



# NACL Industries Limited

Ref: NACL/SE/2024-25

January 13, 2025

**BSE Limited**

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

**Company Code: 524709**

**National Stock Exchange of India Ltd**

Exchange Plaza, 5<sup>th</sup> Floor,  
Plot No.C/1 G Block, Bandra- Kurla  
Complex, Bandra, Mumbai – 400051

**Symbol: NACLIND**

Dear Sir/Madam,

**Sub: Notice of Postal Ballot.**

**Ref: Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- reg.**

Pursuant to Regulation 30 read with Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the Postal Ballot Notice dated January 13, 2025, along with the Explanatory Statement. The notice is being sent to those shareholders, who hold equity shares of the Company as on the cut off date i.e. **Friday, January 10, 2025** on their email id registered with the Depositories/Depository Participant(s)/Company for seeking their approval for the below

- 1) Re-appointment of Mr. Sambasiva Rao Nannapaneni (DIN- 06400663) as a Non-Executive and Independent Director of the Company by way of a Special Resolution.
- 2) Re-appointment of Ms. Veni Mocherla (DIN- 08082163) as a Non-Executive and Independent Director of the Company by way of a Special Resolution.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members. The remote e-voting



period shall commence on Wednesday, January 15, 2025 at 09.00 a.m. (IST) and end on Thursday, February 13, 2025 at 5.00 p.m. (IST).

This Postal Ballot Notice will also be available on the Company's website at [www.naclind.com](http://www.naclind.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com).

You are requested to take the same on records.

Thanking you

for **NACL Industries Limited**



**Satish Kumar Subudhi**

Vice President-Legal & Company Secretary

Encl: As above.





## **NACL Industries Limited**

(CIN: 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

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

### **NOTICE OF POSTAL BALLOT**

**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'), 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 and 09/2024 dated September 19, 2024 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').

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than 5.00 p.m. (IST) on Thursday, February 13, 2025. The e-voting facility will be disabled by CDSL immediately thereafter.

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**

**Re-appointment of Mr. Sambasiva Rao Nannapaneni (DIN-06400663) as a Non-Executive and Independent Director of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Articles of Association of the Company, Mr.Sambasiva Rao Nannapaneni (DIN- 06400663), who holds office up to February 13, 2025, and who is eligible for re-appointment for a



second term of and who continue to meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from February 14, 2025 till February 13, 2030.

“RESOLVED further that the Board of Directors of the Company including Committee thereof as authorised by the Board, be and is hereby authorised to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto and settle any question or difficulty that may arise, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the members of the Company which shall be deemed to be given hereof.”

**Item No.2**

**Re-appointment of Ms. Veni Mocherla (DIN-08082163) as a Non-Executive and Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and based on the recommendation of the Nomination and Remuneration Committee and approval of Board of Directors and in accordance with the provisions of Articles of Association of the Company, Ms. Veni Mocherla (DIN-08082163), who holds office up to March 25, 2025, and who is eligible for re-appointment for a second term of and who continue to meets the criteria for independence as provided in Section 149(6) of the Act along with the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (five) consecutive years with effect from March 26, 2025 till March 25, 2030.

“RESOLVED further that the Board of Directors of the Company including Committee thereof as authorised by the Board, be and is hereby authorised to do all such acts, deeds and things and as may be necessary, proper, expedient, desirable, incidental and consequential thereto and settle any question or difficulty that may arise, for the purpose of giving effect to this resolution, without being required to seek any further consent or approval of the members of the Company which shall be deemed to be given hereof.”

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

sd/-

Date: January 13, 2025

Place: Hyderabad

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



## Notes:

- 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 person seeking re-appointment as a director, as required under Regulation 36(3) 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 **Friday, January 10, 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 will also be available on the Company's website [www.naclind.com](http://www.naclind.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://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.S.Srikanth, Partner (M.No. A22119), representing M/s. B S S & Associates, Company Secretaries, as Scrutinizer to conduct the postal ballot e-voting process in a fair and transparent manner.
- 5) The voting shall commence on **Wednesday, January 15, 2025, at 09:00 a.m. (IST)** and shall end on **Thursday, February 13, 2025, at 5:00 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](http://www.naclind.com) and on the website of CDSL. The results shall be simultaneously communicated to the Stock Exchanges.
- 8) The Resolutions, 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., **Thursday, February 13, 2025**. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members. The Special Resolutions shall be declared as passed when votes cast in favor are not less than three times the number of votes, if any, cast against the Resolutions by members, so entitled and voted.
- 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 abovesaid 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.</li> <li>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 e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 open. 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>



	'Shareholder/Member' section. A new screen will open. 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 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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.

