



LOKESH MACHINES LIMITED

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CIN: L29219TG1983PLC004319, Tel: 040 23079310/11

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EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that the (01/LML/2023-24) Extra-Ordinary General Meeting ('EGM') of the Members of Lokesh Machines Limited will be held on Monday, the December 04, 2023, at 11:00 A.M. through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following business:

SPECIAL BUSINESS

1. INCREASE IN THE AUTHORISED SHARE CAPITAL AND ALTERATION OF THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder, including any statutory modification(s) thereof and Articles of Association of the Company, consent of the Members be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 20,00,00,000/- (Rupees Twenty Crores Only) divided into 2,00,00,000 (Two Crores) Equity shares of Rs. 10/- (Rupees Ten Only) each to Rs. 22,00,00,000/- (Rupees Twenty-Two Crores Only) divided into 2,20,00,000 (Two Crores Twenty Lakhs Only) Equity shares of Rs. 10/- (Rupees Ten Only) each and Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the said Clause with the following:

'V. The Authorized Share Capital of the Company is Rs. 22,00,00,000 (Rupees Twenty-Two Crore Only) divided into 2,20,00,000 (Two Crore Twenty Lakh Only) equity shares of Rs.10/- (Rupees Ten Only). The Company has the power from time to time, to increase or reduce its capital. Any of the said shares and any new shares hereafter to be created, may from time to time be divided into shares of several classes in such manner as the Articles of Association of the Company may prescribe or allow and so that the shares of each class may have or confer such preferred or other special rights and privileges and may be issued under such restrictions and conditions whether in regard to dividend, voting, return of capital or otherwise, as well have been assigned thereto by or under the provisions of the Articles of Association but so that the special rights or privileges belonging to holders of any shares issued with preferred or other rights shall not be varied or abrogated or affected



except with such sanction as is provided for by the Articles of Association of the Company for the time being;

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution), be and is hereby authorized to do all such acts, deeds and things as may be necessary and incidental for giving effect to this Resolution.”

2. TO CREATE, OFFER, ISSUE AND ALLOT EQUITY SHARES ON PREFERENTIAL BASIS.

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the applicable provisions of Sections 42, 62 and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (herein after referred to as the "Companies Act"), Chapter V and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), the uniform listing agreement in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited & The National Stock Exchange of India Limited ("Stock Exchanges") on which the equity shares of the Company are listed, in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities, and in accordance with recommendation of Board of Directors of the Company, Consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches up to 6,00,000 (Six Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Each) for cash at an issue price of Rs. 243.25/- (Rupees Two Hundred Forty-Three and Twenty-Five Paise Only) at a premium of Rs. 233.25/- (Rupees Two Hundred Thirty-Three and Twenty-Five Paise Only) per share aggregating to Rs 14,59,50,000 /- (Rupees Fourteen Crores Fifty-Nine Lakhs Fifty Thousand Only) to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI(ICDR) Regulations and other applicable laws:



S. No.	Name of the Proposed Allottees	Category of the Proposed Allottees	Type of Securities	No. of Securities
1.	Bharat Kumar Anchalia	Non-Promoter	Equity	1,00,000
2.	Jyoti Singh	Non-Promoter	Equity	1,50,000
3.	Tirumala Rao Nimmagadda	Non-Promoter	Equity	50,000
4.	Raj Goenka	Non-Promoter	Equity	70,000
5.	Rashi Goenka	Non-Promoter	Equity	70,000
6.	Girdhar Fiscal Services Private Limited	Non-Promoter	Equity	70,000
7.	Aalekha Supply Private Limited	Non-Promoter	Equity	70,000
8.	Innovative Dealers Private Limited	Non-Promoter	Equity	20,000

RESOLVED FURTHER THAT the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following:

1. The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is November 03, 2023, i.e., 30 days prior to the date of Passing of the Special Resolution i.e., December 04, 2023;
2. The Equity Shares shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
3. The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
4. No partly paid-up Equity Shares shall be issued/ allotted;
5. The Equity Shares so offered, issued and allotted will be listed on the BSE Limited & National Stock Exchange Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
6. The Equity Shares to be allotted shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
7. The Proposed Allottees shall be required to bring in 100% of the consideration for the Equity Shares on or before the date of allotment hereof;



8. The consideration for allotment of relevant equity shares shall be paid to the company by the proposed allottee from their respective bank accounts.
9. Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part thereof;

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board hereby to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Equity Shares in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares; making applications to the Stock Exchanges for obtaining in-principle approvals; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Equity Shares; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, to Managing Director, Chief Financial Officer and Company Secretary of the Company for execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard;

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.”



