



Admin. Office & Works :
Chandigarh - Ludhiana National Highway, Khamanon-141 801, Punjab. India.
Tel. : 01628-661800, 97809-10117/118 Fax : 91-1628-661805
E-mail : corporate@lakshmigroup.in

CIN: L00000CH1990PLC010

April 28, 2016

To

Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Bandra Kurla Complex,
Bandra (East), Mumbai-400051

NSE Symbol: LAKSHMIEFL

Department of Corporate Services
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, Dalal
Street, Mumbai-400 001

BSE Code: 519570

**Sub: Proceedings of Extraordinary General Meeting of the Company held
on 27th April, 2016**

Dear Sirs,

The Extraordinary General Meeting of members of the company was held on today i.e Wednesday, 27th April 2016 at 11.30 AM at Corporate/Admin Office & Works of the company at Khamanon, Distt.Fatehgarh Sahib, Punjab-141801, to transact the items of business contained in the Notice of said Extraordinary General Meeting. The requisite quorum for the Extraordinary General Meeting of the Company was present.

In accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014, the Company had provided remote E-voting facility, to facilitate all equity shareholders of the Company (as at cut-off date April 20, 2016), to cast their votes electronically on all business proposed in the Notice of EGM. The remote E-voting commenced on 24th April, 2016 at 9.00 a.m and concluded on 26th April, 2016 at 5.00 p.m. Additionally, to facilitate voting by the Shareholder who had not voted using e-voting facility, a Poll was conducted at the Extraordinary General Meeting held on 27th April, 2016.

Based on the report dated April 28, 2016 submitted by Mr.Ajay K.Arora (CP No.993), Company Secretary in Practice, who was engaged by the company as Scrutiniser, to supervise remote E-voting and voting by Poll at the EGM held on April 27, 2016, the Chairman has declared that the proposal contained in Item nos. 1 of the Notice of EGM was approved by the Equity Shareholders of the Company, with overwhelming majority.



Lakshmi
Energy and Foods Limited
Formerly Lakshmi Overseas Industries Limited

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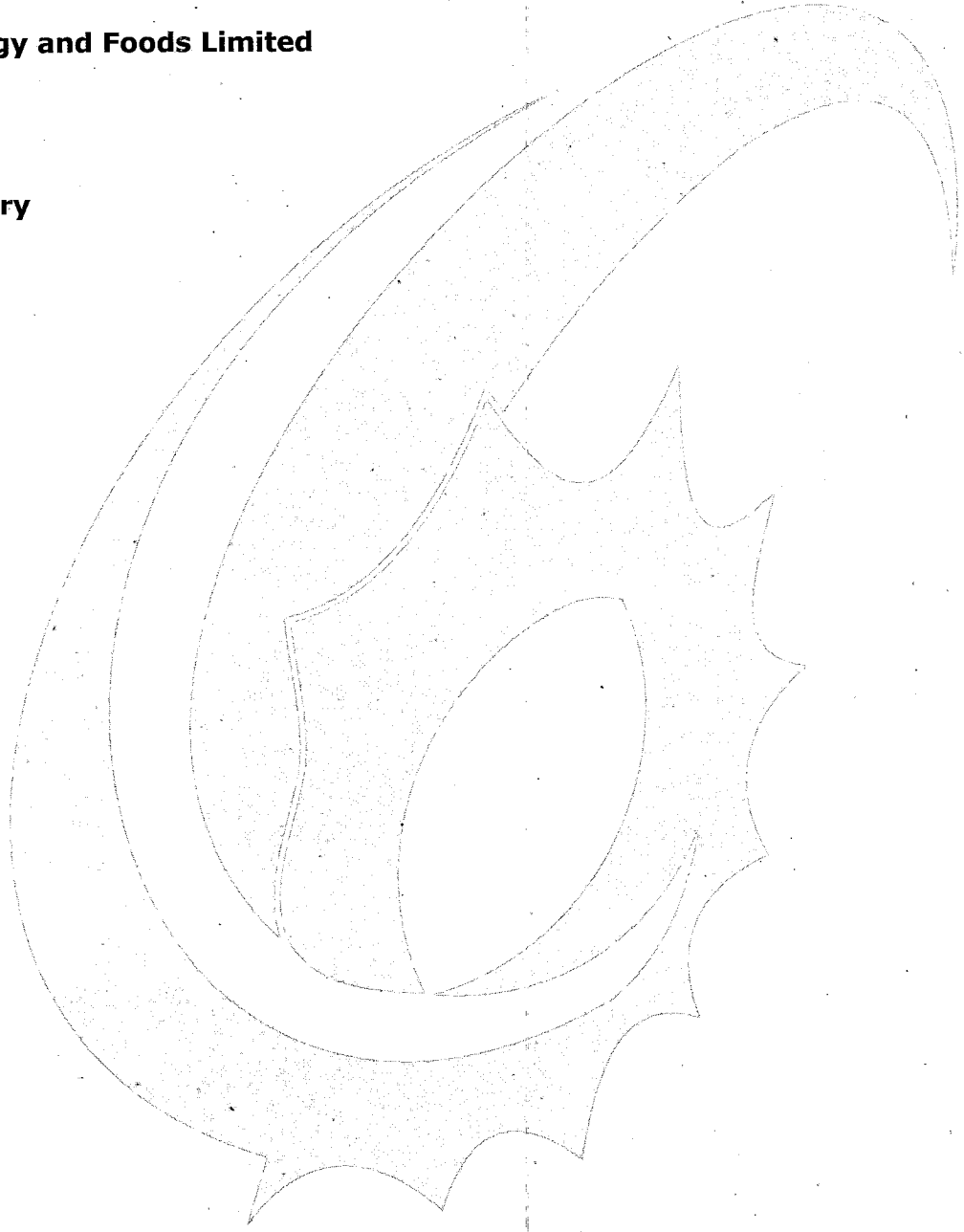
Copy of the Scrutiniser's report alongwith requisite particulars of E-voting results as per Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is enclosed for your information and record.

