



NAGA LIMITED

Registered Office: No.1, Anna Pillai Street, Chennai - 600 001. Ph : 044-25363535

Website: www.nagamills.com

CIN: U24246TN1991PLC020409 | Email ID: cs@nagamills.com

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of the Company will be held at the Corporate Office of the Company at No.1, Trichy Road, Dindigul – 624 005 on Thursday the 30th day of March, 2023 at 11.00 A.M. to transact the following business:

AGENDA

SPECIAL BUSINESS:

ITEM NO: 1

TO APPROVE THE CONTRACT/ARRANGEMENT WITH THE RELATED PARTY DURING THE FINANCIAL YEAR 2023-24.

To consider and if thought fit to pass with or without modifications, the following resolution as **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), as amended from time to time (if applicable), consent of the members be and is hereby accorded to the Board of Directors to enter into related party transaction between the Company and M/s. M.M.Detergents Company Private Limited for Purchase of Wheat for the Financial Year 2023-24 for a value aggregating to Rs. 600 Crores (Rupees Six Hundred Crores) as per details as set out under Item No.1 of the statement annexed to this Notice on the terms and conditions, detailed in the explanatory statement to the resolution.”

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized severally to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”



ITEM NO: 2

TO APPROVE REVISION OF REMUNERATION OF SMT. LAKSHMI VIJAYANAND, BUSINESS HEAD – I-FOODS DIVISION, RELATIVE OF PROMOTER DIRECTORS, OCCUPYING POSITION OF OFFICE OR PLACE OF PROFIT.

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, consent of the members is accorded for the revised remuneration of Smt. Lakshmi Vijayanand, Business Head – I-Foods Division, Relative of Sri. K.S. Kamalakannan, Chairman and Managing Director, Smt. Mageswari Kannan, Joint Managing Director, Sri. Sounder Kannan, Whole-Time Director and Sri. Vijay Anand, Technical Director of the Company and holding office or place of profit, from Rs. 48 Lakhs to Rs. 60 Lakhs per annum w.e.f 01.04.2023, on the following terms and conditions.”

Salary	Rs. 48 Lakhs to Rs. 60 Lakhs per annum
Perquisites	<p>(a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;</p> <p>(b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and</p> <p>(c) Encashment of leave.</p>

Other benefits:

(a) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family	Subject to a ceiling of one month salary in a year of service.
(b) Leave and Leave Travel Concession	Leave as per Rules of the Company including encashment of leave. Travel concession for self and family once in a year incurred in accordance with the rules of the Company.
(c) Club Fees	Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.
(d) Car	To provide a car for use in Company's business. The same shall not be considered as a perquisite.
(e) Telephone and Mobile Phone	To provide a Telephone at residence for Company's use. The same shall not be considered as perquisite. To provide mobile phone exclusively for the purpose of business.
f) Entertainment Expenses	Entitled for reimbursement of Entertainment expenses duly incurred for the business of the Company.



ITEM NO: 3

TO APPROVE REVISION OF REMUNERATION OF SMT. MONAA KANNAN, HEAD – BUSINESS DEVELOPMENT, RELATIVE OF PROMOTER DIRECTORS, OCCUPYING POSITION OF OFFICE OR PLACE OF PROFIT.

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, consent of the members is accorded for the revised remuneration of Smt. Monaa Kannan, Head – Business Development, Relative of Sri. K.S. Kamalakannan, Chairman and Managing Director, Smt. Mageswari Kannan, Joint Managing Director and Sri. Sounder Kannan, Whole-Time Director of the Company, from Rs. 36 Lakhs to Rs. 48 Lakhs per annum w.e.f 01.04.2023, on the following terms and conditions”

Salary	Rs. 36 Lakhs to Rs. 48 Lakhs per annum
Perquisites	(a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961; (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and (c) Encashment of leave.

Other benefits:

(a) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family	Subject to a ceiling of one month salary in a year of service.
(b) Leave and Leave Travel Concession	Leave as per Rules of the Company including encashment of leave. Travel concession for self and family once in a year incurred in accordance with the rules of the Company.
(c) Club Fees	Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.
(d) Car	To provide a car for use in Company's business. The same shall not be considered as a perquisite.
(e) Telephone and Mobile Phone	To provide a Telephone at residence for Company's use. The same shall not be considered as perquisite. To provide mobile phone exclusively for the purpose of business.
f) Entertainment Expenses	Entitled for reimbursement of Entertainment expenses duly incurred for the business of the Company.



ITEM NO: 4

TO APPROVE REVISION OF REMUNERATION OF MS. M. JAYALALITHA, BUSINESS HEAD – DETERGENTS DIVISION, RELATIVE OF PROMOTER DIRECTORS, OCCUPYING POSITION OF OFFICE OR PLACE OF PROFIT.

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, consent of members is accorded for the revised remuneration of Ms. M. Jayalalitha, Business Head – Detergents Division, Relative of Smt. Mageswari Kannan, Joint Managing Director of the Company, from Rs. 48 Lakhs to Rs. 51 Lakhs per annum w.e.f 01.04.2023, on the following terms and conditions.”

Salary	Rs. 48 Lakhs to Rs. 51 Lakhs per annum
Perquisites	(a) Contribution to Provident Fund is not taxable under the Income Tax Act, 1961; (b) Encashment of leave.

