



AGM NOTICE

Notice is hereby given that the Thirty First (31st) Annual General Meeting of the members of Midwest Gold Limited will be held on Friday, the 17th day of September, 2021 at 11.30 A.M. IST through Video/OAVM (The venue of the meeting shall be deemed to be the registered office of the Company at 25-A, Attibele Industrial Area, Attibele, Bangalore District, Karnataka-562107), to transact the following business(es):

AS ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2021, together with the Report of Directors and the Auditors thereon.
2. To appoint Director in the place of Mr. Deepak Kukreti (DIN- 03146700), who retires by rotation and being eligible offers himself for re-appointment.

AS SPECIAL BUSINESS:-

3. **To appoint Mr. Sudi Malyadri (DIN-07261104) as Independent Director of the Company.**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sudi Malyadri having DIN: 07261104, who was appointed as an Additional Director w.e.f. 19th October, 2020 pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company and in respect of whom the recommendation has been received from nomination and remuneration committee for his candidature to the office of Independent Director, be and is hereby approved and appoint Mr. Sudi Malyadri as an Independent Director, not liable to retire by rotation and to hold office for a term up to 18th October, 2025;

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

4. **To appoint Mrs. Rajyalakshmi Ankireddy (DIN-08974556) as a Director of the Company liable to retire by rotation.**

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 Mrs. Rajyalakshmi Ankireddy having DIN: 08974556 who was appointed as an Additional Director of the Company by



the Board of Directors with effect from 27th November, 2020 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2020-21 should have been held, whichever is earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the company has received a notice in writing from Mrs. Rajyalakshmi Ankireddy signifying her intention to propose herself a candidate for the office of the Director and in respect of whom the Nomination & Remuneration Committee has recommended for her appointment as Director be and is hereby appointed as Director of the Company, liable to retire by rotation.”

5. To re-appoint Mr. Deepak Kukreti as Whole Time Director of the Company for a period of five years.

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

“**RESOLVED THAT** subject to the provisions of sections 196, 197 and other applicable provisions of the Companies Act, 2013, [the Act] read with Schedule V of the Act and Rules made thereunder, including any statutory modification(s) or reenactment(s) thereof for the time being in force, consent of the members be and is hereby accorded for the re-appointment of Mr. Deepak Kukreti (DIN- 03146700) whose office will expire on 27.10.2021, for a period of five years with effect from 17.09.2021 as Whole Time Director without remuneration and with an authority to the Board of Directors to alter and vary the terms of the said appointment and in such a manner as may be agreed to between the Board of Directors and the appointee.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) or Officer(s) of the Company to give effect to the aforesaid resolution.”

6. To enter into related party transactions with Midwest Granite Private Limited.

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

“**RESOLVED THAT** pursuant to the provisions of section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended (“Listing Obligation”) if any, approval of the members be and is hereby accorded to Board of Directors of the Company (the “Board” which expression shall also include a committee thereof) to enter into contract(s)/ arrangement(s)/ transaction(s) (including any modifications, alterations or amendments thereto) with the following related party, on such terms and conditions as the Board of Directors may deem fit, provided that the terms of said contract(s)/ arrangement(s)/ transaction(s) so carried out with the terms of the Related Party shall be in the ordinary course of business at arms’ length price on continuous basis.



S.No	Name of the Related Party	Nature of Relationship	Monetary value of transaction in crores (over & above the limits specified under section 188 read with rule 15 but not exceeding on aggregate)	Nature, material terms and particulars of arrangements/contracts
1	Midwest Granite Private Limited	Holding Company	Rs. 50 Crores	Sale, purchase or supply of goods or materials including natural stone would be dependent on requirement of the Company/ Midwest Granite Pvt Ltd. in ordinary course of business at arms' length price on continuous basis.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions not exceeding the limits as mentioned above and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or officer(s) of the Company and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

