NAGA LIMITED

Registered Office: No.1, Anna Pillai Street, Chennai – 600 001.
CIN: U10611TN1991PLC020409
Website: www.nagamills.com | Email ID: cs@nagamills.com | Ph: 044-2536 3535 | Mob: 7708111315

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that an Extra-Ordinary General Meeting ("EGM") of the Members of M/s. Naga Limited ("the Company"), will be held at the Corporate Office of the Company at No.1, Padiyur Road, Pudupatti, Dindigul – 624 005 on Wednesday the 16th day of December, 2026 at 11.00 A.M. to transact the following business:

AGENDA

SPECIAL BUSINESS:

ITEM NO: 1

TO CONSIDER AND APPROVE THE RE-APPOINTMENT OF SRI. S. RAMESH (DIN: 01620265) AS DIRECTOR (PROJECTS) OF THE COMPANY FOR A FURTHER TERM OF FIVE CONSECUTIVE YEARS WITH EFFECT FROM 11.02.2027.

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the ACT"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and subject to such approvals as may be necessary, the consent of the Members be and is hereby accorded to the re-appointment of **Sri. S. Ramesh (DIN: 01620265)** as **Director (Projects)** of the Company for a further term of five (5) consecutive years commencing from **11th February 2027 to 10th February 2032**, on the following terms and conditions:

I. The details of remuneration are as follows:

Salary	Rs. 2.25 Lakhs per month (Rupees Two Lakh Twenty Five Thousands only)
Perquisites	a) Contribution to Provident Fund, Superannuation Fund or Annuity Fund to the extent that such contributions, either singly or put together are not taxable under the Income Tax Act, 1961, as amended from time to time, and (b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, calculated in accordance with the applicable provisions of law and the Company's applicable rules.

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"RESOLVED FURTHER THAT pursuant to Section 197 read with Schedule V and other applicable provisions of the Act, approval of the Members be and is hereby accorded to the payment of the aforesaid remuneration, notwithstanding that the aggregate managerial remuneration payable by the Company may exceed the limits prescribed under Section 197(1) of the Act and/or the remuneration payable to the appointee may exceed the applicable limits, as the case may be, subject to compliance with the applicable provisions of the said Act and Schedule V thereto."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and to execute all such documents, forms, applications and writings as may be necessary or expedient to give effect to this resolution, and to make such changes to the terms and conditions of the re-appointment as may be necessary, provided that any variation in remuneration shall remain within the limits and conditions approved by the Members and permitted under the applicable provisions of the Act."

By Order of the Board
For Naga Limited

NAGA LIMITED

V. Marikannan
Company Secretary
M.No. ACS 30767

Place: Dindigul
Date: 18.11.2026

NOTES:

1. A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy or, where permitted, one or more proxies, to attend and vote on his/her behalf, and such proxy need not be a Member of the Company. The provisions of Section 105 of the Companies Act, 2013, read with the applicable rules made thereunder, shall apply. Pursuant to such provisions, 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. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy, provided that such person shall not act as proxy for any other Member. The Proxy Form, in order to be effective, must be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2. Members and proxies attending the Meeting are requested to bring the duly filled / Completed Attendance Slip for attending the Meeting.

3. Corporate Members intending to authorize their representatives to attend and vote at the Meeting are requested to send to the Company a certified true copy of the resolution of their Board of Directors or other governing body authorising such representative to attend and vote on their behalf.

4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out the material facts relating to the special business specified in this Notice, is annexed hereto.

5. All documents referred to in the accompanying Notice and Explanatory Statement shall be available for inspection, by the Members, at the Registered Office of the Company during business hours on all working days, excluding Saturdays, Sundays and public holidays, between 10.00 a.m. and 5.00 p.m. up to the date of the Meeting. Members seeking inspection may contact the Company Secretary.

