



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

POSTAL BALLOT NOTICE

Notice pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

Dear Shareholder(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), that Lakshmi Energy and Foods Limited (the "Company") is seeking approval of the shareholders on special business set out herein below, proposed to be passed by way of Postal Ballot and/or electronic voting (e-voting).

Your consideration and approval is sought for the Resolution annexed herewith. The Explanatory Statement to be annexed to Notice under Section 102 of the Act setting out the material facts and reasons for the resolution is also appended herewith and is being sent to you along with a Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed CS Ajay K. Arora, (FCS: 2191) Practising Company Secretary, Chandigarh, as the Scrutinizer for conducting the Postal Ballot process including e-voting in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Form duly completed with the assent (for) or dissent (against), in the enclosed self-addressed business reply envelope so that it reaches the Scrutinizer on or before the closing of working hours i.e. 5.00 p.m. on Wednesday, 28th day of December, 2016, at CS Ajay K Arora, A Arora & Co, SCO 64-65, First Floor, Sector 17-A, Chandigarh-160017, failing which, it will be strictly considered that no reply has been received from the member.

If a member has opted for remote e-voting, then he/she should not vote by Postal ballot and vice versa. However, in case members cast their vote both via physical ballot and e-voting, then remote e-voting shall prevail and voting done via physical ballot shall be treated as invalid.

E-Voting Option

Members may note that as required under the provisions of Section 108, 110 and other applicable provisions (if any) of the Act and the rules as applicable in that regard and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited to provide e-voting facility to members of the Company. The members entitled to vote are eligible to fill in the Postal Ballot Form and send it to the Scrutinizer or vote under the e-voting facility offered by the Company, and any other recipient of the Notice who has no voting rights should treat the Notice as an intimation only.

Therefore, we are pleased to offer e-voting facility also as an alternative which would enable you to cast your votes electronically, instead of physical postal ballot form. E-voting is optional. Please carefully read and follow the instructions on e-voting printed in the Postal Ballot Notice. References to Postal Ballot(s) below include votes received electronically.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the result of the voting by postal ballot will be announced on or before Friday, 30th December, 2016 at 5.00 P.M.(appointed time) by the Chairman or Company Secretary of the Company. Members who wish to be present at the time of declaration of results may do so by reaching at the registered office of the Company at the appointed time. Also, the result of the postal ballot will be posted on the Company's website www.lakshmgroun.in, agency's website www.evotingindia.com and stock exchange's website www.bseindia.com, and www.nseindia.com. The resolution, if approved, will be taken as passed effectively on the last date of receipt of the postal ballot forms and e-voting, i.e. 28th December, 2016 ("deemed date of passing of the resolution mentioned in the postal ballot notice dated 21st November, 2016")

Special Business:

Slump sale of "Power Division" of the Company to Lakshmi Green Power Limited

To consider and, if thought fit, to give assent or dissent to the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 188 the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 read with Rules framed there under as are applicable and for the time being in force including any modification(s) and re-enactment thereof, Memorandum and Articles of Association of the Company, Listing Agreement entered into with the stock exchanges where shares of the Company are listed and any other law for the time being in force and subject to such approvals, consents, permissions and sanctions as may be necessary to be obtained from appropriate authorities, departments, offices, institutions, bodies and agencies, subject to such terms, conditions, alterations, corrections, changes, variations and/or modifications, if any, as may be stipulated by any authority while granting such approvals, consents, permissions and which may

be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall unless repugnant to the context or meaning thereof, be deemed to include a duly constituted committee thereof and any person authorized by Board in this behalf) and such other terms and conditions as the Board may deem fit and appropriate; consent and approval of the Company be and is hereby accorded to sell, transfer and assign, the Company's Power Division (Energy Business) comprising of 31.50 MW capacity husk/ biomass based power plant situated at VPO Khamanon, Chandigarh-Ludhiana National Highway, Khamanon, District Fatehgarh Sahib, Punjab 141801 on slump sale basis, as a going concern to its wholly owned subsidiary company – Lakshmi Green Power Limited, along with all the employees, assets and liabilities pertaining thereto including all licenses, permits, approvals, consents, contracts whatsoever, at a consideration of Rs. 117.18 Crores (being the fair value determined by the Valuer) with effect from 1st October, 2016 or such other date as the Board may deem fit.

