# **NAGA LIMITED**

Register 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: <a href="mailto:marikannanv@nagamills.com">marikannanv@nagamills.com</a>.

#### NOTICE TO THE SHAREHOLDERS

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of the Company will be held at the Corporate Office of the Company at No.1, Trichy Road, Dindigul - 624005 on Tuesday, the 29<sup>th</sup> day of November, 2016 at 11.00 A.M. to transact the following business:

### **AGENDA**

#### SPECIAL BUSINESS:

ITEM NO: 1

# INCREASING BORROWING POWER OF THE BOARD OF DIRECTORS.

To consider and if thought fit to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED that in supersession of the special resolutions adopted at the 23<sup>rd</sup> Annual General Meeting of the Company held on 1<sup>st</sup> August, 2014 and pursuant to the provisions of section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 800 crores (Rupees Eight hundred crores only) [including the money already borrowed by the Company] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever over or in any respect of all or any of the Company's assets and effects or properties whether movable or immovable, including stock in trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paidup capital of the Company and its free reserves."

"RESOLVED FURTHER that for the purpose of giving effect to the above resolution, the Executive Directors of the Company be and are hereby authorized to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and / or expedient in that behalf."





#### ITEM NO: 2

APPROVAL OF CONTRACT/ARRANGEMENT FOR MATERIAL RELATED PARTY TRANSACTIONS WITH VARIOUS RELATED PARTIES:

To consider and if thought fit to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their respective meetings, the consent of the Shareholders of the Company be and is hereby accorded to the Material Related Party Transactions as entered by the Company for the Financial Year 2016-17 of a value of Rs.65.95 Crores (Rupees Sixty Five Crores and Ninety Five Lakhs only) as per details as set out under item no.2 of the Statement annexed to this EGM Notice and that the Board of Directors be and are hereby authorized to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

#### ITEM NO: 3

RE-APPOINTMENT OF INDEPENDENT DIRECTOR FOR SECOND CONSECUTIVE TERM OF FIVE YEARS.

To consider and if thought fit to pass with or without modifications, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. K. Venkatachalam (DIN 01062171), be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for second consecutive term of five years from 13th January 2017 upto 12th January 2022."

> On behalf of the Board For Naga Limited

> > V.Marikannan

**Company Secretary** 

Place: Dindigul Date: 26.10.2016



### NOTE:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.
- 2. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. 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.
- 3. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 of the Companies Act, 2013 with respect to item nos. 1 to 3 of the Notice is annexed hereto and forms part of this Notice.
- 4. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 8<sup>th</sup> November, 2016 ("Record Date"). The Notice of the Meeting is also displayed/posted on the websites of the Company www.nagamills.com and that of Central Depository Services (India) Limited ("CDSL") www.evotingindia.com.
- 5. 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.
- 6. A Route map showing directions to reach the venue of the Extraordinary General Meeting is given on end of this EGM Notice as per the requirement of the Secretarial Standards -2 on "General Meeting".
- 7. Information 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 Extraordinary General Meeting (EGM) 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 26.11.2016 (10.00 a.m.) and ends on 28.11.2016 (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 of 22.11.2016 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.
  - 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 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:

	For Members holding shares in Demat Form 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).				
	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.				
to here names	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.				
	Sequence number has been provided as Sl. No. in the address label.				
Dividend Bank Details OR Date of	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.				
Birth (DOB)	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 (iv).				

- 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 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.
- 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 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.
- 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 <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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, under help section or write an email to <a href="helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a>.
- 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 evoting period.
- The results declared along with the Consolidated Scrutinizer's report shall be placed on the website of the Company www.nagamills.com. The results shall simultaneously be communicated to the Stock Exchanges.

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

### **ITEM NO.1:**

Pursuant to section 180 of the Act, borrowings (Apart from temporary loans obtained from the Company's bankers in the ordinary course of business) in excess of aggregate of paid up capital and free reserves not set apart for any specific purposes, require the consent of members in a general meeting by way of special resolutions.

The Members at the 23<sup>rd</sup> Annual General Meeting of the Company held on 1<sup>st</sup> August, 2014 had authorised the Board of Directors of the Company to borrow monies from banks, financial institutions or bodies corporate upto Rs. 400 crores. Keeping in view the growth plans along with expansions of the production capacity of the divisions of the Company, it is proposed to increase the said borrowing limit to Rs. 800 crores.

The Board recommends the Special Resolutions set out in Item No.1 of this notice for approval by the Members.

None of the Directors and Key Management Personnel of the Company and their relatives are, in any way, concerned or interested, financial or otherwise, in this Resolution.

#### **ITEM NO.2:**

Section 188 of the Companies Act, 2013 read with rules 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 has also prescribed seeking of shareholders' approval for material related party transactions. Proviso to Section 188 provides that nothing contained in sub-section (1) of Section 188 applies where transactions are entered into by the company in the ordinary course of business other than transactions which are not on an arm's length basis.

