- c) Special Allowance (including Medical Allowances and reimbursement if any):Rs.1,36,000/-p.m.
- d) Provident Fund (PF): The Company will contribute 12% of Basic Salary towards PF as per the extant laws. (In case the Company does not contribute or is not required to contribute as per the extant laws, such PF equivalent amount will be paid as Special Allowance).
- e) Leave Travel Assistance (LTA): LTA not exceeding Rs.3,52,000/- in a financial year. This will be paid at the time of the Annual Leave and subject to the LTA Rules of the Company. (In case the same is not availed or partially availed by the Managerial Person, equivalent amount of such non-availed portion of LTA will be paid as Special Allowance).
- f) Performances pay aggregating Rs.45,00,000/-per annum.for the first two years (which comprises of

Fixed component of Rs.25,00,000/- and Variable component of Rs.20,00,000/-) at the end of every completed year of service.

- g) Performances pay aggregating Rs.1,20,00,000/- for the third year (which comprises of Fixed component of Rs.25,00,000/-, Variable component of Rs.20,00,000/- and One-time bonus of Rs.75,00,000/- payable upon the Company's achievement of set target by 2020) at the end of that year.
- h) The aforesaid Variable component of Performance pay, as specified in the aforesaid clause (f) and (g) above shall be subject to the appraisal of the performance by the Board of Directors of the Company during the aforesaid term of office.
- i) The aforesaid the onetime bonus, as specified in the aforesaid clause (g) above shall be payable upon Company's achievement of set targets for the financial year 2019-20, as more specifically described in the agreement to be entered into between the Managing Director and the Company.
- j) Further, in case of early termination of the agreement with the Managing Director, the Board of Directors may consider paying the remaining unpaid fixed pay component of the aforesaid Performance pay, on pro-rata basis or otherwise, as it may deem fit and proper.
- k) Mediclaim Insurance coverage shall be provided to Mr.V.Vijay Shankar and his spouse, children and dependent parents as per the rules of the Company.
- l) Personal Accident Insurance: Coverage shall be provided to Mr.V.Vijay Shankar, under the Company's Group Personal Accident Policy.
- m) Club Fees: Annual/Monthly club subscription fees payable subject to maximum of two clubs.

II) Others:

- a) The Company will provide to the Managing Director, for the performance of his official duties, the following as per the applicable rules of the Company, the costs of which to the Company shall not form part of his remuneration.
 - i) A chauffeur driven Car.
 - ii) Telephone connection including appropriate instrument at his residence.
 - iii) One or more mobile phone connections including appropriate handsets.
 - iv) Reimbursement of club bills and business development expenses.
- b) The Managing Director shall be entitled to leave(s), on such terms as may be applicable to him as per the Rules of the Company, during his aforementioned term of office.
- c) The Managing Director shall also be entitled to the benefits or equity shares or stock options, granted or to be granted under various Employee Stock Option scheme(s) of the Company, during his aforementioned term of office.

III) Minimum Remuneration:

If in any financial year during his aforesaid term of office as such, the Company has no profits as computed in accordance with Section 198 of the Companies Act 2013, or such profits are inadequate, Mr.V.Vijay Shankar shall be paid the above remuneration as Minimum Remuneration in accordance with the allowable limits under Schedule V to the said Act.

“RESOLVED FURTHER THAT the aforesaid constituents of Remuneration may be interchangeable within the overall ceiling specified above.”

“RESOLVED FURTHER THAT the Board of Directors / Nominations and Remuneration Committee be and is hereby authorised to alter and vary any such terms and conditions of the said appointment and remuneration or revise the remuneration in such manner as may be acceptable to, between the Board and Mr.V.Vijay Shankar, subject to the same not exceeding limit or ceiling specified in Schedule V to the Companies Act, 2013 (or any statutory modifications or re-enactment thereof) and the agreement entered into, if any, between the Company and Mr.V.Vijay Shankar shall be suitably amended to give effect to such modification, relaxation or variation.”

