

# ANNEXURE - C TO THE DIRECTORS' REPORT

## FORM NO. MGT.9

### EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2019

(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 : 044-25363535
- 6) Whether listed Company : Yes
- 7) Name, Address and Contact details of Registrar and Share 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	88.59 %
2	Manufacturing of high quality Detergents powder and Bar.	99884260	6.31 %
3	Minerals : Grinding of calcite, dolomite, china clay, feldspar, limestone and other minerals.	99611991	4.13 %
4	Wind & Solar Power.	99833243	0.97 %

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

S. 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 - 600 001.	U40103TN2003PTC051006	Associate	26.00 %	2(6)
2	Nagalakshmi Energy Private Limited Address : No. 1, Anna Pillai Street, Chennai - 600 001.	U40105TN2015PTC099932	Associate	26.00 %	2(6)
3	Naga Far East Private Limited Address : 77, High Street, #03-10, High Street Plaza, Singapore - 179 433.	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	99.72 %	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 01.04.2018]				No.of Shares held at the end of the year [As on 31.03.2019]				% 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	61.87%	8816145	-	8816145	61.87%	-
(b) Central Govt.	-	-	-	-	-	-	-	-	-
(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%	-
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 01.04.2018]				No.of Shares held at the end of the year [As on 31.03.2019]				% 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	-	28610	0.20%	28965	-	28965	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	-	28610	0.20%	28965	-	28965	0.20%	-
2. Non - Institutions									
(a) Body Corporates									
(i) Indian	2828732	-	2828732	19.85%	2829632	-	2829632	19.86%	0.01%
(ii) Overseas	-	-	-	-	-	-	-	-	-

Category of Shareholders	No.of Shares held at the beginning of the year [As on 01.04.2018]				No.of Shares held at the end of the year [As on 31.03.2019]				% 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 lakh.	38010	53835	91845	0.65%	38770	51820	90590	0.64%	(0.01%)
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh.	655958	-	655958	4.60%	655958	-	655958	4.60%	-
(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	500	10	510	0.004%	500	10	510	0.004%	-
Sub-Total (B)(2)	3523210	53845	3577055	25.11%	3524870	51830	3576700	25.11%	-
Total Public Shareholding (B=B(1)+B(2))	3551820	53845	3605665	25.31%	3553835	51830	3605665	25.31%	-

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01.04.2018]				No. of Shares held at the end of the year [As on 31.03.2019]				% 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)	14194155	53845	14248000	100.00%	14196170	51830	14248000	100.00%	-

**(ii) Shareholding of Promoters**

S. No	Shareholder's Name	Shareholding at the beginning of the year [As on 01.04.2018]			Shareholding at the end of the year [As on 31.03.2019]			% 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	0.26%	-	37800	0.26%	-	-
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	-	-	10	-	-	-
	Total	10642335	74.69%	-	10642335	74.69%	-	-

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

S. 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)

S. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 01.04.2018		Change in Shareholding during the year		Shareholding at the end of the year as on 31.03.2019	
		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	1412945	9.92%	-	-	1412945	9.92%
2	Pluris Global Holding (India) Limited	1410567	9.90%	-	-	1410567	9.90%
3	Manoharan. A	296068	2.08%	-	-	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	14000	0.10%	-	-	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 as of 31<sup>st</sup> March, 2019. The Company is listed and 99.64% shareholding is in dematerialized form. The Company has not allotted/transferred or issued any bonus or sweat equity shares during the year.

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

S. No.	Name of the Shareholders	Shareholding at the beginning of the year as on 01.04.2018		Change in Shareholding during the year		Shareholding at the end of the year as on 31.03.2019	
		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	-	-	-	10	-

Note : There was no change in the shareholding during the year 2018-19.

