

# ANNEXURE - C TO THE DIRECTORS' REPORT

## FORM NO. MGT.9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2018

(Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014)

#### I. REGISTRATION AND OTHER DETAILS

- 1) CIN : L24246TN1991PLC020409
- 2) Registration Date : 01.03.1991
- 3) Name of the Company : NAGA LIMITED
- 4) Category / Sub Category of the Company : Company Limited by Shares / Indian Non-Govt. Company
- 5) Address of the Register Office and Contact details : No.1, Anna Pillai Street,  
Chennai - 600 001.  
Ph/Fax : 044-25363535
- 6) Whether listed Company : Yes
- 7) Name, Address and Contact details of Registrar and Transfer Agent, if any : M/s. Cameo Corporate Services Ltd.,  
"Subramanian Building"  
No.1, Club House Road, Chennai - 02.  
Ph : 044 - 28460390  
Fax : 044 - 28460129  
E-mail : cameo@cameoindia.com

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product / Service	% to total turnover of the company
1	Manufacturing of Wheat Products.	99611112	90.19 %
2	Manufacturing of high quality Detergents powder and Bar.	99884260	4.16 %
3	Minerals : Grinding of calcite, dolomite, china clay, feldspar, limestone and other minerals.	99611991	4.22 %
4	Wind & Solar Power.	99833243	1.43 %

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl. No.	Name and Address of the Company	CIN / GLN	Holding / Subsidiary / Associate	% of Shares held	Applicable Section
1	Annai Power Private Limited Address : No. 1, Anna Pillai Street, Chennai - 600001.	U40103TN2003PTC051006	Associate	26.00 %	2(6)
2	Nagalakshmi Energy Private Limited Address : No. 1, Anna Pillai Street, Chennai - 600001.	U40105TN2015PTC099932	Associate	26.00 %	2(6)
3	Naga Far East Private Address : 77, High Street, #03-10, High Street Plaza, Singapore - 179433.	201726071D	Subsidiary	100.00 %	2(87)
4	Naga Mills Private Limited Address : Navana Obaid Eternia, 28-29 Kakrail, (Level #12-13), VIP Road, Dhaka-1000, Bangladesh	C-142979/2018	Subsidiary	99.70 %	2(87)

### IV. SHAREHOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category - wise Share Holding

Category of Shareholders	No.of Shares held at the beginning of the year [As on 31.03.2017]				No.of Shares held at the end of the year [As on 31.03.2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual / HUF	8816145	-	8816145	61.88%	8816145	-	8816145	61.88%	-
(b) Central Gov t.	-	-	-	-	-	-	-	-	-
(c) State Govt(s).	-	-	-	-	-	-	-	-	-
(d) Body Corp.	1468500	-	1468500	10.31%	1468500	-	1468500	10.31%	-
(e) Banks / FI	-	-	-	-	-	-	-	-	-
(f) Any Other	357690	-	357690	2.51%	357690	-	357690	2.51%	-
(g) Total shareholding of promoter (A)	10642335	-	10642335	74.69%	10642335	-	10642335	74.69%	-

