



NACL Industries Limited

Ref: NACL/SE/2023-24

September 23, 2023

1) BSE Limited

Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400001

Stock Code: 524709

2) National Stock Exchange of India Ltd

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

Symbol: NACLIND

Dear Sir,

Sub: Disclosure of Voting results of 36th Annual General Meeting.

Ref: Regulation 44 of SEBI (LODR) Regulations, 2015.

We wish to inform that an 36th Annual General Meeting (“AGM”) of the members of the Company was held on Friday, September 22, 2023 at 10:00 a.m. through Video Conferencing/Other Audio Video Means.

Further pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are submitting herewith the voting results of the said AGM. We are also enclosing the consolidated report of the scrutinizer on remote e-voting and e-voting conducted during the AGM. The above are also uploaded on the website of the Company www.naclind.com.

Kindly take the same on record.

Thanking you,

for **NACL Industries Limited**

Satish Kumar Subudhi

Vice President – Legal & Company Secretary

Encl: As above



General information about company	
Scrip code	524709
NSE Symbol	NACLIND
MSEI Symbol	NOTLISTED
ISIN	INE295D01020
Name of the company	NACL INDUSTRIES LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	22-09-2023
Start time of the meeting	10:00 AM
End time of the meeting	11:43 AM

Scrutinizer Details	
Name of the Scrutinizer	Srikanth Somepalli
Firms Name	B S S & ASSOCIATES
Qualification	CS
Membership Number	A22119
Date of Board Meeting in which appointed	27-07-2023
Date of Issuance of Report to the company	22-09-2023

Voting results	
Record date	08-09-2023
Total number of shareholders on record date	25043
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	1
b) Public	66
No. of resolution passed in the meeting	
	7
Disclosure of notes on voting results	Add Notes

Resolution (1)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt the Audited Standalone Financial Statement and Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of Directors and Auditors thereon				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	126915859	113623500	89.5266	113623500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		126915859	113623500	89.5266	113623500	0	100.0000
Public-Institutions	E-Voting	4008038	1909867	47.6509	1909867	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4008038	1909867	47.6509	1909867	0	100.0000
Public- Non Institutions	E-Voting	67917946	504018	0.7421	498987	5031	99.0018	0.9982
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		67917946	504018	0.7421	498987	5031	99.0018
Total		198841843	116037385	58.3566	116032354	5031	99.9957	0.0043
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; background-color: #800000; color: white; padding: 5px; display: inline-block;">Add Notes</div>	

Resolution (2)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mrs.K. Lakshmi Raju (DIN:00545776), who retires by rotation and being eligible, offer herself for re-appointment				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	126915859	113623500	89.5266	113623500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		126915859	113623500	89.5266	113623500	0	100.0000
Public-Institutions	E-Voting	4008038	1909867	47.6509	1909867	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4008038	1909867	47.6509	1909867	0	100.0000
Public- Non Institutions	E-Voting	67917946	503948	0.7420	503948	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		67917946	503948	0.7420	503948	0	100.0000
Total		198841843	116037315	58.3566	116037315	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; padding: 5px; display: inline-block; background-color: #800000; color: white;">Add Notes</div>	

Resolution (3)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To declare final dividend on equity shares for the financial year ended March 31, 2023				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	126915859	113623500	89.5266	113623500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		126915859	113623500	89.5266	113623500	0	100.0000
Public-Institutions	E-Voting	4008038	1909867	47.6509	1909867	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4008038	1909867	47.6509	1909867	0	100.0000
Public- Non Institutions	E-Voting	67917946	503948	0.7420	503948	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		67917946	503948	0.7420	503948	0	100.0000
Total		198841843	116037315	58.3566	116037315	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; padding: 5px; display: inline-block; background-color: #800000; color: white;">Add Notes</div>	

Resolution (4)

Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2024				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	126915859	113623500	89.5266	113623500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		126915859	113623500	89.5266	113623500	0	100.0000
Public-Institutions	E-Voting	4008038	1909867	47.6509	1909867	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4008038	1909867	47.6509	1909867	0	100.0000
Public- Non Institutions	E-Voting	67917946	503948	0.7420	498917	5031	99.0017	0.9983
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		67917946	503948	0.7420	498917	5031	99.0017
Total		198841843	116037315	58.3566	116032284	5031	99.9957	0.0043
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; padding: 5px; display: inline-block; background-color: #c00000; color: white; border-radius: 5px;">Add Notes</div>	

