

NAGA LIMITED

Register Office: No.1, Anna Pillai Street, Chennai - 600 001. Ph /Fax : 044-25363535 website: www.nagamills.com,
Corporate Identity Number (CIN):L24246TN1991PLC020409 Investors Relations email Id: marikannanv@nagamills.com.

NOTICE TO THE SHAREHOLDERS

NOTICE is hereby given that the Twenty Fifth Annual General Meeting of the Members of NAGA LIMITED will be held at the Presidency Club, No.51, Ethiraj Salai, Egmore, Chennai - 600 008 on Monday, the 12th September, 2016 at 05.00 P.M to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

- a) the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2016, together with the Reports of the Board of Directors' and the Auditors thereon; and
- b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2016, together with the Report of Auditors thereon.

2. To confirm the payment of interim dividend and to declare a final dividend on equity shares for the financial year ended 31st March 2016.

3. To appoint a director in place of Mr. Sounder Kannan (DIN 01603823), who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT Mr. Sounder Kannan (DIN 01603823), who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation.”

4. To appoint Auditors and fix their remuneration 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. D.Sampathkumar & Co., Chartered Accountants, Chennai having ICAI Firm Registration No.003556S, who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for second consecutive term to hold office from the conclusion of 25th Annual General Meeting until the conclusion of the 29th Annual General Meeting of the Company subject to ratification by the shareholders at ensuing Annual General Meeting on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and reimbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

SPECIAL BUSINESS:

5. To approve the revision of remuneration of Mr. K.S.Kamalakaran, (holding 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 Resolutions as Special Resolutions

“RESOLVED THAT in partial modification to the Resolution No. 5 passed by the Members at the 23rd Annual General Meeting held on August 1st, 2014 approving the appointment and terms of remuneration of Sri. K.S.Kamalakaran, as Chairman and Managing Director in accordance with

the provisions of Sections 190, 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. K.S.Kamalakaran, (DIN 01601589) as Chairman and Managing Director from Rs.5 Lacs to Rs. 5.50 Lacs per month for the remaining period of his tenure of office, with effect from 12th September, 2016, 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.Kamalakaran, (DIN 01601589) as Chairman and Managing Director as approved earlier by the Members, shall remain unchanged.

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

6. 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 Resolutions as Special Resolutions.

“RESOLVED THAT in partial modification to the Resolution No. 6 passed by the Members at the 23rd Annual General Meeting held on August 1st, 2014 approving the appointment and terms of remuneration of Smt. Mageswari Kannan, Joint Managing Director in accordance with the provisions of Sections 190, 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 Smt. Mageswari Kannan, (DIN 02107556) Joint Managing Director from Rs.3.25 Lacs to Rs. 3.50 Lacs per month for the remaining period of his tenure of office, with effect from 12th September, 2016, 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, (DIN 02107556) Joint Managing Director as approved earlier by the Members, shall remain unchanged.

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

7. To approve the revision of remuneration of Mr. 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 Special Resolution.

“RESOLVED THAT in partial modification to the Resolution No. 7 passed by the Members at the 23rd Annual General Meeting held on August 1st, 2014 approving the appointment and terms of remuneration of Mr. Sounder Kannan, Whole-Time Director in accordance with the provisions of Sections 190, 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 Mr. Sounder Kannan, (DIN 01603823) Whole-Time Director from Rs.3 Lacs to Rs. 3.50 Lacs per month for the remaining period of his tenure of office, with effect from 12th September, 2016, 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 Mr. Sounder Kannan, (DIN 01603823) Whole-Time Director as approved earlier by the Members, shall remain unchanged.

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

8. To approve the revision of remuneration of Mr. D.Vijay Anand, VP-Foods Division, the relative of Executive Directors, occupying the position of office or place of profit, and in this regard, to consider and if thought fit, to pass with or without modification(s), the following Resolutions as Special Resolutions.

“RESOLVED that pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board and pursuant to the provisions of the Companies Act, remuneration payable to Sri. D. Vijay Anand, Vice-President, Foods Division, Son in law of Sri. K.S. Kamalakannan, Chairman & Managing Director, and subject to such approvals, be increased from Rs.29.50 Lacs per annum to Rs.36 Lacs per annum and on the terms and conditions, as set out in the explanatory statements attached to this notice be and is hereby approved, with liberty to the Board of Directors to revise the terms as to remuneration, from time to time within the limits depending upon the performance of the individual concerned and subjected to the recommendations of Nomination and Remuneration Committee and Audit Committee, with effect from 12th September, 2016.

