



NACL Industries Limited

CIN: L24219TG1986PLC016607

Registered Office: Plot No.12-A, "C" Block, Lakshmi Towers, No.8-2-248/1/778, Nagarjuna Hills, Panjagutta, Hyderabad-500082, Telangana State, India
Phone: 040-24405100; e-mail: investors@naclind.com; Website: www.naclind.com

Recommendations of the Committee of Independent Directors ("IDC") constituted by the Board of Directors of M/s. NACL Industries Limited ("Target Company") on the Open Offer made by M/s. Coromandel International Limited ("Acquirer") to the public shareholders of the Target Company under Regulation 26(7) of Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("SEBI (SAST) Regulations")

1	Date :	July 28, 2025
2	Name of the Target Company (TC) :	NACL Industries Limited
3	Details of the Offer pertaining to TC :	Open Offer for acquisition of up to 52,462,320 fully paid-up equity shares of face value of ₹ 1 each ("Equity Shares"), representing 26.00% (twenty six percent) of the Voting Share Capital of Target Company from the public shareholders of the Target Company pursuant to and in compliance with the requirements of the SEBI (SAST) Regulations. Offer Price: Rs.76.70/- Mode of Payment: Cash Public Announcement dated March 12, 2025 (the "PA"), Detailed Public Statement dated March 19, 2025 which was published on March 20, 2025 (the "DPS"), Draft Letter of Offer dated March 27, 2025 (the "DLoF") and Corrigendum to Public Announcement, Detailed Public Statement and Draft Letter of Offer dated March 28, 2025 which was published on March 29, 2025 (the "Corrigendum") have been issued by JM Financial Limited ("Manager to Open Offer"), on behalf of the Acquirer.
4	Name(s) of the Acquirer and PAC with the Acquirer :	M/s. Coromandel International Limited ("Acquirer"). As stated by the Acquirer in the Draft Letter of Offer, there are no persons acting in concert with the Acquirer in relation to the Open Offer.
5	Name of the Manager to the offer :	JM Financial Limited Address: 7th Floor, Cnergy, Appasaheb Marathe Marg, Prabhadevi, Mumbai – 400 025, India. Tel: +91 22 6630 3030 Fax: +91 22 6630 3330 E-mail: naclopenoffer@jmf.com Website: www.jmf.com Contact person: Ms. Prachee Dhuri SEBI registration no.: INM000010361
6	Members of the Committee of Independent Directors :	a) Mr. Sudhakar Kudva (DIN 02410695) – Chairman b) Mr. Ram Krishna Mudholkar (DIN 00012850) – Member c) Mr. Santanu Mukherjee (DIN 07716452)– Member d) Mr. N Sambasiva Rao (DIN 06400663) – Member e) Ms. Veni Mocherla (DIN 08082163) – Member f) Dr. M. Lakshmi Kantham (DIN 07831607)– Member
7	IDC Member's relationship with the TC (Director, Equity shares owned, any other contract / relationship), if any :	a) All the members of the IDC are Non-Executive Independent Directors on the Board of Directors of the Target Company. b) None of the members of IDC hold any equity shares in the Target Company. c) Except as mentioned below, none of the members of the IDC have entered into any contract or have any relationship with the Target Company: i. Mr. Santanu Mukherjee is the Chairman of the Audit committee, Nomination and Remuneration Committee and Banking Committee. ii. Mr. Sudhakar Kudva is the Chairman of Stakeholders Relationship Committee, CSR Committee and Risk Management Committee. He is also a member of Nomination and Remuneration Committee, Audit Committee and Banking Committee. iii. Mr. N Sambasiva Rao is the member of Audit Committee. iv. Ms. Veni Mocherla is the member of CSR Committee.
8	Trading in the Equity shares/other securities of the Target Company by IDC Members :	No members of the IDC have traded in any of the equity shares/ securities of the Target Company (i)during the 12-month period preceding the date of the PA; and (ii) during the period from the date of the PA and till the date of this recommendation.
9	IDC Member's relationship with the Acquirer (Director, Equity shares owned, any other contract / relationship), if any :	None of the members of IDC: a) are Directors on the Board of the Acquirer; b) holds any equity shares or other securities of the Acquirer; and c) have any contracts/ relationship with the Acquirer.
10	Trading in the Equity shares/other securities of the Acquirer by IDC Members :	None of the members of the IDC have traded in any of the equity shares/ securities of the Acquirer during the: a) 12 months period preceding the date of the PA; and b) period from the date of the PA and till the date of this recommendation.
11	Recommendation on the Open offer, as to whether the offer is fair and reasonable :	The IDC has perused the PA, DPS, DLoF, and the Corrigendum issued by JM Financial Limited on behalf of the Acquirer, the members of the IDC believe that the offer is fair and reasonable and in line with the SEBI (SAST) Regulations. However, the public shareholders of the Target Company are advised to independently evaluate the Open Offer and make informed decision about whether or not to tender their shares in the Open Offer. Further, members of the IDC confirm that the Target Company has not received any complaint from the public shareholders regarding the Open Offer process, valuation price or valuation method.
12	Summary of reasons for recommendation (IDC may also invite attention to any other place, e.g. company's website, where its detailed recommendations along with written advice of the independent adviser, if any can be seen by the shareholder) :	The IDC has reviewed the PA, DPS, the DLoF and the Corrigendum issued / submitted by JM Financial Limited for and on behalf of the Acquirer and believe that the Offer Price of Rs. 76.70 per fully paid up Equity Share ("Offer Price") offered by the Acquirer (being the highest price prescribed) is in line with the SEBI (SAST) Regulations and prima facie appears to be fair and reasonable based on an independent valuation certificate dated July 28, 2025 issued by M/s. M.H.B & Associates, Chartered Accountants FRN: 140966W (Ms. Mamta Bhatia, Designated Partner, membership number: 114050). The Offer Price is higher than the volume-weighted average market price of the Target Company's equity shares for a period of 60 trading days immediately preceding the date of the PA as traded on stock exchange with maximum volume of trading [National Stock Exchange of India Limited (NSE)] i.e. Rs. 65.30 per Equity Share. Further, the members of the IDC draw attention to the closing market price of the Equity Shares of the Target Company on NSE as on July 28, 2025 being Rs. 279.29 per Equity Share, which is higher than the Offer Price. Accordingly, the Public Shareholders of the Target Company are advised to independently evaluate the Offer and make informed decisions on whether or not to offer their shares in the Open Offer. This statement of recommendation will be available on the website of the Company at www.naclind.com
13	Disclosure of the voting pattern of the IDC Meeting :	The recommendations were unanimously approved by the members of the IDC present in the Meeting held on July 28, 2025.
14	Details of Independent Advisors, if any :	M/s. M.H.B & Associates, Chartered Accountants, Mumbai.
15	Any other matter(s) to be highlighted :	None

To the best of our knowledge and belief, after making proper enquiry, the information contained in or accompanying this statement is, in all material respect, true and correct and not misleading, whether by omission of any information or otherwise, and includes all the information required to be disclosed by the TC under the Takeover Code."

For and on behalf of the Committee of Independent Directors of M/s. NACL Industries Limited

Sd/-

Sudhakar Kudva
Chairman of the Committee of Independent Directors
(DIN 02410695)

Date : July 28, 2025
Place : Hyderabad