

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 proposed at the 24th Annual General meeting (AGM) of the members of the Company held on Monday, the 27th day of July, 2015 at the Presidency Club, No.51, Ethiraj Salai, Egmore, Chennai – 600008, 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 Solutions 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 24th Annual 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 Limited (CDSL).



1. Further, I submit my report as under:

- i The remote e-voting period remained open from Friday 24th July, 2015 (10:00 a.m.) to Sunday 26th July, 2015 (5:00 p.m.) and the Cameo Corporate Solutions Limited's e-voting platform was blocked thereafter.
- ii The members of the Company as on the "cut-off" date i.e. 20th July, 2015 were entitled to vote on the resolutions (Item Nos. 1 to 6 as set out in Notice of 24th AGM of the Company)
- iii The votes cast through remote e-voting facility were unblocked on 27th July, 2015.
- 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 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 Annual General Meeting.

Item No.1:

Ordinary Resolution to receive, consider and adopt the Financial Statements for the year ended 31st March, 2015 consisting Audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and Cash Flow Statement of the Company for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.

- (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 remote E-Voting	14	14049435	99.99
Voted through Poll at the AGM	15	880	0.01
Total	29	14050315	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 remote E-Voting	0	0	0
Voted through Poll at the AGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through remote E-Voting	0	0
Voted through Poll at the AGM	0	0
Total	0	0

Result: Approved by requisite majority

Item No.2:

Ordinary Resolution to declare Dividend on equity shares of the Company.

(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 remote E-Voting	14	14049435	99.99
Voted through Poll at the AGM	15	880	0.01
Total	29	14050315	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 remote E-Voting	0	0	0
Voted through Poll at the AGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through remote E-Voting	0	0
Voted through Poll at the AGM	0	0
Total	0	0

Result: Approved by requisite majority

Item No. 3:

Ordinary Resolution to appoint a Director in Place of Mrs. Mageswari Kannan (Holding DIN 02107556), who retires by rotation and being eligible, offers herself for re-appointment.

(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 remote E-Voting	14	14049435	99.99
Voted through Poll at the AGM	15	880	0.01
Total	29	14050315	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 remote E-Voting	0	0	0
Voted through Poll at the AGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through remote E-Voting	0	0
Voted through Poll at the AGM	0	0
Total	0	0

Result: Approved by requisite majority

Item No. 4:

Ordinary Resolution to appoint M/s. D. Sampathkumar & Co., Chartered Accountants (ICAI Registration No.003556S) as statutory auditors of the Company and fix their remuneration.

(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 remote E-Voting	14	14049435	99.99
Voted through Poll at the AGM	15	880	0.01
Total	29	14050315	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 remote E-Voting	0	0	0
Voted through Poll at the AGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through remote E-Voting	0	0
Voted through Poll at the AGM	0	0
Total	0	0

Result: Approved by requisite majority

Item No. 5:

Ordinary Resolution for approval of remuneration of Rs.25,000/- to Dr. I. Ashok, CMA (M.No.11929), Cost Accountant, appointed by the Board of Directors of the Company on 28th May, 2015 as the Cost Auditor for the Financial Year 2015-16 to conduct the audit of cost records for Minerals Division of the Company.

(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 remote E-Voting	14	14049435	99.99
Voted through Poll at the AGM	15	880	0.01
Total	29	14050315	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 remote E-Voting	0	0	0
Voted through Poll at the AGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through remote E-Voting	0	0
Voted through Poll at the AGM	0	0
Total	0	0

Result: Approved by requisite majority

Item No. 6:

Special Resolution for amendment of Articles of Association of the Company by adopting Table 'F' under the Companies Act, 2013 in place of Table 'A' under the old Companies Act, 1956.

(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 remote E-Voting	14	14049435	99.99
Voted through Poll at the AGM	15	880	0.01
Total	29	14050315	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 remote E-Voting	0	0	0
Voted through Poll at the AGM	0	0	0
Total	0	0	0

(iii) Votes abstained/invalid

Mode	Number of Members Voted	Number of votes cast by them
Voted through remote E-Voting	0	0
Voted through Poll at the AGM	0	0
Total	0	0


Result: Approved by requisite majority

Thanking You,

Place: Chennai
Date : 29.07.2015



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


G. SREENIVASA RAO
(C.P. No. 4966)