



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

RESULT OF VOTING BY POSTAL BALLOT

Notice of Postal Ballot dated 23rd February, 2024 was issued pursuant to Section 110 of the Companies Act, 2013 (the Act) and Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) (including any statutory modification or re-enactment thereof for the time being in force, and as amended from time to time), and pursuant to other applicable laws and regulations seeking prior approval of the Members through Postal Ballot i.e., voting by post for alteration of the Objects Clause of Memorandum of Association of Naga Limited (the "Company").

The draft of the Resolutions to be passed for these purpose, together with the Explanatory Statement pursuant to Section 102(1) of the Act setting out the material facts and reasons thereto, was circulated to the Members for sending their assent or dissent through post.

M/s. G.S.R & Co., Practicing Company Secretaries (Membership No FCS 5691, COP No.4966), Chennai was appointed as Scrutinizers, in terms of the resolution of the Board passed at its meeting held on 15th February, 2024 for conducting the voting by postal ballot in a fair and transparent manner.

Upon completion of the voting process at 05.00 P.M. on 23rd March, 2024 they submitted their report on 28th March, 2024 (Copy enclosed). As per the Report, the following resolution proposed in the notice of the Postal Ballot has been duly passed as a **Special Resolution**:

SPECIAL BUSINESS:

ALTERATION OF OBJECT CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY IN LINE WITH BUSINESS REQUIREMENTS.

RESOLVED THAT pursuant to Section 13 of Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014 and modifications made thereunder from time to time, Clause III (the Objects Clause) Memorandum of Association of the Company be and is hereby altered as under:

Deletion of existing sub-clauses 1 to 3 and alteration/replacement/insertion of new sub-clauses in their place from 1 to 7 as under:

- *To purchase, produce, refine, prepare, import, export, sell, trade, job work, out-source and generally deal in wheat, all its by-products and all products made use of wheat, rice, pulses, millets, corn, grams, maize, barley, soya and all products, by-products and all products made use thereof, including derivatives, all kinds of bread, flour cakes, biscuits, rusks, bakery products, confectioneries, sweets, including sweet meats, snacks and namkeen food products, all kinds of chips, all kinds of noodles, all kinds of pasta, all kinds of aerated, artificial and mineral waters, soft drinks, carbonated drinks, instant foods, ready to eat foods, including pizza, food stuffs, provision of all such kinds, including spices and spice products used in cooking, allied articles of food and farinaceous compound and materials and food products generally and to establish and run factories and mills, automatic baking plants for the manufacture of aforesaid items, further in connection therewith to acquire, construct and operate flour mills, hulling mills, rice mills and other mills or refineries, buildings,*

distilleries and other works, open restaurants for sale of products under Quick Service Restaurant (QSR) and dealing in all agricultural products, processing, storing, trading and procuring.

- To manufacture, buy, sell, import, export, out-source, job work or otherwise deal in all kinds of soaps, soap chips, soap powders, glycerines, detergents, toiletries and cosmetics and dealings in all kinds of home care and personal care products.
- To manufacture, trade, import, export, improve, treat, preserve, blend, crush, win, get, quarry, smelt, calcine, refine, dress, amalgamate, manipulate or otherwise deal in all kinds of Minerals, their compounds, products, by-products and derivatives and prepare for market ore, metal, mineral, and mineral substances of all kinds and to carry on any other metallurgical operation.
- To carry on the business of leasing, hire purchase, letting on hire of movable and immovable properties including Godowns and lands, sheds, buildings, stores, shops, warehouses, flats, factories, garages, plants and machines, equipments, apparatus, instruments, appliances, furniture, fixtures, fittings, utensils, tools, vehicles, earth moving machine installations.
- To promote, establish, develop, administer, own and run Aqua Culture Hatcheries, shrimp and fish farming, poultry, cattle and other animals and to manufacture, purchase, breed, raise, grow, process, sell, trade, import, export all types of Marine foods, shrimp seeds, shrimp feeds, shrimps, poultry feeds, cattle feeds and other animal feeds and its ingredients.
- To carry on the business of generating, selling, transmitting, distributing, supplying either directly or through others, Electricity for own use and use in industries, domestic or any other purposes and also feed to the grids of Electricity Boards or other Power grids using coal, lignite, petroleum products or any other substances, wind energy, solar energy, wave energy, tidal energy, hydro energy, nuclear energy, or any other form of energy.
- To carry on trade or business of property developers, builders, contractors for construction work of any kind including residential, commercial and industrial buildings, malls, holiday resorts, clubs, sports complexes and other specialized structures of any kind and generally to deal with, develop and improve and maintain lay outs, townships, highways, roads and other structures in India or elsewhere in the World.