7. To give loans or provide guarantee including corporate guarantee/ security or make investment.

To consider and if thought fit, to pass following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to section 186 and other applicable provisions of the Companies Act, 2013 (“the Act”) and rules made thereunder and subject to such approvals, consents, sanctions and permissions of appropriate authorities, departments or bodies as may be necessary, consent of members of the Company be and is hereby accorded to the Board of Directors to give any loans or provide any guarantee including corporate guarantee(s)/ provide any security in connection with loan(s) availed and/or to be availed by Midwest Granite Private Limited, Holding Company of the Company or any other person/ bodies corporate(s) including related parties or make investments on such terms and conditions as the board may think fit for an amount not exceeding Rs. 100 Crores in one or more tranches.



RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and also to delegate all or any of the above powers to the committee of Directors generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

8. To shift Registered Office of the Company from one state to another state.

To consider and if thought fit, to pass following resolution with or without modification as **Special Resolution:**

“RESOLEVD THAT pursuant to section 12, 13 and other applicable provisions if any, of the Companies Act, 2013 read with rule 30 of the Companies (Incorporation) Rules, 2014 and other rules, including any statutory modification(s) or reenactment(s) thereof for the time being in force, subject to approval of Central Government or Regional Director or any other authorities as may be prescribed from time to time and subject to such permission, sanction or approval as may be required under the provisions of the Act/Rules or under any other laws for the time being in force or any statutory modification or amendment made thereof, consent of members of the Company be and is hereby accorded to shift registered office of the Company from the state of Karnataka situated at 25-A, Attibele Industrial Area, Attibele, Bangalore-562107, Karnataka to the state of Telangana to be situated at 8-2-684/3/25&26, Road No.12, Banjara Hills, Hyderabad-500034, Telangana.

RESOLVED FURTHER THAT pursuant to the provisions of 13(4) and other applicable provisions if any, of the Companies Act, 2013 and confirmation of the Regional Director or any other authorities as may be required, the Memorandum of Association of the Company be and is hereby amended by substitution of the existing Clause II with the following new Clause II:

II. The Registered Office of the Company will be situated in the State of Telangana.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised jointly and severally to sign the applications, petitions, affidavits and such other documents as may be necessary in relation to the said application / petition for seeking confirmation of the Regional Director or any other authorities as may be required, to issue notices to the general public, creditors and also to serve a copy on the Chief Secretary, Government of Telangana, as well as the concerned Registrar of Companies and to appoint Professional(s) to represent the Company before the Central Government, the Regional Director or any other authorities as may be required and to do all such acts, deeds and things as may be necessary, incidental and/or consequential to give effect to the above resolution”.

By Order of the Board of Directors

For **MIDWEST GOLD LIMITED**

Sd/-

G. SAI PRASHANTH

COMPANY SECRETARY & COMPLIANCE OFFICER

ACS-65751

Place: Hyderabad

Date: 12.08.2021

NOTES :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 05th May, 2020 read with circulars dated 08th April, 2020, 13th April, 2020 and circular no. 02/2021 dated 13th January, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. **A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING PROPOSED TO BE HELD PURSUANT TO THE ABOVE STATED MCA CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE ATTENDANCE SLIP AND PROXY FORM ARE NOT ATTACHED TO THIS NOTICE.**
3. Statement as required under Section 102 of the Companies Act, 2013, in respect of items of special business is annexed hereto.
4. Corporate members intending to attend e-AGM through their authorized representatives are requested to send a duly certified copy of the board resolution authorizing their representative(s) to attend and vote at the e-Annual General Meeting as mentioned in the e-voting instructions.
5. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on 30th September, 2017.
6. The Register of Members and the Share Transfer Books will remain closed from 10th September, 2021 to 17th September, 2021 (both days inclusive).
7. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., 9th September, 2021 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
8. Members are requested to quote their Registered Folio number on all correspondence with the Company.
9. Members are requested to send all communication relating to shares to the Company's Share Transfer Agents (Physical and Electronic) at Bigshare Services Private Limited, 306, 3rd Floor, Right Wing, Amrutha Ville, Opp: Yashoda Hospital, Rajbhawan Road, Somajiguda, Hyderabad - 500082, Telangana.
10. The information with respect to the details of the Directors seeking appointment / re-appointment in this Annual General Meeting is annexed.
11. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12th May, 2020, Notice of the 31st AGM along with Annual Report 2020-21 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants as on 20th August, 2021. Members



