



## NAGA LIMITED



Registered Office: No.1, Anna Pillai Street, Chennai - 600 001. Ph /Fax : 044-25363535 website: www.nagamils.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 Seventh Annual General Meeting of the Members of NAGA LIMITED will be held at the Presidency Club, No.51, Ethiraj Salai, Egmore, Chennai-600008 on Friday the 28th day of September, 2018 at 12.10 P.M. 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 March 31, 2018, 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 March 31, 2018, together with the Report of Auditors thereon.

2. To declare a dividend on equity shares for the financial year ended 31<sup>st</sup> March 2018.

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 retirement by rotation.”

#### SPECIAL BUSINESS:

4. Appointment of Sri. S. Neelakantan (DIN 01474064) as an Independent 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 an Ordinary Resolution.

“RESOLVED THAT pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per the SEBI (LODR) Regulations, 2015, Sri. S. Neelakantan (DIN 01474064), who was appointed as an Independent Director of the Company w.e.f 21<sup>st</sup> August, 2017 by the Board of Directors at their meeting held on 19<sup>th</sup> August, 2017, be and is hereby appointed as an Independent Directors of the Company for a term of five years from 21<sup>st</sup> August, 2017, not liable to retire by rotation.”

“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. Appointment of Sri. D. Vijay Anand (DIN 07400565) as 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 an Ordinary Resolution.

“RESOLVED THAT subject to the provisions of Sections 152, 160, 161 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 17 of





SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (as amended) and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company at their meeting held on 19<sup>th</sup> August 2017, Sri. D. Vijay Anand (DIN 07400565) who was appointed as an Additional Director (Technical) w.e.f 21<sup>st</sup> August 2017 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as a Technical Director of the Company, liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modifications(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, the consent of the Company be and is hereby accorded for the appointment of Sri. D. Vijay Anand (DIN 07400565) as “Technical Director” of the Company for a period of Three years from 21<sup>st</sup> August, 2017 to 20<sup>th</sup> August, 2020, on the terms and conditions of appointment and remuneration as set out below and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Sri. D. Vijay Anand.”

The details of remuneration are as follows:

Salary	Rs. 4 Lakhs per month (Rupees Four Lakhs only)
Commission	At the rate of 1% on the Net Profits of the Company computed in the manner laid down in the Companies Act.
Perquisites	a) Company’s contribution to Provident Fund as per the rules of the Company: 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.

**Other Payments:**

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



RESOLVED FURTHER THAT the remuneration and perquisites stated as above, shall be subject to the overall ceiling under Section 196, 197 and Schedule V to the Companies Act. In the event of absence or inadequacy of profit in any financial year during the tenure of the above Director, salary and perquisites would be paid as above, subject to the ceiling limit specified under Paragraph of Section II of Part II of Schedule V of the Companies Act, 2013 as modified from time to time, as may be recommended by Nomination & Remuneration Committee and the Board of Directors.

**6. To approve the remuneration of the Cost Auditor for the Financial year 2018-19 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 year 2018-19 to Dr. I.Ashok, CMA (M. No.11929), Cost Accountant appointed by the Board of Directors of the Company on 30<sup>th</sup> May, 2018 to conduct the audit of cost records for Minerals Division of the Company for the financial year 2018-19, amounting to Rs.35,000/- (Rupees Thirty Five Thousand Only) plus GST as applicable and reimbursement of conveyance on actual basis as incurred by them in connection with the aforesaid audit 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”

**7. To approve the revision of remuneration of Smt. Mageswari Kannan, (DIN 02107556) Joint 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. 6 passed by the Members at the 26<sup>th</sup> Annual General Meeting held on August 19<sup>th</sup>, 2017 approving the reappointment and terms of remuneration of Smt. Mageswari Kannan (DIN 02107556) as Joint Managing Director in accordance with the provisions of Sections 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 Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director from Rs. 4 Lakhs to Rs.5.50 Lakhs per month and provision of rent free accomodation for the remaining period of her tenure of office, with effect from 1<sup>st</sup> October, 2018, as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“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. 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. 7 passed by the Members at the 26<sup>th</sup> Annual General Meeting held on August 19<sup>th</sup>, 2017 approving the reappointment and terms of remuneration of Sri. Sounder Kannan (DIN 01603823) as Whole-Time Director in accordance with the provisions of Sections 196, 197 and Schedule V Part II Section II and other applicable provisions, if any, of the Companies Act, 2013, 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 (DIN 01603823), Whole-Time Director from Rs. 4 Lakhs to Rs. 5 Lakhs per month for the remaining period of his tenure of office, with effect from 1<sup>st</sup> October, 2018, 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(DIN 01603823) as 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”