Thanking you,

Yours truly,
For **Lakshmi Energy and Foods Limited**

Ajay K. Ratra
Company Secretary

Encl: as above





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Details of e-voting and voting by poll at Extraordinary General Meeting held on April 27, 2016

[Pursuant to Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Details of Attendance at Extraordinary General Meeting:

| | |
|---|--|
| Name | Lakshmi Energy and Foods Limited (formerly Lakshmi Overseas Industries Ltd) |
| Date of EGM | 27 th April, 2016 |
| Total number of shareholders on Cut-off date for Evoting i.e as on April 20, 2016 | 18803 |
| No. of equity shareholders present in the meeting either in person or through proxy | |
| -Promoters and Promoter Group | 7 |
| -Public | 105 |
| No. of equity shareholders attended the meeting through video conferencing | |
| -Promoters and Promoter Group | Not arranged. |
| -Public | |
| Details of Agenda | As per Annexure-A enclosed herewith |
| Resolution required | |
| Mode of voting | |
| Voting Results | |

For **Lakshmi Energy and Foods Limited**


Ajay K. Ratra
Company Secretary



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Annexure-A

Details of Voting on the following items proposed at Extraordinary General Meeting (Manner of voting – E-voting and Poll)

Resolution No.1: Issue of 71,40,000 warrants with an entitlement to convert into/exchange with the equal number of Equity Shares of Rs.2/- each, to persons/entities within the Promoters' Group, on preferential basis.

Resolution required: SPECIAL

| Whether promoter/promoter group are interested in the agenda/resolution? | | | | YES | | | |
|--|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| Category | No. of Shares Held | No. of Votes Polled | % of votes polled on outstanding Shares | No. of votes in Favour | No. of Votes Against | % of votes in favour on votes polled | % of votes against on votes polled |
| | 1 | 2 | $3=(2/1)*100$ | 4 | 5 | $6=(4)/(2)*100$ | $7=(5/2)*100$ |
| Promoters and Promoter Group | 34865730 | 34865730 | 100.00% | 34865730 | 0 | 100.00% | 0 |
| Public-Institutional Holders | 4491822 | 0 | 0.00% | 0 | 0 | 0.00% | 0 |
| Public- Others | 27132448 | 2450131 | 9.03% | 2416955 | 33135 | 98.65% | 1.35% |
| Total | 66490000 | 37315861 | 56.12% | 37282685 | 33135 | 99.91% | 0.09% |

(Results after taking into consideration the votes cast by interested parties)



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| Category | No. of Shares Held | No. of Votes Polled | % of votes polled on outstanding Shares | No. of votes in Favour | No. of Votes Against | % of votes in favour on votes polled | % of votes against on votes polled |
|------------------------------|--------------------|---------------------|---|------------------------|----------------------|--------------------------------------|------------------------------------|
| | 1 | 2 | $3=(2/1)*100$ | 4 | 5 | $6=(4)/(2)*100$ | $7=(5/2)*100$ |
| Promoters and Promoter Group | 34865730 | 0 | 0.00% | 0 | 0 | 0.00% | 0 |
| Public-Institutional Holders | 4491822 | 0 | 0.00% | 0 | 0 | 0.00% | 0 |
| Public- Others | 27132448 | 2450131 | 9.03% | 2416955 | 33135 | 98.65% | 1.35% |
| Total | 66490000 | 2450131 | 3.68% | 2416955 | 33135 | 98.65% | 1.35% |

(Results without taking into consideration the votes cast by interested parties)

Result: Passed with requisite majority.

