

NACL Industries Limited

(formerly known as 'Nagarjuna Agrichem Limited')



Ref: NACL/SE/2019-20/

30th September, 2019

1) BSE Limited

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

2) National Stock Exchange of India Ltd

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

Dear Sir,

Sub: Disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and Regulation 7(3) of the SEBI (Prohibition of Insider Trading) Regulations, 2015- reg.

Ref: Stock Code: 524709 - Trading Symbol: NACLIND

With reference to the captioned subject, we have received necessary disclosures under Regulation 29(1) of SEBI (SAST) Regulations, 2011 and Regulation 7(3) of the SEBI (PIT) Regulations, 2015, from M/s.Bright Town Investment Advisor Private Limited. As required under the said Regulations, the Company also hereby intimates to the stock exchange(s) regarding the same.

Kindly take the above information on record.

Thanking you,

for **NACL Industries Limited**

Satish Kumar Subudhi

Company Secretary & Head-Legal

Regd. Office : Plot No. 12-A, 'C' Block, Lakshmi Towers, No. 8-2-248/1/7/78, Nagarjuna Hills, Panjagutta, Hyderabad - 500 082, Telangana, INDIA.
Phone : +91-40-33605100/123, Fax : +91-40-23358062 E-mail : info@naclind.com Website : www.naclind.com
CIN : L24219TG1986PLC016607

Factory-Technical :

Plot # 177, Arinama Akkivalasa Village, Allinagaram
Post, Etcherla Mandal, Srikakulam - 532403, A.P.
Phone : +91-08942-231172, 300400 / 401
Fax : +91-08942-231171

Factory-Formulation :

Unit - I, Unit - II
Ethakota-533238, Ravulapalem Mandal
East Godavari Dist., A.P.
Phone : +91-8855-305617 / 627

R&D Centre :

Sy. No. 1710 & 1711, Anthireddyguda Road, Nandigaon
Village & Mandal, R.R.District, Telangana - 509228
Phone : +91-08548-305004
Fa x : +91-08548-305801

BRIGHT TOWN INVESTMENT ADVISOR PRIVATE LIMITED

CIN NO.U74999MH2017PTC297718

Regd. Office : Office No.1, 1st Floor, Fine Mansions, 203, D N Road, Opp. Suvidha Restaurant, Fort,
Mumbai -- 400 001

Corporate Office: Plot No. 13, Lakshmi Towers, Parking Area, Nagarjuna Hills, Punjagutta, Hyderabad --
500 082

Email ID: brighttownadvisor2017@yahoo.com.

30th September, 2019

To,

1) National Stock Exchange of India Ltd

Exchange Plaza, BandraKurla Complex

Bandra (East) Mumbai -400051 Maharashtra State

2) BSE Limited

Floor 25, P.J. Towers

Dalal Street, Mumbai

Mumbai -- 400001 Maharashtra State

3) NACL Industries Limited

Plot No.12-A, "C" Block,

Lakshmi Towers, Nagarjuna Hills,

Panjagutta, Hyderabad-500082 T.S. India

Dear Sir,

Sub: Submission of Disclosures in terms of Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

With reference to the captioned subject, please find enclosed the necessary disclosure in the prescribed format, with regard to acquisition of the equity of M/s. NACL Industries Limited.

Please take the same on record and disseminate the same.

For Bright Town Investment Advisor Private Limited

T. V. Dwarakanath
Veparala Dwarakanath Tankasala

Director

DIN: 00266276

Encl: As above



Disclosures under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Part A: Details of the Acquisition

Name of the Target Company (TC)	NACL Industries Limited		
Name(s) of the acquirer and Person Acting in Concert (PAC) with the acquirer	@ Bright Town Investment Advisor Private Limited (the details of the PAC are given in Part B)		
Whether the acquirer belongs to Promoter/Promoter Group	Yes @		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	BSE Limited and National Stock Exchange of India Limited		
Details of the acquisition/disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable(*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of acquirer along with PACs of:			
a) Shares carrying voting rights	116,641,860	69.67	60.62
b) Shares in the nature of encumbrance (pledge/lien/non-disposal undertaking/others)	-	-	-
c) Voting rights (VR) otherwise than by equity shares	-	-	-
d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding	46,87,500	2.80	2.44



in each category)			
e) Total (a+b+c+d)	121,329,360	72.47	63.05
Details of acquisition/sale:			
a) Shares carrying voting rights acquired	586,499	0.35	0.30
b) VRs acquired/sold otherwise than by shares			
c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	-	-	-
d) Shares encumbered/invoked/released by the acquirer			
e) Total (a+b+c+d)	586,499	0.35	0.30
After the acquisition/sale, holding of:			
a) Shares carrying voting rights	117,228,359	70.02	59.38
b) Shares encumbered with the acquirer			
c) VRs otherwise than by shares			
d) Warrants/Convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	46,87,500	2.80	2.37
e) Total (a+b+c+d)	121,915,859	72.82	61.75
Mode of acquisition/sale (e.g. open market/off market/public issue/right issue/preferential allotment/inter-se transfer etc.)	Scheme of Merger by Absorption@		
Date of acquisition/sale of shares/VR or date of receipt of intimation of allotment	27 th September, 2019		



of shares, whichever is applicable	
Equity share capital/total voting capital of TC before the said acquisition/sale	16,74,20,260
Equity share capital/total voting capital of the TC after the said acquisition/sale	16,74,20,260
Total diluted share/voting capital of the TC after the said acquisition	19,24,20,260

