



NAGA LIMITED

Registered Office: No.1, Anna Pillai Street, Chennai - 600 001. Ph : 044-25363535

Website: www.nagamills.com

CIN: L24246TN1991PLC020409 Investors Relation Email Id: marikannanv@nagamills.com

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 24th day of March, 2020 at 11.00 A.M. to transact the following business:

AGENDA

SPECIAL BUSINESS:

ITEM NO: 1

TO APPROVE THE CONTRACTS/ARRANGEMENTS FOR MATERIAL RELATED PARTY TRANSACTIONS FOR THE FINANCIAL YEAR 2020-21.

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 Contracts / Arrangements for Material Related Party Transactions to be entered into by the Company with related parties for the Financial Year 2020-21 for a value aggregating to Rs. 42200.60 Lakhs (Rupees Four Hundred Twenty Two Crores and Sixty Thousand only) as per details as set out under Item No.1 of the statement annexed to this EGM Notice and that the Board of Directors be and is 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: 2

TO APPROVE THE CONTRACTS/ARRANGEMENTS FOR RELATED PARTY TRANSACTIONS WITH M/s. M.M.DETERGENTS COMPANY PRIVATE LIMITED.

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 further Related Party Transactions for the FY 2019-20 pertaining to processing charges to be entered into by the Company with M/s. M.M. Detergents Company Private Limited for a value aggregating to Rs. 5 Lakhs (Rupees 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 is 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 SRI. SOUNDER KANNAN (DIN 01603823), WHOLE-TIME DIRECTOR OF THE COMPANY.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Schedule V Part II Section II thereto and subject to such approvals, if any, as may be necessary, consent of the Company be and is hereby accorded to the reappointment of Sri. Sounder Kannan (DIN 01603823) as the Whole-Time Director of the Company for a period of three (3) years with effect from 27.03.2020, liable to retire by rotation, on the terms and conditions as set out in the explanatory statement attached to this notice with liberty to the Board of Directors to revise the terms as to remuneration, from time to time within the limits provided for in the said Schedule V Part II Section II or any amendment thereof for the time being in force."

ITEM NO: 4

RE-APPOINTMENT OF SRI. K.S. KAMALAKANNAN (DIN 01601589), CHAIRMAN AND MANAGING DIRECTOR OF THE COMPANY.

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

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 ("the act") read with Schedule V Part II Section II thereto and subject to such approvals, if any, as may be necessary, consent of the Company be and is hereby accorded to the reappointment of Sri. K.S. Kamalakannan (DIN 01601589) as the Chairman and Managing Director of the Company for a period of three (3) years with effect from 01.08.2020, not liable to retire by rotation, on the terms and conditions as set out in the explanatory statement attached to this notice with liberty to the Board of Directors to revise the terms as to remuneration, from time to time within the limits provided for in the said Schedule V Part II Section II or any amendment thereof for the time being in force."



ITEM NO: 5

RE-APPOINTMENT OF SMT. MAGESWARI KANNAN (DIN 02107556), JOINT MANAGING DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Schedule V Part II Section II thereto and subject to such approvals, if any, as may be necessary, consent of the Company be and is hereby accorded to the reappointment of Smt. Mageswari Kannan (DIN 02107556) as the Joint Managing Director of the Company for a period of three (3) years with effect from 01.08.2020, liable to retire by rotation, on the terms and conditions as set out in the explanatory statement attached to this notice with liberty to the Board of Directors to revise the terms as to remuneration, from time to time within the limits provided for in the said Schedule V Part II Section II or any amendment thereof for the time being in force."

ITEM NO: 6

RE-APPOINTMENT OF SRI. D. VIJAY ANAND (DIN 07400565), TECHNICAL DIRECTOR OF THE COMPANY.

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any of the Companies Act, 2013 ("the Act") read with Schedule V Part II Section II thereto and subject to such approvals, if any, as may be necessary, consent of the Company be and is hereby accorded to the reappointment of Sri. D. Vijay Anand (DIN 07400565) as the Technical Director of the Company for a period of three (3) years with effect from 21.08.2020, liable to retire by rotation, on the terms and conditions as set out in the explanatory statement attached to this notice with liberty to the Board of the Directors to revise the terms as to remuneration, from time to time within the limits provided for in the said Schedule V Part II Section II or any amendment thereof for the time being in force."

