



NACL Industries Limited

(CIN: L24219TG1986PLC016607)

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

Phone: 040-24405100; e-mail: investors@nacl.murugappa.com; Website: www.naclind.com

NOTICE OF POSTAL BALLOT

[Pursuant to Sections 108 & 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

Dear Member,

NOTICE is hereby given to the Members of M/s. NACL Industries Limited ('the Company') pursuant to the provisions of Section 108, Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the 'Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') including any statutory amendment(s), modification(s), variation(s) or re-enactment(s) thereto, for the time being in force and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs ('MCA') for holding general meetings / conducting the process of postal ballot through remote e-voting vide General Circular Nos. 14/2020 dated April 08, 2020; 17/2020 dated April 13, 2020; 22/2020 dated June 15, 2020; 33/2020 dated September 28, 2020; 39/2020 dated December 31, 2020; 10/2021 dated June 23, 2021; 20/2021 dated December 08, 2021; 3/2022 dated May 5, 2022; 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025 including any other circular issued in this regard ('relevant Circulars'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Secretarial Standard-2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, that the Resolutions as set out in this Notice is proposed for consideration by the Members of the Company for passing by means of Postal Ballot by voting through electronic means only ('remote e-voting').

In compliance with the above-mentioned MCA Circulars, this Postal Ballot Notice (Notice) is being sent by NACL Industries Limited (the Company) only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent (RTA)/ Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The process for registration of email address is appended in the Notes to this Notice. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only be voted through the remote e-voting system. The Company has engaged in the services of Central Depository Securities Limited (CDSL) for the purpose of providing a remote e-voting facility for its members. The remote e-voting window shall remain open from 09:00 a.m. IST on Saturday, November 01, 2025, ends at 05:00 P.M. IST on Sunday, November 30, 2025, and the remote e-voting shall be disabled thereafter. Members are, therefore, requested to cast their votes on or before the above-mentioned date and time.

An Explanatory Statement, pursuant to Sections 102(1), 110 of the Act and the relevant information required under Regulation 36 of the SEBI Listing Regulations setting out all material facts relating to the resolutions mentioned in this Notice of Postal Ballot is annexed hereto.

Special Business:

Item No.1: To approve the appointment of Mr. Arun Alagappan (DIN: 00291361) as Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, 161 and other applicable provisions of the Companies Act, 2013, read with the rule 8, and 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendments, modifications, or re-enactments thereof, from time to time), in accordance with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable provisions of the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee. Mr. Arun Alagappan (DIN: 00291361), who was appointed by the Board of Directors as an Additional Director of the Company with effect from October 10, 2025, and who shall hold office up to the date of ensuing Annual General Meeting (“AGM”), and in respect of whom a valid notice in writing under Section 160(1) of the Companies Act has been received, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or any Committee of the Board/Person authorized by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.”

Item No.2: To approve the payment of Commission to Non-Executive Directors for a period of five years from FY 2025-26 to FY 2029-2030:

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

“RESOLVED THAT pursuant to the provisions of Section 197 and 198 read with all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory, modification, amendment, clarification, substitution or re-enactment thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for payment of commission, to the Non-Executive Directors of the Company (excluding the Managing Director and/or Whole-Time Directors), to be determined by the Board of Directors for each of such Non-Executive Director for each financial year and distributed between such Directors in such a manner as the Board of Directors may from time to time determine within the overall maximum limit of 1% (one percent) of the net profits of the Company in any financial year computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified by the Act from time to time in this regard and such payments shall be made in respect of the profits of the Company for a period of 5 (five) years commencing from the Financial Year 2025-26.”

RESOLVED FURTHER THAT in the event if, there are no profits or profits are inadequate, the Company shall pay to such Non-Executive Directors of the Company, the commission by way of remuneration in accordance with the limits specified in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the above remuneration shall be in addition to fees payable to such Non-Executive Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and the reimbursement of expenses for participation in the Board and other meetings.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or any Committee of the Board / Person authorized by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.”

