



## NAGA LIMITED

Registered Office: No.1, Anna Pillai Street, Chennai - 600 001. Ph : 044-25363535 website: www.nagamills.com,  
Corporate Identity Number (CIN):L24246TN1991PLC020409 Investors Relations email Id: marikannanv@nagamills.com.

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Ninth (29<sup>th</sup>) Annual General Meeting of the Members of NAGA LIMITED will be held on Friday, August 14, 2020 at 12.10 p.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt:
  - a) the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Reports of the Board of Directors' and the Auditors' thereon; and
  - b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020, together with the Report of Auditors' thereon.
2. To confirm the payment of interim dividend for the financial year 2019-20.
3. To appoint a Director in place of Sri. D. Vijay Anand (DIN 07400565), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT Sri. D. Vijay Anand (DIN 07400565), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retire by rotation."

#### SPECIAL BUSINESS:

4. To approve the remuneration of the Cost Auditor for the financial year 2020-21 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the financial year 2020-21 to Dr. I. Ashok, CMA (M. No. 011929), Cost Accountant appointed by the Board of Directors of the Company on 29<sup>th</sup> June 2020 to conduct the audit for products covered under Detergents & Minerals Divisions of the Company for the financial year 2020-21, on a remuneration of Rs. 50,000/- (Rupees Fifty Thousand Only) plus GST as applicable and reimbursement of out of pocket expenses at actual be and is hereby approved and confirmed."

"RESOLVED FURTHER THAT any one of the Executive Directors or Company Secretary of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution."





5. Amendment to the Resolution for Appointment of Statutory Auditors passed in the 25<sup>th</sup> AGM and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

“RESOLVED THAT in supersession of the resolution passed in the 25<sup>th</sup> AGM held on 19.08.2017, the holding of office by the Statutory Auditors’ are determined till the conclusion of 30<sup>th</sup> AGM instead of 29<sup>th</sup> AGM.”

“RESOLVED FURTHER THAT pursuant to the provisions of Section 139 and 141 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Companies (Audit and Auditors) Rules, 2014, (the Rules), including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s. D. Sampathkumar & Co., Chartered Accountants, Chennai having ICAI Firm Registration No. 003556S has been appointed as Statutory Auditors of the Company for the second consecutive term from the conclusion of 25<sup>th</sup> AGM held on 12<sup>th</sup> September, 2016 till the conclusion of 30<sup>th</sup> AGM or 30<sup>th</sup> September, 2021 whichever is earlier, subject to ratification by the Shareholders on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to GST and reimbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

Place : Dindigul

Date : 29<sup>th</sup> June, 2020

BY ORDER OF THE BOARD

For NAGA LIMITED

V. MARIKANNAN

COMPANY SECRETARY

M. No.A30767





#### Notes:

In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM" or "Meeting") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

An explanatory statement pursuant to Section 102 of the Act, relating to special business to be transacted at the AGM, is annexed hereto.

Corporate Members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (pdf / jpeg format) authorizing their representative to attend and vote on their behalf at the Meeting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to [ggrandco2020@gmail.com](mailto:ggrandco2020@gmail.com) with a copy marked to [marikannanv@nagamills.com](mailto:marikannanv@nagamills.com).

In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

The Meeting shall be deemed to be held at the Registered office of the Company at No.1, Anna Pillai Street, Chennai-600 001.

Since the AGM will be held through VC / OAVM, the route map to the venue is not annexed to this Notice.

#### **ELECTRONIC DISPATCH OF ANNUAL REPORT AND PROCESS FOR REGISTRATION OF EMAIL ID FOR OBTAINING COPY OF ANNUAL REPORT**

In accordance with, the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and Circular No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by SEBI, owing to the difficulties involved in dispatching of physical copies of the financial statements (including Report of Board of Directors, Auditors' report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Members holding shares in physical mode and dematerialised mode who have not updated their email addresses with the Company are requested to update their email addresses by using this link <https://investors.cameoindia.com>.

