

NOTICE

NOTICE is hereby given pursuant to the relevant provisions of the Companies Act, 2013 (the "Companies Act") read with the Companies (Management and Administration) Rules, 2014 (the Management Rules), and other applicable provisions, if any, that the Seventeenth (17th) Annual General Meeting of the members of NSL Krishnaveni Sugars Limited will be held on Friday, 29th September, 2023, at 12.00 Noon at registered office of the Company situated at NSL Icon, Plot No.1 to 4 Road No.12, Banjara Hills, Hyderabad-500034, to transact the following Business:

Ordinary Business:

1. To review, consider and adopt financial statements of the Company including the Audited Balance Sheet as on 31st March, 2023, and Cash Flow Statement and Statement of Profit & Loss for the financial year ended 31st March, 2023 along with notes and schedules together with the Auditor's and Director's Report thereon.
2. To appoint a director in place of Mrs. Kilari Sireesha (DIN: 08907223), Director, who retires by rotation and being eligible has offered himself for re-appointment.

Special Business:

3. TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2023-24

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 and all other applicable provisions (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. K. Narasimha Murthy & Company, Cost Accountants, (Firm Reg. No. 000042) who has been appointed by the Board as Cost Auditors of the Company, be and is hereby approved to conduct audit of cost records of the Company for the financial year ending 31st March, 2024, at a remuneration of Rs. Rs 1,30,680/- (Rupees One lakh Thirty Thousand Six Hundred and Eighty only) plus Goods and Service Tax, out-of pocket, travelling and other expenses etc., as fixed by the Board of Directors on the recommendation of the Audit Committee be and is hereby ratified."



4. TO APPROVE THE APPOINTMENT OF MR. MOHANAIAH PALADI (DIN: 03185251) AS INDEPENDENT DIRECTOR

To consider, and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution :

“RESOLVED THAT pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 and the Rules made thereunder, read with Schedule IV to the Companies Act, 2013, Mr. Mohanaiah Paladi (DIN: 03185251), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th June, 2023 and who holds office until the date of the AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Mohanaiah Paladi as a candidate for the office of a director of the Company, be and is hereby appointed as an Independent Director of the Company for a period of 5 Years, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board be authorised to fix the sitting fees and any commissions payable to independent directors.”

5. APPOINTMENT OF DR. GOVINDA RAJULU CHINTALA (DIN: 03622371) WHO WAS APPOINTED AS ADDITIONAL DIRECTOR OF THE COMPANY, AS DIRECTOR WHO IS LIABLE TO RETIRE BY ROTATION

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152, 161 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) (“the Act”) read with the Chapter XI - Companies (Appointment and Qualification of Directors) Rules, 2014; Dr. Govinda Rajulu Chintala (DIN: 03622371) was appointed as Additional Director of the Company vide resolution dated 19-8-2023, who hold office up to the date of the next Annual General Meeting pursuant to Section 161 of the Act, and being eligible, offer himself for appointment, and pursuant to the recommendation of the Nomination & Remuneration Committee and Board of Directors in accordance with proviso to Section 160 of the Act signifying their intention of proposing candidature of Dr. Govinda Rajulu Chintala for the office of the Director of the Company, be and is hereby appointed as a Director of the Company w.e.f. 29-9-2023 whose office shall be liable to retirement by rotation .



RESOLVED FURTHER THAT any Director of the Company or Company Secretary be and are hereby severally authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Resolution.”

**By Order of the Board,
For NSL Krishnaveni Sugars Limited**



Susri Mulukalapelly
Company Secretary
(M. No.: 47676)

Place : Hyderabad
Date : 27-9-2023

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS BEHALF AND THE PROXY NEED NOT BE A MEMBER. A PROXY DULY SIGNED AND STAMPED SHOULD BE DELIVERED TO THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING, TO BE EFFECTIVE;**
2. Members/Proxies should bring their attendance slips attached herewith, duly filled-in and signed for attending the Meeting;
3. Corporate members are requested to send to the registered office of the Company a duly certified copy of the board resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the general meeting;
4. An explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to Special Businesses to be transacted at this meeting is annexed hereto;
5. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during normal business hours (10.00 am to 5.00 pm) on all working days, up to and including the date of the Annual General Meeting of the Company;
6. The Statutory Registers maintained under section 170 of the Companies Act, 2013 will be available at the venue for inspection by members;
7. Members are requested to deliver/mail their consent to convene the proposed Annual General Meeting at short notice to the Company (in the attached format);
8. Members are requested to intimate immediately any change in their address, including e mail addresses to the Company; and
9. Route map of the venue of meeting is attached herewith.



EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to business mentioned at Item No : 4, 5 and 6 of the accompanying Notice.

ITEM NO. 3

TO RATIFY THE REMUNERATION PAYABLE TO COST AUDITOR FOR THE FINANCIAL YEAR 2023-24

The Board, on the recommendation of the Audit Committee, had approved the appointment and remuneration of M/s. K. Narasimha Murthy & Company, Cost Accountants, (Firm Reg. No. 000042) as the Cost Auditors to conduct the audit of the cost records of the Company relating to Sugar including Industrial Distillery and Co-Gen for the financial year ending 31st March, 2024 at a remuneration of Rs 1,30,680/- (Rupees One lakh Thirty Thousand Six Hundred and Eighty only) per annum plus service tax, out-of pocket, travelling and other expenses etc., as recommended by the Audit Committee in accordance with the scope and responsibility of the Cost Auditor. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be approved by the members of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 3 of the Notice for approval of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2024.

The Board recommends the ordinary resolution for approval by the shareholders.

None of the Directors, Key Managerial Personnel of the Company and their relatives, in any way, are concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 4

TO APPROVE THE APPOINTMENT OF MR. MOHANAIAH PALADI (DIN: 03185251) AS INDEPENDENT DIRECTOR

The Board at its meeting held on 30th June, 2023, upon recommendation by the Nomination and Remuneration Committee of the Board, subject to the approval of the shareholders, approved and recommended the appointment of Mr. Mohanaiah Paladi as an additional and Independent Director for a term of five (5) years w.e.f. 30th June, 2023 subject to review of performance every year.

In the opinion of the Board, Mr. Mohanaiah Paladi fulfills the conditions specified in the Companies Act, 2013 and the rules made there under for appointment as an Independent Director and he is independent of Management. Currently he is holding the position of a Director in listed Companies.



He is an Independent Director on the Board of M/s. Mandava Holdings Private Limited, the Ultimate Holding Company, since December 2016. He is a Postgraduate in Economics from Osmania University. He brings rich and a varied experience in Banking and Rural Development. He started his career as a Branch Manager in Nagarjuna Grammeena Bank (NGB) in the Khammam District of Andhra Pradesh. Over 35 years, he has served in NGB, Management Development Institute (MDI) Gurgaon, Reserve Bank of India (RBI) and NABARD in various capacities. He has worked in various locations including Maharashtra, Gujarat, Andhra Pradesh, North Eastern States and West Bengal.

Keeping in view his rich knowledge and experience, it was thought fit to appoint Mr. Mohanaiah Paladi as an Independent Director on the Board. In compliance with the provision of Section 149 read with Schedule IV of the Companies Act, 2013, appointment of Mr. Mohanaiah Paladi as an Independent Director is required to be placed before the shareholders at a General Meeting for their approval. Copy of the draft letter of appointment which includes terms and conditions of appointment of Mr. Mohanaiah Paladi will be available for inspection without any fee by the shareholders at the registered office of the Company during normal business hours on any working day.

In view of above, the Board recommends the resolution set-forth in Item No.4 for approval of the members through General Meeting, by way of Ordinary Resolution for appointment of Mr. Mohanaiah Paladi as an Independent Director for a period of five (5) years w.e.f. 30th June, 2023.

Additional Information pursuant to Secretarial Standard 2- General Meeting issued by the Institute of Company Secretaries of India is provided separately.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Mohanaiah Paladi, being an appointee, is concerned or interested, financial or otherwise, in this resolution. The Board recommends the resolution set forth for the approval of the Members.

