



NACL Industries Limited

(formerly known as 'Nagarjuna Agrichem Limited')



Annual Report 2017-18



NACL honoured with the “India’s Most Trusted Brand and Best Company of the Year” by IBC Corporate Awards, 2017



NACL declared as Winner of “Silver Award” in Chemical Sector for outstanding achievement in Environmental Management by Greentech Foundation Foundation, 2018



NACL bagged “Suraksha Puraskar Award” for the year 2017 of NSCI for its best Safety Practices

BOARD OF DIRECTORS

Mrs.K.Lakshmi Raju	: Chairperson
Mr.D.Ranga Raju	: Director
Mr.Sudhakar Kudva	: Director
Mr.K.Raghuraman	: Director
Mr.N.Vijayaraghavan	: Director
Mr.Raghavender Mateti	: Director
Mr.R.S.Nanda	: Director
Mr.V.Vijay Shankar	: Managing Director



Day	: Monday
Date	: 06 th August, 2018
Time	: 10.00 a.m.
Venue	: FTAPCCI Auditorium, M/s. Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, (FTAPCCI), Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad-500004, Telangana State, Phone + 91-040 23395515

SENIOR MANAGEMENT

Mr.Amit Talaria	: Vice President - SCM & IT
Mr.C.Varada Rajulu	: Vice President - Manufacturing (SKLM)
Mr.G.Jagannadha Rao	: Executive Vice President - Exports
Mr.Harish Chandra Bijlwan	: Vice President - Operation & Technology
Mr.J.Satyanarayana Das	: Vice President - Manufacturing (Ethakota)
Mr.Manikkam Natarajan	: Executive Vice President - Marketing & Sales
Mr.R.K.S.Prasad	: Executive Vice President-Finance & Chief Financial Officer
Mr.Satish Kumar Subudhi	: Company Secretary & Head - Legal
Mr.S.Mani Prasad	: Head - Corporate HPD
Dr.Venkatesan Subbusamy	: Sr.General Manager - Registration & Regulatory Affairs

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.
Ph.040-33605123
e-mail: cs-nacl@naclind.com
Website: www.naclind.com

FACTORIES:

Arinama Akkivalasa,
Etcherla Mandal, Srikakulam,
Andhra Pradesh.

Ethakota,
P.O: Ravulapalem,
East Godavari Dist.
Andhra Pradesh.

R & D CENTRE:

Nandigaon Village,
Shadnagar,Kothur Mandal,
Mahaboobnagar Dist.
Telangana State.

STATUTORY AUDITORS:

M/S. Deloitte Haskins & Sells
LLP, Chartered Accountants,
KRB Towers, Plot No 1 to 4,
1st and 2nd Floor, Jubilee
Enclave, Madhapur
Hyderabad-500081.
Telangana State.

COST AUDITORS:

M/s. K.Narasimha Murthy & Co.,
Cost Auditors,
No. 3-6-365,
104 & 105,
Pavani Estate,
Himayathnagar,
Hyderabad-500029.
Telangana State.

BANKERS:

State Bank of India.
HDFC Bank Ltd.
IDBI Bank Ltd.
New India Co-Op.Bank Ltd.
SVC Co-Op. Bank Ltd.
RBL Bank Ltd.

SHARE REGISTRARS & TRANSFER AGENTS:

XL Softech Systems Ltd.
No.3, Sagar Society,
Road No.2,
Banjara Hills,
Hyderabad-500034.
Telangana State.
Ph.040-23545913/914/915
Fax:040-23553214
E-mail: xlfield@gmail.com

CONTENTS

	Page No.
Notice	2
Directors' Report.....	10
Management Discussion & Analysis Report.....	38
Report on Corporate Governance	40
Certification by MD and CFO.....	59
Certificate on Corporate Governance.....	60
Independent Auditors' Report on Standalone Financial Statements	61
Standalone Balance Sheet.....	66
Standalone Profit and Loss Account	67
Standalone Cash Flow Statement.....	68
Notes on Standalone Accounts	71
Independent Auditors' Report on Consolidated Financial Statements	108
Consolidated Balance Sheet	111
Consolidated Profit and Loss Account.....	112
Consolidated Cash Flow Statement	113
Notes on Consolidated Financial Statements.....	116
ECS Mandate form & e-Communication Regn. form	
Attendance Slip & Proxy Form	