Other benefits:

(a) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family	Subject to a ceiling of one month salary in a year of service.
(b) Leave and Leave Travel Concession	Leave as per Rules of the Company including encashment of leave. Travel concession for self and family once in a year incurred in accordance with the rules of the Company.
(c) Club Fees	Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.
(d) Car	To provide a car for use in Company's business. The same shall not be considered as a perquisite.
(e) Telephone and Mobile Phone	To provide a Telephone at residence for Company's use. The same shall not be considered as perquisite. To provide mobile phone exclusively for the purpose of business.
f) Entertainment Expenses	Entitled for reimbursement of Entertainment expenses duly incurred for the business of the Company.



ITEM NO: 5

TO APPROVE REVISION OF REMUNERATION OF SRI. M. SUKUMAR, BUSINESS HEAD – MINERALS DIVISION, RELATIVE OF PROMOTER DIRECTORS, OCCUPYING POSITION OF OFFICE OR PLACE OF PROFIT.

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rules, 2014, consent of members is accorded for the revised remuneration of Sri. M. Sukumar, Business Head – Minerals Division, Relative of Smt. Mageswari Kannan, Joint Managing Director of the Company, from Rs. 36 Lakhs to Rs. 39 Lakhs per annum w.e.f 01.04.2023, on the following terms and conditions.”

Salary	Rs. 36 Lakhs to Rs. 39 Lakhs per annum
Perquisites (for each of the above persons)	(a) Contribution to Provident Fund is not taxable under the Income Tax Act, 1961; (b) Encashment of leave.

Other benefits:

(a) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family	Subject to a ceiling of one month salary in a year of service.
(b) Leave and Leave Travel Concession	Leave as per Rules of the Company including encashment of leave. Travel concession for self and family once in a year incurred in accordance with the rules of the Company.
(c) Club Fees	Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.
(d) Car	To provide a car for use in Company's business. The same shall not be considered as a perquisite.
(e) Telephone and Mobile Phone	To provide a Telephone at residence for Company's use. The same shall not be considered as perquisite. To provide mobile phone exclusively for the purpose of business.
(f) Entertainment Expenses	Entitled for reimbursement of Entertainment expenses duly incurred for the business of the Company.



ITEM NO: 6

TO APPROVE RE-APPOINTMENT OF SRI. SOUNDER KANNAN (DIN 01603823), WHOLE-TIME DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 YEARS.

To consider and if thought fit to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Schedule V Part II Section II thereto and subject to such approvals, if any, as may be necessary, consent of the members is accorded to the reappointment of Sri. Sounder Kannan (DIN 01603823) as Whole-Time Director of the Company for a period of five (5) years with w.e.f. 27.03.2023 to 26.03.2028, liable to retire by rotation, on the following terms and conditions:

I. The details of remuneration are as follows:

Salary	Rs. 10 Lakhs per month (Rupees Ten Lakhs only)
Perquisites	<p>a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;</p> <p>b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and</p> <p>c) Leave and Leave Travel Concession: Leave as per Rules of the Company including encashment of leave. Travel concession for self and family once in a year incurred in accordance with the rules of the Company.</p> <p>d) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family: Subject to a ceiling of one month salary in a year of service.</p> <p>e) Club Fees: Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.</p> <p>The following shall not be considered as perquisites.</p> <p>i) Car: To provide a car for use in company's business.</p>



	<p>ii) Telephone and Mobile Phone: To provide a Telephone at residence for company's use. To provide mobile phone exclusively for the purpose of business.</p> <p>iii) Entertainment Expenses: Entitled for reimbursement of entertainment expenses properly incurred for the business of the Company.</p>
Commission	At the rate of 1% on the Net Profits of the Company computed in the manner laid down in the Companies Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year, Sri. Sounder Kannan, Whole-time Director will be paid the above remuneration as minimum remuneration subject to Schedule V Part II Section II of the Companies Act, 2013 and in such a case, no commission is payable."

"RESOLVED FURTHER THAT the Company Secretary/Chief Financial Officer/any one of the Executive Directors be and is hereby authorized severally to file necessary e-Forms with the concerned Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

ITEM NO: 7

TO APPROVE RE-APPOINTMENT OF SRI. K.S. KAMALAKANNAN (DIN 01601589), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 YEARS.

To consider and if thought fit to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Schedule V Part II Section II thereto and subject to such approvals, if any, as may be necessary, consent of the members is accorded to the reappointment of Sri. K.S. Kamalakannan (DIN 01601589) as the Chairman and Managing Director of the Company for a period of five (5) years with w.e.f. 01.04.2023 to 31.03.2028, not liable to retire by rotation, on the following terms and conditions:



I. The details of remuneration are as follows:

Salary	Rs. 12.50 Lakhs per month (Rupees Twelve Lakh and Fifty Thousand only)
Perquisites	<p>a) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.</p> <p>b) Leave and Leave Travel Concession: Leave as per Rules of the Company including encashment of leave. Travel concession for self and family once in a year incurred in accordance with the rules of the Company.</p> <p>c) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family: Subject to a ceiling of one month salary in a year of service.</p> <p>d) Club Fees: Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.</p> <p>The following shall not be considered as perquisites.</p> <p>i) Car: To provide a car for use in Company's business.</p> <p>ii) Telephone and Mobile Phone: To provide a Telephone at residence for company's use. To provide mobile phone exclusively for the purpose of business.</p> <p>iii) Entertainment Expenses: Entitled for reimbursement of entertainment expenses properly incurred for the business of the Company.</p>
Commission	At the rate of 2% on the Net Profits of the Company computed in the manner laid down in the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year, Sri. K.S. Kamalakannan, Chairman and Managing Director will be paid the above remuneration as minimum remuneration subject to Schedule V Part II Section II of the Companies Act, 2013 and in such a case, no commission is payable."

