

# 40<sup>TH</sup> ANNUAL GENERAL MEETING

## NOTICE

NOTICE is hereby given that the 40th Annual General Meeting ("AGM") of the members of the Lokesh Machines Limited ("the Company") will be held on Friday, the 27th day of September 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following business:

### ORDINARY BUSINESS:

#### 1. Adoption of financial statements

To consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and the auditors thereon.

#### 2. Appointment of Mr. K. Krishna Swamy (DIN: 00840887) as a director, liable to retire by rotation

To appoint a director in place of Mr. K. Krishna Swamy (DIN: 00840887), who retires by rotation and being eligible offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. Re-appointment of Mr. Mullapudi Lokeswara Rao (DIN: 00989447) as Managing Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Sections 117, 164, 179, 196, 197, 198, 203 of Companies Act, 2013 ("the Act") and/or other applicable provisions, if any, of the Act read with Schedule V thereof and the rules made there under as amended, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") as amended, the Article of Association of the Company, as per the recommendation of the Nomination & Remuneration Committee and Board of Directors and approval of the Central Government and other authorities, if required, consent of the members of the Company be and is hereby granted for the re-appointment and remuneration of Mr. Mullapudi Lokeswara Rao (DIN: 00989447) as the Managing Director of the Company for a period of 3 years with effect from October 01, 2024 to September 30, 2027 on the following terms and conditions:

1. Period of re-appointment: 3 Years from October 01, 2024, to September 30, 2027;
2. Consolidated salary of ₹ 5,00,000/- (Rupees Five Lakhs only) per month;

3. All expenses relating to telephone, mobile bills, and travelling, boarding, lodging and other expenses incurred for the purpose of business of the Company;
4. Any other allowances, benefits and perquisites, as the Board may from time to time decide in accordance with the Companies Act, 2013 & the Rules made there under, Income Tax Act, 1961/ Rules made there under, FEMA Guidelines and as per RBI Regulations;

**RESOLVED FURTHER THAT** notwithstanding the above, in the absence of or inadequacy of profits in any financial year Mr. Mullapudi Lokeswara Rao (DIN: 00989447) be paid the above remuneration as minimum remuneration subject to the requisite approval, if any, not exceeding the maximum limits laid down in Schedule V of the Companies Act, 2013 as amended from time to time;

**RESOLVED FURTHER THAT** pursuant to Section 196 read with Schedule V of the Companies Act, 2013 approval of the members of the Company be and is hereby granted for continuation of holding office of Managing Director by Mr. Mullapudi Lokeswara Rao (DIN: 00989447) who has attained the age of 70 years, as per the above-mentioned terms and conditions;

**RESOLVED FURTHER THAT** in terms of the provisions of Section 2(51) of the Act, Mr. Mullapudi Lokeswara Rao (DIN: 00989447) be and is hereby designated as Key Managerial Personnel (KMP) and to perform such functions as may be necessary under the Act or rules made there under or assigned to him by the Board from time to time;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such necessary steps as may be necessary, proper or expedient to give effect to this resolution".

#### 4. Re-appointment of Mr. Bollineni Kishore Babu (DIN: 00840630) as Whole-time Director of the Company.

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

**"RESOLVED THAT** pursuant to the provisions of Section 164, 179, 196, 197, 198, 203 of the Companies Act, 2013 ("the Act") and/or any other applicable provisions of the Act read with Schedule V thereof and rules made there under as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations



2015 ("the Listing Regulations") as amended, Articles of Association of the Company, as per the recommendations of Nomination & Remuneration Committee and Board of Directors and approval of the Central Government and other authorities, if required, consent of the Members of the Company be and is hereby accorded to the re-appointment & remuneration of Mr. Bollineni Kishore Babu (DIN: 00840630) as Whole-time Director of the Company for a period of 3 years with effect from October 01, 2024 to September 30, 2027 **AND THAT** he shall not be liable for retirement by rotation on the following terms and conditions:

1. Period of re-appointment: 3 Years from October 01, 2024, to September 30, 2027;
2. Consolidated remuneration of ₹ 6,00,000/- (Rupees Six Lakh Only) per month;
3. All expenses relating to telephone, mobile bills, and travelling, boarding, lodging and other expenses incurred for the purpose of business of the Company;
4. Any other allowances, benefits and perquisites, as the Board may from time to time decide in accordance with the Companies Act, 2013 & the Rules made there under, Income Tax Act, 1961/ Rules made there under, FEMA Guidelines and as per RBI Regulations;

**RESOLVED FURTHER THAT** pursuant to Section 196 read with Schedule V of the Companies Act, 2013 approval of the members of the Company be and is hereby granted for continuation of holding office of Whole-time Director by Mr. Bollineni Kishore Babu (DIN: 00840630) who will attain the age of 70 years during the continuation of his tenure of appointment, as per the above-mentioned terms and conditions;

**RESOLVED FURTHER THAT** notwithstanding the above, in the absence of or inadequacy of profits in any financial year Mr. Bollineni Kishore Babu (DIN: 00840630) be paid the above remuneration as minimum remuneration subject to the requisite approval, if any, not exceeding the maximum limits laid down in Schedule V of the Companies Act, 2013 as amended from time to time;

**RESOLVED FURTHER THAT** in terms of the provisions of Section 2(51) of the Act, Mr. Bollineni Kishore Babu (DIN: 00840630) be and is hereby designated as Key Managerial Personnel (KMP) and to perform such functions as may be necessary under the Act or rules made there under or assigned to him by the Board from time to time;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such necessary steps as may be necessary,

proper or expedient to give effect to this resolution".

**5. Re-appointment of Mr. Mullapudi Srinivas (DIN: 00917565) as Whole-time Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 164, 179, 196, 197, 198, 203 of the Companies Act, 2013 ("the Act") and/or any other applicable provisions of the Act read with Schedule V thereof and rules made there under as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the Listing Regulations") as amended, Articles of Association of the Company, as per the recommendations of Nomination & Remuneration Committee and Board of Directors and approval of the Central Government and other authorities, if required, consent of the Members of the Company be and is hereby accorded to the re-appointment & remuneration of Mr. Mullapudi Srinivas (DIN: 00917565) as Whole-time Director of the Company for a period of 3 years with effect from October 1, 2024 to September 30, 2027 **AND THAT** he shall not be liable for retirement by rotation on the following terms and conditions."

