



Lakshmi Energy and Foods Limited

(Formerly Lakshmi Overseas Industries Ltd.)

Regd. Office: SCO 18-19, 1st Floor, Sector 9-D, Madhya Marg, Chandigarh 160 017

CIN: L00000CH1990PLC010573

Tel : 0172-2740352 / Fax: 0172-2743057 / Email : corporate@lakshmgroun.in

Website : www.lakshmgroun.in

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **25th Annual General Meeting (AGM)** of the members of Lakshmi Energy and Foods Limited will be held on **Wednesday, 28th September, 2016 at 3.00 P.M. at PHD House, PHD Chamber of Commerce and Industry, Sector-31A, Chandigarh-160031**, to transact the following business:

Ordinary Business:

1. To Consider and Adopt:

- (a) the Audited Financial Statement of the Company for the financial year ended March 31, 2016, together with the Reports of Board of Directors and Auditors' thereon; and
- (b) the Audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2016.

2. To appoint a director in place of Mrs. Vijay Laxmi (DIN: 00077006) who retires by rotation at this Annual General Meeting and, being eligible, offers herself for reappointment.

3. To ratify the appointment of Statutory Auditors of the Company 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 Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, pursuant to the recommendations of the audit committee of the Board of Directors, and pursuant to the resolution passed by the members at the 23rd AGM held on September 24, 2014 in respect of appointment of M/s. SMPS & Co., (FR No.021622N) Chartered Accountants, New Delhi, as Statutory Auditors of the Company till the conclusion of the 27th AGM to be held in the year 2018, the company hereby ratifies and confirms the appointment of M/s. SMPS & Co., (FR No.021622N) Chartered Accountants, New Delhi as Statutory Auditors of the Company to hold office from the conclusion of this AGM till the conclusion of 26th AGM to be held in the year 2017 to audit the accounts of the company and that Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2017 as may be determined by the audit committee in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors."

Special Business:

4. To ratify the remuneration of Cost Auditors for the financial year 2016-17 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, in accordance with the provisions of Section 148 of the Companies Act, 2013, or any amendment thereto or modification thereof, the remuneration of M/s. Anil Sharma & Co., Cost Accountants, appointed by the Board of Directors of the Company as the Cost Auditor to conduct the audit of the relevant Cost Records of the Company as prescribed under the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time for the financial year 2016-17, at Rs.1,50,000/- plus reimbursement of out-of-pocket expenses incurred, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, deeds and things and take all such steps as may be necessary, proper and expedient to give effect to this resolution."

By Order of the Board
For Lakshmi Energy and Foods Limited

Place: Khamanon
Date: 11-08-2016

Regd. Office:

SCO 18-19, 1st Floor, Sector 9-D,
Madhya Marg, Chandigarh 160 017
Tel:0172-2740352 Fax: 0172-2743057
Email: corporate@lakshmgroun.in
Website: www.lakshmgroun.in
CIN: L00000CH1990PLC010573

Sd/-
(Ajay K. Ratra)
Company Secretary
M.No.F4681

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. Additional information on Director recommended for re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2013, forms part of the Notice. The Director has furnished the requisite declarations for his/her re-appointment.
3. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE (ON A POLL ONLY) INSTEAD OF HIMSELF/HERSELF.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10 (ten)% of the total share capital of the Company. The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 (forty eight) hours before the commencement of the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

Corporate members are requested to send in advance duly certified copy of Board Resolution/Letter of Authority/ Power of Attorney authorizing their representative to attend the meeting.

The Attendance Slip and a Proxy Form with clear instructions for filing, stamping, signing and/or depositing the Proxy Form forms part of the notice.

4. Route map and details of prominent land mark of the venue of meeting is enclosed.
5. Pursuant to Section 91 of the Act, the Register of Members of the company and Share Transfer Books of the company shall remain closed from Friday, 23rd September, 2016 to Wednesday, 28th September, 2016 (both days inclusive) for annual closing.
6. Under Section 124 of the Companies Act, 2013, the amount of dividend remaining unpaid or unclaimed for a period of 7 (seven) years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF), constituted by the Central Government. During the year under review, there was no amount of unpaid / unclaimed dividend due to be transferred to "Investor Education and Protection Fund" (IEPF) established by the Central Government. However, unpaid/unclaimed dividend of Rs.5,49,637/- in respect of 2007-08 (Final Dividend) was transferred to "Investor Education and Protection Fund" (IEPF) established by the Central Government in May 2016.

