



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

Telephone: 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 **Saturday, the 17th day of May, 2014, at 11.00 a.m. at Admin Office & Works of the company at Chandigarh-Ludhiana National Highway, Village Khamanon, District Fatehgarh Sahib, Punjab** to transact the following business:

SPECIAL BUSINESS:

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. SMPS & Co., Chartered Accountants, New Delhi be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B. K. Nayar & Co., Chartered Accountants, Ludhiana.

Resolved further that M/s. SMPS & Co., Chartered Accountants, New Delhi 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, 2014 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**

**Ajay K. Ratra
Company Secretary**

Place: Chandigarh

Date: 11-04-2014

NOTES:

- 1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The proxy form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting. The proxy form is enclosed herewith the Notice.**
2. Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Extraordinary General Meeting.
3. Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
4. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
5. 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.
6. **Transport facility for EGM:** The Company has arranged for the transport facility, to and fro, for the shareholders from Chandigarh to the venue of EGM, i.e., Lakshmi Energy and Foods Ltd., Chandigarh-Ludhiana National Highway, VPO Khamanon, Distt. Fatehgarh Sahib, Punjab. Shareholders seeking the said transport facility may reach the registered office at SCO 18-19, First Floor, Sector-9D, Madhya Marg, Chandigarh, by 9.00 a.m on 17th May, 2014.
7. 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 www.evotingindia.com during the following voting period.:

Commencement of e-voting: From 00:01 hrs. of May 11, 2014

End of e-voting: Upto 23:55 hrs. of May 13, 2014

E Voting shall not be allowed beyond 23:55 hrs. of May 13, 2014. During the e-voting period, Shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the recorded date may cast their vote electronically. The record date for the purpose of e-voting is April 11, 2014.

8. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail.
9. 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.

ANNEXURE TO THE NOTICE

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

M/s. B.K.Nayar & Co., Chartered Accountants, Ludhiana have tendered their resignation from the position of Statutory Auditors due to unavoidable circumstances, 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. SMPS & Co., Chartered Accountants, New Delhi, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. B.K.Nayar & Co., Chartered Accountants.

M/s. SMPS & Co., Chartered Accountants, New Delhi, 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**

**Ajay K. Ratra
Company Secretary**

Place: Chandigarh

Date: 11-04-2014

FOR KIND ATTENTION OF THE MEMBERS OF THE COMPANY

1. Members of the Company holding shares in physical form, are requested to surrender their share certificates, in original, to your Depository Participants (DPs) for dematerialization. Kindly note that shares of the Company are traded on the Stock Exchanges compulsorily in demat mode. Hence, by holding in demat mode you can deal freely in the shares at market value.
2. The company is sending communications including Notices for AGM and EGM, Explanatory Statements thereto, Balance Sheets, Directors' Reports, Auditor's Reports, Financial Results etc. through email to shareholders whose emails are registered with the Company. While going through the Register of Members, we have noticed that there are members who have not registered their email IDs with the Company. Consequently, we are unable to send communications to them electronically. In compliance with provisions of Rule 18 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of the Companies Act, 2013 and Rules made thereunder, we request the members to register their email IDs with the Company or their Depository Participants if they are holding shares in electronic form by adhering to the following procedure:
 1. Shareholders holding shares in physical form may kindly register / send their email IDs at the RTA of the Company at the following address either by post or by e-mail :
Beetal Financial & Computer Services (P) Limited
Unit:Lakshmi Energy and Foods Limited
Beetal House, 3rd Floor, 99, Madangir, Behind Local Shopping Centre,
Near Dada Harsukhdas Mandir, New Delhi- 110062
Email: beetalrta@gmail.com Telephone: 011-29961281
 2. Shareholders holding shares in electronic/demat mode may kindly register their email IDs with their respective DPs.
 3. Shareholders whose email IDs have undergone any change or whose IDs require any correction, may kindly follow the procedure detailed in 2, above.



Lakshmi Energy and Foods Limited

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

Corporate Identity Number: L00000CH1990PLC010573

Telephone: 0172-2740352 Fax: 0172-2743057

Email: corporate@lakshmienergy.in, Website: www.lakshmienergy.in

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 Admin Office & Works of the company at Chandigarh-Ludhiana National Highway, Village Khamanon, District Fatehgarh Sahib, Punjab on Saturday, 17th May, 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.

