



**L H SUGAR FACTORIES LTD**  
**CIN NO. U15422UP1933PLC000489**  
Reg. Office: Civil Lines, Pilibhit- 262001 (U.P)  
Ph. No. 05882 255867/256053, Fax: 05882-255518  
Email- accounts@lhsugar.com, www.lhsugar.in

**Notice of Extra Ordinary General Meeting**

**NOTICE** is hereby given that an Extra Ordinary General Meeting of the Members of the company will be held at the **Registered office of the Company situated at Civil Lines, Pilibhit, Uttar Pradesh-262001** on **05<sup>th</sup> Day of January 2023, Thursday at 01.00 P.M.** to transact the following business(es):

**SPECIAL BUSINESSES:**

**ITEM No. 1- TO ALTER THE OBJECT CLAUSE OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the of members of the Company be and is hereby accorded, to insert new clauses after clause III(29) of the Memorandum of Association of the Company with the following new clauses:

**III(30).** Production and Processing of Ethanol/Absolute Alcohol, E&A, Spirit of every kind and description.

**ITEM NO. 2- TO APPROVE THE RE- APPOINTMENT OF SHRI ARVIND PRASAD AS WHOLE TIME DIRECTOR OF THE COMPANY**

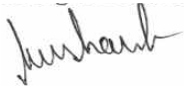
To consider and if thought fit , to pass , with or without modification(s) , the following resolution as an **Special resolution:**

**RESOLVED THAT** pursuant to Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V to the Act and subject to the approval by a resolution of the members in the general meeting of the Company and other applicable provisions of the Companies Act 2013 including any statutory modification, and re-enactment thereof for the time being in force read with Companies ( Appointment and Remuneration of Managerial Personnel) Rules 2014 Shri Arvind Prasad ( DIN No 00373551) be and is hereby re-appointed as Whole Time Director of the company for a further period of 5 years on the terms and conditions as mentioned below.

1. Salary Rs. Nil per month
2. Company’s contribution to the provident fund as per Company’s Rules subject to the maximum of 12% of the salary, as laid down under Income Tax rules. **NA**
3. Gratuity at the rate of one half months salary for each completed year of service, subject to the maximum as per rules. **NA**
4. The Company will provide a car to the Whole Time Director for official use. The expenses on repairs, maintenance and running paid by the Whole time Director will be reimbursed by the Company.

5. Reimbursement of medical expenses including hospital benefits for the treatment of self and family.
6. The Company will pay the fixed rental charges of telephone for residence and will reimburse cost of telephone calls for Companies Business.

**By the Order of the Board**



**Sushank Agarwal**  
**Company Secretary**

**Registered office:-** Civil Lines, Pilibhit, Uttar Pradesh-262001

**CIN:** U15422UP1933PLC000489

**Date:-** 23.12.2019

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT 2013**

### **ITEM No. 1:**

The principal business activity of the Company is manufacturing of Sugar and chemicals and to acquire, construct, and operate refineries, factories, distilleries etc in connection therewith. The Company proposes to engage or engross itself in the below-mentioned activity.

Production of Ethanol from Grain Plant

To enable the Company to commence the aforesaid business, it is proposed to insert new clause after clause III(29) of the Memorandum of Association of the Company with the following new clause:

**III(30).** Production and Processing of Ethanol/Absolute Alcohol, E&A, Spirit of every kind and description.

As per the provisions of Sections 13 of the Companies Act 2013, the approval of shareholders is required to be accorded for changing the object clause of the Company by way of Special Resolution. Hence the resolution is put to vote for shareholders approval.

A copy of the Memorandum and Articles of Association of the Company together with the proposed alterations is available for inspection by the Members of the Company at its Registered Office during normal business hours on all working days upto the date of the Meeting.

None of the Directors are in any way interested or concerned in the resolution.

