



NAGA LIMITED

CIN: U10611TN1991PLC020409

Registered Office: No.1, Anna Pillai Street, Chennai - 600 001.

Website: www.nagamills.com | Email ID: cs@nagamills.com | Ph : 044-25363535

NOTICE OF THE 33RD ANNUAL GENERAL MEETING

NOTICE is hereby given that the (33rd) Thirty Third Annual General Meeting (AGM) of the Members of the Company will be held at 12.15 P.M. IST on Friday the 23.08.2024 at the Presidency Club, No. 51, Ethiraj Salai, Egmore, Chennai – 600 008 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31.03.2024, together with the Reports of the Board of Directors' and the Auditors' thereon, by passing the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 129 and other applicable provisions, if any of the Companies Act, 2013, the Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31.03.2024 and the Reports of Directors, including annexures and Auditors thereon are received, considered and adopted.”

2. To appoint Director in place of Smt. Mageswari Kannan (DIN: 02107556), Joint Managing Director who retires by rotation and being eligible, offers herself for re-appointment, by passing the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Smt. Mageswari Kannan (DIN: 02107556), Joint Managing Director retiring by rotation being eligible and offering for re-election, is re-appointed as a Director of the Company, liable to retire by rotation.”

3. To appoint Director in place of Sri. Sounder Kannan (DIN: 01603823), Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment, by passing the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013, the Rules made thereunder and the Articles of Association of the Company, Sri. Sounder Kannan (DIN: 01603823), Whole-Time Director retiring by rotation being eligible and offering for re-election, is re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:****4. To approve the remuneration of the Cost Auditor for the financial year 2024-25, by passing the following 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 of Rs. 75,000/- (Rupees Seventy Five Thousand Only) plus GST as applicable and reimbursement of out-of-pocket expenses to M/s. Subramanian Rajagopal and Associates (F.No.1273) appointed by the Board of Directors of the Company at their meeting held on 10.07.2024, to conduct the audit for products covered under Minerals & Detergents Divisions of the Company for the financial year 2024-25, be and is hereby approved and confirmed.”

“RESOLVED FURTHER THAT pursuant to Section 21 of the Companies Act, 2013, any one of the Executive Directors or Company Secretary of the Company be and is hereby severally authorized to do all necessary acts, deeds and things, which may be usual, expedient or proper to give effect to the above resolution.”

**By Order of the Board
For Naga Limited**

**Place: Dindigul
Date : 10.07.2024**

**V. Balamurugan
Company Secretary
M.No. F12312**



IMPORTANT NOTE:

Statutory Information:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or where that is allowed, one or more proxies, to attend and vote instead of himself and that a proxy need not be a member. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, 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 share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxy form should be submitted to the Company at least 48 hours before the commencement of the meeting.
2. Members and proxies should bring the attendance slip duly filled in for attending the meeting.
3. Corporate Members intending to authorize their representatives to attend the Meeting are requested to send a scanned certified copy of the board resolution (PDF/JPEG format) authorizing their representative to attend and vote on their behalf at the Meeting.

Proxy:

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

4. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) of the meeting is annexed hereto.
6. Particulars of the Directors seeking appointment/re-appointment/renewal of appointment at the Annual General Meeting are enclosed and form an integral part of the Notice.
7. Dispatch of Annual Report and Notice of the Meeting:

Pursuant to the General Circular No. 20/2020 dated 5th May, 2020, read with General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 02/2021 dated 13th January, 2021 and No.02/2022 dated 05th May, 2022 and 09/2023 dated 25th September, 2023, the General Circular issued by the Ministry of Corporate Affairs (MCA), owing to difficulties involved in dispatch of physical copies of the Annual Report and AGM Notice (including Financial Statements, Report of Board of Directors, Auditors' Report and other required documents to be attached there with) shall be sent in electronic mode to members in e-mail address is registered with the Company/RTA or the Depository Participants.



8. Electronic copy of the Annual Report for the year 2023-24 and the Notice of the 33rd AGM are being sent to the Members whose E-mail IDs are registered with the Company and for persons holding shares in demat form as per the information provided by the Depositories, unless any member who requests a hard copy of the same.

9. Annual Report and the Notice of the AGM are available in the Company's website viz., <https://www.nagamills.com/Investors.html>.

10. All documents referred to in the notice are open for inspection at the Registered Office of the Company during office hours on all working days, except Saturday and holidays, between 10.00 a.m. and 5.00 p.m up to the date of the Annual General meeting.

11. The voting rights of the shareholder shall be in proportion to their shares in the paid up capital of the Company.

Dividend:

The interim dividend of 10% declared in February, 2024 has been considered as final dividend for the year 2023-24 and hence the Board of Directors did not recommend any final dividend.

Unpaid/Unclaimed Dividend:

As per Section 125 of the Act, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government.

The details of unpaid dividend relating to the years 2015-16 (Final) to 2022-23 as on 14th August, 2023 being the date of the last AGM is available in the website of the Company <https://www.nagamills.com/Investors.html>. The updated details of unpaid dividend as on the date of the ensuing AGM relating to the years 2016-17 to 2023-24 will be uploaded on the Website of the Company in due course.

