



# 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

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Website : www.lakshmigroup.in

## NOTICE

Notice is hereby given that **23<sup>rd</sup> Annual General Meeting (AGM)** of the members of Lakshmi Energy and Foods Limited will be held on **Wednesday, 24<sup>th</sup> September, 2014 at 11.00 A.M. at PHD Chamber of Commerce and Industry, PHD House, Sector 31A, Chandigarh**, to transact the following business:

### Ordinary Business:

1. To receive, consider and adopt the Financial Statements (including consolidated Financial Statements) of the Company for the 18 months period ended 31<sup>st</sup> March, 2014 and the Reports of the Board of Directors and Statutory Auditors thereon.
2. To confirm the interim dividend of Re. 0.30 per equity share, already paid during the period ended 31<sup>st</sup> March, 2014.
3. To appoint a director in place of Mrs. Vijay Luxmi (DIN: 00077006) who retires by rotation and, being eligible, offers herself for re-appointment.
4. To appoint Auditors and fix their remuneration 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 to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (audit and auditors) Rules, 2014 (including any statutory modifications(s) or reenactment thereof for the time being in force), M/s. SMPS & Co., (FR No.021622N) Chartered Accountants, New Delhi, the retiring Auditors be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of 23<sup>rd</sup> Annual General Meeting (AGM) till the conclusion of 27<sup>th</sup> AGM of the Company in the Calendar year 2018 (subject to ratification by the members at every AGM held after this AGM) at such remuneration as may be fixed by the Board of Directors”.

### Special Business:

5. **To approve amendment in existing Article 110 of the Articles of Association of the Company** and in this regard 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 14 and any other applicable provisions of the Companies Act, 2013, the existing Article 110 of the Articles of Association of the Company be and is hereby amended/alterd to read as follows:

*Chairman of Board*

*The Directors may elect one of themselves to the office of the Chairman of the Board of Directors, and the same person may also be appointed as Managing Director of the Company. The Chairman so appointed shall preside over all the meetings of the Board and the General Meetings during the tenure of his office.*

RESOLVED FURTHER THAT the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. **To re-appoint Mr. Balbir Singh Uppal (DIN 00064718) as Chairman and Managing Director of the company** and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) the consent and approval of the Company be and is hereby granted to the re-appointment of Mr. Balbir Singh Uppal (DIN 00064718) as Chairman and Managing Director of the Company for a period of three years with effect from 1st September, 2014 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the , Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr. Balbir Singh Uppal, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT in pursuance of the provisions of sub-section (6) of section 152 of the Companies Act, 2013, Mr. Balbir Singh Uppal as Director of the Company shall not be liable to retire by rotation.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year of the Company during the term of Mr. Balbir Singh Uppal office as Chairman & Managing Director, the remuneration set out in the statement annexed to Notice, be paid or granted to Mr. Balbir Singh Uppal as minimum remuneration provided that the total remuneration by way of salary and other allowances shall not exceed the ceiling provided in Section II of Part II of Schedule V to the said Act or such other amount as may be provided in the said Schedule V as may be amended from time to time or any equivalent statutory re-enactment(s) thereof.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. **To appoint Mr. Amarjit Singh (DIN 00192351) as an Independent Director** 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Amarjit Singh (DIN 00192351), an independent director of the company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of the 23<sup>rd</sup> Annual General Meeting.

8. **To appoint Mr. Nirdosh Bali (DIN 01821800) as an Independent Director** 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Nirdosh Bali (DIN 01821800), an independent director of the company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of the 23<sup>rd</sup> Annual General Meeting.

9. **To appoint Mr. V.K. Mishra (DIN 00174380) as an Independent Director** 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. V.K.Mishra (DIN 00174380), an independent director of the company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of the 23<sup>rd</sup> Annual General Meeting.

10. **To appoint Mr. Kanwaljit Singh Jolly (DIN 01953434) as an Independent Director** 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 Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Kanwaljit Singh Jolly (DIN 01953434), an independent director of the company, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years from the date of the 23<sup>rd</sup> Annual General Meeting.