**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
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or call at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

**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](http://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](http://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:

	<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>
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"> <li>• 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.</li> </ul>
Dividend Bank	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format)



Details <b>OR</b> Date of Birth (DOB)	as recorded in your demat account or in the company records in order to login. • 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.
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- (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, provided that 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](http://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](mailto: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](mailto: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](mailto: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](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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:**

Mr.Sambasiva Rao Nannapaneni is currently serving as an Independent Director of the Company, appointed by the shareholders at the 33<sup>rd</sup> Annual General Meeting (AGM) held on September 28, 2020, to hold office for a period of five years, effective February 14, 2020. His tenure as an Independent Director will conclude on February 13, 2025. He is now eligible for re-appointment for a second term on the Board as an Independent Director.

Based on his performance evaluation, the recommendations of the Nomination and Remuneration Committee (NRC), and considering his background, expertise, and contributions, the Board of Directors is of the opinion that Mr.Sambasiva Rao Nannapaneni's continued association will significantly benefit the Company. It is therefore proposed to reappoint him for a second term. In accordance with Section 149 and other relevant provisions of the Companies Act, 2013 ('Act'), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and based on NRC's recommendations, the Board of Directors, in its meeting held on January 13, 2025, approved the re-appointment of Mr.Sambasiva Rao Nannapaneni as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years commencing from February 14, 2025, and recommended the same to the shareholders for approval.

The Company has received a notice from a member proposing his candidature for the office of Director under Section 160(1) of the Act. Additionally, Mr.Sambasiva Rao Nannapaneni has provided his consent in writing to continue as Independent Director and submitted Form DIR-8 and Dir-2, confirming that he is not disqualified under Section 164 of the Act. He has also provided a declaration confirming that he meets the independence criteria under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Furthermore, Mr.Sambasiva Rao Nannapaneni confirmed that he is not debarred from holding the office of Director under any SEBI order or similar authority, as per circulars dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited.

The Board also confirms that Mr. Sambasiva Rao Nannapaneni is independent of the management of the Company. His brief resume, along with his expertise, directorships, and committee memberships/chairmanships, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), is enclosed as an annexure to this notice.

The Board commends the Special Resolution under Item No. 1 of the Notice for approval by the members.

Save and except Mr. Sambasiva Rao Nannapaneni 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 are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

**Item No. 2:**

Ms. Veni Mocherla is currently serving as an Independent Director of the Company, appointed by the shareholders at the 33<sup>rd</sup> Annual General Meeting (AGM) held on September 28, 2020, to hold office for a period of five years, effective March 26, 2020. Her tenure as an Independent Director will conclude on March 25, 2025. She is now eligible for re-appointment for a second term on the Board as an Independent Director.

Based on her performance evaluation, the recommendations of the Nomination and Remuneration Committee (NRC), and considering his background, expertise, and contributions, the Board of Directors is of the opinion that Ms. Veni Mocherla's continued association will significantly benefit the Company. It is therefore proposed to reappoint her for a second term. In accordance with Section 149 and other relevant provisions of the Companies Act, 2013 ('Act'), and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), and based on NRC's recommendations, the Board of Directors, in its meeting held on January 13, 2025, approved the re-appointment of Ms. Veni Mocherla as an Independent Director, not liable to retire by rotation, for a second term of five consecutive years commencing from March 26, 2025, and recommended the same to the shareholders for approval.



The Company has received a notice from a member proposing her candidature for the office of Director under Section 160(1) of the Act. Additionally, Ms. Veni Mocherla has provided her consent in writing to continue as Independent Director and submitted Form DIR-8 and Dir-2, confirming that she is not disqualified under Section 164 of the Act. She has also provided a declaration confirming that she meets the independence criteria under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Furthermore, Ms. Veni Mocherla confirmed that she is not debarred from holding the office of Director under any SEBI order or similar authority, as per circulars dated June 20, 2018, issued by BSE Limited and the National Stock Exchange of India Limited.

The Board also confirms that Ms. Veni Mocherla is independent of the management of the Company. Her brief resume, along with his expertise, directorships, and committee memberships/chairmanships, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), is enclosed as an annexure to this notice.

The Board commends the Special Resolution under Item No. 2 of the Notice for approval by the members.