1. Period of re-appointment: 3 Years from October 01, 2024, to September 30, 2027;
2. Consolidated remuneration of ₹ 8,00,000/- (Rupees Eight Lakh Only) per month;
3. All expenses relating to telephone, mobile bills, and travelling, boarding, lodging and other expenses incurred for the purpose of business of the Company;
4. Any other allowances, benefits and perquisites, as the Board may from time to time decide in accordance with the Companies Act, 2013 & the Rules made there under, Income Tax Act, 1961/ Rules made there under, FEMA Guidelines and as per RBI Regulations;

**RESOLVED FURTHER THAT** notwithstanding the above, in the absence of or inadequacy of profits in any financial year Mr. Mullapudi Srinivas (DIN: 00917565) be paid the above remuneration as minimum remuneration subject to the requisite approval, if any, not exceeding the maximum limits laid down in Schedule V of the Companies Act, 2013 as amended from time to time;

**RESOLVED FURTHER THAT** in terms of the provisions of Section 2(51) of the Act, Mr. Mullapudi Srinivas (DIN: 00917565) be and is hereby designated as Key Managerial Personnel (KMP) and to perform such functions as may be necessary under the Act or rules

made there under or assigned to him by the Board from time to time;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such necessary steps as may be necessary, proper or expedient to give effect to this resolution".

**6. Re-appointment of Mr. Mullapudi Srikrishna (DIN: 00841388) as Whole-time Director of the Company.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 164, 179, 196, 197, 198, 203 of the Companies Act, 2013 ("the Act") and/or any other applicable provisions of the Act read with Schedule V thereof and rules made there under as amended, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 ("the Listing Regulations") as amended, Articles of Association of the Company, as per the recommendations of Nomination & Remuneration Committee and Board of Directors and approval of the Central Government and other authorities, if required, consent of the Members of the Company be and is hereby accorded to the re-appointment & remuneration of Mr. Mullapudi Srikrishna (DIN: 00841388) as Whole-time Director of the Company for a period of 3 years with effect from October 01, 2024 to September 30, 2027, **AND THAT** he shall not be liable for retirement by rotation and on the following terms and conditions:

1. Period of re-appointment: 3 Years from October 01, 2024, to September 30, 2027;
2. Consolidated remuneration of ₹ 8,00,000/- (Rupees Eight Lakh Only) per month;
3. All expenses relating to telephone, mobile bills, and travelling, boarding, lodging and other expenses incurred for the purpose of business of the Company;
4. Any other allowances, benefits and perquisites, as the Board may from time to time decide in accordance with the Companies Act, 2013 & the Rules made there under, Income Tax Act, 1961/ Rules made there under, FEMA Guidelines and as per RBI Regulations;

**RESOLVED FURTHER THAT** notwithstanding the above, in the absence of or inadequacy of profits in any financial year Mr. Mullapudi Srikrishna (DIN: 00841388) be paid the above remuneration as minimum remuneration subject to the requisite approval, if any,

in terms of Schedule V of the Companies Act, 2013 as may be applicable to the Company from time to time;

**RESOLVED FURTHER THAT** in terms of the provisions of Section 2(51) of the Act, Mr. Mullapudi Srikrishna (DIN: 00841388) be and is hereby designated as Key Managerial Personnel (KMP) and to perform such functions as may be necessary under the Act or rules made there under or assigned to him by the Board from time to time;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such necessary steps as may be necessary, proper or expedient to give effect to this resolution."

**7. Appointment of Mr. Meka Yugandhar (DIN: 00012265) as Non-executive Independent Director**

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 149, 150 and 152 of the Companies Act, 2013 ("the Act") read with Schedule IV and the Companies (Appointment and Qualifications of Directors) Rules, 2014 as amended from time to time and other applicable provisions of the Act read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing regulations") and other applicable provisions of the SEBI Listing regulations, Mr. Meka Yugandhar (DIN: 00012265) who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of director of the Company, being eligible, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years from September 29, 2024 to September 28, 2029 **AND THAT** he shall not be liable to retire by rotation **AND THAT** he shall continue to be the Independent Director of the Company beyond the age of 75 years till the expiry of his term i.e. till September 28, 2029;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with concerned ROC, Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."



**8. Re-appointment of Mr. Dorairajan Balaji (DIN: 01872392) as Non-executive Independent Director**

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 149, 150 and 152, read with Schedule IV and any other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors), Rules, 2014 as amended from time to time read with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing regulations") and other applicable provisions of the SEBI Listing regulations, Mr. Dorairajan Balaji (DIN: 01872392) an Independent director on the Board of the Company, whose existing term as an Independent Director of the Company expired on August 13, 2024 and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, being eligible, be and is hereby re-appointed as an Independent Director of the Company for a second term of five years from August 14, 2024 to August 13, 2029 **AND THAT** he shall not be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with concerned ROC, Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

**9. Approval for continuation of Mr. K. Krishna Swamy (DIN: 00840887) as Non- Executive Director of the Company.**

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

**"RESOLVED THAT** pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time consent of the members of the Company be and is hereby accorded to Mr. K. Krishna Swamy (DIN: 00840887) director of the Company to continue and

hold office of non-executive director under the current tenure of appointment notwithstanding that he has attained the age of 75 years;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with concerned ROC, Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

**10. Ratification of Remuneration of Cost Auditors.**

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 of the Companies Act, 2013 ("the Act") and other applicable provisions, if any, of the Act read with Companies (Audit and Auditors) Rules, 2014 as amended from time to time, the consent of the members be and is hereby given for payment of remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) plus out of Pocket expenses upto ₹ 10,000/- (Rupees Ten Thousand Only) excluding GST and other applicable taxes., to M/s Naval & Associates, Cost Accountants (Firm Reg. No. 002319) to audit the cost records maintained by the Company for the financial year ending March 31, 2025;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with concerned ROC, Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

By Order of the Board

**Place:** Hyderabad

For **LOKESH MACHINES LIMITED**

**Date:** August 14, 2024

**Registered Office:**

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

Sd/-

**Gurprit Singh**

Company Secretary

**NOTES:**

- 1) An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 Ordinary & Special Business i.e., item 3 to 10, is annexed hereto. The relevant details (including profile and expertise in specific functional areas), pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosures Requirement) Regulations, 2015 and as per Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of directors seeking appointment/re-appointment at this AGM is also annexed. The Directors have furnished the requisite consent/declarations for their appointment /re-appointment as required under Companies Act, 2013 and the Rules there under.
- 2) Pursuant to the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by SEBI, read with previous circulars (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company is being held through VC.
- 3) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the Circulars through VC, the facility for the appointment of proxies by the members will not be available. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to ldreddy2016@gmail.com with a copy marked to evoting@nsdl.com.
- 4) The Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- 6) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company under Investors Section at <https://www.lokeshmachines.com/>. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 7) Pursuant to the provisions of Section 124, 125 of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the amount of dividend remaining unpaid for a period of seven years from the due date is required to be transferred to the Investor Education and Protection Fund (IEPF) constituted by the Central Government. Members who have not encashed their dividend are requested to contact the RTA of the Company in this regard. The amount so transferred to IEPF cannot be claimed from the Company. Further Shares on which dividend remain unclaimed for seven consecutive years will be transferred to IEPF as per Section 124 of the Companies Act, 2013 and the applicable Rules. The Company is providing/ hosting the required details of unclaimed amount/ shares referred to under Section 124 of the Act on its website [www.lokeshmachines.com](http://www.lokeshmachines.com). The concerned members/investors are requested to refer to Page No. 69 this Annual Report or contact our RTA M/s KFin Technologies Limited for instructions on lodging claims for refund of shares and /or dividend from the IEPF Authority.
- 8) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as 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 AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
- 9) Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2024, to September 27, 2024 (both days inclusive).