11. **To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2015** 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(3) and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, consent of the members of the Company be and is hereby accorded for the payment of total remuneration of Rs.1,75,000/- including XBRL and out of pocket expenses, if any, to M/s Anil Sharma & Co., (FR No. 00221) Cost Accountants, Chandigarh to conduct the audit of the cost records of the Company for the financial year from April 1, 2014 till March 31, 2015.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Place:Chandigarh  
Date:12-08-2014

Sd/-  
(Ajay K. Ratra)  
Company Secretary

### Notes:

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. The relevant details as required under clause 49 of the Listing Agreement with the Stock Exchanges, of persons seeking appointment/reappointment as Directors under Item Nos. 3 and 6 to 10 of the Notice, forms integral part of the Notice.
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.
4. The Register of Members of the company and Share Transfer Books of the company shall remain closed from 20<sup>th</sup> September, 2014 to 24<sup>th</sup> September, 2014 (both days inclusive) for annual closing.
5. Under Section 205A of the Companies Act, 1956, 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. The Company had, accordingly, transferred the unpaid and unclaimed dividend amount pertaining to Final Dividend for the financial year 2005-06 (final) and 2006-07 (interim) to the IEPF within the stipulated time period.  
  
The Ministry of Corporate Affairs (MCA) on May 10, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc. In terms of the said IEPF Rules, the Company has uploaded the information in respect of the unpaid and unclaimed Dividends in respect of the financial years from 2006-07 and onwards, as on the date of the 22<sup>nd</sup> Annual General Meeting (AGM) held on 28<sup>th</sup> March, 2013, on the website of the IEPF viz. [www.iepf.gov.in](http://www.iepf.gov.in) and under “Investor” section on the Website of the Company viz. [www.lakshmigroup.in](http://www.lakshmigroup.in). Members who have not encashed their dividend warrants are advised to write to the Registrar immediately for claiming dividends declared by the Company.
6. 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.
7. Electronic copy of the Annual Report for the period ended 31<sup>st</sup> March 2014 along with the Notice of the 23<sup>rd</sup> 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 the period ended 31<sup>st</sup> March 2014 along with the Notice of the 23<sup>rd</sup> 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.
8. Members may also note that the Notice of the 23<sup>rd</sup> Annual General Meeting and the Annual Report for the period ended 31<sup>st</sup> March 2014 will also be available on the Company’s website [www.lakshmigroup.in](http://www.lakshmigroup.in) for their download. 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.
9. Relevant documents referred to in the accompanying Notice and the Statement 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.
10. 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.

11. 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.
12. In accordance with provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 the business may be transacted through electronic voting system and the Company is providing facility for voting by electronic means (“e-voting”) to its members. 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 midnight at 12.00 AM of Sep 18, 2014

End of e-voting: Upto midnight at 11.59 PM of Sep 20, 2014

E Voting shall not be allowed beyond midnight at 11.59 PM of Sep 20, 2014. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-of date may cast their vote electronically. The cut-of date for the purpose of e-voting is August 22, 2014.

13. The Company has appointed Mr. Ajay K. Arora, Practicing Company Secretary, as ‘scrutinizer’ (the “Scrutinizer”), for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
14. The instructions for members for voting electronically are as under:-

**In case of members receiving e-mail:**

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on “Shareholders” tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• 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.</li> </ul>
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>• Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly 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.

- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (x) Click on the EVSN for the relevant <Lakshmi Energy Foods Limited> on which you choose to vote.
  - (xi) 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.
  - (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - (xiii) 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.
  - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - (xvi) 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on < midnight at 12.00 AM of Sep 18, 2014> and ends on <midnight at 11.59 PM of Sep 20, 2014>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (August 22, 2014>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

**Item No. 5**

The Articles of Association of the Company does not contain a provision that the position of Chairman may be held by Managing Director. To enable such a provision as required under Section 203 of the Companies Act, 2013, it is proposed to amend the Article No. 110 of the Articles of Association.

The proposed amendment in the Articles of Association of the Company requires the approval of the members in the General Meeting. The Board recommends the passing of the resolution as set out in Item 5 as a Special Resolution.

A copy of the new Articles of Association is available for inspection at the Registered Office of the Company during business hours on all working days except Saturdays up to the date of the Annual General Meeting.

No Director, Key Managerial Person (KMP) and relative of any Director or KMP may be deemed to be concerned or interested in the resolution.

## Item No. 6

Mr. Balbir Singh Uppal is Chairman & Managing Director of the Company since its incorporation and under his able leadership and guidance the company had performed exceedingly well over the years.

The current tenure of Mr. Balbir Singh Uppal as Chairman & Managing Director of the company shall end on August 31, 2014. Accordingly, the Board in its meeting held on August 12, 2014 has, subject to the approval of members, approved the re-appointment of Mr. Balbir Singh Uppal, as Chairman & Managing Director not liable to retire by rotation for a further period of 3 years till August 31, 2017. Notice has been received from a member proposing Mr. Uppal as a candidate for the office of Director of the Company. The aforesaid appointment shall be subject to the approval of the members.

