



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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that **26th Annual General Meeting (AGM)** of the members of Lakshmi Energy and Foods Limited will be held on **Saturday, 23rd September, 2017 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, 2017 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon and in this regard, pass the following resolutions as **Ordinary Resolutions**:

(a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2017 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

(b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2017 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To appoint a director in place of Mr. Janak Raj Singh (DIN: 00064804) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for reappointment and in this regard, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Janak Raj Singh (DIN: 00064804), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

3. To ratify the appointment of Statutory Auditors of the Company and in this regard, pass 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 27th AGM to be held in the year 2018 to audit the accounts of the company and that Board of Directors be and is hereby authorized to fix the remuneration payable to them 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 seek approval for the re-appointment of Mr. Balbir Singh Uppal (DIN 00064718) as Managing Director of the company and in this regard, pass 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 Managing Director of the company for a period of three years with effect from 01st September, 2017 on the terms and conditions including remuneration as stated below, 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;

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-imbusement 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.

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 as 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."

5. To ratify the remuneration of Cost Auditors for the financial year 2017-18 and in this regard, to pass 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 2017-18, 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."

6. To approve material related party transactions and in this regard, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made there under (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded to Material Related Party Transactions with "LOIL Health Foods Limited", "LOIL Overseas Foods Limited" and "LOIL Continental Foods Limited" during FY 2016-17 and such approval is further accorded to an increase of up to 25% over and above the consolidated value of transactions in the previous year.

'RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take necessary actions and complete all the legal formalities related thereto."

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

Sd/-
(Ajay K. Ratra)

Company Secretary
M.No.F4681

Place: Khamanon

Date: 12-08-2017

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 Monday, 18th September, 2017 to Saturday, 23rd September, 2017 (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.4,38,775/- in respect of 2008-09 (Final Dividend) was transferred to "Investor Education and Protection Fund" (IEPF) established by the Central Government in April 2017.

Due date for transfer of unclaimed dividend to IEPF

Dividend for the year	Date of declaration of dividend	Due date for transfer to IEPF
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 2008-09 and onwards, as on the date of the 25th Annual General Meeting (AGM) held on 28th September, 2016, on the website of the IEPF viz. www.iepf.gov.in and under "Investor" section on the Website of the Company viz. www.lakshmigroup.in. Members who have not encashed their dividend warrants so far for the FY 2009-10 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. Pursuant to the provisions of Section 72 of the Companies Act, 2013, the members holding shares in physical form may nominate, in the prescribed manner, a person to whom all the rights in the shares shall vest in the event of death of the sole holder or all the joint holders. Members holding shares in demat form may contact their respective DP for availing this facility.
9. At the ensuing Annual General Meeting, Mr. Janak Raj Singh (DIN: 00064804) retires by rotation and seek reappointment. Mr. Balbir Singh Uppal, Managing Director seeks the approval of shareholders to hold the office of Managing Director for a period of 3 years with effect from 1st September, 2017. Details pertaining to these directors required to be provided pursuant to the Listing Agreement read with SEBI (LODR) Regulations, 2015 are furnished in the statement on corporate governance.
10. Electronic copy of the Annual Report for 2016-17 along with the Notice of the 26th 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 2016-17 along with the Notice of the 26th 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.
11. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for the period ended 31st March, 2017 will also be available on the Company's website www.lakshmigroup.in for their download.
12. 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.
13. Relevant documents referred to in the accompanying Notice, Explanatory Statement and Annual Report for 2016-17 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.

14. 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.
15. 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.
16. **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 26th 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 during the following voting period:

Commencement of e-voting : From 9.00 A.M. of Sep 20, 2017

End of e-voting : Up to 5.00 P.M. of Sep 22, 2017

E-Voting shall not be allowed beyond 5.00 p.m. of Sep 22, 2017. 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 Saturday, September 16, 2017 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 16, 2017 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. Saturday, September 23, 2017.

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 2(two) 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 e-Voting. The results shall simultaneously be communicated to the concerned Stock Exchanges, where the securities of the Company are listed.