Save and except Ms. Veni Mocherla and her 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 are, in any way, concerned or interested financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

For **NACL Industries Limited**

sd/-

Date: January 13, 2025  
Place: Hyderabad

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



**ANNEXURE -I**

## Details of Director seeking Re-appointment

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

<b>Resolution No.</b>	<b>1</b>
Name of the Director	Mr.Sambasiva Rao Nannapaneni
Directors Identification Number (DIN)	06400663
Age	69 years
Date of first appointment on the Board	February 14, 2020
Qualifications	M. Sc., (Agriculture Economics); PGDM.,
Brief Profile including experience and nature of expertise in specified functional areas.	Mr. Sambasiva Rao Nannapaneni holds an M.Sc. in Agriculture Economics from Allahabad University, a Post Graduate Diploma in Management from the University of Indianapolis, USA, and a specialization in Japanese Management from the Shingo Institute. With over 38 years of experience in Sales and Marketing within the agrochemical, fertilizer, and agri-input industries, he has held significant roles including Managing Director at Krishak Bharati Cooperative Limited (KRIBHCO) and over 20 years at Nagarjuna Fertilizers and Chemicals Limited (NFCL). Mr. Nannapaneni has also worked with Pyrites Phosphates & Chemicals Limited, E.I.D Parry India Limited, and the Food Corporation of India. His expertise spans developing new markets, cost-cutting, relationship management, business planning, international business development, financial acumen, and sales diversification. Notable achievements include presenting papers at FAI Annual Seminars, being identified as a potential leader in organizational growth, aligning business units for improved performance, formulating a strategic three-year business plan, receiving the Sri Ram Award for Best Article in Marketing, and being recognized for his exceptional performance in leading the Marketing Division.
Skills and capabilities required for the role and the manner in which the director meets such requirements	As described in the aforesaid Profile para and provided in the explanatory statement.
Terms and conditions of re-appointment.	Re-appointment for a second term as an Independent Director for a period of 5 years commencing from February 14, 2025 to February 13, 2030 (both days inclusive) [Refer Item No. 1 of the Notice and Explanatory Statement].
Details of remuneration sought to be paid	Sitting Fees and other remuneration as approved by the Board of Directors
Details of remuneration last drawn (FY 2023-24)	Sitting Fees: ₹ 1,25,000
No. of Board Meetings attended during the year.	5
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any of the Directors or Key Managerial Personnel of the Company.
Shareholding in the Company	Nil
List of other Companies in which	1) Prabhat Agri Biotech Limited



Directorship (excluding Foreign, Private and Section 8 Companies).	2) NSL Sugars Limited 3) NSL KSL Sugars Limited
List of Entities from which the person has resigned in the past three years.	Nil
Chairperson/Member of the Mandatory Committees of the Board of the Other Companies on which he is a Director.	Nil

#### ANNEXURE -II

##### Details of Director seeking Re-appointment

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

Resolution No.	2
Name of the Director	Ms. Veni Mocherla
Directors Identification Number (DIN)	08082163
Age	49 years
Date of first appointment on the Board	March 26, 2020
Qualifications	Management of Business Administration ('MBA'),
Brief Profile including experience and nature of expertise in specified functional areas.	Ms. Veni Mocherla is a business consulting professional with over 24 years of experience, specializing in cross-border partnerships, corporate strategy, M&A, Devising Strategy and turnaround initiatives. She holds an MBA and a Post Graduate Program in Marketing from the Chartered Institute of Marketing, UK, along with certifications in Strategic Management and Leadership from Wharton Executive Program. She is also pursuing Bachelor's in Corporate Law. Ms. Mocherla has worked in the UK, holding senior roles at the Department of Trade and Investment, British High Commission, and Bristol Myers Squibb in India. She has also provided consulting services to companies seeking overseas expansion, including foreign companies entering India and Indian companies expanding abroad. Additionally, she mentor at IWN CII, Agrihub and to various start-ups and has been an Independent Director at Andhra Paper Limited since December 30, 2019.
Skills and capabilities required for the role and the manner in which the director meets such requirements	As described in the aforesaid Profile para and provided in the explanatory statement.
Terms and conditions of re-appointment.	Re-appointment as an Independent Director for a period of 5 years commencing from March 26, 2025 to March 25, 2030 (both days inclusive) [Refer Item No. 2 of the Notice and Explanatory Statement].
Details of remuneration sought to be paid	Sitting Fees and other remuneration as approved by the Board of Directors
Details of remuneration last drawn (FY 2023-24)	Sitting Fees: ₹ 1,00,000
No. of Board Meetings attended during the year.	4
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Not related to any of the Directors or Key Managerial Personnel of the Company.
Shareholding in the Company	Nil



List of other Companies in which Directorship (excluding Foreign, Private and Section 8 Companies).	Manorama Industries Limited
List of Entities from which the person has resigned in the past three years.	Andhra Paper Limited
Chairperson/Member of the Mandatory Committees of the Board of the Other Companies on which she is a Director.	Nil

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

sd/-

Date: January 13, 2025

Place: Hyderabad

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

