NSL SUGARS LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

MEETING DATE: THURSDAY,
28 AUGUST, 2025
TIME: 3:00 P.M

VENUE

CORPORATE OFFICE:

NSL ICON, 4TH FLOOR, #8-2-684/2/A
ROAD NO.12, BANJARA HILLS,
HYDERABAD – 500034,
INDIA

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: 91-40-40514444
Fax: 91-40-40514214
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 Extra-ordinary General Meeting of the members of NSL Sugars Limited will be held on Thursday, 28th August, 2025, at 3:00 P.M. at Corporate Office of the Company situated at 4th Floor, NSL Icon, #8-2-684/2/A, Road No.12, Banjara Hills, Hyderabad-500034, to transact the following Business:

Special Business:

1. RE-APPOINTMENT OF MR. SOMAYAJULU KODUKULA AYYANNA (DIN: 02535927) AS INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Somayajulu Kodukula Ayyanna (DIN: 02535927), Independent Non-Executive Director of the Company who has given his consent for re-appointment and submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time and who is eligible for reappointment and based on his performance evaluation, in accordance with the recommendations of the Board and Nomination & Remuneration Committee, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from August 29, 2025 to August 28, 2030 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

2. RE-APPOINTMENT OF MR. SAMBASIVA RAO NANNAPANENI (DIN: 06400663) AS INDEPENDENT DIRECTOR

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act, Mr. Sambasiva Rao Nannapaneni (DIN: 06400663), Independent Non-Executive Director of the Company who has given his consent for re-appointment and submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Act, as amended from time to time and who is eligible for reappointment and based on his performance evaluation, in accordance with the recommendations of the Board and Nomination & Remuneration Committee, be and is hereby re-appointed as an Independent Non-Executive Director of the Company to hold office for second term of five consecutive years with effect from August 29, 2025 to August 28, 2030 and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto."

By Order of the Board,
For NSL Sugars Limited

NSL SUGARS LIMITED

M Rajini Kanth
Company Secretary
(M. No.: 8655)

Place : Hyderabad
Date : 05-08-2025

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 Extra-ordinary 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;

8. Route map of the venue of meeting is attached herewith.

Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 ("Act"), the following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

ITEM NO. 1

RE-APPOINTMENT OF MR. SOMAYAJULU KODUKULA AYYANNA (DIN: 02535927) AS INDEPENDENT DIRECTOR

Mr. Somayajulu Kodukula Ayyanna (DIN: 02535927) was appointed as a Director on the Board of the Company on August 29th, 2020. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the Extra-ordinary General Meeting held on September 29, 2020 approved the appointment of Mr. Somayajulu Kodukula Ayyanna as an Independent Director of the Company for a period of 5 years up to 28th August, 2025.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Somayajulu Kodukula Ayyanna that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Somayajulu Kodukula Ayyanna as an Independent Director of the Company commencing from 29th August, 2025 up to 28th August, 2030 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation. In the opinion of the Board, Mr. Somayajulu Kodukula Ayyanna fulfills the conditions for his reappointment as an Independent Director as specified in the Act and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Somayajulu Kodukula Ayyanna, the Board of Directors at its meeting held on 5th August, 2025 approved the continuance of office of Mr. Somayajulu Kodukula Ayyanna as mentioned in the resolution, subject to approval of members by a special resolution.

Mr. Somayajulu Kodukula Ayyanna (aged 72 years) is a Graduate in Commerce and Certified Associate of Indian Institute of Bankers.

Mr. Somayajulu Kodukula Ayyanna retired as Chief General Manager of Central Bank of India on April 30, 2013, with over 4 decades of experience in Commercial Banking, Corporate Credit, International Business, Treasury Operations, Merchant Banking, HRD and Credit Card Business. He has steered successfully the Bank's Chennai and Hyderabad zones in the capacity of Zonal Head and achieved new milestones in the business of the Bank.

