SRIDHARAN & SRIDHARAN
ASSOCIATES
company secretaries

COMPLIANCE CERTIFICATE

[Pursuant to Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021]

To
The Board of Directors,
NACL Industries Limited,
Coromandel House, 1-2-10, Sardar Patel Road,
Secunderabad, Hyderabad, Telangana – 500003.

Certificate on Compliance of Employee Stock Option Plan 2020 and pursuant to requirement of Regulation 13 of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

1. We, **SRIDHARAN & SRIDHARAN ASSOCIATES**, Company Secretaries, have been appointed as the Secretarial Auditor for the Financial Year 2025-26 vide a resolution passed at its Annual General Meeting held on 19th September, 2025 by the Shareholders of NACL INDUSTRIES LIMITED, [herein after referred to as the "Company"] (CIN: L24219TG1986PLC016607) and having its Registered Office at Coromandel House, 1-2-10, Sardar Patel Road, Secunderabad, Hyderabad, Telangana – 500003.

2. As the Secretarial auditor for the Financial Year 2025-26, pursuant to the requirements of Regulation 13 of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (herein after referred as "the Regulations"), the Management of the Company has requested us vide engagement letter dated 15th July, 2026 to issue the required compliance certificate for the year ended 31st March, 2026, for placing it before the 39th Annual General Meeting to be held on 22nd July, 2026, in respect of Employee Stock Option Plan 2020 ("ESOP 2020") implemented by the company.

Pursuant to the above, we would state as under:

Management Responsibility:

It is the responsibility of the Management of the Company to implement the ESOP 2020 including designing, maintaining records and devising proper systems to ensure compliance with the provisions of all applicable laws and regulations and the special resolutions passed in general meeting and to ensure that the systems are adequate and operate effectively.

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Verification:

The Company has implemented the ESOP 2020, in accordance with the Regulations and Special Resolutions have been passed by the members at the Extraordinary General Meeting held on 07th September, 2020.

For the purpose of verifying the compliance of the Regulations and for the purpose of issuing this certificate, we have examined the following

1. The Employees Stock Option Plan 2020 furnished by the Company;
2. Articles of Association of the Company;
3. Resolutions passed at the meeting of the Board of Directors i.e. on 12th August, 2020;
4. Shareholders' resolution passed at General Meeting;
5. Minutes of the meetings of the Committee of the Board;
6. Detailed terms and conditions of the ESOP 2020 as approved by the Nomination and Remuneration Committee of the Board;
7. Bank statements towards Application money received under the ESOP 2020;
8. Exercise Price/Pricing formula;
9. Annual Statement of reconciliation of equity shares allotted under the ESOP 2020;
10. Relevant Accounting standards as prescribed by the Central government;
11. Relevant provisions of the Regulations, Companies Act, 2013 and Rules made thereunder;
12. Statement filed with recognised Stock Exchanges in accordance with Regulation 10 of these Regulations;
13. Disclosure by the Board of Directors pertaining to the shares allotted under the ESOP 2020;
14. Other relevant document/filing/records/information such as minutes of the meetings of the Committee of the Board, e-forms filed with the MCA, intimations made by the company to the Stock Exchanges, etc as sought and made available to us as also the explanations provided by the officers, representatives of the Company.

Certification:

In our opinion and to the best of our knowledge and according to the verifications as considered necessary and explanations furnished to us by the Company and its officers, we certify that the Company has implemented the ESOP 2020 in accordance with the applicable provisions of the Regulations and Resolution(s) of the shareholders passed in the General Meeting.

Assumption & Limitation of Scope and Review:

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the company.

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2. Our responsibility is to provide a certificate based upon our examination of relevant documents and information. The issue of this certificate by us is not to be construed either as an audit or an investigation.
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
4. This certificate is addressed to the Board of Directors and issued to the Company solely for placing before the Company's shareholders at its 39th Annual General Meeting to be held on 22nd July, 2026 and it is not to be used, circulated, quoted or otherwise referred to for any purpose other than for the above Regulations.

PLACE : CHENNAI

DATE : 18.07.2026

For SRIDHARAN & SRIDHARAN ASSOCIATES

COMPANY SECRETARIES

R Sridharan
Digitally signed by R Sridharan
Date: 2026.07.18 18:22:47 +05'30'

CS R.SRIDHARAN

MANAGING PARTNER

CP No. 3239

FCS No. 4775

PR NO.6333/2024

UIN: P2022TN093500

UDIN: F004775H000878956