

NAGA LIMITED

Registered Office: No.1, Anna Pillai Street, Chennai - 600 001. Ph : 044-25363535 website: www.nagamills.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 Eighth Annual General Meeting of the Members of NAGA LIMITED will be held at the Presidency Club, No.51, Ethiraj Salai, Egmore, Chennai-600008 on Thursday the 26th day of September, 2019 at 10.00 A.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 31st March, 2019, together with the Reports of the Board of Directors' and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2019, together with the Report of Auditors thereon.

2. To declare a dividend on equity shares for the financial year ended 31st March, 2019.

3. To appoint a Director in place of Smt. Mageswari Kannan (DIN 02107556), who retires by rotation and being eligible, offers herself for re-appointment.

"RESOLVED THAT Smt. Mageswari Kannan (DIN 02107556), 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. To approve the remuneration of the Cost Auditor for the financial year 2019-20 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration payable for the financial year 2019-20 to Dr. I. Ashok, CMA (M. No. 011929), Cost Accountant appointed by the Board of Directors of the Company on 23rd May 2019 to conduct the audit for Detergents Division of the Company for the financial year 2019-20, on a remuneration of Rs.35,000/- (Rupees Thirty Five Thousand Only) plus GST as applicable and reimbursement of conveyance at actuals 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."

5. Reappointment of Sri. S. Ramesh (DIN 01620265) as an Independent Director of the Company for second consecutive term of 5 years, 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 pursuant to the provisions of sections 149, 150, 152 and any 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) read with Schedule IV to the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board, Sri. S. Ramesh (DIN 01620265), be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation to hold office for a second consecutive term of five years until the conclusion of 33rd AGM or upto 30th September 2024 whichever is earlier.”

“RESOLVED FURTHER THAT any one of the Executive Directors or Company Secretary of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

6. Reappointment of Sri. L.A. Irudayaraj (DIN 01973946) as an Independent Director of the Company for second consecutive term of 5 years, 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 pursuant to the provisions of sections 149, 150, 152 and any 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) read with Schedule IV to the Companies Act, 2013, pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board, Sri. L.A. Irudayaraj (DIN 01973946), be and is hereby reappointed as an Independent Director of the Company, not liable to retire by rotation to hold office for second consecutive term of five years until the conclusion of 33rd AGM or upto 30th September 2024 whichever is earlier.”

“RESOLVED FURTHER THAT any one of the Executive Directors or Company Secretary of the Company be and is hereby authorised to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

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

“RESOLVED THAT in partial modification to the Resolution No. 6 passed by the Members at the 26th Annual General Meeting held on 19th August ,2017 approving the reappointment and terms of remuneration of Sri. K.S.Kamalakannan, Chairman and 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 Sri. K.S. Kamalakannan, Chairman and Managing Director from Rs. 6 Lakhs to Rs.8 Lakhs per month with effect from 1st October, 2019, as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

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

“RESOLVED FURTHER THAT 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 and prorata eligible commission if any, subject to the doubled 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.”

“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 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. 7 passed by the Members at the 27th Annual General Meeting held on 28th September, 2018 approving the revision of salary of Smt. Mageswari Kannan, Joint Managing Director from Rs.4 Lakhs to Rs.5.50 Lakhs per month 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, Joint Managing Director from Rs. 5.50 Lakhs to Rs.7.50 Lakhs per month for the remaining period of her tenure of office, with effect from 1st October, 2019, 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 Smt. Mageswari Kannan as Joint Managing Director as approved earlier by the Members, shall remain unchanged.”

“RESOLVED FURTHER THAT 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 and prorata eligible commission if any, subject to the doubled 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.”

“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. 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. 8 passed by the Members at the 27th Annual General Meeting held on 28th September, 2018 approving the revision of salary of Sri. Sounder Kannan, Whole-Time Director from Rs. 4 Lakhs to Rs. 5 Lakhs per month 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, Whole-Time Director from Rs. 5 Lakhs to Rs. 7 Lakhs per month for the remaining period of his tenure of office, with effect from 1st October, 2019, 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 as Whole-Time Director as approved earlier by the Members, shall remain unchanged.”

“RESOLVED FURTHER THAT 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 and prorata eligible commission if any, subject to the doubled 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.”

“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.”