6. The voting rights of the Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

7. Shareholders are requested to intimate the change, if any, in their address and e-mail ID registered with the Company.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

ITEM NO. 1:

Sri. S. Ramesh (DIN: 01620265) was appointed as Director (Projects) of the Company for a term of five consecutive years with effect from 11.02.2022, pursuant to the approval accorded by the Members at their meeting held on 10.08.2022. His present term expires on 10.02.2027.

Considering his experience of over 35 years in project handling and Company-related activities, his expertise and the services rendered by him, the Nomination and Remuneration Committee, at its meeting held on 11.11.2026, recommended his re-appointment, for a further term of five consecutive years.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors, at its meeting held on 11.11.2026, approved the proposed re-appointment of of Sri. S. Ramesh, as Director (Projects) for a further term of five consecutive years commencing from 11.02.2027 and ending on 10.02.2032, subject to the approval of the Members.

The principal terms and conditions of the proposed re-appointment are as follows:

1. **Designation:** Director (Projects).

2. **Term of appointment:** Five consecutive years from 11.02.2027 to 10.02.2032.

3. **Remuneration:** Salary of Rs. 2,25,000/- per month, together with the perquisites specified in the resolution and subject to the applicable provisions of the Companies Act, 2013.

4. **Other terms and conditions:** As approved by the Members and determined by the Board of Directors, subject to the applicable provisions of the Companies Act, 2013.

The aggregate remuneration payable by the Company to its managerial personnel exceeds the prescribed limits under Section 197 of the Companies Act, 2013. Accordingly, approval of the Members is sought by way of a Special Resolution for the proposed re-appointment and remuneration of Sri. S. Ramesh, subject to compliance with Section 197, Schedule V and other applicable provisions of the Act.

The disclosures required under Schedule V, to the extent applicable, are set out below.

The Board considered that the continued association of Sri. S. Ramesh would be beneficial to the Company in view of his experience, expertise and familiarity with its operations. Accordingly, the Board recommends the Special Resolution set out at Item No. 1 of the accompanying Notice for approval of the Members.

Interest of Directors and Key Managerial Personnel

Sri. S. Ramesh, being the appointee, is interested in the resolution to the extent of his proposed re-appointment and remuneration.

Except as disclosed above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the proposed resolution.

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Information required under Secretarial Standards-2 on General Meetings:

1	Name of Director	Sri. S. Ramesh
2	Date of Birth & Age	09th July, 1966 & 60 years
3	Qualification	Bachelor of Commerce (B.Com.), Madurai Kamaraj University.
4	Expertise in specific functional areas	Over 35 years of experience in finance, marketing, food and detergent manufacturing, and civil project management.
5	Terms and Conditions of Re-appointment	Rs.2,25,000/- per month, together with the perquisites specified in the resolution.
6	Remuneration last drawn	Rs. 2 Lakhs per month
7	Remuneration proposed to be paid	Rs. 2.25 Lakhs per month, together with the perquisites specified in the resolution
8	Date of first appointment on the Board	11.02.2022
9	Number of shares held in the Company	Nil
10	Relationship with other Directors	Nil
11	No. of Board meetings attended during the financial year 2025-26	Held – 5 Attended – 5
12	List of Directorship held in other public Companies	Nil
13	Membership/ Chairmanship of Committee s of the Public Companies (includes only Audit, Nomination and Remuneration, Stakeholders Relationship and CSR Committees)	Nil

INFORMATION REQUIRED UNDER SCHEDULE V TO THE COMPANIES ACT, 2013

The following information is furnished in connection with the proposed re-appointment and remuneration of Sri. S. Ramesh, subject to confirmation of the applicability of the relevant requirements of Schedule V, in view of the inadequacy of profits of the Company for the proposed period his tenure, fall on any relevant financial year.