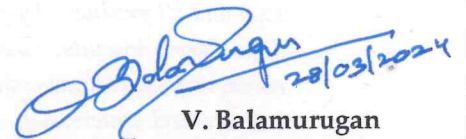
Insertion of new sub-clause 41 after existing sub-clause 40 under Clause III(B) Objects incidental or ancillary to the attainment of the main objects of Memorandum of Association of the Company as under:

- To own, run and maintain lorries and suitable vehicles for the purposes of the business of the Company.

Deletion of all sub-clauses 1 to 19 under Clause III(C) Other Objects of Memorandum of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds and things as may be deemed expedient and necessary to give effect to the above resolution.

By Order of the Board
For Naga Limited


28/03/2024

V. Balamurugan
Company Secretary
M.No. FCS 12312

Encl.: As stated
Place: Dindigul
Date: 28.03.2024

SCRUTINIZER'S REPORT

*[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 of the Companies
(Management and Administration) Rules, 2014]*

To

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

Dear Sir,

I, G. Sreenivasa Rao, a Company Secretary in practice, representing G.S.R. & CO., having office at Flat A-2, 2nd Floor, Sai Niranthara, No.14/23, Nagarjuna Nagar 1st Street, Rangarajapuram, Kodambakkam, Chennai – 600024 has been appointed as the Scrutinizer by the Board of Directors of M/s. Naga Limited (the Company) bearing CIN: U24246TN1991PLC020409, pursuant to Section 110 of the Companies Act, 2013 (Act) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for declaring the voting result of special resolution passed by Postal Ballot, in a fair and transparent manner, submit my report as under.

The management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting by using postal ballots by the shareholders on the resolution as mentioned in the Notice of the Postal Ballot dated 23.02.2024 issued by the Company. My responsibility as a Scrutinizer for the postal ballot resolution is restricted to make a Scrutinizer's Report to the Chairman / Executive Directors of the Company of the votes cast "in favour" or "against" or "abstained" or "invalid" of the resolution passed by postal ballot based on the duly signed and filled in postal ballot forms received by me from the members of the Company.

Further, I submit my report as under:

- i. The Notice of the Postal Ballot dated 23.02.2024 along with Postal Ballot Form and postage-prepaid self-addressed business reply envelope was sent to all the members of the Company, dispatch of which was completed on 23.02.2024, for seeking their approval on the Special Resolution as set out in said Postal Ballot Notice through Postal Ballot.
- ii. The Company has provided the Postal Ballot to the members holding shares as on the "Cut-off" date i.e., 16.02.2024.
- iii. The period for postal ballot voting remained open from 23rd February, 2024 to 23rd March, 2024 and the last date for receipt of postal ballot form by the Scrutinizer has been fixed as 23rd March, 2024 by 5.00 p.m.



- iv. The Ballot papers received were scrutinized and reconciled with the records and the Register of Members maintained by the Registrar and Share Transfer Agent (RTA) of the Company. The Postal Ballot Forms which were incomplete, unsigned etc., have been rejected and treated as invalid.
- v. I have scrutinized and reviewed the Postal Ballots in a fair and transparent manner. Please note that one equity share of the Company represent on vote. Member's voting right is in proportion to his/her/its share in the paid-up capital of the Company.
- vi. I now submit the Scrutinizer's Report pursuant to Rule 22(9) of the Companies (Management and Administration) Rules, 2014 on the below mentioned postal ballot resolution.
- vii. The result of the postal ballot voting is as under:

Item No.1:

Special Resolution:

Alteration of Objects Clause of Memorandum of Association of the Company in line with Business Requirements:

(i) Voted in **Favour** of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (in Favour)
Voted through Postal Ballot	13	14124500	99.982
Total	13	14124500	99.982

(ii) Voted **Against** the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (Against)
Voted through Postal Ballot	2	2500	0.018
Total	2	2500	0.018



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

(iii) Votes abstained/invalid

Mode	Number of Members	Number of Votes
Voted through Postal Ballot	4	40
Total	4	40

Result: Approved by requisite majority

Thanking You,

Place: Chennai
Date : 28.03.2024



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

G. SREENIVASA RAO
(M.No.FS-3-5591; C.P. No.4966)

UDIN: F005691E003641884

Received on 28.03.2024

For NAGA LIMITED

K.S. Kamalakannan
Chairman and Managing Director
(DIN: 01601589)