- 10) Members must quote their Folio Number/ Demat Account number and contact details such as email address, contact number etc. in all correspondence with the Company/Registrar and Share Transfer Agents.
- 11) Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company.
- 12) Members are requested to update their preferred e-mail ids with the Depository Participants / Company's Registrar and Transfer Agents, which will be used for the purpose of sending the official documents through e-mail in future. The RTA address is given below:
- M/s. KFin Technologies Limited,**  
**Unit: Lokesh Machines Limited**  
 Selenium Tower B, Plot No.31-32, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032,  
 Email ID: einward.ris@kfintech.com  
 Toll Free/ Phone Number: 1800 309 4001  
 WhatsApp Number: (91) 910 009 4099  
 KPRISM (Mobile Application): <https://kprism.kfintech.com/>  
 KFINTECH Corporate Website: <https://www.kfintech.com>  
 RTA Website: <https://ris.kfintech.com>  
 Investor Support Centre (DIY Link): <https://ris.kfintech.com/clientservices/isc>
- 13) Shareholders are requested to immediately notify the Registrars and Share Transfer Agents or the Depository participants (in case of shares which have been dematerialized) of any change in their address and/ or bank account details to ensure correct and prompt receipt of the Dividend Warrants in case of declaration of dividend.
- 14) Pursuant to SEBI notification dated June 08, 2018, transfer of shares in physical mode is prohibited and mandates holding in Demat mode except in case of transmission or transposition. Accordingly, members are requested convert physical holding to demat through depository participant. Members may contact Company via mail to [cosecy@lokeshmachines.com](mailto:cosecy@lokeshmachines.com) or RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx> for any assistance in the process of physical to demat shares.
- 15) Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding/trading. SEBI vide its Circular Nos. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03, 2021 and SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021 read with SEBI/HO/MIRSD/MIRSD\_RTAMB/P/ CIR/2022/8 dated January 25, 2022, has mandated all shareholders holding shares in physical form ("physical shareholders") to furnish their PAN, Nomination and KYC details (PAN, Contact Details, Bank Account Details & Specimen Signature) with companies. Further linking of PAN and Aadhaar is also mandated by the Central Board of Direct Taxes (CBDT). Brief procedure for updation of PAN, Bank

Account, KYC and nomination details is given hereunder:

Type of holder	Process to be followed	
Physical Shareholders	For availing the following investor services, send a written request in the prescribed forms to RTA by post (self-attested & dated) to KFin Technologies Private Limited, Unit: Lokesh Machines Limited, Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032 & also scanned copy of the same at E-mail: einward.ris@kfintech.com	
	Form to register PAN, e-mail address, bank details and other KYC details or changes/ updation thereof for securities held in physical mode	Form ISR-1
	Updation of signature of securities holder	Form ISR-2
	For nomination as provided in the Rule 19(1) of the Companies (Share Capital and debenture) Rules, 2014	Form SH-13
	Declaration to opt out nomination	Form ISR-3
	Cancellation of nomination by the holder(s) (along with ISR-3)/ Change of Nominee	Form SH-14
	Form for requesting issue of Duplicate Certificate and other service requests for securities held in physical mode	Form ISR-4
Demat	Please contact your DP and register your email address and bank account details in your demat account, as per the process advised by your DP	

- 16) Effective April 1, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend, if declared only in electronic mode. Accordingly, payment of any dividend, if declared is subject to approval at the AGM and shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, KFin Technologies Limited, at einward.ris@kfintech.com. The forms for updating the same are available at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>
- 17) An electronic copy of the Annual Report and the Notice of the 40th AGM inter-alia indicating the process and manner of e-Voting are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes.
- 18) Relevant documents and registers will be available for inspection by the members at the registered office of the Company. Members seeking any information with regard to the accounts or any other matter to be placed at the AGM are requested to write to the Company on or before Friday, September 20, 2024, through email at [cosecy@lokeshmachines.com](mailto:cosecy@lokeshmachines.com). The same will be replied by the Company suitably.
- 19) As per the green initiatives issued by the Ministry of Corporate Affairs, all companies are allowed to send official documents to their shareholders electronically. Henceforth, we propose to send documents like notice convening the general meetings, financial statements etc. to the email address registered with the Company.
- 20) The Scrutinizer will submit his report to the Chairman of the Company ("the Chairman") or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes cast during the AGM and votes cast through remote e-voting), within two working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, NSDL and RTA, and will also be displayed on the Company's website at [www.lokeshmachines.com](http://www.lokeshmachines.com).
- 21) Since the AGM will be held through VC / OAVM, the route map is not annexed in this notice.

**EXPLANATORY STATEMENT****Pursuant to Section 102(1) of Companies Act, 2013**

Note: For the ease of understanding and information of the shareholders, the detailed disclosures as required under Companies Act, 2013 read with SEBI (LODR) Regulations, 2015 are provided in a consolidated form in the latter part of this Notice of AGM.

**Item # 3**

The Shareholders at the 37th Annual General Meeting of the Company held on September 28, 2021, had appointed Mr. Mullapudi Lokeswara Rao as the Managing Director of the Company for a period of 3 years, starting from October 1, 2021, to September 30, 2024, on the terms and conditions of appointment contained in the said resolution.

Subject to approval of the members at the AGM and based on the recommendation of Nomination & Remuneration committee, the Board vide resolution dated August 14, 2024, recommended the reappointment & remuneration of Mr. Mullapudi Lokeswara Rao as the Managing Director of the Company for a period of 3 years effective from October 01, 2024.

The approval of the members is being sought for the reappointment & remuneration of Mr. Mullapudi Lokeswara Rao as Managing Director of the Company for a period of 3 years effective from October 01, 2024.

The board recommends the resolution for your approval as a Special Resolution.

**Item # 4**

The Shareholders at the 37th Annual General Meeting of the Company held on September 28, 2021, had appointed Mr. Bollineni Kishore Babu as the Whole-time Director of the Company for a period of 3 years, starting from October 1, 2021, to September 30, 2024, on the terms and conditions of appointment contained in the said resolution.

Subject to approval of the members at the AGM and based on the recommendation of Nomination & Remuneration committee, the Board vide resolution dated August 14, 2024, recommended the reappointment & remuneration of Mr. Bollineni Kishore Babu as the Whole-time Director of the Company for a period of 3 years effective from October 01, 2024.

The approval of the members is being sought for the reappointment & remuneration of Mr. Bollineni Kishore Babu as Whole-time Director of the Company for a period of 3 years effective from October 01, 2024.

The board recommends the resolution for your approval as a Special Resolution.