For Lakshmi Energy and Foods Limited


Ajay K. Ratra
Company Secretary

AJAY K. ARORA
LL.B., FCS

PAN No. ADSPA8498H
Ser. Tax No. ADSPA 8498HST001

A. ARORA & CO.

Company Secretaries

S.C.O. 64-65, 1ST FLOOR,
SECTOR 17-A, MADHYA MARG,
CHANDIGARH-160 017
Ph: (O) 2701906
MOBILE : 98140-06492
E-MAIL : ajaykes@gmail.com

Consolidated Report of Scrutinizer

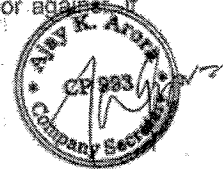
[Pursuant to section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman,
Lakshmi Energy and Foods Limited
SCO 18-19, 1st Floor,
Sector 9-D, Chandigarh.

Extra Ordinary General Meeting of the Shareholders of Lakshmi Energy and Foods Limited held on Wednesday, 27th April, 2016 at 11.30 A.M. at Corporate/ Admin Office & Works of the Company at Chandigarh -Ludhiana Highway, VPO Khamanon, District Fatehgarh Sahib, Punjab – 141801.

Dear Sir,

1. I, Ajay K Arora, Practicing Company Secretary, at S.C.O. 64-65, 1st Floor, Sector 17 A, Madhya Marg, Chandigarh was appointed as Scrutinizer by the Board of Directors Lakshmi Energy and Foods Limited (the Company) for the purpose of scrutinizing the e-voting process (remote e-voting) and voting by use of ballot at the meeting pursuant to section 108 of the Companies Act, 2013 read with rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, as amended, in respect of the below mentioned resolutions proposed at the Extra Ordinary General Meeting (EOGM) of the Equity Shareholders of Lakshmi Energy and Foods Limited held on 27th April, 2016 at 11.30 A.M. at Corporate/ Admin Office & Works of the Company at Chandigarh -Ludhiana Highway, VPO Khamanon, District Fatehgarh Sahib, Punjab – 141801.
2. The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (by remote e-voting) and voting by using ballots by the shareholders on the resolutions proposed in the Notice of the Extra Ordinary General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render a consolidated scrutinizer's report of the total votes cast in favour or against if



any, on the resolutions, to the Chairman based on the reports generated from the electronic voting system provided by Central Depository Services (India) Limited (CDSL) and the report for voting by use of ballots at the meeting.

3. The Company had arranged the services of CDSL for extending the facility of remote e-voting to the Members of the Company from 24th April, 2016 (from 9.00 A.M.) to 26th April, 2016 (upto 5.00 P.M.). The remote e-voting results were unblocked by me on 27th April, 2016 in the presence of two witnesses.
4. At the EOGM of the Company held on 27th April, 2016, the Chairman announced a Poll through Ballot to facilitate the Members present in the Meeting who has not exercised remote e-voting facility earlier, for exercising their right through the Ballot available at EOGM venue.
5. I have rendered Scrutinizer's Report separately on the remote e-voting and on use of ballots at the Meeting and I hereby submit Consolidated Report of Scrutinizer pursuant to Rule 20(4)(xii) on all the resolutions contained in the Notice of the aforesaid EOGM.

The consolidated results of voting are as under:

| Item No. | Resolutions | Votes cast in Favour | | | Votes cast against | | | Invalid Votes | |
|----------|--|----------------------|---------------------------|---------------------------------------|----------------------|---------------------------|---------------------------------------|--|---------------------------------|
| | | No. of Members Voted | No. of Votes Cast by them | % of total number of valid Votes Cast | No. of Members Voted | No. of Votes Cast by them | % of total number of valid Votes Cast | Total No. of Members whose Votes were declared invalid | Total No. of Votes Cast by them |
| 1 | Issue of Convertible Warrants on preferential basis. (As Special Resolution) (Results after taking into consideration the votes casted by Interested Parties*) | 84 | 37282685 | 99.91% | 4 | 33135 | 0.09% | 4 | 41 |
| 1 | Issue of Convertible Warrants on preferential basis. (As Special Resolution) (Results without taking into consideration the votes casted by Interested Parties*) | 75 | 2416955 | 98.65% | 4 | 33135 | 1.35% | 4 | 41 |

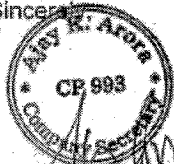


Based on the votes cast on aforesaid resolutions by remote e-voting and poll, the resolution was passed with requisite majority.

6. I hereby confirm that the electronic data, registers and all other relevant records related to remote e-voting and poll is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman consider, approves and signs the minutes of the EOGM.

Thanking you,

Yours Sincerely,



Ajay K Arora
Company Secretary in Practice
CP No. 993
FCS No. 2191

Date: 28-04-2016

Place: Chandigarh

*Interested parties include:

- Mr. Janak Raj Singh
- Mr. Balbir Singh Uppal
- M/s Loil Continental Foods Limited
- M/s Loil Health Foods Limited
- M/s Loil Overseas Foods Limited
- M/s Ganeshay Overseas Industries Limited.
- Mr. Vijay Laxmi Sood