On behalf of the Board
For Naga Limited



V. Marikannan
Company Secretary
M.No. A30767

Place: Dindigul

Date : 12.02.2020



NOTE:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EXTRA ORDINARY GENERAL MEETING (EGM) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.

2. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited Companies, Societies etc., must be supported by appropriate resolutions/authority, as applicable.

A person can act as proxy on behalf of shareholders not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

4. A statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special business to be transacted at the meeting is annexed hereto.

5. Members / proxies are requested to bring their attendance slip.

6. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.

7. All correspondence pertaining to Equity Shares should be forwarded to the Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Limited, Subramanian Buildings, No.1, Club House Road, Anna Salai, Chennai – 600 002, Tel. No. +91 044 2846 0390 (5 lines) Fax: +91 044 2846 0129, Email: cameo@cameoindia.com and are also requested to immediately inform their change of address, e-mail address or consolidation of folios, if any to the Company's said Share Transfer Agent.

8. The Notice is being sent to all the Members, whose names appeared in the Register of Members as on 28th February, 2020 ("Record Date"). The Notice for Extra Ordinary General Meeting and the related documents will be available for inspection at the Registered Office of the Company on all working days between 10:00 A.M. to 12:00 Noon upto the date of Extra Ordinary General Meeting. 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.

9. A Route map showing directions to reach the venue of the Extraordinary General Meeting is given at the end of this EGM Notice as per the requirement of the Secretarial Standards-2 on "General Meeting".



10. 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 the facility to exercise their right to vote at the Extra-Ordinary 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.FSC-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 21st March, 2020 (10.00 A.M.) and ends on 23rd March, 2020 (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 16th March, 2020 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	<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>
Dividend Bank Details OR Date of Birth (DOB)	<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 (iv).</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 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 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, under help section or write an email to 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 voting period.

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

ITEM NO.1:

Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. 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 conduct 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 considered material in nature and proposed for approval of the Shareholders of the Company by passing an ordinary resolution:-

Sl. No.	Name of the Related Party	Relationship	Estimated Maximum Value of Transactions per annum (Rs. in Lakhs)	Nature, Material Terms/Particulars of the contract or arrangement
1	M.M. Detergents Company Pvt. Ltd.	A Company in which Two Directors viz., Mr. K.S. Kamalakannan and Mrs. Mageswari Kannan are interested as Directors and Members in the related party Company. Ms. M. Jayalalitha, relative of director (sister of Mrs. Mageswari Kannan) is a member.	15000.00	Purchase of wheat from M.M. Detergents Company Private Limited on prevailing market price not exceeding 64000 Mts @ Rs. 23,400 – Rs. 25000 Per Mts. Transactions are recurring in nature.
			100.00	Lease of Godown at No.9, Trichy Road, Dindigul – 624005 to M/s.M.M. Detergents Company Private Limited at prevailing market price on need basis (Approval for request under Regulation 23 (3)(iii) of SEBI LODR, 2015). Transactions are recurring in nature.
			0.30	Lease of Corporate Office (100 Sq. Ft.) at No.1, Trichy Road, Dindigul – 624005 to M/s. M.M. Detergents Company Private Limited on a rent of Rs. 2,500 per month. Transactions are recurring in nature.
2	Naga Marine Industries Limited	A Company in which Two Directors viz., Mr. K.S. Kamalakannan and Mrs. Mageswari Kannan are interested as Directors and Members in the related party Company	27000.00	Purchase of wheat from Naga Marine Industries Limited at prevailing market price not exceeding 115384 Mts @ Rs. 23,400 – Rs. 25000 Per Mts. Transactions are recurring in nature.
			100.00	Lease of Godown at No.1, Karur Road, Dindigul – 624001 from Naga Marine Industries Limited at prevailing market price on need basis. (Approval for request under Regulation 23 (3)(iii) of SEBI LODR, 2015) Transactions are recurring in nature.



			0.30	lease of Corporate Office (100 Sq. Ft.) at No.1, Trichy Road, Dindigul – 624005 to Naga Marine Industries Limited on a rent of Rs. 2500/- per month. Transactions are recurring in nature.
		Total	42200.60*	

* Plus taxes wherever applicable.