“RESOLVED FURTHER THAT the terms of re-appointment between the Company and Mr.V.Vijay Shankar shall carry a condition that it may be terminated by either party by giving to the other party three months notice in writing and an Agreement shall be entered into between Mr.V.Vijay Shankar and the Company covering all the aspects as spelt out in this resolution and it shall be binding on both the parties.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take such steps including acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

9. To change the name of the Company to “NACL Industries Limited”.

To consider and if thought fit, to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force) and subject to the approval of the Central Government and other necessary approvals, consents, permissions and sanctions, required, if any, in this regard from any appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by statutory authorities, consent of the members be and is hereby given for changing the name of the company from “Nagarjuna Agrichem Limited” to “NACL Industries Limited” or any other name as may be approved by the statutory authorities, whether

under the Companies Act, 2013 or any other rules, laws, acts, statutes or regulations as may be applicable to the Company.”

“RESOLVED FURTHER THAT the Name Clause, being Clause I, in the Memorandum of Association of the Company be altered accordingly.”

“RESOLVED FURTHER THAT in terms of Section 14 of the Companies Act, 2013, the Articles of Association of the Company be altered by deleting the existing name “Nagarjuna Agrichem Limited” wherever appearing and substituting it with “NACL Industries Limited”.

“RESOLVED FURTHER THAT post aforesaid approvals, the name “Nagarjuna Agrichem Limited” wherever occurs in any documents and papers of the Company be substituted by the name “NACL Industries Limited.”

“RESOLVED FURTHER THAT the Board or any Committee thereof be and is hereby authorised to accept any other name approved by the relevant statutory authorities and seek approval for the change in the name of the Company accordingly without any further reference to the members for their approval.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorized to make necessary application(s) and to sign, execute and file all such forms, papers and documents as may be considered necessary or expedient including appointing attorneys or authorized representatives under appropriate Letter(s) of Authority to appear before the office of the Registrar of Companies / Ministry of Corporate Affairs, and other regulatory authorities, as may be applicable, for making application to give effect to the above resolution and to file required documents and information to the Stock Exchanges and such other authority(s) as may be required from time to time and to do all such acts, deeds and things as may be required in this connection.”

By order of the Board

Satish Kumar Subudhi

Company Secretary & Head-Legal
(FCS-9085)

Place : Hyderabad
Date : 03rd July, 2017

REGISTERED OFFICE:

CIN:L24219TG1986PLC016607
Plot No.12-A, “C” Block, Lakshmi Towers,
No.8-2-248/1/7/78, Nagarjuna Hills, Punjagutta,
Hyderabad-500082, Telangana State.
Ph.040-33605123
e-mail: cs-nacl@nagarjunaagrchem.com
Website:www.nagarjunaagrchem.com

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) **Explanatory Statement:**
The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, ("Act") relating to the Special Business items is given below and forms part hereof.
- 4) **Director proposed to be appointed/re-appointed:**
Details of Directors retiring by rotation or seeking appointment /re-appointment at the ensuing Meeting are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).
- 5) **Book Closure:**
 - a) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 29th July, 2017 to Saturday, 05th August, 2017 (both days inclusive).
 - b) **Dividend:**
The dividend on Equity Shares for the financial year 2016-17, will be paid after declaration by the members:
 - i) in respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company on 28th July, 2017, after giving effect to all valid share transfer documents lodged with the Company/ its RTA on or before 28th July, 2017.
 - ii) in respect of shares held in electronic form, to those beneficial owners whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited(CDSL) as at the end of 28th July, 2017.
- 6) **Unclaimed Dividend and Transfer of shares to IEPF:**
 - a) The Members are hereby informed that the Company would transfer the dividends, which remains unpaid/unclaimed for a period of 7 (seven) years, to the Investors Education and Protection Fund (IEPF) constituted by the Central Government under Section 125 of the Companies Act, 2013.
 - b) The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2008-09, from time to time to the IEPF. Members may please refer to "Corporate Governance Report" (forms part hereof) for details of unclaimed dividend amount credited to IEPF account during the year 2016-17. Further the Company shall not entertain the claims of the Shareholders for the unclaimed dividends which have been transferred to IEPF.
 - c) In view of the above, the Shareholders are advised to send their requests for payment of unpaid dividend pertaining to the years 2009-10 (final dividend) to 2015-16 (final dividend) to the Share Transfer Agent (RTA) office or to the Registered Office of the Company at Hyderabad for issue of cheques/ demand drafts before the due dates for transfer to the IEPF. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on 19th September, 2016 (i.e date of previous Annual General Meeting) on the website of the Company www.nagarjunaagrichem.com and also on the website of Ministry of Corporate Affairs.
 - d) Members may please refer to "Corporate Governance Report" (forms part hereof) for details of unclaimed dividend amount credited to IEPF account during the year 2016-17.
 - e) **Transfer of Shares to IEPF Suspense Account:**
Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a Company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provision of the Act read with the Investor Education and Protection fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already initiated necessary action for transfer of all shares in respect of which dividend declared for the financial year 2009-10, has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised to visit the website www.nagarjunaagrichem.com to ascertain details of shares liable for transfer in the name of IEPF authority.

