



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

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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 **Wednesday, 10th February, 2016 at 11.30 A.M. at Corporate/Admin Office & Works of the company at Chandigarh-Ludhiana National Highway, VPO Khamanon, District Fatehgarh Sahib, Punjab-141801**, to transact the following business:

Special Business:

1. Issue of convertible warrants on preferential basis

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“**Resolved** that pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company, Chapter VII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended (“ICDR Regulations”) for preferential issue, and any other Rules / Regulations / Guidelines, if any, prescribed by the Securities and Exchange Board of India, Reserve Bank of India, Stock Exchanges and/or any other statutory / regulatory authority, the Listing Agreements entered into by the Company with the Stock Exchanges where the securities of the Company are listed and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the appropriate authorities, institutions or bodies as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), the consent and approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to create, offer, issue and allot, upto 1,10,00,000 (One Crore Ten Lacs) warrants (hereinafter referred to as “Convertible Warrants”), from time to time and in one or more tranches, on preferential basis to the persons/entities stated below belonging to the Promoters/ Promoters’ Group category (hereinafter referred to as “the Proposed Allottees”), at an exercise price of Rs.17.50 per underlying equity share of the face value of Rs.2 each or such higher issue price as may be determined as per Regulation 76 of Chapter VII of SEBI (ICDR) Regulations, 2009 or other applicable provisions.

Sr.No.	Details of the proposed allottees	Category	Series	Maximum no. of convertible warrants to be allotted
1	Mrs. Narinder Kaur	Promoters/ Promoters’ Group	Series-1	34,80,000
2	Ganeshay Overseas Industries Ltd	Promoters/ Promoters’ Group	Series-2	36,60,000
3	BVM Logistics Pvt. Ltd	Promoters/ Promoters’ Group	Series-3	38,60,000
Total				1,10,00,000

Resolved Further That the Convertible Warrants be issued and allotted for cash by the Board, as per the terms and conditions, which, inter alia, include the following:

- The warrant holder(s) shall be entitled to convert the Convertible Warrants, at the option of the warrant holder(s), into equal number of Equity Shares of a face value of Rs.2/- each of the Company (hereinafter referred to as “Resultant Equity Share”), in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants. However, during the entire tenure of eighteen months of the Convertible Warrants, the Proposed Allottee(s) shall be entitled to convert in one financial year, only upto such number of Convertible Warrants into Resultant Equity Shares, which does not exceed the creeping acquisition limit of the promoter group of the Company, as provided under regulation 3(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (i.e., the difference between the pre warrant conversion and post warrant conversion percentage shareholding & voting right of the promoter group should not exceed five percent in one financial year).
- Entitlement of the Convertible Warrants to the extent not exercised by the warrant holder shall lapse and up-front amount paid on such warrants shall be forfeited.

- c. The Equity Shares allotted pursuant to conversion of the Warrants shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI (ICDR) Regulations, 2009.
- d. In accordance with the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009, the Relevant Date for the purpose of pricing of issue of Convertible Warrants and Resultant Equity Shares on conversion of the Warrants is 11th January, 2016 being the 30 days prior to the date on general meeting for approval of the present preferential issue.

Resolved Further That subject to the applicable provisions, guidelines, notifications, rules and regulations, the Board of Directors of the Company be and is hereby authorised to reduce, change or modify the number of convertible warrants to be issued in Series-1, Series-2 and Series-3, to finalise and/or modify the terms and conditions, quantum, pricing, timings, the utilization of the issue proceeds and all other matters relating to the issue and allotment of the aforesaid preferential issue of convertible warrants and resultant equity shares, to take steps for listing thereof with Stock Exchanges, to agree to such conditions or modifications that may be imposed, required or suggested by the Securities & Exchange Board of India (the SEBI), Stock Exchange(s) or other authorities, or that may otherwise be deemed fit or proper by the Board without being required to seek any further consent or approval of the Company in General Meeting and to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution.

Resolved Further That the Board be and is hereby authorised to delegate all or any of the powers conferred by this resolution on it, to any Committee of Directors, any other Director(s) or officer(s) of the Company to give effect to the aforesaid resolution.”