Category of Shareholders	No.of Shares held at the beginning of the year [As on 31.03.2017]				No.of Shares held at the end of the year [As on 31.03.2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks / FI	-	-	-	-	-	-	-	-	-
(c) Central Govt.	-	-	-	-	28610	-	28160	0.20%	0.20%
(d) State Govt(s)	-	-	-	-	-	-	-	-	-
(e)Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f)Insurance Companies	-	-	-	-	-	-	-	-	-
(g)FIIs	-	-	-	-	-	-	-	-	-
(h)Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(g)Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	28610	-	28160	0.20%	0.20%
2. Non - Institutions									
(a) Body Corporates									
(i) Indian	2661752	-	2661752	18.68%	2828732	-	2828732	19.85%	1.17%
(ii) Overseas	-	-	-	-	-	-	-	-	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31.03.2017]				No. of Shares held at the end of the year [As on 31.03.2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
b. Individuals									
(i) Individual Shareholders holding nominal share capital upto Rs. 1 lac.	33260	82965	116225	0.81%	38010	53835	91845	0.65%	(0.16%)
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lac.	827668	-	827668	5.81%	655958	-	655958	4.60%	(1.21%)
(c) Others (specify)	-	-	-	-	-	-	-	-	-
Non Resident Indians	-	-	-	-	-	-	-	-	-
Overseas Corporate Bodies	-	-	-	-	-	-	-	-	-
Foreign Nationals	-	-	-	-	-	-	-	-	-
Clearing Members	10	-	10	0.0001%	10	-	10	0.0001%	-
Trusts	-	-	-	-	-	-	-	-	-
Foreign Bodies - D R	-	-	-	-	-	-	-	-	-
HUF	-	10	10	0.0001%	-	10	10	0.0001%	-
Sub-Total (B)(2)	3522690	82975	3605665	25.31%	3523210	53845	3577055	25.10%	-
Total Public Shareholding (B=B(1)+B(2))	3522960	82975	3605665	25.31%	3551820	53845	3605665	25.31%	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31.03.2017]				No. of Shares held at the end of the year [As on 31.03.2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
C. Shares held by custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	14165025	82975	14248000	100.00%	14194155	53845	14248000	100.00%	-

**(ii) Shareholding of Promoters**

S. No	Shareholder's Name	Shareholding at the beginning of the year [As on 31.03.2017]			Shareholding at the end of the year [As on 31.03.2018]			% Change in share holding during the year
		No. of Shares	% of Total Shares of the Company	% of Shares pledged / encumbered to total shares	No. of Shares	% of Total Shares of the Company	% of Shares pledged / encumbered to total shares	
1.	K.S. Kamala kannan	6070570	42.61%	-	6070570	42.61%	-	-
2.	K.S. Kamala kannan (HUF)	34700	0.24%	-	34700	0.24%	-	-
3.	Mageswari Kannan	1855220	13.02%	-	1855220	13.02%	-	-
4.	Sounder Kannan	817855	5.74%	-	817855	5.74%	-	-
5.	Sounder Kannan (HUF)	37800	0.27%	-	37800	0.27%	-	-
6.	M.M. Detergents Company Pvt. Ltd.,	1024000	7.19%	-	1024000	7.19%	-	-
7.	Naga Marine Industries Ltd.,	444500	3.12%	-	444500	3.12%	-	-
8.	Lakshmi Vijay Anand	357680	2.51%	-	357680	2.51%	-	-
9.	M. Jayalalitha	10	0.0001%	-	10	0.0001%	-	-
10.	Total	10642335	74.69%	-	10642335	74.69%	-	-

**(iii) Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	At the beginning of the year	10642335	74.69%	10642335	74.69%
2	Date wise Increase / Decrease in Promoters Share holding during the Year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc) :	No transaction during the year			
3	At the End of the year	10642335	74.69%	10642335	74.69%

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs)**

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 01.04.2017		Change in Shareholding during the year		Shareholding at the end of the year as on 31.03.2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Lakme Investment and Finance Limited	1245965	8.74%	166980	1.18%	1412945	9.92%
2	Pluris Global Holding (India) Limited	1410567	9.90%	-	-	1410567	9.90%
3	Manoharan. A	462778	3.25%	(166710)	(1.17%)	296068	2.08%
4	Sathiyamoorthy. L	289540	2.03%	-	-	289540	2.03%
5	Riaz Ahmed Khatri	23150	0.16%	-	-	23150	0.16%
6	Rabia Ahmed Khatri	18000	0.13%	-	-	18000	0.13%
7	Mariam Riaz Khatri	15200	0.11%	-	-	15200	0.11%
8	Santosh Gupta	19000	0.13%	(5000)	0.03%	14000	0.10%
9	Kamala Kumari Daga	7000	0.05%	-	-	7000	0.05%
10	M Kanchan Khatod	6000	0.04%	-	-	6000	0.04%

Note : The above details are given as on 31 March, 2018. The Company is listed and 99.62% shareholding is in dematerialized form. Hence, it is not feasible to track movement of shares on daily basis. Further, Company has not allotted/transferred or issued any bonus or sweat equity shares during the year.