9. To approve the revision of remuneration of Sri. 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. 5 passed by the Members at the 27<sup>th</sup> Annual General Meeting to be held on 28<sup>th</sup> September, 2018 approving the appointment and terms of remuneration of Sri. D. Vijay Anand (DIN 07400565) as Technical Director in accordance with the provisions of Sections 196, 197 and Schedule V Part II Section II and other applicable provisions, if any, of the Companies Act, 2013, 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 (DIN 07400565), Technical Director from Rs. 4 Lakhs to Rs. 5 Lakhs per month for the remaining period of his tenure of office, with effect from 1<sup>st</sup> October, 2018, as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER THAT all other terms and conditions of appointment Sri. D. Vijay Anand (DIN07400565) as 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 : 30<sup>th</sup> May, 2018

BY ORDER OF THE BOARD  
For NAGA LIMITED

V. MARIKANNAN  
COMPANY SECRETARY  
M. No.A30767







**Note:**

1. The Dividend of Rs. 0.80 paise per share has been recommended by the Board of Directors for the year ended March 31, 2018, subject to approval of shareholders. Dividend, if approved at the Annual General Meeting (AGM), shall be paid, within the due date.

**2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**

3. A person can act as Proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. Further, 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 and such person shall not act as a Proxy for any other person or shareholder. The instrument appointing the proxy must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

4. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to Item Nos. 4 to 9 of the Notice is annexed hereto and forms part of this Notice.

5. The Register of Members and the Share Transfer Books of the Company shall remain closed from 22<sup>th</sup> September, 2018 to 28<sup>th</sup> September 2018 (both days inclusive).

6. Pursuant to Section 124(5) of the Companies Act, 2013, unclaimed dividends for the year ended 31<sup>st</sup> March, 2010 have been transferred to the Investor Education and Protection Fund (IEPF). In terms of the Companies Act, any dividend remaining unclaimed for a period of seven years from the due date of transfer to the Unpaid Dividend account is required to be transferred to the IEPF. Members who have not encashed their dividend warrants towards the Dividend for the year ended 31<sup>st</sup> March, 2011 or thereafter are requested to write to the Company Secretary. Members are requested to note that the Dividend for the year ended 31<sup>st</sup> March, 2011 declared at the Annual General Meeting held in 25<sup>th</sup> July, 2011 is due to be transferred to the IEPF on 31<sup>st</sup> August, 2018. For the financial year ended March 31, 2017, the information on unclaimed dividend as on the date of the last AGM, i.e., August 19, 2017 was filed with the MCA and hosted on the website of the Company.

As per Section 124(6) of the Act read with the IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to an IEPF Demat Account notified by the Authority. The Company has sent individual notices to all the shareholders whose dividends are lying unpaid/unclaimed against their name for seven consecutive years or more and also advertised on the Newspapers seeking action from the shareholders. Shareholders are requested to claim the same as per procedure laid down in the Rules. In case the dividends are not claimed by the due date(s), necessary steps will be initiated by the Company to transfer shares held by the members to IEPF without further notice. Please note that no claim shall lie against the Company in respect of the shares so transferred to IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, shareholders are entitled to claim the same from IEPF by submitting an online application in the prescribed Form IEPF-5 available on the website [www.iepf.gov.in](http://www.iepf.gov.in) and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in the Form IEPF-5. Shareholders can file only one consolidated claim in a financial year as per the IEPF Rules.





7. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No.22. The Company will also send communication relating to e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the Members, separately. Once the vote on the resolutions are cast by the Members, he/she shall not be allowed to change it subsequently. The Members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again at the meeting.

8. Corporate Members intending to send their authorized representatives to attend the meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified copy of the relevant Board resolution together with the specimen signatures of their authorized representatives to attend and vote on their behalf at the meeting.

9. Members holding shares in physical form are requested to notify change of address and change in bank mandate, if any, to M/s. Cameo Corporate Services Limited, "Subramanian Building", No.1, Club House Road, Chennai - 600 002, the Registrar and Share Transfer Agent and those who hold shares in dematerialized form are requested to notify their Depository Participants (DP) any change in address and/or bank mandate.

10. Members who are holding shares in more than one folio under physical form may approach the Company's share Transfer Agent for consolidation with respective details.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.

12. Members are requested to bring their Client ID and DP ID or Folio Numbers, as may be applicable, for easy identification of attendance at the meeting.