3. TO CREATE, OFFER, ISSUE AND ALLOT WARRANTS ON PREFERENTIAL BASIS

To consider and, if thought fit, to give your assent or dissent to the following resolution as a **Special Resolution**:

RESOLVED THAT pursuant to the applicable provisions of Sections 42, 62 and other provisions, if any, of the Companies Act, 2013, read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder (including any amendments, modifications and/ or re-enactments thereof for the time being in force) (herein after referred to as the "Companies Act"), Chapter V and the applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendments, modifications or re-enactments thereof for the time being in force) ("SEBI Listing Regulations"), the uniform listing agreement in terms of the SEBI Listing Regulations entered into by the Company with BSE Limited & The National Stock Exchange of India Limited ("Stock Exchanges") on which the equity shares of the Company are listed, in accordance with provisions of the Memorandum and Articles of Association of the Company, as amended, and any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, the Ministry of Corporate Affairs ("MCA"), the Securities and Exchange Board of India ("SEBI"), or any other statutory or regulatory authority, in each case to the extent applicable and including any amendments, modifications or re-enactments thereof for the time being in force, and subject to such other approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) imposed by any other regulatory authorities, and in accordance with recommendation of Board of Directors of the Company, the Consent of the Members of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time, in one or more tranches upto 15,00,000 (Fifteen Lakhs) Fully Convertible Warrants ("Warrants") for cash at an issue price of Rs. 243.25/- (Rupees Two Hundred Forty-Three and Twenty-Five Paise Only) per warrant at a premium of Rs. 233.25/- (Rupees Two Hundred Thirty-Three and Twenty-Five Paise Only) for each warrant with a right to the warrant holders to apply for and be allotted 1 (One) Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 36,48,75,000/- (Rupees Thirty-Six Crores Forty-Eight Lakhs Seventy-Five Thousand Only) to the below mentioned proposed allottee(s) by way of preferential issue in such manner and on such terms and conditions as are stipulated in the explanatory statement attached hereto and as may be determined by the Board in its absolute discretion in accordance with the SEBI (ICDR) Regulations and other applicable laws:

S. No.	Name of the Proposed Allottees	Category of the Proposed Allottees	Type of Securities	No. of Securities
1.	Mullapudi Lokeswara Rao	Promoter	Warrants	2,57,848
2.	Kishore Babu Bollineni	Promoter	Warrants	2,00,000
3.	Mullapudi Sri Krishna	Promoter	Warrants	4,74,562
4.	Mullapudi Srinivas	Promoter	Warrants	5,67,590



RESOLVED FURTHER THAT the Warrants being offered, issued and allotted to the Proposed Allottees by way of a preferential allotment shall inter-alia be subject to the following:

1. The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares & Warrant fully convertible into Equity Shares is November 03, 2023, i.e., 30 days prior to the date of Passing of the Special Resolution i.e., December 04, 2023.
2. The Warrants & Equity Shares issued and allotted as a result of exercise of Warrants shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and be listed on the Stock Exchange(s) subject to receipt of necessary permission(s), sanction(s) and approval(s).
3. The Warrants shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of warrant is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission.
4. The resultant Equity shares on conversion of warrants so offered, issued and allotted will be listed on the BSE Limited & National Stock Exchange Limited, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
5. The Equity Shares to be allotted as the result of conversion of Warrants shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
6. The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant.
7. An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of allotment of Equity Shares, if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / appropriated against the issue price for the resultant Equity Shares.
8. Without prejudice to the generality of the above, the issue of the Warrant shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
9. The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment



of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Equity Shares in dematerialized form within the period of 15 days from such notice by warrant holders.

10. In the event the Warrant holder does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse, and the amount paid at the time of subscription of the Warrants shall stand forfeited.
11. The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.

RESOLVED FURTHER THAT the allotment of aforesaid Warrants shall be in accordance with the following terms and conditions:

- A Warrant by itself shall not give to a warrant holder thereof, any rights of the shareholder of the Company.
- In the event, the equity shares of the company are either sub-divided or consolidated before the conversion of the warrants into equity shares of the Company, then the face value, the number of equity shares to be allotted on conversion of the warrants and the warrant issue price shall automatically stand adjusted in the same proportion, as the present value of the equity shares of the Company bears, to the newly sub-divided / consolidated equity shares without affecting any right or obligation of the said warrant holders and
- In the event the Company's equity capital is affected or changed due to any other corporate actions such as a merger, demerger, consolidation of business or other reorganization or restructuring of the Company, tender offer for equity shares of sale of undertaking, necessary adjustments with respect to the terms of the aforesaid warrants shall be made by the Company and such other action as may be deemed necessary or appropriate by the Board shall be taken to reflect such corporate actions, including but without limitation, suitable adjustment of the warrant issue price, subject to necessary approvals.”