"RESOLVED FURTHER THAT the Company Secretary/Chief Financial Officer/any one of the Executive Directors be and is hereby authorized severally to file necessary e-Forms with the concerned Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."



ITEM NO: 8

TO APPROVE CONTINUATION OF DIRECTORSHIP OF SRI. K.S. KAMALAKANNAN (DIN 01601589), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY BEYOND THE AGE OF 70 YEARS DURING HIS TENURE.

To consider and if thought fit to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Section 196(3) and other applicable provisions, if any of the Companies Act, 2013 consent of the members is accorded to the continuation of directorship of Sri. K.S. Kamalakannan (DIN 01601589) as Chairman and Managing Director, who attains the age of 70 years during his tenure of directorship in the Company i.e. from 01.04.2023 to 31.02.2028 and will continue to hold his directorship beyond the age of 70 years during this tenure.”

“RESOLVED FURTHER THAT the Company Secretary/Chief Financial Officer/any one of the Executive Directors be and is hereby authorized severally to file necessary e-Forms with the concerned Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

ITEM NO: 9

TO APPROVE RE-APPOINTMENT OF SMT. MAGESWARI KANNAN (DIN 02107556), JOINT MANAGING DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 YEARS.

To consider and if thought fit to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Schedule V Part II Section II thereto and subject to such approvals, if any, as may be necessary, consent of the members is accorded to the reappointment of Smt. Mageswari Kannan (DIN 02107556) as the Joint Managing Director of the Company for a period of five (5) years with w.e.f. 01.04.2023 to 31.03.2028, liable to retire by rotation, on the following terms and conditions:



I. The details of remuneration are as follows:

Salary	Rs. 7.50 Lakhs per month (Rupees Seven Lakhs Fifty Thousand only)
Perquisites	<p>(a) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.</p> <p>b) Provision of rent free fully furnished residential accommodation.</p> <p>c) Leave and Leave Travel Concession: Leave as per Rules of the Company including encashment of leave. Travel concession for self and family once in a year incurred in accordance with the rules of the Company.</p> <p>d) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family: Subject to a ceiling of one month salary in a year of service.</p> <p>e) Club Fees: Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.</p> <p>The following shall not be considered as perquisites.</p> <p>i) Car: To provide a car for use in Company's business.</p> <p>ii) Telephone and Mobile Phone: To provide a Telephone at residence for company's use. To provide mobile phone exclusively for the purpose of business.</p> <p>iii) Entertainment Expenses: Entitled for reimbursement of entertainment expenses properly incurred for the business of the Company.</p>
Commission	At the rate of 1% on the Net Profits of the Company computed in the manner laid down in the Companies Act.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year, Smt. Mageswari Kannan, Joint Managing Director will be paid the above remuneration as minimum remuneration subject to Schedule V Part II Section II of the Companies Act, 2013 and in such a case, no commission is payable."

"RESOLVED FURTHER THAT the Company Secretary/Chief Financial Officer/any one of the Executive Directors be and is hereby authorized severally to file necessary e-Forms with the concerned Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."



ITEM NO: 10

TO APPROVE RE-APPOINTMENT OF SRI. D. VIJAY ANAND (DIN 07400565), TECHNICAL DIRECTOR OF THE COMPANY FOR A FURTHER PERIOD OF 5 YEARS.

To consider and if thought fit to pass with or without modifications, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with Schedule V Part II Section II thereto and subject to such approvals, if any, as may be necessary, consent of the members is accorded to the reappointment of Sri. D. Vijay Anand (DIN 07400565) as the Technical Director of the Company for a period of five (5) years with w.e.f. 01.04.2023 to 31.03.2028, liable to retire by rotation, on the following terms and conditions:

I. The details of remuneration are as follows:

Salary	Rs. 10 Lakhs per month (Rupees Ten Lakhs only)
Perquisites	<p>a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent these either singly or put together are not taxable under the Income Tax Act, 1961;</p> <p>b) Gratuity payable at a rate not exceeding half a month’s salary for each completed year of service, and</p> <p>c) Leave and Leave Travel Concession: Leave as per Rules of the Company including encashment of leave. Travel concession for self and family once in a year incurred in accordance with the rules of the Company.</p> <p>d) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family: Subject to a ceiling of one month salary in a year of service.</p> <p>e) Club Fees: Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.</p> <p>The following shall not be considered as perquisites.</p> <p>i) Car: To provide a car for use in company's business.</p> <p>ii) Telephone and Mobile Phone: To provide a Telephone at residence for company's use. To provide mobile phone exclusively for the purpose of business.</p> <p>iii) Entertainment Expenses: Entitled for reimbursement of entertainment expenses properly incurred for the business of the Company.</p>



Commission	At the rate of 1% on the Net Profits of the Company computed in the manner laid down in the Companies Act.
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RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year, Sri. D. Vijay Anand, Technical Director will be paid the above remuneration as minimum remuneration subject to Schedule V Part II Section II of the Companies Act, 2013 and in such a case, no commission is payable."

"RESOLVED FURTHER THAT the Company Secretary/Chief Financial Officer/any one of the Executive Directors be and is hereby authorized severally to file necessary e-Forms with the concerned Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

ITEM NO: 11

TO APPROVE REVISION OF REMUNERATION OF SRI. S. RAMESH (DIN 01620265), DIRECTOR (PROJECTS) OF THE COMPANY.