Mr. Somayajulu Kodukula Ayyanna does not hold any shares of NSL Sugars Limited. He is not related to any other Directors/KMPs of the Company. He is the Chairman of Audit Committee, Member of Nomination & Remuneration Committee and Member of Corporate Social Responsibilityof the Company.

He had been a Director in Future Market Networks Limited, GMR Pochanpalli Expressways Limited and GMR Tambaram Tindivanam Expressways Limited, Hyderabad Duty Free Retail Limited, GMR SEZ & Port Holdings Private Limited, Hyderabad Menzies Air Cargo Private Limited, Kakinada SEZ Private Limited upto 2015-16 and NSL Krishnaveni Sugars Limited upto September, 2024.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Somayajulu Kodukula Ayyanna, rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mr. Somayajulu Kodukula Ayyanna as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Somayajulu Kodukula Ayyanna, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set-forth in Item No. 1 for approval of the members through General Meeting, by way of Special Resolution.

ITEM NO. 2

RE-APPOINTMENT OF MR. SAMBASIVA RAO NANNAPANENI (DIN: 06400663) AS INDEPENDENT DIRECTOR

Mr. Sambasiva Rao Nannapaneni (DIN: 02535927) was appointed as a Director on the Board of the Company on August 29th, 2020. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, members of the Company at the Extra-ordinary General Meeting held on September 29, 2020 approved the appointment of Mr. Sambasiva Rao Nannapaneni as an Independent Director of the Company for a period of 5 years up to 28th August, 2025.

As per the provisions of Section 149 of the Companies Act, 2013, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company but shall be eligible for re-appointment, for another term upto five years, on passing of a special resolution by shareholders.

The Company has received intimation in Form DIR-8 from Mr. Sambasiva Rao Nannapaneni that, he is not disqualified from being re-appointed as an Independent Director in terms of Section 164 of the Act, declaration that he meets with the criteria of independence as prescribed under Section 149 (6) of the Companies Act, 2013 and his consent to continue as an Independent Director.

The resolution seeks the approval of members for the re-appointment of Mr. Sambasiva Rao Nannapaneni as an Independent Director of the Company commencing from 29th August, 2025 up to 28th August, 2030 in terms of Section 149 and other applicable provisions of the Act and Rules made there under. He is not liable to retire by rotation. In the opinion of the Board, Mr. Sambasiva Rao Nannapaneni fulfills the conditions for his reappointment as an Independent Director as specified in the Act and is independent of the management.

Based on the recommendations of the Nomination & Remuneration Committee and keeping in view the expertise of Mr. Sambasiva Rao Nannapaneni, the Board of Directors at its meeting held on 5th August, 2025 approved the continuance of office of Mr. Sambasiva Rao Nannapaneni as mentioned in the resolution.

He has completed his B.Sc. and M.Sc. in Agriculture from Allahabad University, Post Graduate Diploma in Japanese Management from Shingo Institute of Japanese Management and Post Graduate Diploma in Management from University of Indianapolis, USA. He is currently holding the position as Director in NACL Industries Limited, NSL Krishnaveni Sugars Limited and Prabhat Agri Biotech Limited.

He had been the Managing Director of M/s. Krishak Bharati Cooperative Limited (KRIBHCO) from April 2014 to December 2019. After taking charge as Managing Director of KRIBHCO Mr. N. Sambasiva Rao was instrumental in implementing new initiatives to resolve all deficiencies, which have resulted in better functioning of business operations across organization and better synergy has been achieved.

He previously worked with Food Corporation of India, E.I.D. Parry India Limited, Pyrites Phospates & Chemicals Limited, Nagarjuna Fertilizers and Chemicals Limited and Krishak Bharati Cooperative Limited and Krishco Gram Vikas Sanstha.

Mr. Sambasiva Rao Nannapaneni does not hold any shares of NSL Sugars Limited. He is not related to any other Directors/KMPs of the Company. He is the Chairman of Nomination & Remuneration Committee, Member of Audit Committee and Member of Corporate Social Responsibility Committee of the Company.

The Nomination & Remuneration Committee and the Board evaluated the performance of Mr. Sambasiva Rao Nannapaneni, rated him satisfactory on all parameters and recommended his re-appointment.