The Board in its meeting held on August 12, 2014, on the recommendation of the Nomination and Remuneration Committee, approved the remuneration payable to Mr. Balbir Singh Uppal. The material terms of appointment and remuneration are given below:

Gross monthly remuneration not exceeding Rs. 10,00,000 (Rupees ten lacs only) whether paid as salary, allowance(s), perquisites or a combination thereof; and

Provided that the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund, if any, to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure.

Payment/re-imbursment of telephone and/or mobile phone(s) bills, conveyance, fuel expenses, other out of pocket expenses incurred and use of official vehicles in course of the official duties will not be included in the aforesaid remuneration.

Mr. Balbir Singh Uppal satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act.

The above may be treated as a written memorandum setting out the terms of re-appointment of Mr. Balbir Singh Uppal under Section 190 of the Act.

Brief resume of Mr. Balbir Singh Uppal, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges, forms integral part of the Notice.

The Board recommends the Special Resolution (regarding reappointment of Mr. Balbir Singh Uppal as Chairman & Managing Director) for the approval by the Shareholders of the Company.

Mr. Balbir Singh Uppal himself, Mr. Janak Raj Singh, Joint Managing Director being related to him, may be deemed to be interested/ concerned in the Special Resolution set out at Item No.6 of the Notice.

Except the persons mentioned above, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 6.

### **Statement pursuant to the provisions of clause (B) of Section II of part II of schedule V to the Companies Act, 2013 with respect to Item No.6**

The particulars required to be disclosed in the Explanatory Statement in accordance with provisions of clause (B) of Section II of part II of Schedule V of the Companies Act, 2013, are given below:-

#### **I. General Information**

##### **(1) Nature of Industry:**

Lakshmi Energy and Foods Limited, one of the largest producers of rice in the world, is in the business of agro processing, grain marketing and electricity generation. Having come a long way since its inception, Company's presence is all pervasive starting from grass root level of farmers, mandi yards through representatives, procurement, transportation, warehousing, paddy processing, generating other by-products like rice bran oil, de-oiled cakes and using husk for power plant. The company is "Trading House" certified by the office of the "Joint Director General of Foreign Trade", Ministry of Commerce and Industries, Government of India.

##### **(2) Date or expected date of commencement of commercial production:** The Company commenced its manufacturing operations in 1990.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

(4) Financial performance based on given indicators:

Financial Parameters	Audited Financials	(Rs.in millions)	
		Year Ended 30-09-2012	Year Ended 30-09-2011
	18 months ended 31-03-2014		
Sales	18492.41	12100.40	10370.88
Profit/(Loss) before tax	(196.76)	8.94	40.20
Net Profit/(Loss)	(34.25)	107.66	123.28

(5) Foreign Investments and collaborations:

M/s Green Energy and Foods Pte. Ltd, is overseas subsidiary of the Company incorporated in Singapore in 2010 in which the company holds 1 ordinary share @ 1SGD. The other financials of this subsidiary are stated in "Financial details of Subsidiary Companies" in the Annual Report of the company. The company has also ventured into setting up its subsidiary company named Pan Gulf Foods and Industries FZ Co in Dubai. This company is yet to start its operations.

## II. Information about the appointee:

### 1) Background details

Mr. Balbir Singh Uppal, aged 60 years, is founder Chairman and Managing Director of Lakshmi Energy and Foods Limited which engaged in the manufacturing of Rice, Edible Oils, De-oiled Cakes and Generation of Electricity Power from bio-waste. He is having rich experience of 42 years in Rice Industry. He is well known industrialist of Northern India. He has been actively involved in the expansion of Lakshmi Energy and Foods Limited and also towards setting up of bio-mass based Power Plant.

### 2) Past Remuneration

Total remuneration of Rs. 1,50,00,000 was paid to Mr. Balbir Singh Uppal for the 18 months period from October 1, 2012 to March 31, 2014. Remuneration to Mr. Balbir Singh Uppal for this period was paid in accordance with the approval of the Shareholders and provisions of the Companies Act, 1956.

### 3) Recognition or awards: Nil

### 4) Job profile and suitability

Mr. Balbir Singh Uppal is Chairman & Managing Director of Lakshmi Energy and Foods Limited and he is entrusted with overall management of the affairs of the company.

