

Ref: NACL/SE/BSE/2019-20

29th May, 2019

1) BSE Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Fort,

Mumbai,

Mumbai – 400001.

2) National Stock Exchange of India Ltd

Exchange Plaza, 5th Floor

Plot No.C/1 G Block,

Bandra –Kurla Complex, Bandra (E)

Mumbai-400051.

Dear Sir,

Sub: Outcome of Board Meeting - Disclosures in terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015- reg.

Ref : Security Code: 524709 - Symbol : NACLIND

We wish to inform that the Board of Directors in its Meeting held today i.e., on Wednesday, the 29th day of May, 2019, has inter-alia:

- 1) approved the Audited Financial Statements for the year ended 31st March, 2019 subject to the approval of the shareholders at the ensuing Annual General Meeting;
- 2) approved the Audited Standalone and Consolidated Financial Results for the quarter and year ended 31st March, 2019;
- 3) decided not to recommended dividend for the financial year ended 31st March, 2019;
- 4) took note of the appointment of Mr. Atul Churiwal (DIN:00180595) and Mr. Rajesh Kumar Agarwal (DIN:00210719) as Nominee Directors on the Board of the Company, nominated by the Investors in terms of 'Shareholders cum Share Subscription Agreement dated 08th February, 2019' read with amended Articles of Association of the Company;
- 5) approved the appointment of Mr. Dorairaj Kuppurangam (DIN:00902788) as an Additional Director on the Board under Independent Category for a term of five years with effect 29th May, 2019, subject to the approval of the shareholders in the ensuing Annual General Meeting;
- 6) accepted the offer of Mr.V.Vijay Shankar (DIN:00015366) to step-down as Managing Director as well as Director of the Company with effect from 01st June, 2019;
- 7) approved the appointment of Mr.M.Pavan Kumar (DIN:01514557) as an Additional Director and Managing Director of the Company of the Company for a period of three years with effect from 01st June, 2019, subject to the approval of the shareholders in the ensuing Annual General Meeting.

Regd. Office : Plot No. 12-A, 'C' Block, Lakshmi Towers, No. 8-2-248/1/7/78, Nagarjuna Hills, Panjagutta, Hyderabad - 500 082, Telangana, INDIA.
Phone : +91-40-33605100/123, Fax : +91-40-23358062 E-mail : info@naclind.com Website : www.naclind.com

CIN : L24219TG1986PLC016607

Factory-Technical :

Plot # 177, Arinama Akkivalasa Village, Allinagaram
Post, Etcherla Mandal, Srikakulam - 532403, A.P.
Phone : +91-08942-231172, 300400 / 401
Fax : +91-08942-231171

Factory-Formulation :

Unit - I, Unit - II
Ethakota-533238, Ravulapalem Mandal
East Godavari Dist., A.P.
Phone : +91-8855-305617 / 627

R&D Centre :

Sy. No. 1710 & 1711, Anthireddyguda Road, Nandigaon
Village & Mandal, R.R.District, Telangana - 509228
Phone : +91-08548-305004
Fax : +91-08548-305801

The details of "Change in Director" as required under the Regulation 30 of the Listing Obligations read with SEBI Circular No. CIR/CFD/CMD/4/2015/dated September 09, 2015 are given in the enclosed Annexures.

The meeting commenced at 02.45 p.m. and concluded at 08.15 p.m.

Kindly take the same on record.

for **NACL Industries Limited**



Satish Kumar Subudhi

Company Secretary & Head-Legal

Encl: As above

Mr. Atul Churiwal appointed as Investor Nominee Director:

S. No.	Details of events that need to be provided	Information of such events
1.	Reasons for change viz., appointment, resignation, removal, death or otherwise.	Mr. Atul Churiwal (DIN:00180595) has been nominated by the Investors (subscribed the Equity shares and Warrants issued by the Company on a preferential basis) in terms of 'Shareholders cum Share Subscription Agreement dated 08 th February, 2019' read with amended Articles of Association of the Company.
2.	Date and terms of appointment.	With effect from 29 th May, 2019 and as per the terms and conditions of Shareholders cum Share Subscriptions Agreement between the Company and Investors
3.	Brief Profile	Atul Churiwal, aged about 56 years, is holding a B.Com(Honours) degree and having around 37 years of rich corporate experience mainly in Agrochemical Industry. He is the Managing Director of M/s. Krishi Rasayan Exports Pvt. Ltd.,(KREPL) an Investor. He was the President of the premier Chamber of Commerce & Industry. He is also trustee of various social, religious and educational charitable organizations.
4.	Disclosure of relationship between Directors	-Nil-