may note that the Notice and the Annual Report 2020-21 will also be available on the Company's website at www.midwestgoldltd.com and on website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, and on the website of CDSL www.evotingindia.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at www.midwestgoldltd.com under 'contact us' tab.

12. The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only from 01st April, 2019. Hence all the Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Bigshare Services Private Limited for assistance in this regard.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Bigshare Services Pvt Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said Form can be downloaded from the Company's website www.midwestgoldltd.com (under 'Investors' section). Members holding shares in physical form may submit the same to Bigshare Services Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. The route map is not required as the AGM is proposed to conduct through Video conference/OAVM.
18. In view of the green initiatives taken by the Ministry of Corporate Affairs all the members of the Company are hereby requested to send their email IDs to novagranites1990@gmail.com or info@midwestgoldltd.com or bsshyd1@bigshareonline.com or bsshyd@bigshareonline.com to send the Annual Reports and other information electronically. The notice of 31st AGM and Annual Report 2020-2021 will be available on the Company's website www.midwestgoldltd.com.
19. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN and Bank Account details to the Company/Registrar pursuant to the SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018.



20. **Voting Through Electronic (e-voting):**

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide circular no. 14/2020 dated April 8, 2020, circular no.17/2020 dated April 13, 2020, circular no. 20/2020 dated May 05, 2020 and circular no. 02/2021 dated 13th January, 2021. The ensuing AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. 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 dated April 08, 2020, April 13, 2020 and May 05, 2020 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in VC/OAVM mode between 15 minutes before and after the scheduled time of 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 to at least 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
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 website of the Company at www.midwestgoldltd.com. The Notice can also be accessed from website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
7. The AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's **General Circular No. 20/2020**, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to

conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021

THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- (i) The voting period begins on 14th September, 2021 at 9.00 A.M and ends on 16th September, 2021 at 05.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 9th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	1) 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL	<p>1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDEAS" "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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

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

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



(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

1. The shareholders should log on to the e-voting website www.evotingindia.com.
2. Click on “Shareholders” module.
3. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL’s EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL’s EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

4. Next enter the Image Verification as displayed and Click on Login.
5. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
6. If you are a first time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/ RTA or contact Company/RTA.
Dividend Bank details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on “SUBMIT” tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Click on the EVSN for Midwest Gold Limited on which you choose to vote.
11. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option



YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
17. **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer, Mr. Prathap Satla, Practicing Company Secretary (CP No.11879), Hyderabad, having their office situated at H.No.6-3-1238/15/1, Flat No. 301, 3rd Floor, Elite Heights, Somajiguda, Hyderabad-500082 at their email address sprathapacs@gmail.com and to the Company at the email address novagranites1990@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.



2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **72 hours prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at agmparticipant@bigshareonline.com or novagranites1990@gmail.com mentioning the Company name and meeting date in subject line. On receipt of request from shareholder, company's RTA shall share a link with shareholder for joining the meeting 48 hours before the date of meeting. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at novagranites1990@gmail.com. These queries will be replied by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
11. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com or call 1800225533.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai-400013 or send an email to helpdesk.evoting@cDSLindia.com or call on 022-23058542/43.