**Item # 5**

The Shareholders at the 37th Annual General Meeting of the Company held on September 28, 2021, had appointed

Mr. Mullapudi Srinivas as the Whole-time Director of the Company for a period of 3 years, starting from October 01, 2021, to September 30, 2024, on the terms and conditions of appointment contained in the said resolution.

Subject to approval of the members at the AGM and based on the recommendation of Nomination & Remuneration committee, the Board vide resolution dated August 14, 2024, recommended the reappointment & remuneration of Mr. Mullapudi Srinivas as the Whole-time Director of the Company for a period of 3 years effective from October 01, 2024.

The approval of the members is being sought for the reappointment & remuneration of Mr. Mullapudi Srinivas as Whole-time Director of the Company for a period of 3 years effective from October 01, 2024.

The board recommends the resolution for your approval as a Special Resolution.

**Item # 6**

The Shareholders at the 37th Annual General Meeting of the Company held on September 28, 2021, had appointed Mr. Mullapudi Srikrishna as the Whole-time Director of the Company for a period of 3 years, starting from October 01, 2021, to September 30, 2024, on the terms and conditions of appointment contained in the said resolution.

Subject to approval of the members at the AGM and based on the recommendation of Nomination & Remuneration committee, the Board vide resolution dated August 14, 2024, recommended the re-appointment of Mr. Mullapudi Srikrishna as the Whole-time Director of the Company for a period of 3 years effective from October 01, 2024.

The approval of the members is being sought for the re-appointment of Mr. Mullapudi Srikrishna as Whole-time Director of the Company for a period of 3 years effective from October 01, 2024.

The board recommends the resolution for your approval as a Special Resolution.

**Item # 7**

Pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 and the rules made thereunder read with Regulation 17 and other the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and keeping in view of his vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended to the Board his appointment as an Independent Director of the Company. The Board is also of the view that it will be in the best business interest of the Company that Mr. Yugandhar Meka is appointed as an Independent Director of the



Company, for a term of five years from September 29, 2024 to September 28, 2029 subject to approval of members of the company and that he shall not be liable to retire by rotation and he shall continue to be the Independent Director of the Company beyond the age of 75 years till the expiry of his term i.e. up to September 28, 2029.

In the opinion of the Board, Mr. Yugandhar Meka fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for his appointment as Independent Director of the Company and is independent of the Management.

Upon approval of the shareholders to his appointment as Independent Director his appointment shall be formalized by issuing a letter of appointment to him, which shall be open for inspection by the members at the registered office of the Company, in terms of applicable provisions of the Act.

Furthermore, Mr. Yugandhar Meka (DIN: 00012265), has given his respective declarations to the Board that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Yugandhar Meka is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to act as Director. The Company has also received notices from Members under Section 160 of the Companies Act, 2013, signifying their intention to propose the candidature of Mr. Yugandhar Meka for the office of Non-Executive Independent Director of the Company.

Except for Mr. Yugandhar Meka being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out in Item # 7.

The Board recommends the resolution at Item # 7 in relation to the appointment of Mr. Yugandhar Meka as Non-Executive Independent Directors for the approval by the shareholders of the Company by way of Special Resolution.

#### **Item # 8**

Pursuant to the provisions of Sections 149, 150, 152 of the Companies Act, 2013 and the rules made thereunder read with Regulation 17 and other the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and keeping in view of his vast experience, knowledge and managerial skills, the Board constituted Nomination & Remuneration Committee has recommended to the Board his re-appointment as an Independent Director of the Company. The Board is also of the view that it will be in the best business interest of the Company that Mr. Dorairajan Balaji (DIN: 01872392), is re-

appointed as Non-Executive Independent Director of the Company for a second term of five years, from August 14, 2024 to August 13, 2029 subject to approval of members of the Company, not liable to retire by rotation.

In the opinion of the Board, and based on the Board's evaluation, Mr. Dorairajan Balaji fulfils the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for his re-appointment as Independent Director of the Company and is independent of the Management.

Upon approval of the shareholders, his re-appointment shall be formalized by issuing a letter of appointment to him, which shall be open for inspection by the members at the registered office of the Company, in terms of applicable provisions of the Act.

Mr. Dorairajan Balaji (DIN: 01872392), has given his respective declarations to the Board that he meets the criteria of independence as provided under Section 149 of the Companies Act, 2013 and the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Mr. Dorairajan Balaji is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and he has given his consent to act as Director.

Except for Mr. Dorairajan Balaji being appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out in Item # 8.

The Board recommends the resolution at Item # 8 in relation to the re-appointment of Mr. Dorairajan Balaji as Non-Executive Independent Directors for the approval by the shareholders of the Company by way of Special Resolution.

#### **Item # 9**

Mr. K. Krishna Swamy, aged about 80 years was appointed as Non-Executive Director of the Company. As per the Regulation 17(1A) of SEBI (LODR) Regulations, 2015, a special resolution is required for appointment/continuation of any non-executive director who has attained the age of 75 years or more. Mr. Krishna Swamy reached the age of 75 years during the term of his appointment. Hence this Special Resolution is placed before the shareholders.

In the opinion of the Board, Mr. K. Krishna Swamy's extensive experience of over 50 years in the machine tools industry, particularly in designing various machines, make his guidance and mentorship invaluable for the new generation of engineers joining our company.

Accordingly, the consent of the members is sought to pass a Special Resolution as set out at Item No.9 of the Notice for continuation of his appointment.

**Item # 10**

Subject to the ratification of remuneration by the shareholders, the Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Naval & Associates., Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2025, at a remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) plus out of Pocket expenses up to ₹ 10,000/- (Rupees Ten Thousand Only) excluding GST and other applicable taxes.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are in any way concerned or interested, financially or otherwise, in the ordinary resolution set out in item No.10 of the Notice.

The Board recommends the resolution for your approval as an Ordinary Resolution.

**Detailed disclosures as required under Section II, Part II of Schedule V of the Companies Act, 2013 regarding the resolution No. 3, 4, 5 & 6 of the Notice of AGM.**

<b>I. General Information</b>			
1. Nature of Industry	The Company is engaged in the business of manufacture of Machines Tools such as CNC Machines, Special purpose machines and Auto components.		
2. Date or expected date of commencement of commercial production	The Company is already in existence and is in operation since December 17, 1983.		
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable		
4. Financial performance based on given indicators:	(₹ In Lakhs)		
	<b>Particulars</b>	<b>(2023-24)</b>	<b>(2022-23)</b>
	Net Sales	29,353.99	24,030.24
	Other Income	168.18	420.82
	Total Income	29,522.17	24,451.06
	Total Expenses	27,466.84	23,159.55
	Profit before Taxes	2,055.33	1,450.65
	Tax Expenses		
	Less: (i) Current Tax	372.13	287.89
	(ii) Earlier years	103.68	-
	(iii) Deferred Tax	194.73	195.41
	Profits/ (Loss) after Taxes	1,384.79	967.35
	Earnings Per Equity Share:		
	Basic	7.68	5.41
	Diluted	7.68	5.41
5. Foreign investments or collaborations, if any.	<b>Not Applicable</b>		
<b>II. (A) Information about the appointee-Mullapudi Lokeswara Rao</b>			
<b>1. Background details</b>	Mr. Mullapudi Lokeswara Rao, aged about 79 years, founded Lokesh Machines Limited, is a technocrat with more than 50 years of vast experience in the machine tools industry. He started his career with KCP Limited in 1965 and after a brief period joined Hindustan Machine Tools Limited (HMT) in 1966. While working at HMT for almost a decade Mr. Rao has obtained a methodical understanding and insight into the machine tools industry.		

