



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