9. To approve and ratify the remuneration paid to Mr. 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 Resolutions as Special Resolutions.

“RESOLVED that pursuant to the provisions of the Companies Act, 1956, read with Schedule XIII of the Companies Act, 1956, the remuneration paid to Sri. K.S. Kamalakannan, Chairman & Managing Director of Rs. 3 lakhs per month, other terms and conditions of re-appointment remaining the same, with effect from 1st August, 2011 till 1st August, 2012 be and is hereby approved and ratified.”

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 and ratify the remuneration paid to 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 Resolutions as Special Resolutions.

“RESOLVED that pursuant to the provisions of the Companies Act, 1956, read with Schedule XIII of the Companies Act, 1956, the remuneration paid to Smt. Mageswari Kannan, Joint Managing Director of Rs.2 lakhs per month, other terms and conditions of appointment remaining the same, with effect from 1st August, 2011 till 1st August, 2012 be and is hereby approved and ratified.”

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 : Chennai
Date : 19.05.2016

BY ORDER OF THE BOARD
For NAGA LIMITED

V. Marikannan
Company Secretary

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. 5 to 10 of the Notice is annexed hereto and forms part of this Notice.
4. The Register of Members and the Share Transfer Books of the Company shall remain closed from 06.09.2016 to 12.09.2016 (both days inclusive).
5. Pursuant to Section 205A and 205C of the Companies Act, 1956, unclaimed dividends for the year ended 31st March 2008 have been transferred to the Investor Education and Protection Fund (IEPF). In terms of the Companies Act, any dividend remaining unclaimed for a period of seven years from the due date of transfer to the Unpaid Dividend account is required to be transferred to the IEPF. Members shall not be able to claim any unpaid or unclaimed dividend from the IEPF or the Company thereafter. Members who have not encashed their dividend warrants towards the Final Dividend for the year ended 31st March 2009 or thereafter are requested to write to the Company Secretary. Members are requested to note that the Final Dividend for the year ended 31st March 2009 declared at the Annual General Meeting held in July 2009 is due to be transferred to the IEPF in August, 2016.
6. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No.20. The Company will also send communication relating to e-voting which inter alia would contain details about User ID and password along with a copy of this Notice to the members, separately. Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently. The members who have cast their vote by e-voting prior to the meeting may also attend the meeting but shall not be entitled to vote again at the meeting.
7. 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.
8. Members holding shares in physical form are requested to notify change of address and change in bank mandate if any, to M/s. Cameo Corporate Services Limited, "Subramanian Building" No.1, Club House Road, Chennai - 600 002, the Registrar and Share Transfer Agents and those who hold shares in dematerialized form are requested to notify their Depository Participants (DP) any change in address and/or bank mandate.
9. Members who are holding shares more than one folio under physical form may approach the Company's Share Transfer Agent for consolidation with respective details.
10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic

form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar and Share Transfer Agent.

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

12. Electronic copy of the Annual Report for the financial period ended 31.03.2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Annual Report is being sent in the permitted mode.

13. Electronic copy of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copy of the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

14. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for the financial period ended on 31.03.2016 will also be available on the Company's website www.nagamills.com/Investor for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. The investors may contact the Company Secretary for redressal of their grievances/queries. For this purpose, they may either write to him at the Registered office address or e-mail their grievances/queries to the Company Secretary at the following e-mail address: marikannanv@nagamills.com.

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

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

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

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

19. A Route map showing directions to reach the venue of the 25th Annual General Meeting is given on end of this 25th AGM Notice as per the requirement of the Secretarial Standards -2 on "General Meeting".

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

- In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 25th 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 09.09.2016 (10.00 a.m.) and ends on 11.09.2016 (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 05.09.2016 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	<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 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 Exchanges.