Form No. MGT-11 Proxy form

[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 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 Extraordinary General Meeting of the Company, to be held on Saturday, May 17, 2014 at 11.00 a.m. at Admin 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.....2014

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.

Affix
Revenue
Stamp



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

Telephone: 0172-2740352 Fax: 0172-2743057

Email: corporate@lakshmi group.in, Website: www.lakshmi group.in

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 Saturday, May 17, 2014, at 11.00 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:

EVSN (Electronic Voting sequence number)	User ID	Password/PIN

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

Commencement of e-voting	from 00:01 hrs. of May 11, 2014
End of e-voting	Upto 23:55 hrs. of May 13, 2014

E-voting shall not be allowed beyond 23:55 hrs. of May 13, 2014. During the e-voting period, shareholders of the company holding shares either in physical form or in dematerialized form, as on the record date may cast their vote electronically. The record date for the purpose of e-voting is April 11, 2014.

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 May 17, 2014.

Instructions for E-voting

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

- a. Open your web browser and log on to the e-voting website www.evotingindia.com.
- b. Now click on 'Shareholders'.
- c. Now, select the “**Electronic Voting Sequence Number**” (EVSN) alongwith “Lakshmi Energy and Foods Ltd.” from the drop down menu and click on “**SUBMIT**”.
- d. Now fill up the following details in the appropriate boxes:

Enter	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User-id	For NSDL - 8 character DP ID + 8 digits Client ID. For CDSL – 16 digits Beneficial Owner ID.	Registered Folio Number with the Company.
Password	Your unique Password has been printed on the EGM Notice /e-mail forwarding electronic notice. However, the members who have been allotted their Password earlier by CDSL, may use the same. In case they do not remember such Password, they may go to the option “Forget Password” and proceed.	Your unique Password has been printed on the EGM Notice /e-mail forwarding electronic notice. However, the members who have been allotted their Password earlier by CDSL, may use the same. In case they do not remember such Password, they may go to the option “Forget Password” and proceed.
PAN or Default Number	Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Department or Default number as ABCDE1234F in case PAN is not updated.	Enter your 10 digit alphanumeric Permanent Account Number issued by Income Tax Department or Default number as ABCDE1234F in case PAN is not updated.

- e. After logging in the details of “User id, Password, PAN or Default Number”, the Members holding shares in physical form & Members holding shares in demat form (who had changed their password in the past) will reach directly to the voting screen. However, Members holding shares in demat form, who had not changed their password earlier will now be required to mandatorily change their password in the new password field and may enter their demographic details i.e. date of birth, mobile number and email id. Kindly remember the changed Password as this can be used for voting on future resolution(s) for Lakshmi Energy and Foods Ltd. or any other Company.
- f. On the voting Page, you will now see Resolution Description and option for voting YES/ NO against each Resolution Description. The option YES implies that you assent to the Resolution and NO implies that you dissent to the Resolution.
- g. Click on the **Resolution File Link** if you wish to view the complete EGM Notice.
- h. Enter the **number of shares** (which represents no. of votes) under each of the headings of the resolution, if you want to vote YES/ NO, but not exceeding your total holding.
- i. After selecting the list of the resolutions 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.
- j. Once you have voted on a resolution, you will not be allowed to modify your vote.
- k. You can log in any number of times till you have voted on all the resolutions or till the end of the voting period, whichever is earlier.
- l. **In addition to the above, the non-individual members** (like Corporates, FIs, Mutual Funds, Banks, Trusts etc.) who opt for e voting, are also required to submit Board Resolution/Power of Attorney authorising any person to exercise the Voting Power on their behalf alongwith their attested specimen signatures. Scanned copies of such documents are required to be sent to Scrutinizer through e-mail at ajaykcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. The file containing the said documents should be named as “Member’s name_(EVSN)”, e.g., in case of shareholder company XYZ Ltd., the file containing the authorization documents should be named as “XYZ Ltd._(EVSN)”. The documents can be sent before/immediately after casting the vote. However, in case the same do not reach Scrutinizer/ CDSL before closure of voting, the vote so exercised will be rejected in the system.
- m. If you wish to provide feedback on the e-voting system, click on Suggestions. In case you have any queries or issues regarding e-voting, please contact on helpdesk.evoting@cdslindia.com, or on beetalrta@gmail.com