Mr. Rajesh Agarwal appointed as Investor Nominee Director:

S. No.	Details of events that need to be provided	Information of such events
1.	Reasons for change viz., appointment, resignation, removal, death or otherwise.	Mr. Rajesh Kumar Agarwal (DIN:00210719) has been nominated by the Investors (subscribed the Equity shares and Warrants issued by the Company on a preferential basis) in terms of 'Shareholders cum Share Subscription Agreement dated 08 th February, 2019' read with amended Articles of Association of the Company.
2.	Date and terms of appointment.	With effect from 29 th May, 2019 and as per the terms and conditions of Shareholders cum Share Subscriptions Agreement between the Company and Investors.
3.	Brief Profile	Mr. Rajesh Kumar Agarwal, aged 49 years, is having more than around twenty-five years of diversified corporate experience including Chemical Industry. He is the Joint Managing Director of M/s. Krishi Rasayan Exports Pvt. Ltd., (KREPL) an Investor in the Company. Mr. Agarwal is also executive member of Managing Committee of PHD Chamber of Commerce, New Delhi, and also trustee of various social, religious and educational charitable organizations.
4.	Disclosure of relationship between Directors	-Nil-



Mr.Dorairaj Kuppurangam appointed as an Additional Director under Independent category:

S. No.	Details of events that need to be provided	Information of such events
1.	Reasons for change viz., appointment, resignation, removal, death or otherwise.	In the directions of broad basing and strengthening the Board by inducting additional independent Directors Mr. Dorairaj Kuppurangam (DIN:00902788) has been appointed as an Additional Director on the Board under Independent Category.
2.	Date and terms of appointment.	For a term of five years with effect 29 th May, 2019, subject to the approval of the shareholders in the ensuing Annual General Meeting.
3.	Brief Profile	Mr. Dorairaj, aged 72 years, is holding a B.Sc (Agri) degree from TNAU, Coimbatore and having over 50 years of exposure and experience in Marketing of Agro Inputs with a expertise in Organic farming and Certification Activities, Managing organizations, and Setting up and managing Farmer Producer organizations.
4.	Disclosure of relationship between Directors	-Nil-



Mr. **V.Vijay Shankar** ceased to be Managing Director as well as Director of the Company:

S. No.	Details of events that need to be provided	Information of such events
1.	Reasons for change viz., appointment, resignation, removal, death or otherwise.	Mr.Vijay Shankar has decided to step down from the position of Managing Director as well as Director of the Company due to personal reasons.
2.	Date of Cessation.	With effect from 01 st June, 2019.
3.	Brief Profile	Not applicable
4.	Disclosure of relationship between Directors	Not applicable

Mr.M.Pavan Kumar appointed as Managing Director of the Company:

S. No.	Details of events that need to be provided	Information of such events
1.	Reasons for change viz., appointment, resignation, removal, death or otherwise.	The Company appointed Mr.M.Pavan Kumar (DIN:01514557) as a replacement to Mr.V.Vijay Shankar, who has decided to step down from the Managing Director of the Company.
2.	Date and terms of appointment.	Mr.M.Pavan Kumar (DIN:01514557) as an Additional Director and Managing Director of the Company of the Company for a period of three years with effect from 01 st June, 2019 subject to the approval of the shareholders in the ensuring Annual General Meeting.
3.	Brief Profile	Pavan Kumar, aged about 59 years, is a Honours Graduate in Science with a Master's in Business Management from McGill University, Canada. He comes with over three decades of operating and executive management experience working for multinational & Indian organizations in agribusiness, chemicals and other sectors, building competitive and sustainable businesses.
4.	Disclosure of relationship between Directors	-Nil-



NACL Industries Limited

(formerly Nagarjuna Agrichem Limited)

Regd. Office: Plot No. 12-A, 'C' Block, Lakshmi Towers, No.8-2-248/1/778, Nagarjuna Hills, Punjagutta, Hyderabad 500 082, Telangana, India
Phone:040-33605123/124,Fax:040-23350234/23358062,E-mail:info@nacilind.com,Website:www.nacilind.com
CIN:L24219TG19866PLC016607

Statement of Audited Standalone and Consolidated Financial Results for the Quarter and Year Ended March 31, 2019