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

Item No.5,6 & 7

The Members of the Company at the 23rd Annual General Meeting held on August, 1st 2014 approved the reappointment of Mr. K.S.Kamalakaran, (DIN 01601589) as Chairman and Managing Director, Mrs. Mageswari Kannan, (DIN 02107556) as Joint Managing Director and Mr. Sounder Kannan, (DIN 01603823) as Whole-Time Director for a period of three years w.e.f. 01.08.2014. The terms of remuneration for Mr. K.S. Kamalakannan and Mrs. Mageswari Kannan, and w.e.f. 27.03.2014 for Mr. Sounder Kannan, was Rs.5 Lacs, Rs.3.25 Lacs and Rs.3 Lacs respectively per month. The compensation packages of the members of staff of the Company have been recently revised w.e.f. April, 2016. This was done taking into consideration the prevailing trends in the industrial sector in terms of compensation packages. It is proposed to revise the Salary Scale of Mr.K.S.Kamalakaran, (DIN 01601589), Chairman and Managing Director from present remuneration of Rs.5 Lacs p.m. to a revised remuneration of Rs.5.50 Lacs p.m., Smt. Mageswari Kannan, (DIN 02107556) Joint Managing Director from present remuneration of Rs.3.25 Lacs p.m. to a revised remuneration of Rs.3.50 Lacs and Mr. Sounder Kannan, (DIN 01603823), Whole-Time Director from present remuneration of Rs.3 Lacs p.m. to a revised remuneration of Rs.3.50 Lacs p.m. w.e.f. September, 2016. However, all other terms and conditions of the limits as provided under section 190, 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, will remain unchanged.

The details of revised remuneration are as follows:

Particulars	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)
Salary	Rs. 5,50,000/- per month (Rupees Five Lakhs and Fifty Thousand)	Rs. 3,50,000/- per month (Rupees Three Lakhs and Fifty Thousand)	Rs. 3,50,000/- per month (Rupees Three Lakhs and Fifty Thousand)
Commission	At the rate of 1% on the Net Profits of the Company computed in the manner laid down in the Companies Act, 2013 for the each of the above persons.		
Perquisites (for each of the above persons)	a) 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; b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and		

Other payments (for each of the above persons) :

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

In the event of absence or inadequacy of profit in any financial year during the tenure of the above Directors, 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.

The Board recommends these resolutions set out in Item No. 5,6 & 7 for approval of the members.

Sri. K.S.Kamalakaran, Smt. Mageswari Kannan and Sri. Sounder Kannan 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.

Item No.8

The members may approve the resolution seeking to enhance the remuneration of Sri. D. Vijay Anand, VP-Foods Division, the relative of Executive Directors, who is already holding office or place of profit under Sec.188(f) of the Companies Act, 2013. to retain his talents and maximize profits.

The compensation packages of the members of staff of the Company have been recently revised w.e.f. April, 2016. This was done taking into consideration the prevailing trends in the industrial sector in terms of compensation packages. The shareholders prior approval is required, if monthly remuneration exceeding Rs. 2.5 Lakhs per month / 30 Lacs per annum as mentioned in clause (f) of sub-section (1) of section 188. On recommendations of the Nomination and Remuneration Committee and Audit Committee, the Board decided to revise his remuneration as follows w.e.f. 12th September, 2016 subject to members approval by way of Special Resolution at the ensuing 25th Annual General Meeting.

The details of revised remuneration are as follows:

Name of the relative	Sri. D. Vijay Anand , Vice - President (Foods Division)
Salary	Rs. 36 Lacs per annum
Perquisites	<p>a) 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;</p> <p>b) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and</p> <p>(c) Encashment of leave at the end of the tenure.</p>

Other payments :

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

The Board recommends this resolution set out in Item No. 8 for approval of the members.

Sri. K.S.Kamalakaran, Smt. Mageswari Kannan and Sri. Sounder Kannan 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.

Item No.9 & 10

The Board of Directors of the Company in their meeting held on 25th July, 2011 approved the reappointment of Mr. K.S.Kamalakaran, (DIN 01601589) as Chairman and Managing Director, and Mrs. Mageswari Kannan, (DIN 02107556) as Joint Managing Director for a period of three years w.e.f. 01.08.2011 on a remuneration of Rs.3 Lacs and Rs.2 Lacs per month with perquisites respectively. In the 21st AGM held on 02.08.2012, the reappointment of the above said persons with effect from 1st August, 2011 was approved but erroneously the terms of payment of remuneration was not placed before the shareholders' approval. To regularize the same, the above resolutions are placed before the shareholders for ratification.

The Board recommends this resolution set out in Item No. 9 & 10 for approval of the members.

Sri. K.S.Kamalakaran, Smt. Mageswari Kannan and Sri. Sounder Kannan 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.

