



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 at Civil Lines, Pilibhit** on **03rd day of February 2024** on Saturday at **12.30 PM** to transact the following business(es):

SPECIAL BUSINESSES:

ITEM No. 1 TO APPROVE THE CHANGE IN DESIGNATION OF SHRI SANDEEP CHANDRA AS WHOLE TIME DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with Schedule V to the Act and the Rules made thereunder, as amended from time to time and based on the recommendation of Nomination and Remuneration Committee, Board of Directors, the consent of the Company be and is hereby accorded for change in designation of Shri Sandeep Chandra from Additional Director to Whole Time Director of the Company for a period of 5 (Five) years from December 11, 2023 to December 10, 2028 on the terms and conditions as to remuneration and perquisites as mentioned below.

1. Salary Rs. 75,000/- 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.
3. Gratuity at the rate of one half months salary for each completed year of service, subject to the maximum as per rules.
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 up to maximum of one month's salary for each completed year of service or five months salary, during five years service.
6. The Company will pay the fixed rental charges of telephone for residence and will reimburse cost of telephone calls for Companies Business.

Certified True Copy
For L H Sugar Factories Limited

Sushank Agarwal
Company Secretary

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

ITEM NO. 4

The Board of the Company had appointed Shri Sandeep Chandra in the Board meeting held on 11.12.2023 as Additional Director and to further designate him as Whole time Director in the General Meeting of the Company.

Now the Company wants to change the designation of Shri Sandeep Chandra from Additional Director to Whole time Director (Executive Director) of the Company for smooth functioning and progress of the Company.

The Board has, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members, approved the change in Designation of Shri Sandeep Chandra as the Whole Time Director of the Company, for a period of 5 (five) years i.e. with effect from December 11, 2023 till December 10, 2028. Shri Sandeep Chandra is not disqualified from being appointed as Whole Time 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 Sandeep Chandra 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 appointment.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Shri Subodh Chandra is concerned or interested, financial or otherwise, in the resolution

Therefore the above resolution has been proposed as an Special resolution & directors of your company recommend the resolution as it is in interest of Company.

NOTES:

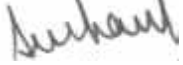
- 1.** A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective, must be received at the Company's Registered Office not less than 48 hours before the Meeting. 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.

**Certified True Copy
For L H Sugar Factories Limited**



**Sushank Agarwal
Company Secretary**

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