- f) Members/claimants whose shares, unclaimed dividends, etc., have been transferred to the IEPF demat account or the fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time. The Members/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

7) Members Nomination:

- a) Members are advised to avail themselves of nomination facility as per the Section 72 of the Companies Act, 2013. Facility for making nomination is available for the Members in respect of the shares held by them.
- b) Members holding shares and who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. Further, a Member who desires to cancel the earlier nomination and record fresh nomination may submit the same in Form No. SH-14. Both the Forms for "Nominations" and "Cancellation or Variation of Nomination can be availed from the RTA or can be downloaded from the Company's website.
- c) Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents (RTA). The members holding shares dematerialized form are requested to file the Nomination/Cancellation or Variation in Nomination forms with their respective Depository Participants in prescribed form.
- c) The Ministry of Corporate Affairs, Government of India has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its Members. To support this Green Initiative of the Government, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses by submitting the e-mail Registrations Form attached with this Annual Report.
- d) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
- e) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA of the Company for assistance in this regard.

8) Corporate Members:

Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representatives for voting purpose and to attend at the Annual General Meeting (AGM).

9) Important Communication to Members:

- a) All communications relating to the shares may be addressed to our Share Transfer Agent (RTA) Office i.e.,
M/s. XL Softech Systems Limited,
(Unit: Nagarjuna Agrichem Limited) No.3,
Sagar Society, Road No.2, Banjara Hills,
Hyderabad-500034, TS
Telephone No: 040-23545913 /914/915;
Fax No.040-23553214,
e-mail ID:xlfield@gmail.com
- b) The members may please visit the Company's Website:
www.nagarjunaagrchem.com to find more information about the Company.
- f) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
- g) Electronic copy of the Annual Report for 2016-17 is being sent to all members whose email addresses are registered with the Company/Depository Participants for communication purposes, unless any members has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 are being sent in the permitted mode.
- h) **Updation member details:** The format of the Register of members prescribed by the Ministry of

Corporate Affairs under the Companies Act, 2013 requires the Company/Registrar and Share Transfer Agent to record additional details of members, including email address, bank details for payment of dividend etc. In this regard, a form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit their filled in form to the Company or the Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

- i) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its RTA

10) NSE Listing and Listing Fees:

The members may note that the Company’s equity shares has been listed with National Stock Exchange of India Limited (NSE) and the trading on the bourses has commenced with effect from 7th April, 2017. The Company has paid the Listing Fees for the year 2017-18 to BSE Limited (BSE) and NSE, the Stock Exchange(s) where the Company’s shares are listed.

11) Members are requested to:

- a) send their queries, if any, to reach the Company’s Registered Office at Hyderabad at least 7 days before the date of the Meeting so that information can be made available at the Meeting.
- b) bring their copy of the Annual Report and Attendance Slip with them to the Meeting.
- c) to bring their DPID and Client ID numbers for easy identification of attendance at the venue of AGM, who hold shares in dematerialized form;
- d) send their e-mail address to the Company/RTA for prompt communication.
- e) to quote their Regd. Folio Number or DP and Client ID Numbers in all their correspondence with the Company/RTA.

12) 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 and to facilitate the members, the Company is providing e-voting, besides the polling process to be conducted at the AGM venue.

The members are requested to opt any one mode of voting i.e., either through e-voting or through polling process to be conducted at the AGM. 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 AGM 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 Requirement) Regulations, 2015, the Company is providing Members facility to exercise their right to vote 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 “NAGARJUNA AGRICHEM 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 Nagarjuna Agrichem 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 or 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](https://www.evotingindia.com) and register themselves as Corporate. After receiving the 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 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, you 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 investors@nagarjunaagrichem.com

- II. The e-voting period begins on 02nd August, 2017 (10.00 a.m) and ends on 04th August, 2017(5.00 p.m.). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as of 28th July, 2017 (i.e., the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- III. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help Section or write an email to helpdesk.evoting@cdslindia.com or investors@nagarjunaagrchem.com
- IV. 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 28th July, 2017.
- V. Mr. C. K. Burma, Practicing Company Secretary (Membership No:FCS 9566), Proprietor of M/s. C. K. Burma & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman/Managing Director of the Company.

