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 Fifth (25th) Annual General Meeting of the Company will be held on Monday, 30th December, 2024, 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, 2024 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, 2024 and the Report of Auditors thereon.

3. To appoint a Director in place of Mr. M. Venkatram Chowdary (DIN: 03567730) who retires by rotation and, being eligible has offered herself 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, 2025 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."

NSL SUGARS LIMITED

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

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5. Appointment of Mr. Y V Krishna Rao (DIN: 10548095) 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; Mr. Y V Krishna Rao (DIN: 10548095) was appointed as Additional Director of the Company vide resolution dated 27-3-2024, 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 Mr. Y V Krishna Rao for the office of the Director of the Company, be and is hereby appointed as a Director of the Company w.e.f. 30-11-2024 whose office shall be liable to retirement by rotation".

RESOLVED FURTHER THAT any Director of the Company or Mr. Rajini Kanth Mulugu, 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 Sugars Limited**

NSL SUGARS LIMITED

Rajini Kanth Mulugu
Company Secretary

Place: Hyderabad
Date : 7-12-2024

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

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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.

NSL SUGARS LIMITED

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. 4

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 2023-24 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, 2024.

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.

Item No. 5

Mr. Y V Krishna Rao was appointed as an Additional Director of the Company on 27th March 2024 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 of Mr. Y V Krishna Rao to act as a Director. Your Board of Directors in accordance with the recommendatios of Nomination and Remuneration

NSL SUGARS LIMITED

Committee are proposing the candidature of Mr. Y V Krishna Rao for the office of Director liable to retirement by rotation, pursuant to section 160 of the Companies Act, 2013.

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 Mr. Y V Krishna Rao, 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 Sugars Limited**

NSL SUGARS LIMITED

Rajini Kanth Mulugu
Company Secretary

Place: Hyderabad
Date : 7-12-2024

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

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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)

PARTICULARS	Mr. M. Venkatram Chowdary	Mr. Y V Krishna Rao
Age	37 Years	44 years
Qualification	Bachelorin Business Administration	B. Com, MCA, MSCP
Experience (including expertise in specific functional area)	More than 15 years experience	Associated with Jay Mahesh unit since 2021.
Terms and Conditions of appointment	Non-executive Director	Whole-time Director
Remuneration last drawn	NA	NA
Remuneration proposed to be paid	NA	NA
Date of first appointment on the Board	11th May, 2012	27th March 2024
Shareholding in the Company	1.65% of equity share capital	Nil
Relationship with other Directors/Key Managerial Personnel	Son of Mr. M Prabhakar Rao & Mrs. M Asha Priya	Nil
Number of meetings of the Board attended during the financial year (2023-24)	2 Board Meetings	Nil
Directorships of other Boards	1. NSL Textiles Limited 2. NSL SEZ (Hyderabad) Private Limited 3. Century Avenues Private Limited 4. Divyasree NSL Infrastructure Private Limited 5. Splendid Minerals Private Limited 6. NSL Seeds Private Limited 7. Nuziveedu Seeds Limited 8. Mandava Holdings Private Limited	Nil
Membership/Chairmanship of Committees of other Boards	Audit Committee – 1 NRC Committee – 1	Nil

NSL SUGARS LIMITED

Rk

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) 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 Monday, 30th December, 2024 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, 2024 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, 2024 and the Report of Auditors thereon		
3	To appoint a Director in place of Mr. M. Venkatram Chowdary (DIN: 03567730) who retires by rotation and, being eligible has offered himself for re-appointment		
	Special Business		
5	Ratification of Cost Auditor's Remuneration		
6	Appointment of Mr. Y V Krishna Rao (DIN: 10548095) who was appointed as additional director of the company, as director who is liable by retirement by rotation		

Signed this __________ day of ___________ 2024
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: Monday, 30th December, 2024 at 10:30 AM

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 25th Annual General Meeting of Members of NSL Sugars Limited held on Monday, 30th December, 2024 at 10:30 AM at the registered office of the Company at 60/1, 2nd Cross, Residency Road, Bangalore, 560025, Karnataka, India.

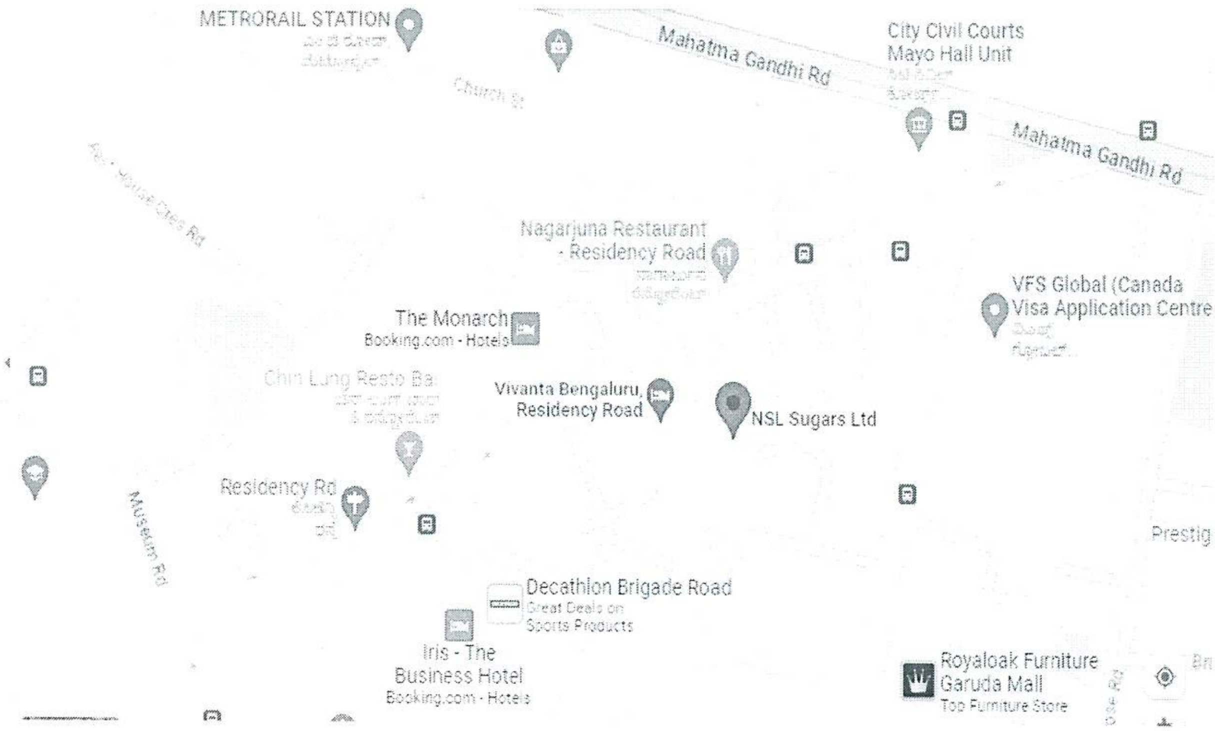
Signature of Member / Proxy

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 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 TO THE VENUE OF THE ANNUAL GENERAL MEETING



NSL SUGARS LIMITED