Due date for transfer of unclaimed dividend to IEPF

Dividend for the year	Date of Declaration of Dividend	Due date for transfer to IEPF
2008-09 (Final Dividend)	27/03/2010	02/05/2017
2009-10 (Final Dividend)	26/03/2011	01/05/2018
2010-11 (Final Dividend)	28/03/2012	03/05/2019
2011-12 (Final Dividend)	28/03/2013	03/05/2020
2012-14 (Interim Dividend)	03/05/2013	08/06/2020

In terms of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the information in respect of the unpaid and unclaimed Dividends in respect of the financial years from 2007-08 and onwards, as on the date of the 24th Annual General Meeting (AGM) held on 29th September, 2015, on the website of the IEPF viz. www.iepf.gov.in and under "Investor" section on the Website of the Company viz. www.lakshmgroupp.in. Members who have not encashed their dividend warrants so far for the FY 2008-09 or any subsequent years are requested to immediately return the outdated warrants to the company to enable the company to issue DD in lieu thereof.

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to submit their PAN details to the Registrar.
8. Electronic copy of the Annual Report for 2015-16 along with the Notice of the 25th Annual General Meeting of the Company (including Attendance Slip and Proxy Form) is being sent to all the members whose email IDs are registered with the Registrar/Depository Participants with their consent for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 along with the Notice of the 25th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by other permissible modes.
9. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for the period ended 31st March, 2016 will also be available on the Company's website www.lakshmgroupp.in for their download.
10. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.

11. Relevant documents referred to in the accompanying Notice, Explanatory Statement and Annual Report for 2015-16 are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
12. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change in their address or bank mandates immediately to the Company / RTA.
13. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
14. **Remote e-voting** – Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with relevant Rules of the Act and Securities & Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on Resolutions proposed to be passed in the 25th Annual General Meeting (“AGM”) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”). The facility for voting shall also be made available at the AGM and the members attending the AGM who have not cast their vote by remote e-voting shall be able to vote at the AGM. The members who have cast their vote by remote e-voting may attend the AGM but shall not be entitled to cast their vote again.

The Company has engaged the services of Central Depository Services (India) Limited (“CDSL”) to provide e-voting facilities and for security and enabling the members to cast their vote in a secure manner. It may be noted that this e-voting facility is optional. The e-voting facility will be available at the link during the following voting period:

Commencement of e-voting : From 9.00 A.M. of Sep 25, 2016

End of e-voting : Up to 5.00 P.M. of Sep 27, 2016

EVoting shall not be allowed beyond 5.00 p.m. of Sep 27, 2016. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically.

In terms of requirements of the Act, and the relevant Rules, Company has fixed Wednesday, September 21, 2016 as the ‘Cut-off Date’. The remote e-voting / voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. September 21, 2016 only.

A person who is not a member as on the Cut-off Date should treat this Notice for information purpose only. Only members as on Cut-off Date, who have not exercised their voting rights through remote e-voting, shall be entitled to vote at the meeting.

Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e. Wednesday, September 28, 2016.

Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.

The Scrutinizer, after scrutinising the votes cast at the AGM and through remote e-voting, will, not later than 3(three) days of conclusion of the AGM, make a consolidated Scrutinizer’s report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer’s report shall be placed on the website of the Company www.lakshmiroup.in and on the website of CDSL. The results shall simultaneously be communicated to the concerned Stock Exchanges, where the securities of the Company are listed.

15. The Company has appointed Mr. Ajay K. Arora, Practicing Company Secretary, as ‘scrutinizer’ (the “Scrutinizer”), to scrutinize the voting process through remote e-voting and at the AGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
16. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on 25th September, 2016 at 9.00 a.m. and ends on 27th September, 2016 at 5.00 p.m. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is printed alongwith address of shareholder on physical copy. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for <Lakshmi Energy and Foods Limited> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 21, 2016 may follow the same instructions as mentioned above for e-Voting.
- (xxii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Statement Annexed to the Notice in respect of the Special Business pursuant to Section 102 of the Companies Act, 2013 (“Act”)

Item No. 4

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on August 11, 2016, had appointed M/s. Anil Sharma & Co., Cost Accountants as Cost Auditors of the Company for auditing the cost records maintained by the company for the financial year 2016-17 and also fixed their remuneration for the said purpose.