2. Increase in the Borrowing powers of the Company

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT subject to the provisions of Section 180 (1) (c) and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereto including any statutory modifications or re-enactments thereof and in supersession of all the earlier resolutions, if any, the Board of Directors (hereinafter referred to as the Board), including any committee thereof for the time being exercising the powers conferred on them by this resolution, be and are hereby authorized to borrow money, as and when required, from, including without limitation, any Bank and/or other Financial Institution and/or foreign lender and/or any body corporate/ entity/entities and/or authority/authorities and/ or through suppliers credit, any other securities or instruments, such as floating rate notes, fixed rate notes, syndicated loans, debentures, commercial papers, short term loans or any other instruments etc. and/or through credit from official agencies and/or by way of commercial borrowings from the private sector window of multilateral financial institution, either in rupees or in such other foreign currencies as may be permitted by law from time to time, as may be deemed appropriate by the Board for an aggregate amount not exceeding Rs. 2000 Crores (Rupees Two Thousand Crores Only), notwithstanding that money so borrowed together with the monies already borrowed by the Company, if any (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital of the Company and its free reserves.

FURTHER RESOLVED THAT the Board of Directors be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

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

Sd/-
(Ajay K. Ratra)
Company Secretary

Place : **Khamanon**
Date : **11-01-2016**

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 (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.

3. Route map and details of prominent land mark of the venue of meeting is enclosed
4. Electronic copy of the Notice of the Extraordinary 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 Notice of the Extraordinary 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.
5. Members may also note that the Notice of the Extraordinary General Meeting will also be available on the Company's website www.lakshmiigroup.in for their download
6. 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 to the Meeting.
7. Relevant documents referred to in the accompanying Notice and Explanatory Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. **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 10.00 a.m on 10th February, 2016.
9. **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 Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on Resolutions 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 during the following voting period:

Commencement of e-voting : From 9.00 A.M. of Feb 07, 2016

End of e-voting : Up to 5.00 P.M. of Feb 09, 2016

E-Voting shall not be allowed beyond 5.00 p.m. of Feb 09, 2016. 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 February 03, 2016 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. February 03, 2016 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 EGM, i.e. Wednesday, February 10, 2016.

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 3(three) 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.lakshmiroup.in and on the website of CDSL. The results shall simultaneously be communicated to the concerned Stock Exchanges, where the securities of the Company are listed.

10. The Company has appointed Mr. Ajay K. Arora, Practicing Company Secretary, as ‘scrutinizer’ (the “Scrutinizer”), to scrutinize the voting process though remote e-voting and at the EGM in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for same purpose.
11. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on 7th February, 2016 at 9.00 a.m. and ends on 9th February, 2016 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 3rd February, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) 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 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)	<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 (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Lakshmi Energy and Foods Limited> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) 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.
- (xx) 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. February 03, 2016 may follow the same instructions as mentioned above for e-Voting.
- (xxi) 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. 1

To augment the fund requirements of the Company, your Company intends to raise funds through preferential issue of Convertible Warrants. Your Board proposes to issue upto 1,10,00,000 (One Crore Ten Lacs) convertible warrants, on preferential basis, with an option/entitlement of conversion into/exchange with the equity shares of the Company in one or more tranches within a period of about 18 months from the date of issue/allotment of warrants. These convertible warrants are proposed to issued to the Persons/Entities within the Promoters/Promoters Group, on the terms and conditions as detailed in the Special Resolution set out at Item No. 1 of the notice. The proposal is subject to the approval of the Members of the Company and other statutory approvals, if any. Since your Company is a listed company, the proposed issue is in terms of the provisions of Chapter VII of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (ICDR Regulations) and subject to Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and other applicable provisions, if any.

In terms of the provisions of the Companies Act, and the aforesaid SEBI Regulations, the relevant disclosures/ details are given below:

Instrument and Numbers: The Company is proposing to issue the following securities on preferential allotment basis:

- a. Convertible Warrants not exceeding 1,10,00,000 (One Crore Ten lacs) to an investors belonging to promoter/promoter group category.
- b. The holder of these warrants shall be entitled to convert the warrants into Equity Shares of the Company in the ratio of 1:1 (i.e., one Equity Shares of Rs.2/- each for every one Convertible Warrant held), within a period of 18 (eighteen) months from the date of allotment of Convertible Warrants. However, during the entire tenure of eighteen months of the Convertible Warrants, the Proposed Allottee shall be entitled to convert in one financial year, only upto such number of Convertible Warrants into Resultant Equity Shares, which does not exceed the creeping acquisition limit of the promoter group of the Company, as provided under regulation 3(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (i.e., the difference between the pre warrant conversion and post warrant conversion percentage shareholding & voting right of the promoter group should not exceed five percent in one financial year).

