

SCRUTINIZER'S REPORT

(Pursuant to section 108 of the Companies Act, 2013 and Rule 20(3)(xi) of the Companies
(Management and Administration) Rules, 2014)

To

The Chairman
M/s. Naga Limited
No.1, Anna Pillai Street,
Chennai - 600001

Dear Sir,

1. I, G. Sreenivasa Rao, a Company Secretary in practice, representing G.S.R. & CO., have been appointed by the Board of Directors of M/s. Naga Limited (the Company) as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 (Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the resolutions relating to the 23rd Annual General meeting (AGM) of the members of the Company, held on Friday, the 1st day of August, 2014.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions contained in the Notice convening the 23rd Annual General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL).
3. Further, I submit my report as under:
 - i The e-voting period remained open from Sunday, 27th July, 2014 (10:00a.m.) to Monday, 28th July, 2014 (6:00 p.m.)
 - ii The members of the Company as on the "cut-off" date i.e. 4th July, 2014 were entitled to vote on the resolutions (Item Nos. 1 to 16 as set out in Notice of 23rd AGM of the Company)
 - iii The votes cast were unblocked on 30th July, 2014.



- iv Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL and based on such reports generated, the result of the e-voting is as under:
- v I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL), e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said resolutions:

Item No.1:

Ordinary Resolution to receive, consider and adopt the Financial Statements for the year ended 31st March, 2014 consisting Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and loss of the Company for the year ended on that date together with the Report of the Directors and Auditors thereon.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0



Item No.2:

Ordinary Resolution to declare dividend on equity shares.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 3:

Ordinary Resolution to appoint a Director in Place of Sri. Sounder Kannan (Holding DIN 01603823), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000



(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 4:

Ordinary Resolution to appoint M/s. D. Sampathkumar & Co., Chartered Accountants (Registration No. 003556S) as statutory auditors of the Company and fix their remuneration.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0



Item No. 5:

Special Resolution for Reappointment of Sri. K.S. Kamalakannan, Chairman and Managing Director of the Company for a period of three years w.e.f. 01.08.2014, not liable to retire by rotation.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 6:

Special Resolution for Reappointment of Smt. Mageswari Kannan, Joint Managing Director of the Company for a period of three years w.e.f. 01.08.2014, liable to retire by rotation.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000



(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 7:

Special Resolution for Reappointment of Sri. Sounder Kannan, Whole Time Director of the Company for a period of three years w.e.f. 27.03.2014, liable to retire by rotation.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 8:

Special Resolution for Increasing Borrowing Power of the Board of Directors of the Company from time to time as they may think fit, for any sum or sums of money not exceeding Rs. 400 Crores (rupee four hundred crores only) (including the money already borrowed by the Company).



G.S.R. & Co.,
COMPANY SECRETARIES

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 9:

Special Resolution to increase in the Remuneration Payable to Sri. D. Vijay Anand, Vice-President, Foods Division, Son in law of Sri. K.S. Kamalakannan, Chairman & Managing Director, and subject to such approvals, be increased upto a sum not exceeding Rs.29.50 lakhs per annum and on the terms and conditions, with liberty to the Board of Directors to revise the terms as to remuneration and subjected to the recommendations of the Nomination and Remuneration Committee, with effect from 01.03.2014.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000



(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 10:

Special Resolution to increase in the Remuneration Payable to Smt. Monaa Kannan, CEO, Retail Division, Daughter in law of Sri. K.S. Kamalakannan, Chairman & Managing Director, and subject to such approvals, be increased upto a sum not exceeding Rs.29.50 lakhs per annum and on the terms and conditions, with liberty to the Board of Directors to revise the terms as to remuneration and subjected to the recommendations of the Nomination and Remuneration Committee, with effect from 01.03.2014.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0



Item No. 11:

Special Resolution to increase in the Remuneration Payable to Ms. M. Jayalalitha, CEO-Detergents Division, Sister of Smt. Mageswari Kannan, Joint Managing Director, and subject to such approvals, be increased upto a sum not exceeding Rs.29.50 lakhs per annum and on the terms and conditions, with liberty to the Board of Directors to revise the terms as to remuneration and subjected to the recommendations of the Nomination and Remuneration Committee, with effect from 01.03.2014.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 12:

Special Resolution to increase in the Remuneration Payable to Sri. M. Sukumar, Commercial Manager, Minerals Division, Brother of Smt. Mageswari Kannan, Joint Managing Director, and subject to such approvals, be increased upto a sum not exceeding Rs.29.50 lakhs per annum and on the terms and conditions, with liberty to the Board of Directors to revise the terms as to remuneration and subjected to the recommendations of the Nomination and Remuneration Committee, with effect from 01.03.2014.



(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 13:

Special Resolution to increase in the Remuneration Payable to Smt. Lakshmi Vijay Anand, CEO, Foods Division, Daughter of Sri. K.S. Kamalakannan, Chairman & Managing Director, and subject to such approvals, be increased upto a sum not exceeding Rs.29.50 lakhs per annum and on the terms and conditions, with liberty to the Board of Directors to revise the terms as to remuneration and subjected to the recommendations of the Nomination and Remuneration Committee, with effect from 01.03.2014.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000



(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 14:

Special Resolution for Reappointment of Sri. S. Ramesh as an Independent Director of the Company, not liable to retire by rotation to hold office of second consecutive five years until the conclusion of 28th AGM or upto 30th September 2019 whichever is earlier.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 15:

Special Resolution for Reappointment of Sri. L.A. Irudayaraj as an Independent Director of the Company, not liable to retire by rotation to hold office of second consecutive five years until the conclusion of 28th AGM or upto 30th September 2019 whichever is earlier.



(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Item No. 16:

Special Resolution giving consent of the Company for Creation of Charges on the Assets of the Company and delegating power to the Board of Directors on Behalf of the Company, for creation such mortgages/ charges/ hypothecation and floating charges.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (favour)
E-Voting	13	14047365	99.996
Physical	1	500	0.004
Total	14	14047865	100.000



**G.S.R. & Co.,
COMPANY SECRETARIES**

(ii) Voted against of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
E-Voting	0	0	0
Physical	0	0	0
Total	0	0	0

Thanking You,

Place: Chennai
Date : 02.08.2014



**For G.S.R. & CO.,
Company Secretaries**

(G. SREENIVASA RAO)
Membership No.FCS-5691