



# NACL Industries Limited

Ref: NACL/SE/2025-26

June 10, 2025

## **BSE Limited**

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

**Company Code: 524709**

## **National Stock Exchange of India Ltd**

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

**Symbol: NACLIND**

Dear Sir/Madam,

**Sub: Disclosure of Postal Ballot Results-reg.**

**Ref: Disclosure under Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.**

Further to our letter dated May 09, 2025 with reference to the Postal Ballot Notice submission and pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we would like to inform you that the Members of the Company have duly approved the following special business through Postal Ballot (remote e-Voting), on June 08, 2025, being the last date of voting:

S.No	Particulars
1	Appointment of Mr. Garimella Veera Bhadrani (DIN- 00114611) as a Director of the Company by way of Ordinary Resolution.
2	Appointment of Mr. Garimella Veera Bhadrani (DIN- 00114611) as a Whole-Time Director of the Company by way of a Special Resolution.

In connection with the same, please find annexed the following:

- Voting results of the said Postal Ballot through remote e-voting, in relation to the aforesaid business; and
- The Scrutinizer's Report dated June 09, 2025, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

You are requested to take the same on records.

Thanking you.

for **NACL Industries Limited**

**Satish Kumar Subudhi**

Vice President-Legal & Company Secretary





# 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

### Scrutinizer's Report on Postal Ballot (e-voting) Results

[Pursuant to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, section 108 & 110 of the Companies Act, 2013 and rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended]

To  
The Chairperson,  
**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, India.

Dear Sir/ Madam,

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 postal ballot through e-voting process in respect of business contained in item number 1 & 2 of the Postal Ballot Notice dated 9<sup>th</sup> May, 2025 (the "**Postal Ballot Notice**") issued by the company to all its members, in a fair and transparent manner and as per the provisions of Section 108 & 110 of the Companies Act, 2013 and Rules 20 & 22 of the Companies (Management and Administration) Rules, 2014 as amended.

The Management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013, and the rules related to remote e-voting on the resolutions contained in the Postal Ballot notice.

Our responsibility as Scrutinizer for the postal ballot through e-voting process was restricted to create a Scrutinizer's Report of the votes cast 'In favor' or 'against' the resolutions stated in the Postal Ballot Notice. This report was based on the data generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to facilitate voting through electronic means, i.e., by e-voting.

In this connection, we submit hereunder the Scrutinizer's Report on the results of e-voting:

1. The Members of the Company as on "Cut-off" date i.e., Friday, 2<sup>nd</sup> May, 2025 were entitled to vote on the proposed Ordinary and Special Resolution set out in the Postal Ballot Notice.
2. After due examination of MCA Circulars, it has been decided to allow companies to transact items through postal ballot up to September 30, 2025 in accordance with the framework set out in the MCA Circulars.
3. The Company, on 9<sup>th</sup> May, 2025, transmitted the Postal Ballot Notice through email to the Members of the Company whose names appeared in the Register of members/List of Beneficial Owners maintained by the Company / Depositories, as on 2<sup>nd</sup> May, 2025.



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4. The remote e-voting period remained open from Saturday, 10<sup>th</sup> May, 2025, 09.00 a.m. (IST) to Sunday, 8<sup>th</sup> June, 2025, 5.00 p.m. (IST).
5. At the end of e-voting period on Sunday, 8<sup>th</sup> June, 2025 at 5:00 p.m.(IST), the e-voting portal of the agency (CDSL) was disabled forthwith.
6. The votes cast through the e-voting process (remote e-voting) were unblocked on Sunday, 8<sup>th</sup> June, 2025 in the presence of two witnesses, who are not in the employment of the company and were counted.
7. Thereafter, the details containing, inter alia, list of Members who assented or dissented to/ voted for or against the Ordinary and special resolution that was put to vote were generated from the e-voting website of CDSL i.e., [https:// evotingindia.com/](https://evotingindia.com/).
8. Based on the above-mentioned process, the scrutiny was completed and the results of the postal ballot through e-voting are as under:

**a) Resolution 1 (As an Ordinary Resolution)**

**To approve the appointment of Mr. Veera Bhadram Garimella (DIN:00114611) as a Director of the Company:**

**RESOLVED THAT** pursuant to the provisions of Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory amendments, modifications, or re-enactments thereof, from time to time), and in accordance with Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Article 131 of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee. Mr. Veera Bhadram Garimella (DIN: 00114611), who was appointed by the Board of Directors as an Additional Director of the Company with effect from March 12, 2025, and in respect of whom a valid notice in writing under Section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director has been received, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and/or any person authorized 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, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Total Postal Ballot (Remote e-voting)	156	11,61,33,153	-
Less: Total number of votes Invalid/ abstained	-	-	-
Total Valid Postal Ballot (Remote e-voting)	156	11,61,33,153	100.00
Postal Ballot (Remote e-voting) Voted <b>in favour</b> of Resolution	145	11,61,21,934	99.9903
Postal Ballot (Remote e-voting) Voted <b>against</b> the resolution	11	11,219	0.0097



