

L H SUGAR FACTORIES LTD

Reg. Office: Civil Lines, Pilibhit- 262001 (U.P)

Ph. No. 05882 255867

CIN NO. U15422UP1933PLC000489

Email- cs@lhsugar.co.in, www.lhsugar.org

Notice of the Annual General Meeting

NOTICE is hereby given that 90th Annual General Meeting of the Members of L H Sugar Factories Limited, will be held at the Registered office of the Company at Civil Lines, Pilibhit, UP-262001 on 24th Day of September 2025 on Wednesday at 11.00 AM to transact the following business(es):

ORDINARY BUSINESSES:

1. To receive, consider and adopt the audited Standalone Financial Statements of the company for the financial year ended on 31st March 2025 together with the report of Board of Directors and that of Auditor's thereon.
2. To declare final dividend @ 1/- per equity share having paid up value of Rs. 10/- (Ten rupees) on Equity Shares.
3. To appoint a Director in place of Shri Ayush Agarwal (MCA DIN 07779692) who retires by rotation under section 152(6) of the Companies Act 2013, and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Shri Raghav Chandra (MCA DIN 00023990) who retires by rotation under section 152(6) of the Companies Act 2013, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

5. To ratify the remuneration of Cost Auditors payable to them for the financial year ending on March 31, 2026 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 Rule no. 14 (a) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 100,000/- plus travelling and out of pocket expenses payable to the Cost Auditors M/s M.K. Singhal & Co., Panchvati, Opp. M.M. Degree College, Modinagar, Ghaziabad, as recommended by the Audit Committee, considered and approved by the Board of Directors in their meeting held on 28.08.2025, to conduct the audit of cost records of the Company for the financial year ending March 31, 2026, be and is hereby ratified.

6. To regularize the Additional Director, Smt Manisha Chandra.

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 152, 161 and all other applicable provisions of the Companies Act, 2013 and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), **Smt Manisha Chandra** (DIN: 10944239), who was appointed by the Board of Directors as an Additional Director of the Company with effect from 01st March 2025 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

7. To Regularise Shri Rahul Prasad as Director and to be designated as Whole Time Director

“RESOLVED THAT pursuant to the provisions of Section 161, 178, 196,197,198, 203 of the Companies Act 2013 read with rule 8, 9 and 14 of the Companies (Appointment and Qualification of Directors) Rules 2014 and other applicable provisions of the Companies Act, 2013(including any Statutory Modifications or re-enactments thereof) and pursuant to the recommendations from Nomination and Remuneration committee and Board of Directors in the meeting held on 28.08.2025, Shri Rahul Prasad be and is hereby appointed as Additional Director on the Board of the Company and he shall be designated as Whole time Director and shall hold office for a period of 5 years with effect from 28.08.2025 to 27.08.2030 subject to ratification of his appointment as Director by members in ensuing Annual General Meeting on the terms and conditions as to remuneration and perquisites as mentioned below”

1. Salary Rs. 1,00,000/- 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.

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.** As an austerity measure, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their attendance slip along with a copy of Annual Report to the Meeting.
- 7.** 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.

8. 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.
9. Members / Proxies / Authorised Representatives are requested to bring to the Meeting necessary details of their shareholding, attendance slip(s) and copy(ies) of their Annual Report.
10. Updating 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.

Place: Pilibhit

Dated: 2nd September 2025

by Order of the Board of directors

SD/-
Sushank Agarwal
(Company Secretary)

Registered Office:

L H Sugar Factories Ltd,
Civil Lines, Pilibhit-262001
CIN: U15422UP1933PLC000489
Ph. No. 05882 255867
Email- cs@lhsugar.co.in
Website: www.lhsugar.org

L H SUGAR FACTORIES LTD

Reg. Office: Civil Lines, Pilibhit- 262001 (U.P)
Ph. No. 05882 255867/256053, Fax: 05882-255518
CIN NO. U15422UP1933PLC000489
Email- cs@lhsugar.com,

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

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 7 of the accompanying Notice.

