

NCLIL/SEC/2025-2026

03-12-2025

Bombay Stock Exchange Limited Phiroze Jeejeebhoy Towers, Floor.25, Dalal Street MUMBAI – 400001 Tel No.022-22721234	National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E), MUMBAI – 400051Tel: 022-26598235
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Dear Sir/Madam,

Re: Outcome of Board Meeting dated 03rd December, 2025

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015 (“Listing Regulations”) outcome of the Board of Directors meeting held on 03rd December, 2025, as follows:

1. Resignation of Mr. Gautam Kalidindi, Managing Director and Mrs. Roopa Bhupatiraju Executive Director

The Board noted the resignations submitted by Mr. Gautam Kalidindi, Managing Director, and Mrs. Roopa Bhupatiraju, Executive Director, from their respective executive positions, w.e.f the close of business hours on 02nd December 2025.

2. Appointment of Mr. Gautam Kalidindi (DIN: 02706060) and Mrs. Roopa Bhupatiraju (DIN: 01197491) as Additional Directors

The Board approved the appointment of **Mr. Gautam Kalidindi** and **Mrs. Roopa Bhupatiraju** as **Additional Directors** on the Board with effect from 03rd December 2025 as recommended by Nomination and remuneration committee, subject to approval of shareholders.

3. Appointment of Mr. K. Ravi (DIN: 00720811) as Vice Chairman & Managing Director

The Board approved the appointment of Mr. K. Ravi as Vice Chairman and Managing Director of the Company for a term of 5 (five) years with effect from 03rd December 2025 as recommended by Nomination and remuneration committee, subject to approval of shareholders.

4. Completion of tenure of Mrs. P Sudha Reddy, (DIN: 02128148) Independent Director

The Board noted the completion of first 5-year term of Mrs. P Sudha Reddy as Independent Director on 03 January 2026. She expressed her desire not to opt for re-appointment due to preoccupation with personal business commitments. There are no other material reasons for the non-opting for the second term.

The Board also approved seeking shareholders’ approval for the aforesaid resolutions (as applicable) by way of Postal Ballot, in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The complete calendar of events along with the Postal Ballot Notice will be submitted to the Exchanges in due course.

NCL INDUSTRIES LIMITED



The letter of resignation of Mr. K Gautam and Mrs. Bhupatiraju Roopa are enclosed as Annexure. Further, the requisite disclosures, pursuant to Part A Para A and Part B of Schedule III of Regulations 30 and 51 of the SEBI Listing Regulations, 2015, and in terms of SEBI Master circular SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11 November 2024, is enclosed as Annexure.

The Meeting commenced at 11:30 am and ended at 1.10 PM

This is for your kind information and records please.

Thanking you,

for **NCL INDUSTRIES LIMITED.**

M. Divya Bharathi
Company Secretary &
Compliance Officer



NCL INDUSTRIES LIMITED



Annexure

Details under Regulation 30 read with Schedule III of SEBI(LODR) Regulations and SEBI Circular No.CFD/PoD2//CIR/P/0155 dated 11/11/2024

1. Resignation of Mr. Kalidindi Gautam (DIN: 02706060) as Managing Director and Mrs. Roopa Bhupatiraju as Executive Director of the Company and continuance as Non-executive Directors on the Board

