



35th AGM Notice

Notice is hereby given that the **35th Annual General Meeting** of the members of **Midwest Gold Limited** will be held on **Tuesday, the 30th day of September, 2025 at 11:00 A.M. (IST)** through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) to transact the following business(es):

ORDINARY BUSINESS:-

- 1. To receive, consider and adopt the Audited (Standalone and Consolidated) Financial Statements of the Company for the financial year ended 31st March, 2025, together with the Report of Directors and the Auditors thereon.**

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

“RESOLVED THAT the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended 31st March 2025 and the report of Board of Directors and Auditors thereon, as circulated to the members be and are hereby considered and adopted.”

- 2. To appoint a Director in place of Mr. Baladari Satyanarayana Raju (DIN: 01431440), who retires by rotation and being eligible seeks reappointment.**

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

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, Mr. Baladari Satyanarayana Raju (DIN: 01431440), who retires by rotation at this meeting and being eligible had offered himself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:-

- 3. To appoint Secretarial Auditor of the Company.**

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

“RESOLVED THAT pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/statutory provisions, if any, as amended from time to time, the approval of the members be and is hereby accorded for the appointment of CS Munesh Kumar Gaur, Practicing Company Secretaries (COP Number 24478 and Membership Number 39597), as Secretarial Auditors of the

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Company for a term of five consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors, and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT The Board of Directors of the Company, be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto.”

4. To consider and approve issue of equity shares on preferential basis to the non-promoter public category investors for cash

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

“RESOLVED THAT pursuant to Sections 23, 42 and 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder to the extent applicable (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“the Act”) and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR), Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the Stock Exchange where the shares of the Company are listed (“Stock Exchange”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution or any person authorised by the Board or its committee for such purpose) and subject to any other alterations, modifications, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be

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and is hereby accorded to the Board to create offer, issue allot and deliver in one or more tranches up to 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only) each, on a preferential basis to the proposed allottee(s) as mentioned below, for cash at a price of Rs. 1,500/- (Rupees One Thousand Five Hundred Only) per Equity Share (including a premium of Rs. 1,490/- (Rupees One Thousand Four Hundred Ninety Only) ("Preferential Allotment Price"), aggregating to Rs.1,50,00,00,000/- (Rupees One Hundred Fifty Crores only) which is not less than the price determined in accordance with Chapter V of the SEBI (ICDR) Regulations (hereinafter referred to as the "Floor Price") on a preferential issue basis ("Preferential Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI (ICDR) Regulations or other provisions of applicable law as may be prevailing at the time.

Details of Proposed Allottees

Sr. No	Name of the Proposed Allottees	Category	No of Equity Shares to be allotted
1.	VIKASA INDIA EIF I FUND	Non-Promoter	3,46,670
2.	CHIRANJEEV SINGH SALUJA	Non-Promoter	1,33,330
3.	INDIA EMERGING GIANTS FUND LIMITED	Non-Promoter	1,33,330
4.	HARPREET KAUR SARNA	Non-Promoter	70,000
5.	VENKAT NAVEEN GADDE	Non-Promoter	66,660
6.	VIKASA INDIA EIF I FUND - EMERGING GIANTS FUND	Non-Promoter	66,660
7.	SARVAN SINGH KLAIR	Non-Promoter	40,660
8.	HITESH NATWARLAL KAWA	Non-Promoter	33,330
9.	S G TRINITY LLP	Non-Promoter	20,000
10.	BOMMAREDDY HIMA BINDU	Non-Promoter	17,330
11.	ANAND PRAKASH JUNEJA	Non-Promoter	13,330
12.	MUSUNURU SUSMITHA	Non-Promoter	10,000
13.	HAREESH KARONNIN THALIYANVEEDU	Non-Promoter	6,660
14.	SYAM SUNDAR VENKATA APPALA	Non-Promoter	6,660
15.	MEKA SWARUPA RANI	Non-Promoter	6,260
16.	JUDHBIR SINGH SHERGILL	Non-Promoter	5,000
17.	LEGACY CUSTODIANS ADVISORY PRIVATE LIMITED	Non-Promoter	3,334
18.	RASHMI AGARWAL	Non-Promoter	3,334
19.	VIKAS SONI	Non-Promoter	3,334
20.	NIKITA SANJAY JAIN	Non-Promoter	3,334
21.	SANJAY J JAIN (HUF)	Non-Promoter	3,334
22.	SHANKAR KUNDARAPU	Non-Promoter	2,000
23.	KAVITA SAINI	Non-Promoter	1,660
24.	VENKATESWARLU VADDEMGUNTA	Non-Promoter	1,330
25.	VENKATA SUBBAMMA KANAGIRI	Non-Promoter	1,000
26.	LAXMINARAYANA CHIKATAMARLA	Non-Promoter	800
27.	VINEET BIST	Non-Promoter	660
Total			10,00,000