The warrant holder shall make a written request to the Company to exercise the entitlement and send the same along with complete balance payment payable on the Resultant Equity Shares to the Company. Entitlement of the Convertible Warrants to the extent not exercised shall lapse and up-front amount paid on such Convertible Warrants shall be forfeited.

- c. The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.

Pending Preferential issue: No allotment on preferential basis has been made during the current financial year and further there is no preferential allotment under process except as proposed in this notice.

Relevant Date, Issue Price and basis of Price: The relevant date for the purpose of determination of issue and allotment price of the Convertible Warrants and the Resultant Equity Shares is 11th January, 2016.

As per Regulation 76(1) of the SEBI (ICDR) Regulations, 2009, a minimum issue price of the equity shares in preferential issues has to be calculated as follows:

- a) The average of weekly high and low of the volume weighted average price of the related shares quoted on the stock exchange during the twenty six weeks preceding the relevant date;
- b) The average of weekly high and low of the volume weighted average price of the related shares quoted on a stock exchange during the two weeks preceding the relevant date;

whichever is higher.

The shares of the Company are listed and traded on BSE Ltd (BSE) and the National Stock Exchange of India Limited (NSE). Shares of the Company are frequently traded on NSE and the issue price will be higher than the minimum issue price determined under Regulation 76 of the SEBI (ICDR) Regulations, 2009.

Payment: In terms of the provisions of Regulation 77 of the SEBI (ICDR) Regulations, 2009, 25% of the issue price shall be payable before the allotment of Convertible Warrants. The balance 75% of the issue price shall be payable on or before allotment of Resultant Equity Shares pursuant to exercise of option against Convertible Warrants by the warrant holder. It is clarified that the equity shares shall be allotted by the Company upon conversion of Warrants only on fully paid-up basis.

In case the warrant holder does not exercise the option to take equity shares against any of the Convertible Warrant held by it; the up-front payment made in respect of such Convertible Warrant shall be forfeited by the Company.

Identity & particulars of proposed allottee and pre & post issue holding of the proposed allottee: Present preferential issue of Convertible Warrants is proposed to be made to the following persons/entities belonging to promoters/promoters' group category. The identity and the pre-issue & post issue shareholding of the proposed allottees is shown in the table below:

Name & PAN	Address	Category	Identity of the natural persons who are the ultimate beneficial owners of the shares of the proposed allottee and/or who ultimately control the proposed allottee (Name and %age of shareholding)	No. of Warrants proposed to be allotted	Pre-issue Shareholding		Post-issue Shareholding*	
Mrs. Narinder Kaur ADGPK5909B	VPO Khamanon, Distt.Fatehgarh Sahib, Punjab – 141801	Promoter Group	N.A	34,80,000 (Series-1)	-	-	34,80,000	4.49
Ganeshay Overseas Industries Ltd AABCG8778M	SCO 18-19, First Floor, Sector-9D, Madhya Marg, Chandigarh-160017	Promoter/ Promoter Group	Mr.Janak Raj Singh-58.95% Mrs.Inderpreet Kaur-16.56% Mrs.Neetu Singh Uppal-7.91% Mrs.Narinder Kaur-16.56%	36,60,000 (Series-2)	46,32,000	6.96	82,92,000	10.70
BVM Logistics Private Limited AAACJ5789L	SCO 18-19, First Floor, Sector-9D, Madhya Marg, Chandigarh-160017	Promoter Group	Mrs.Inderpreet Kaur-50% Mrs.Narinder Kaur-50%	38,60,000 (Series-3)	-	-	38,60,000	4.98

*Assuming 100% conversion of Warrants of Series1, Series-2 and Series-3.

Mrs. Narinder Kaur (proposed allottee) is wife of Mr. Balbir Singh Uppal who is Promoter and CMD of Lakshmi Energy and Foods Limited.

