

LOKESH MACHINES LIMITED

B-29, EEIE, Stage-II, Balanagar, Hyderabad - 500 037. Telangana CIN: L29219TG1983PLC004319

EXTRA-ORDINARY GENERAL MEETING

NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of Lokesh Machines Limited will be held on Monday on March 30th, 2015 at 11.00 A.M at Jubilee Hills International Centre, Near Jubilee Hills Check Post, Road No. 14, Hyderabad - 500 033 Telangana to transact the following Business as a special business:

Item 1: Preferential Issue of Equity Shares / Warrants

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 Sections 62 and all other applicable provisions, if any of the Companies Act, 2013 and rules (including any statutory amendments thereto and all modifications or re-enactments thereof for the time being in force) and (the "Act") including any statutory modification (s) thereto or re-enactment thereof and in accordance with the relevant provisions of the Memorandum and Articles of Association of the company and in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") and as per the provisions of other applicable rules/regulations/guidelines prescribed by the Securities Exchange Board of India ("SEBI") and/or Reserve Bank of India ("RBI"). and/or any other statutory/regulatory authority and clarifications thereon issued from time to time, whether in India or abroad, and pursuant to the listing agreements entered into by the company with the BSE Limited ("Stock Exchange") and National Securities Exchange of India Limited where the securities of the company are listed or to be listed, and subject to all approvals, consents, permissions and/or sanctions as may be required including but not limited to SEBI under the SEBI ICDR Regulations and from any other regulatory or statutory authority or body in India and subject to such terms, conditions, alternations, changes, variations and/or modifications, if any, as may be prescribed by any one or more or all of them in granting such approvals, consents, permissions and/or sanctions and as agreed to by the Board of Directors of the company (the "Board", which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred on the Board by this resolution) and in accordance with the SEBI ICDR Regulations, the consent of the Company be and is hereby accorded to the Board to create, issue, offer and allot, in one or more tranches by way of preferential allotment, upto 10,00,000 (Ten Lakhs equity shares of Rs. 10/- each fully paid up for cash at a price of Rs. 50/- (Rupees Fifty only) per equity share aggregating to Rs.5,00,00,000/ - (Rupees Five Crores only) and to create issue, offer and allot in one or more tranches upto 31,00,400 Convertible Warrants to the promoters and non promoters on preferential basis and said warrants will be convertible into equal number of Equity share of Rs. 10 (Rupees Ten Only) each fully paid-up at price of Rs. 50/- (Rupees Fifty Only) including premium of Rs. 40- (Rupees Forty Only) determined in accordance with the SEBI Guidelines, provided that promoter's shareholding does not increase by more than 5% of the equity capital in any financial year. The details of the allottees are as under:

S.No.	Name of the Investor	Promoter/ Non- Promoter	Instrument	Number
1.	Mr. Ashish Kacholia	Non-Promoter	Equity shares	10,00,000
2.	Mr. Ashish Kacholia	Non-Promoter	Warrants	6,00,000
3	Mullapudi Lokeswara Rao	Promoters	Warrants	50,000
4	Mullapudi Srikrishna	Promoters	Warrants	7,02,340
5	Mullapudi Srinivas	Promoters	Warrants	7,86,424
6	Mullapudi Vijaya lakshmi	Promoters	Warrants	50,000
7	Bollineni Kishore Babu	Promoters	Warrants	2,89,322
8	Bollineni Vijayalakshmi	Promoters	Warrants	83,136
9	Mullapudi Kanakadurga	Promoters	Warrants	1,85,254
10	Mullapudi Vasantha Lakshmi	Promoters	Warrants	3,704
11	Mullapudi Likhitha	Promoters	Warrants	313816
12	Bollineni Shilpa	Promoters	Warrants	27,723
13	Bollineni Sriharsha	Promoters	Warrants	8,681

RESOLVED FURTHER THAT the "Relevant Date" in relation to the Preferential Allotment of Equity shares and convertible Warrants pursuant to this resolution in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations shall be the date thirty (30) days prior to the date of the Extraordinary General Meeting of the shareholders of the Company (i.e. 27th February, 2015) or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations".