<b>2. Past remuneration</b>	<table border="1"> <thead> <tr> <th data-bbox="630 183 715 235">S. No.</th> <th data-bbox="715 183 1034 235">Financial Year</th> <th data-bbox="1034 183 1473 235">Remuneration per month</th> </tr> </thead> <tbody> <tr> <td data-bbox="630 235 715 271">1.</td> <td data-bbox="715 235 1034 271">2023-24</td> <td data-bbox="1034 235 1473 271">500,000</td> </tr> <tr> <td data-bbox="630 271 715 306">2.</td> <td data-bbox="715 271 1034 306">2022-23</td> <td data-bbox="1034 271 1473 306">100,000</td> </tr> <tr> <td data-bbox="630 306 715 353">3.</td> <td data-bbox="715 306 1034 353">2021-22</td> <td data-bbox="1034 306 1473 353">100,000</td> </tr> </tbody> </table>	S. No.	Financial Year	Remuneration per month	1.	2023-24	500,000	2.	2022-23	100,000	3.	2021-22	100,000
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1.	2023-24	500,000											
2.	2022-23	100,000											
3.	2021-22	100,000											
<b>3. Recognition or awards</b>	<p>Mr. Mullapudi Lokeswara Rao has been an active member of Indian Machine Tool Manufactures' Association (IMTMA) for over a decade and served as a member of the Executive Committee for six years. He has also served as Chairman of the Regional Council (South) of IMTMA and was the Vice-president of the association from 2007-2009. He was also the Vice President of the Auto Component Association in Hyderabad.</p>												
<b>4. Job profile, suitability and justification for re-appointment:</b>	<p>Mr. Mullapudi Lokeswara Rao, being the Managing director of Lokesh Machines Limited (LML) is heading the overall management of the Company. With more than 50 years of vast experience in the machine tools industry he is continuously providing his guidance and support on the Board and his presence is crucial for the effective and efficient operations of the business. LML will benefit from his capabilities and therefore the Board wishes to re-appoint him as the Managing Director of the Company.</p>												
<b>5. Remuneration proposed</b>	<ol style="list-style-type: none"> <li>1. Consolidated remuneration of ₹ 500,000/- (Rupees Five Lakh Only) per month.</li> <li>2. All expenses relating to telephone, mobile bills, and travelling, boarding, lodging and other expenses incurred for the purpose of business of the Company;</li> <li>3. Any other allowances, benefits and perquisites, as the Board may from time to time decide in accordance with the Companies Act, 2013 &amp; the Rules made there under, Income Tax Act, 1961/Rules made there under, FEMA Guidelines and as per RBI Regulations;</li> </ol>												
<b>6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin);</b>	<p>The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package for top-level managerial personnel having comparable qualifications and experience.</p>												
<b>7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:</b>	<p>Apart from managerial remuneration, Mr. M. Lokeswara Rao holds 8,20,512 Equity Shares along with 2,57,848 Warrants convertible into Equity Shares in the Company. Mr. Mullapudi Lokeswara Rao is the father of Mr. Mullapudi Srinivas &amp; Mr. Mullapudi Srikrishna, Whole-time Directors of the Company.</p>												
<b>II. (B) Information about the appointee- Bollineni Kishore Babu</b>													
<b>1. Background details</b>	<p>Mr. Bollineni Kishore Babu is aged about 67 years with more than 43 years' experience in the field of Machine Tool Industry. He started his career in Hindustan Machine Tools (HMT) as Trainee Engineer and later joined Lokesh Machines Ltd. as a Director. He is with LML since last 22 years and currently heading SPM division of the Company.</p>												
<b>2. Past remuneration</b>	<table border="1"> <thead> <tr> <th data-bbox="630 1579 715 1659">S. No.</th> <th data-bbox="715 1579 1034 1659">Financial Year</th> <th data-bbox="1034 1579 1473 1659">Remuneration per month</th> </tr> </thead> <tbody> <tr> <td data-bbox="630 1659 715 1695">1.</td> <td data-bbox="715 1659 1034 1695">2023-24</td> <td data-bbox="1034 1659 1473 1695">450,000</td> </tr> <tr> <td data-bbox="630 1695 715 1731">2.</td> <td data-bbox="715 1695 1034 1731">2022-23</td> <td data-bbox="1034 1695 1473 1731">450,000</td> </tr> <tr> <td data-bbox="630 1731 715 1787">3.</td> <td data-bbox="715 1731 1034 1787">2021-22</td> <td data-bbox="1034 1731 1473 1787">450,000</td> </tr> </tbody> </table>	S. No.	Financial Year	Remuneration per month	1.	2023-24	450,000	2.	2022-23	450,000	3.	2021-22	450,000
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1.	2023-24	450,000											
2.	2022-23	450,000											
3.	2021-22	450,000											
<b>3. Job profile, suitability and justification for re-appointment:</b>	<p>He has acquired all-round exposure and experience with various aspects of operations of the Company right from shop floor, designs, planning, production, assembly, Purchase and application engineering for the past 22 years. As a whole-time Director, he is the operational head for SPM divisions. LML will benefit from his capabilities and extensive experience and therefore the Board wishes to re-appoint him as the Whole-time Director of the Company.</p>												