Item No.3: Material Related Party Transaction(s) with the Holding Company M/s.Coromandel International Limited:

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

“RESOLVED THAT pursuant to the Regulation 2(1)(zc), 23 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the applicable provisions of the Companies Act, 2013 read with the related rules framed thereunder (including any statutory modification(s) or reenactment(s) thereof for the time being in force) and other applicable laws/statutory provisions, if any and subject to such approvals, consents, sanctions and permissions as may be necessary, pursuant to the recommendation/ approval of the Audit Committee and the Board of Directors of the Company, approval of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to enter into contract(s)/ arrangement(s)/ transaction(s) with related party comprising of purchases, sales, inter-corporate services including deputation services, lease, sub-lease of office space, assignment of trade mark, license or other similar rights, R&D Services, reimbursement of expenses and availing/rendering of any services including the providing and/or receiving of loans or letter of comfort or securities or making investments, or any other transactions of similar nature between Company and Coromandel International Limited, related party of the Company, for a period of one year from the date of approval by shareholders, and on such terms and conditions as may be agreed upon between the Company and or with Coromandel International Limited, as detailed in the Explanatory Statement annexed to this notice for an aggregate value not exceeding Rs 785 crores (Rupees Seven Hundred and Eighty Five crores only) and on such terms and conditions as the Board of Directors may deem fit, in the normal course of business and on arm’s length basis.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, as may be necessary and expedient, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental Authorities in this regard and deal with any matters, take necessary steps as it may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Director(s) (including any Committee thereof) or any other Officer(s)/Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors and/or any Committee of the Board / Person authorized by the Board be and is hereby authorised to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company.”

By order of the Board
for **NACL Industries Limited**
sd/-

Satish Kumar Subudhi
Sr. Vice President – Legal & Company Secretary
(FCS-9085)

Date: October 24, 2025
Place: Hyderabad

Notes:

Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 ('Act'), Secretarial Standards-2 ('SS-2'), SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 ('SEBI Listing Regulations') setting out the material facts and the reasons for the proposed Resolutions above, is annexed herewith for your consideration.

- 1) The Explanatory Statement, pursuant to Sections 102(1) and 110 of the Companies Act, 2013 (the Act), is annexed hereto. The relevant details of the persons seeking appointment under various categories, as required under Regulation 36(3) and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") are also annexed to the Notice.
- 2) This Postal Ballot Notice is being sent to the members whose names appear on the Register of Members / list of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') and whose email address is registered with the Company/RTA/Depository Participant(s), as on Monday, October 27, 2025 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions are restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
- 3) Members may note that the Notice of the Postal Ballot along with enclosure will be made available on the Company's website www.naclind.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL <https://www.evotingindia.com>.
- 4) The Board of Directors of the Company has appointed Mr.R.Sridharan of M/s. R Sridharan & Associates (M.No. F4775), as Scrutinizer to conduct the postal ballot e-voting process in a fair and transparent manner.
- 5) The voting shall commence on Saturday, November 01, 2025, at 09:00 A.M. (IST) and shall end on Sunday, November 30, 2025 at 05:00 P.M. (IST). During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently or cast the vote again.
- 6) The voting rights of the Members shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the Cut-Off Date.
- 7) The Scrutinizer, after scrutinizing the votes cast at the postal ballot voting process through e-voting, will, not later than two working days from the conclusion of the e- voting, make a Scrutinizer's report and submit the same to the Chairperson or a person authorized by her in writing. The results declared along with the Scrutinizer's Report shall be placed on the website of the Company www.naclind.com and on the website of CDSL. The results shall be simultaneously communicated to the Stock Exchanges.

- 8) The Resolution, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Sunday, November 30, 2025. Further, the resolutions passed by the members through the postal ballot are deemed to have been passed as if it were passed at a General Meeting of the Members. The aforesaid resolutions, if categorized as Special Resolutions, shall be deemed passed if more than 75% of the total valid votes cast are in favour of the respective resolution.
- 9) The vote in this Postal Ballot cannot be exercised through proxy.
- 10) The Company has engaged the services of M/s. Central Depository Services (India) Limited (CDSL) as the Agency to provide e-voting facility.

11) Instructions about Voting:

In compliance with Regulation 44 of the SEBI Listing Regulations and Section 108 of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant Circulars, the Company is pleased to provide facility of remote e-voting to enable its Members to cast their votes electronically in respect of the Resolutions as set out in this Postal Ballot Notice.

In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual Shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

a) Pursuant to above said SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi/Easiest facility can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi Tab. 2) After successful login the Easi/ Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see the e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, users will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will be opened. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select “Register Online for IDeAS Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will be opened. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see the e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nSDL.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

b) Information and Instructions for e-voting by Shareholders other than individuals holding shares of the Company in demat mode and all Shareholders holding shares of the Company in physical mode:

(i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none">• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on "SUBMIT" tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' 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 if company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the relevant EVSN for 'NACL Industries Limited' on which you choose to vote.
- (vi) 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.
- (vii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xi) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

c) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- It is mandatory that 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investors@naclind.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

d) Process for those shareholders whose email/mobile no. are not registered with the Company/ Depositories.