RESOLVED FURTHER THAT all the Equity Shares to be created, offered, issued and allotted to the Proposed Allottees by way of the Preferential Allotment shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall be fully paid up and rank pari passu with the existing Equity Shares of the Company listed on the Stock Exchange in all aspects (including with respect to dividend and voting powers) from the date of respective allotment thereof, in accordance with the applicable law.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the “Relevant Date” for the purpose of determining the floor price of the Equity Shares to be allotted pursuant to the Preferential Allotment is hereby fixed as **Friday, August 29, 2025** being the date 30 (thirty) days prior to date of the Annual General Meeting.

RESOLVED FURTHER THAT the offer, issue, and allotment of the aforesaid Equity Shares to the proposed allottees shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchange subject to receipt of necessary regulatory permissions and approvals as the case maybe.
- b) The equity shares to be allotted shall be subject to lock-in for such period, as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and allotted equity shares shall be listed on the stock exchange subject to the receipt of necessary permissions and approvals.
- c) The equity shares shall be allotted in dematerialized form within a period of 15 days from the date of passing the special resolution by the Members, provided that where the allotment of equity shares is subject to receipt of any approval or permission from any Regulatory Authority or Government of India, the allotment shall be completed within a period of 15 days from the receipt of last of such approval or permissions.
- d) The Equity Shares so offered, issued and allotted shall not exceed the number of Equity Shares as approved herein above.
- e) Without prejudice to the generality of the above, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act annexed hereto, which shall be deemed to form part hereof.
- f) The issue and allotment of equity shares shall be subject to the requirements of all applicable laws and pursuant to the provisions of the Memorandum of Association and Articles of Association of the Company.

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RESOLVED FURTHER THAT pursuant to the provisions of the Act, the names of the Proposed Allottees be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer cum application letter in Form No. PAS-4 be issued to the Proposed Allottees inviting the Proposed Allottees to subscribe to the Equity Shares and consent of the Members of the Company be and is hereby accorded to the issuance of the same to the Proposed Allottees inviting them to subscribe to the Equity Shares;

RESOLVED FURTHER THAT the monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue be kept by the Company in a separate bank account.

RESOLVED FURTHER THAT the Proposed Allottees shall be required to bring in the entire consideration for the Equity Shares to be allotted, along with application letter and the consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Allottees;

RESOLVED FURTHER THAT the Board be and is hereby authorized to determine, approve, vary, modify, and alter the terms and conditions of the issue of Equity Shares, as it may, in its sole and absolute discretion, deem fit, within the scope of this approval granted by the Members and subject to the provisions of the Companies Act and the SEBI (ICDR) Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the members of the company take note of the Certificate issued from the Practicing Company Secretary, certifying that the proposed issued of equity shares on preferential basis is being made in accordance with the SEBI (ICDR) Regulations.

RESOLVED FURTHER THAT in case of non-subscription from any proposed Allottees, the Board of Directors of the Company shall have the power to allot same to any other proposed Allottees or dispose of such shares in the manner as they deem fit and beneficial in the interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents and to authorize such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the warrants and the Equity Shares on conversion of warrants and application for in-principle approval, listing approval thereof with the Stock Exchange as appropriate and utilisation of proceeds of the Preferential Issue, filing requisite documents with the MCA and other regulatory authorities, filing of requisite documents with the depositories, issue and allotment of the Subscription Shares and take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

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RESOLVED FURTHER THAT the Board of directors of the Company be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any committee of the board of directors of the Company or to any one or more directors, officer(s) or the Company Secretary or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.”