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

“RESOLVED THAT in partial modification to the Resolution No. 9 passed by the Members at the 27th Annual General Meeting held on 28th September, 2018 approving the revision of salary of Sri. D. Vijay Anand, Technical Director from Rs. 4 Lakhs to Rs. 5 Lakhs per month 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, Technical Director from Rs. 5 Lakhs to Rs. 7 Lakhs per month for the remaining period of his tenure of office, with effect from 1st October, 2019, as set out in the Explanatory Statement annexed to the Notice convening this meeting.”

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

“RESOLVED FURTHER THAT 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 and prorata eligible commission if any, subject to the doubled 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.”

“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 : 23rd May, 2019

BY ORDER OF THE BOARD

For NAGA LIMITED



V. MARIKANNAN

COMPANY SECRETARY

M. No.A30767



Notes:

1) Proxy:

A Member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote on a poll instead of himself and such Proxy need not be a Member of the Company.

A person can act as a Proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total carrying voting rights. 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.

2) Deposit of Proxy Forms:

The instrument appointing the Proxy should be deposited at the Registered Office of the Company not later than 48 hours before the meeting.

3) Particulars of Directors:

Particulars of Director seeking re-appointment, pursuant to Clause 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is given in Appendix - A.

4) Book Closure:

The Register of Members and the Share Transfer Books will be closed from Friday, the September 20, 2019 to Thursday, the September 26, 2019 (both days inclusive).

5) Dividend:

Dividend on Declaration will be paid to the Shareholders on/ before 25th October, 2019.

Members are advised to refer to 'Shareholder Information' Section of the Corporate Governance Report (Page No. 50 of the Annual Report) for details on dividend entitlement and payment options.

6) Unclaimed Dividend:

Unclaimed dividend for over 7 years and the underlying shares thereof will be transferred to the Investor Education and Protection Fund. Members may refer to Page 50 of the Annual Report and lodge their claim, if any, immediately either with the Company Secretary or Investor Education and Protection Fund.

7) E-Communication:

Members are requested to opt for electronic mode of communication and support the Green initiatives of the Government.

8) Member Identification:

Members are requested to bring the attendance slips duly filled in and copy of the Annual Report to the meeting.

9) Voting facilities:

(a) Remote e-Voting

Pursuant to Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, the Company provides facility for its Members to exercise their voting right by electronic means.

(b) Voting at Annual General Meeting

The Company also offers the facility for voting through Polling Paper at the meeting.

(c) Voting option

Please note that a Shareholder can vote only under any one of the two options mentioned above.

(d) Voting instructions

Process and manner of voting containing detailed instructions is given in Appendix - B.

10) Gifts:

No gifts, gift coupons, or cash in lieu of gifts shall be distributed to Members at or in connection with the Annual General Meeting in term of Clause 14 of the Secretarial Standards (SS-2) pertaining to distribution of Gifts at Annual General Meeting.

11) Route Map:

Route Map showing the location of and directions to reach the venue of the 28th Annual General Meeting is given at the end of this AGM Notice as per the requirement of the Secretarial Standard 2 on "General Meeting."

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 23rd May, 2019 on the recommendation of the Audit Committee, approved the appointment and remuneration of Dr. I. Ashok, CMA (M.No.011929), Cost Accountant, to conduct the cost audit for Detergents Division of the Company for the financial year 2019-20 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 Shareholders of the Company. Accordingly, the Shareholders are requested to approve the remuneration payable to the Cost Auditor for the year 2019-20 as set out in the Resolution for the aforesaid services to be rendered by him.

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.5:

Sri. S. Ramesh is an Independent Director of the Company. He joined the Board of Directors of the Company on 8th March, 2006. Sri. S. Ramesh is the Chairman of the Stakeholders Relationship Committee, and a Member of Nomination and Remuneration Committee and Audit Committee of the Company.

Sri. S. Ramesh holds Bachelor's Degree in Commerce and has more than 35 years experience in Finance, Marketing and Production of Food, Leather, Detergent Industries and Civil Projects.

In terms of section 149 and any other applicable provisions of the Companies Act, 2013, Sri. S. Ramesh being eligible and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for a second consecutive term of 5 years until the conclusion of 33rd AGM or upto 30th September, 2024 whichever is earlier. In the opinion of the Board, Sri. S. Ramesh fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director and is Independent of the Management. Copy of the draft letter for appointment of Sri. S. Ramesh 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 Sri. S. Ramesh as an Independent Director. Further considering the recommendation of Nomination and Remuneration Committee, the Board recommends the resolution in relation for re-appointment of Sri. S. Ramesh as an Independent Director, not liable to retire by rotation, for the approval by Shareholders of the Company by Special Resolution.

