

## SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

To

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

Dear Sir,

I, G. Sreenivasa Rao, a Company Secretary in practice, representing G.S.R. & CO., having office at Flat A-2, 2nd Floor, Sai Niranthara, No.14/23, Nagarjuna Nagar 1st Street, Rangarajapuram, Kodambakkam, Chennai - 600024 have been appointed as the Scrutinizer by the Board of Directors of M/s. Naga Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 (Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the e-voting process comprising remote e-voting and Poll at the venue in a fair and transparent manner in respect of the resolutions passed at the 25<sup>th</sup> Annual General meeting (AGM) of the members of the Company held on Monday, the 12<sup>th</sup> day of September, 2016 at the Presidency Club, No.51, Ethiraj Salai, Egmore, Chennai - 600008, submit my report as under.

The Company has provided the remote e-voting facility to the Members to exercise their votes electronically on said Resolutions through the e-voting service facility arranged by Cameo Corporate Services Limited.

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 25<sup>th</sup> 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" or "abstained" or "invalid" of the resolutions stated above based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL).



**1. Further, I submit my report as under:**

- i The remote e-voting period remained open from Friday 9<sup>th</sup> September, 2016 (10:00 a.m.) to Sunday 11<sup>th</sup> September, 2016 (5:00 p.m.) and the Central Depository Services (India) Limited (CDSL)'s e-voting platform was blocked thereafter.
- ii The members of the Company as on the "cut-off" date i.e. 11<sup>th</sup> September, 2016 were entitled to vote on the resolutions (Item Nos. 1 to 10 as set out in Notice of 25<sup>th</sup> AGM of the Company).
- iii The votes cast through remote e-voting facility were unblocked on 12<sup>th</sup> September, 2016.
- iv Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for" or "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 remote 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 (India) Limited (CDSL) e-voting system and the ballot forms received respectively.
- vi I now submit the Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015 on all the below mentioned resolutions of the aforesaid Annual General Meeting.

**Item No.1:**

Ordinary Resolution to receive, consider and adopt

- a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the Reports of the Board of Directors' and Auditors thereon.
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2016 together with the Reports of 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 ( in favour)
Voted through Electronic Voting	13	14036360	99.99
Voted through Poll at the AGM	8	1200	0.01
<b>Total</b>	<b>21</b>	<b>14037560</b>	<b>100.00</b>

(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	0	0
Voted through Poll at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Result: Approved by requisite majority**





**Item No.2:**

Ordinary Resolution for payment of interim dividend and to declare a final Dividend on equity shares for the financial year ended 31<sup>st</sup> March, 2016.

(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 (in favour)
Voted through Electronic Voting	13	14036360	99.99
Voted through Poll at the AGM	8	1200	0.01
Total	21	14037560	100.00

(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the AGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	0	0
Voted through Poll at the AGM	0	0
Total	0	0

**Result: Approved by requisite majority**



**Item No. 3:**

Ordinary Resolution to appoint a Director in place of Mr. Sounder Kannan (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 (in favour)
Voted through Electronic Voting	13	14036360	99.99
Voted through Poll at the AGM	8	1200	0.01
<b>Total</b>	<b>21</b>	<b>14037560</b>	<b>100.00</b>

(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	0	0
Voted through Poll at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Result: Approved by requisite majority**



**Item No. 4:**

Ordinary Resolution to appoint M/s. D. Sampathkumar & Co., Chartered Accountants (ICAI Registration No.003556S) as statutory auditors of the Company for second consecutive term to hold office from the conclusion of 25th Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company subject to ratification by the shareholders at ensuing Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors.

(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 (in favour)
Voted through Electronic Voting	13	14036360	99.99
Voted through Poll at the AGM	8	1200	0.01
<b>Total</b>	<b>21</b>	<b>14037560</b>	<b>100.00</b>

(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	0	0
Voted through Poll at the AGM	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Result: Approved by requisite majority**





**Item No. 5:**

Special Resolution for approving the revision of remuneration paid to Mr. K. S. Kamalakannan, (holding DIN 01601589) Chairman and Managing Director of the Company.

(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 (in favour)
Voted through Electronic Voting	4	3394025	99.96
Voted through Poll at the AGM	8	1200	0.04
<b>Total</b>	<b>12</b>	<b>3395225</b>	<b>100.00</b>

(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	9	10642335
Voted through Poll at the AGM	0	0
<b>Total</b>	<b>9</b>	<b>10642335</b>

**Result: Approved by requisite majority**



**Item No. 6:**

Special Resolution for approving the revision of remuneration paid to Smt. Mageswari Kannan, (DIN 02107556), Joint Managing Director of the Company.

(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 (in favour)
Voted through Electronic Voting	4	3394025	99.96
Voted through Poll at the AGM	8	1200	0.04
Total	12	3395225	100.00

(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the AGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	9	10642335
Voted through Poll at the AGM	0	0
Total	9	10642335

**Result: Approved by requisite majority**





**Item No. 7:**

Special Resolution for approving the revision of remuneration paid to Mr. Sounder Kannan, (DIN 01603823), Whole-Time Director of the Company.

(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 (in favour)
Voted through Electronic Voting	4	3394025	99.96
Voted through Poll at the AGM	8	1200	0.04
Total	12	3395225	100.00

(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the AGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	9	10642335
Voted through Poll at the AGM	0	0
Total	9	10642335

**Result: Approved by requisite majority**



**Item No. 8:**

Special Resolution for approving the revision of remuneration paid to Mr. D.Vijay Anand, VP-Foods Division, the relative of Executive Directors, occupying the position of office or place of profit.

(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 (in favour)
Voted through Electronic Voting	4	3394025	99.96
Voted through Poll at the AGM	8	1200	0.04
Total	12	3395225	100.00

(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the AGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	9	10642335
Voted through Poll at the AGM	0	0
Total	9	10642335

**Result: Approved by requisite majority**



**Item No. 9:**

Special Resolution for approving and ratification of remuneration paid to Mr. K. S. Kamalakannan, (DIN 01601589), Chairman and Managing Director of the Company.

(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 (in favour)
Voted through Electronic Voting	4	3394025	99.98
Voted through Poll at the AGM	6	450	0.02
<b>Total</b>	<b>10</b>	<b>3394475</b>	<b>100.00</b>

(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	9	10642335
Voted through Poll at the AGM	2	750
<b>Total</b>	<b>11</b>	<b>10643085</b>

**Result: Approved by requisite majority**





**Item No. 10:**

Special Resolution for approving and ratification of remuneration paid to Smt. Mageswari Kannan, (DIN 02107556), Joint Managing Director of the Company.

(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 (in favour)
Voted through Electronic Voting	4	3394025	99.98
Voted through Poll at the AGM	6	450	0.02
<b>Total</b>	<b>10</b>	<b>3394475</b>	<b>100.00</b>

(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the AGM	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>



(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	9	10642335
Voted through Poll at the AGM	2	750
Total	11	10643085

**Result: Approved by requisite majority**

Thanking You,

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

  
G. SREENIVASA RAO  
(C.P. No. 4586)



Place: Chennai  
Date: 15.09.2016