<b>4. Remuneration proposed</b>	<p>a) Consolidated remuneration of ₹ 6,00,000/- (Rupees Six Lakh Only) per month;</p> <p>b) All expenses relating to telephone, mobile bills, and travelling, boarding, lodging and other expenses incurred for the purpose of business of the Company;</p> <p>c) Any other allowances, benefits and perquisites, as the Board may from time to time decide in accordance with the Companies Act, 2013 &amp; the Rules made there under, Income Tax Act, 1961/Rules made there under, FEMA Guidelines and as per RBI Regulations;</p>												
<b>5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin);</b>	<p>The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package for top-level managerial personnel having comparable qualifications and experience.</p>												
<b>6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:</b>	<p>Apart from managerial remuneration, Mr. Bollineni Kishore Babu holds 11,45,209 Equity Shares along with 2,00,000 Warrants convertible into Equity Shares in the Company. Mr. B Kishore Babu is not related to other Directors, Key Managerial Personnel or their relatives.</p>												
<b>II. (C) Information about the appointee- Mullapudi Srinivas</b>													
<b>1. Background details</b>	<p>Mr. Mullapudi Srinivas aged about 56 years has more than 28 years' experience of working in the Machine tools industry. He holds a BE Degree in mechanical engineering from Bharathiar University and has a MS Degree in manufacturing engineering from the USA. He has been with the Company since the completion of his MS Degree and has been a Whole-time Director at Lokesh Machines Ltd. for the past 19 years. While his initial training was in the SPM Division of the Company, he is now overseeing the operations of the Auto Component Division and is also responsible for the new diversifications besides other administrative responsibilities.</p>												
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1.	2023-24	6,50,000											
2.	2022-23	6,50,000											
3.	2021-22	6,50,000											
<b>3. Job profile and his suitability:</b>	<p>He is a Director (Auto Components) &amp; has been with LML for the past 28 years. LML will benefit from his capabilities and therefore the Board wishes to re-appoint him as the Whole-time Director of the Company.</p>												
<b>4. Remuneration proposed</b>	<p>1. Consolidated remuneration of ₹ 8,00,000/- (Rupees Eight Lakh Only) per month.</p> <p>2. All expenses relating to telephone, mobile bills, and travelling, boarding, lodging and other expenses incurred for the purpose of business of the Company;</p> <p>3. Any other allowances, benefits and perquisites, as the Board may from time to time decide in accordance with the Companies Act, 2013 &amp; the Rules made there under, Income Tax Act, 1961/Rules made there under, FEMA Guidelines and as per RBI Regulations;</p>												
<b>5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin);</b>	<p>The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package for top-level managerial personnel having comparable qualification and experience.</p>												
<b>6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:</b>	<p>Apart from managerial remuneration and rent for land and building, Mr. Mullapudi Srinivas holds 20,48,415 Equity Shares along with 5,67,590 Warrants convertible into Equity Shares in the Company. Furthermore Mr. Mullapudi Srinivas is the son of Mr. Mullapudi Lokeswara Rao, Managing Director &amp; brother of Mr. Mullapudi Srikrishna, Whole-time Director &amp; is father of Ms. Mullapudi Likhitha, Non-executive Director of the Company.</p>												

**II. (D) Information about the appointee- Mullapudi Srikrishna**

<b>1. Background details</b>	<p>Mr. Mullapudi Srikrishna has more than 28 years of experience in the field of manufacturing. He holds a BE Degree in mechanical engineering from Osmania University, Hyderabad. He has been with the Company since the completion of his BE Degree and has been a Whole-time Director at Lokesh Machines for the past 19 years. While his initial training was in the designs and manufacture of GPM Divisions of the Company, he is now overseeing the operations of the Computerized Numerical Control (CNC) machines division of Lokesh Machines Limited.</p>												
<b>2. Past remuneration</b>	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Financial Year</th> <th>Remuneration per month</th> </tr> </thead> <tbody> <tr> <td>1.</td> <td>2023-24</td> <td>6,50,000</td> </tr> <tr> <td>2.</td> <td>2022-23</td> <td>6,50,000</td> </tr> <tr> <td>3.</td> <td>2021-22</td> <td>6,50,000</td> </tr> </tbody> </table>	S. No.	Financial Year	Remuneration per month	1.	2023-24	6,50,000	2.	2022-23	6,50,000	3.	2021-22	6,50,000
S. No.	Financial Year	Remuneration per month											
1.	2023-24	6,50,000											
2.	2022-23	6,50,000											
3.	2021-22	6,50,000											
<b>3. Job profile and his suitability:</b>	<p>Mr. Mullapudi Srikrishna has more than 28 years' experience in the field of Mechanical Engineering and has been with Lokesh Machines Limited for the past 28 years. He is presently heading the Computerized Numerical Control (CNC) Machines Division of Lokesh Machines Limited. He has also undergone training initially in the designs and manufacture of General-Purpose Machines. LML will benefit from his capabilities and therefore the Board wishes to re-appoint him as the Whole-time Director of the Company.</p>												
<b>4. Remuneration proposed</b>	<ol style="list-style-type: none"> <li>1. Consolidated remuneration of ₹ 8,00,000/- (Rupees Eight Lakh Only) per month.</li> <li>2. All expenses relating to telephone, mobile bills, and travelling, boarding, lodging and other expenses incurred for the purpose of business of the Company;</li> <li>3. Any other allowances, benefits and perquisites, as the Board may from time to time decide in accordance with the Companies Act, 2013 &amp; the Rules made there under, Income Tax Act, 1961/Rules made there under, FEMA Guidelines and as per RBI Regulations;</li> </ol>												
<b>5. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin);</b>	<p>The proposed remuneration is reasonably justified in comparison with the general market trends and remuneration package of top-level managerial persons having comparable qualification and experience.</p>												
<b>6. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:</b>	<p>Apart from managerial remuneration and rent for land and building, Mr. Mullapudi Srikrishna holds 19,20,180 Equity Shares along with 4,74,562 Warrants convertible into Equity Shares in the Company. Furthermore, Mr. Mullapudi Srikrishna is the son of Mr. Mullapudi Lokeswara Rao, Managing Director and brother of Mr. Mullapudi Srinivas, Whole-time Director of the Company</p>												
<b>III. OTHER INFORMATION</b>													
<b>1. Reasons of loss or inadequate profits:</b>	<p>The Company has made a reasonable profit during the financial year ended March 31, 2024. Total revenue increased to ₹ 29,353.99 Lakhs, compared to ₹ 24,030.24 Lakhs in the previous year, reflecting a growth of approximately 22.15%. Additionally, the Profit After Tax (PAT) for the year ended March 31, 2024, was ₹ 1,384.79 Lakhs, compared to ₹ 967.35 Lakhs in the previous year, representing a growth of around 43.15% in PAT.</p> <p>The company is making substantial investments in expanding and diversifying its business, and the results of these investments are expected to become evident in the coming years. Therefore, this proposal, under the applicable provisions of Schedule V, is submitted for the shareholders' approval.</p>												
<b>2. Steps taken or proposed to be taken for improvement:</b>	<p>LML management process involves taking continuous steps to improve performance through growth in revenues, managing costs and improving productivity. The financial strategy involves maintaining a secure financial position, managing risks and ensuring accurate and timely reporting of performance.</p>												
<b>3. Expected increase in productivity and profits in measurable terms</b>	<p>Barring unforeseen circumstances, LML expects to close the current financial year with improved sales and profitability.</p>												

### PROFILE OF DIRECTORS

(Details of Directors proposed to be appointed/ re-appointed and/or whose remuneration is proposed to be increased)

As required by Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as required under Secretarial Standard - 2, the particulars of Directors who are proposed to be appointed/ re-appointed and/or whose remuneration is proposed to be increased at the 40th Annual General Meeting, are given below:

The details of Board and Committee Meetings attended by these Directors during the year 2023-24 are stated in the Corporate Governance Report.