All the proposed transactions put up for approval are in ordinary course of business and at arm's length. Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following contracts / arrangements / transactions are material in nature and require the approval of the unrelated shareholders of the Company by an ordinary resolution:-





SI. No.	Name of the Related Party	Relationship	Maximum Value of Transactions per annum (Rs. in Lakhs)	Nature and Material Terms/Particulars of the contract or arrangement
1	M.M.Detergents	Two Directors	580.00	Purchase of Calcite by Naga Ltd
	Company Pvt. Ltd.	are Interested as	15.00	Processing Charges payable to Naga Ltd
		they are Directors in Board of the	14.50	Sale of Taurus Tipper (model 2012) to Naga Ltd
	de Consum Rubes 2014 di beresardi n	Company.	16.00	Sale of Hyundai I10 (model 2012) to Naga Ltd
Ţ,		avoda aldet ran	5000.00	Purchase and Sale of Wheat by Naga Ltd
	First Mageswart Kinn	oeonoslalomost č. k	2.00	Hiring of CAT (Vehicle) by Naga Ltd
2	Naga Mills Limited	Three of the Directors are interested as they are Directors in Board of the Company	50.00	Sale of wheat by Naga Ltd
3 700 700	Naga Marine Industries Limited	Two of the Directors are interested as they are Directors in Board of the Company	8.97 I becoming errors or nauft wit wit habren erstands betaken er transfer er	Godown Charges paid by Naga Ltd
4	Annai Power Private Limited	One of the Director is interested as his/ her relative is a Director in the Company	25.00	Purchase of Windmill Energy by Naga Ltd
5	Mr. Kamalakannan	Chairman and	0.41	Lease of Registered Office by Naga Ltd
	of the Members	Managing	626.19	Unsecured Loan received by Naga Ltd
	sted in the seid resolu- ic relatives is concernic	Director	8.50	Sale of Toyota Innova Car (model 2010) to Naga Ltd
			12.00	Sale of Toyota Tata Hitachi Ex-70 (model 2011) to Naga Ltd
			27.60	Lease of Godown to Naga Ltd Door





	incapecate in his	erro e encor Booked to	disal-2	No.4/213, Pudhupatti Village, Vedasandur Taluk, Padiyur (PO), Dindigul.624 005.
6	Mrs. Mageswari Kannan	Joint Managing Director	134.50	Unsecured Loan received by Naga Ltd
7	Mr. Sounder Kannan	Whole-Time Director	65.50	Unsecured Loan received by Naga Ltd
	bi Lagr. View or serving and		8.97	Leasing of Transit House by Naga Ltd
83	Total	Sale of Taurus Tit	6595.14	one years

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the Related Party	As per table above
Name of the Director or key managerial personnel who is related, if any	Sri. K.S.Kamalakannan, Smt. Mageswari Kannan and Sri. Sounder Kannan
Nature of Relationship	As per table above
The nature, material terms, monetary value and particulars of the contract or arrangement	As per table above
Any other information relevant or important for the members to take a decision on the proposed resolution	None of the knowl

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on 23.03.2016, 01.08.2016 & 26.10.2016 and recommended by the Board of Directors at its meetings held on October 19.05.2016, 01.08.2016 and 26.10.2016 to the unrelated shareholders of the Company for their approval.

As per Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require approval of the shareholders through ordinary resolution and the related parties shall abstain from voting on such resolution whether the entity is a related party to the particular transaction or not. Further, as per Rule 15 of the Companies (Meetings of Board and its Powers) Rules 14, where any Director is interested in any contract or arrangement with a related party, such Director shall not be present at the meeting during discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all related parties of the Company, including, among others, Naga Limited group entities and the Directors or Key Managerial Personnel of Naga Limited shall not participate or vote on this resolution.

The Board recommends this resolution set out in Item No.2 of this notice for approval of the Members.

Sri. K.S.Kamalakannan, Smt. Mageswari Kannan and Sri. Sounder Kannan 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.3:

Dr. K. Venkatachalam (DIN 01062171) is an Independent Director of the Company. He joined the Board of Directors of the Company on 13.01.2012. Dr. K. Venkatachalam (DIN 01062171) is a member of the Nomination and Remuneration Committee, and Chairman of the Corporate Social Responsible Committee of the Company.

He is qualified in M.A., Post Graduate Diploma in Labour Laws and Administrative Laws, Post Graduate Diploma in Personnel Management and Industrial Relations, Post Graduate Diploma in Alternative Dispute Resolution Systems & Honorary Doctorate and having 42 years of experience in Department of Inspectors of Factories and Founder and Chief Advisor, Tamilnadu Spinning Mills Association etc.