Sl. No	Particulars	Standalone				Consolidated		₹ in Lakhs
		Quarter ended 31.03.2019	Quarter ended 31.12.2018	Quarter ended 31.03.2018	Year ended 31.03.2019	Year ended 31.03.2018	Year ended 31.03.2018	
		(Audited) (Refer Note 7)	(Unaudited)	(Audited) (Refer Note 7)	(Audited)	(Audited)	(Audited)	
1	Revenue from operations (refer note 5)	17,785	19,568	19,013	86,549	86,517	86,581	
2	Other income	785	591	884	2,570	1,906	1,906	
3	Total income (1+2)	18,570	20,159	19,897	89,119	88,423	88,487	
4	Expenses							
	(a) Cost of materials consumed	10,562	13,414	12,617	57,446	48,614	48,614	
	(b) Purchase of stock-in-trade	1,033	2,444	2,152	5,983	6,271	6,271	
	(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	2,074	(2,589)	(1,789)	(2,325)	1,348	1,348	
	(d) Excise duty	-	-	-	-	1,911	1,911	
	(e) Employee benefits expense	2,287	1,781	1,838	7,931	6,903	6,969	
	(f) Finance costs	923	864	964	3,398	3,342	3,342	
	(g) Depreciation and amortisation expense	495	505	(118)	2,035	1,977	1,977	
	(h) Other expenses	3,740	3,563	4,107	16,143	16,599	16,606	
	Total expenses	21,114	19,982	19,771	90,611	86,965	87,038	
5	(Loss)/Profit before exceptional items and tax (3-4)	(2,544)	177	126	(1,492)	1,458	1,449	
6	Share of profit from Associate	-	-	-	-	-	94	
7	(Loss)/Profit before tax (5+6)	(2,544)	177	126	(1,492)	1,458	1,543	
8	Tax expense:							
	(a) Current tax (net)	(466)	134	(99)	-	540	540	
	(b) Deferred tax (net)	(455)	(102)	189	(654)	(154)	(154)	
	Total tax expense	(921)	32	90	(654)	386	386	
9	(Loss)/Profit for the period (7-8)	(1,623)	145	36	(838)	1,072	1,157	
10	Other Comprehensive Income							
	Items that will not be reclassified to statement of profit and loss							
	Re-measurement of the defined benefit obligation	17	(4)	42	5	71	71	
	Income tax expense on the above	(6)	1	(15)	(2)	(25)	(25)	
	Other Comprehensive Income for the period, net of tax	11	(3)	27	3	46	46	
11	Total Comprehensive (Loss)/Income for the period (9+10)	(1,612)	142	63	(835)	1,118	1,203	
12	Paid-up Equity Share Capital (Face value of ₹ 1/- each)	1,674	1,565	1,563	1,674	1,563	1,563	
13	Other Equity				26,191	21,937	22,344	
14	Earnings Per Share							
	(a) Basic (in ₹)	(1.04)	0.09	0.02	(0.54)	0.69	0.74	
	(b) Diluted (in ₹)	(1.04)	0.09	0.02	(0.53)	0.68	0.74	



Statement of Assets and Liabilities

Sl. No.	Particulars	₹ in Lakhs			
		Standalone		Consolidated	
		As at 31.03.2019 (Audited)	As at 31.03.2018 (Audited)	As at 31.03.2019 (Audited)	As at 31.03.2018 (Audited)
I	ASSETS				
1	Non-current assets				
	(a) Property, plant and equipment	13,673	14,893	13,673	14,893
	(b) Capital work-in-progress	1,517	220	1,517	220
	(c) Intangible assets	470	891	470	890
	(d) Intangible assets under development	554	252	554	252
	(e) Financial assets				
	(i) Investments	855	526	1,405	949
	(ii) Loans	-	167	-	167
	(iii) Other financial assets	316	374	316	374
	(f) Other non-current assets	246	577	246	577
	(g) Deferred tax assets (net)	103	-	103	-
	(h) Income tax assets	491	-	492	-
	Total non-current assets	18,225	17,900	18,776	18,322
2	Current assets				
	(a) Inventories	22,401	20,208	22,401	20,208
	(b) Financial assets				
	(i) Trade receivables	26,772	28,668	26,772	28,668
	(ii) Cash and cash equivalents	680	668	684	671
	(iii) Other bank balances	519	156	519	156
	(iv) Other financial assets	469	170	469	170
	(c) Current tax assets (net)	267	-	279	3
	(d) Other current assets	4,355	3,104	4,348	3,104
	Total current assets	55,463	52,974	55,472	52,980
	Total assets	73,688	70,874	74,248	71,302
II	EQUITY AND LIABILITIES				
1	Equity				
	(a) Equity share capital	1,674	1,563	1,674	1,563
	(b) Other equity	26,191	21,937	26,739	22,344
	Total equity	27,865	23,500	28,413	23,907
2	Non-current liabilities				
	(a) Financial liabilities				
	(i) Borrowings	1,177	2,024	1,177	2,024
	(ii) Other financial liabilities	1,142	1,224	1,142	1,224
	(b) Provisions	382	299	382	299
	(c) Deferred tax liabilities (net)	-	678	-	678
	Total non-current liabilities	2,701	4,225	2,701	4,225
3	Current Liabilities				
	(a) Financial liabilities				
	(i) Borrowings	18,574	19,871	18,574	19,871
	(ii) Trade payables	301	396	301	396
	(a) total outstanding dues of micro enterprises and small enterprises				
	(b) total outstanding dues of creditors other than micro enterprises and small enterprises	20,599	17,864	20,609	17,887
	(iii) Other financial liabilities	1,551	2,323	1,551	2,324
	(b) Provisions	173	312	173	311
	(c) Current tax liabilities (net)	136	7	136	-
	(d) Other current liabilities	1,788	2,376	1,790	2,381
	Total current liabilities	43,122	43,149	43,134	43,170
	Total equity and liabilities	73,688	70,874	74,248	71,302