Pursuant to the provisions of Section 148 and any other applicable provisions of the Companies Act, 2013 and Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) remuneration payable to the Cost Auditors is required to be ratified by the members of the Company.

The Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2013 and Secretarial Standard issued by ICSI.

Name of Director	Mrs. Vijay Laxmi
DIN	00077006
Date of Birth	31.05.1950
Nationality	Indian
Date of Appointment	20.07.1990
Address	188-A, Rani Ka Bagh, Amritsar, Punjab
Designation	Director
Brief Resume - Age	66 years
- Qualification	Graduate
Nature of his expertise in specific functional areas and Experience	25 years of experience in trading of food grain.
Terms of appointment or reappointment	Liable to Retire by rotation
Salary last drawn	Nil
Other Companies in which holds Directorship	Nil
Membership of committee of the Board of other companies of which she is a director	Nil
Equity shares held	19,71,100
Relationship with other Directors, Manager and KMP	Not related to any Director, Manager and KMP.
Number of Board Meeting attended during the year	9

By Order of the Board
For **Lakshmi Energy and Foods Limited**

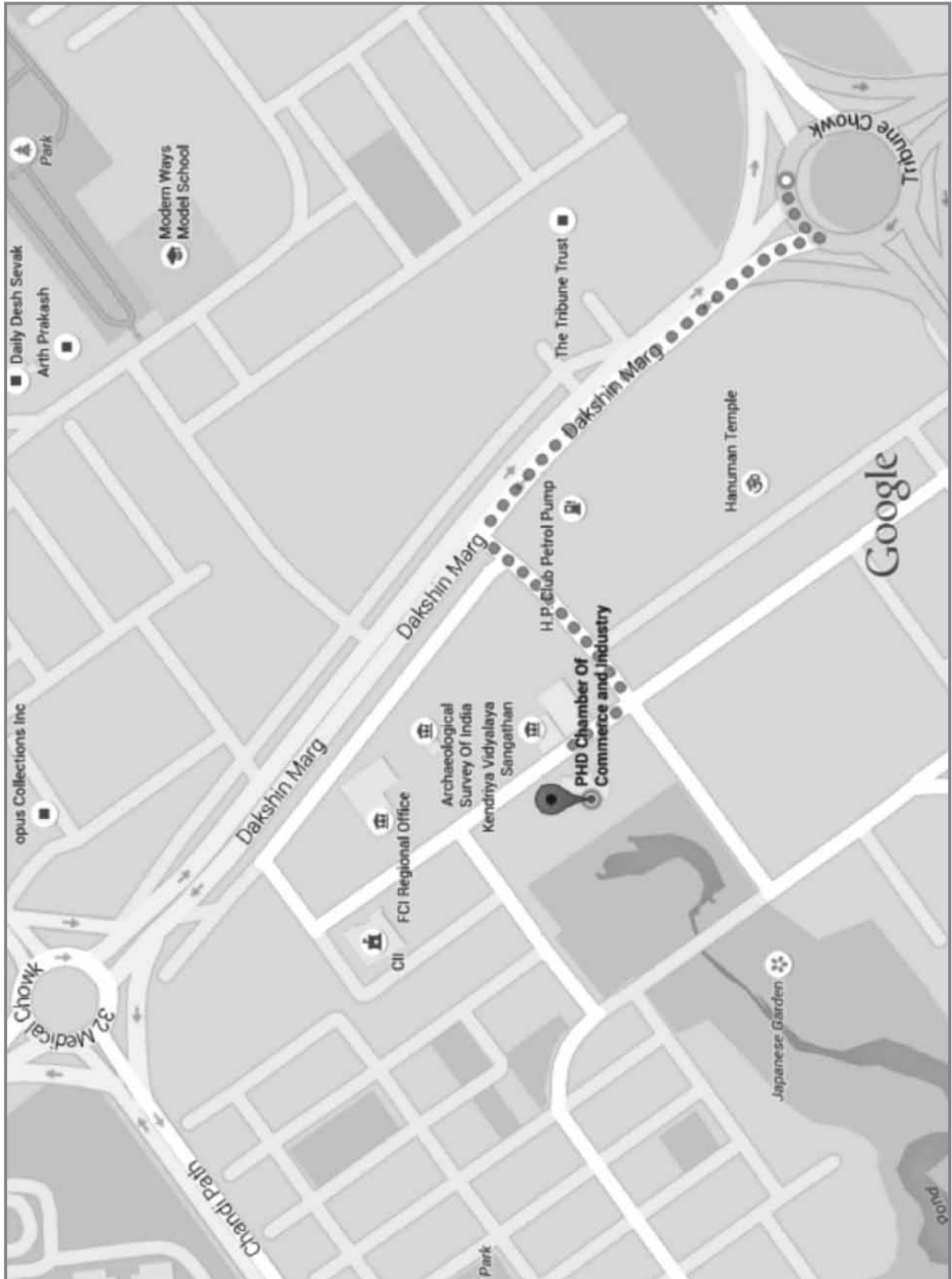
Sd/-
(Ajay K. Ratra)
Company Secretary
M.No.F4681