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	1. Mr. K.S. Kamalakannan 2. Mrs. Mageswari Kannan 3. Mr. Sounder Kannan 4. Mr. D. Vijay Anand
Nature of Relationship	Relationship with related party is furnished in the table above. Mr. K.S. Kamalakannan and Mrs. Mageswari Kannan, are Husband and Wife. Mr. Sounder Kannan - Son of Mr. K.S. Kamalakannan and Mrs. Mageswari Kannan and Mr. D. Vijay Anand - Son-in-Law of Mr. K.S. Kamalakannan and Mrs. Mageswari Kannan
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

The above proposed contracts / arrangements / transactions were approved by the Audit Committee at their meeting held on 12.02.2020 and recommended by the Board of Directors at its meeting held on 12.02.2020 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, 2014, 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.1 of this notice for approval of the Members to be passed as an ordinary resolution.

Mr. K.S. Kamalakannan, CMD, Mrs. Mageswari Kannan, JMD, Mr. Sounder Kannan, WTD and Mr. D. Vijay Anand, Technical Director are interested in the said resolution. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.

ITEM NO.2:

Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014, as amended, prescribe certain procedure for approval of related party transactions. 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 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 conduct of business other than transactions which are not on an arm's length basis.

As the value of the related party transactions with M/s. M.M.Detergents Company Private Limited for financial year 2019-20 was estimated to be 16.72%, the same was considered material and hence approved by Shareholders in their meeting held on 26.03.2019. The proposed related party transaction together with approved transactions will amount to 16.73 % .

The proposed transaction put up for approval is in the ordinary course of business and at arm's length basis. 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 / transaction is considered material in nature and proposed for approval of the Shareholders of the Company by passing an ordinary resolution: -

Sl. No.	Name of the Related Party	Relationship	Estimated Maximum Value of Transaction per annum (Rs. in Lakhs)	Nature, Material Terms/Particulars of the contract or arrangement
1	M.M.Detergents Company Pvt. Ltd.	A Company in which Two Directors viz., Mr. K.S. Kamalakannan and Mrs. Mageswari Kannan are Interested as Directors and Member in the related party Company	5.00	Processing Charges payable to Naga Ltd
	Total		5.00	



* Plus taxes wherever applicable.

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	1. Mr. K.S. Kamalakannan 2. Mrs. Mageswari Kannan 3. Mr. Sounder Kannan 4. Mr. D. Vijay Anand
Nature of Relationship	Related party relationship as furnished in table. Mr. K.S. Kamalakannan and Mrs. Mageswari Kannan are Husband and Wife. Mr. Sounder Kannan - Son of Mr. K.S. Kamalakannan and Mrs. Mageswari Kannan and Mr. D. Vijay Anand - Son-in-Law of Mr. K.S. Kamalakannan and Mrs. Mageswari Kannan
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

The above proposed contracts / arrangements / transactions was approved by the Audit Committee at their meeting held on 12.02.2020 and recommended by the Board of Directors at its meeting held on 12.02.2020 to the 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 2014, 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 to be passed as ordinary resolution.

Mr. K.S. Kamalakannan, CMD, Mrs. Mageswari Kannan, JMD, Mr. Sounder Kannan, WTD and Mr. D. Vijay Anand, Technical Director are interested in the said resolution. Except the above, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested.



ITEM NO. 3,4,5&6:

The Board of Directors of Company at its meeting held on 12th February, 2020 has re-appointed Sri. K.S. Kamalakannan (DIN 01601589) as the Chairman and Managing Director and Smt. Mageswari Kannan (DIN 02107556) as the Joint Managing Director and Sri. Sounder Kannan (DIN 01603823) as the Whole-Time Director and Sri. D. Vijay Anand (DIN 07400565) as Technical Director of the Company as recommended by the Nomination and Remuneration Committee subject to the approval of Shareholders, for a period of 3 years after their respective existing term of office at the remuneration in accordance with norms laid down in Schedule V Part II Section II and other applicable provisions of the Companies Act, 2013 as detailed below:

Name	Sri. K.S. Kamalakannan Chairman and Managing Director (DIN 01601589)	Smt. Mageswari Kannan Joint Managing Director (DIN 02107556)	Sri. Sounder Kannan Whole-Time Director (DIN 01603823)	Sri. D. Vijay Anand Technical Director (DIN 07400565)
Period of Re-appointment	01.08.2020 to 31.07.2023	01.08.2020 to 31.07.2023	27.03.2020 to 26.03.2023	21.08.2020 to 20.08.2023
Salary	Rs. 8,00,000/- Per month (Rupees Eight Lakhs only)	Rs. 7,50,000/- per month (Rupees Seven Lakhs Fifty Thousand only)	Rs. 7,00,000/- per month (Rupees Seven Lakhs only)	Rs. 7,00,000/- per month (Rupees Seven 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 the 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.	a) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service and b) Provision of rent-free residential accommodation.	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.	