12. The Board of directors of the company at their meeting held on 9th August, 2021, has appointed Mr. Prathap Satla, Practicing Company Secretary, CP No. 11879, Hyderabad, having their office situated at H. No. 6-3-1238/15/1, Flat No. 301, 3rd Floor, Elite Heights, Somajiguda, Hyderabad-500082, who in the opinion of the Board is a duly qualified person, as a Scrutinizer to collate the electronic voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting shall be final.
13. 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 casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL, and RTA and will also be displayed on the Company's website www.midwestgoldltd.com.
14. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on cut-off date of 9th September, 2021.
15. Members holding shares either in physical form or dematerialized form may cast their vote electronically. Members, who do not cast their vote electronically, may only cast their vote at the e-Annual General Meeting.
16. The result of voting will be announced by the Chairman of the AGM at or after the AGM to be held on 17th September, 2021, and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolutions.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES/ MOBILE NUMBER ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES:

1. For Physical shareholders- Please provide necessary details like 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 Company/RTA email id.
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders- please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

**Explanatory Statement
(Pursuant to Section 102 of the Companies Act, 2013)**

ITEM NO. 3: Ordinary Resolution

It is to inform the members that Mr. Sudi Malyadri (DIN- 07261104) was appointed as an Additional Director (Independent Non Executive) of the Company by the Board of Directors in their meeting held on 19th October, 2020 on recommendation of Nomination and Remuneration Committee of the Company. As per section 161 of the Companies Act, 2013 ("The Act") and rules made thereunder Mr. Sudi Malyadri hold office upto the date of conclusion of ensuing Annual General Meeting of the Company, which is being held on 17th September, 2021.

It is to further inform that the company has received notice from himself proposing his candidature to be appointed as an Independent Director of the Company at the ensuing Annual General Meeting, not liable to retire by rotation. He further consent for the proposed appointment and declared qualified. He has registered with Independent Directors Data Bank of IICA and successfully qualified the Online Proficiency Self Assessment Test for Independent Directors. He has completed his graduation in B.Com and has over 13 years of experience and knowledge in Corporate Laws/ Accounting and works as Corporate Practitioner.

On recommendation of nomination and remuneration committee, the board hereby request members to consider the above details and approve his appointment by passing an ordinary resolution.

Excluding Mr. Sudi Malyadri, none of the Directors, Key Managerial Personnel of Company or their relatives is interested or concerned in the proposed resolution.

ITEM NO. 4: Ordinary Resolution

It is to inform the members that Mrs. Rajyalakshmi Ankireddy (DIN- 08974556) was appointed as Additional Director of the Company with effect from 27th November, 2020 to hold office upto the conclusion of ensuing Annual General Meeting, which is being held on 17th September, 2021.

It is to further inform that the Company has received notice in writing from herself proposing her candidature to be appointed as a Non-Executive Director of the Company, liable to retire by rotation. She has given her consent for the proposed appointment in form DIR-2 and declared qualified as under section 164 of the Act. She has completed her master in Finance & HR and over 15 years of experience and knowledge in Corporate Accounting and finance.

Further, as per section 149 of the Act and rules made thereunder, every listed entity shall have atleast one woman director. Considering the recommendation of nomination and remuneration committee and above details, the board hereby request members to consider and approve the same by passing an ordinary resolution.

Excluding Mrs. Rajyalakshmi Ankireddy, none of Director, Key Managerial Personnel or their relatives is interested or concerned in the proposed resolution.

ITEM NO. 5: Ordinary Resolution

Taking into consideration the qualifications of Mr. Deepak Kukreti, who was appointed as Whole Time Director with effect from 28.10.2016 for a period of five years and whose office will expire on 27.10.2021 and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the "Board"), at its Meeting held on 12.08.2021 recommended to members of the Company to re-appoint Mr. Deepak Kukreti as Whole Time Director without remuneration for a period of five years w.e.f. 17.09.2021 at ensuing Annual General Meeting.

The Board believes that Mr. Deepak Kukreti will be able to devote his time and provide



his expertise towards the efficient management and hence recommends his re-appointment as the Whole Time Director on the Board to the members. The re-appointment as Whole Time Director thereof shall be subject to approval of members at the ensuing Annual General Meeting.