**By Order of the Board of Directors
For MIDWEST GOLD LIMITED**

**Baladari Satyanarayana Raju
Wholetime Director
DIN: 01431440**

Place: Hyderabad
Date: September 05, 2025

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NOTES:

1. Ministry of Corporate Affairs (“MCA”) vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject (“MCA Circulars”) and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject (“SEBI Circulars”), have permitted to conduct the Annual General Meeting (“AGM”) virtually, without physical presence of Members at a common venue.

In compliance with applicable provisions of the Companies Act, 2013 and the MCA and SEBI Circulars the:

- a) Notice of the AGM along with Annual Report for the Financial Year 2024-25 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / RTA /Depositories.
 - b) 35th AGM of the Members will be held through VC/ OAVM.
2. Members may note that the AGM Notice along with the Annual Report for the Financial Year 2024-25 has been uploaded on the website of the Company at www.midwestgoldltd.com. The Notice and the Annual Report can also be accessed from the websites of the Stock Exchange, i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of Bigshare Services Private Limited at www.ivote.bigshareonline.com. The proceedings of the AGM will be deemed to be conducted at the Registered Office of the Company at 1st Floor, H.No.8-2-684/3/25&26, Road No.12, Banjara Hills, Hyderabad, Telangana- 500 034.
 3. Statement as required under Section 102 of the Companies Act, 2013, in respect of items of special business is annexed hereto.
 4. Brief profile and other information of Directors proposed to be appointed/ reappointed is annexed hereto.
 5. Pursuant to the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (“ICSI”) and Regulation 44 of the Listing Regulations read with MCA and SEBI Circulars, the Company is providing remote e-Voting facility to its Members in respect of the business to be transacted at the 35th AGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited (Bigshare) 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 Bigshare.

The Board of Directors of the Company has appointed CS Munesh Kumar Gaur, Practicing Company Secretaries (COP Number 24478 and Membership Number 39597) as Scrutinizer to scrutinize the Voting process in a fair and transparent manner.

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6. In terms of the MCA Circulars since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 35th AGM and hence the attendance slip, proxy forms and route map are not attached with the notice. However, in pursuance of Section 112 and Section 113 of the Act, representatives of the Members may be appointed for the purpose of voting through remote e-Voting, for participation in the 35th AGM through VC/OAVM Facility and e-Voting during the 35th AGM.
7. The Members can join the AGM in the VC/OAVM mode 15 minutes before 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 to 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.
8. Attendance of the Members participating in the 35th AGM through VC/OAVM Facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
9. Pursuant to section 91 of the Act, read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and Share Transfer Books of the Company will remain closed from September 24, 2025 to September 30, 2025 (both days inclusive) for the purpose of 35th AGM.
10. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and all the relevant documents pertaining to the resolutions proposed vide this notice of Annual General Meeting will be available electronically for inspection by the members during the AGM. Members seeking to inspect such documents can send an email to novagranites1990@gmail.com.
11. Members are requested to intimate change in their addresses, if any, to the Registrar and Share Transfer Agent in respect of equity shares held by them in physical mode and to their Depository Participant(s) in respect of shares held in dematerialized form.
12. Pursuant to Section 72 of the Act, members holding shares in physical form are advised to file nomination with the RTA. In respect of shares held in Electronic/Demat form, Members may please contact their respective Depository Participant(s).
13. 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 (DPs) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA viz. Bigshare Services Pvt. Ltd. /Company.



14. SEBI, vide its notification dated January 24, 2022, has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard. Accordingly, the shareholders holding shares in physical form, in their own interest, are hereby requested to take necessary steps to dematerialise their shares as soon as possible. The shareholders may approach the nearest Depository Participant or browse through the website of National Securities Depository Limited (www.nsdl.co.in) and Central Depository Services Limited (www.cdslindia.com) for further clarification in this regard.

15. Updation of PAN and other details

SEBI vide its Circulars dated November 3, 2021 and December 14, 2021 mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and Nomination details by holders of physical securities through Form ISR-1. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant.

Accordingly, the Company has sent individual letters to all the Members holding shares of the Company in physical form for furnishing their PAN, KYC and Nomination details. Members holding shares of the Company in physical form are requested to go through the requirements hosted on the website of the Company at www.midwestgoldltd.com and furnish the requisite details. Members are also requested to intimate changes, if any, pertaining to their name, postal address, email address, mobile number, PAN, registration of nomination, power of attorney registration, bank mandate details, etc. to their DPs in case the shares are held in electronic form and to the Registrar at bsshyd1@bigshareonline.com in case the shares are held in physical form, quoting their folio number. Changes intimated to the DP will then be automatically reflected in the Company's records.