RESOLVED FURTHER THAT the consideration for the aforesaid transfer of Power Division from the Company to Lakshmi Green Power Limited shall be in the form of allotment of equity shares by Lakshmi Green Power Limited to the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized to do and to delegate all such acts, deeds, matters and things as may be necessary or expedient without further referring to the Members of the Company, including without limitation, to settle any questions, difficulties, doubts that may arise in this regard, as it may in its absolute discretion deem fit, including finalizing/ determining the effective date, terms and conditions of the transfer by way of slump sale of the Power Division of the Company, methods and modes in respect thereof, finalizing and executing the necessary assignment/ conveyance/ business transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/ or obtaining approvals/ consents with the concerned regulatory/ statutory authorities, etc."

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

Place: Khamanon

Date: 21-11-2016

**(Ajay K. Ratra)
Company Secretary**

NOTES:

1. Explanatory statement pursuant to Section 102 and other applicable provisions of the Companies Act, 2013, in respect of the business set out above is annexed hereto.
2. The Board of Directors has appointed CS Ajay K. Arora, Practicing Company Secretary, Chandigarh, as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner.
3. The voting rights of the Members shall be reckoned as on Friday, the 18th November, 2016 which is the cut-off date.
4. The Scrutinizer will submit their report to the Chairman after completion of the scrutiny and the result of the voting by Postal Ballot will be announced on Friday, 30th December, 2016, at the registered office of the Company and the same will also be placed on the Company's website i.e. www.lakshmienergy.com
5. Member(s) desiring to exercise vote can do so either by sending Postal Ballot Form or by using e-voting facility.
6. In case a member(s) desires to exercise vote by Postal Ballot Form, he is requested to carefully read the instructions printed on the Postal Ballot Form. After completing the enclosed Postal Ballot Form, send the self-addressed Postage Paid Reply Envelope to the Scrutinizer- CS Ajay K Arora, A Arora & Co, SCO 64-65, First Floor, Sector 17-A, Chandigarh-160017. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballots, if sent other than by regular post at the expenses of the registered member will also be accepted. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on Wednesday, 28th day of December, 2016. All Postal Ballot Forms received after this date will be treated as if reply from such Member has not been received. Also no other Form or Photocopy thereof is permitted.
7. In case a member desires to exercise vote by using e-voting facility, then he has to carefully follow the instructions given under the heading "e-voting Instructions" of Postal Ballot Notice.
8. All the material documents referred to in the Explanatory Statement will be made available for inspection by the Members, at the Registered Office of the Company upto the date of declaration of the result of Postal Ballot between 11:00 hrs. to 14:00 hrs. on any working day.
9. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to the Company Secretary, Lakshmi Energy and Foods Limited, SCO 18-19, 1st Floor, Sector 9-D, Madhya Marg, Chandigarh 160 017.

E-Voting Instruction

The instructions for shareholders voting electronically are as under:

- I. The voting period begins on 29th November, 2016 (9.00 am) and ends on 28th December, 2016 (5.00 pm). 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 18th November, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- II. The shareholders should log on to the e-voting website www.evotingindia.com.
- III. Click on Shareholders.
- IV. Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- V. Next enter the Image Verification as displayed and Click on Login.
- VI. 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.
- VII. 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. • 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 (iv).

- VIII. After entering these details appropriately, click on "SUBMIT" tab.
- IX. 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.
- X. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
Click on the EVSN for Lakshmi Energy and Foods Limited.
- 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- XVI. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- XVII. 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.
- XVIII. **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 linked in the login 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.

XIX. 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.

Explanatory Statement (Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1

Your Company is engaged in the business of paddy and food grain processing. The Company has set-up a husk/ biomass based power plant situated at VPO Khamanon, Chandigarh-Ludhiana National Highway, Khamanon, District Fatehgarh Sahib, Punjab 141801 of 31.50 MW capacity (hereinafter referred to as “the Power Division”). The Board of Directors and the Audit Committee of your Company at their respective meeting has approved, subject to the approval of shareholders and other requisite approvals, the hiving off of the Power Division of the Company to its wholly owned subsidiary – Lakshmi Green Power Limited. Your Board considers that the aforesaid hiving off of the Power Division shall inter-alia, (a) enable Lakshmi Energy & Foods Limited to focus on its core business of paddy and food grain processing, (b) enable Lakshmi Green Power Limited to focus on the power generation business for its accelerated growth in future (c) enable Lakshmi Energy & Foods Limited and Lakshmi Green Power Limited to decide on their financial and other resources suitable for their respective businesses. It will also provide scope for independent expansion without committing the existing organization in its entirety.