17. The Company has appointed Mr. Ajay K. Arora (CP No. 993), 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.
18. The instructions for shareholders voting electronically are as under:
 - 1.) The voting period begins on September 20, 2017 at 9.00 a.m. and ends on September 22, 2017 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 September 16, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - 2.) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - 3.) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 4.) Click on Shareholders/Members.
 - 5.) Now Enter your U ser 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.
 - 6.) Next enter the Image Verification as displayed and Click on Login.
 - 7.) 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.

8.) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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"> 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)	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. <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 (5).

9.) After entering these details appropriately, click on "SUBMIT" tab.

10.) 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.

11.) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

12.) Click on the EVSN of <Lakshmi Energy and Foods Limited> on which you choose to vote.

13.) 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.

14.) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

15.) 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.

16.) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

17.) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

18.) If Demat account holder has forgotten the changed login password then Enter the U ser ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

19.) 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.

20.) 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.

21.) 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 16, 2017 may follow the same instructions as mentioned above for e-Voting.

22.) 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

Mr. Balbir Singh Uppal is a Promoter and Managing Director of the Company. Board in its meeting held on 12th August, 2017 has, subject to the approval of members, approved the re-appointment of Mr. Balbir Singh Uppal, as Managing Director for a further period of 3 years w.e.f 1st September 2017. The aforesaid reappointment shall be subject to the approval of the members.

The Board in its meeting held on 12th August, 2017, on the recommendation of the Nomination and Remuneration Committee, approved the remuneration (as set out in the resolution) payable to Mr. Balbir Singh Uppal.

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 **Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015** forms integral part of the Notice.

The Board recommends the Special Resolution (regarding reappointment of Mr. Balbir Singh Uppal as 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.4 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. 4.

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 is in the business of manufacturing of Rice, Edible Oils, De-oiled Cakes and Generation of Electricity Power from bio-waste. 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.

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)	
		31.03.2016	31.03.2015
	31.03.2017		
Sales	10214.39	9157.07	6162.44
Profit/(Loss) before tax	-26.49	-974.210	(3428.08)
Net Profit/(Loss)	-11.14	-907.77	(3363.97)

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 Form AOC-1 attached to Directors' Report in the Annual Report of the company.

II. Information about the appointee:

Background details	Mr. Balbir Singh Uppal, aged 63 years, is founder Chairman and Managing Director of Lakshmi Energy and Foods Limited which is 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 45 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.
Past Remuneration	As approved by shareholders in accordance with provisions of the Companies Act, total remuneration of Mr. Balbir Singh Uppal is Rs. 1,20,00,000 p.a but he voluntarily did not draw any remuneration during the year ended March 31, 2017 taking into account financial condition of the company.
Recognition or awards	NIL
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: a. 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. b. The Company's plant, one of the largest and most modern paddy processing units in the world. c. The Company has its own logistics and handling set up and has huge storage capacity.
Remuneration Proposed	The terms of the remuneration proposed to be paid to Mr. Balbir Singh Uppal have been specified in the Notice of AGM.
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.
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:

Reasons of loss	On account of prevailing recessionary conditions worldwide, the Company's operations have also come under stress on account of Reduction in the market prices of Paddy and Rice. There has been sharp fall in the market prices of basmati paddy as well as rice in the last 2 years. The fall in prices is mainly attributed to higher production of basmati coupled with tepid international demand particularly due to import restrictions by countries like Iran. Reduction in market price of paddy and rice led to substantial fall in the valuation of Inventory and operations and profitability of the company.
Steps taken or proposed to be taken for improvement	In order to mitigate losses, company is actively involved in the adopting ways and means to reduce the finance cost. The company is in the process of implementation of S4A (Scheme for Sustainable Structuring of Stressed Assets) under the RBI guidelines which will substantially reduce the interest burden.
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. 5

Based on the recommendation of the Audit Committee, the Board of Directors at their meeting held on August 12, 2017, 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 2017-18 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 Ordinary Resolution set out at Item No. 5 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. 5 of the Notice.