Further, 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 only in electronic mode. Accordingly, payment of dividend (as and When declared), subject to approval at the AGM, 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, Bigshare Services Private Limited. The forms for updating the same are available at Company's website www.midwestgoldltd.com and RTA website www.bigshareonline.com.

16. Members holding shares in physical or demat form as on the cut-off date i.e. September 23, 2025 shall only be eligible to vote on the resolutions mentioned in the Notice of Annual General Meeting. Those who become Members of the Company after dispatch of AGM Notice but on or before September 23, 2025 (Cutoff date) may obtain the login ID and password by sending a request to the Registrar & Share Transfer Agent at bsshyd1@bigshareonline.com or to the Company at novagranites1990@gmail.com.

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THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on September 27, 2025 at 9.00 A.M and ends on September 29, 2025 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 September 23, 2025 may cast their vote electronically. The e- voting module shall be disabled by Bigshare 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 December 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.

1. Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode 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/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.

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Type of shareholders	Login Method
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGHSARE 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. BIGSHARE, so that the user can visit the e-Voting service providers' website https://ivote.bigshareonline.com directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link 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. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	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.nsdl.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 BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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Type of shareholders	Login Method
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. 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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned 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 toll free No. 1800 22 55 33.
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.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat & Shareholders having shares in Physical mode is given below:

- The shareholders are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the “**INVESTOR LOGIN**” section to Login on E-Voting Platform.
- Please enter your “**USER ID**” (User ID description is given below) and “**PASSWORD**” which is shared separately on your registered email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID as user id.**
 - Shareholders holding shares in **NSDL demat account should enter 8 Digit Client ID as user id.**
 - Shareholders holding shares in **physical form should enter Event No + Folio Number registered with the Company as user id.**

Note: If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

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- **NOTE:** If shareholders holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.
- If you have forgotten the password: Click on **“LOGIN”** under **‘INVESTOR LOGIN’** tab and then Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘Reset’**.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.
- Click on **“VIEW EVENT DETAILS (CURRENT)”** under **‘EVENTS’** option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on **“VOTE NOW”** option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option **“INFAVOUR”**, **“NOT IN FAVOUR”** or **“ABSTAIN”** and click on **“SUBMIT VOTE”**. A confirmation box will be displayed. Click **“OK”** to confirm, else **“CANCEL”** to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can **“CHANGE PASSWORD”** or **“VIEW/UPDATE PROFILE”** under **“PROFILE”** option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on **“REGISTER”** under **“CUSTODIAN LOGIN”**, to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with **“User id and password will be sent via email on your registered email id”**.

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on **‘LOGIN’** under **‘CUSTODIAN LOGIN’** tab and further Click on **‘Forgot your password?’**
- Enter **“User ID”** and **“Registered email ID”** Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on **‘RESET’**.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, Bigshare E-voting system page will appear.

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Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

- Your investor is now mapped and you can check the file status on display. 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, CS Munesh Kumar Gaur, Practicing Company Secretary at his email address lexhutconsultaid@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 BIGSHARE e-voting system for the scrutinizer to verify the same.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder's other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions ('FAQs') and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

4. Procedure for joining the AGM through VC/ OAVM:

For shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- The Members may attend the AGM through VC/ OAVM at <https://ivote.bigshareonline.com> under Investor login by using the e-voting credentials (i.e., User ID and Password).

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- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘**EVENTS**’ option on investor portal.
- Select event for which you are desire to attend the AGM under the dropdown option.
- For joining virtual meeting, you need to click on “**VC/OAVM**” link placed beside of “**VIDEO CONFERENCE LINK**” option.
- Members attending the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

The instructions for Members for e-voting on the day of the AGM are as under:-

- The Members can join the AGM in the VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the meeting. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- 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.
- 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.

Helpdesk for queries regarding virtual meeting:

In case shareholders/ investor have any queries regarding virtual meeting, you may refer the Frequently Asked Questions (‘FAQs’) available at <https://ivote.bigshareonline.com>, under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVENT 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.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.