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 Annual General Meeting venue, to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- II. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.nagarjunaagrchem.com and be communicated to the Stock Exchanges where the Company's shares are listed, i.e., BSE and NSE, stock exchanges where the Companies share are listed.
- 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@nagarjunaagrchem.com; Website: www.nagarjunaagrchem.com

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS ITEMS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.5:

The Board of Director of the Company, on recommendation of the Audit Committee, has approved the appointment of the Cost Auditors namely M/s K. Narasimha Murthy & Co., (Registration No.4042), Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2017, at a remuneration of Rs.4,25,000/- plus applicable taxes and out-of-pocket expenses incurred in connection with the Cost Audit.

In accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rule 14 of Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors has to be approved and ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018. The Board commends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No.6:

Mr. R.S.Nanda (DIN00008255) was appointed as an Additional Director with effect from 27th May, 2017 in accordance with the provisions of Section 161 of the Act read with Article 131 of the Articles of Association of the Company. Pursuant to Section 161 of the Act, the above Director holds office up to the date of the ensuing Annual General Meeting. In this regard, the Company has received request in writing from a member of the company proposing Mr.R.S.Nanda candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Act.

Mr. R.S.Nanda being eligible, offers himself to be appointed as an Independent Director of the Company for a period of five years with effect from 05th August, 2017 in terms of Section 149 of the Act, and other applicable legal provisions, which inter-alia stipulates the criteria of independence should a Company proposes to appoint an Independent Director on its Board. Accordingly, the Board of Directors in its meeting held on 27th May, 2017 has accorded its approval for the aforesaid appointment of Mr. Nanda as an Independent Director and recommended to the Shareholders for approval.

The Company has received consent from Mr.R.S.Nanda in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms

of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164(2) of the Act; and (iii) declaration to the effect that he meets the criteria of Independence as provided in Section 149 of the Act and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (“Listing Regulations”).

The Board of Directors of your Company are of the opinion that Mr.Nanda fulfills the conditions specified in the Act and the Rules made there under and eligible to be appointed as Independent Director pursuant to the provisions of section 149 of the Act and Listing Regulations. The Board of Director of your Company is also of the opinion that Mr. Nanda is Independent of the management of the Company. The said appointment of Mr.Nanda shall be effective upon approval of the Shareholders in the ensuing Annual General Meeting.

Brief resume of Mr.R.S.Nanda, nature of his expertise in specific functional areas and names of Companies in which he holds Directorships and Memberships/ Chairmanships of Board Committees, shareholdings and relationships between Directors inter-se as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standards on General meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”) are provided in the provided in the “Annexure” to this Notice. Keeping in view of his expertise and knowledge, it will be in the interest of the Company that he will be appointed as an Independent Director of the Company.

This Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

A copy of the draft letter of appointment of Mr.Nanda as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days up to the date of Annual General Meeting.

The Board seeks approval of the members for the appointment of Mr.R.S.Nanda as Independent Director of the Company for five consecutive years effective 05th August, 2017 pursuant to section 149 and other applicable provisions of the Act, Rules made there under read with Listing Regulations and that he shall not be liable to retire by rotation.

Save and except Mr.R.S.Nanda and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at the Item No.6 of the Notice.

Item No.7:

Pursuant to the section 149 of the Act, and other applicable legal provisions, Mr.Sudhakar Kudva (DIN:02410695) is eligible to be appointed as an Independent Director of the

Company. Accordingly, the Board of Directors in its meeting held on 27th May, 2017 has accorded its approval to appoint Mr. Sudhakar Kudva as an Independent Director for a period of five years with effect from 05th August, 2017 in terms of said provisions which inter alia stipulates the meeting of criteria of independence should a Company proposes to appoint an Independent Director on its Board. The said appointment of Mr.Sudhakar Kudva (DIN:02410695) shall be effective upon approval of the Shareholders in the ensuing Annual General Meeting.