NOTICE

NOTICE is hereby given that the 31st Annual General Meeting of M/s. NACL Industries Limited (**formerly know as 'Nagarjuna Agrichem Limited'**) will be held at 10.00 a.m. on Monday the 06th day of August, 2018 at FTAPCCI Auditorium, M/s Federation of Telangana and Andhra Pradesh Chambers of Commerce and Industry, (FTAPCCI), Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad-500004, Telangana State to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone and Consolidated Audited Profit and Loss Account for the year ended 31st March, 2018, the Balance Sheet as on that date and the Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:
 - a) "RESOLVED THAT the Standalone Audited Profit and Loss Account for the year ended 31st March, 2018, the Balance Sheet as on that date and the Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditors thereon be and are hereby considered and adopted."
 - b) "RESOLVED THAT the Consolidated Audited Profit and Loss Account for the year ended 31st March, 2018, the Balance Sheet as on that date and the Cash Flow Statement for the year ended on that date and the Report of Auditors thereon be and are hereby considered and adopted."
2. To declare dividend on equity shares for the financial year ended 31st March, 2018 and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT dividend at the rate of 12.50 paise per equity share of ₹ 1/- each (i.e. 12.50% on Paid-up Equity Share Capital of the Company) be and is hereby declared for the financial year ended 31st March, 2018 and the same be paid as recommended by the Board of Directors of the Company, out of the profits of the Company for the financial year ended 31st March, 2018."
3. 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.

In this regard, pass the following resolution as an **Ordinary Resolution**:

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

4. Ratification of appointment of Statutory Auditors of the Company and fixing their remuneration and in this regard, pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditor) Rules, 2014 and other applicable Rules, if any (including any statutory modification(s) or re-enactment thereof for as amended from time to time), the Company hereby ratifies the appointment of M/s.Deloitte Haskins & Sells LLP, Chartered Accountants, Hyderabad, (Firm Registration No.117366W/W100018), as Statutory Auditors of the Company, to hold office from the conclusion of the 31st Annual General Meeting (AGM) till the conclusion of the 32nd AGM of the Company to be held in the year 2019 on such remuneration plus applicable taxes, out of pocket, travelling and other expenses etc., as may be fixed by the Board of Directors of the Company, based on the recommendation of the Audit Committee."

SPECIAL BUSINESS:

5. To ratify the remuneration of the Cost Auditors for the financial year ended 31st March, 2019 and in this regard, pass the following resolution as an **Ordinary Resolution**:

"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 and other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 6,00,000/- (Rupees Six Lakhs 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., (Registration No.4042) the Cost Auditors, appointed to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2019, as fixed by the Board on the recommendation of the Audit Committee, be and is hereby approved and ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution."

By order of the Board

Satish Kumar Subudhi
Company Secretary &
Head-Legal (FCS-9085)

Place: Hyderabad
Date: 19th May, 2018

Registered Office:

CIN: L24219TG1986PLC016607
Plot No.12-A, "C"- Block, Lakshmi Towers,
No.8-2-248/1/7/78, Nagarjuna Hills, Panjagutta,
Hyderabad-500082, Telangana State, INDIA.
Ph.040-33605123 e-mail: cs-nacl@naclind.com
Website : www.naclind.com.

Notes:

1) **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company.**

2) **Proxies/Power of Attorney forms, in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the scheduled time of the Meeting. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. A Proxy Form is attached herewith.**

3) **Explanatory Statement:**

The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, ("Act") relating to the Special Business item is given below and forms part hereof.

4) **Director proposed to be appointed/re-appointed:**

Details of Directors retiring by rotation or seeking appointment/re-appointment at the ensuing meeting are provided in the "Annexure" to the Notice pursuant to the provisions of (i) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India (ICSI).