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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 **7 days 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 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 AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the 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. The Board of directors of the company at their meeting held on September 05, 2025, has appointed CS Munesh Kumar Gaur, Practicing Company Secretary (Peer Review No. 6421/2025), 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.
12. 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 TWO days 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.
13. 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, i.e., September 23, 2025.

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14. 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.
15. The scrutinizer will after the conclusion of e-voting at the meeting, scrutinize the votes cast at the meeting and votes cast through remote e-voting, make a consolidated scrutinizer report and submit the same to the chairman or any other person authorized by the Chairman. The result of e-voting will be declared within two working days of the conclusion of the meeting and the same along with the consolidated scrutinizer report will be placed on the website of the Company www.midwestgoldltd.com and website of Bigshare Services Private Limited i.e. www.ivote.bigshareonline.com

**Explanatory Statement****(Pursuant to Section 102 of the Companies Act, 2013)****Item No.3:****To appoint Secretarial Auditors of the Company**

The Board of Directors at their meeting held on September 05, 2025 after evaluating various parameters including professional experience, domain knowledge, audit capabilities, independence, and efficiency, approved the appointment of Mr. Munesh Kumar Gaur, Practicing Company Secretary (COP Number 24478 and Membership Number 39597), as the Secretarial Auditor of the Company, subject to the approval by the members at the ensuing AGM for a term of five (5) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30.

The appointment is in compliance with the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, along with Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended by SEBI Notification dated December 12, 2024.

Mr. Munesh Kumar Gaur is a Practicing Company Secretary with extensive experience in conducting secretarial audits and providing advisory services in corporate laws, SEBI regulations, FEMA, and allied compliance matters. He has consistently demonstrated high standards of professional ethics and diligence in secretarial practices.

His firm holds valid Peer Review Certificate of Peer Review (bearing 6421/2025) as issued by the Institute of Company Secretaries of India and he has confirmed that he is not disqualified and is eligible to be appointed as Secretarial Auditor of the Company in terms of the applicable provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The proposed fee is ₹50,000 per annum (exclusive of applicable taxes) together with reimbursement of actual out-of-pocket expenses, if any, incurred in connection with the secretarial audit. The Board of Directors, in consultation with the Secretarial Auditor, may revise the remuneration from time to time.

The Board recommends the Ordinary Resolution as set out in Item No. 3 of this Notice for the approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in Item No. 3 of this Notice.

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Item No.4:

To consider and approve issue of equity shares on preferential basis to the non-promoter public category investors for cash

The Board of Directors of the Company (the “**Board**”) at its meeting held on Friday, September 05, 2025 had, subject to the approval of the Members and such other approvals as may be required, approved the proposal to create, issue, offer and allot upto 10,00,000 (Ten Lakhs) Equity Shares having face value of Rs. 10/- (Rupees Ten) each, at an issue price of Rs. 1,500/- (Rupees One Thousand Five Hundred only) per Equity Share, aggregating to Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crores only), to the following Proposed Allottees on a preferential and private placement basis, for cash consideration (“**Preferential Allotment**”):