Copy of the draft letter for re-appointment of Mr. Sambasiva Rao Nannapaneni as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

None of the Directors or Key Managerial Personnel of the Company and / or their relatives except Mr. Sambasiva Rao Nannapaneni, to whom the resolution relates, is in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the resolution set-forth in Item No. 2 for approval of the members through General Meeting, by way of Special Resolution.

The details of Directors being re-appointed, as required to be provided pursuant to the provisions of Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India and approved by the Central Government are provided herein below:

Name	MR. SOMAYAJULU KODUKULA AYYANNA	MR. SAMBASIVA RAO NANNAPANENI
DOB / Age	26/4/1953 ; 72 years	01/07/1955; 70 years
Qualification	• Graduate in Commerce, • Certified Associate of Indian Institute of Bankers.	• B.Sc. and M.Sc. in Agriculture, • Post Graduate Diploma in Japanese Management, and • Post Graduate Diploma in Management
Experience (including expertise in specific functional area)/ Brief Resume	He worked as a Chief General Manager of Central Bank of India upto April 30, 2013, with over 4 decades of experience in Commercial Banking, Corporate Credit, International Business, Treasury Operations, Merchant Banking, HRD and Credit Card Business. He has steered successfully the Bank's Chennai and Hyderabad zones in the capacity of Zonal Head and achieved new milestones in the business of the Bank	He worked as a MD of Krishak Bharati Coopative Limited from Aprril 2014 to December 2019 and was instrumental in implementing new initiatives to resolve all the deficiencies, which resulted in better functioning of business operations across organization and better synergies has been achieved.
Remuneration last drawn	Nil	Nil
Remuneration proposed to be paid	Nil	Nil
Date of first appointment on the Board	29/08/2020	29/08/2020
Shareholding in the Company	Nil	Nil
Relationship with other Directors/Key Managerial Personnel	Not a related party	Not a related party

Number of meetings of the Board attended during the financial year (2024-25)	5	5
Directorships of other Boards	Nil	• NSL Krishnaveni Sugars Limited • NACL Industries Limited • Prabhat Agri Biotech Limited
Membership/ Chairmanship of Committees of other Boards*	Nil	Audit Committee – 3 NRC Committee – 2 CSR Committee – 2

**Memberships/Chairmanships of only Audit Committees, Nomination and Remuneration Committee, Corporate Social Responsibility Committee and Stakeholders' Relationship Committees in all companies have been considered.*

By Order of the Board,
For NSL Sugars Limited

NSL SUGARS LIMITED

M Rajini Kanth
Company Secretary
(M. No.:8655)

Place : Hyderabad
Date : 05-08-2025

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 – 560 025.

Extra-ordinary 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 Extra-ordinary General Meeting of the Company, to be held on Thursday, 28th August, 2025 at 3:00 P.M. at the registered office of the Company at 4th Floor, 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	
Special Business		**For**	**Against**
1	Re-appointment of Mr. Somayajulu Kodukula Ayyanna (DIN: 02535927) as Independent Director		
2	Re-appointment of Mr. Sambasiva Rao Nannapaneni (DIN: 06400663) as Independent Director		

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 Extra-ordinary 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 – 560 025.

ATTENDANCE SLIP

Venue of the Meeting: 4th Floor, NSL Icon, #8-2-684/2/A, Road No.12, Banjara Hills, Hyderabad-500034.
Date and Time of Meeting: Thursday, 28th August, 2025 at 3:00 PM

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 Extra-ordinary General Meeting of Members of NSL Sugars Limited held on Thursday, 28th August, 2025 at 3:00 PM at 4th Floor, NSL Icon, #8-2-684/2/A, Road No.12, Banjara Hills, Hyderabad-500034.

Signature of Member / Proxy

Notes:

1. Notice of the Extra-ordinary 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 Extra-ordinary General Meeting can print copy of this Attendance Slip.

2. Physical copy of Notice of Extra-ordinary 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 EGM