ANNEXURE

A) GENERAL INFORMATION

- | | | |
|--|---|---|
| 1) Nature of Industry | : | Manufacturing of Wheat 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 | : | Net Profit : 512 Lakhs
Current Ratio : 1:1.07 |
| 5) Export performance and Net foreign exchange collaborations | : | Nil |
| 6) Foreign Investments or collaborations, if any | : | Nil |

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

- | | |
|---|--|
| 1) Name of Director | Sri. SOUNDER KANNAN |
| 2) Director Identification Number (DIN) | DIN 01603823 |
| 3) Date of Birth | 11th April, 1981 |
| 4) Nationality | Indian |
| 5) Date of Reappointment | 27th March, 2014 |
| 6) Relationship with other Directors | Son of Sri. K.S. Kamalakannan and Smt. Mageswari Kannan |
| 7) Qualification | B.E., (Mechanical) |
| 8) Expertise in specific functional areas | Experience in Flour Milling & Detergents Industries for the past 12 years. |
| 9) Number of shares held in the Company | 817855 |
| 10) List of Directorship held in other public Companies | Naga Mills Limited |

11) Membership / Chairmanship of Committees of the public companies (includes only Audit, Nomination and Remuneration, Stakeholders Relationship and CSR Committees)

- i. Stakeholders Relationship Committee
- ii. CSR Committee

12) No. of Board meetings attended during the financial year 2015-16

Held - 8
Attended - 7

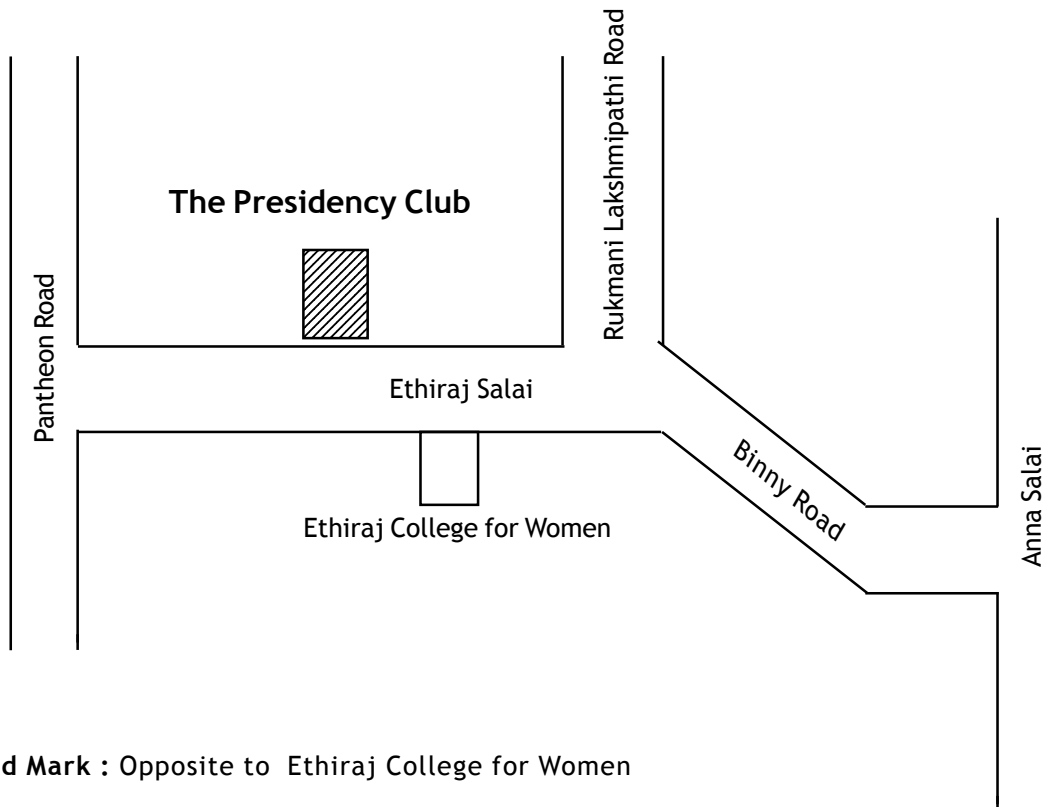
Place : Chennai
Date : 19.05.2016

BY ORDER OF THE BOARD
For NAGA LIMITED

V. Marikannan
Company Secretary

Route Map to the AGM Venue

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



Land Mark : Opposite to Ethiraj College for Women