The Company has received consent in writing from Mr. Deepak Kukreti to act as Whole Time Director pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, and (ii) intimation in form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013.

The Board recommends the resolution at Item No. 5 of the notice for approval of the members by means of an ordinary resolution.

Except Mr. Deepak Kukreti, none of the Directors and key managerial personnel of the Company or their respective relatives is concerned or interested in the proposed resolution. As on date of this notice, Mr. Deepak Kukreti does not hold any shares of the Company in his name.

ITEM NO. 6: Ordinary Resolution

The Company is engaged in the business of Trading, processing of Natural Stone from Raw blocks purchased from the Market. Midwest Granite Pvt. Ltd., Holding Company of the Company is engaged in the quarrying of Natural Stone and is able to supply the raw blocks as and when required by the Company. Pursuant to section 188 of the Companies Act, 2013 read with rule 15(3) of Companies Meetings of Board and its Powers) Rules, 2014, if the value of any contract or arrangement with respect to clauses (a) to (g) of Sub-Section (1) of Section 188, exceed the limits specified therein, prior approval of the company by an ordinary resolution is required.

Accordingly, considering the present business scenario of the Company, the Audit Committee and the Board of Directors in their respective meeting held on 12th Day of August, 2021, recommended to place the related party transaction(s) details as mentioned below before the members and seek their approval by way of an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 to enable the Company to enter into the subject related party transactions.

S. No.	Description	Details
(a)	Name of the related party	Midwest Granite Private Limited
(b)	Name of the Director or Key Managerial Personnel who is related, if any.	Wife and mother-in-law of Mr. Deepak Kukreti, Whole Time Director of the Company are Directors in related party.
(c)	Nature of relationship	Holding Company
(d)	Nature, material terms, monetary value and particulars of the contract or arrangements.	Sale, purchase or supply of goods or materials including natural stone would be dependent on requirement of the Company/ Midwest Granite Pvt Ltd. in ordinary course of business at arms' length price on continuous basis.
(e)	Any other information relevant or important for the members to take decision on the proposed resolution.	Nil

The proposal mentioned above is in the interest of the Company and the Board recommends the resolution set out in the Item no. 6 of the accompanying notice as an Ordinary Resolution.

None of the Directors or Key Managerial Personal of the Company is concerned or interested in the proposed resolution except Mr. Deepak Kukreti as relative of two Directors of the related party. Further, Midwest Granite Pvt. Ltd., the holding company



as one of promoters of the Company has interest in the above proposed resolution to the extent of its share holding.

ITEM NO. 7: Special Resolution

It is to inform that members of the Company through postal ballot held on 7th March, 2012 passed a special resolution to give/ provide corporate guarantee/ security in excess of limits specified under section 372A of Companies Act, 1956 and provide corporate guarantee(s)/ security in connection with loan obtained by Midwest Granite Private Limited upto Rs. 50 Crores.

It is to further inform that Midwest Granite Private Limited, Holding Company of the Company requested the board to give corporate guarantee and/or to provide security in connection with loan(s) obtained/ for obtaining financial facilities from various banks and other financial institutions including renewal of such financial facilities.

As per section 186 of the Companies Act, 2013 and rules made thereunder, a company shall directly/ indirectly given loan or give guarantee or provide security in connection with loan to any other body corporate exceeding 60% of paid-up capital, free reserves and securities premium account or 100% free reserves and securities premium account, whichever is more, only with prior approval of shareholders.

The members may note that Board of Directors of the Company had carefully evaluated the proposal taking into consideration the long term relationship and benefits with other entities in near future. Further, this approval shall allow the board to provide such facility to other body corporate(s) including group entities thereby promoting their business activities at group level and decided to provide loans/ guarantee/ provide security in pursuance of section 186 read with relevant rules in force for an amount not exceeding Rs. 100 Crores (Rupees Hundred Crores only) subject to your approval.

