



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

NOTICE OF EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extra-ordinary General Meeting of the Members of **Lakshmi Energy and Foods Limited** will be held on **Saturday, the 1st day of February, 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 224(6) and other applicable provisions, if any, of the Companies Act, 1956 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. B. K. Nayar & Co., Chartered Accountants, Ludhiana be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s S. Kumar Gupta & Associates, Chartered Accountants, Chandigarh.

Resolved further that M/s. B.K.Nayar & Co., 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 financial year ended 30th September, 2013 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**

**Date: 30-12-2013
Place: Chandigarh**

**Ajay K. Ratra
Company Secretary**

NOTES:

- A. Appointment of Proxy:** 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.
- B. Corporate Members:** 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.
- C.** Members/Proxies attending the meeting are requested to bring the Attendance Slip (duly completed) to the Meeting.
- D. Explanatory Statement:** An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 is annexed hereto and forms part of notice.
- E. 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 1st February, 2014.

ANNEXURE TO THE NOTICE

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

The company had reappointed M/s S. Kumar Gupta & Associates, Chartered Accountants, Chandigarh, as the Statutory Auditors of the company at the 22nd Annual General Meeting (AGM) held on 28th March, 2013 to hold office as such till the conclusion of the next AGM.

M/s S. Kumar Gupta & Associates, Chartered Accountants, Chandigarh have tendered their resignation due to health reasons of Mr. Sunil Gupta, Chartered Accountant effective 7th December, 2013, resulting into a casual vacancy in the office of Statutory Auditors of the company as envisaged by section 224(6) of the Companies Act, 1956 ("Act"). Since, a casual vacancy, in terms of proviso to Section 224(6)(a) of the Act, caused by the resignation of auditors can only be filled up by the Company in general meeting, the Board proposes that M/s. B.K.Nayar & Co., Chartered Accountants, Ludhiana, be appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s S. Kumar Gupta & Associates, Chartered Accountants.

M/s. B.K.Nayar & Co., Chartered Accountants, Ludhiana, 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 section 224(1B) of the Act.

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**

**Date: 30-12-2013
Place: Chandigarh**

**Ajay K. Ratra
Company Secretary**



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PROXY FORM

I/We.....of.....being member/members of the above named company hereby appoint Mr./Ms..... of..... failing him/her, Mr./Ms.....of.....as my/our proxy to attend and vote for me/us on my/our behalf at the Extra-ordinary General Meeting of the Company, to be held on Saturday, 1st February 2014 at 11.00 A.M. and at any adjournment thereof.

Signed.....day of....., 2014 by the said.....

Affix
Rs. 1/-
Revenue
Stamp

Folio No./DP ID/ Client ID No.....

No. of Shares held

Signature of Shareholder.....

NOTES

1. The Proxy, to be effective should be deposited at the registered office of the Company at SCO 18-19, Sector 9D, Chandigarh not later than FORTY EIGHT HOURS before the commencement of the aforesaid meeting.
2. A Proxy need not to be a member of the Company.



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

ATTENDANCE SLIP

I/We record my/our presence at the Extra-ordinary General Meeting of the Company, to be held at SCO 18-19, First Floor, Sector 9D, Madhya Marg, Chandigarh on Saturday, 1st February 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.

BOOK-POST

If undelivered to, please return to:



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