### **ITEM NO. 2**

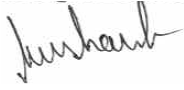
The members of the Company had Re-appointed Shri Arvind Prasad as the Whole Time Director of the Company for a period of 5 (five) consecutive years from October 31,2017 which was effective from 01.01.2018 to 31.12.2022. Now his term is to be renewed further for further of Five years starting from January 01, 2023 and ending on 31.12.2027.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the re-appointment of Shri Arvind Prasad as the Whole Time Director of the Company, post completion of his present term, for a further period of 5 (five) consecutive years i.e. with effect from 01.01.2018 to 31.12.2022. Though he shall be liable to retire by rotation whilst he continues to hold office of Whole-Time Director; however, his reappointment on retirement by rotation will not break his length of service as Whole-Time Director. Shri Arvind Prasad is not disqualified from being reappointed as Director in terms of Section 164 of the Companies Act, 2013 (the Act) and has given his consent to act as Whole-Time Director of the Company. Shri Arvind Prasad satisfies all the conditions as set out in the Section 196(3) of the Act and Schedule V to the Act, for being eligible for his re-appointment.

Other than Shri Mukund Prasad, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of Nomination and Remuneration Committee, Directors recommend the Resolution set out in Item No.2 as a Special Resolution for your approval.

**By the Order of the Board**



**Sushank Agarwal**

**Company Secretary**

**Registered office:-** Civil Lines, Pilibhit, Uttar Pradesh-262001

**CIN:** U15422UP1933PLC000489

**Date:-** 14.12.2022

**NOTES:**

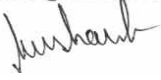
1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of him and a proxy need not be a member of the company. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. Proxies submitted on behalf of companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued on behalf of the nominating organization.

Members are requested to note that a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. If a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company, a certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the Meeting.
3. In case of joint holder attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
4. Members are requested to notify immediately any change in their addresses to the Company.
5. Members desiring any information as regards the Accounts are requested to write to the company at an early date so as to enable the Management to keep the information ready at the Meeting.
6. Relevant documents referred to in the Notice are open for inspection by the members at the Registered Office of the Company on all working days (i.e., except Saturdays, Sundays and Public Holidays) during business hours up to the date of the Meeting. The aforesaid documents will also be available for inspection by members at the Meeting.
7. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Meeting is annexed hereto.
8. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s).
9. Updation of Members' Details :

The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares are requested to submit their necessary details to the Company.

**By the Order of the Board**



**Sushank Agarwal**

**Company Secretary**

**Registered office**:- Civil Lines, Pilibhit, Uttar Pradesh-262001

**CIN:** U15422UP1933PLC000489

**Date:-** 14.12.2022



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**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]**

CIN : U15422UP1933PLC000489  
Name of the Company: L H Sugar Factories Limited  
Registered office : Civil Lines, Pilibhit, Uttar Pradesh-262001  
Name of the Member(s)

Registered Address

Email Id

Folio No./ Client Id

DP ID

I/We, being the member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint:

1. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_; or failing him
2. Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email Id: \_\_\_\_\_  
Signature: \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/us any on my/our behalf at the Extraordinary General Meeting of the Company, to be held on \_\_\_\_\_, the \_\_\_\_\_ at \_\_\_\_\_ PM at its registered office and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution No.**

1. To Change the object clause of the Company
2. To Approve the Re-appointment of Shri Arvind Prasad as Whole time Director

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

Signature of Shareholder \_\_\_\_\_

Signature of Proxy holder \_\_\_\_\_

Affix Revenue  
Stamps

1) This form of proxy in order to be effective should be duly stamped, completed, signed and must be deposited with 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



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**ATTENDANCE SLIP**

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

**Extraordinary General Meeting of L H Sugar Factories Limited**

DP Id  
Regd. Folio No.\*

Client Id  
No. of Shares

S. No.	Name in Full	Father/ Husband Name	Address as Regd. With the Company
1.			
2.			
3.			

I/ We hereby record my/ our presence at the Extraordinary General Meeting of the Company being held on Thursday, the January 05, 2023 at 01:00 PM at its registered office situated at Civil Lines, Pilibhit, Uttar Pradesh-262001

Please ( ) in the box

Member

Proxy

\_\_\_\_\_  
Member's/ Proxy Signature