

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U15429KA1999PLC026121

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AAGCS0938Q

(ii) (a) Name of the company

NSL SUGARS LIMITED

(b) Registered office address

60/1, 2nd Cross,
Residency Road
Bangalore
Karnataka
560025

(c) * e-mail ID of the company

ST*****RS.COM

(d) *Telephone number with STD code

04*****44

(e) Website

(iii) Date of Incorporation

23/12/1999

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) *Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

L72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32, Financial District, N
anakramguda, Serili ngampally NA

(vii) *Financial year From date 01/04/2023 (DD/MM/YYYY) To date 31/03/2024 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/12/2024

(b) Due date of AGM 30/09/2024

(c) Whether any extension for AGM granted ☒ Yes ☐ No

(d) If yes, provide the Service Request Number (SRN) of the application form filed for extension N15117278

Pre-fill

(e) Extended due date of AGM after grant of extension 31/12/2024

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities 3

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C1	Food, beverages and tobacco products	76.87
2	D	Electricity, gas, steam and air condition supply	D1	Electric power generation, transmission and distribution	7.3
3	C	Manufacturing	C6	Chemical and chemical products, pharmaceuticals, medicinal chemical and	15.83

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 6

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	MANDAVA HOLDINGS PRIVATE LIMITED	U74120TG2008PTC074522	Holding	50.58
2	NSL KRISHNAVENI SUGARS LIMITED	U15421TG2006PLC050837	Subsidiary	74.02
3	NSL SUGARS (TUNGABHADRA) LIMITED	U40102KA1983PLC058128	Associate	27.66
4	NSL Sugars and Trading DMCC		Subsidiary	100

5	NSL Food & Oils Limited		Subsidiary	100
6	NSL Sugars & Industries Limite		Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) * SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	240,000,000	135,490,196	135,490,196	135,490,196
Total amount of equity shares (in Rupees)	2,400,000,000	1,354,901,960	1,354,901,960	1,354,901,960

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Equity Shares				
Number of equity shares	240,000,000	135,490,196	135,490,196	135,490,196
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	2,400,000,000	1,354,901,960	1,354,901,960	1,354,901,960

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	3,500,000	2,950,000	2,950,000	2,950,000
Total amount of preference shares (in rupees)	350,000,000	295,000,000	295,000,000	295,000,000

Number of classes

2

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
16% Compulsory Convertible Non Cumulative Prefe				
Number of preference shares	1,500,000	950,000	950,000	950,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	150,000,000	95,000,000	95,000,000	95,000,000

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
16% Redeemable Non Convertible Non Cumulative				
Number of preference shares	2,000,000	2,000,000	2,000,000	2,000,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	200,000,000	200,000,000	200,000,000	200,000,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	548,540	134,941,656	135490196	1,354,901,9	1,354,901,9	
Increase during the year	0	0	0	0	0	0
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0

iv. Others, specify						
At the end of the year	548,540	134,941,656	135490196	1,354,901,9	1,354,901,9	
Preference shares						
At the beginning of the year	2,950,000	0	2950000	295,000,000	295,000,000	
Increase during the year	0	2,950,000	2950000	295,000,000	295,000,000	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Dematerialisation of Physical Shares		2,950,000	2950000	295,000,000	295,000,000	
Decrease during the year	2,950,000	0	2950000	295,000,000	295,000,000	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
Dematerialisation of Physical Shares	2,950,000		2950000	295,000,000	295,000,000	
At the end of the year	0	2,950,000	2950000	295,000,000	295,000,000	

ISIN of the equity shares of the company

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☒ Nil

[Details being provided in a CD/Digital Media]

☐

Yes

☐

No

☐

Not Applicable

Separate sheet attached for details of transfers

☐

Yes

☐

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	
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Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor	
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Transferor's Name			
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	Surname	middle name	first name
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Ledger Folio of Transferee	
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Transferee's Name			
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	Surname	middle name	first name
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Date of registration of transfer (Date Month Year)	
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Type of transfer		1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred		Amount per Share/ Debenture/Unit (in Rs.)	
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Ledger Folio of Transferor			
Transferor's Name			
	Surname	middle name	first name
Ledger Folio of Transferee			
Transferee's Name			
	Surname	middle name	first name

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	17,100,000	100	1,710,000,000
Partly convertible debentures	32,411,623	100	3,104,901,516
Fully convertible debentures	3,898	0	3,575,000,000
Total			8,389,901,516

Details of debentures				
Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	1,710,000,000	0	0	1,710,000,000
Partly convertible debentures	3,113,373,759	0	8,472,243	3,104,901,516
Fully convertible debentures	3,575,000,000	0	0	3,575,000,000

(v) Securities (other than shares and debentures)	0
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Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

11,400,721,000

(ii) Net worth of the Company

-1,409,263,000

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	21,494,746	15.86	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	0	0	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	68,536,514	50.58	2,950,000	100
10.	Others Managing Partner holding on be	548,040	0.4	0	0
	Total	90,579,300	66.84	2,950,000	100

Total number of shareholders (promoters)

5

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage

1.	Individual/Hindu Undivided Family				
	(i) Indian	570,700	0.42	0	0
	(ii) Non-resident Indian (NRI)	0	0	0	0
	(iii) Foreign national (other than NRI)	0	0	0	0
2.	Government				
	(i) Central Government	0	0	0	0
	(ii) State Government	0	0	0	0
	(iii) Government companies	0	0	0	0
3.	Insurance companies	0	0	0	0
4.	Banks	39,781,302	29.36	0	0
5.	Financial institutions	0	0	0	0
6.	Foreign institutional investors	0	0	0	0
7.	Mutual funds	0	0	0	0
8.	Venture capital	0	0	0	0
9.	Body corporate (not mentioned above)	4,558,894	3.36	0	0
10.	Others	0	0	0	0
	Total	44,910,896	33.14	0	0

