NOTICE

Notice is hereby given that the Twenty Third Annual General Meeting of the members of NSL TEXTILES LIMITED will be held at 10.30 a.m. on Friday the 26th day of September, 2025 at the Registered Office of the Company at 3rd Floor, 'EMGEE House', 4th Lane, Chandramouli Nagar, Ring Road, Guntur, Andhra Pradesh, India to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

   (a) the Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2025, together with the Reports of the Board of Directors and Auditors thereon.

   (b) the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2025, together with the Report of the Auditors thereon.

2. To appoint a Director in place of Sri Prem Malik (DIN: 00023051), who retires by rotation, and being eligible, offers himself for re-appointment.

3. To appoint a Director in place of Smt. Ashapriya (DIN: 01199936), who retires by rotation, and being eligible, offers herself for re-appointment.

4. To appoint Statutory Auditors and to fix their remuneration and in this regard 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 139(1) and Section 142(1) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, as amended from time to time, consent of the Company be and is hereby accorded to appoint M/s Aaki & Co., (Firm Registration No.013453S), Chartered Accountants, as Statutory Auditors of the Company from the conclusion of 23rd Annual General Meeting until the conclusion of 24th AGM to be held in the year 2026 at such remuneration as may be mutually agreed to by and between the Chairman of the Board of Directors and the Auditors plus applicable taxes extra and out of pocket expenses as may be incurred in carrying out the statutory audit".

SPECIAL BUSINESS:

5. To ratify the appointment of Cost Auditors and to fix their remuneration and in this regard 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, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the Company be and is hereby accorded to ratify appointment of cost auditor M/s. Narsimha Murthy & Co. Cost Accountants (Firm Registration No.000042) with a remuneration of Rs.4,60,000/- plus applicable taxes thereon and reimbursement of out of pocket expenses as may be incurred in carrying out the cost audit, who have been appointed by the Board of Directors on 20.08.2025 as Cost Auditors of the Company for conducting the cost audit for the financial year ending on 31st March, 2026."

6. Re-appointment of Dr. M.Malakondaiah as Independent Director of the Company

   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 149, 152 read with Rule 4 of Companies(Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, and subject to such approvals as may be required, the consent of the Company be and is hereby accorded for the re-appointment of Dr. M.Malakondaiah [DIN: 01431923] as Independent Directors of the Company for a period of 5 years from 07.12.2025 to 06.12.2030."

7. Re-appointment of Shri Ch.Appa Rao as whole-time Director of the Company

   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 203, 196, 197 and 198 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Shri Ch.Appa Rao [DIN: 00011095], whose age is above 70 years, be and is hereby re-appointed as Whole-time Director of the Company, not liable to retire by rotation, for a period of two years effective from 06.09.2025 to 05.09.2027 with such remuneration as recommended by Board and as detailed in the explanatory statement attached to the notice."

8. Regularization of additional director Sri M.Vishnuvardhana Rao as Independent Director of the Company

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

   "RESOLVED THAT Sri M.Vishnuvardhana Rao holding [DIN:10813611], who was appointed as an Additional Director in the capacity of Independent Director of the Company, by the Board of Directors in their meeting held on 20.08.2025 under section 161(1) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof) and applicable provisions of the Articles of Association of the Company and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as Independent Director of the Company."

By Order of the Board
For NSL Textiles Limited

Sd/-
Ch.Appa Rao
Director DIN:00011095]

Place: Hyderabad
Date: 20.08.2025

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such a proxy need not be member.
2. Instruments of proxies in order to be valid must be received by the Company not less than 48 hours before commencement of the meeting.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this notice:

Item No.5

Ratification of the appointment of Cost Auditors and to fix their remuneration

In terms of the provisions of Section 148 of the Companies Act, 2013 and the Rules made thereunder, the Company is required to maintain Cost Audit records and have the same audited by a Cost Auditor. Board of Directors of the Company appointed M/s Narasimha Murthy & Co, as Cost Auditors of the Company on 20.08.25 for conducting the cost audit for the financial year ending 31st March, 2026, with a remuneration of Rs.4,60,000/-(Rupees Four Lakhs Sixty Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses at actuals.