Except Sri. S. Ramesh, 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.5. 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.

Item No.6:

Sri. L.A. Irudayaraj is an Independent Director of the Company. He joined the Board of Directors of the Company in 06.07.2007. Sri. L.A. Irudayaraj is the Chairman of the Audit Committee and Nomination and Remuneration Committee of the Company.

Sri. L.A. Irudayaraj is a Chartered Accountant and has more than 47 years of experience as a Senior Executive in various established Companies like SPIC, TISCO, Jamshedpur, etc., In terms of section 149 and any other applicable provisions of the Companies Act, 2013, Sri. L.A. Irudayaraj being eligible and offering himself for re-appointment, is proposed to be reappointed as an Independent Director for a second consecutive term of 5 years until the conclusion of 33rd AGM or upto 30th September, 2024 whichever is earlier. In the opinion of the Board, Sri. L.A. Irudayaraj fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director and is Independent of the Management. Copy of the draft letter for appointment of Sri. L.A. Irudayaraj 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 Sri. L.A. Irudayaraj as an Independent Director. Further considering the recommendation of Nomination and Remuneration Committee, the Board recommends the resolution in relation for re-appointment of Sri. S. Ramesh as an Independent Director, not liable to retire by rotation, for the approval by Shareholders of the Company by Special Resolution.

Except Sri. L.A. Irudayaraj, 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.6. 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.

Item No. 7, 8 , 9 & 10:

Despite various vagaries and pressures, the Company could maintain a reasonable production and turnover for the year 2018-19. During the current year 2019-20, the Company plans to complete the various projects on hand including achieving the targets at Chennai and Bangalore Bakeries. Also, it is planned to achieve a reasonable production, turnover and profitability during the current year 2019-20. Considering all the above and noting the best contribution made by Sri. K.S. Kamalakannan, CMD, Smt. Mageswari Kannan, JMD, Sri. Sounder Kannan, WTD, and Sri. D. VijayAnand, TD it is felt that their efforts and contribution has to be adequately rewarded. Hence, it is proposed to revise the Salary Scale (subject to approval of Shareholders at ensuing AGM) of Sri. K.S. Kamalakannan, CMD from present remuneration of Rs. 6 Lakhs p.m. to Rs. 8 Lakhs p.m, Smt. Mageswari Kannan, JMD from present remuneration of Rs. 5.50 Lakhs p.m. of Rs.7.50 Lakhs p.m. For Sri. Sounder Kannan and WTD Sri. D. Vijay Anand, TD the present remuneration of Rs. 5 Lakhs p.m. is to be revised to Rs.7 Lakhs p.m. w.e.f. 1st October, 2019. However, all other terms and conditions as approved earlier by the Members under Sections 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.

The details of revised remuneration are as follows:

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)
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 Five Lakhs Only)	Rs. 7,00,000/- per month (Rupees Five Lakhs Only)
Commission	At the rate of 2% on the Net Profits of the Company computed in the manner laid down in the Companies Act.	At the rate of 1% on the Net Profits of the Company computed in the manner laid down in the Companies Act for each of the above person.		
Perquisites	a) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.	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.	

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

The Board recommends these resolutions set out in Item No. 7, 8 , 9 & 10 for approval of the Members.

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

ANNEXURE

GENERAL INFORMATION

- 1) Nature of Industry : Manufacturing of Wheat products & Bakery Products, Detergents, Minerals and Generation of Wind Power.
- 2) Date of Incorporation/ Commencement of Commercial Production : 01.03.1991
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions approving in the prospectus : N.A
- 4) Financial performance based on given indicators : Profit before Tax : 25.62 Crore
Net Profit : 18.12 Crore
Current Ratio : 1.4 : 1
- 5) Export performance and Net foreign exchange earned : Rs. 4.04 Cr
- 6) Foreign Investments or collaborations, if any : Nil