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, the Board hereby to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Warrants in accordance with the provisions of the Act;

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Company Secretary of the Company be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee for effecting any modifications, changes,



variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the warrants and resulting equity shares; making applications to the Stock Exchanges for obtaining in-principle approvals; listing of shares; filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities; filing of requisite documents with the depositories; resolve and settle any questions and difficulties that may arise in the preferential offer; issue and allotment of the Warrants; and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Board of the Company, and that the Board shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, to Managing Director, Chief Financial Officer and Company Secretary of the Company for execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard;

RESOLVED FURTHER THAT the Managing Director, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution.”

Date: November 10, 2023
Place: Hyderabad



By Order of the Board
For **LOKESH MACHINES LIMITED**

A handwritten signature in black ink, appearing to read "Gurprit Singh".

Sd/-
Gurprit Singh
Company Secretary

Notes:

Notes and Instructions:

1. The Explanatory Statement pursuant to the provisions of section 102 of the Companies Act, 2013 ("the Act"), in respect of the special businesses mentioned in the Notice of this Extra ordinary General Meeting ("EGM") ("Notice") is annexed hereto.
2. The Ministry of Corporate Affairs ("MCA") has vide its circular No. 09/2023 dated September 25, 2023 (read with previous circulars) in this regard and Securities and Exchange Board of India ("SEBI") vide circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023, (read with previous circulars) in this regard permitted the holding of the Extra-Ordinary General Meeting ("EGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC / OAVM, without the physical presence of the members at a common venue. The deemed venue for the aforesaid EGM shall be the Registered Office of the Company. The Company has engaged National Securities Depository Limited (NSDL) for facilitating voting through electronic means i.e., remote e-voting and voting at the EGM.
3. Members are requested to send their queries, if any, at least 10 days in advance so that the information can be made available at the meeting.
4. In all correspondence with the company, members are requested to quote their Account/Folio numbers and in case their shares are held in dematerialized form, they must quote their client ID number and their DPID number.
5. The Company has designated an exclusive email address cosecy@lokeshmachines.com which would enable the members to post their grievances and monitor its redressed. Any member having any grievance may post the same to the said Email address for its quick redressed.
6. SEBI has notified for compulsory trading of shares of the Company in dematerialization form so members, who have not dematerialized their shares are advised to contact Depository Participant in this regard.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations, as may be amended, and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National securities Depository Limited ("NSDL") for facilitating e-voting to enable the shareholders to cast their votes electronically.



8. The Board of Directors in their meeting held on November 10, 2023, have appointed, L. Dhanamjay Reddy, Practicing Company Secretaries, Hyderabad (Membership No. 13104, CP No. 3752) to act as Scrutinizer for conducting the voting and E-voting process in a fair and transparent manner.
9. The Scrutiniser shall after the conclusion of e-Voting at the EGM, first download the votes cast at the EGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutiniser's report of the total votes cast in favour or against, invalid resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorised in this regard, within 48 (forty eight) hours from the conclusion of the AGM, who shall then countersign and declare the result of the voting forthwith..
10. The Result declared along with the report of the scrutinizer shall be placed on the website of the Company www.lokeshmachines.com and on the website of NSDL, the results shall simultaneously be communicated to the Stock Exchange(s).
11. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on cut-off date i.e., November 27, 2023.
12. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to vote through e-Voting facility & attended the EGM.
13. Necessarily documents of the Company pursuant to Section 102 of the Companies Act, 2013 are open for inspection for the shareholders in electronic mode. Members can inspect the same by sending an email to cosecy@lokeshmachines.com till the last day of voting.
14. Members who have not registered their e-mail address so far are requested to register their email addresses for receiving all communications including annual report, notices, circulars, etc. from the Company electronically. The email addresses can be registered with the Depository Participant ("DP") in case the shares are held in electronic form and with the Registrar and Transfer Agents of the Company ("RTA") in case the shares are held in physical form.