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

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

Item No.1:

The Board of Directors of the Company pursuant to the recommendations of the Nomination and Remuneration Committee (NRC), on October 10, 2025 appointed Mr. Arun Alagappan (DIN:00291361) as an Additional Director in terms of Section 161 of the Companies Act, 2013, and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Articles of Association of the Company.

Mr. Arun Alagappan is the Executive Chairman of the Coromandel International Limited. Mr. Arun Alagappan has completed his Graduation in Commerce from the University of Madras and has completed the 'Owner President/Management Program' from Harvard Business School.

Further details with respect to the profile and other relevant information are provided in Annexure I.

With regard to the subject appointment, Mr. Arun Alagappan has provided (i) consent 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 the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act and has not been debarred or disqualified from being appointed as Director of a Company by the SEBI, MCA or any other Statutory Authority. In terms of Section 161 of the Act, Mr. Arun Alagappan holds office up to the date of next Annual General Meeting of the Company. However, pursuant to Regulation 17 and 25 of the Listing Regulations, the Company is required to seek approval of shareholders for appointment of Mr. Arun Alagappan either at the next general meeting or within a period of three months from the date of appointment, whichever is earlier. Accordingly, approval of the Members is being sought by Postal Ballot for appointment of Mr. Arun Alagappan as Director of the Company liable to retire by rotation. The Board recommends this Ordinary resolution as set forth in Item No. 1 for the approval by the Members. The terms contained in the above resolutions shall constitute the written memorandum setting out the terms of appointment. Further a statement pursuant to Regulation 36(3) and other applicable provisions of the SEBI Listing Regulations is annexed herewith as Annexure I.

Save and except Mr. Arun Alagappan himself and his relatives, to the extent of their shareholding interest, if any, in 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 resolution set out at Item No. 1 of this Notice.

Item No.2:

In view of the enhanced Corporate Governance requirements under the Companies Act, 2013 ("the Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the role and responsibilities of the Board, and particularly those of the Non-Executive and Independent Directors, have evolved significantly, demanding greater time commitment, deeper engagement, and heightened oversight to ensure effective governance and strategic direction of the Company. Accordingly, Nomination and Remuneration Committee and the Board of Directors of the Company at their respective meetings held on Friday, 24th October 2025 approved and recommended for approval of the Members of the Company, remuneration by way of commission to each Non-Executive Directors (Excluding the Directors nominated from Coromandel International Limited and Executive Directors of NAACL Industries Limited) of the Company yearly.

Pursuant to Regulation 17(6) of the Listing Regulations, authorises the Board of Directors to recommend all fees and compensation, if any, paid to Non-Executive Directors, and the same would require approval of Members in General Meeting. The quantum of remuneration payable to all or some of the Non- Executive Directors shall be fixed and decided by the Board of Directors after considering the recommendations of the Nomination and Remuneration Committee, taking into consideration parameters such as attendance at Board and Committee meetings, contribution at or other than at meetings, etc. in accordance with the

directions given by the Board as prescribed under the Nomination and Remuneration Policy of the Company. Considering the rich experience and expertise brought to the Board by the Non- Executive Directors (excluding the Directors nominated from Coromandel International Limited and Executive Directors of NACL Industries Limited), it is proposed that commission not exceeding 1% of the net profits of the Company be payable as may be decided by the Board, in terms of Section 197 of the Act, computed in accordance with the provisions of Section 198 of the Act or such other percentage as may be specified from time to time and in the event there are no profits or profits are inadequate, the Company shall pay to the Non-Executive Directors of the Company the aforesaid commission subject to the limits specified under Schedule V to the Companies Act, 2013. It is proposed to pass the Special Resolution under Section 197 of the Act, enabling the payment of commission to Non-Executive Directors for a period of 5 (five) years commencing from the Financial Year 2025-26.

The aforesaid remuneration is exclusive of the fees payable to the Non-Executive Directors for attending the meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board of Directors and reimbursement of expenses for participation in the Board and other meetings. The Board recommends passing this Special Resolution as set out at Item No. 2 of this notice, for your approval.