ITEM NO. 5

APPOINTMENT OF DR. GOVINDA RAJULU CHINTALA (DIN: 03622371) WHO WAS APPOINTED AS ADDITIONAL DIRECTOR OF THE COMPANY, AS DIRECTOR WHO IS LIABLE TO RETIRE BY ROTATION

Dr. G R Chinatala was appointed as an Additional Director of the Company on 19th August, 2023 and being an additional director, holds office upto the date of this Annual General Meeting, under section 161 of the Companies Act, 2013.

The Company has received consent Dr. G R Chinatala to act as a Director. Your Board of Directors in accordance with the recommendations of Nomination and Remuneration Committee are proposing the candidature of Dr. G R Chinatala for the office of Director liable to retirement by rotation, pursuant to section 160 of the Companies Act, 2013.

Dr. G R Chinatala has over three and half decades of experience in the Banking Sector. His previous assignment was as the Chairman of NABARD, India's apex development bank to promote sustainable and equitable agriculture and rural development.



According to provisions of Section 152 of the Companies Act, 2013, the appointment requires approval of the Shareholders of the Company by passing an Ordinary Resolution.

Additional Information pursuant to Secretarial Standard 2- General Meeting issued by the Institute of Company Secretaries of India is provided separately.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Dr. G R Chinatala, being an appointee, is concerned or interested, financial or otherwise, in this resolution. The Board recommends the resolution set forth for the approval of the Members.

**By Order of the Board,
For NSL Krishnaveni Sugars Limited**



Susri Mulukalapelly
Company Secretary
(M. No.: 47676)

Place : Hyderabad
Date : 27-9-2023

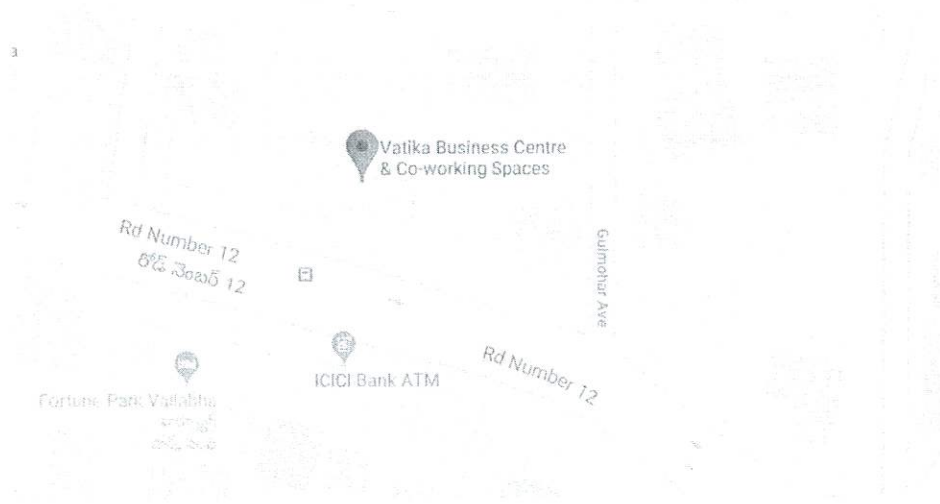
Details of Director seeking re-appointment / appointment at the forthcoming Annual General Meeting

(Pursuant to Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government)

Name	Mrs. Sireesha Kilari	Mr. Mohanaiah Paladi	Dr. Govinda Rajulu Chintala
Age	47 years	69 years	61 Years
Qualification	LLM	Postgraduate in Economics	Postgraduate in Seed Science and Technology
Experience (including expertise in specific functional area)/Brief Resume	More than 20 years of experience in Legal, Customer Service, HR, Administration and Operation	Experience of over 31 years in NABARD. He had been associated with NSL Group since 2016 as a Board Member of Mandava Holdings Private Limited, the Ultimate Holding Company.	Experience of over 35 years in NABARD
Designation	Director	Independent Director	Non-executive Director liable to retire by rotation
Remuneration proposed to be paid	NIL	NIL	NIL
Date of first appointment on the Board	19 th November, 2020	30 th June, 2023	19 th August, 2023
Shareholding in the Company	NIL	NIL	NIL
Relationship with other Directors/Key Managerial Personnel	None	None	None
Number of meetings of the Board attended during the financial year	04	02	NIL
Directorships of other Boards	NSL Sugars (Tungabhadra) Limited	NSL Sugars Limited Mandava Holdings Pvt. Ltd. Access Livelihood Consulting India Limited SLB Pharma Pvt. Ltd. Wassan Foundation	NSL Sugars Limited Aye Finance Private Limited
Membership/Chairmanship of Committees of other Boards*	Member in Audit Committee, Nomination & Remuneration Committee of NSL Sugars (Tungabhadra) Limited	Member in Audit Committee, CSR Committee and Nomination & Remuneration Committee of Mandava Holdings Private Limited	Member of CSR Committee in NSL Sugars Limited.