15. Instructions for Members for e-voting are as under:

- a) In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the EGM by electronic means and the business may be transacted through e-voting services. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as voting at the meeting will be provided by NSDL.



- b) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

In terms of aforesaid SEBI Circular on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- c) The remote e-voting period begins on December 01, 2023, at 09:00 A.M. and ends on December 03, 2023, at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., November 27, 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being November 27, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

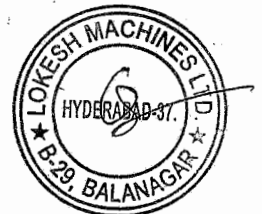
A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode





In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.



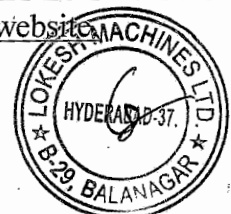
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.



	<p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

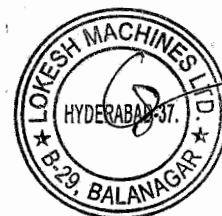
1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****



c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Password details for shareholders other than Individual shareholders are given below:
- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.



Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ldreddy2016@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Swapneel Puppala at evoting@nsdl.co.in



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to cosecy@lokeshmachines.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to cosecy@lokeshmachines.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under "**Join General meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member Login



where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at cosecy@lokeshmachines.com. The same will be replied by the company suitably.
6. Members who would like to express their views/ask questions during the meeting may register themselves as a speaker and send their request mentioning their name, demat account number/ folio number, email id, mobile number at cosecy@lokeshmachines.com at least 10 days in advance before the start of the meeting i.e., by November 24, 2023, by 3.30 P.M. (IST). The same will be replied by the Company suitably.
7. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting.



Statement pursuant to Section 102 of the Companies Act, 2013 setting out all material facts:

Item No. 01

Due to the proposed preferential issue, the Board of Directors have subject to the approval of the Shareholders at their meeting held on November 10, 2023, approved the proposed increase in the Authorized Share Capital so as to accommodate the increase in the paid-up share capital pursuant to the aforesaid preferential issue.

Further, due to proposed increase in the Authorized Share Capital of the Company the Capital Clause of the Memorandum of Association of the Company shall also be amended to reflect the increase capital.

In accordance with Section 13 & Section 61 of the Companies Act, 2013 ("the Act") read with rules made there under and other applicable provisions if any, of the Act, the board hereby seeks approval of Shareholders of the Company for increase in the Authorized Share Capital as per the details given in the resolution as set out in the Item No. 01 of the accompanying Postal Ballot Notice.

None of the Directors, key managerial personnel of the company and their respective relatives are, in any way, concerned or interested in the resolution as set out in Item No.01, except to the extent of their shareholding in the company, if any.

The Board commends the resolution as set out in Item No.01 to be passed by the members of the company as a Ordinary resolution.

Item No. 02

The Board of Directors in their meeting held on November 10, 2023, subject to the necessary approvals, have resolved to issue and allot up to 6,00,000 (Six Lakh) fully paid-up equity shares to non-promoters having Face Value of Rs. 10/- (Rupees Ten only) at an issue price of 243.25/- (Rupees Two Hundred Forty-Three and Twenty-Five Paise Only) at a premium of Rs. 233.25/- (Rupees Two Hundred Thirty-Three and Twenty-Five Paise Only) per share aggregating to Rs. 14,59,50,000 /- (Rupees Fourteen Crores Fifty-Nine Lakhs Fifty Thousand Only) on preferential and private placement basis.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. **Date of passing of Board resolution approving preferential issue:** November 10, 2023
2. **Object of the Preferential Issue is as mentioned below:**

- a. Repayment of Borrowings
- b. Capex
- c. Working capital Requirements



3. The Total number of Securities to be issued and pricing:

The Board intends to offer, issue and allot up to 6,00,000 (Six Lakh only) fully paid-up Equity Shares having Face Value of Rs. 10/- (Rupees Ten only) at an issue price of 243.25/- (Rupees Two Hundred Forty-Three and Twenty-Five Paise Only) at a premium of Rs. 233.25/- (Rupees Two Hundred Thirty-Three and Twenty-Five Paise Only) per share aggregating to Rs. 14,59,50,000/- (Rupees Fourteen Crores Fifty-Nine Lakhs Fifty Thousand Only) on preferential and private placement basis.

4. Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ('NSE') & BSE Limited ('BSE'). The Equity Shares are frequently traded and NSE, being the Stock Exchange having higher trading volumes has been considered in accordance with the SEBI (ICDR) Regulations for determination of issue price. As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares will be issued at a price of Rs. 243.25/- (Rupees Two Hundred Forty-Three and Twenty-Five Paise Only) per Equity Share which is not less than the price as determined by the registered valuer.

