



NAGA LIMITED

Registered Office: No.1, Anna Pillai Street, Chennai - 600 001. Ph : 044-25363535 website: www.nagamills.com,
Corporate Identity Number (CIN):U24246TN1991PLC020409 Investors Relations email Id: marikannanv@nagamills.com.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting of the Members of NAGA LIMITED will be held on Saturday, August 28, 2021 at 11.00 a.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 31st March, 2021, 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 31st March, 2021, together with the Report of Auditors' thereon.

2. To confirm the payment of interim dividend for the financial year 2020-21.

3. To appoint a Director in place of Sri. Sounder Kannan (DIN 01603823) who retires by rotation and being eligible, offers himself for re-appointment.

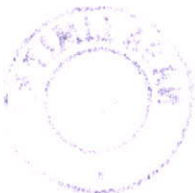
"RESOLVED THAT Sri. Sounder Kannan (DIN 01603823), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retire by rotation."

4. To appoint M/s. MSKA Associates, Chartered Accountants, Chennai, (Firm Registration Number: 105047W) as Statutory Auditors and authorise the Board & Directors to fix the remuneration from the conclusion of 30th Annual General Meeting ('AGM') upto the conclusion of 35th AGM to consider and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 139 of the Companies Act, 2013 read with the rules made thereunder, M/s. MSKA Associates, Chartered Accountants, Chennai, (Firm Registration Number: 105047W) who have confirmed their eligibility for appointment, be and is hereby appointed as the Statutory Auditors of the Company for a term of five years from conclusion of the 30th Annual General Meeting up to the conclusion of 35th Annual General Meeting of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Section 142 and other applicable provisions, if any, of the Companies Act, 2013 including any modification(s) or amendment thereof, the Board of Directors of the Company be and is hereby authorised to decide and fix the remuneration payable to M/s. MSKA Associates, Chartered Accountants, Chennai, (Firm Registration Number: 105047W), as Statutory Auditors of the Company during their tenure."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts, deeds, matters and things, necessary and expedient to give effect to the resolution."



SPECIAL BUSINESS:

5. To approve the remuneration of the Cost Auditor for the financial year 2021-22 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 2021-22 to Dr. I. Ashok, CMA (M. No. 011929), Cost Accountant appointed by the Board of Directors of the Company on 28th May 2021 to conduct the audit for products covered under Minerals & Detergents Divisions of the Company for the financial year 2021-22, 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."

6. To approve the revision of remuneration of Sri. K.S. Kamalakannan (DIN 01601589) Chairman and Managing Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT in partial modification to the Resolution No.4 passed by the Members at the Extraordinary General Meeting held on 24th March, 2020 approving the reappointment and terms of remuneration of Sri. K.S. Kamalakannan, Chairman and Managing Director in accordance with the provisions of Section 196, 197 and Schedule V Part II Section II and other applicable provisions, if any, of the Companies Act, 2013 and subject to the overall ceiling limit, the Company pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board, hereby approves the increase in remuneration of Sri. K.S. Kamalakannan, Chairman and Managing Director from Rs. 8 Lakhs to Rs. 9 Lakhs per month with effect from September 01, 2021, as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT all other terms and conditions of appointment of Sri. K.S. Kamalakannan, Chairman and Managing Director as approved earlier by the Members, shall remain unchanged."

"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."

7. To approve the revision of remuneration of Sri. Sounder Kannan (DIN 01603823) Whole-Time Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT in partial modification to the Resolution No.3 passed by the Members at the Extraordinary General Meeting held on 24th March, 2020 approving the reappointment and terms of remuneration of Sri. Sounder Kannan, Whole-Time Director in accordance with the provisions of Section 196 and 197 and Schedule V Part II Section II and other applicable provisions, if any, of the Companies Act, 2013 and subject





to the overall ceiling limit, the Company pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board, hereby approves the increase in remuneration of Sri. Sounder Kannan, Whole-Time Director from Rs. 7 Lakhs to Rs. 8 Lakhs per month with effect from September 01, 2021, as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT all other terms and conditions of appointment of Sri. Sounder Kannan, Whole-Time Director as approved earlier by the Members, shall remain unchanged."

"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."

8. To approve the revision of remuneration of Sri. D. Vijay Anand (DIN 07400565) Technical Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution.

"RESOLVED THAT in partial modification to the Resolution No.6 passed by the Members at the Extraordinary General Meeting held on 24th March, 2020 approving the reappointment and terms of remuneration of Sri. D. Vijay Anand, Technical Director in accordance with the provisions of Section 196 and 197 and Schedule V Part II Section II and other applicable provisions, if any, of the Companies Act, 2013 and subject to the overall ceiling limit, the Company pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board, hereby approves the increase in remuneration of Sri. D. Vijay Anand, Technical Director from Rs. 7 Lakhs to Rs. 8 Lakhs per month with effect from September 01, 2021, as set out in the Explanatory Statement annexed to the Notice convening this meeting."

"RESOLVED FURTHER THAT all other terms and conditions of appointment of Sri. D. Vijay Anand, Technical Director as approved earlier by the Members, shall remain unchanged."

"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."