Rule 14 of Companies (Audit and Auditors) Rules, 2014 as amended, requires that the appointment and remuneration payable to the Cost Auditor be ratified by the Members. Hence, the resolution at item No.5 of the notice is presented to the Members for their consent to ratify the same.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at item No.5 of the accompanying Notice.

The Board recommended the Ordinary Resolution in the Item No.5 of the notice for ratification by the shareholders.

Item No.6

Re-appointment of Dr. M.Malakondaiah as independent Director of the Company

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013 read with Schedule IV of the Act, Dr. M.Malakondaiah, being eligible and offering himself for appointment, is proposed to be re-appointed as an Independent Director for five consecutive years for the period from 07.12.2025 to 06.12.2030.

In the opinion of the Board, Dr. M.Malakondaiah fulfills the conditions specified in the Companies Act, 2013 and rules made there under for his re-appointment as an independent director of the Company and is independent of the management. He is not holding any equity shares in the Company and does not hold, by himself or for any other person any shares on a beneficial basis in the Company.

The Board considers that his continued association would be of great benefit to the Company and it is desirable to continue the service of Dr. M.Malakondaiah as Independent Director of the Company. Accordingly, the Board recommends the Resolution in relation to re-appointment of Dr. M.Malakondaiah as Independent Director, for the approval by the shareholders of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel or their relatives except Dr. M.Malakondaiah is concerned or interested, financial or otherwise, in the resolution set out at item No. 6.

The Board recommended the Special Resolution in the Item No.6 of the notice for the approval by the shareholders.

Item No.7

Re-appointment of Shri Ch.Appa Rao an Whole-time Director of the Company

Board of Directors at the meeting held on 20th August, 2025, on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of members, the re-appointment of Sri Ch.Appa Rao as Whole-time Director of the Company.

The remuneration of Shri Ch.Appa Rao is detailed below:-

Minimum Remuneration:

Where in any financial year during the tenure of Sri Ch.Appa Rao (DIN: 00011095) as Whole-time Director, if the Company incurs loss or its profits are inadequate, the Company shall pay the remuneration by way of salary and perquisites as a minimum remuneration subject to the provisions of Companies Act, 2013(Act) read with Schedule V to the Act."

Broad particulars of the terms of appointment and remuneration payable to Sri Ch.Appa Rao, are as mentioned here under:

1. Salary
(i) At the rate not exceeding Rs. 2,75,000/- per month; and

with such percentage of increments (following April to March year) over the existing Basic salary and Allowances, as on 1st April every year, commencing from 1st April, 2026 as may be decided by the management of the company and as applicable to other employees of the company and subject to the limits specified under the provisions of Companies Act,2013(Act) read with Schedule V to the Act.

2. Perquisites & Allowances
I. House Rent Allowance in accordance with the policy of the Company.

II. Medical Reimbursement:
Reimbursement of Medical Expenses incurred by him for self and family in accordance with the rules of the Company

III. Leave Travel Allowance:
Leave Travel Allowance for him and his family incurred in accordance with the rules of the Company, if any.

IV. Provident Fund, Super-annuation Fund and Gratuity:
Company's Contribution to Provident Fund, Superannuation Fund shall not be applicable to him and Gratuity as per rules of the Company payable to Sri Ch.Appa Rao (holding DIN No. 00011095), will not be considered for calculating the ceiling on remuneration.

V. Car and Telephones:
Provision of car with chauffeur for use on Company's business and telephone, mobile and communication facilities like Internet at residence shall not be considered as perquisites.

VI. Leave:
Leave on full pay and allowance, as per the rules of the Company. However, leave accumulated but not availed of will be allowed in accordance with the rules of the Company.

VII. Period:
2 years commencing from 06th September, 2025 to 05th September, 2027. The office of Whole-time Director may be terminated by the Company or by him by giving the other 3 (three) months' prior notice in writing.

3) Minimum Remuneration:
Notwithstanding anything herein contained, where in any financial year during the period of his office as Whole-time Director, the Company has no profits or its profits are inadequate, the

Company may, subject to the requisite approvals, pay Sri Ch.Appa Rao, remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Sri Ch.Appa Rao (holding DIN No. 00011095)

4) Other Terms:
I. Compensation:
The Whole-time Director shall be entitled to compensation for loss of office as provided in Section 191 and 202 of the Companies Act, 2013.