The Company has received a declaration from Mr.Sudhakar Kudva that he meets the criteria of independence as prescribed both under Section 149 of the Act and under Listing Regulations. In the opinion of the Board, Mr.Sudhakar Kudva has fulfilled the conditions for his appointment as an Independent Director as specified in the Act and Rules made thereunder and as per the Listing Regulations. Mr.Sudhakar Kudva is independent of the management and possesses appropriate skills, experience and knowledge.

In terms of section 149 and other applicable provisions of the Act and Listing Regulations Mr. Kudva being eligible and offers himself for appointment, is proposed to be appointed as an Independent Director of the Company for five consecutive years effective 05th August, 2017. A Notice, in terms of Section 160 of the Act, has been received from a Member along with the deposit of requisite amount proposing Mr. Kudva’s candidature for the office of Independent Director of the Company.

Mr.Kudva is having wide and rich experience in the senior positions in India and abroad. His areas of experience include Accounting, Financial Management, Treasury Management and General Management.The industry spectrum of his experience includes the sectors covering International Trading and Contracting, Financial Services, Manufacturing of alloy and carbon steel, seamless tubes, Mining, Port operations and Logistics. Keeping in view of his expertise and knowledge, it will be in the interest of the Company that he will be appointed as an Independent Director.

Brief resume of Mr.Sudhakar Kudva, nature of his expertise in specific functional areas and names of companies in which he holds Directorships and Memberships/ Chairmanships of Board Committees, shareholdings and relationships between Directors inter-se as stipulated under Regulation 36(3) of Listing Regulations and Secretarial Standards on General meetings (“SS-2”) issued by the Institute of Chartered Secretaries of India are provided in the “Annexure” to this Notice.

This Statement may also be regarded as an appropriate disclosure under the Listing Regulations.

A copy of the draft letter of appointment of Mr.Kudva as an Independent Director setting out the terms and conditions is available for inspection at the registered office of the Company during normal business hours on all working days up to the date of Annual General Meeting.

Save and except Mr.Sudhakar Kudva and his relatives, to the extent of their shareholding interest, if any, in the Company,

none of the other Directors/Key managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at the Item No.7 of the Notice.

Item No.8:

Mr.V.Vijay Shankar (DIN:00015366) was appointed as the Managing Director of the Company for a period of three (3) years commencing from 11th May, 2011 vide necessary resolutions passed by the Shareholders in their 24th Annual General Meeting held on 12th August, 2011 and subsequently for a period of 3 years commencing 10th May, 2014 vide necessary resolution passed by the Shareholders in their 27th Annual General Meeting held on 09th August, 2014. As the said tenure expired on 10th May, 2017, the Board of Directors of the Company (the "Board"), accordingly, in its Meeting held on 03rd February, 2017 has, subject to the approval of Members, re-appointed Mr.V.Vijay Shankar, as the Managing Director of the Company, for a further period of 3 (three) years with effect from 11th May, 2017, at the remuneration recommended by the Nomination and Remuneration Committee and approved by the Board.

It is proposed to seek the Members approval for the said re-appointment and remuneration payable to Mr.V.Vijay Shankar, as Managing Director, in terms of the applicable provisions of the Act.

Further, considering his notable contributions, more particularly during the challenging times and the prevailing managerial remuneration in the Industry, it is also proposed to revise his remuneration, the details of which set out in the resolution at item No.9 of the Notice. The total remuneration is within the prescribed limits specified in Schedule V of the Act . Mr.V.Vijay Shankar satisfy all the conditions set out in Part-I of Schedule V of the Act as also conditions set out under sub-section (3) of the Section 196 of the Act for being eligible for re-appointment.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr.V.Vijay Shankar, under Section 190 of the Act

Mr.Vijay Shankar is a Chartered Accountant and has wide experience in various Chemical Industries and extensive experience in Fertilizers & Agri and Automobile sectors over more than three decades through his association in Zuari – Chambal, Nagarjuna and Mahindra & Mahindra Groups. His last assignment was with Zuari Group.

Brief resume of Mr.V.Vijay Shankar, nature of his expertise in specific functional areas, names of companies in which he holds Directorships and Memberships / Chairmanships of Board Committees, shareholding and relationships amongst Directors inter-se as stipulated under SEBI's Listing Regulations, are provided provided in the "Annexure" to this Notice and in the Corporate Governance Report forming part of this Annual Report.

Save and except Mr.V.Vijay Shankar himself and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors/Key managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at the Item No.8 of the Notice.