Except, all the Non- Executive Directors of the Company to the extent of commission that may be received by them for the period of five years commencing from FY 2025-26 to FY 2029-30 including for the Financial Year 2025-26. 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. 2 of this Notice.

Item No. 3

In terms of Regulation 23 of the SEBI Listing Regulations, as amended, any transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with the previous transactions during a financial year, exceeds Rs. 1000 crore or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require prior approval of Members by means of an ordinary resolution. The said limits are applicable even if the transactions are in the ordinary course of business of the company concerned and at an arm's length basis.

The Regulation 2(1)(zc) of the Listing Regulations includes a transaction involving transfer of resources, services or obligations between (i) a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, as well as (ii) a listed entity or any of its subsidiaries on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit any related party of the listed entity or any of its subsidiaries, regardless of whether a price is charged or not.

NACL Industries Limited ("the Company") was incorporated on 11th November 1986 under the provisions of the erstwhile Companies Act, 1956. The Company is engaged in To manufacture, formulate, process, mine, import, export, purchase, market, sell, barter, carry on business, and otherwise deal in all kinds of synthetic and bio-organic pesticides, insecticides, acaricides, weedicides, herbicides, fungicides, nematicides, rodenticides, biological insecticides, bactericides, molluscicides, insect hormones, plant growth regulators and nutrients, anti-feed ants, anti-bacterial, repellents, attractants, chemosterilants, seed dressing materials, soil, seed and grain fumigants, industrial and agricultural chemicals, including technical pesticides and formulations, as well as raw materials, intermediates, derivatives, by-products, related compounds, and other similar products, whether in India or abroad and To act as representatives, distributors, traders, agents or brokers, whether sole or for a particular territory of any firm, Company or any other Organization whether in India or abroad and to appoint representatives, distributors, agents or brokers whether sole or for different territories of the goods produced imported or purchased by the Company on such terms and conditions as the Company.

The management has provided the Audit Committee of the Board ('Audit Committee') with the relevant details of various proposed RPTs as prescribed under SEBI circulars dated October 13, 2025 and June 26, 2025 including material terms and basis of pricing. All Independent Directors on the Audit Committee, after

reviewing the necessary information, have granted approval for entering into the RPTs with Coromandel International Limited ('CIL') for an aggregate value not exceeding Rs. 785 crores comprising Purchase, Sales, Inter Corporate Services including deputation services, sub lease of office space, assignment of trade mark, license or other similar rights, R&D Services, reimbursement of expenses and availing/rendering of any services including the receiving of loans or letter of comfort or securities or investments, or any other transactions of similar nature between CIL and Company in furtherance of the business.

The related party transactions are/will be in line with the Company's Policy on the Materiality of and Dealing with Related Party Transactions. The policy on Related Party Transactions is available on the company's website at <https://naclind.com/investors/>.

All transactions are in the ordinary course of business of the Company and on an arm's length basis and would be in conformity with the regulatory requirements.

The proposed transactions being material related party transactions requiring prior approval of the company in accordance with Regulation 23 of SEBI Listing Regulations, members may note that in terms of provisions of the SEBI Listing Regulations, all related parties shall not vote to approve the resolution.

In terms of SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025 dated October 13, 2025, the disclosures are to be made as per Industry Standards on related party transactions notified vide SEBI Circular No. Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025, due to the proposed value of the transactions. Accordingly, the necessary disclosures have been made in line with the circulars referred to above in Annexure II.

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. 3 of this Notice.

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

Sd/-

Date: October 24, 2025

Place: Hyderabad

Satish Kumar Subudhi

Sr. Vice President – Legal & Company Secretary
(FCS-9085)

ANNEXURE - I**Details of Director seeking appointment/ Re-appointment**

Pursuant to 36(3) of the SEBI Listing Regulations and Secretarial Standards - 2 on General Meeting)