In terms of section 149 and any other applicable provisions of the Companies Act, 2013, Dr. K. Venkatachalam (DIN 01062171) being eligible and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for second consecutive term of five years from 13<sup>th</sup> January 2017 to 12th January 2022. In the opinion of the Board, Dr. K. Venkatachalam (DIN 01062171) fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is Independent of the Management. Copy of the draft letter of appointment of Dr. K. Venkatachalam, as an Independent Director would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Dr. K. Venkatachalam (DIN 01062171) as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Dr. K. Venkatachalam (DIN 01062171) as an Independent Director, not liable to retire by rotation, for the approval by the shareholders of the Company by Special Resolution.

Except Dr. K. Venkatachalam (DIN 01062171), being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No.3. This explanatory statement may also be regarded as a disclosure under Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

On behalf of the Board For Naga Limited

> V.Marikannan Company Secretary

Place: Dindigul Date: 26.10.2016



#### **ANNEXURE**

A) 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 Director who is proposed to be re-appointed at this meeting are given below:

1	Name of Director	Dr. K. Venkatachalam
2	Director Identification Number (DIN)	DIN 01062171
3	Date of Birth	August 2, 2012
4	Nationality	Indian
5	Date of Reappointment	13.01.2017
6	Relationship with other Directors	Nil
7	Qualification	M.A, Post Graduate Diploma in Labour Laws and Administrative Laws, Post Graduate Diploma in Personnel Management and Industrial Relations, Post Graduate Diploma in Alternative Dispute Resolution Systems & Honorary Doctorate
8	Expertise in specific functional areas	42 year experience in Department of Inspectors of Factories and Founder and Chief Advisor, Tamilnadu Spinning Mills Association etc.
9	Number of shares held in the Company	Nil
10.	List of Directorship held in other public Companies	latence la Terrorque of the Company and their Li.

### B) Route Map to the EGM Venue:

Venue: Naga Limited-Foods Division, No.1, Trichy Road, Dindigul-624005.





# FORM NO. MGT 11 PROXY FORM

(Pursuant to section 105(6) of the Companies Act 2013 and Rule 19(3) of the Companies (Management and Administration) Rules 2014)

#### **NAGA LIMITED**

#### (CIN L24246TN1991PLC020409)

Registered Office: No.1, Anna Pillai Street, Chennai - 600 001.

Email: marikannanv@nagamills.com, Website: www.nagamills.com, Phone/Fax: 044-25363535

Registered a	ddress :			
E Mail Id				
Folio No. / [	PP ID - Client ID :			
I / We, being	the member(s) of shares of the above named Company, hereby a	ppoint:		
1) Name:	E Mail:			
Address:_	Signature		_Or failing	him / her
	E Mail:			
Address:	Signature			
Company, to	roxy to attend and vote (on a poll) for me / us and on my / our behalf at the label be held on Tuesday, 29 <sup>th</sup> day of November, 2016 at 11.00 A.M. at the Corpo Dindigul - 624001 and at any adjournment thereof in respect of such resolution	orate Office o	f the Comp	any at No.1,
Resolution	Description	Type of	*Optional	
No.		Resolution	For	Against
	Special Business:			
1	Increasing Borrowing Power of the Board of Directors from Rs.400 Crores to Rs.800 Crores.	Special		
2	Approval of contract/arrangement for material related party transactions with various related parties of an amount of Rs.65.95 Crores.	Ordinary		
3	Re-appointment of Dr. K. Venkatachalam, Independent Director for second consecutive term of five years from 13.01.2017 to 12.01.2022.	Ordinary		
	day of			Affix Re. 1 revenue stamp

#### NOTE:

- 1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting;
- 2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the EGM;
- \*3. It is optional to put a 'tick'' in the appropriate column against the Resolution indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate;
- 4. Please complete all details including details of member(s) in above box before submission;



Name of member(s)

### Attendance Slip

# NAGA LIMITED (CIN L24246TN1991PLC020409)

Registered Office: No.1, Anna Pillai Street, Chennai – 600 001.

Email: <a href="mailto:marikannanv@nagamills.com">marikannanv@nagamills.com</a>, Website: <a href="mailto:www.nagamills.com">www.nagamills.com</a> Phone/Fax: 044-25363535

Extraordinary General Meeting - November 29, 2016

Registered Folio No. / DP ID No. / Client ID No.							
Number of Shares held							
I certify that I am a member / proxy for the members of the Company.  I hereby record my presence at the Extraordinary General Meeting of the Company at the Corporate Office of the Company at No.1, Trichy Road, Dindigul - 624001 on Tuesday, the 29 <sup>th</sup> day of November, 2016 at 11.00 A.M.							
Name of the Member / Proxy		Signature of the Members / Proxy					
(in BLOCK letters)							
Note: Please fill up this attendance	eslip and hand it over	at the entrance	of the meeting	hall.			