13. Electronic copy of the Annual Report for the financial period ended 31<sup>st</sup> March, 2018 is being sent to all the Members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of the Annual Report is being sent in the permitted mode.

14. Electronic copy of the Notice of the 27<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the Members whose e-mail IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their e-mail address, physical copy of the Notice of the 27<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

15. Members may also note that the Notice of the 27<sup>th</sup> Annual General Meeting and the Annual Report for the financial period ended on 31<sup>st</sup> March, 2018 will also be available on the Company's website [www.nagamills.com/Investor](http://www.nagamills.com/Investor) for their download. The physical copies of the aforesaid documents





will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: marikannanv@nagamills.com

16. Members are requested to bring their copy of the Annual Report with them to the Annual General Meeting.

17. Members seeking any information or clarifications on the Annual Report are requested to send the written queries to the Company at least two weeks before the meeting to enable the Company to compile the information and provide replies at the meeting.

18. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (10.00 A.M to 5.00 P.M) on all working days, up to and including the date of the Annual General Meeting of the Company.

19. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

20. Subject to receipt of requisite number of votes, the Resolution shall be deemed to be passed on the date of the Meeting. i.e. Friday, September 28, 2018.

21. A Route map showing directions to reach the venue of the 27<sup>th</sup> Annual General Meeting is given at the end of this 27<sup>th</sup> AGM Notice as per the requirement of the Secretarial Standards - 2 on "General Meeting".

22. Informations and other information relating to e-voting.

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members facility to exercise their right to vote at the 27<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
- The Company has appointed Mr. G. Sreenivasa Rao (Membership no. 5691), Practicing Company Secretary, representing M/s.G.S.R. & Co., Company Secretaries to act as the Scrutinizer for conducting the electronic voting process in a fair and transparent manner. The procedure and instructions for the voting through electronic means is, as follows:
  - The voting period begins on 25<sup>th</sup> September, 2018(10.00A.M.)and ends on 27<sup>th</sup> September, 2018 (05.00P.M.) . During this period Shareholders' of the Company, holding shares either in physical form or indematerialized form, as on the cut-off date of 21<sup>st</sup> September 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - The Shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - Click on Shareholders.





- Now Enter your User ID.
- For CDSL: 16 digits beneficiary ID.
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID.
- Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
<b>PAN</b>	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <p>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</p> <p>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</p> <p>Sequence number has been provided as Sl. No. in the address label.</p>
<b>Dividend Bank Details OR Date of Birth (DOB)</b>	<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</p>

- After entering these details appropriately, click on "SUBMIT" tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, Members 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Naga Limited on which you choose to vote.
- 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.





- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If 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.
- Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- 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).
- 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](mailto: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.
- In case you have any queries or issues regarding e-voting, you may refer the 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).
- Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and the Company will conduct voting at the Meeting.
- The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour or against, if any, within a period of three working days from the date of conclusion of the e- voting period.
- The results declared along with the Consolidated Scrutinizer’s report shall be placed on the website of the Company [www.nagamills.com](http://www.nagamills.com). The results shall simultaneously be communicated to the Stock Exchange.



- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- If 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.
- Shareholders can also cast their vote using CDSL’s mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- Note for Non - Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
- 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).
- 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](mailto: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.
- In case you have any queries or issues regarding e-voting, you may refer the 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).
- Pursuant to Section 107 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, there will not be voting by show of hands on any of the agenda items at the Meeting and the Company will conduct voting at the Meeting.
- The Scrutinizer shall submit his report, to the Chairman, on the votes cast in favour or against, if any, within a period of three working days from the date of conclusion of the e- voting period.
- The results declared along with the Consolidated Scrutinizer’s report shall be placed on the website of the Company [www.nagamills.com](http://www.nagamills.com). The results shall simultaneously be communicated to the Stock Exchange.





**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 19<sup>th</sup> August, 2017 appointed Sri.S.Neelakantan (DIN01474064) as an Independent Director of the Company w.e.f 21<sup>st</sup> August, 2017 pursuant to the provisions of Section 152 of the Companies Act, 2013 (Act) and Article 119 of the Articles of Association of the Company. Sri. S. Neelakantan (DIN 01474064) will hold office upto the date of this Annual General Meeting. The Company has received a declaration from Sri.S.Neelakantan (DIN01474064) that he meets the criteria of independence as prescribed both under sub-section (6) of Section149 of the Act and under SEBI Listing Regulations. In the opinion of the Board, Sri. S. Neelakantan (DIN01474064) fulfills the conditions for his appointment as an Independent Director as specified in the Act and SEBI Listing Regulations. Sri. S. Neelakantan(DIN 01474064) is independent of the management and possesses appropriate skills, experience and knowledge.