@ M/s.Bright Town Investment Advisor Pvt. Ltd. ("BTIAPL") has acquired 586,499 equity shares (representing 0.35% of the present paid up share capital) of M/s.NACL Industries Limited ("NACL), through the Scheme of Merger by Absorption approved by the Hon'bleNCLT, Hyderabad vide its order dated 25th September, 2019, which becomes operational with effect from 27th September, 2019. Mrs.K.Lakshmi Raju, the Promoter of the NACL, holds majority stake in BTIAPL and accordingly BTIAPL shall be considered as a Promoter group Company pursuant to the Regulation 2(1)(pp) of SEBI (ICDR) Regulations, 2018 with effect from the even date of 27th September, 2019. NACL will therefore initiate necessary steps to re-classify the BTIAPL (and its NACL shareholdings) as a Promoter group Company in terms of the applicable provisions of SEBI (LODR) Regulations, 2015. The details of pre and post acquisition of such shares are given in the Annexure 1 for ready reference.

(*) Totalsharecapital/voting capital to be taken asperthe latest filing doneby thecompany to theStock ExchangeunderRegulation 31 of the SEBI (LODR) Regulations, 2015.

(**) Dilutedshare/voting capitalmeansthe totalnumberofshares intheTCassuming fullconversionof theoutstandingconvertiblesecurities/warrants intoequitysharesoftheTC.



Part- B:

Name of the Target Company: NACL Industries Limited

Name(s) of the acquirer and Person Acting in Concert (PAN) with the acquirer	Whether the acquirer belongs to Promoter/Promoter group	PAN of the acquirer and/or PAC's
Acquirer:		
Bright Town Investment Advisor Private Limited	Yes	AAHCB3585B
Details of Person Acting in Concert (PAC):		
a) Mrs.K.Lakshmi Raju, Promoter	Yes	ACHPR8512K
b) KLR Products Limited, Promoter Group	Yes	AACCG1958Q

For Bright Town Investment Advisor Private Limited

T. V. Dwarakanath
VeparalaDwarakanathTankasala

Director

DIN: 00266276



Place: Hyderabad

Date: 30th September, 2019

Annexure I:

Name of the Shareholder	Pre-Merger shareholding		Post-Merger Shareholding	
	Shares held	% holding	Shares held	% holding
Promoter				
KLR PRODUCTS LIMITED	113,623,500	67.87	113,623,500	67.87
K LAKSHMI RAJU	3,018,360	1.80	3,018,360	1.80
Transfer of Shares pursuant to Scheme of Merger to Bright Town Investment Advisor Pvt. Ltd			586,499	0.35
A) Promoters	116,641,860	69.67	117,228,359	70.02
Other Public Holding	50,778,400	30.33	50,191,901	29.98
	-	0.00		0.00
B) Public	50,778,400	30.33	50,191,901	29.98
(A+B) Total paid up Capital	167,420,260	100.00	167,420,260	100.00



FORM-D

SEBI (Prohibition of Insider Trading) Regulations, 2015 Regulation 7(3) – Transactions by Other connected persons as identified by the company

Details of trading in securities by other connected persons as identified by the company

Name, PAN, CIN/DIN, & address with contact nos. of other connected persons as identified by the company	Connect ion with company	Securities held prior to acquisition/disposal		Securities acquired/Disposed				Securities held post acquisition/disposal		Date of allotment advice/ acquisition of shares/ sale of shares specify		Date of intimation to company	Mode of acquisition/disposal (on market/public/ rights/ Preferential offer / off market/Inter-se transfer, ESOPs etc.)
		Type of security (For eg. – Shares, Warrants , Convertible Debentures etc.)	No. and % of shareholding	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No.	Value	Transaction Type (Buy/ Sale/ Pledge/Revoke /Invoke)	Type of security (For eg. – Shares, Warrants, Convertible Debentures etc.)	No. and % of shareholding	From	To		
1	2	3	4	5	6	7	8	9	10	11	12	13	14
Bright Town Investment Advisor Pvt. Ltd.** PAN: AAHCB358 5B CIN: U74999MH 2017PTC29	Promoter @	Nil	Nil	Equity Share	5,86,499	0	Transmission @	Equity Shares*	5,86,499	27.09.2019		30.09.2019	Scheme of Merger by Absorption @

Note: "Securities" shall have the meaning as defined under regulation 2(1)(i) of SEBI (Prohibition of Insider Trading) Regulations, 2015.

** Address: Office: No. 1, 1st Floor Fine Mansion 203 D N Road Opp Suvidha Restaurant Fort Mumbai Mumbai City MH 400001 INDIA

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Details of trading in derivatives by other connected persons as identified by the company: - Not Applicable -

Trading in derivatives (Specify type of contract, Futures or Options etc)						Exchange on which the trade was executed
Type of Contract	Contract specifications	Buy		Sell		
		Notional Value	Number of units (contracts * lot size)	Notional Value	Number of units (contracts * lot size)	
15	16	17	18	19	20	21

Note: In case of Options, notional value shall be calculated based on premium plus strike price of options.

Name: *Nepanada Dwarakanath Panikar*

(Director)

Signature: *T.V. Dwarakanath*

Place: Hyderabad.