The Notice of AGM along with Annual Report for the financial year 2019-20, is available on the website of the Company at [www.nagamills.com](http://www.nagamills.com), on the website of Stock Exchanges i.e., [www.msei.in](http://www.msei.in) and CSDL website i.e., [www.evotingindia.com](http://www.evotingindia.com)

#### **1) Proxy:**

Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circular through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.



## 2) Particulars of Directors:

Particulars of Director seeking re-appointment, pursuant to Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given in Appendix - A.

## 3) Book Closure:

The Register of Members and the Share Transfer Books will be closed from Saturday, the August 8, 2020 to Friday, the August 14, 2020 (both days inclusive).

## 4) Dividend:

The interim dividend declared in February, 2020 has been considered as final dividend for the year 2019-20 and hence the Board of Directors did not recommend any final dividend.

## 5) Unclaimed Dividend:

Unclaimed dividend for over 7 years and the underlying shares thereof will be transferred to the Investor Education and Protection Fund. Members may refer to Page 50 of the Annual Report and lodge their claim, if any, immediately either with the Company Secretary or Investor Education and Protection Fund.

## 6) E-Communication:

Members are requested to opt for electronic mode of communication and support the Green initiatives of the Government.

## 7) Voting facilities:

### a) Remote e-Voting

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company provides facility for its Members to exercise their voting right by electronic means.

### b) Voting instructions

Process and manner of voting containing detailed instructions is given in Appendix - B.

## 8) Gifts:

No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Annual General Meeting in term of Clause 14 of the Secretarial Standards (SS-2) pertaining to distribution of Gifts at Annual General Meeting.

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

### Item No.4:

The Board of Directors of the Company, at their meeting held on 29<sup>th</sup> June, 2020 on the recommendation of the Audit Committee, approved the appointment and remuneration of Dr. I. Ashok, CMA (M.No.011929), Cost Accountant, to conduct the cost audit for Detergents & Minerals Divisions of the Company for the financial year 2020-21 on a remuneration of Rs. 50,000/- plus GST and reimbursement of out of pocket expenses, subject to approval by Shareholders.



In terms of the provisions of Section 148(3) of the Companies Act, 2013 read with Rule 14(a)(ii) of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is to be approved by the Shareholders of the Company. Accordingly, the Shareholders are requested to approve the remuneration payable to the Cost Auditor for the year 2020-21 as set out in the Resolution.

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

#### Item No.5

Section 139 of the Companies Act, 2013, came into force w.e.f. 01.04.2014 which deals with rotation of Statutory Auditors. Accordingly, a Listed Company can appoint a firm of Chartered Accountants only for a two-consecutive term of five years each.

During the time of appointing M/s. D.Sampathkumar & Co., Chartered Accountants, while calculating the number of years during which they were Auditors in the previous years, number of years were wrongly accounted. This led to a decision that the two consequent terms for the Auditors will end on the conclusion of the 29<sup>th</sup> AGM (AY 2019-20). However, the first appointment of the Auditors for the year 31.03.2012 was approved at the 20<sup>th</sup> AGM of the Company held on 25.07.2011 and accordingly the term gets completed only on 31.03.2021 at the conclusion of 30<sup>th</sup> AGM. Thus, the period of 10 years starts from 31.03.2012 (AY 2011-12) and ends on 31.03.2021 (AY 2020-21). Accordingly, this resolution is initiated to correct the factual position.

Place : Dindigul

Date : 29<sup>th</sup> June, 2020

BY ORDER OF THE BOARD

For NAGA LIMITED

V.M.D.

V. Marikannan  
Company Secretary  
M.No. A30767



# APPENDIX-A

## Reappointment of Director:

Information required to be furnished under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings.