Resolution No.	1
Name of the Director	Mr. Arun Alagappan
Directors Identification Number (DIN)	00291361
Age	49
Date of first appointment on the Board	10-10-2025
Qualifications	Mr. Arun Alagappan has completed his Graduation in Commerce from the University of Madras and has completed the 'Owner President/Management Program' from Harvard Business School.
Brief Profile including experience and nature of expertise in specified functional areas.	Mr. Arun Alagappan (49 years) is the Executive Chairman of Coromandel International Limited (CIL). He is presently the President of Southern India Chamber of Commerce & Industry (SICCI). He is also an Executive Member in Federation of Indian Chambers of Commerce and Industry (FICCI). Mr. Arun Alagappan holds Directorship in various other companies as well, including LMW Limited, Thirumalai Chemicals Limited and other Private Companies of the Murugappa Group. Mr. Alagappan started his career with GE Capital Services India in 1997. After a two-year stint with GE, he joined the Murugappa Group in 1999 in Parryware, part of E.I.D Parry (India) Limited. Between 2005 to 2017, he served in Tube Investments of India Limited heading various divisions and functions before eventually becoming the President & Business Head of TI Cycles. In August 2017 Mr. Alagappan was appointed as Executive Director of Cholamandalam Investment and Finance Company Limited and subsequently as the Managing Director in November 2019. He held this position until February 2021, prior to joining Coromandel International Limited.
Skills and capabilities required for the role and the manner in which the director meets such requirements	Mr. Arun Alagappan has over 28 years of experience across business leadership, corporate strategy, financial management and general management. He began his career with GE Capital in 1997 and has since held senior leadership roles at Tube Investments of India and Cholamandalam Investment and Finance Company Limited. He currently serves as the Executive Chairman of Coromandel International Limited, where he has been involved in driving the company's growth and operational excellence. His experience in the agri-inputs sector, particularly in the Crop Protection Chemicals (CPC) business at Coromandel, will be valuable in guiding NACL Industries' strategic direction and governance.
Terms and conditions of re-appointment.	Appointment as a Director [Refer Item No. 1 of the Notice and Explanatory Statement]
Details of remuneration sought to be paid	No remuneration is being proposed.
Details of remuneration last drawn (FY 2024-25)	NA

No. of Board Meetings attended during the year.	1 (only one Board meeting held after his appointment)
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
Shareholding in the Company as on 10-10-2025	Nil
List of other Companies in which Directorship (excluding Foreign, Private and Section 8 Companies).	<ol style="list-style-type: none"> 1. Coromandel International Limited 2. Ambadi Investments Limited 3. Thirumalai Chemicals Limited 4. LMW Limited
List of Entities from which the person has resigned in the past three years.	<ol style="list-style-type: none"> 1. Dare Ventures Limited 2. Madras Race Club 3. Ambadi Enterprises Limited 4. Yanmar Coromandel Agri Solutions Private Limited 5. M A Alagappan Holdings Private Limited 6. Roca Bathroom Products Private Limited 7. TCL Intermediates Private Limited
Chairperson/Member of the Mandatory Committees of the Board of the Other Companies on which he is a Director.	<ol style="list-style-type: none"> 1) Coromandel International Limited- <ul style="list-style-type: none"> • Nomination & Remuneration Committee (Member) • Banking & Borrowing Committee (Member) • Corporate Social Responsibility Committee (Chairman) 2) LMW Limited <ul style="list-style-type: none"> • Audit Committee (Member) • Risk Management Committee (Member) • Corporate Social Responsibility Committee (Member) 3) Thirumalai Chemicals Limited <ul style="list-style-type: none"> • Nomination & Remuneration Committee (Member) • Business Review Committee – Member 4) Ambadi Investments Limited <ul style="list-style-type: none"> • Risk Management Committee (Member) • Special Committee for Monitoring & Follow Up of cases of frauds of the Board (Member)

ANNEXURE - II

Details to be provided to the members pursuant to SEBI Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93 dated June 26, 2025 for information to be reviewed by Shareholders for approval of RPTs are as follows:

A summary of the information provided by the management of the listed entity to the audit committee

