



NACL Industries Limited

Ref: NACL/SE/2023-24

April 03, 2023

1) BSE Limited

Phiroze Jeejeebhoy Tower,
Dalal Street, Fort,
Mumbai - 400001

CODE: 524709

2) National Stock Exchange of India Ltd.

Exchange Plaza, 5th Floor, Plot No.C/1
Block G, Bandra- Kurla Complex,
Bandra(E), Mumbai - 400051

Symbol: NACLIND

Dear Sir,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further to our letter dated March 30, 2023, we are enclosing herewith the Postal Ballot Notice for seeking approval of Members of the Company for appointment of Mr. Raj Kaul (DIN: 00394139) as a Non-Executive and Non-Independent Director of the Company.

In accordance with circulars issued by Ministry of Corporate Affairs from time to time, the Postal Ballot Notice is sent only in electronic form to Members, whose email addresses are registered with the Depository Participants / the Company's Registrar and Transfer Agent and whose names are recorded in the Register of Members/list of Beneficiary Owners as on Friday, March 24, 2023 ("Cut-Off date").

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its members. The voting rights of the Members shall be in proportion to their holding of equity shares with the paid-up equity share capital of the Company as on the Friday, March 24, 2023.



The remote e-voting period shall commence on Wednesday, April 05, 2023 at 10.00 a.m. (IST) and end on Thursday, May 04, 2023 at 5.00 p.m. (IST).

This Postal Ballot Notice will also be available on the Company's website at www.naclind.com and on the website of CDSL at www.evotingindia.com

Request you to take the above information on record.

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

POSTAL BALLOT NOTICE

[Pursuant to Section 108 and Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014]

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 and 11/2022 dated December 28, 2022 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 Resolution 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, May 04, 2023. The e-voting facility will be disabled by CDSL immediately thereafter.

An Explanatory Statement, pursuant to Sections 102(1), 110 of the Companies Act, 2013 and the relevant information required under Regulation 36 of the SEBI Listing Regulations setting out all material facts relating to the resolution mentioned in this Notice of Postal Ballot is annexed hereto.

Special Business:

Item No.1

Appointment of Mr. Raj Kaul (DIN: 00394139) as a Non-Executive and Non-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 Section 152 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Regulation 17, 17(1A) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations") (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the enabling provisions of the Articles of Association of the Company and approval of Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, Mr. Raj Kaul (DIN: 00394139), in respect of whom the Company has received a

notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Non-Executive and Non-Independent Director, be and is hereby appointed as a Non-Executive and Non-Independent Director of the Company, with effect from May 05, 2023, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI Listing Regulations and other applicable provisions, if any, of the Companies Act, 2013 and the applicable Rules made thereunder including any amendment(s), statutory modification(s) and/or re-enactment thereof for the time being in force, the approval of the Members of the Company be and is hereby accorded for the said appointment and continuation of Mr. Raj Kaul (DIN 00394139) as a Non-Executive and Non-Independent Director of the Company, who has attained the age of Eighty (80) years.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable for the purpose of giving effect to this resolution.”

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

sd/-

Date: March 29, 2023
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 ("Act"), is annexed hereto. The relevant details of the person seeking 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, March 24, 2023 ("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 resolution is 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 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.S.Srikanth, Partner (M.No. A22119), representing M/s. B S S & Associates, Practicing 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, April 05, 2023, at 10:00 a.m. (IST)** and shall end on **Thursday, May 04, 2023, 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 Scrutiniser'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., Thursday, May 04, 2023. Further, Resolution 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 Resolution 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 Resolution 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 Companies Act, 2013, 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 Resolution 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 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. 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 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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, 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<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.nsd.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 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 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 Depository Participants (DP)	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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	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

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	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format)

Details OR Date of Birth (DOB)	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.
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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 EVSN for the relevant ‘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 will be mapped automatically & can be delink in case of any wrong mapping.
 - 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:

Based on the recommendation of Nomination and Remuneration Committee and subject to the approval of shareholders, the Board of Directors in its meeting held on March 29, 2023, has appointed Mr. Raj Kaul as a Non-Executive and Non-Independent Director, with effect from May 05, 2023.