Other payments:

(a) Medical benefit / Reimbursement of Medical expenses actually incurred for self and family:	Subject to a 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 perquisite. To provide mobile phone exclusively for the purpose of business.
f) Entertainment Expenses	Entitled for reimbursement of Entertainment expenses properly incurred for the business of the Company.

The remuneration and perquisites shall be subject to the overall ceiling under section 196 and 197 of the Companies Act, 2013.

In the event of absence or inadequacy of profit in any financial year during the tenure of the above Directors, above salary and perquisites would be paid and prorata eligible commission if any, subject to the limit specified under Section II of Part II of Schedule V of the Companies Act, 2013 as modified from time to time.

The Board recommends these resolutions set out in Item No. 3,4,5&6 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 is concerned or interested.



Re-appointment of Directors:

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:

1	Name of Director	Sri. SOUNDER KANNAN	Sri. K.S. KAMALAKANNAN	Smt. MAGESWARI KANNAN	Sri. D. VIJAY ANAND
2	Director Identification Number (DIN)	DIN 01603823	DIN 01601589	DIN 02107556	DIN 07400565
3	Date of Birth	11 th April, 1981	10 th November, 1956	27 th January, 1959	30 th August, 1976
4	Nationality	Indian	Indian	Indian	Indian
5	Date of Reappointment	27 th March, 2020	1 st August, 2020	1 st August, 2020	21 st August, 2020
6	Relationship with other Directors	Son of Sri. K.S. Kamalakannan & Smt. Mageswari Kannan. Brother-in-Law of Sri. D. Vijay Anand	Husband of Smt. Mageswari Kannan, Father of Sri. Sounder Kannan, Father-in-Law of Sri. D. Vijay Anand	Wife of Sri. K.S. Kamalakannan, Mother of Sri. Sounder Kannan and Mother-in-Law of Sri. D. Vijay Anand.	Son-in-Law of Sri. K.S. Kamalakannan & Smt. Mageswari Kannan, Brother-in-Law of Sri. Sounder Kannan
7	Qualification	B.E. (Mechanical)	F.M.Tech	B.Sc.,	B.E., M.B.A.,
8	Expertise in specific functional areas	Experience in Flour Milling and Detergents Industries for the past 15 years.	Experience in Flour Milling, Minerals, Detergents and Power Industries for the past 46 years.	Experience in Flour Milling, Minerals & Manufacturing Detergents for the past 39 years.	Experience in Flour Milling, Minerals Industries for the past 12 years.
9	Number of shares held in the Company	817855	6070570	1855220	Nil
10	List of Directorship held in other public Companies	Naga Mills Limited	1. Naga Mills Limited 2. Naga Marine Industries Limited	1. Naga Mills Limited 2. Naga Marine Industries Limited	Nil



11	Membership/ Chairmanship of Committee s of the Public Companies (includes only Audit, Nomination and Remuneration, Stakeholders Relationship and CSR Committees)	Naga Limited:- 1.Stakeholders Relationship Committee. 2. CSR Committee	Nil	Naga Limited:- i. Audit Committee ii. Stakeholders Relationship Committee iii. CSR Committee	Nil
12	No. of Board meetings attended during the financial year 2019-20	Held - 4 Attended - 4	Held – 4 Attended - 4	Held – 4 Attended - 4	Held – 4 Attended - 4