To consider and if thought fit to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Schedule V Part II Section II thereto and subject to such approvals, if any, as may be necessary, consent of the members is accorded to revise the remuneration of Sri. S. Ramesh (DIN 01620265), the Director (Projects) of the Company from a monthly remuneration of Rs. 1.50 Lakhs to Rs. 1.75 Lakhs w.e.f. 01.04.2023, on the following terms and conditions:

I. The details of remuneration are as follows:

Salary	Rs. 1.75 Lakhs per month (Rupees One Lakh and Seventy Five Thousand only)
Perquisites	Contribution to Provident Fund is not taxable under the Income Tax Act, 1961.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any year, Sri. S. Ramesh, Director (Projects) will be paid the above remuneration as minimum remuneration subject to Schedule V Part II Section II of the Companies Act, 2013."



“RESOLVED FURTHER THAT the Company Secretary/Chief Financial Officer/any one of the Executive Directors be and is hereby authorized severally to file necessary e-Forms with the concerned Registrar of Companies and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto.”

Place: Dindigul

Date: 16.02.2023



By Order of the Board
For Naga Limited

V. Balamurugan
Company Secretary
M.No. FCS 12312

NOTE:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or where that is allowed, one or more proxies, to attend and vote instead of himself and that a proxy need not be a member. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxy form should be submitted to the Company at least 48 hours before the commencement of the meeting.
2. Members and proxies should bring the attendance slip duly filled in for attending the meeting.
3. The relevant explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business set out in the notice is annexed.
4. All documents referred to in the notice are open for inspection at the Registered Office of the company during office hours on all working days, except Saturday and holidays, between 10.00 a.m. and 5.00 p.m up to the date of the extra-ordinary general meeting.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of this notice.
6. The voting rights of the shareholder shall be in proportion to their shares in the paid up capital of the Company.
7. Shareholders are requested to intimate the change in their address and e-mail ID registered with the Company.



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO.1:

Section 188 (1) of the Companies Act, 2013 read with Rule 15 of the Companies (Meeting of Board and its Powers) Rule, 2014 mandates Companies to obtain the consent of the Board of Directors given by a resolution at a Board meeting, subject to the approval of Shareholders in general meeting by a resolution where the contract or arrangement with a related party transactions exceed the following limits:

- i. sale, purchase or supply of goods or materials, directly or through agent amounting to 10% or more of the turnover of the Company.
- ii. selling or otherwise disposing of or buying property of any kind, directly or through appointment of agent amounting to 10% or more of networth of the Company.
- iii. leasing of property any kind amounting to 10% or more of the turnover of the Company.
- iv. availing or rendering of any services, directly or through appointment of agent, amounting to 10% or more of the turnover of the Company.

As the value of the Related Party transaction for financial year 2023-24 with M/s. M.M.Detergents Company Private Limited for Purchase of Wheat is estimated at 34.63% of turnover of the Company, the same will be considered material and needs prior approval from the shareholders in general meeting.

The proposed transaction put up for approval is in ordinary course of business and at arm's length basis. The following contract./ arrangement / transaction is material in nature and proposed for approval of the Shareholders of the Company by passing an ordinary resolution:-

a	Name of the Related Party and Nature of Relationship.	M/s. M.M. Detergents Company Pvt. Ltd, a Company in which (i) Two of the Directors of Naga Limited viz., Sri. K.S. Kamalakannan and Smt. Mageswari Kannan are interested as Directors and Shareholders of this Company. (ii) Ms. M. Jayalalitha, Relative of Director (Sister of Smt. Mageswari Kannan who is Director of Naga Limited) is a Director and Shareholder in this Company.
b	The nature, duration of the contract and particulars of the contract or arrangement.	Purchase of Wheat by Naga Limited for the F.Y. 2023-24 on prevailing market price - Transactions are recurring in nature.
c	The material terms of the contract or arrangement including the value, if any.	The value of the Related Party Transaction for the F.Y 2023-24 is estimated to Rs. 600 Crores.
d	Any advance paid or received for the contract or arrangement, if any.	Nil.
e	The manner of determining the pricing and other commercial terms, both included as part of contract and not considered as part of the contract.	Based on the prevailing market price + GST.



f	Whether all factors relevant to the contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors.	Yes.
g	Any other information relevant or important for the Board to take a decision on the proposed transaction.	As detailed in the table below.

The other related information as envisaged under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the Related Party	As per table above
Name of the Director or key managerial personnel who is related, if any	1. Sri. K.S. Kamalakannan (DIN 01601589) 2. Smt. Mageswari Kannan (DIN 02107556) 3. Sri. Sounder Kannan (DIN 01603823) 4. Sri. D. Vijay Anand (DIN 07400565)
Nature of Relationship	Sri. K.S. Kamalakannan and Smt. Mageswari Kannan, are Husband and Wife. Sri. Sounder Kannan - Son of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan and Sri. D. Vijay Anand - Son-in-Law of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan
The nature, material terms, monetary value and particulars of the contract or arrangement	As per table above.
Any other information relevant or important for the members to take a decision on the proposed resolution	None

The above proposed contract / arrangement / transaction was approved by the Audit Committee at its meeting held on 15.02.2023 and recommended by the Board at its meeting held on 15.02.2023 to the shareholders of the Company for their approval.