II. Sitting Fees:
No Sitting Fees shall be paid to the Whole-time Director for attending meeting of the Board of Directors or any Committee of the Board.

III. Reimbursement of Expenses:
Reimbursement of expenses incurred for travelling, boarding and lodging including for his attendant(s) during business trips; provision of car with chauffeur for use on the Company's business; telephone expenses at residence and club membership shall be reimbursed and not considered as perquisites.

IV. General:
(i) The Whole-time Director will perform his duties as such with regard to all work of the Company and he will manage and attend to such business and carry out the directions given by the Board from time to time in all respects and confirm to and comply with all such directions and regulations as may from time to time be given and made by the Board and his functions will be under the overall authority of the Board of Directors.

(ii) The Whole-time Director shall adhere to the Company's Code of Business Conduct and Ethics for Directors and Management personnel.

(iii) Sri Ch.Appa Rao (holding DIN No. 00011095), satisfies all the conditions set out in Part-I of Schedule V to the Companies Act, 2013 for being eligible for the re-appointment as Whole-time Director of the Company except that he has attained the age of seventy years for which the approval of members by a special resolution is being sought by the company in general meeting,.

I GENERAL INFORMATION:

(1) Nature of industry:
The Company is a manufacturing industry with business value chain covering all the operations from the extraction of cotton lint to Garments manufacturing.

(2) Financial Performance based on given indicators:
During the year ended 31st March 2025, the Company achieved Total Income of Rs. 81,766.06 lacs, a ~~Profit~~/Loss of Rs. (16,541.54) Lacs. The detail financial performance of the Company is discussed in the enclosed Annual Report for the year ended 31st March 2025.

II INFORMATION ABOUT APPOINTEE:

(1) Background Detail:
Sri Ch.Appa Rao (holding DIN No. 0001195) aged 75 years, has been associated with Company in various capacities such as Director and Whole-time Director since 22.03.2004 and

he was holding the position of Whole-time Director with the Company with effect from 06.09.2021.

(2) Past Remuneration:
Rs. 2,75,000/- plus retirement benefits (financial year 2022-23) as Whole-time Director of the Company.

(3) Job profile and suitability:
Sri Ch.Appa Rao (holding DIN No. 0001195), shall be responsible for the day to day operation and managing the affairs of the Company under the superintendence, guidance and control of the Board. He was functioning as Whole-time Director of the Company since 06.09.2021 and will be holding his office till 05.09.2025. Sri Ch.Appa Rao is a Commerce Graduate and Fellow of Indian Institute of Insurance and has more than 30 years of experience in the Insurance Industry in Senior Management positions. As an able administrator, he joined Nuziveedu Seeds Limited and has coordinated successful implementation of various projects of the NSL Group. Sri Ch.Appa Rao was fully involved in operation of the existing Units and implementation of the projects of the Company more particularly in areas like Administration, Coordination, Laisioning with various Departments and Agencies of Government when he was holding the position of Whole-time Director of the Company earlier.

(4) Remuneration proposed

As mentioned above

(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person keeping in view the type of the industry, size of the Company, the responsibilities and profile of Sri Ch.Appa Rao (holding DIN No. 0001195), the proposed remuneration is competitive with the remuneration paid by other companies in similar line of business to such managerial personnel.

(6) Pecuniary relationship with the Company, or relationship with the managerial personnel

Sri Ch.Appa Rao (holding DIN No. 0001195) is holding nil equity shares in the paid-up capital of the Company. None of the Directors or Key Managerial Personnel of the Company is, in any way, concerned or interested in the Resolution.

III OTHER INFORMATION:

(1) Reasons of loss or inadequate profits
Uncertain economic conditions, poor economic growth, high inflation, slow-down in industrial growth and negative market condition of textile industry severely affected the performance of the company. This had an adverse effect on profitability of the company.