5) **Book Closure:**

a) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, 04th August, 2018 to Monday, 06th August, 2018 (both days inclusive).

b) **Dividend:**

The dividend on Equity Shares for the financial year 2017-18, will be paid after declaration by the members:

- i) in respect of shares held in physical form, to those members whose names appear on the Register of Members of the Company on 03rd August, 2018 after giving effect to all valid share transfer documents lodged with the Company/its RTA on or before 03rd August, 2018.
- ii) in respect of shares held in electronic form, to those beneficial owners whose names appear in the statements of beneficial ownership furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the end of 03rd August, 2018.

6) **Unclaimed Dividend and Transfer of shares to IEPF:**

a) The Members are hereby informed that the Company would transfer the dividends, which remains unpaid/ unclaimed for a period of 7 (seven) years, to the Investors Education and Protection Fund (IEPF) constituted by the Central Government under Section 125 of the Companies Act, 2013.

b) The Company has transferred the unpaid or unclaimed dividends declared up to financial year 2009-10 (Final Dividend) and 2010-11 (Interim Dividend), from time to time to the IEPF. Members may please refer to "Corporate Governance Report" (forms part hereof) for details of unclaimed dividend amount credited to IEPF account during the year 2017-18. Further the Company shall not entertain the claims of the Shareholders for the unclaimed dividends which have been transferred to IEPF.

c) In view of the above, the Shareholders are advised to send their requests for payment of unpaid dividend pertaining to the years 2011-12 (final dividend) to 2016-17 (final dividend) to the Share Transfer Agent (RTA) office or to the Registered Office of the Company at Hyderabad, for issue of cheques/demand drafts before the due dates for transfer to the IEPF. The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company, as on 05th August, 2017 (i.e. date of previous Annual General Meeting), on the website of the Company www.naclind.com and also on the website of Ministry of Corporate Affairs.

d) Members may please refer to "Corporate Governance Report" (forms part hereof) for details of unclaimed dividend amount credited to IEPF account during the year 2017-18.

e) **Transfer of Shares to IEPF Suspense Account:**

Attention of the members is drawn to the provisions of Section 124(6) of the Act which require a Company to transfer in the name of IEPF Authority all shares in respect of which dividend has not been paid or claimed for 7 (seven) consecutive years or more.

In accordance with the aforesaid provision of the Act, read with the Investor Education and Protection fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has already transferred all shares, in respect of which dividend declared for the financial year 2010-11, has not been paid or claimed by the members for 7 (seven) consecutive years or more. Members are advised

to visit the website www.naclind.com to ascertain details of shares transferred in favour of IEPF authority.

- f) Members/claimants whose shares, unclaimed dividends, etc., have been transferred to the IEPF demat account or the fund, as the case may be, may claim the shares or apply for refund by making an application to the IEPF Authority in Form IEPF-5 (available on www.iepf.gov.in) along with requisite fee as decided by the IEPF Authority from time to time. The Members/Claimant can file only one consolidated claim in a financial year as per the IEPF Rules.

7) Members Nomination:

- a) Members are advised to avail themselves of nomination facility as per the Section 72 of the Companies Act, 2013. Facility for making nomination is available for the members in respect of the shares held by them.
- b) Members holding shares and who have not yet registered their nomination are requested to register the same by submitting Form No.SH-13. Further, a Member who desires to cancel the earlier nomination and record fresh nomination may submit the same in Form No.SH-14. Both the Forms for "Nominations" and "Cancellation or Variation of Nomination" can be availed from the RTA or can be downloaded from the Company's website.
- c) Members holding shares in physical form are requested to submit the forms to the Company's Share Registrars and Transfer Agents (RTA). The members holding shares dematerialized form are requested to file the Nomination/ Cancellation or Variation in Nomination forms with their respective Depository Participants in the prescribed form.

8) Corporate Members:

Corporate Members are requested to send a duly certified copy of the Board Resolution/Power of Attorney authorizing their representatives for voting purpose and to attend at the Annual General Meeting (AGM).

9) Important Communication to Members:

- a) All communications relating to the shares may be addressed to our Share Transfer Agent (RTA) Office i.e.,
M/s. XL Softech Systems Limited,
(Unit: NACL Industries Limited)
No.3, Sagar Society, Road No.2, Banjara Hills,
Hyderabad-500034, Telangana;
Telephone No: 040-23545913/914/915;
Fax No.040-23553214, e-mail ID: xlfield@gmail.com.