Sl. No	Particulars	Remarks
1.	Type, material terms and particulars of the proposed transaction;	The proposed transactions include Purchase, Sales, Inter Corporate Services including deputation services, sub lease of office space, assignment of trade mark, license or other similar rights, R&D Services, reimbursement of expenses and availing/rendering of any services including the receiving of loans or letter of comfort or securities or investments, or any other transactions of similar nature in the ordinary course of business. Transactions will be on an arm's length basis.
2.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Coromandel International Limited (CIL) – Holding Company of NACL Industries Limited holding 53.08% of paid-up equity share capital. CIL is a related party under Regulation 2(1)(zb) of SEBI (LODR) Regulations, 2015. CIL is deemed to be interested to the extent of its shareholding.
3.	Tenure of the proposed transaction (particular tenure shall be specified)	One year from the date of approval by the shareholders
4.	Value of the proposed transaction	Aggregate value not exceeding ₹785 crores
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additional provided);	The proposed transaction value of ₹ 785 crore represents approximately 63.58% of the consolidated turnover of NACL Industries Limited for the immediately preceding financial year The Proposed transaction value of ₹ 785 crore represents approximately 62.70 % of the standalone turnover of NACL Industries Limited (subsidiary of Coromandel International Limited)
6.	Justification as to why the RPT is in the interest of the listed entity;	In the regular business operations, both the companies engage in purchase and sale of goods and services as specified above on arms' length basis. Further, it will also enable NACL to secure enhanced credit ratings, secure loans and working capital at competitive interest rates, improve liquidity position and thereby contributing to improved business and financial performance, while supporting planned capital expenditure initiatives.
7.	A copy of the valuation or other external party report, if any such report has been relied upon;	The transactions are in ordinary course of business and will be on arm's length basis.
8.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	On a voluntary basis, the proposed transaction value of ₹ 785 crore represents approximately 3.25% of CIL's annual consolidated turnover for the preceding financial year.

9.	<p>Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances:</p> <p>1. Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.</p> <p>2. Basis of determination of price.</p> <p>3. In case of Trade advance (of up to 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:</p> <p>4. Amount of Trade advance</p> <p>5. Tenure</p> <p>6. Whether same is self-liquidating?</p>	<p>The Company has been transacting (both sale and purchase of materials) with CIL in the normal course of business even before there was a change in the relationship status with CIL.</p> <p>It is proposed to continue such transactions with CIL for the sale and procurement of goods and services as specified above at prevailing market operating prices and the companies transact on the market accepted commercial terms.</p>
10.	Any other information that may be relevant.	All transactions are in compliance with the Company's Policy on Materiality of and Dealing with Related Party Transactions available at https://naclind.com/investors/ . The transactions are approved by the Audit Committee consisting entirely of Independent Directors and are within the ordinary course and at arm's length basis.

Minimum information to the Shareholders for approval of Related Party Transactions

S. No	Particulars	Remarks
1.	Justification for why the proposed transaction is in the interest of the listed entity;	In the regular business operations, both the companies engage in purchase and sale of goods and services as specified above on arms' length basis. Further, it will also enable NACL to secure enhanced credit ratings, secure loans and working capital at competitive interest rates, improve liquidity position and thereby contribute to improved business and financial performance, while supporting planned capital expenditure initiatives.
2.	Disclose the fact that the Audit Committee has reviewed the certificates provided by the CEO/ Managing Director/ Whole Time Director/ Manager and CFO of the Listed Entity as required under the RPT Industry Standards.	The Committee has reviewed the Certificate received from MD & CEO and CFO

3.	Provide web-link and QR Code, through which shareholders can access the valuation report or other reports of external party, if any, considered by Audit Committee while approving the RPT.	NA
4	Disclosure that the material RPT or any material modification thereto has been approved by the Audit Committee and the Board of Directors recommends the proposed transaction to the shareholders for approval.	In reference to the proposed Related Party Transaction the Committee has approved and recommended it to the Board. Further Board has approved and recommends the same for Shareholders Approval
5	Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Approximately 3.25% of Coromandel International Limited's consolidated turnover for the preceding financial year (to be computed based on latest audited figures).
6	The Audit Committee and Board of Directors, while providing information to the shareholders, can approve redaction of commercial secrets and such other information that would affect competitive position of listed entity and affirm that, in its assessment, the redacted disclosures still provides all the necessary information to the public shareholders for informed decision making.	The proposed transaction of Rs. 785 crores comprises of purchases, sales, inter-corporate services including deputation services, sub-lease of office space, assignment of trade mark, license or other similar rights, R&D Services, reimbursement of expenses and availing / rendering of any services including the providing and /or receiving of loans or letter of comfort or securities or making investments, or any other transactions of similar nature.
7	Any other information that may be relevant.	a) The RPTs are reviewed and approved by the Audit Committee and the Board. b) All transactions comply with the Company's approved RPT Policy. c) The transactions are conducted on an arm's length basis in the ordinary course of business. d) Disclosure of such transactions will be made in the Company's periodic filings with the stock exchanges as per SEBI (LODR) Regulations.

By order of the Board
for **NACL Industries Limited**
sd/-

Satish Kumar Subudhi
Sr. Vice President – Legal & Company Secretary
(FCS-9085)

Date: October 24, 2025
Place: Hyderabad