Item No.9

Considering the Company's interest to create its own identity in view of the ownership and business being separate and different from the rest other Companies in the Nagarjuna Group, the Board of Directors of the Company thought fit and proper to change the name of the Company.

In this regard, the name "NACL Industries Limited" has been duly approved and made available for changing the name, by the Registrar of Companies, Central Registration Centre, Ministry of Corporate Affairs (MCA), New Delhi and Haryana vide its name approval letter dated 28th June, 2017 which is valid for 60 days.

It is proposed to seek the Members approval for the change of name of the Company, in terms of the applicable provisions of the Act. As per the applicable provisions of the Act, and amendments to the Memorandum and Articles of Associations require the approval by a special resolution of the shareholders in the General Meeting.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company. All existing share certificates bearing the current name of the Company will, after the change of name, continue to be valid for all purposes.

As the change in name of the Company requires approval of the Shareholders by way of special resolution, the Board commends the resolution set forth at item No.9 for the approval of the members.

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.9 of the Notice.

By order of the Board

Satish Kumar Subudhi

Company Secretary & Head-Legal
(FCS-9085)

Place : Hyderabad

Date : 03rd July, 2017

Registered Office:

CIN: L24219TG1986PLC016607

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

Ph.040-33605123

e-mail : cs-nacl@nagarjunaagrichem.com

Website : www.nagarjunaagrichem.com

ANNEXURE TO NOTICE

Details of Directors seeking appointment/re-appointment at the AGM

(pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meetings)

Name of the Director	Mr.N.Vijayaraghavan	Mr. Ranvir Sain Nanda
Directors Identification Number (DIN)	02491073	00008255
Date of Birth, Age	22-07-1949, 68 years	04-03-1944 , 73 years
Date of Appointment	16 th September, 2008	27 th May, 2017
Qualifications	B.Tech (Metallurgy), PGDBM from IIM-A	B.Sc., Engg. (Mech.)
Brief Profile including expertise in specific functional areas	He has over 39 years of wide corporate experience. He worked in various senior positions in wide industry spectrum of Companies like L&T, ITW Signode, Nagarjuna Fertilisers and Chemicals Limited and Sterlite Industries. His experiences include various manufacturing fields, marketing and general management.	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.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.
Terms and conditions of appointment/re-appointment	Appointed as Non-Executive Director, liable to retire by rotation.	As per the resolution at item no.6 of the Notice convening Annual General Meeting on 05 th August, 2017 read with explanatory statement thereto, Mr.Nanda is proposed to be appointed as an Independent Director not liable to retire by rotation.
Details of remuneration last drawn during FY 2016-17)	Rs.29.25 lakhs**(includes consultancy fees and sitting fees)	Not applicable
No. of Board Meetings attended during the year	3 (three)	Not applicable
Relationship between Directors inter-se	Nil	Nil
No. of Shares held in the Company (a) own (b) for other persons on a beneficial interest	Nil	Nil
List of other Companies in which Directorship held as on 31 st March, 2017 (excluding Foreign, Private and Section 8 Companies). ##	Nil	Nil
Chairperson/Member of the Mandatory Committees of the Board of the other Companies on which he is a Director as on 31 st March, 2017.##	Nil	Nil

Name of the Director	Mr.Sudhakar Kudva	Mr.V.Vijay Shankar
Directors Identification Number (DIN)	02410695	00015366
Date of Birth / Age	05-12-1950, 66 years	17-11-1956, 61 years
Date of Appointment	16 th September, 2008	11 th May, 2011
Qualifications	B.Com. (Hons), F.C.A.	F.C.A.
Expertise in specific functional areas	Mr. Sudhakar Kudva, a Chartered Accountant, has over 38 years of work experience in India and abroad in a wide range of industries including the Lakshmi Mittal Group. (in Arcelor Mittal Ltd., as Executive Director-Commercial). His areas of expertise are Finance, Treasury and General Management.	He has over 34 years experience in large Organizations at Senior levels. He has extensive experience in General Management with special emphasis on Strategic, Finance and Commercial functions.
Terms and conditions of appointment/re-appointment	As per the resolution at item no.7 of the Notice convening Annual General Meeting on 05 th August, 2017 read with explanatory statement thereto, Mr.Sudhakar Kudva proposed to be appointed as an Independent Director of the Company, not liable to retire by rotation.	Refer item no.8 of the notice convening Annual General Meeting on 05 th August, 2017 read with explanatory statement thereto, Mr.Vijay Shankar re-appointed as Managing Director for further period of three years.
Details of remuneration last drawn (during FY-2016-17)	Rs.1.20 lakhs**	Rs.80.68 lakhs
No. of Board Meetings attended during the year	4 (four)	4 (four)
Relationship between Directors inter-se	Nil	Nil
No. of Shares held in the Company (a) own (b) for other persons on a beneficial interest	Nil	38,981 Equity shares of Rs.1/-each (held together with spouse). However, he has nil shareholding at the time of joining.
List of other Companies in which Directorship held as on 31 st March, 2017 (excluding Foreign, Private and Section 8 Companies). ##	Bhagiradha Chemicals & Industries Limited	Nil
Chairperson/Member of the Mandatory Committees of the Board of the other Companies on which he is a Director as on 31 st March, 2017. ##	a) Audit Committee as Chairman b) Stakeholder Relationship Committee as a Member c) Nomination & Remuneration Committee— as a Member	Nil