#### Under the leadership of Mr. Balbir Singh Uppal:

- Lakshmi Energy and Foods Limited offers related products in value chain of rice supply chain from paddy to rice, rice to rice bran edible oil and eco-friendly 'Green Power' generated from rice husk. The 'Green Power' generated from rice husk, a waste by-product, is also one of the cleanest varieties of power.
- The Company's plant, one of the largest and most modern paddy processing units in the world.
- The Company has its own logistics and handling set up and has huge storage capacity.

### 5) Remuneration Proposed

The terms of the remuneration proposed to be paid to Mr. Balbir Singh Uppal have been specified in the Notice of AGM.

### 6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

The remuneration proposed to be paid to Mr. Balbir Singh Uppal is in line with remuneration of CEOs, Chairman and Managing Director of other companies having global operations, keeping in view his job profile, the size and complexity of the business of the company.

### 7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any

Mr. Balbir Singh Uppal is father of Mr. Janak Raj Singh, Joint Managing Director of the company. Except Mr. Janak Raj Singh,

he is not related to any director as well as Managerial Personnel of the company. He does not have any pecuniary relationship directly or indirectly with the company, or its managerial personnel, other than drawing his remuneration in the capacity of Chairman & Managing Director of the company and getting dividend on his shareholding in the company.

### III. Other Information:

- 1) **Reasons of loss:** Foreign Exchange fluctuations during the 18 months period ended 31<sup>st</sup> March, 2014 has resulted into net loss.
- 2) **Steps taken or proposed to be taken for improvement:** In order to mitigate losses out of forex fluctuation, the company has adopted robust Risk Management Policy compatible to business process. Risk Management Team has been formed to regularly analyze and recommend action points. Furthermore, a separate team of experts is contemplated to review company's approach and to optimize financial cost.
- 3) **Expected increase in productivity and profits in measurable terms:** In addition to steps proposed to be taken for improvement as detailed hereinabove, the focus would be on improvement on manufacturing efficiencies, cost optimization and investment in human resource thereby achieving increase in productivity and maximization of profits. However, it is difficult to quantify the expected increase in productivity and profits.

### IV. Disclosures:

The requisite disclosures of remuneration package etc. of Mr. Balbir Singh Uppal have been made in the Notice of AGM and Report on Corporate Governance which forms part of the Annual Report.

#### Item No. 7, 8, 9 and 10

Mr. Amarjit Singh, Mr. Nirdosh Bali, Mr.V.K.Mishra and Mr. Kanwaljit Singh Jolly are Non Executive Independent Directors of the Company. Pursuant to the provisions of Section 149(10) of the Companies Act, 2013 ('the Act'), an independent director shall hold office for a term up to 5 (five) consecutive years on the Board of a Company and shall be eligible for re-appointment on passing of a special resolution by the Company. Amended clause 49 of the Listing Agreement further provides that a person who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only.

The Independent Directors were appointed as per the erstwhile applicable provisions of the Companies Act, 1956, where they were liable to retire by rotation. The date of appointment of the independent directors is as under:

Name of Independent Director	Date of appointment
Mr. Amarjit Singh	12-12-2002
Mr. Nirdosh Bali	04-09-2007
Mr.V.K.Mishra	29-04-2010
Mr. Kanwaljit Singh Jolly	29-04-2010

It is proposed to appoint Mr. Amarjit Singh, Mr. Nirdosh Bali, Mr.V.K.Mishra and Mr. Kanwaljit Singh Jolly, as Independent Directors under Section 149 of the Act and Clause 49 of the Listing Agreement for five years from the date of the 23<sup>rd</sup> Annual General Meeting.

Further, pursuant to the provisions of Section 152(6) of the Act, the term of the Independent Directors shall not be liable to retire by rotation. The Company has received the consent in writing, to act as Director, in the prescribed form, from the Directors. They have also submitted a declaration that they are not disqualified to act as Director under Section 164(2) of the Companies Act, 2013 and meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

No Director, Key Managerial Person (KMP) and relative of any Director or KMP except Mr. Amarjit Singh, Mr. Nirdosh Bali, Mr.V.K.Mishra and Mr. Kanwaljit Singh Jolly may be deemed to be concerned or interested in the resolutions set out at Item No.7, 8, 9 and 10.

#### Item No. 11

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Anil Sharma & Co., Cost Accountants, Chandigarh, the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2015.



Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 11 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2015.

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. 11 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 11 of the Notice for approval by the shareholders.