Place : Dindigul

Date : 23rd May, 2019

BY ORDER OF THE BOARD

For NAGA LIMITED



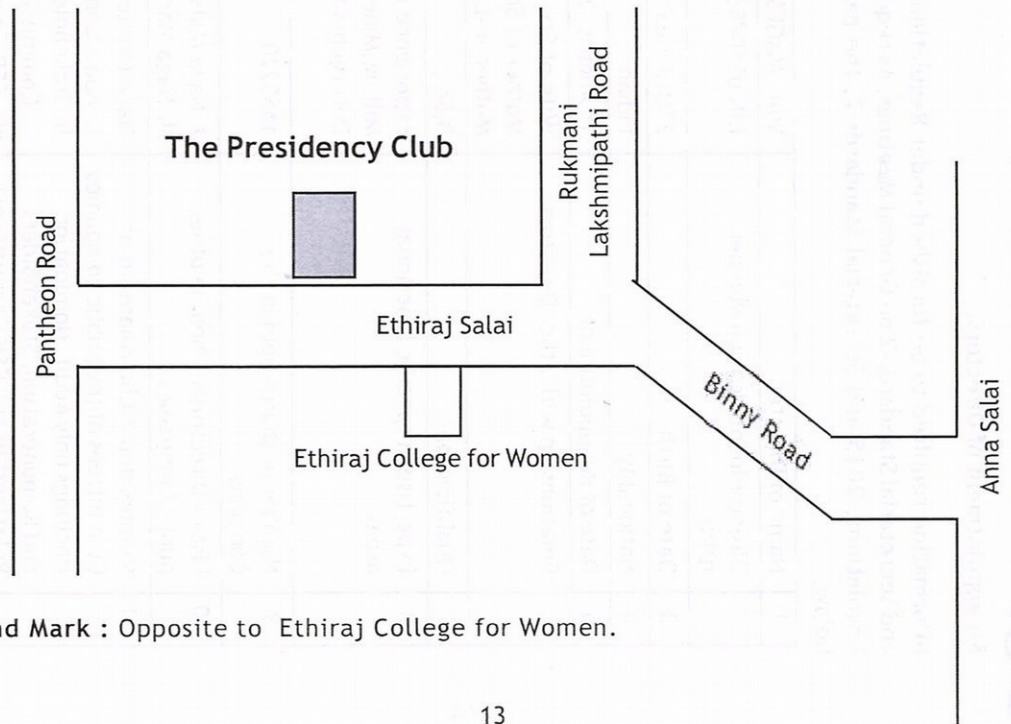
V. Marikannan

Company Secretary

M.No. A30767

Route Map to the AGM Venue

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



Re-appointment of Directors:

APPENDIX-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 Directors who are proposed to be re-appointed at this meeting are given below:

1	Name of Director	Smt. MAGESWARI KANNAN	Sri. L.A. IRUDAYARAJ	Sri. S. RAMESH
2	Director Identification Number (DIN)	DIN 02107556	DIN 01973946	DIN 01620265
3	Date of Birth	27th January, 1959	13th June, 1947	9th July, 1966
4	Nationality	Indian	Indian	Indian
5	Date of Reappointment	1 st August, 2017	1 st August, 2014	1 st August, 2014
6	Relationship with other Directors	Wife of Sri. K.S. Kamalakannan, Mother of Sri. Sounder Kannan and Mother-in-Law of Sri. D. Vijay Anand.	-	-
7	Qualification	B.Sc.,	B.Com., F.C.A.,	B.Com.,
8	Expertise in specific functional areas	Experience in Flour Milling, Minerals & Manufacturing Detergents for the past 37 Years	Vast and Varied experience in Finance & Accounts.	Experience in Finance, Marketing and Production of Food, Leather, Detergent Industries and in Civil Projects.
9	Number of shares held in the Company	1855220	400	Nil
10	List of Directorship held in other public Companies	i. Naga Mills Limited ii. Naga Marine Industries Limited	Nil	Nil
11	Membership / Chairmanship of Committees of the public companies (includes only Audit, Nomination and Remuneration, Stakeholders Relationship and CSR Committees)	Naga Limited :- i. Audit Committee ii. Stakeholders Relationship Committee iii. CSR Committee	Nil	Nil
12	No. of Board meetings attended during the financial year 2018-19	Held - 5 Attended - 5	Held - 5 Attended - 5	Held - 5 Attended - 5

Voting Process and Instructions

Remote e-voting(Voting through electronic means):

- 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 28th 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 23rd September, 2019(10.00 A.M.)and ends on 25th September, 2019 (05.00 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 19th September 2019 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.</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 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.

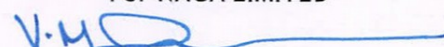
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently 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 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. The results shall simultaneously be communicated to the Stock Exchange.

Place : Dindigul

Date : 23rd May, 2019

BY ORDER OF THE BOARD

For NAGA LIMITED



V. Marikannan

Company Secretary

M.No. A30767