ROUTE MAP TO THE VENUE OF THE 17th ANNUAL GENERAL MEETING FY 2022-23
Venue: NSL Icon, Plot No.1 to 4, Road No.12, Banjara Hills, Hyderabad-500034.



[Handwritten signature]



Form No. MGT-11**FORM OF PROXY**

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

CIN: U15421TG2006PLC050837

Name of Company: NSL Krishnaveni Sugars Limited

Regd. Office: NSL Icon, Plot No.1 to 4 Road No.12, Banjara Hills Hyderabad-500034.

Annual General Meeting

Name of the Member(s)	Name of the Member(s)
Registered Address	
Email ID	
Folio No	
Client ID*	
DP ID*	
Nos. of shares held	

*Applicable for Member(s) holding shares in dematerialized form.

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

1. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him/her
2. Name : _____
Address: _____
E-mail Id: _____
Signature: _____, or failing him/her

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 17th Annual General Meeting of the Company, to be held on Friday, 29th September, 2023, at 12.00 Noon at the registered office of the Company at NSL Icon, Plot No.1 To 4 Road No.12, Banjara Hills Hyderabad-500034 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Ordinary Business			
1	Approval of Annual Accounts for FY 2022-23		
2	Re-appointment of Director whose liable for retire by rotation		
Special Business			
4	To ratify Cost Auditor remuneration		
5	Appointment of Mr. Mohanaiah Paladi as Independent Director		
6	Appointment of Dr. Govinda Rajulu Chintala (DIN: 03622371) who was appointed as Additional Director of the Company, as Director who is liable to retire by rotation		

Signed this _____ day of _____ 2023

Signature of Shareholder(s) _____
of Proxy holder(s) _____

Affix One
Rupee
Revenue
Stamp

Notes:

1. The Proxy to be effective should be deposited at the Registered office of the Company not less than **FORTY EIGHT HOURS** before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
5. The Proxy-holder shall prove his/her identity at the time of attending the Annual General Meeting.
6. Please put a "X" in the appropriate column against the Resolutions 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 may deem appropriate.

CIN: U15421TG2006PLC050837

Name of Company: NSL Krishnaveni Sugars Limited

Regd. Office: NSL Icon, Plot No.1 to 4 Road No.12, Banjara Hills Hyderabad -500034.

ATTENDANCE SLIP

Venue of the Meeting: NSL Icon, Plot No.1 to 4 Road No.12, Banjara Hills Hyderabad -500034.

Date and Time of Meeting: Friday, 29th September, 2023, at 12.00 Noon

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING VENUE

Name of the Member(s) Name of the Member(s)	
Registered Address	
Email ID	
Folio No	
Client ID*	
DP ID*	
Nos. of shares held	

*Applicable for investors holding shares in Electronic form.

I certify that I am the registered shareholders/proxy for the registered shareholder(s) of the Company.

I hereby record my presence at 17th Annual General Meeting of Members of NSL Krishnaveni Sugars Limited held on Friday, 29th September, 2023, at 12.00 Noon at NSL Icon, Plot No.1 to 4 Road No.12, Banjara Hills Hyderabad -500034.

Signature of Member / Proxy

Notes:

1. Notice of the Annual General Meeting along with Attendance Slip and Proxy Form is being sent to all the members whose E-mail address is registered with the Company/Depository Participant unless any member has requested for a hard copy of the same. Shareholders receiving electronic copy and attending the Annual General Meeting can print copy of this Attendance Slip.
2. Physical copy Notice of Annual General Meeting along with Attendance Slip and Proxy Form is sent in the permitted mode(s) to all members whose E-mail id is not registered or have requested for a hard copy.