The particulars of Director to be re-appointed at this meeting is given below:

1	Name of Director	Sri. D. VIJAY ANAND
2	Director Identification Number (DIN)	DIN 07400565
3	Date of Birth	30 <sup>th</sup> August, 1976
4	Nationality	Indian
5	Date of Appointment	21.08.2017
6	Relationship with other Directors	Son-in-law of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan, Brother-in-law of Sri. Sounder Kannan
7	Qualification	B.E. (Mech)., M.B.A.,
8	Expertise in specific functional areas	More than a decade of experience in Flour Milling and Minerals Industries.
9	Number of shares held in the Company	NIL
10	List of Directorship held in other public Companies	NIL
11	Membership/ Chairmanship of Committees of the Public Companies (includes only Audit, Nomination and Remuneration, Stakeholders Relationship and CSR Committees)	NIL
12	No. of Board meetings attended during the financial year 2019-20	Held - 4 Attended - 4



## Voting Process and Instructions

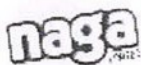
### Remote e-voting( Voting through electronic means)

#### 1. The instructions for shareholders for remote e-voting are as underlying :

- i. The remote e-voting period begins on 11<sup>th</sup> August 2020 at 10.00 A.M. and ends on 13<sup>th</sup> August 2020 at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the “cut-off date” i.e. 7<sup>th</sup> August 2020 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- ii. Shareholders who have already voted prior to the Meeting would not be entitled to vote at the Meeting.
- iii. Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iv. Click on “Shareholders” module.
- v. Enter their User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in physical form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and click on “Login”.
- vii. Shareholders holding shares in dematerialised form and having used [www.evotingindia.com](http://www.evotingindia.com) earlier having voted on an earlier e-voting of any company, may use their existing password.
- viii. First time users may follow the steps given below:

	For Shareholders holding shares in Dematerialised Form or Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department.</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field.</p>
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction(v).</p>

- ix. After entering these details appropriately, click on “SUBMIT” tab.
- x. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that



this password is also to be used by the demat shareholders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - xii. Click on the EVSN for NAGA LIMITED.
  - xiii. On the voting page, shareholders will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Shareholders can select the option YES or NO as desired. The option YES implies that they assent to a Resolution and option NO implies that they dissent from a Resolution.
  - xiv. Shareholders should click on the "RESOLUTIONS FILE LINK" if they wish to view the entire Resolution details.
  - xv. After selecting the Resolution they have decided to vote on, they should click on "SUBMIT". A confirmation box will be displayed. If they wish to confirm their vote, click on "OK", else to change their vote, click on "CANCEL" and they can accordingly modify their vote.
  - xvi. Once they "CONFIRM" their vote on a Resolution, they will not be allowed to modify their vote.
  - ix. They can also print details of the votes cast by clicking on "Click here to print" option on the Voting page.
  - x. If a demat account shareholder has forgotten the login password then enter the User ID and the image verification code and click on "Forgot Password" and enter the details as prompted by the system.
  - xi. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from the internet. Please follow the instructions as prompted by the mobile app while remote e-voting from your mobile.
- 2. Process for those Shareholders whose mail addresses are not registered with the Depositories for obtaining login credentials for remote e-voting for the resolutions proposed in this Notice.**
- i. For Shareholders holding shares in physical form - please provide necessary details like Folio No., Name of the Shareholders, Scanned copy of the Share Certificate (Front and Back), PAN (Self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar card) by mail to Company / RTA's email ID at marikannanv@nagamills.com or kandhimathi@cameoindia.com respectively.
  - ii. For Shareholders holding shares in dematerialized form - please provide Demat account details (CDSL - 16 digit beneficiary ID or NSDL - 16 digit DPID + CLID), Name of the Shareholder, Client Master or Copy of Consolidated Accounts Statement, PAN (Self Attested Scanned Copy of PAN Card), AADHAR (self-attested scanned copy of Aadhar card) by mail to Company / RTA's email ID at marikannanv@nagamills.com or kandhimathi@cameoindia.com respectively.



- iii. The Company/ RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders.