The details of remuneration are provided in the respective resolutions and in the Explanatory Statement

<b>Particulars</b>	<b>Mr. Mullapudi Lokeswara Rao</b>	<b>Mr. Bollineni Kishore Babu</b>	<b>Mr. Srinivas</b>
Age / DOB	79 years (DOB: February 11, 1945)	68 years (DOB: June 08, 1956)	56 years (DOB: June 21, 1968)
Brief resume of the Director including nature of expertise in specific functional areas	Mr. M. Lokeswara Rao, aged about 79 years founded Lokesh Machines Limited, is a technocrat with more than 50 years of vast experience in the machine tool industry. He started his career with KCP Limited in 1965 and after a brief period joined Hindustan Machine Tools Limited (HMT) in 1966. While working at HMT for almost a decade, Mr. Rao obtained a methodical understanding and insight of the machine tool industry. The insights into the machine tool industry supplemented with the entrepreneurial abilities prompted Mr. Rao to start Lokesh Machines Limited. Mr. M. Lokeswara Rao has been an active member of Indian Machine Tool Manufacturers' Association (IMTMA) for over a decade and served as a member of the Executive Committee for six years. He has also served as Chairman of the Regional Council (South) of IMTMA and was the President of the association. He was also the Vice President of the Auto Component Association in Hyderabad	Mr. B. Kishore Babu is about 68 years with immense experience in the field of the Machine Tools Industry. He started his career in Hindustan Machine Tools (HMT) as Trainee Engineer and later joined Lokesh Machines Ltd. Mr. B. Kishore Babu has acquired all-round exposure and experience with various aspects of operations of the company right from shop floor, designs, planning, production, assembly, Purchase and application engineering for the past 22 years. Currently, he is the operational head for SPM division of the Company.	Mr. M. Srinivas aged about 56 years has more than 28 years' experience of working in the Machine tools industry. He holds a BE Degree in mechanical engineering from Bharathiar University and has a MS Degree in manufacturing engineering from the USA. He has been with the Company since the completion of his MS Degree and has been a Whole-time Director at Lokesh Machines Ltd. for the past 19 years. While his initial training was in the SPM Division of the Company, he is now overseeing the operations of the Auto Component Division and is also responsible for the new diversifications besides other administrative responsibilities.
Date of First appointment on the Board	December 17, 1983	May 10, 2002	October 01, 2005
Directorship held in other companies (excluding foreign companies & section 8 companies)	<ul style="list-style-type: none"> <li>• MLR Motors Limited</li> <li>• Lokesh Defence Systems Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• MLR Motors Limited</li> <li>• Lokesh Defence Systems Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>• MLR Motors Limited</li> <li>• Lokesh Defence Systems Private Limited</li> </ul>

Particulars	Mr. Mullapudi Lokeswara Rao	Mr. Bollineni Kishore Babu	Mr. Srinivas
Membership/ Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	Member of Audit Committee in the MLR Motors.	NIL
Listed entities from which the person has resigned in the past three years	NA	NA	NA
Number of Board Meeting attended	9	9	8
Inter-se Relationship between Directors, KMP & their relatives	Mr. Mullapudi Lokeswara Rao is the father of Mr. Mullapudi Srinivas & Mr. Mullapudi Srikrishna, Whole time Directors of the Company.	None	Mr. Mullapudi Srinivas is the son of Mr. Mullapudi Lokeswara Rao, Managing Director & brother of Mr. Mullapudi Srikrishna, Whole-time Director & is father of Ms. Mullapudi Likhitha, Non-executive Director of the Company.
No. of Shares held in the Company (singly or jointly as first holder)	8,20,512	11,45,209	20,48,415
Last remuneration drawn	Disclosed in the explanatory statement	Disclosed in the explanatory statement	Disclosed in the explanatory statement

Particulars	Mr. M. Srikrishna	Mr. Meka Yugandhar	Mr. Dorairajan Balaji
Age / DOB	53 years (DOB: July 31, 1971)	73 years (DOB: July 10, 1951)	57 years (DOB: January 06, 1967)
Brief resume of the Director including nature of expertise in specific functional areas	Mr. M. Srikrishna has more than 28 years of experience in the field of manufacturing. He holds a BE Degree in mechanical engineering from Osmania University, Hyderabad. He has been with the Company since the completion of his BE Degree and has been a Whole-time Director at Lokesh Machines for the past 19 years. While his initial training was in the designs and manufacture of GPM Divisions of the Company, he is now overseeing the operations of the Computerized Numerical Control (CNC) machines division of Lokesh Machines Limited.	Mr. Meka Yugandhar is a fellow member of the Institute of Chartered Accountants of India since 1977. He has more than four decades of immense experience in corporate accounting and governance as a Chartered Accountant.	Mr. Dorairajan Balaji is a Mechanical Engineer by profession and has vast experiences in mechanical engineering filed. He has completed Bachelor of Engineering from Anna University, Tamil Nadu in the year 1989. He has attended Executive MBA from XLRI in the year 2006 and has also attended Global Senior Management Programme from INSEAD in the year 2004.
Date of First appointment on the Board	October 01, 2005	Subject to shareholders approval, the board at its meeting held on August 14, 2024 recommend for appointment as Independent Director.	August 14, 2019

<b>Particulars</b>	<b>Mr. M. Srikrishna</b>	<b>Mr. Meka Yugandhar</b>	<b>Mr. Dorairajan Balaji</b>
Directorship held in other companies (excluding foreign companies & section 8 companies)	<ul style="list-style-type: none"> <li>Lokesh Defence Systems Private Limited</li> <li>Allen Reinforced Plastics Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>ALU Fluoride Ltd</li> <li>Suryalata Spinning Mills Limited</li> </ul>	<ul style="list-style-type: none"> <li>Dart Manufacturing India Private Limited</li> </ul>
Membership/ Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL	Member of Audit Committee in ALU fluoride Ltd	NIL
Listed entities from which the person has resigned in the past three years	NA	<ul style="list-style-type: none"> <li>Rainbow Children's Medicare Limited</li> </ul>	NA
Number of Board Meeting attended	7	Not Applicable	6
Inter-se Relationship between Directors, KMP and their relatives	Mr. Mullapudi Srikrishna is the son of Mr. Mullapudi Lokeswara Rao, Managing Director and brother of Mr. Mullapudi Srinivas, Whole-time Director of the Company	None	None
No. of Shares held in the Company (singly or jointly as first holder)	19,20,180	0	0
Last drawn remuneration	Disclosed in the explanatory statement	The Company is only paying sitting fees to the Independent Directors as per the limits mentioned under the Companies Act, 2013.	The Company is only paying sitting fees to the Independent Directors as per the limits mentioned under the Companies Act, 2013.
the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA	Financial, Regulatory / legal & Risk Management, Corporate Governance.	Industry Knowledge & Experience, Operations and Process Optimization