Shareholders who are yet to encash their dividend warrants are requested to contact the Company or Cameo Corporate Services Limited, the Registrar at an early date and lodge their claims.

As per the extant law, the shareholders are entitled to claim the unpaid dividends transferred to the IEPF for which they are required to submit the request online in Form IEPF-5. The procedure for submission of claims is available in the IEPF website <https://www.iepf.gov.in/IEPF/refund.html>.

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 Note No.40 of the Director's Report of 33rd Annual Report and lodge their claim, if any, immediately either with the Company Secretary or Investor Education and Protection Fund.

**General:**

To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and the holdings should be verified.

Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the RTA through the web-link: <https://Investors.cameoindia.com>

Members may avail nomination facility in respect of their holdings. Those holding shares in physical form may approach the RTA and submit the same to the RTA. Those holding shares in demat form may approach their DP for registering nominations.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.**ITEM NO. 3:**

The Board of Directors of the Company, at their meeting held on 10.07.2024, on the recommendation of the Audit Committee, approved the appointment of M/s. Subramanian Rajagopal and Associates, Cost Accountants, based in Trichy, having firm Registration Number: 1273, having partners (i) Sri. S. Parameswaran, M.No.11090 and (ii) Sri. K. Rajagopal, M.No.17491, Cost Accountants, to conduct the cost audit for Minerals & Detergents Divisions of the Company for the financial year 2024-25 on a remuneration of Rs. 75,000/- plus GST and reimbursement of out-of-pocket expenses, 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 ratified by the Shareholders of the Company.

The Board recommends the resolution set out in Item No. 3 for approval of the Members, to be passed as an Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives is concerned or interested in the resolution.

**By Order of the Board
For Naga Limited**

**V. Balamurugan
Company Secretary
M.No. F12312**

**Place: Dindigul
Date : 10.07.2024**

Re-appointment and/or Retire by Rotation of Directors:

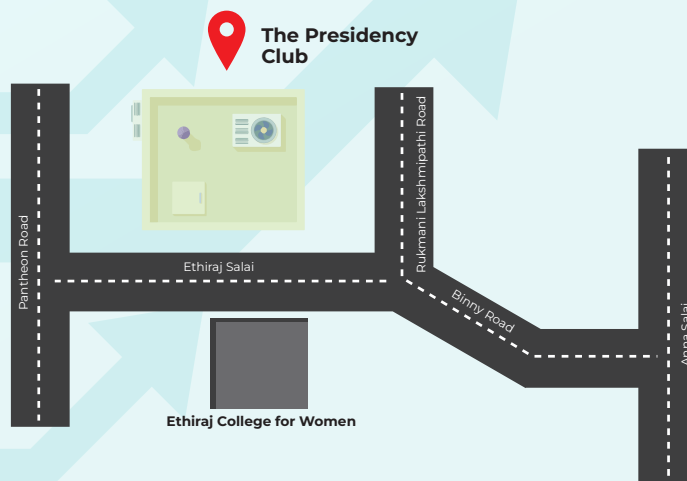
Information required to be furnished under Secretarial Standards-2 on General Meetings. The particulars of Directors who are proposed to be re-appointed at this meeting are given below:

1. Name of Director	Smt. Mageswari Kannan	Sri. Sounder Kannan
2. Date of Birth & Age	27 th January, 1959 & 65 years	11 th April, 1981 & 43 years
3. Qualification	B.Sc	B.E. (Mechanical)
4. Expertise in specific functional areas	Experience in Flour Milling, Minerals & Manufacturing Detergents for the past 40 Years	Experience in Flour Milling, Minerals, Detergents & Power for the past 19 Years
5. Terms and Conditions of Re-appointment	<p>Salary: Rs. 7.50 Lakhs per month</p> <p>Perquisites:</p> <p>(a) Gratuity payable at a rate not exceeding half a month's salary for each completed year of service.</p> <p>b) Provision of rent free fully furnished residential accommodation.</p> <p>c) 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.</p> <p>d) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family; Subject to a ceiling of one month salary in a year of service.</p> <p>e) Club Fees: Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.</p> <p>The following shall not be considered as perquisites:</p> <p>i) Car: To provide a car for use in company's business.</p> <p>ii) Telephone and Mobile Phone: To provide a Telephone at residence for company's use. To provide mobile phone exclusively for the purpose of business.</p> <p>iii) Entertainment Expenses: Entitled for reimbursement of entertainment expenses properly incurred for the business of the Company.</p> <p>Commission:</p> <p>At the rate of 1% on the Net Profits of the Company computed in the manner laid down in the Companies Act.</p>	<p>Salary: Rs. 10 Lakhs per month</p> <p>Perquisites:</p> <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) 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.</p> <p>d) Medical benefit for Reimbursement of Medical expenses actually incurred for self and family; Subject to a ceiling of one month salary in a year of service.</p> <p>e) Club Fees: Club Fees subject to a maximum of two clubs. This will not include Admission Fees and Life Membership Fees.</p> <p>The following shall not be considered as perquisites:</p> <p>i) Car: To provide a car for use in Company's business.</p> <p>ii) Telephone and Mobile Phone: To provide a Telephone at residence for company's use. To provide mobile phone exclusively for the purpose of business.</p> <p>iii) Entertainment Expenses: Entitled for reimbursement of entertainment expenses properly incurred for the business of the Company.</p> <p>Commission:</p> <p>At the rate of 1% on the Net Profits of the Company computed in the manner laid down in the Companies Act.</p>