Notes :

- 1 These audited financial results were reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 29, 2019. The Statutory Auditors have expressed an unmodified audit opinion on the standalone and consolidated financial results.
- 2 The standalone and consolidated financial results of the Company have been prepared in accordance with the Indian Accounting Standards ('IND AS') prescribed under Section 133 of the Companies Act, 2013 ("the Act") read with relevant rules issued thereunder, other accounting principles generally accepted in India and guidelines issued by the Securities and Exchange Board of India ("SEBI").
- 3 The Board of Directors and the Shareholders, in their meetings held on February 08, 2019 and March 07, 2019 respectively, approved issuance and allotment of 1,09,37,500 equity shares (of face value of Rs.1/- each) and 2,50,00,000 Warrants (convertible into an equity share of Rs.1/- each) on preferential basis to M/s. Krishi Rasayan Exports Private Limited and Mr. Atul Churiwal, jointly representing M/s. Agro Life Science Corporation (collectively referred to as "Investors") and Mrs.K.Lakshmi Raju, a Promoter of the Company in accordance with Section 42 and 62(1)(c) of the Companies Act, 2013 read with Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018. Basis of the shareholders approval, the Company entered into a Share Subscription Agreement with the aforesaid Investors and Promoter. Consequently, the Stakeholder Relationship Committee (authorised by the Board of Directors), in its meeting held on March 27, 2019, allotted 1,09,37,500 equity shares of Rs.1/-each at an issue price of Rs.32/- and 2,50,00,000 Warrants, (convertible into an equity share of Rs.1/- each), at a price of Rs.8/- each (being 25% of the issue price of Rs. 32/- each), subscribed by the said Investors and Promoter. Upon the aforesaid allotment, the Company's paid up capital stand increased to 16,74,20,260 equity shares of Rs.1/- each.
- 4 The Company is primarily engaged in the Farm Inputs Business, which in the context of Ind AS 108 "Operating Segments" is considered the only significant business segment.
- 5 (a) The Government of India introduced the Goods and Services Tax (GST) with effect from July 1, 2017. Accordingly, in compliance with the Indian Accounting Standard (Ind AS), revenue from operations for the period beginning July 1, 2017 to March 31, 2018 is presented net of GST. Revenue from operations of earlier periods include excise duty which now is subsumed in GST. Hence, the revenues for the year ended March 31, 2019 and March 31, 2018 are not strictly comparable.
(b) Effective April 01, 2018, the Company has adopted Ind AS 115 'Revenue from Contracts with Customers'. The application of Ind AS 115 did not have any material impact on the standalone and consolidated financial statements of the Company and the Group respectively.
- 6 The Company's Business is seasonal in nature and the performance can be impacted by weather conditions.
- 7 The figures of the current quarter and quarter ended March 31, 2018 are the balancing figures between the audited figures in respect of the full financial year ended March 31, 2019 and March 31, 2018, respectively and the published year to date figures up to third quarter December 31, 2018 and December 31, 2017, respectively.
- 8 In accordance with clause 33(3)(b)(i) of the Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulation, 2015, the Company has opted to submit the quarterly financial results on a Standalone basis. Consequently, the statement above contains the Consolidated results and comparatives only for the Year Ended March 31, 2019.