- b) The members may please visit the Company's Website: www.naclind.com to find more information about the Company.
- c) The Ministry of Corporate Affairs, Government of India has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliance by the Companies and has issued circulars stating that service of notice/documents including Annual Report can be sent by e-mail to its Members. To support this Green Initiative of the Government in full measure, Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holdings with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to register their e-mail addresses by submitting the e-mail Registrations Form attached with this Annual Report.
- d) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS)/National Electronic Fund Transfer (NEFT), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's RTA, to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
- e) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA of the Company for assistance in this regard.
- f) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or RTA the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
- g) Electronic copy of the Annual Report for 2017-18 is being sent to all members whose email addresses are registered with the Company/ Depository Participants for communication purposes, unless any members has requested

for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 are being sent in the permitted mode.

- h) **Updating member details:** The format of the Register of Members prescribed by the Ministry of Corporate Affairs, under the Companies Act, 2013, requires the Company/Registrar and Share Transfer Agent (RTA) to record additional details of members, including email address, bank details for payment of dividend etc. In this regard, a form for capturing the additional details is appended at the end of this Annual Report. Members holding shares in physical form are requested to submit their filled in form to the Company or the Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.
- i) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore, requested to submit their PAN details to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company or its RTA.

10) Listing Fees:

The Company has paid the Listing Fees for the year 2018-19 to BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), the Stock Exchange(s) where the Company's shares are listed.

11) Members are requested to:

- send their queries, if any, to reach the Company's Registered Office at Hyderabad at least 7 days before the date of the Meeting so that information can be made available at the Meeting;
- bring their copy of the Annual Report and Attendance Slip with them to the Meeting;
- to bring their DP ID and Client ID numbers for easy identification of attendance at the venue of AGM, who hold shares in dematerialized form;
- send their e-mail address to the Company/RTA for prompt communication;
- to quote their Regd. Folio Number or DP and Client ID Numbers in all their correspondence with the Company/RTA.

12) Instructions about Voting:

In terms of Section 108 and other applicable provisions of Companies Act, 2013, read with Regulation 4(2)(a) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to facilitate the members, the Company is providing e-voting facility, besides the polling process to be conducted at the AGM venue.

The members are requested to opt for any one mode of voting i.e., either through e-voting or through polling process to be conducted at the AGM. If a member cast votes by both modes, then voting done through a valid e-vote shall prevail and voting through polling process conducted at AGM shall be treated as invalid. Please refer to the following instructions for voting through electronic means.

A) e-Voting through electronic means:

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing Members facility to exercise their right to vote on resolutions proposed to be passed in the Annual General Meeting by electronic means through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are as under:
 - Log on to the e-voting website www.evotingindia.com
 - Click on "Shareholders" tab.
 - Select the "NACL Industries Limited" from the drop down menu and click on "SUBMIT"
 - Enter your User ID-For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID. Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
 - If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
 - If you are a first time user follow the steps given below:

Fill up the following details in the appropriate boxes:

PAN*	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department
DOB**	Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format.
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.

** Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (available in the Address Label pasted in the cover and/or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Ramanathan with sequence number 1 then enter RA00000001 in the PAN Field.*

***Please enter any one of the details in order to login. In case both the details are not recorded with the depository or Company, please enter the Member id / folio number in the Dividend Bank details field.*

- vii) After entering these details appropriately, click on "SUBMIT" tab.
- viii) Members holding shares in physical form will then reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Set Password' 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.
- ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- x) Click on the relevant EVSN for NACL Industries Limited.
- xi) 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.

- xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- xiii) 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.
- xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvi) If Demat account holder has forgotten the changed password then enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the Scrutinizer to verify the same.
- xviii) E-Voting by Mobile app:

Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 should be emailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
- xx) In case members have any queries or issues regarding e-voting, they may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com or investors@naclind.com.
- II. The e-voting period begins on 03rd August, 2018 (10.00 a.m.) and ends on 05th August, 2018 (5.00 p.m.). During this period shareholder of the Company, holding shares either in physical form or in dematerialized form, as of 27th July, 2018 (i.e., the cut-off date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- III. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help Section or write an email to helpdesk.evoting@cdslindia.com or investors@naclind.com
- IV. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity shares capital of the Company as on 27th July, 2018.
- V. Mr.K.V.Chalama Reddy, Practicing Company Secretary (M.No:F 9268, and C.P No: 5451), Hyderabad, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. The scrutinizer shall, immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman/Managing Director of the Company who shall countersign the same.
- B) Other Instructions:**
- I. The Scrutinizer will collate the votes downloaded from the e-voting system and votes casted during the polling process conducted at Annual General Meeting venue, to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- II. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The results declared, along with the Scrutinizer's Report, shall be placed on the Company's website www.naclind.com and be communicated to the Stock Exchanges where the Company's shares are listed, i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE), stock exchanges where the Companies share are listed.
- III. Members may address any query to Mr. Satish Kumar Subudhi, Company Secretary & Head-Legal, at the Registered Office of the Company, Tel. No.040-33605123/124/125, Fax No. 040-23358062, Email: investors@naclind.com; Website: www.naclind.com.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS ITEMS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.5:

The Board of Director of the Company, on recommendation of the Audit Committee, has approved the appointment of the Cost Auditors namely M/s K. Narasimha Murthy & Co., (Registration No.4042), Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2019, at a remuneration of ₹ 6,00,000/- (Rupees Six Lakhs only) plus applicable taxes and out-of-pocket expenses incurred in connection with the Cost Audit.

In accordance with the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rule 14 of Companies (Audit and Auditors) Rules, 2014, the appointment and remuneration payable to the Cost Auditors has to be approved and ratified by the shareholders of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019. The Board commends the Ordinary Resolution set out at Item No.5 of the Notice for

approval by the Shareholders.

None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

By order of the Board

Satish Kumar Subudhi
Company Secretary &
Head-Legal (FCS-9085)

Place: Hyderabad
Date: 19th May, 2018

Registered Office:

CIN: L24219TG1986PLC016607
Plot No.12-A, "C"- Block, Lakshmi Towers,
No.8-2-248/1/7/78, Nagarjuna Hills, Panjagutta,
Hyderabad-500082, Telangana State, INDIA.
Ph.040-33605123 e-mail: cs-nacl@naclind.com
Website : www.naclind.com.

ANNEXURE TO NOTICE

Details of Directors seeking appointment/re-appointment at the AGM

(Pursuant to Regulations 26(4) and 36(3) of the Listing Regulations and Secretarial Standards-2 on General Meeting)

Name of the Director	Mrs.K.Lakshmi Raju
Directors Identification Number (DIN)	00545776
Date of Birth, Age	06 th November, 1974, 44 years
Date of first appointment	24 th June, 2004
Qualifications	Commerce Graduate and also has a Masters Degree in Business Administration.
Brief Profile including expertise in specific functional areas	Having more than 14 years' experience in the Corporate business field.
Terms and conditions of appointment/re-appointment	Appointed as Non-Executive Director, liable to retire by rotation.
Details of remuneration last drawn during FY 2017-18	₹ 1 lakh (sitting fees only) **
No. of Board Meetings attended during the year	5 (five)
Relationship between Directors inter-se	Nil
No. of shares held in the Company	
(a) Own	30,18,360 Equity shares of ₹ 1/-each
(b) For other persons on a beneficial interest	Nil
List of other companies in which directorship held as on 31 st March, 2018 (excluding Foreign, Private and Section 8 Companies)	Nil
Chairperson/Member of the mandatory committees of the Board of the other Companies on which she is a Director as on 31 st March, 2018.	1 ^{##}

** Sitting fees paid for attending the Board and Committee(s) Meetings held during the FY 2017-18

Directorship and committee memberships in NACL Industries Limited are included in the aforesaid disclosure. The directorship in Private Limited Companies, Foreign Companies and Section 8 Companies and their Committee memberships are excluded. Membership and Chairmanship of Audit Committee and Stakeholder Relationship Committees of only public Companies have been included in the aforesaid table. The details pertains to the financial year ended 31st March, 2018.