**Information pursuant to clause 49 of the Listing Agreement regarding Directors being appointed/re-appointed**

Particulars	<b>Mrs. Vijay Luxmi</b>	<b>Mr. Balbir Singh Uppal</b>	<b>Mr. Amarjit Singh</b>
Father's Name	Mr. Ram Parshad	Late Sh. Chaman Lal	Mr. Hazara Singh
Date of Birth	31.05.1950	13-10-1954	06.04.1941
Date of Appointment	20.07.1990	20.07.1990	12.12.2002
Address	188-A, Rani Ka Bagh, Amritsar, Punjab	Lakshmi Complex, VPO Khamano, Distt. Fatehgarh Sahib, Punjab	Kothi No.2, Country Homes (west) Near South City, Ludhiana
Designation	Director	Chairman and Managing Director	Director
Education	Graduate	Privately educated	IAS (Retd.)
Experience	23 years in food grain processing industry.	42 years in food grain processing industry.	48 years in Administration and Finance.
Salary, etc	Nil	Rs.10 lac p.m	Nil
Other companies in which holds directorship	Nil	1. Loil Overseas Foods Limited 2. Loil Health Foods Limited 3. Loil Continental Foods Limited 4. Loil International Foods Limited 5. Punjab Greenfield Resources Limited 6. Victor Foods India Limited 7. Lakshmi Green Power Limited	Pact Industries Limited
Membership of committee of the Board of other companies of which he/she is a director	Nil	Nil	Nil
Equity shares held	19,71,100	1,61,75,985	Nil

Particulars	<b>Mr. Nirdosh Bali</b>	<b>Mr. V.K. Mishra</b>	<b>Mr. Kanwaljit Singh Jolly</b>
Father's Name	Mr.L.P.Bali	Late Mr. Rambalak Mishra	Mr. Ishar Singh
Date of Birth	24-12-1967	13.08.1965	19.10.1949
Date of Appointment	04-09-2007	29.04.2010	29.04.2010
Address	3928, Sector 47-D, Chandigarh	B-563, Sarita Vihar, New Delhi-110076	#29, Raja Avenue Near 21No. Railway Crossing, Patiala, Punjab
Designation	Director	Director	Director
Education	Graduate and training from SEIRRAI Factory, Japan	Bsc, LLB	BE (Mech), LLB
Experience	24 years in rice milling design, installation and commissioning	29 years in Management Consultancy.	41 years in Electricity Board and Power Plants.
Salary, etc	Nil	Nil	Nil
Other Companies in which holds Directorship	Nil	Shree Chaturbhuj Consultants Ltd.	Nil
Membership of committee of the Board of other companies of which he/she is a director	Nil	Nil	Nil
Equity shares held	Nil	Nil	Nil

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

Place: Chandigarh  
Date: 12-08-2014

Sd/-  
(Ajay K. Ratra)  
Company Secretary



# 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@lakshmi group.in

Website : www.lakshmi group.in

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

## ATTENDANCE SLIP

I/We record my/our presence at the 23rd Annual General Meeting of the Company at PHD Chamber of Commerce and Industry, PHD House, Sector 31A, Chandigarh on Wednesday, 24th September, 2014 at 11.00 a.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 <sup>st</sup> 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 23<sup>rd</sup> Annual General Meeting of the Company, to be held on Wednesday, 24th September, 2014 at 11.00 a.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:

### Ordinary Business:

- Adoption of Audited Financial Statements (including Consolidated) for the 18 months period ended March 31, 2014 together with the reports of the Directors' and Auditors' thereon
- Confirmation of the interim dividend already paid.
- Re-appointment of Mrs. Vijay Luxmi.
- Appointment of M/s. SMPS & Co, Chartered Accountants, Statutory Auditors and fixing their remuneration

### Special Business:

- Amendment in existing article 110 of the Articles of Association of the company
- Re-appointment of Mr. Balbir Singh Uppal as Chairman & Managing Director
- Appointment of Mr. Amarjit Singh as an Independent Director
- Appointment of Mr. Nirdosh Bali as an Independent Director
- Appointment of Mr. V.K.Mishra as an Independent Director
- Appointment of Mr.Kanwaljit Singh Jolly as an Independent Director
- Approval of the Remuneration of Cost Auditors for the financial year ending March 31, 2015

Signed this.....day of.....2014

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

Signature of Proxy holder(s) : \_\_\_\_\_

Affix  
Revenue  
Stamp

**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.**