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

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S. No.	Particulars	Details		
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:			(Rs. in Crore)
		2025-26	2024-25	2023-24
	.Net Turnover	2159.15	2074.65	2027.88
	.EBITDA	123.27	104.25	119.22
	.PBT	10.70	7.01	31.23
	.PAT	12.72	4.05	26.74
	.Dividend (in %)	12	10	10
5	Foreign Investments or collaborations, if any	Nil		

Information about the Appointee:

S. No.	Particulars	Sri. S. Ramesh Director (Projects)
1	Background Details	Over 35 years of experience in finance, marketing, food and detergent manufacturing, and civil project management.
2	Past Remuneration	Rs. 2 Lakhs p.m.
3	Recognition or Awards	-
4	Job Profile and his suitability	Sri. S. Ramesh has over 35 years of experience in the industry, including project handling and Company-related activities. His experience and familiarity with the Company's operations are considered relevant to the responsibilities associated with the position of Director (Projects).
5	Remuneration Proposed	Rs. 2.25 Lakhs p.m.
6	Comparative Remuneration Profile with respect to Industry, Size of the Company, Profile of the Position and Person	The proposed remuneration has been considered having regard to the appointee's experience, responsibilities, the size and operations of the Company, and prevailing remuneration practices. The Board considers the proposed remuneration appropriate, subject to the applicable statutory limits and approvals.
7	Pecuniary Relationship directly or indirectly with the Company or Relationship with the Managerial Personnel	Nil

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Other Information:

S. No.	Particulars	Details
1	Reasons of loss or inadequate profits	Profitability is affected by prevailing market conditions and an increase in overhead costs, which have an adverse impact on the Company's operating margins.
2	Steps taken or proposed to be taken for improvement	The Company continues to focus on improving procurement efficiency, optimising production processes and controlling operating costs with a view to improving profitability.
3	Expected increase in productivity and profits in measurable terms	The Company expects that improved procurement practices, production efficiency and cost-control measures will contribute to improved productivity and profitability. The actual impact will depend on operating conditions and market movements.

Disclosures:

S. No.	Particulars	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
2	Details of fixed component and performance linked incentives along with the performance criteria	Nil
3	Service contracts, notice period, severance fees	NA
4	Stock Options Details	NA

By Order of the Board
For Naga Limited

NAGA LIMITED

V. Marikannan
Company Secretary
M.No. ACS 30767

Place: Dindigul
Date: 18.11.2026

FORM NO. MGT 11
PROXY FORM
(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

NAGA LIMITED
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Name of Member(s)	:	
Registered Address	:	
E-Mail ID	:	
Folio No. / DP ID & Client ID	:	

I / We, being the Member(s) of _____ Shares of the above named Company, hereby appoint:

Name: _____

Address: _____

Email id: _____ Signature: _____

Or failing him/her

Name: _____

Address: _____

Email id: _____ Signature: _____

as my /our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Wednesday, 16th day of December, 2026 at 11.00 A.M. at the Corporate Office of the Company at No.1, Padiyur Road, Pudupatti, Dindigul – 624 005 and at any adjournment thereof in respect of such resolutions, in the manner as indicated below:

Resolution No.	Description	Type of Resolution	*Optional	
			For	Against
Special Business:				
1	To consider and approve the re-appointment of Sri. S. Ramesh (DIN: 01620265) as Director (Projects) of the Company for a further term of five consecutive years w.e.f. 11.02.2027.	Special		

Signed this ……..... day of …..... 2026

Signature of Shareholder: ….....

Affix Re. 1 revenue stamp

Signature of Proxy holder(s):.....

NOTE:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting;

2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the EGM;

3. *It is optional to put a 'tick"' in the appropriate column against the Resolution indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate;

4. Please complete all details including details of member(s) in above box before submission;

Attendance Slip

NAGA LIMITED
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Extraordinary General Meeting – 16th December, 2026

Registered Folio No. / DP ID No. & Client ID No.

Number of Shares held

I certify that I am a Member / proxy for the Members of the Company.

I hereby record my presence at the Extraordinary General Meeting of the Company at the Corporate Office of the Company at No.1, Padiyur Road, Pudupatti, Dindigul – 624 005 on Wednesday, the 16th day of December, 2026 at 11.00 A.M.

….....….....
Name of the Member / Proxy
(in BLOCK letters)

….....
Signature of the Members / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.