Item No. 6

During the year ended March 31, 2017, certain transactions of the Company pertaining to sale, purchase or supply of goods, materials have been done with LOIL Health Foods Limited, LOIL Overseas Foods Limited and LOIL Continental Foods Limited (Related Parties). Considering the prevailing market trend, these transactions will continue in the year 2017-18 with an increase of up to 25% over and above the consolidated value of transactions in the previous year. These transactions as well as the proposed transactions would continue to be in ordinary course of business and at arm's length basis. Pursuant to Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, all Material Related Party Transactions' will require approval of the Members through an Ordinary Resolution.

Since, the aggregate value of these transactions will exceed ten percent of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, the said transactions would be considered to be Material Related Party Transactions for the purpose of Regulation 23 of the Securities Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015, and will thus require approval of the Members of the Company through an Ordinary Resolution. The Audit Committee and the Board of Directors have reviewed major terms & conditions of these transactions and recommend to the members for their approval by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 6 of the notice except to the extent of their shareholding or employment in the Company, its subsidiary Company or Associate Group Company. The Board recommends the Resolution under Item No. 6 of the notice for approval of the Members as an Ordinary Resolution.

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36 (3) of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standard issued by ICSI.

Particulars	Mr.Janak Raj Singh	Mr.Balbir Singh Uppal
Father's Name	Mr.Balbir Singh Uppal	Late Sh.Chaman Lal
Date of Birth	13-04-1972	13-10-1954
Date of Appointment	30-04-1992	20.07.1990
Address	Lakshmi Complex, VPO Khamano, Distt. Fatehgarh Sahib, Punjab	Lakshmi Complex, VPO Khamano, Distt. Fatehgarh Sahib, Punjab
Designation	Joint Managing Director	Chairman and Managing Director
Qualification	Graduate	Privately educated
Experience	24 years in food grain processing industry.	45 years in food grain
Salary last drawn	Rs.5 lac p.m	Rs.10 lac p.m
Other Companies in which holds Directorship	<ol style="list-style-type: none"> 1. PUNJAB GREENFIELD RESOURCES LIMITED 2. VICTOR FOODS INDIA LIMITED 3. LAKSHMI GREEN POWER LIMITED 4. GANESHAY OVERSEAS INDUSTRIES LTD 5. BVM LOGISITICS PVT LTD 6. GREEN ENERGY AND FOODS PTE LTD, SINGAPORE 7. PAN ASIA COMMODITIES JLT, DUBAI 8. BB Global Limited 	<ol style="list-style-type: none"> 1. Punjab Greenfield Resources Limited 2. LOIL Health Foods Limited 3. Victor Foods India Limited 4. Lakshmi Green Power Limited 5. LOIL Continental Foods Limited 6. LOIL International Foods Limited 7. LOIL Overseas Foods Limited 8. BB Global Limited
Membership of committee of the Board of other companies of which he/she is a director	Nil	Nil
Equity shares held	2993645	16175985
Relationship with other Directors Manager and KMP	Son of Mr.Balbir Singh Uppal, Chairman & Managing Director	He is father of Mr. Janak Raj Singh, Joint Managing Director of the company
Number of Board Meeting attended during the year	11	11

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

Sd/-

(Ajay K. Ratra)