Total number of shareholders (other than promoters)

18

**Total number of shareholders (Promoters+Public/
Other than promoters)**

23

**VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	5	5
Members (other than promoters)	18	18
Debenture holders	10	10

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	3	0	3	0	15.87
B. Non-Promoter	1	2	1	4	0	0
(i) Non-Independent	1	0	1	2	0	0
(ii) Independent	0	2	0	2	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	1	7	0	15.87

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

11

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
PRABHAKAR RAO MA	00009650	Director	19,003,960	
MANDAVA VENKATRA	03567730	Director	2,239,646	
ASHA PRIYA MANDAV	01199936	Director	251,140	
GOPALAKRISHNA DU	09093233	Whole-time directo	0	29/04/2024
SOMAYAJULU KODU	02535927	Director	0	
SAMBASIVA RAO NAM	06400663	Director	0	
GOVINDA RAJULU CH	03622371	Director	0	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
YASANGI VENKATA K	10548095	Additional director	0	
PAMIDI VENKATESHV	ACUPP6461G	CEO	0	
SATISH KUMAR SAMI	AGLPS2790N	CFO	0	
RAJINI KANTH MULU	AVTPM9512H	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

5

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SUBRAHMANYESW	ALOPM6396C	CFO	16/09/2023	Cessation
SATISH KUMAR SA	AGLPS2790N	CFO	16/09/2023	Appointment
GOVINDA RAJULU	03622371	Additional director	19/08/2023	Appointment
GOVINDA RAJULU	03622371	Director	30/09/2023	Change in Designation
YASANGI VENKAT/	10548095	Additional director	27/03/2024	Appointment

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Extra-ordinary General Mee	22/09/2023	23	7	66.85
Annual General Meeting	30/09/2023	23	5	64.61

B. BOARD MEETINGS

*Number of meetings held

4

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	18/07/2023	6	4	66.67

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
2	16/09/2023	7	5	71.43
3	27/12/2023	7	5	71.43
4	27/03/2024	7	6	85.71

C. COMMITTEE MEETINGS

Number of meetings held

8

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	NRC Meeting	19/08/2023	3	2	66.67
2	NRC Meeting	16/09/2023	3	2	66.67
3	CSR Committee	16/09/2023	3	3	100
4	Audit Committee	16/09/2023	3	3	100
5	Audit Committee	27/12/2023	3	2	66.67
6	NRC Meeting	27/03/2024	3	2	66.67
7	CSR Committee	27/03/2024	4	4	100
8	Audit Committee	27/03/2024	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/12/2024
								(Y/N/NA)
1	PRABHAKAR	4	2	50	3	0	0	Yes
2	MANDAVA VE	4	2	50	5	4	80	No
3	ASHA PRIYA	4	1	25	0	0	0	Yes
4	GOPALAKRIS	4	4	100	0	0	0	Not Applicable
5	SOMAYAJULI	4	4	100	8	8	100	No

6	SAMBASIVA I	4	4	100	8	8	100	No
7	GOVINDA RA	3	3	100	1	1	100	No
8	YASANGI VEI	0	0	0	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	GOPALAKRISHNA	Whole-time Dire	4,211,000	0	0	0	4,211,000
	Total		4,211,000	0	0	0	4,211,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	PAMIDI VENKATES	CEO	12,179,000	0	0	0	12,179,000
2	SATISH KUMAR SA	CFO	4,385,000	0	0	0	4,385,000
3	SUBRAHMANYESV	CFO	2,292,000	0	0	0	2,292,000
4	RAJINI KANTH MU	CS	1,934,000	0	0	0	1,934,000
	Total		20,790,000	0	0	0	20,790,000

Number of other directors whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SOMAYAJULU KOI	Independent Dir	0	0	0	650,000	650,000
2	SAMBASIVA RAO M	Independent Dir	0	0	0	1,330,000	1,330,000
	Total		0	0	0	1,980,000	1,980,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☐ Yes ☒ No

B. If No, give reasons/observations

AS PER ATTACHED MGT-8

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☐ Nil

4

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)
LP Soni, RSSinghvi	Regional Director, :	27/07/2023	Companies Act, 201	Non-disclosure-Sci	400,000
RSSinghvi, MSPadl	Regional Director, :	27/07/2023	Companies Act, 201	Nopriorapprovalofs	52,000
RSSinghvi, MSPac	Regional Director, :	27/07/2023	Companies Act, 201	Non-disclosure in A	100,000
NSL-SL, CMMurthy	Regional Director, :	27/07/2023	Companies Act, 195	Few Minutes do no	5,000

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

MOHIT KUMAR GOYAL

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

12751

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... 20.h dated 27/09/2022

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director 

DIN of the director 1*5*8*9*

To be digitally signed by 

- ☒ Company Secretary
☐ Company secretary in practice

Membership number 8*5* Certificate of practice number

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

Attach
Attach
Attach
Attach

List of attachments

AGM Approval Letter.pdf
NSL-SL_List of shareholders and Debentu
NSL-SL_Clarification Letter.pdf
NS-SL CTC_Beneficial Interest_Designati
MGT-8.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company