** Sitting fees paid for attending the Board and Committee(s) Meetings held during the FY 2016-17

Directorship and committee memberships in Nagarjuna Agrichem Limited are not included in the aforesaid disclosure. Also directorship in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committee and Stakeholder Relationship Committees of only public Companies have been included in the aforesaid table. The details pertains to the financial year ended 31st March, 2017.



NAGARJUNA AGRICHEM LIMITED

Corporate Identity No.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

Tel. No. 040-33605123/124 Fax No. 040-23350234

Email address: investors@nagarjunaagrichem.com Website: www.nagarjunaagrichem.com

FORM NO. MGT-11

PROXY FORM

(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) of shares of the above named Company, hereby appoint

1. Name :

Address :

E-mail Id :

Signature :or failing him

2. Name :

Address :

E-mail Id :

Signature :or failing him

3. Name :

Address :

E-mail Id :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the Company held at 03.00 p.m. on Saturday, 05th August, 2017 at Katriya Hotel, No.8,Raj Bhavan Road, Somajiguda, Hyderabad-500082, 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)
Ordinary Business:				
1.	To receive, consider and adopt the audited Profit and Loss Account for the year ended 31 st March, 2017, the Balance Sheet as on that date and the Cash Flow Statements (including the consolidated financial statements) for the year ended on that date and the Reports of Directors and Auditors thereon.			
2.	To declare dividend on equity shares for the financial year ended 31 st March, 2017.			
3.	To appoint a Director in place of Mr.N.Vijayaraghavan (DIN:02491073) who retires by rotation and being eligible, offers himself for re-appointment.			
4.	To appoint auditors of the Company and to fix their remuneration.			
Special Business:				
5.	To ratify the remuneration of M/s K.Narasimha Murthy & Co., Cost Auditors of the Company.			
6.	Appointment of Mr.R.S.Nanda (DIN00008255), as an Independent Director			
7.	To appoint Mr.Sudhakar Kudva (DIN:02410695) as an Independent Director:			
8.	To re-appoint Mr.V.Vijay Shankar (DIN:00015366) as Managing Director of the Company			
9.	To change the name of the Company to "NACL Industries Limited".			

Signed thisday of August, 2017

Signature of Shareholder

Signature of Proxy holder(s)



Note: 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.



NAGARJUNA AGRICHEM LIMITED

Corporate Identity No.L24219TG1986PLC016607

Registered Office: Plot No.12-A "C" Block, Lakshmi Towers,

No.8-2-248/1/7/78, Nagarjuna Hills, Panjagutta,

Hyderbad-500082, Telangana State, INDIA

Tel. No. 040-33605123/124 Fax No. 040-23350234

Email address: investors@nagarjunaagrichem.com Website: www.nagarjunaagrichem.com

Please fill up this Attendance slip and hand it over at the entrance of the Meeting hall. Please also bring your copy of the enclosed annual report.

ATTENDANCE SLIP

I hereby by record my presence at the 30th Annual General Meeting of the Company held at 03.00 p.m. on Saturday, 05th August, 2017 at Katriya Hotel, No.8,Raj Bhavan Road, Somajiguda, Hyderabad-500082, Telangana State India.

REGD. FOLIO NO/ CLIENT ID

NO.OF SHARES

Name of the Share holder (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 .