ITEM No. 5:

Pursuant to Section 148 of the Act, read with The Companies (Cost Records and Audit) Rules, 2014 ('the Rules'), as amended from time to time, the Company is required to have the audit of its cost records conducted by a cost accountant in practice. The Board of your Company has, on the recommendation of the Audit Committee, approved the appointment of M/s M.K. Singhal & Co., Panchvati, Opp. M.M. Degree College, Modinagar, Ghaziabad as the Cost Auditors of the Company to conduct Cost Audits of the sugar and co-generation unit for the year ending 31st March, 2026, at a remuneration of Rs. 100,000/- plus applicable taxes and out-of-pocket expenses.

M/s M.K. Singhal & Co., Panchvati, Opp. M.M. Degree College, Modinagar, Ghaziabad have the necessary experience in the field of cost audit, and have submitted a certificate regarding their eligibility for appointment as Cost Auditors of the Company.

In accordance with the provisions of Section 148 of the Act read with the Rules, the remuneration payable to the Cost Auditors has to be ratified by the Shareholders of the Company. The Board recommends the remuneration as aforesaid and the approval of the Shareholders is sought for the same by an Ordinary Resolution.

Item No. 6

Smt Manisha Chandra was appointed as Additional Director by board of directors in the meeting held on 01.03.2025 pursuant to the provision of Section 161(1) of the Companies Act, 2013. She was appointed till the date of AGM to be held.

Now, according to provisions of the Companies Act, 2013, approval of Members is required for the purpose of regularizing his appointment as Director of the Company. Therefore, the Directors recommend the Resolution for acceptance by the Members.

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.

ITEM No. 7

The Board of the Company had appointed Shri Rahul Prasad as Additional Director of the Company in the Board meeting held on 28.08.2025 and to designate him as Whole Time Director subject to the approval of Members 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 appointment of of Shri Rahul Prasad as the Additional Director and to designate him as Whole time Director of the Company, for a period of 5 (five) years i.e. with effect from 28.08.2025 till 27.08.2030. Shri Rahul Prasad 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 Rahul 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 appointment.

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

Dated: 02nd September 2025

by Order of the Board of Directors

SD/-
Sushank Agarwal
(Company Secretary)

Registered Office:

L H Sugar Factories Ltd,
Civil Lines, Pilibhit-262001
CIN: U15422UP1933PLC000489
Ph. No. 05882 255867
Email- cs@lhsugar.co.in
Website: www.lhsugar.org



L H SUGAR FACTORIES LTD

Reg. Office: Civil Lines, Pilibhit- 262001 (U.P)
Ph. No. 05882 255867 Email- cs@lhsugar.com,
CIN NO. U15422UP1933PLC000489

**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 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:

- (1) Name
- (2) Address.....

Email ID

Signature..... **or failing him/her**

- (2) Name
- Address.....

Email ID

Signature..... **or failing him/her**

- (3) Name

Address.....

Email ID.....

Signature..

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 90th Annual General Meeting of the Company, to be held on Wednesday, 24th day of September 2025, at 11.00 A.M at the Registered office of the Company at Civil Lines, Pilibhit, UP-262001 and at any adjournment thereof in respect of such resolutions as are indicated below:

ORDINARY BUSINESSSES:

- Adoption of Directors' Report, Audited Financial Statements for the year ended 31st March, 2025 and Auditors' Report
- Declaration of Dividend
- Re-appointment of Directors who retires by rotation

SPECIAL BUSINESSSES:

1. To ratify the remuneration of Cost Auditors payable to them for the financial year ending on March 31, 2026
2. To Regularize Smt Manisha Chandra as Director
3. To Regularise Shri Rahul Prasad as Director and to designate him as Whole Time Director

Signed this _day of _____, 2025

Signature of the Shareholder

Signature of Proxy holder(s)



Note: 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.