**(v) Shareholding of Directors and Key Managerial Personnel**

Sl. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 01.04.2017		Change in Shareholding during the year		Shareholding at the end of the year as on 31.03.2018	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	L.A. Irudayaraj (INED)	400	0.003%	-	-	400	0.003%
2	V. Marikannan (KMP)	10	0.0001%	-	-	10	0.0001%

Note : Directors do not have any change in shareholding during the period.

**V. INDEBTEDNESS (Amount in Lakhs)**

Indebtedness of the Company including interest outstanding / accrued but not due for payment

Particulars	Secured Loans excluding deposits	UnSecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	83.08	9.23	-	92.31
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>83.08</b>	<b>9.23</b>	<b>-</b>	<b>92.31</b>
Change in Indebtedness at the end of the financial year				
. Addition	68.11	-	--	68.11
. Reduction	(14.57)	(4.40)	-	(18.97)
. Transfer (Secure to Unsecure)	-	-	-	-
<b>Net Change</b>	<b>53.54</b>	<b>(4.40)</b>	<b>-</b>	<b>49.14</b>
Indebtedness at the end of the financial year				
i) Principal Amount	136.62	4.83	-	141.45
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>136.62</b>	<b>4.83</b>	<b>-</b>	<b>141.45</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and / or Manager : (Rs.in Cr)

Sl. No.	Particulars of Remuneration	Name of MD / WTD / Manager				Total Amount
		K.S. Kamala kannan, CMD	Mageswari Kannan, JMD	Sounder Kannan, WTD	D. Vijay Anand, TD	
1.	Gross Salary					
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	0.70	0.46	0.46	0.29	1.91
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961.	-	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961.	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	0.78	0.39	0.39	0.23	1.79
5.	-as % of profit	0.09	0.08	0.04	0.02	0.23
	Others, specify: Gratuity Fund* & PF					
	Total (A)	1.57	0.93	0.89	0.54	3.93
	Ceiling as per the Act					3.95

\*Gratuity is provided as per Gratuity Act and not paid / drawn by Managerial Personnel.

## B. REMUNERATION TO OTHER DIRECTORS

(Rs. in Lakhs)

S.No.	Particulars of Remuneration	Name of Directors				Total Amount
		S. Ramesh	L.A.Irudaya Raj	K. Venkata chalam	S. Neela kantan	
1.	Independent Directors					
	Fee for attending board committee meetings	0.60	0.60	0.60	0.15	1.95
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	0.60	0.60	0.60	0.15	1.95
2.	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1 + 2)	-	-	-	-	-
	Total Managerial Remuneration	0.60	0.60	0.60	0.15	1.95
	Overall Ceiling as per the Act #					

#Not applicable since no remuneration has been paid to Independent Directors apart from sitting fees.



### C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTDS

(Rs.in Cr)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel				Total Amount
		C.E.O	Company Secretary	C.F.O		
				* Mr. T.Nagarajan	** Mr. T.R.Sivaraman	
1.	Gross Salary					
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	-	0.09	0.20	0.02	0.31
	b) Value of perquisites u/s 17(2) Income-tax Act, 1961.	-	-	-	-	-
	c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961.	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-
	-as % of profit	-	-	-	-	-
5.	-others, specify :	-	-	-	-	-
	Total	-	0.09	0.20	0.02	0.31

\* Resigned w.e.f. 25.01.2018

\*\* Appointed w.e.f. 19.02.2018

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

There were no penalties / punishment / compounding of offences for breach of any section of the Companies Act against the Company or its Directors or other Officers in default, if any, during the financial year.

Place : Dindigul

Date : 30<sup>th</sup> May, 2018

FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS

K.S. KAMALAKANNAN  
Chairman & Managing Director  
DIN 01601589