

NSL KRISHNAVENI SUGARS LIMITED

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

MEETING DATE: 03rd August, 2023
TIME: 10:00 A.M



NSL KRISHNAVENI SUGARS LIMITED

(CIN: U15421TG2006PLC050837)
Reg. & 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

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 Krishnaveni Sugars Limited will be held on Thursday, 3rd August, 2023, at 10:00 a.m. at registered office of the Company situated at NSL Icon, Plot No.1 to 4 Road No.12, Banjara Hills, Hyderabad-500034, to transact the following Business:

Special Business:

1. EXTENSION OF TENURE OF 10% COMPULSORY CONVERTIBLE/ REDEEMABLE 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 3,20,00,000 – 10 % Compulsory Convertible/ Redeemable Preference Shares of Rs. 10/- each fully paid up by further extension as mentioned below:

Name of the Preference Shareholder	No. of Preference Shares	Date of Allotment	Original date of Maturity	Further Extended Date of Maturity
NSL Sugars Limited	3,20,00,000	05.08.2013	04.08.2023	04.08.2033

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 Krishnaveni Sugars Limited**

Place : Hyderabad
Date : 18.7.2023



M. Susri
Company Secretary
(M. No. 47676)

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; and
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.

ANNEXURE TO NOTICE
Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013.

ITEM NO. 1

EXTENSION OF TENURE OF 10% COMPULSORY CONVERTIBLE/ REDEEMABLE PREFERENCE SHARES:

Your Company had availed an unsecured interest free loan of Rs.203.10 crores from its shareholders till 31-3-2013. In terms of Memorandum of Understanding (MOU) executed by the Company with its equity shareholders on 27-3-2013 it was proposed to convert an amount of Rs.53.66 crores into equity shares and Rs.149.44 crores into Preference Shares.

The approval of members was obtained at the Extra-ordinary General Meeting held on 3-5-2013 and the Management Committee at its meeting held on 8-6-2013 allotted 5,36,60,000 Equity shares of Rs.10/- each to NSL Sugars Limited (NSL-SL) (the holding company) and other shareholders, up on conversion of unsecured loan of Rs.53.66 crores.

Further approval of members was obtained at the

- (i) Extra-ordinary General Meeting held on 29-6-2013 and the Management Committee allotted Compulsory Convertible / Redeemable Preference Shares by converting the unsecured loan of Rs.80 crores to NSL-SL.
- (ii) Extra-ordinary General Meeting held on 29-3-2014 and the Management Committee allotted Compulsory Convertible / Redeemable Preference Shares by converting the unsecured loan of Rs.50 crores to NSL-SL.

The list of Compulsory Convertible / Redeemable Preference Shares (CCPS) issued by the Company upon conversion of the unsecured loans are as under:

Sl. No.	Name of Shareholder	No. of Preference shares allotted	Amount Paid (incl. Premium, if any) @ Rs. 10/- each	Date of Allotment	Date of Maturity
1	NSL Sugars Limited	2,40,00,000 (2% cumulative redeemable/convertible preference shares)	24,00,00,000	05.08.2013	03.08.2027
2	NSL Sugars Limited	2,40,00,000 (6% cumulative redeemable/convertible preference shares)	24,00,00,000	05.08.2013	04.08.2033
3	NSL Sugars Limited	3,20,00,000 (10% cumulative redeemable/convertible preference shares)	32,00,00,000	05.08.2013	04.08.2023
4	NSL Sugars Limited	1,50,00,000 (2% Compulsorily Convertible / Redeemable Preference shares)	15,00,00,000	19.06.2014	18.06.2027

5	NSL Sugars Limited	1,50,00,000 (6% Compulsorily Convertible / Redeemable Preference shares)	15,00,00,000	19.06.2014	18.06.2026
6	NSL Sugars Limited	2,00,00,000 (10% Compulsorily Convertible / Redeemable Preference shares)	20,00,00,000	19.06.2014	18.06.2024

The 3,20,00,000 – 10% CCPS issued and allotted to NSL-SL on 5th August, 2013 were due for maturity on or before 4th August, 2023. NSL-SL (100 % Shareholder), class of preference shareholder agreed to the further extension for a period of 10 years i.e., till 4th August, 2033 vide letter dated 18-7-2023.

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 30th June, 2023, approved the extension of maturity further for a period of 10 years in the manner below subject to approval of Members:

Name of the Preference Shareholder	No. of Preference Shares	Date of Allotment	Original date of Maturity	Further Extended Date of Maturity
NSL Sugars Limited	3,20,00,000	05.08.2013	04.08.2023	04.08.2033

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.

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

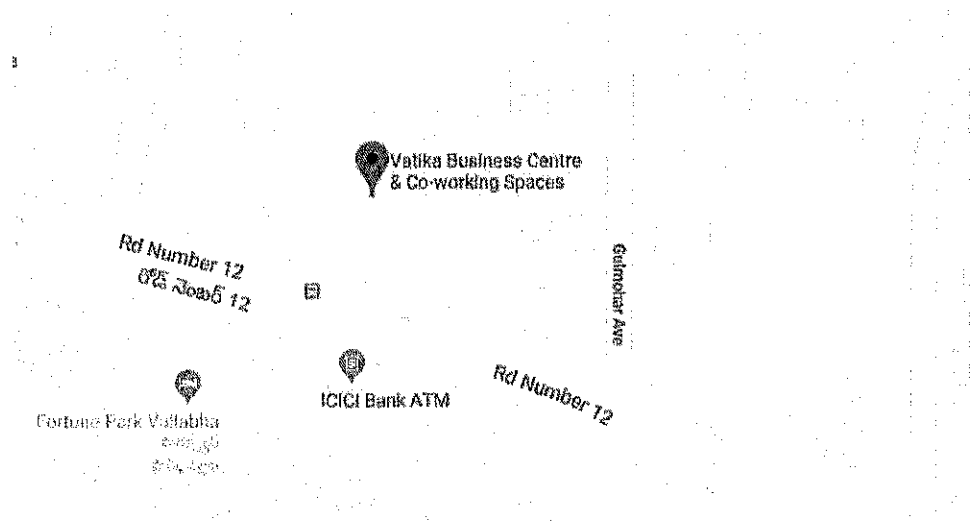


M. Susri

M. Susri
Company Secretary
(M.No. 47676)

Place : Hyderabad
Date : 18-7-2023

ROUTE MAP TO THE VENUE OF THE EXTRA-ORDINARY GENERAL MEETING
Venue: NSL Icon, Plot No.1 to 4, Road No.12, Banjara Hills, Hyderabad-500034.



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: U15421TG2006PLC050837

Name of Company: NSL Krishnaveni Sugars Limited

Regd. Office: NSL Icon, Plot No.1 To 4 Road No.12, Banjara Hills Hyderabad-500034.

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 Thursday, 3rd August, 2023 at 10.00 a.m. at the registered office of the Company at 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	
		For	Against
1	Extension of tenure of 10% CCPS		

Signed this _____ day of _____ 2023
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: U15421TG2006PLC050837

Name of Company: NSL Krishnaveni Sugars Limited

Regd. Office: NSL Icon, Plot No.1 to 4 Road No.12, Banjara Hills Hyderabad -500034.

ATTENDANCE SLIP

Venue of the Meeting: NSL Icon, Plot No.1 to 4 Road No.12, Banjara Hills Hyderabad -500034.

Date and Time of Meeting: Thursday, 3rd August, 2023 at 10:00 a.m.

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 Krishnaveni Sugars Limited held on Thursday, 3rd August, 2023 at 10:00 a.m. at NSL Icon, Plot No.1 to 4 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/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.