Place : Dindigul

Date : 28th May, 2021

BY ORDER OF THE BOARD
For NAGA LIMITED

V.M. [Signature]

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 January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars") has 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") 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 gstrandco2020@gmail.com with a copy marked to 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. 02/2021 dated January 13, 2021 issued by MCA 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 2020-21, is available on the website of the Company at www.nagamills.com and CSDL website i.e., 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 is given in Appendix - A.

3) Book Closure:

The Register of Members and the Share Transfer Books will be closed from Sunday, the August 22, 2021 to Saturday, the August 28, 2021 (both days inclusive).



4) Dividend:

The interim dividend declared in January, 2021 has been considered as final dividend for the year 2020-21 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 54 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 term of the present Statutory Auditors M/s. D. Sampathkumar & Co., Chartered Accountants (Firm Registration Number: 003556S) ends at the conclusion of 30th AGM as they have completed the maximum period as stipulated. The Audit Committee at its meeting held on 28th May, 2021 recommended the appointment of M/s. MSKA Associates, Chartered Accountants, Chennai to the Board and subsequently it was approved by the Board of Directors at the meeting held on 28th May, 2021.

Accordingly, M/s. MSKA Associates, Chartered Accountants, Chennai (Firm Registration No : 105047W) shall be appointed as the Statutory Auditors of the Company from the conclusion of the 30th AGM till the conclusion of the 35th AGM. The resolution is recommended for the approval of the Shareholders. None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the said resolution.

Item No.5:

The Board of Directors of the Company, at their meeting held on 28th May, 2021 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 Minerals & Detergents Divisions of the Company for the financial year 2021-22 on a remuneration of Rs. 50,000/- plus GST and reimbursement of out-of-pocket expenses, as stipulated under the Act.



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 2021-22 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.6, 7 & 8:

The Company despite severe competition and vagaries plaguing the food industry and the COVID-19 pandemic could achieve a reasonable performance in terms of production, sales and profitability. With the pandemic continuing during the current year 2021-22, the Company is embarking upon ambitious plans of expansion to increase the production and sales. In spite of the uncertain future on account of the pandemic, the Company is gearing itself to achieve a reasonable performance. The efforts put in by Sri. K.S. Kamalakannan, CMD, Smt. Mageswari Kannan, JMD, Sri. Sounder Kannan, WTD and Sri. D. Vijay Anand, TD in the above context is to be taken into consideration. Considering the above, it is felt that in order to compensate the strenuous efforts taken by CMD, JMD, WTD and TD, their compensation is to be revised. Smt. Mageswari Kannan JMD, has voluntarily opted to continue with the existing scale of pay and perquisites.

Hence, on the recommendation of the Nomination and Remuneration Committee to the Board of Directors, the Board of Directors proposed to revise the Salary Scale (subject to approval of Shareholders at ensuing AGM) of Sri. K.S. Kamalakannan, CMD from present remuneration of Rs. 8 Lakhs p.m. to Rs. 9 Lakhs p.m., Sri. Sounder Kannan, WTD from present remuneration of Rs. 7 Lakhs p.m. to Rs. 8 Lakhs p.m. and Sri. D. Vijay Anand, TD from present remuneration of Rs. 7 Lakhs p.m. to Rs. 8 Lakhs p.m. w.e.f. September 01, 2021. However, all other terms and conditions as approved earlier by the Members under Section 196, 197 and other applicable provisions, if any of the Companies Act read with Schedule V Part II Section II subject to such approvals as may be necessary shall remain unchanged.

The details of revised remuneration are as follows:

Name	Sri. K.S. Kamalakannan Chairman and Managing Director(DIN 01601589)	Sri. Sounder Kannan Whole-Time Director (DIN 01603823)	Sri. D. Vijay Anand Technical Director (DIN 07400565)
Salary	Rs. 9 Lakhs per month (Rupees Nine Lakhs only)	Rs. 8 Lakhs per month (Rupees Eight Lakhs only)	Rs. 8 Lakhs per month (Rupees Eight Lakhs only)
Commission	At the rate of 2% on the Net Profits of the Company computed in the manner laid down in the Companies Act.	At the rate of 1% on the Net Profits of the Company computed in the manner laid down in the Companies Act for each of the above person.	
Perquisites	a) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.	Company's contribution to Provident Fund as per the rules of the Company: 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 and b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.	

Note:

Net Profits for this purpose shall be as per computation of Net Profits under Section 198 of the Companies Act, 2013.