As per Section 188, of the Companies Act, 2013 all material related party transactions shall require approval of the shareholders through a resolution and the related parties shall abstain from voting on such resolution if such member is related party in the context of this contract / arrangement / transaction for which this resolution is placed.

The Board recommends this resolution set out in Item No.1 of this notice for approval of the Members to be passed as an ordinary resolution.



Sri. K.S. Kamalakannan (DIN 01601589), Chairman and Managing Director, Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director, Sri. Sounder Kannan (DIN 01603823), Whole-Time Director and Sri. D. Vijay Anand (DIN 07400565), Technical Director are interested in the said resolution. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

ITEM NO. 2,3,4&5:

Sl. No.	Name of the Related Party	Experience	Nature of Relationship
1	Smt. Lakshmi Vijayanand, Business Head – I-Foods Division.	More than 17 years in the field of Flour Milling, Minerals & Medical Sector.	a) Daughter of Sri. K.S. Kamalakannan (DIN 01601589), Chairman and Managing Director & Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director. b) Sister of Sri. Sounder Kannan (DIN 01603823), Whole-Time Director. c) Wife of Sri. D. Vijay Anand (DIN 07400565), Technical Director.
2	Smt. Monaa Kannan, Business Head-Development.	More than 15 years experience in various divisions.	a) Son's Wife of Sri. K.S. Kamalakannan (DIN 01601589), Chairman and Managing Director & Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director. b) Wife of Sri. Sounder Kannan (DIN 01603823), Whole-Time Director.
3	Ms. M. Jayalalitha*, Business Head – Detergents Division.	More than 17 years experience in the field of Detergents Manufacturing and Trading of Wheat.	a) Sister of Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director.
4	Sri. M. Sukumar, Business Head – Minerals Division.	More than 17 years experience in the field of Minerals and Trading of Wheat.	a) Brother of Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director.

Note: *It was informed to the Members that Ms. Jayalalitha will be attaining the Superannuation on 01.04.2023 and will get her Gratuity settled on the date as per the existing rules of the Company. However, the Management based on the Company's requirements and her exemplary performance for over a period of nearly 3 decades has decided to continue her services and hence this resolution was passed.

The aforesaid Business Heads are relatives of the Promoter Directors, holding office or place of profit for a monthly remuneration exceeding Rs. 2.50 Lakhs under Sec.188(1)(f) of the Companies Act, 2013. The Board of Directors taking into consideration the experience and contribution of the Business Heads towards the development and profits of the Company, had resolved to revise the remuneration as recommended by the Nomination and Remuneration Committee and Audit Committee at the meetings held on 15.02.2023, subject to the approval of Shareholders. The details of revised remuneration are furnished in the Resolutions.



The Board recommends these resolutions set out in Item No. 2,3,4&5 for approval of the Members, to be passed as Ordinary Resolutions.

Sri. K.S. Kamalakannan (DIN 01601589), Chairman and Managing Director, Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director, Sri. Sounder Kannan (DIN 01603823), Whole-Time Director and Sri. D. Vijay Anand (DIN 07400565), Technical Director are interested in the said resolutions. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

ITEM NO. 6:

The Board of Directors of Company at its meeting held on 15.02.2023 has re-appointed Sri. Sounder Kannan (DIN 01603823) as Whole-Time Director of the Company as recommended by the Nomination and Remuneration Committee subject to the approval of Shareholders for a period of 5 years at the remuneration in accordance with norms laid down in Schedule V Part II Section II and other applicable provisions of the Companies Act, 2013 as detailed in the Resolution. The proposed remuneration of Sri. Sounder Kannan alongwith remuneration of other Whole-time directors exceeds the Overall Managerial Remuneration limit of 10% of the net profits of the Company during the financial year which requires approval of the company in general meeting by a special resolution.

The Board of Directors taking in view, the experience of Sri. Sounder Kannan for more than 17 years in the field of Flour Milling, manufacturing Detergents, processing Minerals, Real Estate development and Windmill, are of the opinion that his re-appointment in the Company as Whole-Time Director is very much needed for the effective functionality and discharge of duties of the Board.

The Board recommends the resolution set out in Item No. 6 for approval of the Members, to be passed as a Special Resolution.

Sri. K.S. Kamalakannan (DIN 01601589), Chairman and Managing Director, Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director, Sri. Sounder Kannan (DIN 01603823), Whole-Time Director and Sri. D. Vijay Anand (DIN 07400565), Technical Director are interested in the said resolution. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

ITEM NO. 7:

The Board of Directors of Company at its meeting held on 15.02.2023 has re-appointed Sri. K.S. Kamalakannan (DIN 01601589) as Chairman and Managing Director of the Company as recommended by the Nomination and Remuneration Committee subject to the approval of Shareholders for a period of 5 years at the remuneration in accordance with norms laid down in Schedule V Part II Section II and other applicable provisions of the Companies Act, 2013 as detailed in the Resolution. The proposed remuneration of Sri. K.S. Kamalakannan alongwith remuneration of other Whole-time directors exceeds the Overall Managerial Remuneration limit of 10% of the net profits of the Company during the financial year which requires approval of the company in general meeting by a special resolution.



The Board of Directors taking in view the experience of Sri. K.S. Kamalakannan, Chairman and Managing Director for a period of more than 49 years in the field of Flour Milling, manufacturing Detergents, processing of Minerals, Real Estate development, Wind Mill and related business activities, they are of the opinion that his re-appointment in the Company is a great addition to the effective functionality and discharge of duties of the Board.