**V. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding / accrued but not due for payment  
(Rs. in Cr)

Particulars	Secured Loans excluding deposits	UnSecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning 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>
Change in Indebtedness during the financial year				
. Addition	29.29	-	-	29.29
. Reduction	(19.89)	(4.83)	-	(24.72)
. Transfer (Secure to Unsecure)	-	-	-	-
<b>Net Change</b>	<b>9.40</b>	<b>(4.83)</b>	<b>-</b>	<b>4.57</b>
Indebtedness at the end of the financial year				
i) Principal Amount	146.02	-	-	146.02
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>146.02</b>	<b>-</b>	<b>-</b>	<b>146.02</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S. 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.	0.72	0.57	0.54	0.54	2.37
	b) Value of perquisites u/s 17(2) of Income-tax Act, 1961.	-	0.04	-	-	0.04
	c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961.	-	-	-	-	-
2.	Stock Option	-	-	-	-	-
3.	Sweat Equity	-	-	-	-	-
4.	Commission	-	-	-	-	-
5.	-as % of profit					
	Others, specify:					
	Gratuity Fund* & PF	0.04	0.03	0.03	0.03	0.13
	Total (A)	0.76	0.64	0.57	0.57	2.54
	Ceiling as per the Act					2.61

\*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	0.90	0.75	0.75	0.30	2.70
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (1)	0.90	0.75	0.75	0.30	2.70
2.	Other Non-Executive Directors					
	Fee for attending board committee meetings	-	-	-	-	-
	Commission	-	-	-	-	-
	Others, please specify	-	-	-	-	-
	Total (2)	-	-	-	-	-
	Total (B) = (1 + 2)	0.90	0.75	0.75	0.30	2.70
	Total Managerial Remuneration					
	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/WTD**

(Rs.in Cr)

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		C.E.O	Company Secretary	Chief Financial Officer	
1.	Gross Salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961.	-	0.10	0.15	0.25
	b) Value of perquisites u/s 17(2) of Income-tax Act, 1961.	-	-	-	-
	c) Profits in lieu of salary under section 17(3) of Income-tax Act, 1961.	-	-	-	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission	-	-	-	-
	- as % of profit	-	-	-	-
5.	- Others, specify :	-	-	-	-
	Total		0.10	0.15	0.25

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

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY,</b>					
<b>B. DIRECTORS - CMD, JMD &amp; WTD</b>					
<b>C. OTHER OFFICERS IN DEFAULT : Company Secretary</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	Sec. 198 of CA 1956	Payment of remuneration to Managing Directors not placed in AGM for members approval on 02.08.2012	Naga Ltd - Rs. 15,000/- CMD - Rs. 15,000/- JMD - Rs. 15,000/- WTD - Rs. 15,000/-	RD	
Compounding	Sec. 224 of CA 1956	Remuneration to Auditors for the F.Y. 2012-13 and 2013-14 was not fixed in the Board meeting	Naga Ltd - Rs. 10,000/- CMD - Rs. 10,000/- JMD - Rs. 10,000/- WTD - Rs. 10,000/- CS - Rs. 5,000/-	RD	

Compounding	Sec. 297 of the CA, 1956	The Company has entered into Related Party Transactions during the F.Y.2012-13, 2013-14 without obtaining approval of Central Government u/s 297	Naga Ltd - Rs. 90,000/- CMD - Rs. 90,000/- JMD - Rs. 90,000/- WTD - Rs. 90,000/- CS - Rs. 40,000/-	RD	
Compounding	Sec 211 129 of CA 1956/2013	Related party transaction entered by the Company during the F.Y. 2012-13, 2013-14 and 2014-15 not disclosed in the financial statement as per AS-18 para 26 read with explanation Related party transaction- more than 10% to be shown with their name	CMD - Rs. 1,20,000/- JMD - Rs. 1,00,000/-	NCLT	
Compounding	136(1) of CA 2013	The Boards' Report for the F.Y. 2014-15 did not give median particulars as required under Section 197(12) of the Companies Act, 2013 read with Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014	Naga Ltd - Rs. 25,000/- CMD - Rs. 5,000/- JMD - Rs. 5,000/- CS - Rs. 5,000/-	ROC	
Compounding	Sec 211 / 129 of CA 1956/2013	Non disclosure of gratuity and terminal benefits particulars in Financial Statement for 2012-13, 2013-14 & 2014-15	CMD - Rs. 70,000/- JMD - Rs. 70,000/-	RD	

Place : Dindigul

Date : 23<sup>rd</sup> May, 2019

**FOR AND ON BEHALF OF THE  
BOARD OF DIRECTORS**

**K.S. KAMALAKANNAN**  
**Chairman & Managing Director**  
**DIN 01601589**