Place : Hyderabad

Date : May 29, 2019




V. Vijay Shankar
Managing Director

NACL Industries Limited
(formerly Nagarjuna Agrichem Limited)

Regd. Office: Plot No. 12-A, 'C' Block, Lakshmi Towers, No. 8-2-248/1/7/78, Nagarjuna Hills, Punjagutta, Hyderabad 500 082, Telangana, India
Phone: 040-33605123/124, Fax: 040-23350234/23358062, E-mail: info@naclind.com, Website: www.naclind.com
CIN: L24219TG1986PLC016607

Extract of the Statement of Standalone & Consolidated Audited Financial Results for the Quarter and Year Ended March 31, 2019

Sl. No.	Particulars	Standalone				Consolidated	
		Quarter ended March 31, 2019 (Audited)	Year ended March 31, 2019 (Audited)	Quarter ended March 31, 2018 (Audited)	Year ended March 31, 2018 (Audited)	Year ended March 31, 2019 (Audited)	Year ended March 31, 2018 (Audited)
1	Total Income from Operations	18,570	89,119	19,897	88,423	89,121	88,487
2	Net (Loss)/Profit for the period (before Tax & Exceptional and/or Extraordinary items)	(2,544)	(1,492)	126	1,458	(1,349)	1,543
3	Net (Loss)/Profit for the period before Tax, (after Exceptional and/or Extraordinary items)	(2,544)	(1,492)	126	1,458	(1,349)	1,543
4	Net (Loss)/Profit for the period after Tax, (after Exceptional and/or Extraordinary items)	(1,623)	(838)	36	1,072	(695)	1,157
5	Total Comprehensive Income for the period (Comprising (Loss)/Profit) for the period (after tax) and Other Comprehensive Income (after tax)	(1,612)	(835)	63	1,118	(694)	1,203
6	Paid-up Equity Share Capital	1,674	1,674	1,563	1,563	1,674	1,563
7	Other Equity		26,191		21,937	26,737	22,344
8	Earnings per Share (of ₹ 1 each)						
a)	Basic	(1.04)	(0.54)	0.02	0.69	(0.53)	0.74
b)	Diluted	(1.04)	(0.53)	0.02	0.68	(0.53)	0.74

₹ in Lakhs

Notes:

- These audited financial results were reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on May 29, 2019. The Statutory Auditors have expressed an unmodified audit opinion on the standalone and consolidated financial results.
- The above is an extract of the detailed format of Audited Standalone and Consolidated Financial Results for the quarter and year ended March 31, 2019 filed with BSE Limited & NSE Limited under Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018. The full format of Standalone and Consolidated Audited Financial Results for the quarter and year ended March 31, 2019 is available on the website of BSE & NSE Limited and Company's website at www.naclind.com

Place : Hyderabad
Date : May 29, 2019



V. Vijay Shankar
V. Vijay Shankar
Managing Director

**INDEPENDENT AUDITORS' REPORT
TO THE BOARD OF DIRECTORS OF
NACL INDUSTRIES LIMITED (formerly NAGARJUNA AGRICHEM LIMITED)**

1. We have audited the accompanying Statement of Consolidated Financial Results of **NACL INDUSTRIES LIMITED** (formerly "Nagarjuna Agrichem Limited") ("the Parent") and its subsidiaries (the Parent and its subsidiaries together referred to as "the Group") and its share of the profit of its associate for the year ended March 31, 2019 ("the Statement") being submitted by the Parent pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016.
2. This Statement, which is the responsibility of the Parent's Management and approved by the Board of Directors, has been compiled from the related consolidated financial statements which has been prepared in accordance with the Indian Accounting Standards prescribed under Section 133 of the Companies Act, 2013, read with relevant rules issued thereunder ("Ind AS") and other accounting principles generally accepted in India. Our responsibility is to express an opinion on the Statement based on our audit of such consolidated financial statements.
3. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Statement is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the Statement. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Statement, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Parent's preparation and fair presentation of the Statement in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Parent's internal control. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the Statement.

We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion.

4. In our opinion and to the best of our information and according to the explanations given to us, the Statement:
 - a. includes the results of the following entities:

Parent:
NACL Industries Limited (formerly Nagarjuna Agrichem Limited)

Subsidiaries:
Nagarjuna Agrichem (Australia) Pty Limited, Australia
LR Research Laboratories Private Limited, India

Associate:
Nasense Labs Private Limited, India
 - b. is presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as modified by Circular No. CIR/CFD/FAC/62/2016 dated July 5, 2016; and