Mr. Kaul has over four decades of experience in the agrochemical industry and has served on the Board of leading corporates such as Bayer Crop Science Limited and PI Industries Limited. He also served as Chairman of the Board of Agrinos, a Norwegian Listed Company. He has over 15 years of experience in Engineering Consulting and consumer products marketing / sales management and over 30 years in general management and M&A for Bayer India and Bayer Germany in the Ag and related businesses. He was former Member of several Boards of JVs and other companies, e.g. Bayer India (a listed company) on behalf of Bayer AG, leading VC in USA on behalf of Bayer AG, Bilag India etc. He has completed about 200 transactions of different types from licensing, JVs, research agreements, partnerships, acquisitions and divestments. The single largest transaction being the acquisition of Aventis and the subsequent divestments. He retired as member of the Group Leadership Circle of Bayer AG and Senior Vice President of Bayer CropScience AG. Currently he is on the Board of Directors of Gowan, USA and Advisor to Oerth Bio. He is a Managing Partner, RK Associates, a business and advisory consulting firm active in India, Europe and USA. He is a graduate in Electrical and Electronics Engineering (Honors) from Birla Institute of Technology, Ranchi and Post Graduate Marketing from IIM, Ahmedabad.

Mr. Raj Kaul possesses the required skills, knowledge, and global experience in the fields of crop protection business, M&A and Advisory in the areas of agrochemicals, bio-technology, seeds etc., and his induction on the Board of NACL will immensely benefit the Company. The Board is of the opinion that Mr. Kaul's rich and diverse experience is a valuable asset to the Company and his appointment as Director will add value and enrich the decision-making process and will also be in the best interest of the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a non-executive director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that Mr. Raj Kaul, has attained the age of 80 years, it is necessary to approve his appointment as Director on the Board of Directors of the Company by way of a special resolution.

The Company has received consent from Mr. Raj Kaul for his proposed appointment as a Non-Executive and Non-Independent Director in terms of Section 152 of the Companies Act, 2013 and confirmation that he is neither disqualified in terms of section 164 of the Act from being appointed as a Director nor debarred from holding office of director by virtue of any SEBI order or any other such authority.

In terms of Section 160 of the Companies Act, 2013, the Company has received a Notice in writing from a Member of the Company signifying his intention for proposing the candidature of Mr. Raj Kaul, for the office of Non-Executive and Non-Independent Director of the Company.

A brief profile of Mr. Raj Kaul and other information as required under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are provided as Annexure to this Notice.

None of the Directors and Key Managerial Personnel ("KMP") of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out in Item No. 1 of the Notice.

The Board of Directors recommends the resolution in relation to the appointment of Mr. Raj Kaul as Non-Executive and Non-Independent Director of the Company as set out in Item No. 1 for approval of the Members by way of a Special Resolution.

ANNEXURE - I

Details of Director seeking appointment

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

Resolution No.	1
Name of the Director	Mr. Raj Kaul
Directors Identification Number (DIN)	00394139
Age	80 years
Date of first appointment on the Board	Not Applicable
Qualifications	BSc Engg. (Honors) and Post Graduate - Marketing from IIM, Ahmedabad
Brief Profile including experience and nature of expertise in specified functional areas.	Mr. Kaul has over four decades of experience in the agrochemical industry and has served on the Board of leading corporates such as Bayer Crop Science Limited and PI Industries Limited. He also served as Chairman of the Board of Agrinos, a Norwegian Listed Company. He has over 15 years of experience in Engineering Consulting and consumer products marketing / sales management and over 30 years in general management and M&A for Bayer India and Bayer Germany in the Ag and related businesses. He was former Member of several Boards of JVs and other companies, e.g. Bayer India (a listed company) on behalf of Bayer AG, leading VC in USA on behalf of Bayer AG, Bilag India etc. He has completed about 200 transactions of different types from licensing, JVs, research agreements, partnerships, acquisitions and divestments. The single largest transaction being the acquisition of Aventis and the subsequent divestments. He retired as member of the Group Leadership Circle of Bayer AG and Senior Vice President of Bayer CropScience AG. Currently he is on the Board of Directors of Gowan, USA and Advisor to Oerth Bio. He is a Managing Partner, RK Associates, a business and advisory consulting firm active in India, Europe and USA.
Terms and conditions of appointment / re-appointment including Remuneration proposed to be paid	As detailed in the resolution and explanatory statement.
Details of remuneration sought to be paid	Entitled to receive sitting fees for attending meeting of Board of Directors and committees of the Board, if appointed.
Details of remuneration last drawn.	Not Applicable
No. of Board Meetings attended during the year.	Not Applicable
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Nil
Shareholding in the Company as on March 31, 2022	Nil
List of other Companies in which Directorship (excluding Foreign, Private and Section 8 Companies).	Nil

Names of listed entities in which he also holds the directorship and listed entities from which he 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

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

sd/-

Satish Kumar Subudhi

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

Date: March 29, 2023

Place: Hyderabad