Resolution (5)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To pay advisory fees to Mr. Raj Kaul, Non-Executive and Non-Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	126915859	113623500	89.5266	113623500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		126915859	113623500	89.5266	113623500	0	100.0000
Public-Institutions	E-Voting	4008038	1909867	47.6509	1909867	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4008038	1909867	47.6509	1909867	0	100.0000
Public- Non Institutions	E-Voting	67917946	503948	0.7420	498217	5731	98.8628	1.1372
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		67917946	503948	0.7420	498217	5731	98.8628
Total		198841843	116037315	58.3566	116031584	5731	99.9951	0.0049
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; padding: 5px; display: inline-block; background-color: #800000; color: white;">Add Notes</div>	

Resolution (6)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To pay consultancy fees to Mr.Chantati Varada Rajulu, Non-Executive and Non-Independent Director				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	126915859	113623500	89.5266	113623500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		126915859	113623500	89.5266	113623500	0	100.0000
Public-Institutions	E-Voting	4008038	1909867	47.6509	1909867	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4008038	1909867	47.6509	1909867	0	100.0000
Public- Non Institutions	E-Voting	67917946	503948	0.7420	498417	5531	98.9025	1.0975
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		67917946	503948	0.7420	498417	5531	98.9025
Total		198841843	116037315	58.3566	116031784	5531	99.9952	0.0048
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; padding: 5px; display: inline-block; background-color: #800000; color: white;">Add Notes</div>	

Resolution (7)

Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr.Santanu Mukherjee (DIN: 07716452) as an Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	126915859	113623500	89.5266	113623500	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		126915859	113623500	89.5266	113623500	0	100.0000
Public-Institutions	E-Voting	4008038	1909867	47.6509	1909867	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		4008038	1909867	47.6509	1909867	0	100.0000
Public- Non Institutions	E-Voting	67917946	503948	0.7420	503948	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		67917946	503948	0.7420	503948	0	100.0000
Total		198841843	116037315	58.3566	116037315	0	100.0000	0.0000
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<div style="border: 1px solid black; padding: 5px; display: inline-block; background-color: #800000; color: white;">Add Notes</div>	



B S S & ASSOCIATES

COMPANY SECRETARIES

Flat No. 5A, Parameswara Apartments, Beside SBI, Anandnagar, Khairatabad, Hyderabad -500 004

Phone : 040 - 40171671, Cell : 6309490217

E-mail : - cs@bssandassociates.com

To
The Chairman,
NACL INDUSTRIES LIMITED,
Plot No.12-A, "C"- Block,
Lakshmi Towers, No.8-2-248/1/7/78,
Nagarjuna Hills, Panjagutta,
Hyderabad - 500082, Telangana, India

Dear Sir,

Sub: Consolidated Report of Scrutinizer on e-voting system and remote e-voting pursuant to the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Pursuant to provisions of section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 for the 36th Annual General Meeting ("AGM") of NACL INDUSTRIES LIMITED [CIN:L24219TG1986PLC016607] held on Friday, the 22nd day of September, 2023 at 10:00 A.M. (IST) through Video Conferencing (VC) facility / Other Audio-Visual Means (OAVM).

1. We, **B S S & Associates**, Company Secretaries, Hyderabad, were appointed by the Board of Directors of "**NACL INDUSTRIES LIMITED**" ("**the Company**") for the purpose of scrutinizing the remote e-voting process and e-voting system during 36th AGM conducted on 22nd day of September, 2023 at 10:00 A.M. (IST) through Video Conferencing (VC) /Other Audio-Visual Means (OAVM) in a fair and transparent manner and ascertaining the requisite majority on voting through e-voting system and remote e-voting carried out, as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 [Amendment Rules 2015], on the resolutions contained in item numbers 1 to 7 as set out in the Notice dated 27th day of July, 2023 of the said 36thAGM.
2. In compliance with the MCA Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, August 17, 2020, January 13, 2021, December 08, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (Collectively referred to as "**MCA Circulars**") and SEBI Circulars dated May 12, 2020 dated January 15, 2021 and dated January 05, 2023 (Collectively referred to as "**SEBI Circulars**"), the Notice dated 27th day of July, 2023, as confirmed by the Company was sent in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those members whose email addresses are registered with the Company/ Depositories.
3. The Company had availed the e-voting facility offered by Central Depository Securities Limited ("**CDSL**") for conducting remote e-voting prior to AGM and for conducting e-voting during the AGM.
4. The remote e-voting period was kept open for three days from 19th September, 2023 at 9:00 A.M. to 21st September, 2023 at 5:00 P.M.