On behalf of the Board
For Naga Limited

V.M.D

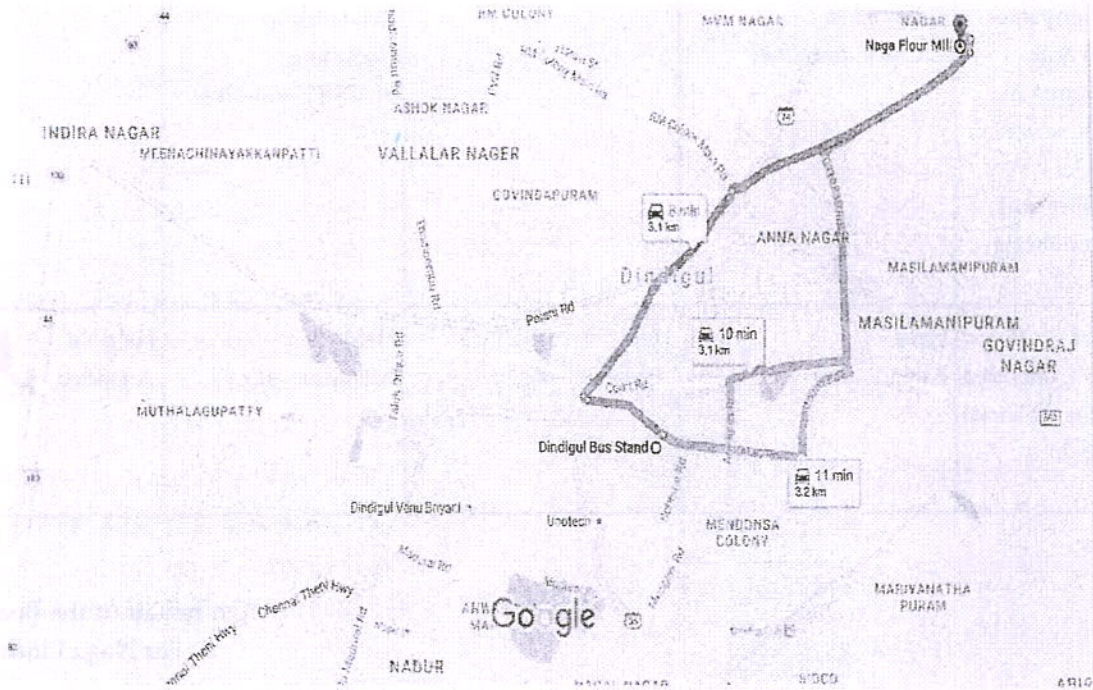
V. Marikannan
Company Secretary
M.No. A30767

Place: Dindigul
Date : 12.02.2020



A) 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: 044-25363535

Name of member(s)	:
Registered Address	:
E Mail Id	:
Folio No. / DP ID - Client ID	:

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

1) Name: _____ E-mail: _____
 Address: _____
 Signature _____

Or failing him / her

2) Name: _____ E-mail: _____
 Address: _____
 Signature _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extraordinary General Meeting of the Company, to be held on Tuesday, 24th day of March, 2020 at 11.00 A.M. at the Corporate Office of the Company at No.1, Trichy Road, Dindigul - 624005 and at any adjournment thereof in respect of such resolutions, in the manner as indicated below:

Resolution No.	Description	Type of Resolution	*Optional	
			For	Against
Special Business:				
1	To approve the contracts/ arrangements for material related party transactions with concerned related parties for the financial year 2020-21.	Ordinary		
2	To approve the contracts/ arrangements for material related party transactions with M/s. M.M. Detergents Company Private Limited.	Ordinary		
3	Re-appointment of Sri. Sounder Kannan (DIN 01603823), Whole-Time Director of the Company.	Special		
4	Re-appointment of Sri. K.S. Kamalakannan (DIN 01601589), Chairman and Managing Director of the Company.	Special		

5	Re-appointment of Smt. Mageswari Kannan (DIN 02107556), Joint Managing Director of the Company.	Special	
6	Re-appointment of Sri. D. Vijay Anand (DIN 07400565), Technical Director of the Company.	Special	

Signed this day of 2020

Signature of Shareholder :

Signature of Proxyholder(s) :

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;

Attendance Slip

NAGA LIMITED

(CIN: L24246TN1991PLC020409)

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

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

Extraordinary General Meeting – 24th March, 2020

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

[illegible]

Number of Shares held

10/10/23							
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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 – 624 005 on Tuesday, the 24th day of March, 2020 at 11.00 A.M.

Name of the Member / Proxy
(in BLOCK letters)

Signature of the Members / Proxy

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