The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is Friday, November 03, 2023. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

5. Name and address of Valuer who performed valuation:

Name	Navin Khandelwal
Address	5/1, Saket Nagar Indore (M. P.)
Contact No.	9893033618
Email Id.	navink25@yahoo.com
Web link of Valuation Report	https://www.lokeshmachines.com/investment-center.php?key=forms-and-downloads

6. Amount which the Company intends to raise by way of issue of Equity Shares:

The proposed Preferential Issue of Equity Shares shall be by conversion/appropriation of the existing debt availed by the Company of up to Rs. 14,59,50,000 /- (Rupees Fourteen Crores Fifty-Nine Lakhs Fifty Thousand Only).

7. Material terms of Issue of Equity Shares:

a. Equity Shares:

- i) 100% of the issue price payable on application. The Equity Shares including the equity shares to be issued and allotted shall be made fully paid up at the time of allotment and be allotted in dematerialized form only.
- ii) The said equity shares shall rank pari passu in all respects with the then existing equity shares of the Company.



iii) The equity shares shall be subject to the Memorandum and Articles of Association of the Company.

8. Principle terms of assets charged as securities: Not Applicable

9. The intention of the promoters, directors or key managerial personnel of the Company to subscribe to the offer.

The Company's Promoters do not intend to participate in the proposed preferential issue of Equity Shares. However, they intend to acquire warrants in accordance with the resolution no. 3 of the Notice. None of the Company's key managerial personnel intend to subscribe to Equity shares in this preferential issue.

10. Shareholding pattern of the Company before and after the preferential issue.

Please refer "Annexure – A" to this Notice for details.

11. Time frame within which the preferential issue shall be completed:

The allotment of the Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the Members, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the last date of such approval or permission.

12. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the year i.e., from April 01, 2023, no preferential allotment has been made to any person by the Company.

13. Valuation for consideration other than cash: Not applicable

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer OR Where the specified securities are issued on a preferential basis for consideration other than cash, the valuation of the assets in consideration for which the equity shares are issued shall be done by an independent valuer, which shall be submitted to the stock exchanges where the equity shares of the issuer are listed:

Not applicable.

15. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Please refer "Annexure – B" to this Notice for details.



16. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter:

None of the Company, its directors or Promoters have been declared as willful defaulter as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

17. Relevant Date:

The Relevant Date, as per the SEBI (ICDR) Regulations, as amended, for the determination of the issue price of the Equity Shares, is taken to be November 03, 2023 ("Relevant Date") being the date which is 30 days before the date of Extraordinary General Meeting ("EGM") i.e., Monday, December 04, 2023.

18. Lock-in:

The Equity Shares allotted pursuant to this resolution as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

19. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter.

Please refer "Annexure – C" to this Notice for details.

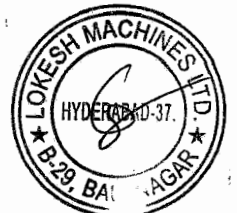
20. Certificate of a practicing Company Secretary:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from the practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available for inspection by the Members of the Company at the Registered Office of the Company on all working days, except Saturdays between 11:00 A.M. and 1:00 P.M. upto the end of next working day from date of conclusion of the EGM. The Certificate is also placed on the Company's website:<https://www.lokeshmachines.com/investment-center.php?key=forms-and-downloads>

21. Other Disclosures / Undertakings:

The Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- b) If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) Regulations the above Equity Shares shall be continued to be locked in till such amount is paid by the allottees;
- c) All the equity shares held by the proposed allottees in the company are in dematerialized form only;



- d) No person belonging to the promoters/promoter group have sold/transferred any equity shares of the Company during the 90 Trading days.
- e) No person belonging to the promoters / promoter group has previously subscribed to any equity share / warrants of the company but failed to exercise them and
- f) It is hereby confirmed that neither the Company nor its Directors and to the Company's knowledge- any of its Promoters is a willful defaulter.
- g) It is hereby confirmed that neither the Company nor its Directors and any of its Promoters are a fraudulent borrower.

None of the Directors, key managerial personnel of the company and their respective relatives are, in any way, concerned or interested in the resolution as set out in Item No.02, except to the extent of their shareholding in the company, if any.

The Board commends the resolution as set out in Item No.02 to be passed by the members of the company as a **Special resolution**.