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, matters, things and deeds and to take all such steps and do all such things and give all such directions as they may consider necessary, expedient or desirable for issue or allotment of the said Equity Shares and listing thereof with the Stock Exchange where the existing Equity Shares of the Company are listed and to take all such steps and to do all such things as may be required to comply with the requirements of the SEBI tCDR Regulations and other applicable laws and give all such directions as the Board may consider necessary, expedite or desirable, including without limitation, effecting any modification to the foregoing (including any modification to the terms of the Preferential Allotment), to prescribe the forms of application, private placement offer letter, allotment, to enter into any definitive agreements and other incidental documents or other instruments and writings, and also to settle any question or difficulties or doubts that may arise in regard to the offer/issue, allotment and utilization of the proceeds and further to do all such acts, deeds, matters and things and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Equity Shares pursuant to the Preferential Allotment, without being required to seek any further consent or approval of the members and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and to do all acts and deeds in the best interest of the Company and to take all such steps which are incidental and ancillary in this regard."

RESOLVED FURTHER THAT Mr. Mullapudi Lokeswara Rao, Managing Director, Mr B.Kishoare Babu, Executive Director, Mr M Srinivas Director of the be and are hereby severally authorized to execute and file any and all requisite forms, documents, return and/or deeds with any regulatory authority in connection with the above resolutions, (Including e-FORMS to be filled with the Registrar of Companies, SEBI and other notifications required to be made to the Stock Exchange"

RESOLVED FURTHER THAT Mr. Mullapudi Lokeswara Rao, Managing Director, Mr B.Kishoare Babu, Executive Director, and Mr M Srinivas Director of the company be and is hereby severally authorised to do and to generally do all such acts, deeds and things as may be necessary or incidental to give effect to the aforesaid resolutions."

RESOLVED FURTHER THAT all actions taken by the Board or Committee duly constituted for this purpose in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects"

By Order of the Board For LOKESH MACHINES LIMITED

Place:Hyderabad Date:March 04th, 2015 D.Raghavendra Rao Company Secretary

NOTES:

- 1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the Special Business to be transacted at the Extraordinary General Meeting ("EGM") is annexed hereto.
- 2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE EGM IS ENTTILED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMEBR OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company voting rights. However, a member holding more than ten percent of the total share capital of the Company voting rights may appoint a single person as proxy and such person shall not act as proxy for any other shareholder. The instrument appointing the proxy in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not less than 48 hours before commencement of the EGM. A proxy form is being sent herewith.
- 3. Corporate members intending to send their authorised representatives to attend the EGM are requested to send to the Company a certified true copy of their board resolution authorising their representatives to attend and vote on their behalf at the EGM.
- Only registered members of the Company or any proxy appointed by such registered members may attend the EGM as provided under the provisions of the Companies Act, 2013.
- 5. The Company is providing its members the facility to cast their vote on the resolution by electronic means ("evoting").
- 6. Notice of the EGM along with attendance slip, proxy form, and a letter giving the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / depository participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.
- Members / proxies are requested to bring their duly filled attendance slip sent herewith at the EGM.
- 8. Relevant documents referred to in the accompanying notice and the explanatory statement are open for inspection by the members at the registered office of the Company during the office hours on all working days except Saturdays between 10.00 a.m. to 1.00 p.m. up to the date of the EGM.
- Shareholders shall have one vote per share as shown against their holding. The shareholders
 can vote for their entire voting rights as per their discretion.
- 10. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive any communication from the Company electronically.

The procedure and instructions for e-voting are as follows:

- Open your web browser during the voting period and navigate to 'https://evoting.karvy.com'
- ii) Enter the login credentials (i.e., user-id & password) mentioned on the enclosed Form. Your folio/DP Client ID will be your User-ID.

User - ID	For Members holding shares in Demat Form:- a) For NSDI:- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL:- 16 digits beneficiary D For Members holding shares in Physical Form:- • Event no. followed by Folio Number registered with the company
Password	Your Unique password is printed on the Note/ via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e., please enter the alphabets and numbers in the exact way as they are displayed for security reasons.

- iii) Members can cast their vote online from 24th March @ 9.00 AM to 26th March 2015 @ 5.00 PM
- iv) After entering these details appropriately, click on "LOGIN".
- v) Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z).one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-Voting platform. System will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
- viii) If you are holding shares in Demat form and had logged on to "https://evoting.karvy.com" and casted your vote earlier for any company, then your exiting login id and password are to be used.
- ix) On the voting page, you will see Resolution Description and against the same the option 'FOR/ AGAINST/ABSTAIN' for voting .Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholder do not wants to cast, select 'ABSTAIN'
- x) 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.
- xi) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote. Corporate/Institutional Members (corporate /Fls/Flis/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to schid285@gmail.com with copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "

Corporate Mr. S. Chidambaram Practising Company Secretary (ies), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of atleast two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company. The results shall be declared on or after the EGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website http://www.Lokesh Machines.com and will be communicated to the Stock Exchange on which the Company's equity shares are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following statement sets out the material facts concerning the special business mentioned in the accompanying Notice and to be transacted at the Extraordinary General Meeting.

Item 1: Preferential Issue of Equity Shares / Warrants

In order to reduce the interest burden of the company by repaying some of the existing debts and to meet the working capital requirement and funds for general corporate purpose, the Company is proposing to raise funds through preferential issue of upto 10,00,000 Equity Shares of face value Rs.10/- each and 31,00,400 convertible warrants (the "Preferential Allotment") in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (the "SEBI ICDR Regulations") and the applicable provisions of the Companies Act, 2013.

The other disclosures in accordance with the Companies Act, 2013, the ICDR Regulations and the other applicable provisions of law, in relation to the Special Resolution set out in the accompanying Notice are as follows:

1. Objects of the Preferential Issue:

To augment long term resources of the Company for repayment of debt, and for general corporate

2. The proposal of the promoters, directors or key management personnel of the Company to subscribe to the offer:

The promoters, directors and key management personnel of the Company are propose to subscribe to the Preferential Allotment:

3. The shareholding pattern of the Company before and after the Preferential Issue:

Pro - Post the preferential issue shareholding pattern as shown below:

Sr.No.	e - Post the preferential issue shareholding Category	Pre-Issue equity shareholding		Post-Issue equity shareholding	
		No. of Shares	% of share holding	No. of Shares	% of share
A	Promoters' holding :				
1	Indian				
	Individuals	6747156	57.29	9247556	58.24
	Bodies Corporate	Nil	Nil	Nil	Nil_
- "-	Sub Total	6747156	57.29	9247556	58.24
2	Foreign Promoters	Nil	Nil	Nil	Nil
	Sub Total (A)	6747156	57.29	9247556	58.24
В	Non-Promoters' holding:				
1.	Institutional Investors	370000	3.14	370000	2.33
2	Non-Institution:	<u> </u>			
	Private Corporate				
	Bodies	689423	5.85	689423	4.34
<u> </u>	Directors and Relatives	Nil	Nil	Nil	Nil
	Indian Public	3840125	32.61	5440125	34.26
\	Others (Including NRIs)	130696	1.11	130696	0.83
	Sub-total (B)	5030244	42.71	6630244	41.76
 	Grand Total (A + B)	11777400	100.00	15877800	100.00

Note: * Assuming after full conversion of warrants

4. The time within which the preferential issue shall be completed:

The allotment of Equity Shares / Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of such approvals..

5. The identity of the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the Company consequent to the preferential issue:

S. No.	Name of the Investor	Promoter/ Non-Promoter	Instrument	Number of shares/ warrants to be allotted	conversion holdings	
					Number of shares	% of hold- ing
1.	Mr. Ashish Kacholia	Non-Promoter	Equity shares	10,00,000	16,00,000	10.08
			Warrants	6,00,000		
2.	Mullapudi Lokeswara Rao	Promoters	Warrants	50,000	7,96,872	5.02
3	Mullapudi Srikrishna	Promoters	Warrants	7,02,340	18,12,271	11,41
4	Mullapudi Srinivas	Promoters	Warrants	7,86,424	19,21,615	12.10
5	Mullapudi Vijaya lakshmi	Promoters	Warrants	50,000	18,44,913	11.62
6	Bollineni Kishore Babu	Promoters	Warrants	2,89,322	10,97.009	6.91
7	Bollineni Vijayalakshmi	Promoters	Warrants	83,136	3,14,305	1.98
8	Mullapudi Kanakadurga	Promoters	Warrants	1,85,254	7,00,372	4,41
9	Mullapudi Vasantha Lakshmi	Promoters	Warrants	3,704	14,004	0.09
10	Mullapudi Likhitha	Promoters	Warrants	313816	3,40,220	2.14
11	Bollineni Shilpa	Promoters	Warrants	27,723	1,04,810	0.66
12	Bollineni Sriharsha	Promoters	Warrants	8,681	32,819	0.21

6. Change in Control:

The Preferential Allotment to the allottees will not result in a change in the control to management of the Company.

7. Company's undertaking:

The Company undertakes that if required, the price shall be recomputed in terms of the provision of the ICDR Regulations. If the amount payable upon the re-computation is not paid within the stipulated time as mentioned in the ICDR Regulations, the specified securities shall continue to be locked in till such amount is paid by the allottee.

8. Auditors' Certificate:

M/s. Brahmayya & Co Chartered Accountants, the statutory auditors of the Company has certified that the Preferential Allotment is being made in accordance with the requirement contained in the SEBI ICDR Regulations. A copy of this certificate shall be placed before the shareholder's at the extraordinary general meeting and the same will also be made available for inspection at the registered office of the Company on all working days except public holidays during the hours between 10 a.m. to 1 p.m. upto the date of the ensuring extraordinary general meeting.

9. Relevant Date and Issue Price:

The Equity Shares proposed to be issued to the allottees and the conversion of warrants issued to the allottees pursuant to the Preferential Allotment will be issued and allotted at a price not less than the higher of the price derived in terms of SEBI ICDR Regulations:

The Equity Shares of the Company are infrequently traded as per SEBI ICDR Regulations. The preferential issue price has been derived after considering the book value, comparable traded companies multiples, and such other parameters as decided by the board of the Company. Explanation: the "Relevant Date" in relation to the Preferential Allotment of Equity shares and warrants pursuant to this resolution in accordance with the provisions of SEBI (ICDR) Regulations shall be the date thirty (30) days prior to the date of the Extraordinary General Meeting of the shareholders of the Company i.e. 27th February, 2015 or such other date as may be prescribed in accordance with the SEBI (ICDR) Regulations"

Accordingly, the preferential issue price of Rs.50/- (Rupees Fifty only) per Equity Shares is higher than the price calculated on the above mentioned parameter.

10. Lock-in:

The equity shares and warrants to be allotted on preferential basis shall be subject to lock-in period as provided in the SEBI (ICDR) Regulations, for the time being in force. Such locked-in Equity Shares may however be transferred to and amongst the Promoters / Promoter Group subject to the provisions of ICDR Regulations.

The entire pre-preferential allotment shareholding of the above allottee, if any, shall be locked-in from the Relevant Date up to a period of six months from the date of trading approval as per Regulation 78(6) of the ICDR Regulations.

11. Dealing and Holding by the Investor:

The allotment of Equity Shares under Preferential Issue is subject to the Investor not having sold the Company's shares during the Six (6) months preceding the relevant date.

12. Approvals:

The Company is taking necessary steps to obtain all the requisite approvals from all the appropriate authorities including Stock Exchange, for the proposed Preferential Issue of equity shares of the Company.

13. General:

- An amount equivalent to 25 per cent of the issue price of the Equity Shares (i.e., Rs.12.50 paise) shall be payable at the time of subscription of Warrants.
- The holder of Warrants will be entitled to apply for and be allotted, in one or more tranches,
 (one) Equity Share of Rs. 10/- each of the Company per warrant at any time after the date of allotment thereof but within on or before 18 months from the date of allotment.
- iii. Upon exercise of the right to subscribe for Equity Shares, the warrant holders shall be liable to make the payment of balance sum, being 75 per cent of the issue price (i.e., Rs. 37.50 paise), towards subscription to each Equity Share, as may be applied. The amount paid against Warrants shall be adjusted / set off against the issue price of the resultant Equity Shares.
- iv. In the event of entitlement attached to Warrants to subscribe for Equity Shares is not exercised within the period as mentioned above, the same shall lapse and the amount paid on the Warrants shall stand forfeited.
- v. Upon receipt of the payment as above, the Board (or a Committee thereof) shall allot one Equity Share per warrant by appropriating Rs.10/- towards Equity Share capital and the balance amount paid against each warrant, towards the securities premium.

- vi. The warrant holders shall also be entitled to any future issue of bonus / rights, if any, of Equity Shares or warrants convertible into Equity Shares or such other securities by the Company, in the same proportion and manner as any other shareholders of the Company for the time being and the Company shall reserve proportion of such entitlement for the warrant holders.
- vii. The warrant by itself does not give to the holder(s) thereof any rights of the shareholders of the Company.
- viii. The Equity Shares to be issued and allotted by the Company on exercise of the Warrants in the manner aforesaid shall be in dematerialised form and subject to the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the then existing Equity Shares of the Company and be listed on stock exchanges where the Equity Shares of the Company are listed.

14. Miscellaneous

- a. The Company is in compliance with the conditions for continuous listing of equity shares as specified in the Listing Agreement with the Stock Exchange;
- b. The Company has obtained the Permanent Account Number of the Allottees.

The Board recommends the passing of resolution mentioned above in the notice as a Special Resolution is in the interest of your Company.

By Order of the Board For LOKESH MACHINES LIMITED

Place:Hyderabad Date:March 04th, 2015

D. Raghavendra RaoCompany Secretary



LOKESH MACHINES LIMITED

B-29, EEIE, Stage-II, Balanagar, Hyderabad -500037, Telangana CIN: L29219TG1983PLC004319

EXTRA-ORDINARY GENERAL MEETING

Form No: MGT 11

PROXY FORM

{Pursuant to s (Management :	ection 105(6) of the Companies Act, 2013 and ruand Administration) Rules, 2014]	ıle 19(3) of t	he Companies					
· -	hareholder(s):							
Registered Ad	dress:							
E-mail ID:Folio No./ClientID:								
l/We, being me	mber(s) of Lokesh Machines Limited, holding company, hereby appoint:							
1. Name:								
	Address:							
	Signature:							
Or failing h								
2. Name:	· · · · · · · · · · · · · · · · · · ·							
Address:	Address:							
	Signature:							
Or failing h	~							
3. Name:								
Address:								
	Signature:							
as my/ our pro General of the International Ce	ky to attend and vote (on poll) for me/ us, on my/ our Company to be held on Monday, March 30,2015 a entre, Near Jubilee Hills Check Post, Road No. 14, Hyder ment therof in respect of such resolutions as are indicated.	behalf at the at 11.00 a.m. abad -500 033	Extra-ordinary at Jubilee Hills					
Resolution No	Resolution(s)	FOR	AGANIST					
1.	Special Business Preferential Issue of Equity Shares and Convertible Warrants							
	day of 2015		Affix Re.1/- Revenue Stamp					
Signature of memberSignature of proxy holder:Sta								

Note:

- a. Proxy need not be a member of the Company.
- b. The Proxy Form duly filled in and signed by the Member(s) across the revenue stamp should reach the Company's Registered Office: B-29, EEIE, Stage-II, Balanagar, Hyderabad 500037,, at least 48 hours before the commencement of the meeting.
- c. Corporate members intending to send their authorized representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.



LOKESH MACHINES LIMITED

B-29, EEIE, Stage-II, Balanagar, Hyderabad -500037, Telangana



EXTRA-ORDINARY GENERAL MEETING ATTENDANCE SLIP

Member's Reg. Folio No	Client 1D:
DP ID:	
Name and Address	
	ry General Meeting held at 11.00 A.M on Monday Centre, Near Jubilee Hills Check Post, Road No.

Signature of the shareholder / proxy

Notes:

- 1. Shareholder/Proxy intending to attend the meeting must bring the duly signed Attendance Slip to the Meeting and handover at the entrance
- 2. Shareholder/Proxy should bring his/her copy of the EGM (Extra-ordinary General Meeting)Report.