**Brief resume of Sri. S. Neelakantan (DIN 01474064)**

Sri. S. Neelakantan, a graduate in Commerce from the Madras University and a Fellow Member of the Institute of Chartered Accountants of India (ICAI), who commenced professional practice in the year 1990, as a sole proprietor firm, has grown the audit & assurance practice to the present CNGSN & Associates LLP, one of the leading firms in South India. He, with over 25 years of experience in the profession has been providing comprehensive Audit, Assurance, Taxation & Advisory services. Being the Senior Partner of CNGSN, he handles the Consulting Practice in the firm. An expert in private equity, reorganization and Capital Markets, Sri. S. Neelakantan has developed one of the largest management consulting practices in South India.

Sri. S. Neelakantan does not hold by himself or for any other person on a beneficial basis, any shares in the Company as per declaration given by him. The Board based on the experience/expertise declared by Sri. S. Neelakantan, is of the opinion that Sri. S. Neelakantan has the requisite qualification to act as an Independent Director of the Company.

Accordingly, the Board recommends the resolution for the appointment of Sri. S. Neelakantan as an Independent Director, for the approval by the shareholders of the Company. Sri.S.Neelakantan is a Director of Mars Capital Private Limited.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except Sri. S. Neelakantan.

**Item No.5**

Sri. D. Vijay Anand was appointed as an Additional Director of the Company with effect from 21<sup>st</sup> August 2017. In terms of Section 161 of the Companies Act, 2013, Sri. D. Vijay Anand holds office only upto the date of this annual general meeting. The Directors recommend the said resolution to be approved as an ordinary resolution by the shareholders.

The Board of Directors of the Company at the meeting held on 19<sup>th</sup> August, 2017 have co-opted Sri.D.Vijay Anand (DIN 07400565) as Additional Director designated as "Technical Director" of the Company for a period of Three years and approved the remuneration package based on the recommendation of the Nomination and Remuneration Committee. Now the approval of the members is being sought to the terms, conditions and stipulations for the appointment of Sri. D. Vijay Anand as Technical Director and remuneration payable to him as contained in the resolution.







#### Brief resume of Sri. D. Vijay Anand (DIN 07400565)

Sri. D. Vijay Anand a graduate in Master of Business Administration from University of Wales, Cardiff, UK, who had been the Managing Director of Sakthi Hospital, then went on to become Managing Director of Sakthi Water Tech. He started his career in Naga Limited - Minerals in 2008 as a Project trainee and with technical skills and planning expertise became the Project Head. With the solid knowledge in minerals, with advance expertise in planning, scheduling and geo-technical procedure as well as strong leadership, determination, financial nous and business management skills he became a Business Head in the Year 2010. Being Business head he reviewed the overall milling operations and standard operating procedures.

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

#### Item No.6:

The Board of Directors of the Company, at their meeting held on 30<sup>th</sup> May, 2018 on the recommendation of the Audit Committee, approved the appointment and remuneration of Dr. I.Ashok, CMA (M.No.11929), Cost Accountant, to conduct the audit of the cost records for Minerals Division of the Company for the financial year 2018-19 on a remuneration of Rs.35,000/- plus GST and reimbursement of conveyance at actuals, 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 Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditor for the year 2018-19 as set out in the Resolution for the aforesaid services to be rendered by them.

The Resolution is recommended for your approval. None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution.

#### Item No. 7, 8 & 9

During the financial year 2017-18, the Company's growth in terms of production and sales surpassed the earlier years performance. Also during the current financial year 2018-19, the Company is planning to achieve a higher growth and hence undertaking various projects in this regard. Considering all the above and the excellent contribution made by Smt.Mageswari Kannan, JMD, Sri.Sounder Kannan, WTD, and Sri.D.VijayAnand, TD to achieve the above results, it is felt that adequate reward has to be considered. Hence, it is proposed to revise the Salary Scale (subject to approval of Members at ensuing AGM) of Smt.Mageswari Kannan, JMD from present remuneration of Rs. 4 Lakhs p.m. to a revised remuneration of Rs. 5.50 Lakhs p.m and provisions of rent free residential accomodation and for Sri. Sounder Kannan, WTD & Sri. D. Vijay Anand, Technical Director (Technical) from present remuneration of Rs. 4 Lakhs p.m. to a revised remuneration of Rs. 5 Lakhs p.m. w.e.f.1<sup>st</sup> October,2018.However, all other terms and conditions of the limits as approved earlier by the Members under section 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V Part II Section II subject to such approvals as may be necessary shall remain unchanged.





