



**Lokesh
Machines Limited**



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Date:11-11-2012

Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Plot no.C/1
G-Block, Bandra Kurla Complex,
Mumbai-51

Sub: Proceedings of the 28th Annual General Meeting

Please find enclosed herewith certified true copy of the Minutes of the Proceedings of the 28th Annual General Meeting of the Company held on Saturday, September 29, 2012 at 04:30 p.m. at Jubilee Hills International Centre, near Jubilee Hills Check Post, Road no 14, Jubilee Hills, Hyderabad 500033

This is for your record.

Thanking You

For Lokesh Machines Limited



K. Durgadas Maiya

Company Secretary and Compliance officer

MINUTES BOOK

MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON SATURDAY, SEPTEMBER 29, 2012 AT 04:30 P.M. AT JUBILEE HILLS INTERNATIONAL CENTRE, NEAR JUBILEE HILLS CHECK POST, ROAD NO 14, JUBILEE. HILLS, HYDERABAD 500033

203 Members and proxies were present in person.

DIRECTORS PRESENT

Mr. B. R. Mahesh

Mr. M Lokeswara Rao

Mr. R Mohan Reddy

Mr. M Srinivas

Mr. M Srikrishna

Mr. K.Krishna Swamy

Mr. K S Rao

Statutory Auditor

Mr. K. Durgadas Maiya

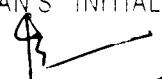
Company Secretary & Compliance officer

CHAIRMAN

Mr. B R Mahesh was elected as Chairman of the Meeting, in terms of Article 71 of the Articles of Association.

After ascertaining that the requisite quorum for the meeting was present, the Chairman called the meeting to order and the proceedings of the meeting were commenced.

CHAIRMAN'S INITIALS



MINUTES BOOK

The Chairman informed that the statutory Registers as required under Section-307 of the Companies Act 1956 are kept open for inspection to the members during the meeting.

The chairman extended the warm welcome to the members and directors present at the meeting and with the permission of the members, the notice convening the meeting along with Auditors Report and Directors Report as already circulated for the information of the members was taken as read.

The Chairman then invited queries from the members.

As there were no queries from the members, the Chairman proceeded with the items of business as follows:

1. APPROVAL & ADOPTION OF ANNUAL ACCOUNTS TOGETHER WITH DIRECTORS' REPORT AND AUDITOR'S REPORT

The Chairman requested the members to propose and second the following resolution.

Mr. Ramini Shiva Kumar proposed and Mr Shantilal C Shah seconded the following resolution.

"RESOLVED THAT the audited Balance Sheet of the Company as at 31st March, 2012 and the Profit & Loss Account for the year ended on that date together with

Schedules and notes appended thereto and with Directors and Auditors Report thereon be and are hereby approved and adopted."

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

2. ITEM NO.2: DECLARATION OF DIVIDEND ON EQUITY SHARES OF THE COMPANY.

The Chairman requested the members to propose and second the following resolution.

Mr. Mohammed Abdul Nayeem proposed and Mr. Bandaru Radhakrishna seconded the following resolution.

"RESOLVED THAT a dividend at the rate of 5% on the Equity Share Capital of the Company of 11,777,400 Equity Shares of Rs.10/- each, be and is hereby declared out of the profits of the Company, and the same be paid to all the Equity Shareholders of the Company whose names appear in the Register of Members / Benpos List provided for this purpose by NSDL and CDSL or to their mandates."

CHAIRMAN'S INITIALS

AB

MINUTES BOOK

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

3. APPOINTMENT OF MR. B. R. MAHESH WHO RETIRES BY ROTATION

The Chairman requested the members to propose and second the following resolution.

Mr. Gangi Ragha Vendra Rao proposed and Mrs. Krishna Gopal Gupta seconded the following resolution

"RESOLVED THAT Mr. B. R. Mahesh, who retires by rotation, and being eligible for reappointment, be and is hereby elected as a Director of the Company."

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

4. APPOINTMENT OF MR. R MOHAN REDDY WHO RETIRES BY ROTATION

The Chairman requested the members to propose and second the following resolution.

Mrs. Kanumilli Subba Rao proposed and Mr. Reddeppa Gundluru seconded the following resolution

"RESOLVED THAT Mr. R Mohan Reddy, who retires by rotation, and being eligible for reappointment, be and is hereby elected as a Director of the Company."

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

5. APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY

The Chairman requested the members to propose and second the following resolution.

Mr. M V Seetharam Reddy proposed and Mr. Mohammed Abdul Nayeem seconded the following resolution

"RESOLVED THAT M/s Brahmaya & Co., Chartered Accountants be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Board of Directors, and acceptable to the said Auditors."

The resolution was put to vote by show of hands and carried unanimously as an ordinary resolution.

CHAIRMAN'S INITIALS



MINUTES BOOK

6. Recommendation for revision of remuneration payable to Mr. K Krishna Swamy whole time director

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

RESOLVED THAT in partial modification of Resolution No. 6 passed at the Annual General Meeting of the Company held on September 28, 2010 for the appointment and terms of remuneration of Shri K. Krishna Swamy as a Whole time Director of the Company and in accordance with the provisions of Section 198, 269, 309, Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, the company hereby approves the maximum amount of Consolidated Salary payable to Shri K. Krishna Swamy (including the salary to be paid in the event of loss or inadequacy of profits in any financial year), during the tenure of his appointment as Rs. 55,000/- per month w.e.f. 01-04-2012 for the residual period of his term i.e. up to 29-06-2015.

FURTHER RESOLVED THAT the Board be and is hereby authorized to alter and /or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956 as existing or as amended, modified or re-enacted from time to time.

FURTHER RESOLVED THAT except for the revision in the consolidated salary, all other terms and conditions of his appointment as a Whole time Director of the Company as decided by the Resolution passed in the Annual General Meeting of the Company held on September 28th, 2010 shall remain unchanged."

Mr. G Raghavendra Rao proposed and Mr. Mohammed Abdul Nayeem seconded the following resolution

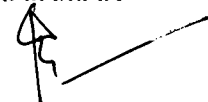
7. VOTE OF THANKS

The meeting concluded with vote of thanks to the Chairman, Directors and Members.

Date: October 28, 2012

Place: Hyderabad

CHAIRMAN



CHAIRMAN'S INITIALS