Mr. Janak Raj Singh is the Promoter and Managing Director and Key Managerial Personnel of Ganeshay Overseas Industries Limited (GOIL). Mr.Ashok Kumar Chopra and Mr.Tejjinder Singh are other non-promoter directors of GOIL.

Mr. Janak Raj Singh is the Promoter Director and Key Managerial Personnel of BVM Logisitics Private Limited. Mr.Ashok Kumar Chopra is other non-promoter director in this company.

All the pre-preferential shareholding, if any, of the Proposed Allottees has been held in demat form.

None of the promoter group persons (including the Proposed Allottees) has not sold any share of the Company during the last six months.

Lock-in Period: The Convertible Warrants issued to promoter group allottees shall be subject to a lock-in period of three years or such other period as may be prescribed in accordance with the SEBI regulations. The Resultant Equity Shares allotted on conversion of Convertible Warrants to promoter allottees shall further be subject to a lock-in period three years from the date of trading approval of the stock exchanges.

Further, securities allotted on preferential basis shall not be transferred by the Proposed Allottees till trading approval is granted by all the recognized stock exchanges, where the equity shares of the Company are listed.

The entire Pre-preferential shareholding of the Proposed Allottees will be placed under lock-in as per regulation 78 of ICDR Regulations.

Intention of promoters/directors/key management persons to subscribe: No promoters/ directors/ key management persons intends to subscribe to the present preferential issue except the Proposed Allottees belonging to promoter group as disclosed in the notice.

Details of change of management/ control, consequent to the present preferential issue: There shall not be any change in control of the Company consequent to the proposed preferential issue of Convertible Warrants/ Resultant Equity Shares.

Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Company is as below:

SN	Category	Pre-issue		Post-issue*	
		No. of Shares	%	No. of Shares	%
(A)	Shareholding of Promoter and Promoter Group				
1	Indian				
(a)	Individuals/Hindu Undivided Family	21140730	31.8	24620730	31.77%
(b)	Central Government/ State Government(s)	0	0	0	0
(c)	Bodies Corporate	13725000	20.64	21245000	27.42%
(d)	Financial institutions/Banks	0	0	0	0
(e)	Any Other	0	0	0	0
	Sub Total(A)(1)	34865730	52.44	45865730	59.19%
2	Foreign				
a	Individuals (Non-Residents individuals/	0	0	0	0
	Foreign Individuals)	0	0	0	0
b	Bodies Corporate	0	0	0	0
c	Institutions	0	0	0	0
d	Any Other	0	0	0	0
	Sub Total(A)(2)	0	0	0	0
(A)	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	34865730	52.44	45865730	59.19%
(B)	Public shareholding				
1	Institutions				
(a)	Mutual Funds/ UTI	0	0	0	0
(b)	Financial Institutions / Banks	278983	0.42	278983	0.36%
(c)	Central Government/ State Government(s)	0	0	0	0
(d)	Venture Capital Funds	0	0	0	0
(e)	Insurance Companies	0	0	0	0
(f)	Foreign Institutional Investors	4212839	6.34	4212839	5.44%

(g)	Foreign Venture Capital Investors	0	0	0	0
(h)	Any Other	0	0	0	0
	Sub-Total (B)(1)	4491822	6.76	4491822	5.80%
(B) 2	Non-institutions				
(a)	Bodies Corporate	5092884	7.66	5092884	6.57%
(b)	Individuals				
I	Individuals – i. individuals shareholders holding nominal share capital upto Rs 1 lakh	14280205	21.48	14280205	18.43%
II	ii. Individuals shareholders holding nominal share capital in excess of Rs. 1 lakh	4461861	6.71	4461861	5.76%
(c)	Any Other				
	NRI	1689317	2.54	1689317	2.18%
	CLEARING MEMBERS	958380	1.44	958380	1.24%
	HUF	649801	0.98	649801	0.84%
	Sub-Total (B)(2)	27132448	40.81	27132448	35.01%
(B)	Total Public Shareholding (B)=(B)(1)+(B)(2)	31624270	47.56	31624270	40.81%
	TOTAL (A)+(B)	66490000	100.00	77490000	100.00%
(C)	Shares held by Custodians and against which Depository Receipts have been issued	0	0	0	0
	GRAND TOTAL (A)+(B)+(C)	66490000	100.00	77490000	100.00%

