

# **NSL SUGARS LIMITED**

## **NOTICE OF EXTRA-ORDINARY GENERAL MEETING**

**MEETING DATE: FRIDAY,  
22<sup>nd</sup> SEPTEMBER, 2023  
TIME: 3.00 PM**

### **VENUE**

**CORPORATE OFFICE:**

**NSL ICON, 4<sup>th</sup> FLOOR, PLOT NO. 1 TO 4,  
ROAD NO. 12, BANJARA HILLS,  
HYDERABAD-500034,  
INDIA**

## NOTICE

NOTICE IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF NSL SUGARS LIMITED WILL BE HELD ON FRIDAY THE 22<sup>nd</sup> SEPTEMBER, 2023 AT 3.00 P.M. AT THE CORPORATE OFFICE OF THE COMPANY SITUATED AT NSL ICON, 4<sup>th</sup> FLOOR, PLOT NO. 1 TO 4, ROAD NO. 12, BANJARA HILLS, HYDERABAD-500034, INDIA TO TRANSACT THE FOLLOWING BUSINESS:

### SPECIAL BUSINESS:

#### ITEM NO. 1:

#### 1. EXTENSION OF TENURE OF 16% COMPULSORY CONVERTIBLE NON- CUMULATIVE PREFERENCE SHARES

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 Section 48 and 55 and other applicable provisions if any of the Companies Act, 2013 (including statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company and subject to the such approvals, consents, sanctions and permission of appropriate authorities, departments and bodies as may be required and subject to such terms and conditions, alterations and modifications as may be considered appropriate and agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which terms shall include a duly authorized committee thereof for the time being exercising the powers conferred by the Board), not affecting the rights of any other class of shareholders, approval of the Members of the Company be and is hereby accorded for variation in the rights of preference shareholders holding 9,50,000 – 16 % Compulsory Convertible Non-Cumulative Preference Shares of Rs. 100/- each fully paid up by further extension of maturity date as mentioned below:

Name of the Preference Shareholder	No. of Preference Shares	Date of Allotment	Original date of Maturity	Further Extended Date of Maturity
Mandava Holdings Private Limited	9,50,000	24.09.2013	23.09.2023	23.09.2033

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary or desirable and authorized to delegate all or any of the powers herein conferred to any Committee or Director or any other Executive/Authorized Representative(s) of the Company to give effect to the aforesaid resolution.”

**BY ORDER OF THE BOARD  
For NSL Sugars Limited**



*M. Kanth*

**Rajini Kanth Mulugu  
Company Secretary**

Date: 1-9-2023  
Place: Hyderabad

**NOTES:**

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a member. Proxies in order to be effective must be received by the company not later than forty eight (48) hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
2. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.
3. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
4. Relevant documents referred to in the accompanying Notice and in the Explanatory Statements are open for inspection by the Members at the Company's Registered Office on all working days of the Company, during business hours up to the date of the Meeting.
5. Corporate Members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company, a certified copy of the relevant Board Resolution together with their respective specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting.
6. The Members are requested to update their e-mail id and correspondence address if there are any changes.
7. Map to the venue of the meeting is annexed.

**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**

**EXTENSION OF TENURE OF 16% COMPULSORY CONVERTIBLE NON- CUMULATIVE PREFERENCE SHARES**

Your Company approached M/s. Mandava Holdings Private Limited (MHPL), Holding Company for the infusion of funds to augment the resources for meeting certain expenses, by offering Compulsory Convertible Non-Cumulative Preference Shares (CCNCPS).

The 9,50,000 – 16% CCNCPS issued and allotted to MHPL on 24<sup>th</sup> September, 2013 are due for maturity on or before 23<sup>rd</sup> September, 2023.

Pursuant to Section 48 of the Companies Act, 2013, where the share capital of Company is divided in to different classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of not less than three-fourth of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class. Further, Section 55 of the Companies Act, 2013 provides that Preference Shares can issued for a maximum period of 20 years.

MHPL, class of preference shareholder agreed to the further extension for a period of 10 years i.e., till 23<sup>rd</sup> September, 2033 vide letter dated 1-9-2023.

Pursuant to Section 48 of the Companies Act, 2013, where the share capital of Company is divided in to different classes of shares, the rights attached to the shares of any class may be varied with the consent in writing of not less than three-fourth of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of the issued shares of that class. Further, Section 55 of the Companies Act, 2013 provides that redeemable/convertible preference shares can issued for a maximum period of 20 years.

Your Board of Directors at their meeting held on 18<sup>th</sup> July, 2023, approved the extension of maturity further for a period of 10 years in the manner below subject to approval of Members:

<b>Name of the Preference Shareholder</b>	<b>No. of Preference Shares</b>	<b>Date of Allotment</b>	<b>Original date of Maturity</b>	<b>Further Extended Date of Maturity</b>
Mandava Holdings Private Limited	9,50,000	24.09.2013	23.09.2023	23.09.2033

Accordingly, the Board recommends item no. 1 for approval of Members as a special resolution.

None of the Directors/Key Managerial Personnel of the Company are interested in the aforesaid Resolution, except to the extent if applicable in their capacity as shareholders.

Date: 1-9-2023  
Place: Hyderabad



**BY ORDER OF THE BOARD  
For NSL Sugars Limited**

**Rajini Kanth Mulugu  
Company Secretary**

**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: U15429KA1999LCO26121

**Name of Company:** NSL Sugars Limited  
**Regd. Office:** 60/1, 2<sup>nd</sup> Cross, Residency Road, Bangalore, Karnataka-560025  
**Extra Ordinary 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 Extra-Ordinary General Meeting of the Company, to be held on Friday the 22<sup>nd</sup> September, 2023 at 3.00 P.M. at the corporate office of the Company situated at NSL Icon, 4<sup>th</sup> Floor, Plot No. 1 to 4, Road No. 12, Banjara Hills, Hyderabad-500034, India and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
Special Business			
1.	Extension of tenure of 16% Compulsory Convertible Non- Cumulative Preference Shares		

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023  
Signature of Shareholder(s) \_\_\_\_\_  
of Proxy holder(s) \_\_\_\_\_

Notes:

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.

Affix	One
Rupee	
Revenue	
Stamp	

1. A Proxy need not be a member of the Company.
2. 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.
3. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
4. The Proxy-holder shall prove his/her identity at the time of attending the Extra Ordinary General Meeting.
5. 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: U15429KA1999LCO26121

**Name of Company:** NSL Sugars Limited

**Regd. Office:** 60/1, 02nd Cross, Residency Road, Bangalore, Karnataka-560025

**ATTENDANCE SLIP**

**Venue of the Meeting:** NSL Icon, 4<sup>th</sup> Floor, Plot No. 1 to 4, Road No. 12, Banjara Hills, Hyderabad-500034, India

**Date and Time of Meeting:** Friday, 22<sup>nd</sup> September, 2023

**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 Extra Ordinary General Meeting of Members of NSL Sugars Limited held on Friday the 22<sup>nd</sup> September, 2023 at 3.00 P.M. at the corporate office of the Company situated at NSL Icon, 4<sup>th</sup> Floor, Plot No. 1 to 4, Road No. 12, Banjara Hills, Hyderabad-500034, India.

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/Depository 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 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**