Sr. No.	Details of events that needs to be provided	Information of such event(s) Mr. Kalidindi Gautam	Information of such event(s) Mrs. Roopa Bhupatiraju
1	Reason for change appointment, re-appointment, resignation	Mr. K. Gautam has resigned from his position as Managing Director of the Company due to personal reasons. Mr. Gautam has confirmed that there are no material reasons for his resignation.	Mrs. Bhupatiraju Roopa has resigned from her position as Executive Director of the Company to focus on her personal commitments. Mrs. Bh Roopa has confirmed that there are no material reasons for her resignation.
2	Date of appointment / re- appointment/ cessation (as applicable)	The resignation from the position of Managing Director will take effect from the close of business hours on 02 nd December 2025. He was appointed as Additional Director w.e.f 03 rd December 2025, subject to shareholders approval.	The resignation from the position of Executive Director will take effect from the close of business hours on 02 nd December 2025. She was appointed as Additional Director w.e.f w.e.f 03 rd December 2025, subject to shareholders approval.
3	Brief profile (in case of Appointment)	Mr. K. Gautam (aged around 44 years) holds a BBM (Hons.) from ICFAI, Hyderabad and a Master's degree (M.Sc.) in Entrepreneurship and Business Management from the University of Luton, Bedfordshire, United Kingdom. He joined the Company in 2007 as a Management Trainee and has since held various leadership positions including Executive Director, Joint Managing Director and Managing Director. He has been associated with the Company for over 17 years, during which he was responsible for driving operations across all divisions under the guidance of the Executive Vice Chairman. Mr. K Gautam holds directorships in NCL Buildtek Ltd, Vishwamber Cements Ltd, Tern Distilleries Pvt Ltd and Partner in Teraveda Ventures LLP. Mr. K. Gautam is holding 25,49,798 equity shares in the Company	Mrs. Roopa Bhupatiraju (47) holds an MBA in Marketing & Entrepreneurship and a Master's in Marketing Communications from the Illinois Institute of Technology, USA. She joined NCL Industries Ltd. in 2006 as Marketing Manager (Boards Division) and later served as Executive Assistant to the Managing Director. She also built entrepreneurial experience by establishing her venture, Devi LLC, in California. Mrs. Bhupatiraju brings strong expertise in marketing, brand strategy, and business operations. She currently oversees Cement Marketing, Operations, HR, Branding, Advertising, and Publicity activities of the Company. Mrs. Bh Roopa holds directorships in Nagarjuna Cerachem Pvt Ltd (Amalgamated), Sorachem Industries Pvt Ltd, Kakatiya Chemicals Pvt Ltd and Designated partner in Srisara Infracon LLP, Anaran Estates LLP, Starlink Wealth Advisors LLP. Mrs. Bh Roopa is holding 27,04,419 equity shares in the Company.
4	Disclosure of relationship between Directors	Brother of Mrs. Pooja Kalidindi, Director and related to Mr. K. Ravi, Vice Chairman & Mrs. Roopa Bhupatiraju, Director	Daughter of Mr. K Ravi, Vice Chairman and related to Mr. K Gautam and Mrs. K Pooja Kalidindi, Directors

3. Appointment of Mr. Kalidindi Ravi (DIN: 07515455) as Vice-Chairman and Managing Director of the Company

Sr. No.	Details of events that needs to be provided	Information of such event(s)
1	Reason for change viz. appointment, re-appointment	Appointment as Vice-Chairman and Managing Director of the Company
2	Date of appointment / re- appointment/ term of appointment/re-appointment;	Mr. Kalidindi Ravi has been appointed as the Vice-Chairman and Managing Director of the Company, w.e.f 03 rd December 2025, for a period of five years, subject to approval of shareholders.
3	Brief profile (in case of Appointment)	Mr. K. Ravi (aged 71 years) is a Diploma holder in Electrical Engineering with a specialization in Power Stations, Networks, and Systems. He has been associated with the Company since its inception and possesses over 45 years of extensive experience in the fields of cement, building materials, and energy sectors. Under his leadership as Managing Director upto the year 2022 and later as Executive Vice Chairman, the Company achieved significant growth in turnover and profitability and successfully executed several key initiatives, including expansion of the Cement and Boards divisions, establishment of new segments RMC division and a Doors division, and implementation of two small hydro power projects. He is one of the Promoter of the Company.
4	Disclosure of relationship between Directors (in case of appointment of a director)	Mrs. Bhupatiraju Roopa, Mr. K Gautam and Mrs. K Pooja Directors on the Board of the Company are related to Mr. K Ravi.