



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

Corporate Identity Number: L00000CH1990PLC010573

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

Website: www.lakshmigroup.in

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (EGM) of the Members of **Lakshmi Energy and Foods Limited** will be held on **Monday, the 8th day of October, 2018, at 11.30 a.m. at Corporate Office & Works of the company at Chandigarh- Ludhiana National Highway, Village Khamanon, District Fatehgarh Sahib, Punjab-141008** to transact the following business:

Special Business:

Item No. 1

Appointment of Statutory Auditors to fill casual vacancy

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 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s. K. Singh & Associates, Chartered Accountants (Firm Regn no. 012458N) be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. SMPS & Co., Chartered Accountants.

Resolved further that M/s. K. Singh & Associates, Chartered Accountants be and are hereby appointed as Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2018 on such remuneration as may be fixed by the Board of Directors in consultation with them.”

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

Place : **Khamanon**

Date : **03-09-2018**

Sd/-
(**Ajay K. Ratra**)
Company Secretary

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. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE 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.

3. Route map and details of prominent land mark of the venue of meeting is enclosed
4. Members, who have registered their email addresses for receipt of documents in electronic mode under the Green Initiative of Ministry of Corporate Affairs are being sent Notice of EGM by email and others are being sent by post.
5. **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 Resolution proposed to be passed in the Extraordinary General Meeting (“EGM”) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the EGM (‘remote e-voting’). The facility for voting shall also be made available at the EGM and the members attending the EGM who have not cast their vote by remote e-voting shall be able to vote at the EGM. The members who have cast their vote by remote e-voting may attend the EGM but shall not be entitled to cast their vote again.

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

e-voting facility will be available at the link www.evotingindia.com during the following voting period:

Commencement of e-voting : From 9.00 A.M. of October 5, 2018
End of e-voting : Up to 5.00 P.M. of October 7, 2018

E-Voting shall not be allowed beyond 5.00 p.m. of Oct 7, 2018. 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 Monday, 1st October, 2018 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. 1st October, 2018 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 Resolution shall be deemed to be passed on the date of the EGM, i.e. Monday, 8th October, 2018.

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 EGM and through remote e-voting, will, not later than 2(two) days of conclusion of the EGM, 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.lakshmgroupp.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.

6. The Company has appointed Mr. Ajay K. Arora, Practicing Company Secretary, as 'scrutinizer' (the "Scrutinizer"), for conducting the e-voting process for the Extraordinary General Meeting in a fair and transparent manner.

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

Place : **Khamanon**
Date : **03-09-2018**

Sd/-
(Ajay K. Ratra)
Company Secretary

ANNEXURE TO THE NOTICE

Explanatory Statement under Section 102(1) of the Companies Act, 2013

Item No. 1

M/s. SMPS & Co., Chartered Accountants have tendered their resignation from the position of Statutory Auditors due to pre-occupation, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 139(8) of the Companies Act, 2013 ("Act"). Casual vacancy caused by the resignation of auditors can only be filled up by the Company in general meeting. Board proposes that M/s. K. Singh & Associates, Chartered Accountants (Firm Regn no. 012458N), be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. SMPS & Co., Chartered Accountants.

M/s. K. Singh & Associates, Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

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

Place : **Khamanon**
Date : **03-09-2018**

Sd/-
(Ajay K. Ratra)
Company Secretary



Lakshmi Energy and Foods Limited

Regd. Office: SCO 18-19, First Floor, Sector 9D, Madhya Marg, Chandigarh.

Corporate Identity Number: L00000CH1990PLC010573

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

ATTENDANCE SLIP

I/We record my/our presence at the Extraordinary General Meeting of the Company at Corporate Office & Works of the company at **Chandigarh- Ludhiana National Highway, Village Khamanon, District Fatehgarh Sahib, Punjab on Monday, 8th October, 2018 at 11.30 am.**

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

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

PROXY FORM

Form No. MGT-11

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

CIN:	L00000CH1990PLC010573		
Name of the Company:	LAKSHMI ENERGY AND FOODS LIMITED		
Registered Office:	SCO 18-19, 1 st Floor, Sector 9-D, Madhya Marg, Chandigarh 160 017		
Name of the member(s):			
Registered address:			
E-mail Id:			
Folio No./Client Id		DP ID	

I/We, being the member(s) of.....shares of the above named company, hereby appoint

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

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on **Monday, 8th October, 2018 at 11.30 a.m at Corporate Office & Works of the company at Chandigarh- Ludhiana National Highway, Village Khamanon, District Fatehgarh Sahib, Punjab**

Resolution No.

1.	
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Signed this.....day of.....2018

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company, not less than 48 hours before the commencement of the meeting.

Route Map of EGM Venue

Lakshmi Energy and Foods Limited – Corporate/Admin Office & Works at Chandigarh- Ludhiana National Highway, Village Khamanon, District Fatehgarh Sahib, Punjab-141801



Courtesy: Google maps

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



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

Corporate Identity Number: L00000CH1990PLC010573

Name of sole/first
Named member :

Address :

Registered Folio No./
DP ID No./ Client ID No :

Number of shares held :

Dear Member,

Subject: Process and manner for availing E-voting Facility

Pursuant to provisions of sections 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the business to be transacted at the Extraordinary General Meeting of the Company to be held on Monday, 8th October, 2018, at 11.30 a.m. may be transacted through electronic voting system and the company is providing facility for voting by electronic means. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The e-voting facility is available at the link www.evotingindia.com

The electronic voting particulars are set out below:

EVEN (E-voting event number)	User ID	Password/PIN

The e-voting facility will be available during the following voting period:

Commencement of e-voting	From 9.00 A.M. of October 5, 2018
End of e-voting	Up to 5.00 P.M. of October 7, 2018

E-voting shall not be allowed beyond 5.00 p.m. of October 7, 2018. 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. The cut-off date for the purpose of e-voting is 1st October, 2018.

Please read the instructions printed overleaf before exercising the vote.

These details and instructions form integral part of the Notice for the Extraordinary General Meeting to be held on 8th October, 2018.

Instructions for E-voting

Members are requested to follow the instructions below to cast their vote through e-voting:

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on Shareholders/Members.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) 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 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.
	<ul style="list-style-type: none"> • 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).

- 7) After entering these details appropriately, click on "SUBMIT" tab.
- 8) 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.
- 9) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 10) Click on the EVSN of <Lakshmi Energy and Foods Limited> on which you choose to vote.
- 11) 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.
- 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 13) 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.
- 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 16) 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.
- 17) 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.
- 18) 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.
- 19.) 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. 1st October, 2018 may follow the same instructions as mentioned above for e-Voting.
- 20.) 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.