

## 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 has 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 Friday, the 23<sup>rd</sup> day of March, 2018 at 10.00 A.M. 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 Tuesday, 20<sup>th</sup> March, 2018 (10:00 a.m.) to Thursday, 22<sup>nd</sup> March, 2018 (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. 22<sup>nd</sup> March, 2018 were entitled to vote on the resolutions (Item Nos. 1 to 5 as set out in Notice of EGM of the Company).
- iii The votes cast through remote e-voting facility were unblocked on 23<sup>rd</sup> March, 2018.
- iv Thereafter, the details containing, inter alia, list of equity shareholders, who voted "for" or "against" or "abstained" or "invalid" of 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:**

Ordinary Resolution to approve the contracts/arrangements for material related party transactions with concerned related parties for the Financial Year 2018-19.

- (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	7	3350028	98.24
Voted through Poll at the EGM	17	60002	1.76
<b>Total</b>	<b>24</b>	<b>3410030</b>	<b>100.00</b>



(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	Number of votes cast by them
Voted through Electronic Voting	0	--
Voted through Poll at the EGM	8	--
Total	8	--

**Result: Approved by requisite majority**

**Item No.2:**

Ordinary Resolution to approve the revision of remuneration of Mrs. Lakshmi Vijayanand, Business Head - Logistics Division, the relative of Executive Directors, occupying the position of Office or place of profit.

(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	7	3350028	98.24
Voted through Poll at the EGM	17	60002	1.76
Total	24	3410030	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	Number of votes cast by them
Voted through Electronic Voting	0	--
Voted through Poll at the EGM	8	--
Total	8	--

**Result: Approved by requisite majority**

**Item No. 3:**

Ordinary Resolution to approve the revision of remuneration of Mrs. Monaa Kannan, Business Head - Retail Division, the relative of Executive Directors, occupying the position of Office or place of profit.

(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	7	3350028	98.24
Voted through Poll at the EGM	17	60002	1.76
Total	24	3410030	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
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>

(iii) Votes abstained/invalid

Mode	Number of Members	Number of votes cast by them
Voted through Electronic Voting	0	--
Voted through Poll at the EGM	8	--
<b>Total</b>	<b>8</b>	<b>--</b>

**Result: Approved by requisite majority**

**Item No. 4:**

Ordinary Resolution to approve the revision of remuneration of Ms. M. Jayalalitha, Business Head-Detergents Division, the relative of Executive Directors, occupying the position of Office or place of profit.

(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	7	3350028	98.24
Voted through Poll at the EGM	17	60002	1.76
<b>Total</b>	<b>24</b>	<b>3410030</b>	<b>100.00</b>



(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	Number of votes cast by them
Voted through Electronic Voting	0	--
Voted through Poll at the EGM	8	--
Total	8	--

**Result: Approved by requisite majority**

**Item No. 5:**

Ordinary Resolution to approve the revision of remuneration of Mr. M. Sukumar, Business Head-Minerals Division, the relative of Executive Directors, occupying the position of Office or place of profit.

(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	7	3350028	98.24
Voted through Poll at the AGM	17	60002	1.76
Total	24	3410030	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 AGM	0	0	0
Total	0	0	0


(iii) Votes abstained/~~invalid~~

Mode	Number of Members	Number of votes cast by them
Voted through Electronic Voting	0	--
Voted through Poll at the AGM	8	--
Total	8	--

***Result: Approved by requisite majority***

Thanking You,

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

  
G. SREENIVASA RAO  
(C.P. No. 4336)



Place: Chennai  
Date: 26.03.2018