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b) **Resolution 2 (As a Special Resolution)**

To approve the appointment of Mr. Veera Bhadram Garimella (DIN-00114611) as a Whole-Time Director of the Company and the remuneration payable to him  
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V of the Companies Act, 2013 & the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013 (including any statutory amendment(s), modification(s) or re-enactment(s) thereto, from time to time) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory 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 based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members be and is hereby accorded to appoint Mr. Veera Bhadram Garimella (DIN- 00114611) as a Whole-Time Director for a period of Two years (02) with effect from March 12, 2025 to hold office up to March 11, 2027 upon the terms and conditions including remuneration as set out below and in the Agreement entered or to be entered into between the Company and Mr. Veera Bhadram Garimella in this regard, with liberty to the Board of Directors (hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted /empowered/to be constituted by the Board from time to time to exercise its powers conferred by this resolution), to alter and vary any such terms and conditions of the said appointment/remuneration in such manner as may be agreed to between the Board and Mr. Veera Bhadram Garimella."

- 1) Remuneration: Rs.3,00,00,000/- per annum (it includes Basic Salary, HRA, Special Allowance and other allowances, Leave Travel Allowance (LTA), Mediclaim Insurance coverage, Personal Accident Insurance etc.).
- 2) Annual Performances Bonus: 1 % of the Net Profits of the Company. The Net Profit hereit means Consolidated Profit after Tax (PAT) of the Company, as per the Audited Financial Statements for the immediate preceding financial year.
- 3) Mediclaim: The Company's Medical Insurance Scheme shall cover Mr. Bhadram, his Spouse, dependent children and parents.
- 4) GPAP: Mr. Bhadram will be covered under the Group Personal Accident Policy of the Company.
- 5) Club Membership: Free Club Membership not exceeding two Clubs.
- 6) A Chauffeur driven Car including running and maintenance expenses
- 7) He will be eligible for leave as per the rules of the Company.

**RESOLVED FURTHER THAT** if in any financial year during his aforesaid term of office, as such, the Company has no profits as computed in accordance with Section 198 of the Companies Act 2013, or such profits are inadequate, Mr. Veera Bhadram Garimella (DIN-00114611) shall be paid the above remuneration as Minimum Remuneration.

**RESOLVED FURTHER THAT** the aforesaid constituents of Remuneration may be altered or interchangeable /modifiable at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval there to expressly by the authority of this resolution.

**RESOLVED FURHTER THAT** the terms of appointment between the Company and Mr. Veera Bhadram Garimella carries a condition that it may be terminated by either party by giving to the other party three months' notice in writing and the Agreement entered or to be entered into between the Company and Mr. Veera Bhadram Garimella in this regard shall be binding on both the parties.



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**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter, vary, modify, or amend, from time to time, any of the terms and conditions relating to the appointment and/or remuneration of Mr. Veera Bhadram Garimella (DIN: 00114611), including any subsequent modifications or amendments thereto, in such manner as may be deemed appropriate by the Board and to Mr. Garimella; and that all such changes, variations, or revisions, as may be considered necessary or expedient by the Board, shall be effective and binding without requiring any further approval or consent of the members of the Company, who shall be deemed to have expressly accorded their approval thereto by virtue of the authority conferred under this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors and/or any person authorized 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, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution.

Particulars	No of Members voted	Number of votes cast by them	% to total number of valid votes cast
Total Postal Ballot (Remote e-voting)	155	11,61,33,152	-
Less: Total number of votes Invalid/ abstained	-	-	-
Total Valid Postal Ballot (Remote e-voting)	155	11,61,33,152	100.00
Postal Ballot (Remote e-voting) Voted <b>in favour</b> of Resolution	142	11,61,21,938	99.9903
Postal Ballot (Remote e-voting) Voted <b>against</b> the resolution	13	11,214	0.0097

Thanking you,

Yours faithfully

For **B S S & Associates**  
Company Secretaries

S. Srikanth  
Partner  
C.P. No. 7999  
UDIN: A022119G000567312



Countersigned by  
For **NACL Industries Limited**

*Satish Kumar Subudhi*  
Satish Kumar Subudhi  
Vice President – Legal & Company Secretary  
(Person Authorised by Chairperson)



Place: Hyderabad  
Date: 09.06.2025

Place: Hyderabad  
Date: 10/06/2025