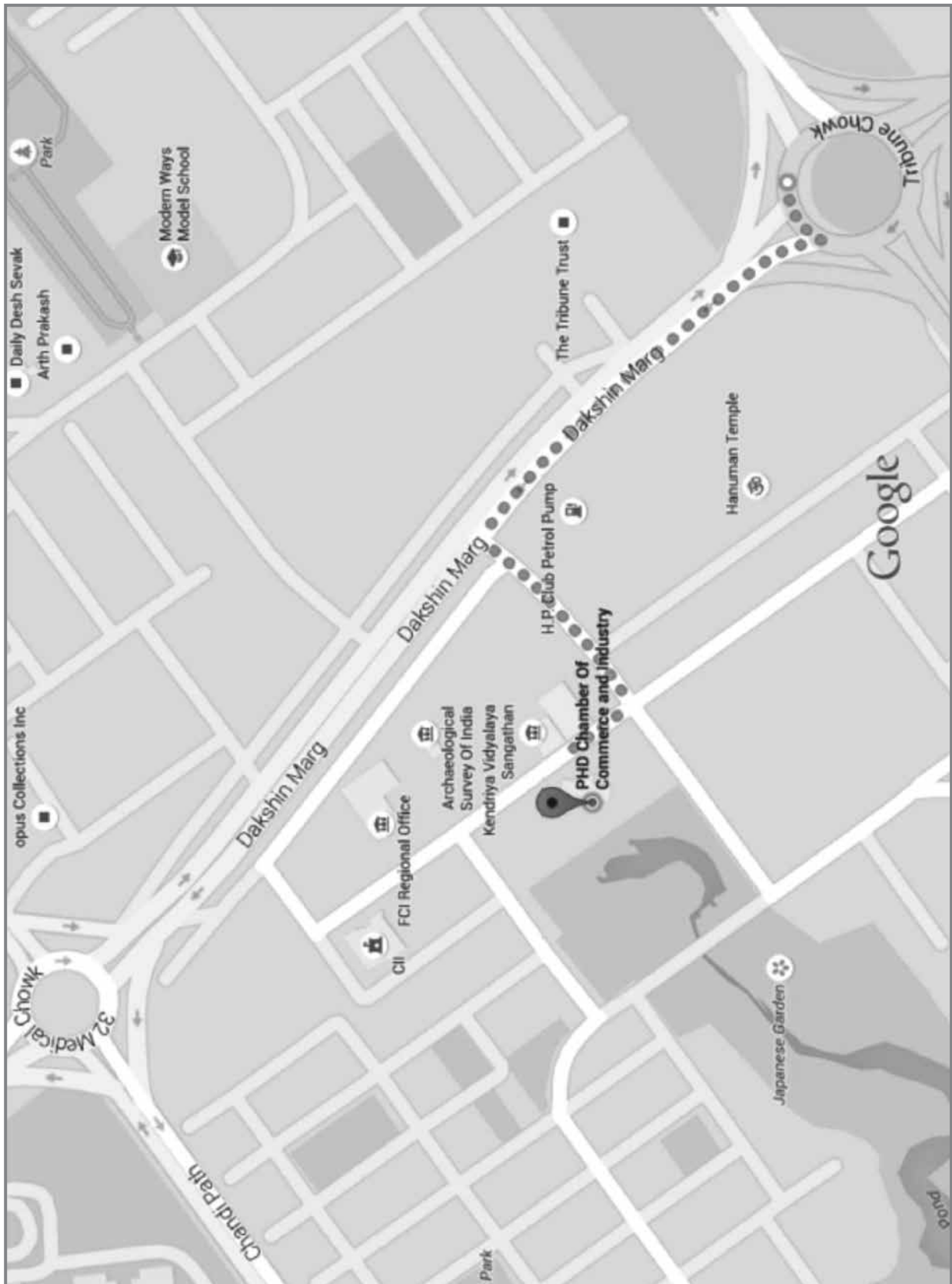
Company Secretary

M.No.F4681

Place: Khamanon

Date: 12-08-2017

Route Map of AGM Venue
PHD House, PHD Chamber of Commerce and Industry, Sector 31A, Chandigarh



Courtesy : Google Maps



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

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

ATTENDANCE SLIP

I/We record my/our presence at the 26th Annual General Meeting of the Company at PHD Chamber of Commerce and Industry, PHD House, Sector 31A, Chandigarh on Saturday, 23rd September, 2017 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, 1st Floor, Sector 9-D, Madhya Marg, Chandigarh-160017		
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	
	Or failing him			

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company, to be held on Saturday, 23rd September, 2017 at 03:00 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:

Sl. 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, 2017		
2.	To appoint a director in place of Mr. Janak Raj Singh (DIN: 00064804) who retires by rotation at this Annual General Meeting and, being eligible, offers himself for reappointment.		
3.	To ratify the appointment of Statutory Auditors of the Company		
4.	To seek approval for the re-appointment of Mr. Balbir Singh Uppal (DIN 00064718) as Managing Director of the company.		
5.	To ratify the remuneration of Cost Auditors for the financial year 2017-18		
6.	To approve material related party transactions		

Signed this.....day of.....2017

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.

**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