The Board recommends the resolution set out in Item No. 7 for approval of the Members, to be passed as a Special Resolution.

Sri. K.S. Kamalakannan (DIN 01601589), Chairman and Managing Director, Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director, Sri. Sounder Kannan (DIN 01603823), Whole-Time Director and Sri. D. Vijay Anand (DIN 07400565), Technical Director are interested in the said resolution. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

ITEM NO. 8:

Sri. K.S. Kamalakannan holding DIN 01601589, has been re-appointed as a Chairman and Managing Director of the Company in the meeting of Board of Directors held on 15.02.2023 as recommended by the Nomination and Remuneration Committee subject to the approval of Shareholders for a period of 5 years i.e. from 01.04.2023 to 31.03.2028.

Sri. K.S. Kamalakannan will attain the age of 70 years during his current tenure of directorship in the Company. As per Section 196(3)(a) read with Schedule V Part I of the Companies Act, 2013, the members shall approve his continuation of directorship beyond the age of 70 years by passing a Special Resolution in their meeting. The Board taking into consideration his versatile experience for a period of more than 49 years and vast managerial skills, is of the opinion that his continuation in the Company as a Chairman and Managing Director shall add great worth and efficiency in the discharge of duties of the Board of Directors.

The Board recommends the resolution set out in Item No. 8 for approval of the Members, to be passed as a Special Resolution.

Sri. K.S. Kamalakannan (DIN 01601589), Chairman and Managing Director, Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director, Sri. Sounder Kannan (DIN 01603823), Whole-Time Director and Sri. D. Vijay Anand (DIN 07400565), Technical Director are interested in the said resolution. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

ITEM NO. 9:

The Board of Directors of Company at its meeting held on 15.02.2023 has re-appointed Smt. Mageswari Kannan (DIN 02107556) as Joint Managing Director of the Company as recommended by the Nomination and Remuneration Committee subject to the approval of Shareholders for a period of 5 years at the remuneration in accordance with norms laid down in Schedule V Part II Section II and other applicable provisions of the Companies Act, 2013 as detailed in the Resolutions. The remuneration of

Smt. Mageswari Kannan alongwith remuneration of other Whole-time directors exceeds the Overall Managerial Remuneration limit of 10% of the net profits of the Company during the financial year which requires approval of the company in general meeting by a special resolution.

The Board taking into consideration and note the experience of Smt. Mageswari Kannan, Joint Managing Director of the Company for a period of more than 41 years in the manufacturing industry including Flour Milling, manufacturing Detergents, processing of Minerals, Real Estate development, Wind Mill and related business activities, they are of the opinion that her re-appointment in the Company is a great addition to the effective functionality and discharge of duties of the Board.

The Board recommends the resolutions set out in Item No. 9 for approval of the Members, to be passed as a Special Resolution.

Sri. K.S. Kamalakannan (DIN 01601589), Chairman and Managing Director, Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director, Sri. Sounder Kannan (DIN 01603823), Whole-Time Director and Sri. D. Vijay Anand (DIN 07400565), Technical Director are interested in the said resolution. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

ITEM NO. 10:

The Board of Directors of Company at its meeting held on 15.02.2023 has re-appointed Sri. D. Vijay Anand (DIN 07400565) as Technical Director of the Company as recommended by the Nomination and Remuneration Committee subject to the approval of Shareholders for a period of 5 years at the remuneration in accordance with norms laid down in Schedule V Part II Section II and other applicable provisions of the Companies Act, 2013 as detailed in the Resolutions. The proposed remuneration of Sri. D. Vijay Anand alongwith remuneration of other Whole-time directors exceeds the Overall Managerial Remuneration limit of 10% of the net profits of the Company during the financial year which requires approval of the company in general meeting by a special resolution.

The Board taking in view the experience of Sri. D. Vijay Anand, Technical Director of the Company for a period of more than 15 years in the field of Flour Milling and Minerals Industries, they are of the opinion that his re-appointment in the Company as a Technical Director is very much needed for the effective functionality and discharge of duties of the Board.

The Board recommends the resolution set out in Item No.10 for approval of the Members, to be passed as a Special Resolution.

Sri. K.S. Kamalakannan, Chairman and Managing Director, Smt. Mageswari Kannan, Joint Managing Director, Sri. Sounder Kannan, Whole-Time Director and Sri. D. Vijay Anand, Technical Director are interested in the said resolution. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.



ITEM NO: 11

The Board of Directors of Company at its meeting held on 15.02.2023, based on the performance of Sri. S. Ramesh (DIN 01620265), proposed to revise his (salary scale) remuneration from the present monthly remuneration of Rs. 1.50 Lakhs to the revised remuneration of Rs. 1.75 Lakhs w.e.f. 01.04.2023 on such terms and conditions as detailed in the Resolution. The proposed remuneration of Sri. S. Ramesh alongwith remuneration of other Whole-time directors exceeds the Overall Managerial Remuneration limit of 10% of the net profits of the Company during the financial year which requires approval of the company in general meeting by a special resolution.

The Board of Directors considering the experience of Sri. S. Ramesh, Director (Projects) for more than 40 years in the field of Finance, marketing and production of Food, Leather, Detergent Industries and in Civil projects and appraisal of his performance, they are of the opinion that revision of his remuneration is necessary based on the recommendation of Nomination and Remuneration Committee.

The Board recommends the resolutions set out in Item No. 11 for approval of the Members, to be passed as a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

Re-appointment and/or Revision of remuneration of Directors:

Information required to be furnished under Secretarial Standards-2 on General Meetings.