The Board of Directors of the Company recommended resolution in item no.7 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested in the proposed resolution except Mr. Deepak Kukreti, as relative of two Directors of Midwest Granite Pvt Ltd. Further, Midwest Granite Private Limited, holding company as one of promoters of the Company has interest in the above proposed resolution to the extent of their holding.

Item No. 8: Special Resolution

It is to inform members that the Company has Corporate Office established at Hyderabad, Telangana more than ten years ago. Since then, entire managerial decisions including arrangement of funds, marketing strategies and various other activities are carried out from its Corporate Office situated at Hyderabad.

Further, coordination and execution of work between its Registered Office at Bangalore and Corporate Office at Hyderabad is adding unnecessary expenses and reducing the efficiency in its business activities.

Hence, it is considered expedient, advantageous and economical to shift registered office of the Company to the State of Telangana, as it would help to enhance control over business and other operating activities of the Company.

As per section 13 of Companies Act, 2013, shifting of registered office of the Company from one state to another state require approval of shareholders by way of special resolution along with approval from Central Government or Regional Director.

The Board of Directors of the Company recommended resolution in item no.8 for approval of the members of the Company by way of passing a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their relatives is interested in the proposed resolution except Midwest Granite Private Limited, holding company as one of promoters of the Company with interest in the above proposed resolution to the extent of their holding.

ADDITIONAL INFORMATION

Details of Directors seeking Appointment / Re-appointment at the Annual General Meeting

Particulars

(1) Mr. Deepak Kukreti (Whole Time Director)- Retirement by rotation/Reappointment	
Date of appointment/ re-appointment (retirement by rotation/ re-appointment)	25.09.2019/ 28.10.2016
Qualifications	Holder of Masters Degree in Business management from ISB, Hyderabad.
Date of Birth	11.05.1978
Expertise in specific functional Areas	Over 10 years of knowledge and experience in running of granite/ marble processing/ manufacturing of diamond tools for cutting of natural stone unit.
Directorships in other Companies (As on 31st March, 2021)	1. ORANGE KOI PRIVATE LIMITED 2. DRK (IND) TRADING PRIVATE LIMITED 3. S-SQUARE BISTROS PRIVATE LIMITED
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Relationship Committee.)	Nil
Number of shares held in the Company	Nil
Relationship with Directors, Manager and KMP inter-se	Nil
Number of Board Meetings attended during F.Y. 2020-21	7/9
(2) Mr. Sudi Malyadri - Proposed Independent Director	
Date of first appointment	19.10.2020
Qualifications	Holder of Bachelor's Degree in Commerce
Date of Birth	31.08.1979
Expertise in specific functional Areas	Over 13 years of experience and knowledge in Corporate Laws/Accounting and worked as corporate practitioner.
Directorships in other Companies (As on 31st March, 2021)	1. ADHBUTHAM BUSINESS SOLUTIONS PRIVATE LIMITED 2. AXILE GLOBAL MANAGEMENT SERVICES PRIVATE LIMITED
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Relationship Committee.)	Nil

Number of shares held in the company	Nil
Relationship with Directors, Manager and KMP inter-se	Nil
Number of Board Meetings attended during F.Y. 2020-21	6/9
(3) Mrs. Rajyalakshmi Ankireddy – Proposed Non-Executive Director	
Date of first appointment	27.11.2020
Qualifications	Graduation in B.Sc and Masters in Finance & HR
Date of Birth	10.08.1958
Expertise in specific functional Areas	Over 15 years of experience and knowledge in Corporate Accounting and Financing.
Directorships in other Companies (As on 31st March, 2021)	Nil
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Relationship Committee)	Nil
Number of shares held in the company	Nil
Relationship with Directors, Manager and KMP inter-se	Nil
Number of Board Meetings attended during F.Y. 2020-21	4/9

By Order of the Board of Directors

For **MIDWEST GOLD LIMITED**

Sd/-

G. SAI PRASHANTH

COMPANY SECRETARY & COMPLIANCE OFFICER
ACS-65751

Place: Hyderabad

Date: 12.08.2021