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:	2020-21	2019-20	2018-19
	Net Turnover	1506.63	1003.30	837.19
	- EBITDA	83.25	75.46	82.11
	- PBT	15.51	8.77	25.62
	- PAT	12.33	12.92	18.12
	- Dividend (in %)	10	8	8
5	Foreign Investments or collaborations, if any	Nil		

Information about the Appointee:

S. No.	Particulars	Sri. KSK, CMD	Sri. SK, WTD	Sri. DV, TD
1	Background Details	F.M. Tech and having 46 years of experience in in Flour milling, manu- facturing Detergents, processing of Minerals, Real Estate development, Wind Mill and related business activities.	B.E. (Mechanical) and having 15 years of experience in all the business divisions of the Company.	B.E. (Mechanical) & M.B.A. and having 12 year experience in Flour Milling and Minerals Industries.
2	Past Remuneration	Rs. 8 Lakhs p.m.	Rs. 7 Lakhs p.m.	Rs. 7 Lakhs p.m.
3	Recognition or Awards	-	-	-
4	Job Profile and his suitability	Sri. K.S. Kamalakannan was appointed as Chairman and Managing Director in the year 1998 and steered the Company for the past 23 years with his expertise and acuman the industry has grown to the present size and performance.	Sri. Sounder Kannan was appointed as the Whole-time Director in the year 2006. With his talents and experience, he leads the Consumer Division and instrumental in various acquisition of new units leading to present growth.	Sri. D. Vijay Anand was appointed as Technical Director in the year 2017. Sri. D. Vijay Anand spereheaded the Foods Division to its present growth and admirably manages the Division to the present level and growth.
5	Remuneration Proposed	Rs. 9 Lakhs p.m.	Rs. 8 Lakhs p.m.	Rs. 8 Lakhs p.m.
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.		

7	Pecuniary Relationship directly or indirectly with the Company or Relationship with the Managerial Personnel	Husband of Smt. Mageswari Kannan, JMD, Father of Sri. Sounder Kannan, WTD & Father-in-law of Sri. D. Vijay Anand, TD	Son of Sri. K.S. Kamala kannan, CMD and Smt. Mageswari Kannan, JMD & Brother-in-law of Sri. D. Vijay Anand, TD	Son-in-law of Sri. K.S. Kamalakannan, CMD and Smt. Mageswari Kannan, JMD & Brother-in-law of Sri. Sounder Kannan, WTD
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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 and consequently in 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. KSK, CMD	Sri. SK, WTD	Sri. DV, TD
1	All elements of remuneration package such as salary, benefits, bonuses, stock options options, pension, etc of all the Directors	Refer Page No. 10		
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		

The Board recommends these resolutions set out in Item No. 6, 7 & 8 for approval of the Members.

Sri. K.S. Kamalakannan, Smt. Mageswari Kannan, Sri. Sounder Kannan and Sri. D. Vijay Anand are interested in the said resolutions. None of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested.

Place : Dindigul

Date : 28th May, 2021

BY ORDER OF THE BOARD
For NAGA LIMITED



V. MARIKANNAN
Company Secretary
M.No. A30767

APPENDIX-A

Reappointment of Director:

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

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

1	Name of Director seeking reappointment	Sri. SOUNDER KANNAN
2	Director Identification Number (DIN)	DIN 01603823
3	Date of Birth / Age	11 th April, 1981 (40 years)
4	Qualification	B.E. (Mechanical)
5	Expertise in specific functional areas	Experience in Flour Milling, Minerals, Detergents & Power Industries for the past 16 years.
6	Terms and conditions of reappointment	He is proposed to be reappointed as Executive Director(WTD) liable to retire by rotation.
7	Remuneration proposed to be paid	Remuneration, Commission and other perquisites as decided by Board within the ceiling as per Act and approved by Shareholders.
8	Remuneration last drawn	Rs. 7 lakhs p.m
9	Date of First Appointment on the Board	08.03.2006
10	Number of shares held in the Company	1459015
11	Relationship with other Directors	Son of Sri. K.S. Kamalakannan & Smt. Mageswari Kannan and Brother-in-law of Sri. D. Vijay Anand
12	No. of Board meetings attended during the financial year 2020-21	Held - 7 Attended - 7
13	List of Directorship held in other public Companies	Naga Mills Limited
14	Membership/ Chairmanship of Committees of the other Public Companies (includes only Audit, Nomination and Remuneration, Stakeholders Relationship and CSR Committees)	Nil

SHAREHOLDER INSTRUCTIONS FOR E-VOTING

CDSL e-Voting System - For Remote e-voting and e-voting during AGM.

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 02/2021 dated January 13, 2021, Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.nagamills.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAYMARE AS UNDER:

- (i) The voting period begins on 25th August, 2021 at 10.00 A.M and ends on 27th August 2021 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 (record date) of 21st August 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

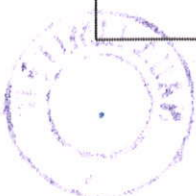
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.



	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your 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.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

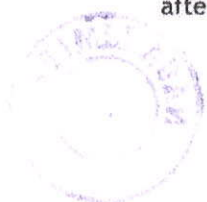
	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	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. <ul style="list-style-type: none"> 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).

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) 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 to be also used by the demat holders 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.

- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) **Facility for Non - Individual Shareholders and Custodians -Remote Voting**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a 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.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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 PDF format in the system for the scrutinizer to verify the same.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; marikannanv@nagamills.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.



3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **5 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at marikannany@nagamills.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **3 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, 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 email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meeting through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.



All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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., 21st August, 2021 may obtain the login ID and password by sending an email to 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.

Place : Dindigul

Date : 28th May, 2021

BY ORDER OF THE BOARD
For NAGA LIMITED

V. MARIKANNAN
Company Secretary
M.No. A30767