The particulars of Directors who are proposed to be re-appointed and whose remuneration is to be revised at this meeting are given below:

1	Name of Director	Sri. Sounder Kannan	Sri. K.S. Kamalakannan	Smt. Mageswari Kannan	Sri. D. Vijay Anand	Sri. S. Ramesh
2	Date of Birth & Age	11 th April, 1981 & 42	10 th November, 1956 & 66	27 th January, 1959 & 64	30 th August, 1976 & 46	9 th July, 1966 & 56 years
3	Qualification	B.E. (Mechanical)	F.M.Tech	B.Sc.,	B.E., M.B.A.,	B.Com.
4	Expertise in specific functional areas	Experience in Flour Milling and Detergents Industries for the past 17 years.	Experience in Flour Milling, Minerals, Detergents and Power Industries for the past 49 years.	Experience in Flour Milling, Minerals & Manufacturing Detergents for the past 41 years.	Experience in Flour Milling, Minerals Industries for the past 15 years.	Experience in Finance, Marketing and Production of Food, Leather, Detergent Industries and Civil Projects.



5	Terms and Conditions of Re-appointment	As per the resolution at Item No. 6 of the Notice convening this Meeting read with explanatory statement thereto, Sri. Sounder Kannan is proposed to be reappointed as Whole-Time Director.	As per the resolution at Item No. 7 of the Notice convening this Meeting read with explanatory statement thereto, Sri. K.S. Kamalakannan is proposed to be reappointed as Chairman and Managing Director.	As per the resolution at Item No. 9 of the Notice convening this Meeting read with explanatory statement thereto, Smt. Mageswari Kannan is proposed to be reappointed as Joint Managing Director.	As per the resolution at Item No. 10 of the Notice convening this Meeting read with explanatory statement thereto, Sri. D. Vijay Anand is proposed to be reappointed as Technical Director.	As per the resolution at Item No. 11 of the Notice convening this Meeting read with explanatory statement thereto, the remuneration of Sri. S. Ramesh, Director (Projects) is revised.
6	Remuneration last drawn (FY 2022-23)	Rs. 8 Lakhs per month	Rs. 9 Lakhs per month	Rs. 7.50 Lakhs per month	Rs. 8 Lakhs per month	Rs. 1.50 Lakhs p.m.
7	Remuneration proposed to be paid	Rs. 10 Lakhs per month	Rs. 12.50 Lakhs per month	Rs. 7.50 Lakhs per month	Rs. 10 Lakhs per month	Rs. 1.75 Lakhs p.m.
8	Date of first appointment on the Board	08.08.2006	01.08.1998	01.08.1998	21.08.2017	11.02.2022
9	Number of shares held in the Company	1317327	7252357	2563538	142480	Nil
10	Relationship with other Directors	Son of Sri. K.S. Kamalakannan & Smt. Mageswari Kannan. Brother-in-Law of Sri. D. Vijay Anand	Husband of Smt. Mageswari Kannan, Father of Sri. Sounder Kannan, Father-in-Law of Sri. D. Vijay Anand	Wife of Sri. K.S. Kamalakannan, Mother of Sri. Sounder Kannan and Mother-in-Law of Sri. D. Vijay Anand.	Son-in-Law of Sri. K.S. Kamalakannan & Smt. Mageswari Kannan, Brother-in-Law of Sri. Sounder Kannan	Nil
11	No. of Board meetings attended during the financial year 2022-23	Held - 6 Attended - 5	Held - 6 Attended - 6	Held - 6 Attended - 5	Held - 6 Attended - 5	Held - 6 Attended - 6



12	List of Directorship held in other public Companies	1. Annai Power Private Limited 2. Nagalakshmi Energy Private Limited 3. Mojro Technologies private Limited	1. Annai Power Private Limited 2. Nagalakshmi Energy Private Limited 3. M.M.Detergents Company Private Limited 4. Dindigul Foods Park Private Limited 5. Tutifood Private Limited 6. Kovil Cereals Private Limited	1. Annai Power Private Limited 2. Nagalakshmi Energy Private Limited 3. M.M.Detergents Company Private Limited 4. Dindigul Foods Park Private Limited 5. Tutifood Private Limited 6. Kovil Cereals Private Limited	Nil	Nil
13	Membership/ Chairmanship of Committees of the Public Companies (includes only Audit, Nomination and Remuneration, Stakeholders Relationship and CSR Committees)	Naga Limited:- 1.Stakeholders Relationship Committee. 2.CSR Committee	Naga Limited:- 1. Nomination and Remuneration Committee	Naga Limited:- 1. Stakeholders Relationship Committee 2.CSR Committee	Nil	Nil



Pursuant to Schedule V Part II Section II of the Companies Act, 2013, there are certain disclosures to be made in the notice calling General Meeting in case of inadequacy of profits in the Company.

The Company has inadequacy of profits for the current financial year, therefore the following information has been disclosed.