<b>Particulars</b>	<b>Mr. K. Krishna Swamy</b>
Age / DOB	83 years (DOB: December 25, 1940)
Brief resume of the Director including nature of expertise in specific functional areas	Mr. K. Krishna Swamy has over 46 years of extensive experience in the design of various machine tools. He started his career with HMT in the year 1964 and after a tenure across its divisions, became the Chief Engineer incharge of its design department from 1978 to 1983. He has designed several notable machines, including Rotary Indexing Machines, Linear Transfer Machines, Line Boring Machines. Mr. Krishna Swamy is currently associated with the Company as a non-executive director, where his experience and expertise are crucial for the growth & development of new talent in the company design department.
Date of First appointment on the Board	July 28, 1995
Directorship held in other companies (excluding foreign companies & section 8 companies)	NIL
Membership/ Chairmanships of Committees of other public Companies (includes only Audit Committee and Stakeholders Relationship Committee)	NIL



Particulars	Mr. K. Krishna Swamy
Listed entities from which the person has resigned in the past three years	NIL
Number of Board Meeting attended	3
Inter-se Relationship between Directors, KMP and their relatives	None
No. of Shares held in the Company (singly or jointly as first holder)	12,000
the skills and capabilities required for the role and the manner in which the proposed person meets such requirements	NA

**Place:** Hyderabad

**Date:** August 14, 2024

**Registered Office:**

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

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

Sd/-

**Gurprit Singh**

Company Secretary

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

The remote e-voting period begins on Tuesday, September 24, 2024, at 09:00 A.M. and ends on Thursday, September 26, 2024 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. September 20, 2024, 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 September 20, 2024.

**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 09, 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"> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 &amp; voting during the meeting.</li> </ol>
	<ol style="list-style-type: none"> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p><b>App Store</b></p> </div> <div style="text-align: center;">  <p><b>Google Play</b></p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

**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	Please contact NSDL helpdesk by sending a request mail to: <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at toll free no.: 022 - 48867000.
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**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?**

- 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, 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.	EVEN Number followed by Folio Number registered with the Company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - 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:

- 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](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- 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?

- 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.
- 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 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.  
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.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
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: 022 - 4886 7000 or send a request Mr. Swapneel Puppala at evoting@nsdl.com

#### 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 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.com 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.

#### REGISTRATION OF E-MAIL ADDRESS BY SHAREHOLDERS WITH THE RTA & DETAILS FOR OBTAINING/ DOWNLOADING ELECTRONIC COPY OF ANNUAL REPORT AND AGM NOTICE.

In terms of the MCA and SEBI Circulars, the Company has sent the Annual Report, Notice of AGM and e-Voting instructions only in electronic form to the registered e-mail addresses of the Shareholders. Therefore, those Shareholders who have not yet registered their e-mail address are requested to get their e-mail address registered by following the procedure given below:

1. Those Shareholders who have registered/not registered their e-mail address and mobile number including address and bank details may please contact and validate/update their details with their Depository Participant in case of shares held in electronic form and with the Company's Registrar and Transfer Agent, M/s. Kfin Technologies Ltd. in case the shares are held in physical form.
2. Shareholders who have not registered their E-mail address and in consequence thereof, the Annual Report, Notice of AGM and e-voting instructions could not be served, may temporarily provide their e-mail address and mobile number to the Company's Registrar and Transfer Agent, M/s. Kfin Technologies Ltd. by writing to the e-mail id anandan.k@kfintech.com for sending the soft copy of the Annual Report, Notice of

AGM and e-voting instructions along with the User ID and password. In case of any queries, Shareholders may write to anandan.k@kfintech.com or cosecy@lokeshmachines.com.

3. Shareholders may also visit the website of the Company [www.lokeshmachines.com](http://www.lokeshmachines.com) for downloading the Annual Report and Notice of the AGM.
4. Alternatively, Shareholders may send an e-mail request at the e-mail id [anandan.k@kfintech.com](mailto:anandan.k@kfintech.com)/[cosecy@lokeshmachines.com](mailto:cosecy@lokeshmachines.com) along with scanned copy of the signed request letter providing the e-mail address, mobile number, self-attested PAN copy and Client Master copy, in case of electronic folio and copy of share certificates, in case of physical folio for sending electronically the Annual Report, Notice of AGM and the e-voting instructions.
5. Alternatively, member may send an e-mail request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for obtaining User ID and Password by providing the details mentioned above.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM 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 AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
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 AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/AGM 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" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join 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. 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 PAN, Name, demat account number/ folio number, email id and mobile number at [cosecy@lokeshmachines.com](mailto:cosecy@lokeshmachines.com) at least 10 days in advance before the start of the meeting i.e., by September 17, 2024, by 5.00 P.M. (IST). The same will be replied by the Company suitably. Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting

**General Guidelines for shareholders:**

1. The Company has appointed Mr. L.D. Reddy, Practicing Company Secretary, Hyderabad (M. No.13104, CP No. 3752) as the Scrutinizer for conducting the E-voting process in a fair and transparent manner.
2. 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 [ldreddy2016@gmail.com](mailto:ldreddy2016@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com)
3. 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](http://www.evoting.nsdl.com) to reset the password.
4. 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 avail the facility of remote

e-Voting or casting vote through e-Voting system during the meeting.

5. In case of any queries, Members may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or Members facing any technical issue in login can contact NSDL helpdesk by sending a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) or call at toll free no.: 1800 1020 990 and 1800 22 44 30
6. The Scrutinizer shall after the conclusion of e-Voting at the AGM, first download the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated scrutinizer's report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such report shall then be sent to the Chairman or a person authorized 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.
7. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.lokeshmachines.com](http://www.lokeshmachines.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of results by the Chairman or a person authorized by him. There sults shall also be immediately forwarded to BSE Limited, Mumbai and The National Stock Exchange of India Limited, Mumbai.
8. Pursuant to the Circulars issued by MCA and SEBI, owing to the difficulties involved in dispatching of

physical copies of the Notice of the AGM and the Annual Report for the year 2023-24, the said documents are being sent only by email to the Members.

Therefore, those Members, whose email address is not registered with the Company or with their respective Depository Participant/s, and who wish to receive the Notice of the AGM and the Annual Report for the year 2023-24 and all other communication sent by the Company, from time to time, can get their email address registered by following the steps as given below: -

- a) For Members holding shares in physical form, please send scan copy of a signed request letter mentioning your folio number, complete address, email address to be registered along with scanned self-attested copy of the PAN and any document (such as Driving Licence, Passport, Bank Statement, AADHAAR) supporting the registered address of the Member, by email to the Company's email address at [cosecy@lokeshmachines.com](mailto:cosecy@lokeshmachines.com).
- b) For Members holding shares in demat form, please update your email address through your respective Depository Participant/s.

By Order of the Board

**Place:** Hyderabad

For **LOKESH MACHINES LIMITED**

**Date:** August 14, 2024

**Registered Office:**

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

Sd/-

**Gurprit Singh**

Company Secretary