B) 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. As required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2, the particulars of Directors who are proposed to be re-appointed at this meeting are given below:

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1	Name of Director	Sri. SOUNDER KANNAN	Sri. S. NEELAKANTAN	Sri. D.VIJAY ANAND
2	Director Identification Number (DIN)	DIN 01603823	DIN 01474064	DIN 07400565
3	Date of Birth	11th April, 1981	2nd May, 1967	30th August, 1976
4	Nationality	Indian	Indian	Indian
5	Date of Reappointment	27th March, 2017	21st August, 2017	21st August, 2017
6	Relationship with other Directors	Son of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan & Brother-in-law of Sri. D. Vijay Anand	-	Son-in-law of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan and Brother-in-law of Sri.Sounder Kannan
7	Qualification	B.E., (Mechanical)	B.Com., F.C.A.,	B.E., M.B.A.,
8	Expertise in specific functional areas	Experience in Flour Milling, Minerals, Detergents & Power Industries for the past 13 years.	Experience in audit & asurance practice for the past 25 years.	Experience in Flour Milling & Minerals Industries for the past 10 Years.
9	Number of shares held in the Company	8,17,855	Nil	Nil
10	List of Directorship held in other public Companies	1. Naga Mills Ltd	Nil	Nil
11	Membership / Chairmanship of Committees of the public companies (includes only Audit, Nomination and Remuneration, Stakeholders Relationship and CSR Committees)	i. Stakeholders Relationship Committee ii. CSR Committee	Nil	Nil
12	No. of Board meetings attended during the financial year 2016-17	Held - 4 Attended - 4	Held - 4 Attended - 1	Held - 4 Attended - 2

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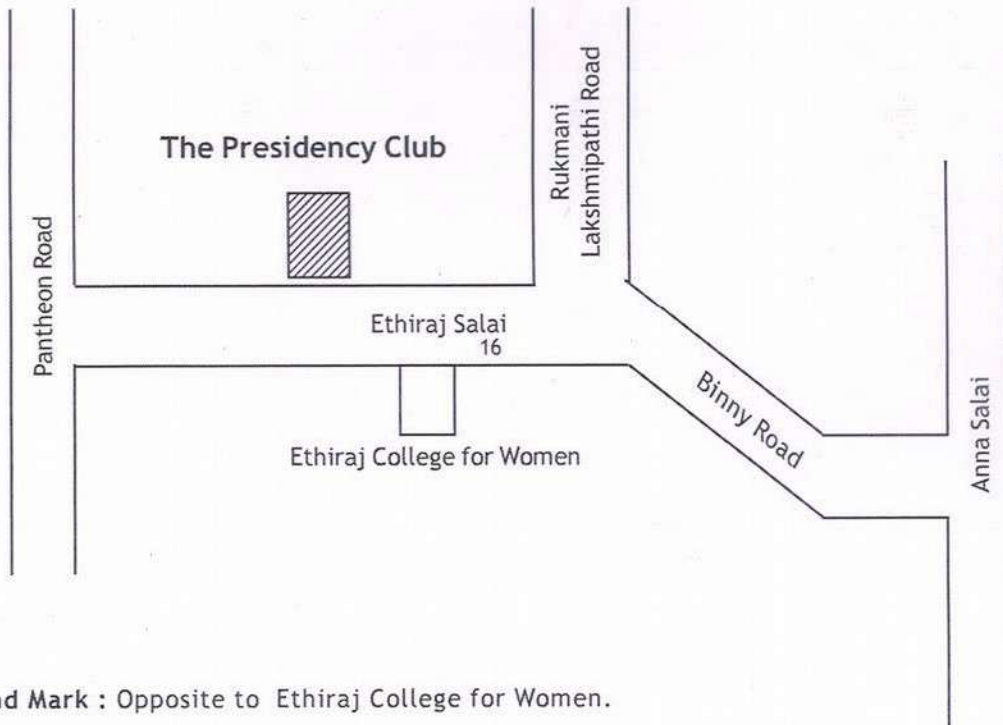
Place : Dindigul  
Date : 30<sup>th</sup> May, 2018

BY ORDER OF THE BOARD  
For NAGA LIMITED

V. Marikannan  
Company Secretary  
M.No. A30767

### Route Map to the AGM Venue

Venue: The Presidency Club, 51, Ethiraj Salai, Egmore, Chennai - 600 008.



Land Mark : Opposite to Ethiraj College for Women.

