

FORM No. MGT-13
SCRUTINIZER'S REPORT

(Pursuant to Section 108 and 109 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014)

To

The Chairman
M/s. Naga Limited
No.1, Anna Pillai Street,
Chennai - 600001

Dear Sir,

I, G. Sreenivasa Rao, a Company Secretary in practice, representing G.S.R. & CO., having office at Flat A-2, 2nd Floor, Sai Niranthara, No.14/23, Nagarjuna Nagar 1st Street, Rangarajapuram, Kodambakkam, Chennai – 600024 have been appointed as the Scrutinizer by the Board of Directors of M/s. Naga Limited (the Company) pursuant to Section 108 of the Companies Act, 2013 (Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, for the purpose of scrutinizing the e-voting process comprising remote e-voting and Poll at the venue in a fair and transparent manner in respect of the resolutions passed at the Extra-Ordinary General Meeting (EGM) of the members of the Company held on Tuesday, the 29th day of November, 2016 at the Corporate Office of the Company at No.1, Trichy Road, Dindigul – 624005, submit my report as under.

The Company has provided the remote e-voting facility to the Members to exercise their votes electronically on said Resolutions through the e-voting service facility arranged by Cameo Corporate Services Limited.

The management of the Company is responsible to ensure the compliance with the requirements of the Act and the Rules relating to voting through electronic means on the resolutions contained in the Notice convening the Extra-Ordinary General Meeting of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" or "abstained" or "invalid" of the resolutions stated above based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL).



1. Further, I submit my report as under:

- i The remote e-voting period remained open from Saturday 26th November, 2016 (10:00 a.m.) to Monday 28th November, 2016 (5:00 p.m.) and the Central Depository Services (India) Limited (CDSL)'s e-voting platform was blocked thereafter.
- ii The members of the Company as on the "cut-off" date i.e. 22nd November, 2016 were entitled to vote on the resolutions (Item Nos. 1 to 3 as set out in Notice of EGM of the Company).
- iii The votes cast through remote e-voting facility were unblocked on 29th November, 2016.
- iv Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of CDSL and based on such reports generated, the result of the remote e-voting is as under:
- v I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the Central Depository Services (India) Limited (CDSL) e-voting system and the ballot forms received respectively.
- vi I now submit the Consolidated Scrutinizer's Report pursuant to Rule 20(4)(xii) of the Companies (Management and Administration) Amendment Rules, 2015 on all the below mentioned resolutions of the aforesaid Extra-Ordinary General Meeting.

Item No.1:

Special Resolution for increasing borrowing powers of the Board of Directors.

- (i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (in favour)
Voted through Electronic Voting	0	0	0
Voted through Poll at the EGM	38	14051435	100.00
Total	38	14051435	100.00



(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the EGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	0	0
Voted through Poll at the EGM	0	0
Total	0	0

Result: Approved by requisite majority

Item No.2:

Ordinary Resolution for approval of contract/arrangement for material related party transactions with various related parties.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (in favour)
Voted through Electronic Voting	0	0	0
Voted through Poll at the EGM	29	3409100	100.00
Total	29	3409100	100.00



(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the EGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	0	0
Voted through Poll at the EGM	9	10642335
Total	9	10642335

Result: Approved by requisite majority

Item No. 3:

Special Resolution for re-appointment of Independent Director for second consecutive term of five years.

(i) Voted in favour of the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (in favour)
Voted through Electronic Voting	0	0	0
Voted through Poll at the EGM	38	14051435	100.00
Total	38	14051435	100.00



(ii) Voted against the resolution

Mode	Number of Members Voted	Number of votes cast by them	% of the total number of valid votes cast (against)
Voted through Electronic Voting	0	0	0
Voted through Poll at the EGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through Electronic Voting	0	0
Voted through Poll at the EGM	0	0
Total	0	0

Result: Approved by requisite majority

Thanking You,

For G.S.R. & Co.,
COMPANY SECRETARIES


G. SREENIVASA RAO
(C.P. No. 4566)



Place: Chennai
Date: 01.12.2016