#### INSTRUCTIONS FOR SHAREHOLDERS FOR ATTENDING AGM THROUGH VC / OAVM

1. Facility of joining the AGM through VC / OAVM shall open 15 minutes before the time scheduled for the AGM and will be available for members on first come first served basis.
2. Shareholders will be provided with a facility to attend AGM through VC/OAVM through the CDSL e-voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder / members login where the EVSN of Company will be displayed.
3. Shareholders are encouraged to join meeting through laptops/ iPads for better experience.
4. Further shareholders will be required to switch on the video facility and use Internet connection with a good speed to avoid any disturbance during the Meeting.
5. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to fluctuations in their respective networks. It is therefore recommended to use stable Wi-Fi or LAN connection to minimise / mitigate any kind of aforesaid glitches.
6. Shareholders would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance between August 3, 2020 and August 8, 2020 mentioning their name, demat account number/Folio No., email-ID, mobile number at [marikannanv@nagamills.com](mailto:marikannanv@nagamills.com).
7. Those shareholders who have registered themselves as a speaker will only be allowed to express their views / ask questions during the meeting.
8. Members who need assistance before or during the AGM, or have any queries or issues regarding e-voting, you may prefer Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800 225533.
9. All grievances connected with the facility for voting by electronic means may be addressed to Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400 013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800 225533.

#### INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE MEETING:

1. Procedure for e-voting on the day of the AGM is same as the remote e-voting as mentioned above.
2. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not cast their votes on the resolutions through remote e-voting and are not otherwise barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
3. If any votes are cast by shareholders through the e-voting available during the AGM and if the same shareholder have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting facility will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

#### INSTRUCTIONS FROM NON - INDIVIDUALS SHAREHOLDERS AND CUSTODIANS

1. Non-Individual Shareholders (i.e., other than individuals, HUF, NRI, etc.) and custodians are required to log-on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
2. A scanned copy of the registration form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
3. After receiving the log-in details "Compliance User" should be created using the Admin Login and Password. The compliance user would be able to link the account(s) for which they wish to vote on.
4. The list of accounts linked in the log-in should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the custodian, if any should be uploaded in the pdf format in the system for the scrutinizer to verify the same.
6. Alternatively, non-individual shareholders are required to send the relevant Board Resolution / Authority Letter, etc., to the scrutinizer and to the Company at the email address viz., [marikannanv@nagamills.com](mailto:marikannanv@nagamills.com) if they have voted from Individual tab and not uploaded same in the CDSL evoting system for the scrutinizer to verify the same.



#### OTHER INSTRUCTIONS

1. Shareholders can update their mobile numbers and Email ID's (which may be used for sending future communication(s)) by writing to investor@cameoindia.com
2. Any person, who acquires shares of the Company and becomes the member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e., 7th August, 2020 may obtain the login ID and password by sending an email to marikannanv@nagamills.com or investor@cameoindia.com or helpdesk.evoting@cdslindia.com by mentioning their Folio No/DP ID and Client ID No.
3. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting.
4. Sri. G. Sreenivasa Rao, Proprietor of M/s. G.S. R. & Co., Company Secretaries (C.P. No. 4966) has been appointed as the scrutinizer to scrutinize the remote e-voting and e-voting during the meeting in a fair and a transparent manner.
5. The Scrutinizer shall, immediately after the conclusion of the e-voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting and shall make a Consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolutions have been carried or not and such report shall then be sent to the Chairman or a person authorised by him within 48 (forty-eight) hours from the conclusion of the AGM who shall then counter sign and declare the result of the voting forthwith.
6. The results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.nagamills.com and on the website of the CDSL at www.evoting.india.com immediately after the declaration of results by the Chairman or a person authorised by him. The results shall also be immediately forwarded to the Metropolitan Stock Exchange of India Limited, Mumbai.

Place : Dindigul

Date : 29<sup>th</sup> June, 2020

BY ORDER OF THE BOARD  
For NAGA LIMITED



V. Marikannan  
Company Secretary  
M.No. A30767