**Assuming 100% conversion of Warrants of Series-1, Series-2 and Series-3. It may be noted that, during the entire tenure of eighteen months of the Convertible Warrants, the Proposed Allottee(s) shall be entitled to convert in one financial year, only upto such number of Convertible Warrants into Resultant Equity Shares, which does not exceed the creeping acquisition limit of the promoter group of the Company, as provided under regulation 3(2) of the SEBI (Substantial Acquisition of Shares & Takeovers) Regulations, 2011 (i.e., the difference between the pre warrant conversion and post warrant conversion percentage shareholding & voting right of the promoter group should not exceed five percent in one financial year).*

Objects and purpose of the Preferential Issue: Funds raised through the proposed preferential issue will be utilized to meet the long term working capital requirements and other general corporate purpose.

Proposed time of Allotment: The allotment of Convertible Warrants in the present preferential issue will be made within a period of 15 days from the date of passing of the Special Resolution in the present general meeting, excluding the time taken in obtaining the necessary approvals, if any.

After allotment of Convertible Warrants, the warrant holder, subject to other terms and conditions attached to the warrants, shall be entitled to convert the Convertible Warrants, into Equity Shares, in one or more tranches, within a period of eighteen months from the date of allotment of Convertible Warrants.

Undertaking in terms of Regulation 73 of the SEBI (ICDR) Regulations, 2009: We undertake to re-compute the price of the securities to be allotted under the preferential issue, where it is required to do so as per the SEBI (ICDR) Regulations, 2009. We further undertake that if the amount payable on account of the re-computation of price is not paid within the time stipulated in these regulations, the securities shall continue to be locked-in till the time such amount is paid by the allottees.

The Statutory Auditors of the Company has certified that the present preferential issue is being made in accordance with the requirements contained the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements), Regulations, 2009, as amended up to date. The Auditors' Certificate shall be laid before the General Meeting.

In terms of the provisions of the Companies Act and SEBI (ICDR) Regulations, the consent of members by way of a special resolution is required. The Board recommends the resolution for adoption by the members in the meeting.

None of the Directors, Key managerial Persons or their relatives may be deemed to be concerned or interested in the proposed resolution, except Mr. Balbir Singh Uppal, Chairman & Managing Director and Mr. Janak Raj Singh, Joint Managing Director who are also shareholders and promoters of the Company.

Item No. 2

As per Section 180 (1) (c) of the Companies Act, 2013, borrowings (apart from temporary loans obtained from the Company's bankers in ordinary course of business) by the Company beyond the aggregate of the paid up capital of the company and its free reserve requires approval from the shareholders of the Company. However, the net worth has come down as on 31st March, 2015 due to loss incurred by the company consequent upon devaluation of inventory. Therefore, keeping in view of enhanced requirement of loan and also the legal requirement that Section 180(1) of the Companies Act, 2013 provides that the Board of Directors of a company shall exercise the said power only with the consent of the Company by a special resolution. Hence, the Special Resolution at Item No. 2 for authorizing the Board of Directors to borrow monies (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) from time to time on behalf of the Company not exceeding Rs.2000 crores is intended for this purpose.

The Directors recommends the resolution for members' approval as a Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