General Information:

S. No.	Particulars	Details		
1	Nature of Industry	Manufacturing of Wheat Products, Detergents, Minerals & Power Generation		
2	Date or expected date of commencement of commercial production	25.04.1991		
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable		
4	Financial Performance based on given indicators:	2021-22	2020-21	2019-20
	Net Turnover	1726.80	1506.63	1003.30
	EBITDA	83.63	83.95	75.46
	PBT	16.67	15.51	8.77
	PAT	12.36	12.33	12.92
	Dividend (in %)	10	10	8
5	Foreign Investments or collaborations, if any	Nil		



Information about the Appointee:

S. No.	Particulars	Sri. Sounder Kannan, Whole-Time Director	Sri. K.S. Kamalakannan, Chairman and Managing Director	Smt. Mageswari Kannan, Joint Managing Director	Sri. D. Vijay Anand, Technical Director	Sri. S. Ramesh, Director (Projects)
1	Background Details	Having more than 17 years of experience in Flour Milling and Detergents Industries.	Having more than 49 years of experience in flour milling, minerals, detergents and power industries.	Having more than 41 years of experience in Flour Milling, Minerals & Manufacturing Detergents.	Having more than 15 years of experience in Flour Milling, Minerals Industries.	Having more than 40 years of experience in Finance, Marketing, Manufacturing of Foods, Detergents and expertise in Civil Projects and related business activities.
2	Past Remuneration	Rs. 8 Lakhs p.m.	Rs. 9 Lakhs p.m.	Rs. 7.50 Lakhs p.m.	Rs. 8 Lakhs p.m.	Rs. 1.50 Lakhs p.m.
3	Recognition or Awards	-	-	-	-	-
4	Job Profile and his suitability	Sri. Sounder Kannan was appointed as Whole-Time Director of the Company on 08.08.2006 and has more than 17 years of experience in Flour Milling and Detergents Industries.	Sri. K.S. Kamalakannan was appointed as Chairman and Managing Director on 01.08.1998 and has more than 49 years of experience in flour milling, minerals, detergents and power industries.	Smt. Mageswari Kannan was appointed as Joint Managing Director on 01.08.1998 and has more than 41 years of experience in Flour Milling, Minerals & Manufacturing Detergents.	Sri. D. Vijay Anand was appointed as Technical Director on 21.08.2017 and has more than 15 years of experience in Flour Milling, Minerals Industries.	Sri. S. Ramesh was appointed as Non-Executive/Independent Director of the Company from 8 th March, 2006 to 31 st January, 2022 and has more than 40 years in Finance, Marketing, Manufacturing of Foods, Detergents and expertise in Civil Projects and related business activities.
5	Remuneration Proposed	Rs. 10 Lakhs p.m.	Rs. 12.50 Lakhs p.m.	Rs. 7.50 Lakhs p.m.	Rs. 10 Lakhs p.m.	Rs. 1.75 Lakhs p.m.



S. No.	Particulars	Sri. Sounder Kannan, Whole-Time Director	Sri. K.S. Kamalakannan, Chairman and Managing Director	Smt. Mageswari Kannan, Joint Managing Director	Sri. D. Vijay Anand, Technical Director	Sri. S. Ramesh, Director (Projects)
6	Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person	Considering the profile and experience, current trend of compensation package in corporates, the remuneration proposed is reasonable.	Considering the profile and experience, current trend of compensation package in corporates, the remuneration proposed is reasonable.	Considering the profile and experience, current trend of compensation package in corporates, the remuneration proposed is reasonable.	Considering the profile and experience, current trend of compensation package in corporates, the remuneration proposed is reasonable.	Considering the profile and experience, current trend of compensation package in corporates, the remuneration proposed is reasonable.
7	Pecuniary Relationship directly or indirectly with the Company or Relationship with the Managerial Personnel	Son of Sri. K.S. Kamalakannan & Smt. Mageswari Kannan. Brother-in-Law of Sri. D. Vijay Anand	Husband of Smt. Mageswari Kannan, Father of Sri. Sounder Kannan and Father-in-Law of Sri. D. Vijay Anand	Wife of Sri. K.S. Kamalakannan, Mother of Sri. Sounder Kannan and Mother-in-Law of Sri. D. Vijay Anand.	Son-in-Law of Sri. K.S. Kamalakannan & Smt. Mageswari Kannan and Brother-in-Law of Sri. Sounder Kannan	Nil

Other Information:

S. No.	Particulars	Details
1	Reasons of loss or inadequate profits	Due to fluctuation in the main raw material prices, there may be fluctuations in selling prices which consequently affects profitability.
2	Steps taken or proposed to be taken for improvement	The Company is constantly working for efficient way of procuring raw materials and contain costs including control of expenses to achieve reasonable profits.
3	Expected increase in productivity and profits in measurable terms	The Company is gearing itself to achieve better production, turnover and profitability based on budgeted workings.

Disclosures:

S. No.	Particulars	Sri. Sounder Kannan, Whole-Time Director	Sri. K.S. Kamalakannan, Chairman and Managing Director	Smt. Mageswari Kannan, Joint Managing Director	Sri. D. Vijay Anand, Technical Director	Sri. S. Ramesh, Director (Projects)
1	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc of the Director	Refer resolution in Item No.6	Refer resolution in Item No.7	Refer resolution in Item No.9	Refer resolution in Item No.10	Refer resolution in Item No.11
2	Details of fixed component and performance linked incentives along with the performance criteria	Nil	Nil	Nil	Nil	Nil
3	Service contracts, notice period, severance fees	NA	NA	NA	NA	NA
4	Stock Options Details	NA	NA	NA	NA	NA

Place: Dindigul

Date: 16.02.2023

By Order of the Board
For Naga Limited

V. Balamurugan
V. Balamurugan
Company Secretary
M.No. FCS 12312

A) Route Map to the EGM Venue:

Venue: Naga Limited - Foods Division, No.1, Trichy Road, Dindigul - 624005.