Section 180(1)(a) of the Companies Act, 2013, inter alia, provides that sale, lease or otherwise dispose of the whole or substantially the whole of an undertaking of a Company requires approval of the shareholders by way of a Special Resolution, hence, the Company is desirous of seeking your consent for such proposal contained in the Special Resolution appended. Accordingly, the Notice of the proposed Special Resolution is being sent to the shareholders for their consideration and approval. As required under Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules 2014, consent of its shareholders is required by passing the resolution through Postal Ballot for the said hiving off of the Power Division of the Company.

Further, in the light of the provisions of Section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, the Board of Directors have approved the transaction as set above for the approval of the shareholders. Detailed information as required to be disclosed in terms of Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 are given below:

Name of the Related Party	Lakshmi Green Power Limited
Name of the director or key managerial personnel, who is related	Mr. Balbir Singh Uppal and Mr. Janak Raj Singh, Managing Directors of the Company
Nature of relationship	Wholly Owned Subsidiary
Nature, material terms, monetary value and particulars of the contract or arrangement	Proposed hiving off of the Company's Power Division comprising of 31.50 MW capacity husk/ biomass based power plant situated at VPO Khamanon, Chandigarh- Ludhiana National Highway, Khamanon, District Fatehgarh Sahib, Punjab 141801 as a going concern to its wholly owned subsidiary company – Lakshmi Green Power Limited, along with all the employees, assets and liabilities pertaining thereto including all licenses, permits, approvals, consents, contracts whatsoever, at a consideration of Rs. 117.18 Crores (being the fair value determined by the Valuer) with effect from 1st October, 2016 or such other date as the Board may deem fit and on such other terms and conditions, as the Board may deem fit.
Any other information relevant and important for the members to take decision on the proposed resolution	As above

All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hrs. to 14:00 hrs. up to the date of declaration of the result of Postal Ballot. The Board of Directors recommends the resolution set forth above for your approval as Special Resolution.

Except Mr. Balbir Singh Uppal and Mr, Janak Raj Singh, Managing Directors of the Company, none of the Directors, Manager, Key Managerial Personnel of the company and their relatives are in any way concerned or interested in the said resolution.

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

**Place: Khamanon
Date: 21-11-2016**

**(Ajay K. Ratra)
Company Secretary**



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@lakshmigroup.in Website: www.lakshmigroup.in

POSTAL BALLOT FORM

(Please read the instructions carefully before filling this form)

Serial No.:-

1.	Name(s) of Member(s)/Beneficial Owner: (including joint holders, if any, in block letters)
2.	Registered address of the sole/first named Member/Beneficial Owner:
3.	Registered Folio no./DP ID*/Client ID*: (*applicable to investors holding shares in dematerialized form)
4.	No. of shares held:

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of Postal Ballot dated 21st November, 2016 issued by the Company by conveying my/our assent/dissent to the said Special Resolution by placing the tick mark (✓) in the appropriate box below:

Sr. No.	Particulars	No. of equity Shares held	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Special Resolution for Slump sale of Power Division of the Company to Lakshmi Green Power Limited.			

Place:

Date:

Signature of the Member/ Beneficial Owner

Email Address:-

(To be provided by the member holding shares in the physical form)

Note: Please read carefully instructions printed overleaf and Notes to the postal ballot notice dated 21st November, 2016, before exercising your vote.

Instructions:

1. A Member desiring to exercise his vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage- prepaid self addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier/ speed post at the expenses of the Member, will also be accepted.
2. The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Member. Unsigned postal Ballot forms will be rejected.
4. Where the Postal Ballot forms has been signed by an authorised representative of a body corporate, a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot form. Where the form has been signed by the representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal ballot form. A Member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.
5. This form should be completed and signed by the shareholder. In case of joint share holding, this Form should be completed and signed (as per the specimen signature registered with the Company/Depository Participants) by the first named Member and in his absence, by the next named Member. Joint shareholders shall be counted as single shareholder when voting right is considered.
6. Unsigned/incomplete/defaced/mutilated Postal Ballot Form will be rejected.
7. A Shareholder need not use all his votes nor needs him to cast all his votes in the same way.
8. Duly completed postal ballot forms should reach the scrutinizer not later than the close of working hours 05.00 P.M. , 28th December, 2016. Any postal ballot form received after this date will be treated as if the reply from the shareholder has not been received.
9. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the date specified at item 8 above.
10. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut-off date i.e. 18th day of November, 2016.
11. Shareholders are requested not to send any other paper along with the postal ballot form in the enclosed postage- prepaid self addressed Business Reply Envelope as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
12. Member is requested to fill the Postal Ballot Form with indelible ink pen (and avoid filling it by using erasable writing medium/s, e.g. pencil etc.).
13. The right of voting by Postal Ballot shall not be exercised by a proxy