Item No. 03

The Board of Directors in their meeting held on November 10, 2023, subject to the necessary approvals, have resolved to issue and allot up to 15,00,000 Warrants Convertible Equity Warrants to the persons belonging to promoter group at an issue price of 243.25/- (Rupees Two Hundred Forty-Three and Twenty-Five Paise Only) at a premium of Rs. 233.25/- (Rupees Two Hundred Thirty-Three and Twenty-Five Paise Only) per share aggregating to Rs. 36,48,75,000 /- (Rupees Thirty-Six Crores Forty-Eight Lakhs Seventy Five Thousand Only) on preferential and private placement basis.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. **Date of passing of Board resolution approving preferential issue:** November 10, 2023
2. **Object of the Preferential Issue is as mentioned below:**
 - a. Repayment of Borrowings
 - b. Capex
 - c. Working capital Requirements
3. **The Total number of Securities to be issued and pricing:**

The Board intends to offer, issue and allot up to 15,00,000 Warrants Convertible Equity Warrants at an issue price of 243.25/- (Rupees Two Hundred Forty-Three and Twenty-Five Paise Only) at a premium of Rs. 233.25/- (Rupees Two Hundred Thirty-Three and Twenty-Five Paise Only) per share aggregating to Rs. 36,48,75,000 /- (Rupees Thirty-Six Crores Forty-Eight Lakhs Seventy-Five Thousand Only) on preferential and private placement basis.



4. Basis on which the price has been arrived at:

The Equity Shares of the Company are listed on National Stock Exchange of India Limited ('NSE') & BSE Limited ('BSE'). The Equity Shares are frequently traded and NSE, being the Stock Exchange having higher trading volumes has been considered in accordance with the SEBI (ICDR) Regulations for determination of issue price. As per the provisions of the SEBI (ICDR) Regulations, the Equity Shares will be issued at a price of Rs. 243.25/- (Rupees Two Hundred Forty-Three and Twenty-Five Paise Only) per Equity Share which is not less than the price as determined by the registered valuer.

The Relevant Date, as per the provisions of Chapter V of the SEBI (ICDR) Regulations for determination of the issue price of Equity Shares is Friday, November 03, 2023. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under ICDR Regulations, 2018.

5. Name and address of Valuer who performed valuation:

Name	Navin Khandelwal
Address	5/1, Saket Nagar Indore (M. P.)
Contact No.	9893033618
Email Id.	navink25@yahoo.com
Link of Valuation Report	https://www.lokeshmachines.com/investment-center.php?key=forms-and-downloads

6. Amount which the Company intends to raise by way of issue of Warrants:

The proposed Preferential Issue of Equity Shares and/or Warrants shall be by conversion/appropriation of the existing debt availed by the Company of up to Rs. 36,48,75,000 /- (Rupees Thirty-Six Crores Forty-Eight Lakhs Seventy Five Thousand Only).

7. Material terms of Issue of Warrants:

The issue of Warrants shall be subject to the following terms and conditions:

- i) The Warrant holders shall, subject to the SEBI (ICDR) Regulations and other applicable rules, regulations and laws, be entitled to apply for and be allotted one equity share against each Warrant, in one or more tranches within a period of 18 (Eighteen) months from the date of allotment of the Warrants, by issuing a written notice to the Company specifying the number of Warrants proposed to be so converted. The Company shall accordingly issue and allot the corresponding number of Equity Share(s) of face value of Rs.10/- each to the Warrant holders.



- ii) An amount equivalent to 25% of the Issue Price payable at the time of subscription and allotment of each Warrant. The balance 75% amount shall be payable by the Warrant holder(s) if and when the right attached to Warrant(s) to subscribe for the Equity Share(s) is exercised. The amount paid against Warrants shall be adjusted / appropriated against the Issue Price for the resultant equity share(s).
- iii) In the event that, a Warrant holder does not exercise the right attached to Warrant(s) within a period of 18 (Eighteen) months from the date of allotment of such Warrant(s), the unexercised Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by Company.
- iv) The Warrants by themselves, until exercise of the conversion right and allotment of Equity Shares, do not give the holder thereof any rights akin to that of shareholder(s) of the Company, except to the extent stated in clause (ix) below.
- v) The Company shall apply for the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchange(s) in accordance with the SEBI (LODR) Regulations and all other applicable laws, rules and regulations subject to receipt of necessary permission(s), sanction(s) and approval(s).
- vi) The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and 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 dividend and voting rights with the then existing Equity Shares of the Company.
- vii) The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI (ICDR) Regulations from time to time.
- viii) The Warrants and Equity Shares allotted to the Promoter on conversion of such Warrants will be transferable within the Promoter Group of the Company, as per applicable laws.
- ix) The warrant holders shall be entitled to all future corporate actions including but not limited to issue of bonus / rights, if any, and the Company shall reserve proportion of such entitlement for the warrant holders.