6.	Remuneration sought to be paid	NA	NA
7.	Remuneration last drawn	Rs. 7.50 Lakhs per month	Rs. 10 Lakhs per month
8.	Date of first appointment on the Board	01.08.1998	08.03.2006
9.	Number of shares held in the Company	Before amalgamation: 2563538 (17.99%) After amalgamation: 2656211 (18.27%)	Before amalgamation: 1317327 (9.25%) After amalgamation: 1317332 (9.06%)
10.	Relationship with other Directors, Manager and other Key Managerial Personnel of the company	Spouse of Sri. K.S. Kamalakannan, CMD, Mother of Sri. Sounder Kannan, WTD & Mother-in-Law of Sri. D. Vijay Anand, TD	Son of Sri. K.S. Kamalakannan, CMD & Smt. Mageswari Kannan, JMD
11.	No. of Board meetings attended during the financial year 2023-24	Held - 7 Attended - 7	Held - 7 Attended - 7
12.	Details of Other Directorships, Membership/Chairmanship of Committees of other Boards including the Company.	Directorship – M/s. Mageswari Enterprises Private Limited (Formerly known as 'M.M.Detergents Company Private Limited') & M/s. Dindigul Satellite Freight Terminal Private Limited (Formerly known as 'Tutifood Private Limited') Naga Limited: Finance Committee: Member	Naga Limited: Finance Committee: Member

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.



**FORM NO. MGT 11
PROXY FORM**

(Pursuant to section 105(6) of the Companies Act 2013 and Rule 19(3) of the
Companies (Management and Administration) Rules 2014)

NAGA LIMITED
(CIN: U10611TN1991PLC020409)
Registered Office: No.1, Anna Pillai Street, Chennai – 600 001.
Email: cs@nagamills.com, Website: www.nagamills.com, Phone: 044-2536 3535

Name of member(s)	:
Registered address	:
E Mail Id	:
Folio No. / DP ID - Client ID	:

I / We, being the member(s) of _____ shares of the above named Company, hereby appoint:

1) Name: _____ Email: _____

Address: _____

_____ Signature _____

Or failing him / her

2) Name: _____ Email: _____

Address: _____

_____ Signature _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 33rd Annual General Meeting of the Company, to be held on Friday, 23rd day of August, 2024 at 12.15 P.M. at Presidency Club, No.51, Ethiraj Salai, Egmore, Chennai – 600 008 and at any adjournment thereof in respect of such resolutions, in the manner as indicated below:

Resolution No.	Description	Type of Resolution	*Optional	
			For	Against
Ordinary Business:				
1	Adoption of Audited Standalone & Consolidated Financial Statements and Reports of the Board of Directors and Auditors for the financial period ended on 31 st March, 2024.	Ordinary		
2	To appoint a Director in place of Smt. Mageswari Kannan (DIN: 02107556), Joint Managing Director, who retires by rotation and being eligible, offers herself for re-appointment.	Ordinary		
3	To appoint a Director in place of Sri. Sounder Kannan (DIN: 01603823) Whole-Time Director, who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary		
Special Business:				
4	To approve the remuneration of the Cost Auditor for the Financial year 2024-25	Ordinary		

Signed this day of 2024

Signature of Shareholder : Signature of Proxyholder(s) :

Affix Re. 1 revenue stamp

NOTE:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting;
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 33rd AGM;
3. It is optional to put a 'tick' in the appropriate column against the Resolution indicated in the Box, if you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he / she think appropriate;
4. Please complete all details including details of member(s) in above box before submission;

ATTENDANCE SLIP

NAGA LIMITED
(CIN: U10611TN1991PLC020409)
Registered Office: No.1, Anna Pillai Street, Chennai – 600 001.
Email: cs@nagamills.com, Website: www.nagamills.com, Phone: 044-2536 3535

33RD ANNUAL GENERAL MEETING – 23RD AUGUST, 2024

Registered Folio No. / DP ID No. / Client ID No.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Number of Shares held

--	--	--	--	--	--	--	--	--	--	--

I certify that I am a member / proxy for the members of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company at Presidency Club, No.51, Ethiraj Salai, Egmore, Chennai – 600 008 on Friday, 23rd day of August, 2024 at 12.15 P.M.

.....
Name of the Member / Proxy
(in BLOCK letters)

.....
Signature of the Members / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall.