NSL SUGARS
Sustainable Food, Fuel & Power

NSL SUGARS LIMITED
Corp. Off: NSL Icon, 8-2-684/2/A
Road No.12, Banjara Hills,
Hyderabad - 500 034, India
Ph:040 - 40514444
www.nslsugars.com
CIN: U15429KA1999PLC026121

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 Twenty Sixth (26th) Annual General Meeting of the Company will be held on Wednesday, 24th December, 2025, at 10:30 AM at registered office of the Company situated at 60/1, 2nd Cross, Residency Road Bangalore – 560025, Karnataka to transact the following Business:

Ordinary Business:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2025 and the Report of Board of Directors and Auditors thereon.

2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2025 and the Report of Auditors thereon.

3. To appoint a Director in place of Dr. M. Prabhakar Rao (DIN: 00009650) who retires by rotation and, being eligible has offered himself for re-appointment.

Special Business:

4. **Ratification of Cost Auditor's Remuneration**

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 148 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 3,34,000/- (Sugar: Rs.2,18,000 + Co-gen: Rs.87,000 + Distillery: Rs. 29,000) plus applicable taxes, out-of pocket, travelling and other expenses, etc., on actual basis incurred by M/s. K. Narasimha Murthy & Co., (Registration No.000042) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ended 31st March, 2026 in accordance with the recommendations of the Audit Committee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Regd.Off. : #60/1, 2nd Cross, Residency Road, Bangalore - 560025 Ph: 080-25593413/414 Fax: 080 - 41232314 nslsugarsbangalore@nslsugars.com

5. **AUTHORISATION TO GIVE DONATIONS UP TO RS.25 LAKHS UNDER SEC. 181 OF COMPANIES ACT, 2013 IN A FINANCIAL YEAR**

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

"**RESOLVED THAT** pursuant to the provisions of Section 181 and other applicable provisions including any modification or re-enactment thereof, if any, of the Companies Act, 2013 and Rules made thereunder (the Act), consent of the Company be and is hereby accorded to the Board of Directors to contribute, donate, subscribe or otherwise provide assistance from time to time to any charitable, public, social, benevolent or general fund, society, association, institution, trust, organization, not directly relating to the business of the Company or the welfare of its employees, for taking up of any programme, activities of social, cultural, educational, sports, economic, rural development of people at large and/ or incur any expenditure on their behalf, upto an amount not exceeding to Rs. 25,00,000/- (Rupees Twenty Five Lakhs only) in any financial year, notwithstanding the fact that said amount may exceed 5% of the Company's average net profit as determined in accordance with the provisions of the Companies Act, 2013 during the three years immediately preceding the current Financial Year.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be expedient to give effect to this resolution."

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

Place: Hyderabad
Date : 29-11-2025

NSL SUGARS LIMITED

Rajini Kanth Mulugu
Company Secretary

Registered Office :
NSL Sugars Limited
No.60/1, II Cross, Residency Road
Bangalore -560 025, Karnataka, India.
CIN : U15429KA1999PLC026121

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 intimate immediately any change in their address, including e-mail addresses to the Company; and

8. 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 of the accompanying Notice.

Item No. 4

RATIFICATION OF COST AUDITOR'S REMUNERATION

Pursuant to Section 148 of the Act, the Company is required to have the audit of its cost records conducted by a Cost Accountant in practice.

The Board, on the recommendations of the Audit Committee, had approved the re-appointment 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 2025-26 at a remuneration of Rs. 3,34,000/- (Sugar: Rs.2,18,000 + Co-gen: Rs.87,000 + Distillery: Rs. 29,000) plus applicable taxes, out-of pocket, travelling and other expenses etc., in accordance with the scope and responsibility of the Cost Auditor. M/s. K. Narasimha Murthy & Company has furnished a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

As per 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 / ratified by the Members of the Company.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2026.

The Board recommends the Ordinary Resolution for approval / ratification by the shareholders.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, in any way, are concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 4.

ITEM NO. 5

AUTHORISATION TO GIVE DONATIONS UP TO RS.25 LAKHS UNDER SEC. 181 OF COMPANIES ACT, 2013 IN A FINANCIAL YEAR

As per Section 181 of the Companies Act, 2013, the Board of Directors of a company may contribute to bona fide charitable and other funds. However, where the aggregate amount of such contributions in a financial year exceeds five percent of the company's average net profits during the three immediately preceding financial years, the prior approval of the shareholders by way of an Ordinary Resolution is required.

Considering the Company's commitment towards social responsibility and its intent to support various charitable and welfare activities of public / society at large in and around the factory location, your Board of Directors at their meeting held on 24-11-2025 decided to seek shareholders' approval to authorize the Company to contribute a sum not exceeding Rs.25,00,000 (Rupees Twenty Five Lakhs only) for bona fide charitable and other funds in a financial year, in accordance with the provisions of Section 181 of the Companies Act, 2013.

The Board recommend the resolution for members' approval as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their respective relatives, in any way, are concerned or interested, financially or otherwise, in the proposed resolution set out at Item No. 5.

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

Rajini Kanth Mulugu
Company Secretary

Place: Hyderabad
Date : 29-11-2025

Registered Office :
NSL Sugars Limited
No.60/1, II Cross, Residency Road
Bangalore -560 025, Karnataka, India.
CIN : U15429KA1999PLC026121

Details of Director seeking re-appointment / apppointment at the 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	Dr.M. Prabhakar Rao (DIN: 00009650)
Age	66 Years
Qualification	Bachelor in Business administration
Experience (including expertise in specific functional area)	• Chairman of the NSL Group. • Managing the family owned seed company Nuziveedu Seeds Pvt. Ltd. since 1982 and led that company to become the largest seed company in India.
Terms and Conditions of appointment	Non-executive Director
Remuneration last drawn	NA
Remuneration proposed to be paid	NA
Date of first appointment on the Board	26th July, 2001
Shareholding in the Company	14.03% of equity share capital

Relationship with other Directors/Key Managerial Personnel	Spouse of Mrs. M Asha Priya Father of Mr. M Venkatram Chowdary
Number of meetings of the Board attended during the financial year (2024-25)	3 Board Meetings
Directorships of other Boards	1. Fortune Hybrid Seeds Limited 2. Pravardhan Seeds Private Limited 3. NSL Sugars Limited 4. NSL Textiles Limited 5. NSL Cotton Corporation Private Limited 6. MKP Power Private Limited 7. NSL Nagapatnam Power and Infratech Limited 8. Mandava Holdings Private Limited 9. Divyasree NSL Infrastructure Private Limited 10. Nuziveedu Seeds Limited 11. Mandava Investments Private Limited 12. Prabhakar Rao Asha Priya Properties Private Limited 13. MAS Fabric Park (India) Private Limited 14. Indian Sugar Exim Corporation Limited
Membership/Chairmanship of Committees of other Boards	1. Member in Nomination and Remuneration Committee of Nuziveedu Seeds Limited; 2. Member in Corporate Social Responsibility Committee of Nuziveedu Seeds Limited

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: U15429KA1999PLC026121
Name of Company: NSL Sugars Limited
Regd. Office: 60/1, 2nd Cross, Residency Road, Bangalore 560025, Karnataka, India
Annual General Meeting

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 Annual General Meeting of the Company, to be held on Wednesday,24th December, 2025 at 10.30 AM at the registered office of the Company at 60/1, 2nd Cross, Residency Road, Bangalore 560025, Karnataka, India and at any adjournment thereof in respect of such Resolutions as are indicated below:

Item No.	Resolution	Vote	
	Ordinary Business	**For**	**Against**
1	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended on 31st March, 2025 and the Report of Board of Directors and Auditors thereon		
2	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2025 and the Report of Auditors thereon		
3	To appoint a Director in place of Dr. M. Prabhakar Rao (DIN: 00009650) who retires by rotation and, being eligible has offered himself for re-appointment		
	Special Business		
4	Ratification of Cost Auditor's Remuneration		
5	Authorisation to give donations up to Rs.25 lakhs under Sec. 181 of Companies Act, 2013 in a Financial Year		

Signed this _________ day of __________ 2025
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: U15429KA1999PLC026121
Name of Company: NSL Sugars Limited
Regd. Office: 60/1, 2nd Cross, Residency Road, Bangalore, 560025, Karnataka, India.

ATTENDANCE SLIP

Venue of the Meeting: 60/1, 2nd Cross, Residency Road, Bangalore, 560025, Karnataka, India.
Date and Time of Meeting: Wednesday, 24th December, 2025 at 10:30 AM

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

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 26th Annual General Meeting of Members of NSL Sugars Limited held on Wednesday, 24th December, 2025 at 10:30 AM at the registered office of the Company at 60/1, 2nd Cross, Residency Road, Bangalore, 560025, Karnataka, India.

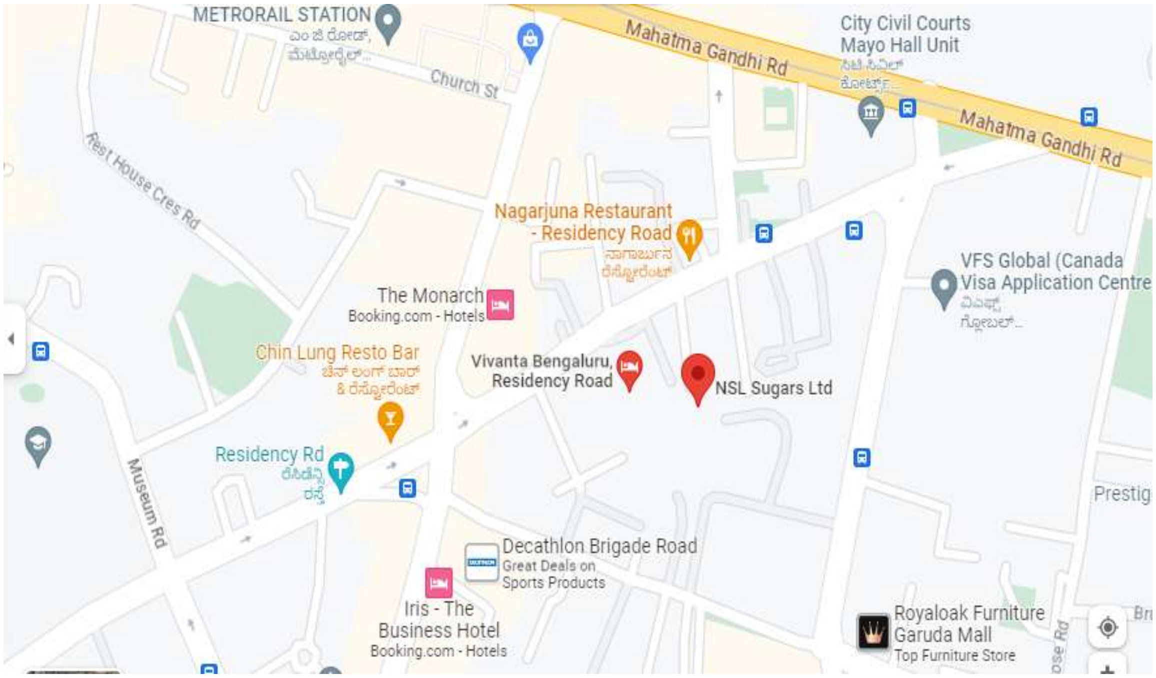
Signature of Member / Proxy

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/Depositary 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 of the 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.

ROUTE MAP


METRORAIL STATION
Church St
Mahatma Gandhi Rd
City Civil Courts
Mayo Hall Unit
Mahatma Gandhi Rd
Rest House Cres Rd
Nagarjuna Restaurant
- Residency Road
VFS Global (Canada
Visa Application Centre
The Monarch
Booking.com - Hotels
Chin Lung Resto Bar
Vivanta Bengaluru,
Residency Road
NSL Sugars Ltd
Residency Rd
Museum Rd
Prestig
Decathlon Brigade Road
Great Deals on
Sports Products
Iris - The
Business Hotel
Booking.com - Hotels
Royaloak Furniture
Garuda Mall
Top Furniture Store