9. Principle terms of assets charged as securities: Not Applicable

10. The intention of the promoters, directors or key managerial personnel of the Company to subscribe to the offer

The Promoter of the Company has agreed to subscribe the proposed preferential issue of Warrants. None of the directors or key managerial personnel of the Company propose to subscribe to Warrants in the offer.



11. Shareholding pattern of the Company before and after the preferential issue.

Please refer “Annexure – A” to this Notice for details.

12. Time frame within which the preferential issue shall be completed:

The allotment of the Warrants shall be completed within a period of 15 days from the date of passing of the resolution by the Members, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the last date of such approval or permission.

13. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Please refer “Annexure – B” to this Notice for details.

14. Disclosures specified in Schedule VI of the SEBI (ICDR) Regulations, if the issuer or any of its promoters or directors is a willful defaulter:

None of the Company, its Directors or Promoters have been declared as willful defaulter as defined under the SEBI (ICDR) Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

15. Relevant Date:

The Relevant Date, as per the SEBI (ICDR) Regulations, as amended, for the determination of the issue price of the Warrants, is taken to be November 03, 2023 (“Relevant Date”) being the date which is 30 days before the date of Extraordinary General Meeting (“EGM”) i.e., Monday, December 04, 2023.

16. Lock-in:

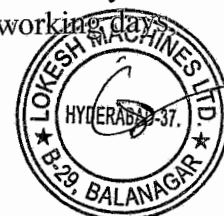
The resultant Equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as specified under applicable provisions of the SEBI (ICDR) Regulations.

17. The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

Please refer “Annexure – C” to this Notice for details.

18. Certificate of a practicing Company Secretary:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from the practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations, is available for inspection by the Members of the Company at the Registered Office of the Company on all working days



except Saturdays between 11:00 A.M. and 1:00 P.M. upto the end of next working day from date of conclusion of the EGM. The Certificate is also placed on the Company's website:<https://www.lokeshmachines.com/investment-center.php?key=forms-and-downloads>

19. Other Disclosures / Undertakings:

The Company hereby undertakes that:

- a) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- b) If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) Regulations the above warrants shall be continued to be locked in till such amount is paid by the allottees;
- c) All the equity shares held by the proposed allottees in the company are in dematerialized form only;
- d) No person belonging to the promoters/promoter group have sold/transferred any equity shares of the Company during the 90 Trading days.
- e) No person belonging to the promoters / promoter group has previously subscribed to any equity share / warrants of the company but failed to exercise them and
- f) It is hereby confirmed that neither the Company nor its Directors and to the Company's knowledge- any of its Promoters is a willful defaulter.
- g) It is hereby confirmed that neither the Company nor its Directors and any of its Promoters are a fraudulent borrower.

None of the Directors, key managerial personnel of the company and their respective relatives are, in any way, concerned or interested in the resolution as set out in Item No.03, except to the extent of their shareholding in the company, if any.

The Board commends the resolution as set out in Item No.03 to be passed by the members of the company as a Special resolution.



Annexure – A

Shareholding pattern of the Company before and after the preferential issue of Equity Shares & Warrants.

Shareholding pattern of the Company before and after the preferential issue.							
Category	(Pre-issue - equity shares)		Post issue - equity shares		Post issue- conversion of warrants #		
	As on						
	No. of shares	% of Share holding	No. of shares	% of share holding	No. of shares	% of share holding	
A	Promoter/Promoter Group						
	Kishore Babu Bollineni	1145209	6.40	1145209	6.19	1,345,209	6.73
	Mullapudi Sri Krishna	1920180	10.72	1920180	10.38	2,394,742	11.98
	Mullapudi Srinivas	2048415	11.45	2048415	11.07	2,616,005	13.08
	Mullapudi Lokeswara Rao	541820	3.03	541820	2.93	799,668	4.00
	Other Promoter/Promoter Group	3721952	20.8	3721952	20.12	3,721,952	18.61
	Total (A)	9377576	52.4	9377576	52.4	10877576	54.40
B	Public Shareholding						
	Bharat kumar anchalia	0	0	100,000	0.54	100,000	0.50
	Jyoti Singh	43310	0.24	193,310	1.05	193,310	0.97
	Tirumala Rao Nimmagadda	15000	0.08	65,000	0.35	65,000	0.33
	Raj Goenka	0	0	70,000	0.38	70,000	0.35
	Rashi Goenka	0	0	70,000	0.38	70,000	0.35
	Girdhar Fiscal Services Private Limited	0	0	70,000	0.38	70,000	0.35
	Aalekha Supply Private Limited	0	0	70,000	0.38	70,000	0.35
	Innovative Dealers Private Limited	0	0	20,000	0.11	20,000	0.10
	Sub-total (B1)	58300	0.32	658,310	3.56	658,310	3.29
	Other Public Shareholders (B2)	8460884	47.28	8460884	45.74	8460884	42.31
	Total (B)	8519194	47.60	9,119,194	49.30	9,119,194	45.60
	Total (A+B)	17896770	100.00	18496770	100.00	19996770	100.00