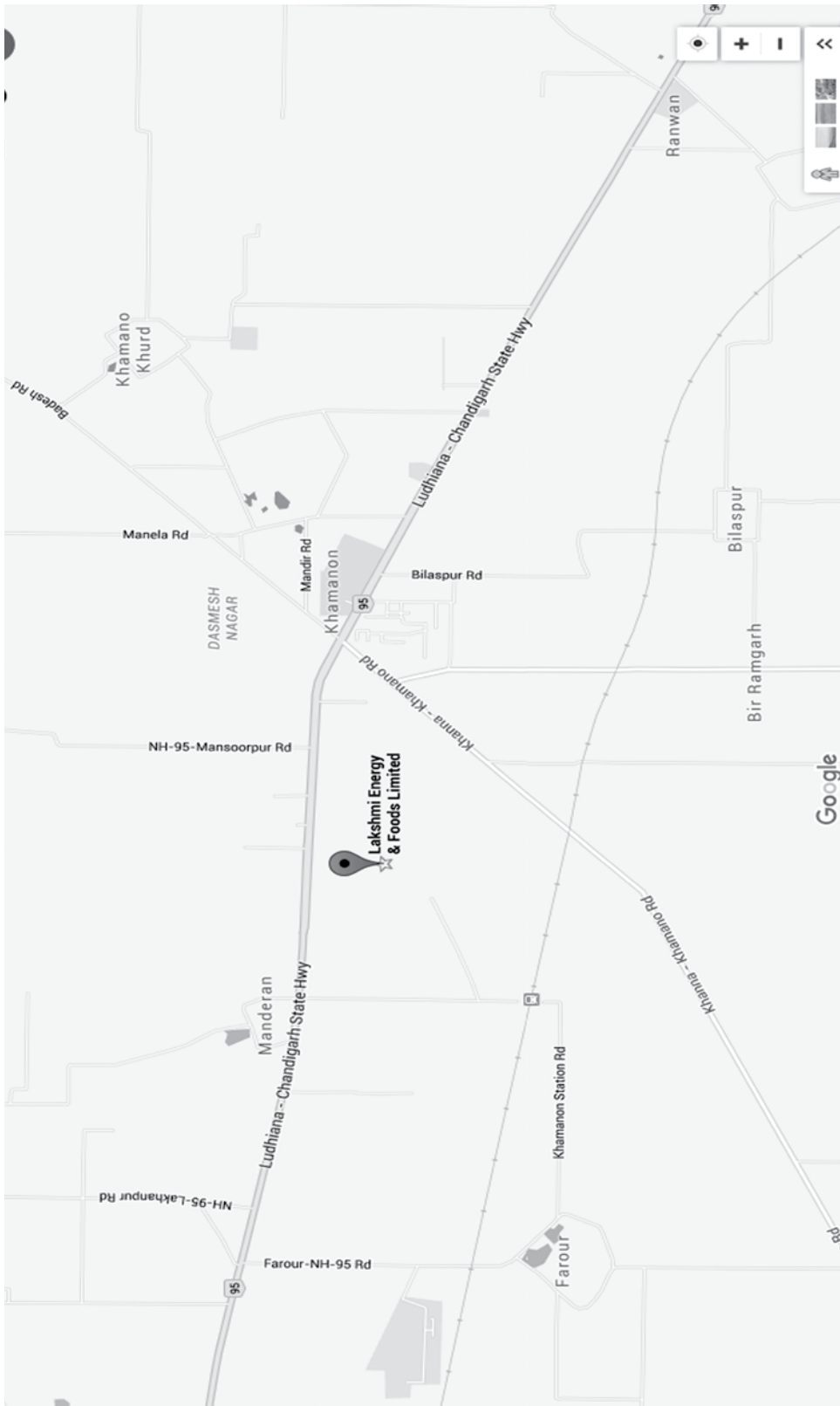
By Order of the Board
For **Lakshmi Energy and Foods Limited**

Place : Khamanon
Date : 11-01-2016

Sd/-
(Ajay K. Ratra)
Company Secretary

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



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/Admin Office & Works of the company at Chandigarh-Ludhiana National Highway, Village Khamanon, District Fatehgarh Sahib, Punjab-141801 on Wednesday, 10th February, 2016 at 11.30 A.M.**

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

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

PROXY FORM

Form No. MGT-11

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

CIN:	L00000CH1990PLC010573		
Name of the Company:	LAKSHMI ENERGY AND FOODS LIMITED		
Registered Office:	SCO 18-19, 1 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			
	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 **Wednesday, 10th February, 2016 at 11.30 A.M. at Corporate/Admin Office & Works of the company at Chandigarh- Ludhiana National Highway, Village Khamanon, District Fatehgarh Sahib, Punjab-141801** and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

Special Business:

1. Issuance of convertible warrants on preferential basis.
2. Increase in the Borrowing powers of the Company

Signed this.....day of.....2016

Signature of Shareholder : _____

Signature of Proxy holder(s) : _____

Affix Revenue Stamp of Rs.1

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.

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