Place: Khamanon
Date: 11-08-2016

ROUTE MAP

Route Map of AGM Venue

PHD House, PHD Chamber of Commerce and Industry, Sector 31A, Chandigarh





Lakshmi Energy and Foods Limited

(Formerly Lakshmi Overseas Industries Ltd.)

Regd. Office: SCO 18-19, First Floor, Sector 9D, Madhya Marg, Chandigarh 160 017
Corporate Identity Number: L00000CH1990PLC010573
Tel : 0172-2740352 / Fax: 0172-2743057 / Email: corporate@lakshmigroup.in
Website : www.lakshmigroup.in

Folio No./DP ID/ Client ID No.	
No. of Shares Held	

ATTENDANCE SLIP

I/We record my/our presence at the 25th Annual General Meeting of the Company at PHD Chamber of Commerce and Industry, PHD House, Sector 31A, Chandigarh on **Wednesday, 28th September, 2016 at 3.00 p.m.**

NAME OF THE SHAREHOLDER(S)(in Block Letters)	
SIGNATURE OF THE SHAREHOLDER(S)	
NAME OF THE PROXY(in Block Letters)	
SIGNATURE OF THE PROXY	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

PROXY FORM Form No. MGT-11

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

CIN:	L00000CH1990PLC010573		
Name of the Company:	LAKSHMI ENERGY AND FOODS LIMITED		
Registered Office:	SCO 18-19, 1 st Floor, Sector 9-D, Madhya Marg, Chandigarh 160 017		
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

1.	Name		
	Address		
	E-mail id	Signature	
	Or failing him		
2.	Name		
	Address		
	E-mail id	Signature	
	Or failing him		
3.	Name		
	Address		
	E-mail id	Signature	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company, to be held on **Wednesday, 28th September, 2016 at 3.00 p.m.** at PHD Chamber of Commerce and Industry, PHD House, Sector 31A, Chandigarh and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

S.No.	Resolutions	For	Against
1	To consider and adopt Audited Financial Statements & Audited Consolidated Financial Statements along with the Report of Board of Directors and Auditors' for the financial year ended March 31, 2016		
2	To appoint a director in place of Mrs. Vijay Laxmi (DIN: 00077006) who retires by rotation and, being eligible, offers herself for reappointment.		
3	To ratify the appointment of auditors of the Company		
4	To ratify the remuneration of M/s. Anil Sharma & Co, Cost Accountants.		

Signed this.....day of.....2016

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

Affix
Revenue
Stamp
of Re. 1

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.

** This is only optional. 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 the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

COURIER



If undelivered, please return to:

Lakshmi Energy and Foods Limited

S.C.O. 18-19, 1st Floor, Sector 9-D,

Madhya Marg, Chandigarh – 160017 India

Tel: +91-172-2740352; Fax: +91-172-2743057