Notes:

- a. The above Shareholding pattern assumes allotment of 21,00,000 equity shares including the equity shares to be issued and allotted upon exercise of right attached to all the Warrants, if any. In the event, right for allotment of Share against all or any of the Warrant(s) are not exercised, the Shareholding Pattern shall change correspondingly. #assuming full conversion of warrants.



- b. Pre-issue shareholding reflects shareholding of the Company as on November 03, 2023. Post issue holding of all the other shareholders is assumed to remain the same.

Annexure – B

Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	If allottee is not a natural person, identity of the natural person who are the ultimate beneficial owner of the shares proposed to be issued, if applicable	percentage of post preferential issue capital
Bollineni Kishore Babu	Promoter	Not Applicable	6.73
Mullapudi Srikrishna	Promoter	Not Applicable	11.98
Srinivas Mullapudi	Promoter	Not Applicable	13.08
Mullapudi Lokeswara Rao	Promoter	Not Applicable	4.00
Bharat kumar Anchalia	Non - Promoter	Not Applicable	0.50
Jyoti Singh	Non - Promoter	Not Applicable	0.97
Tirumala Rao Nimmagadda	Non - Promoter	Not Applicable	0.33
Raj Goenka	Non – Promoter	Not Applicable	0.35
Rashi Goenka	Non - Promoter	Not Applicable	0.35
Girdhar Fiscal services Pvt. Ltd.,	Non - Promoter	Raj Goenka	0.35
		Rashi Goenka	
		Rajeev Goenka	
		Nikita Goenka	
Aalekha Supply Pvt. Ltd	Non - Promoter	Rajeev Goenka	0.35
Innovative Dealers Pvt. Ltd.	Non - Promoter	Komal Chandak	0.10
		Shreya Chandak	
		Vijay Kumar Chandak	
Change in control, if any, in the issuer consequent to the preferential issue.	There shall be no change in control of the Company pursuant to the aforesaid Preferential Issue. However, the percentage of shareholding and voting rights exercised by the Members of the Company will change in accordance with the change in the shareholding pattern pursuant to the Preferential Allotment.		

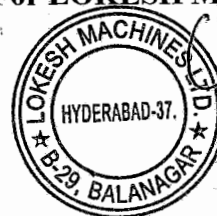


Annexure – C

The current and proposed status of the allottee(s) post the preferential issues namely, promoter or non-promoter

S. No.	Name of the Proposed Allottees	Current Status	Proposed Status
1.	Bollineni Kishore Babu	Promoter	Promoter
2.	Mullapudi Srikrishna	Promoter	Promoter
3.	Srinivas Mullapudi	Promoter	Promoter
4.	Mullapudi Lokeshwar Rao	Promoter	Promoter
5.	Bharat kumar anchalia	Non - Promoter	Non - Promoter
6.	Jyoti Singh	Non - Promoter	Non - Promoter
7.	Tirumala Rao Nimmagadda	Non - Promoter	Non - Promoter
8.	Raj Goenka	Non - Promoter	Non - Promoter
9.	Rashi Goenka	Non - Promoter	Non - Promoter
10.	Girdhar Fiscal Services Private Limited	Non - Promoter	Non - Promoter
11.	Aalekha Supply Private Limited	Non - Promoter	Non - Promoter
12.	Innovative Dealers Private Limited	Non - Promoter	Non - Promoter

By Order of the Board
For LOKESH MACHINES LIMITED



Sd/-
Gurprit Singh
Company Secretary

Date: November 10, 2023
Place: Hyderabad