5. The cut-off date for the purpose of determining the entitlement for voting on the proposed resolutions was 8th September, 2023.
6. The Company had also provided e-voting facility at the AGM through VC/OAVM to those shareholders who had not cast their vote earlier through remote e-voting.
7. After the closure of e-voting at the AGM through VC/OAVM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked in the presence of two witnesses, who are not in the employment of the company and were counted.
8. We have scrutinized and reviewed the remote e-voting prior to AGM and e-voting during the AGM and votes cast therein, based on the data downloaded from the CDSL e-voting system.
9. The management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to AGM and e-voting during the AGM on the resolutions contained in the notice of the AGM.
10. Our responsibility as scrutinizer for the remote e-voting and e-voting during AGM is restricted as Scrutinizer to make a report of the votes cast in favour or against the resolutions.
11. We now submit our consolidated report on the results of remote e-voting together with that of e-voting conducted through the e-voting system at the AGM provided by CDSL, as under:

a) Resolution 1 (as an Ordinary Resolution)

To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of Directors and Auditors thereon

a) "RESOLVED THAT the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 and the Reports of Directors and Auditors thereon be and are hereby considered and adopted."

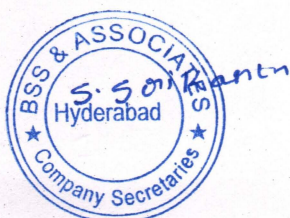
b) "RESOLVED THAT the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 and the Report of Auditors thereon be and are hereby considered and adopted."

(i) Voted **in favour** of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
137	11,60,32,354	99.9957

(ii) Voted **against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
01	5,031	0.0043



(iii) **Abstain/ Invalid Votes:**

No of Members voted	Number of votes held by them
-	-

b) Resolution 2 (as an Ordinary Resolution)

To appoint a Director in place of Mrs. K. Lakshmi Raju (DIN:00545776), who retires by rotation and being eligible, offers herself for re-appointment

“RESOLVED THAT pursuant to Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. K. Lakshmi Raju (DIN: 00545776), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

(i) **Voted in favour** of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
137	11,60,37,315	100.00

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
-	-	-

(iii) **Abstain/ Invalid** Votes:

No of Members voted	Number of votes held by them
01	70

c) Resolution 3 (as an Ordinary Resolution)

To declare final dividend on equity shares for the financial year ended March 31, 2023

“RESOLVED THAT final dividend of ₹0.25 per equity share (i.e., 25% on the paid-up equity share capital of the Company) for the financial year ended March 31, 2023, as recommended by the Board of Directors of the Company, be and is hereby declared and the same be paid out of the profits of the Company for the financial year ended March 31, 2023.”

(i) **Voted in favour** of Resolution:

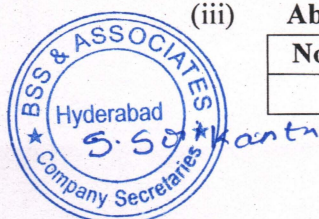
No of Members voted	Number of votes cast by them	% to total number of valid votes cast
137	11,60,37,315	100.00

(ii) **Voted against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
-	-	-

(iii) **Abstain/Invalid** Votes:

No of Members voted	Number of votes cast by them
01	70



d) Resolution 4 (as an Ordinary Resolution)

To ratify the remuneration of the Cost Auditor for the financial year ending March 31, 2024

“RESOLVED THAT pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of ₹8,00,000 (Rupees Eight Lakh only) plus applicable taxes and out-of-pocket expenses incurred in connection with the Cost Audit to be paid to M/s. K. Narasimha Murthy & Co., Cost Accountants, appointed as Cost Auditor to conduct the audit of the cost records of the Company for the financial year ending March 31, 2024, as approved by the Board of Directors based on the recommendation of the Audit Committee, be and is hereby ratified.”

“RESOLVED FURTHER THAT the Board of Directors and/or any person Authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
136	11,60,32,284	99.9957

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
01	5,031	0.0043

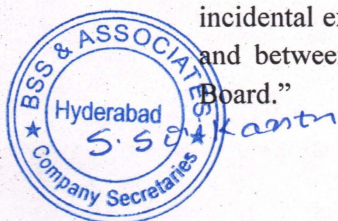
(iii) Abstain/Invalid Votes:

No of Members voted	Number of votes held by them
01	70

e) Resolution 5 (as a Special Resolution)

To pay advisory fees to Mr. Raj Kaul, Non-Executive and Non-Independent Director

“RESOLVED THAT pursuant to Sections 188, 197(4) and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members be and is hereby accorded to remunerate Mr. Raj Kaul (DIN: 00394139), Non-Executive and Non-Independent Director (a “related party” holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013) by way of fixed advisory fees an amount of not exceeding USD 75,000 per annum (approx. ₹60,00,000 per annum), in addition to fee payable to the him for attending the meetings of the Board or Committees thereof, plus reimbursement of travel, out of pocket expenses and incidental expenses for a period of 3 (three) years as per terms and conditions agreed upon, by and between the Company and Mr. Raj Kaul under an agreement and as approved by the Board.”



“RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to alter and vary any such terms and conditions of the said appointment and advisory fees or revise the advisory fees in such manner as may be acceptable by the Board and Mr. Raj Kaul, and such agreement shall be suitably amended to give effect to such modification, relaxation or variation.”

“RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
134	11,60,31,584	99.9951

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
03	5,731	0.0049

(iii) Abstain/Invalid Votes:

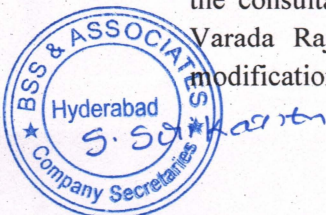
No of Members voted	Number of votes held by them
01	70

f) Resolution 6 (as a Special Resolution)

To pay consultancy fees to Mr. Chantati Varada Rajulu, Non-Executive and Non-Independent Director

“RESOLVED THAT pursuant to Sections 188, 197(4) and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’), read with Rule 15(3) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members be and is hereby accorded to remunerate Mr. Chantati Varada Rajulu (DIN:09219298), Non-Executive and Non-Independent Director (a “related party” holding office and a place of profit under Section 188(1)(f) of the Companies Act, 2013) by way of fixed consultancy fees of an amount not exceeding ₹42,00,000 per annum, in addition to fee payable to the him for attending the meetings of the Board or Committees thereof, plus reimbursement of travel, out of pocket expenses and incidental expenses for a period of 1 (one) year as per terms and conditions agreed upon, by and between the Company and Mr. Chantati Varada Rajulu under an agreement and as approved by the Board.”

“RESOLVED FURTHER THAT, the Board of Directors be and is hereby authorized to alter and vary any such terms and conditions of the said appointment and consultancy fees or revise the consultancy fees in such manner as may be acceptable by the Board and Mr. Chantati Varada Rajulu, and such agreement shall be suitably amended to give effect to such modification, relaxation or variation.”



“RESOLVED FURTHER THAT the Board of Directors and/or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”

(i) Voted **in favour** of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
135	11,60,31,784	99.9952

(ii) Voted **against** the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
02	5,531	0.0048

(iii) **Abstain/Invalid** Votes:

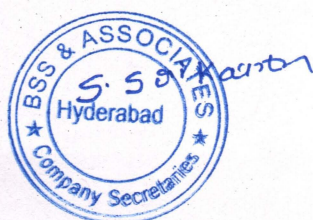
No of Members voted	Number of votes held by them
01	70

g) Resolution 7 (as a Special Resolution)

Appointment of Mr. Santanu Mukherjee (DIN: 07716452) as an Independent Director of the Company

“RESOLVED THAT pursuant to Sections 149, 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, (‘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. Santanu Mukherjee (DIN: 07716452) who 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 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) years effective from July 27, 2023 till July 26, 2028.”

“RESOLVED FURTHER THAT the Board of Directors and/ or any person authorised by the Board, be and is hereby severally authorized to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.”



(i) Voted in favour of Resolution:

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
137	11,60,37,315	100.00

(ii) Voted against the resolution

No of Members voted	Number of votes cast by them	% to total number of valid votes cast
-	-	-

(iii) Abstain/Invalid Votes:

No of Members voted	Number of votes held by them
01	70

Thanking you,

Yours faithfully
For B S S & Associates
Company Secretaries

S. Srikanth

Srikanth Somepalli

Partner

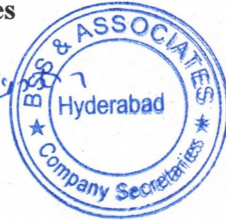
M.No. A22119, CoP: 7999

UDIN: A022119E001064138

Peer Review Cert. No.726/2020

Place: Hyderabad

Date: 22.09.2023



Countersigned by
For NACL Industries Limited

Satish Kumar Subudhi
Company Secretary
(Under authority by Chairman)

Place: Hyderabad

Date: 23.09.2023