(2) Steps taken /to be taken for improvement
The Company continues its efforts to generate fund based business. The Company continues to make all efforts to recover dues from the clients by negotiations or by all other means of recourses.

(3) Expected increase in productivity and profits
The stable and decisive governments both in the State as well as at the Centre, will certainly boost the prospects for the financial year ahead and the management is optimistic of achieving improvement in performance.

IV DISCLOSURES:

The detail required to be furnished under the Disclosures, is already provided wherever applicable.

Pursuant to the section 196, 197,198 & 203 and other applicable provisions of Companies Act, 2013, approval of the members of the Company is required for appointment of Ch.Appa Rao as Whole-time Director of the Company and also whose age is above 70 years by way of special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Shri Ch.Appa Rao is concerned or interested, in the resolution set out at item No. 7.

The Board recommended the Special Resolution in the Item No.7 of the notice for the approval by the shareholders.

Item No.8

Regularization of appointment of Additional Director Sri M.Vishnuvardhana Rao as Independent Director of the Company

Sri M.Vishnuvardhana Rao [DIN:10813611], who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors in its meeting held on 20.08.25, will be holding the office up to the date of this Annual General Meeting.

As per the provisions of Section 161 of Companies Act, 2013, the appointment of additional director be regularized by the Members in the Annual General Meeting. Hence, the resolution at item No.8 of the notice is presented to the Members for their approval.

None of the Directors or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at item No.8 of the accompanying Notice.

The Board recommended the Ordinary Resolution in the Item No.6 of the notice for approval by the shareholders.

By Order of the Board
For NSL Textiles Limited

Sd/-
Ch.Appa Rao
Whole-time Director [DIN:00011095]

Place: Hyderabad
Date: 20.08.2025

NSL TEXTILES LIMITED

EMGEE HOUSE', 3rd Floor, Chandramouli Nagar, 4th Lane, Ring Road, Guntur Andhra Pradesh, India - 522007

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

I/We, being the member(s) of ____________shares of the above named company. Hereby appoint

Name :	E-mail Id:
Address:	
Signature , or failing him	

Name :	E-mail Id:
Address:	
Signature	

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 at 10.30 a.m. on Friday the 26th Day of September,2025 at Registered office at EMGEE House, 3rd Floor, 4th Lane, Chandramouli Nagar, 4th Lane, Ring Road, Guntur- 522007, A.P., India and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	To receive, consider and adopt the Audited Balance Sheets		
2.	To appoint a Director in place of Sri Prem Malik, who retires by rotation and being eligible offers himself for re-appointment		
3.	To appoint a Director in place of Smt M.Asha Priya, who retires by rotation and being eligible offers herself for re-appointment		
4.	Appointment of Statutory Auditor		
5.	Ratification of Appointment of Cost Auditor		
6.	Re-Appointment of Dr. K.Malakondaiah as Independent Director		
7.	Re-Appointment of Sri Ch.Appa Rao as Whole-time Director of the Company		
8.	Regularization of additional director Sri M.Vishnuvardhana Rao as Independent Director of the Company		

Signed this _____day of _____2025

Affix Revenue Stamps

Signature of Shareholder   Signature of Proxy holder   Signature of shareholder across Revenue Stamp

Note:

1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

2) The proxy need not be a member of the Company.

NSL TEXTILES LIMITED
EMGEE HOUSE', 3rd Floor, Chandramouli Nagar, 4th Lane, Ring Road, Guntur Andhra Pradesh, India - 522007

ATTENDANCE SLIP
(To be handed over at the entrance of the meeting hall)

Annual General Meeting at 10.30 a.m. on Friday the 26th day of September, 2025

Full name of the members attending ________________________________
(In block capitals)
Ledger Folio No./Client ID No. ____________________ No. of shares held: ____________

Name of Proxy ____________________________
(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Annual General Meeting of the Company, to be held at 10.30 a.m. on Friday the 26th day of September, 2025 at registered office at EMGEE House, 3rd Floor, 4th Lane, Chandramouli Nagar, 4th Lane, Ring Road, Guntur- 522007, A.P., India.

(Member's /Proxy's Signature)

Note:

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.

ROUTE MAP TO REGISTERED OFFICE AT GUNTUR