Sl. No.	Details of Proposed Allottees	Category of Proposed Allottees	No of Equity Shares to be allotted	Consideration (Rs.)
1.	VIKASA INDIA EIF I FUND	Non-Promoter	3,46,670	52,00,05,000
2.	CHIRANJEEV SINGH SALUJA	Non-Promoter	1,33,330	19,99,95,000
3.	INDIA EMERGING GIANTS FUND LIMITED	Non-Promoter	1,33,330	19,99,95,000
4.	HARPREET KAUR SARNA	Non-Promoter	70,000	10,50,00,000
5.	VENKAT NAVEEN GADDE	Non-Promoter	66,660	9,99,90,000
6.	VIKASA INDIA EIF I FUND - EMERGING GIANTS FUND	Non-Promoter	66,660	9,99,90,000
7.	SARVAN SINGH KLAIR	Non-Promoter	40,660	6,09,90,000
8.	HITESH NATWARLAL KAWA	Non-Promoter	33,330	4,99,95,000
9.	S G TRINITY LLP	Non-Promoter	20,000	3,00,00,000
10.	BOMMAREDDY HIMA BINDU	Non-Promoter	17,330	2,59,95,000
11.	ANAND PRAKASH JUNEJA	Non-Promoter	13,330	1,99,95,000
12.	MUSUNURU SUSMITHA	Non-Promoter	10,000	1,50,00,000
13.	HAREESH KARONNIN THALIYANVEEDU	Non-Promoter	6,660	99,90,000
14.	SYAM SUNDAR VENKATA APPALA	Non-Promoter	6,660	99,90,000
15.	MEKA SWARUPA RANI	Non-Promoter	6,260	93,90,000
16.	JUDHBIR SINGH SHERGILL	Non-Promoter	5,000	75,00,000
17.	LEGACY CUSTODIANS ADVISORY PRIVATE LIMITED	Non-Promoter	3,334	50,01,000
18.	RASHMI AGARWAL	Non-Promoter	3,334	50,01,000
19.	VIKAS SONI	Non-Promoter	3,334	50,01,000
20.	NIKITA SANJAY JAIN	Non-Promoter	3,334	50,01,000
21.	SANJAY J JAIN (HUF)	Non-Promoter	3,334	50,01,000
22.	SHANKAR KUNDARAPU	Non-Promoter	2,000	30,00,000
23.	KAVITA SAINI	Non-Promoter	1,660	24,90,000
24.	VENKATESWARLU VADDEMGUNTA	Non-Promoter	1,330	19,95,000
25.	VENKATA SUBBAMMA KANAGIRI	Non-Promoter	1,000	15,00,000
26.	LAXMINARAYANA CHIKATAMARLA	Non-Promoter	800	12,00,000
27.	VINEET BIST	Non-Promoter	660	9,90,000
Total			10,00,000	1,50,00,00,000

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In terms of the provisions of Sections 42 and 62(1)(c), and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder including Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 as amended and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as amended (“SEBI (ICDR) Regulations”), any preferential allotment of securities is required to be approved by the Members of the Company by way of a special resolution.

Therefore, the consent of the Members is being sought by way of a special resolution to enable the Board to create, issue, offer and allot Equity Shares as may be permitted under applicable laws to the Proposed Allottees in accordance with the provisions of the Companies Act, 2013 and Rules made thereunder, SEBI (ICDR) Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Equity Shares proposed to be issued under Preferential Allotment.

Necessary information / details in respect of the proposed Preferential Allotment of Equity Shares in terms of Sections 42 and 62 of the Act, read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, as amended and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended and Chapter V of the SEBI (ICDR) Regulations are as under:

1. Objects of the Preferential Issue:

The object of the issue are: -

- To invest and/or grant loans to companies, body corporates, including subsidiary companies, for future expansion plans and activities, including but not limited to acquisition of land, land development, building construction, advances to machinery supplies, purchase of other plant etc, financing future growth opportunities, and meeting working capital requirements of these companies, not exceeding **Rs. 1,15,00,00,000/- (Rupees One Hundred Fifteen Crores only)**; and
- To meet General Corporate Purposes (GCP) which includes working capital requirements of the company and/or its subsidiary companies and any other purposes of the business, including repayment of all or a portion of outstanding borrowings, whether from promoters or others, by the company or its subsidiaries, and redemption of all or a portion of the Preference Share Capital of the subsidiary company, as may be decided by the Board, not exceeding **Rs 35,00,00,000/- (Rupees Thirty Five Crores only)**.

While the amounts proposed to be utilised against each of the objects have been specified above, there may be a deviation of +/- 10% depending upon future circumstances, as the objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectorial conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Net Proceeds at the discretion of the Board, subject to compliance with applicable laws.

The Proceeds of the Preferential Issue shall be utilised within a period of **18 months** from the date of receipts of funds or from the date the funds can be utilised, whichever is later. Till such time the issue proceeds are fully utilized, the issue proceeds will be kept either in the Separate Bank Account(s) of the Company, or it shall be parked in the form of Fixed Deposit(s) and/or Investments in government securities and money market instruments including money market mutual funds, as permitted under applicable laws.



As the proposed total issue size is exceeding Rs. 100 crores in terms of Regulation 162A of the SEBI (ICDR) Regulations, the Company has appointed M/s. Infomerics Valuation and Rating Limited., agency registered with SEBI, as the monitoring agency to monitor the proceeds of the issue and to submit its report to the Company, on a quarterly basis, till hundred percent of the proceeds of the issue have been utilised.

2. The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered:

The Board at its meeting held on Friday, September 05, 2025 had subject to the approval of the Members of the Company and subject to receipt of such other approval(s) or permission(s) from any regulatory authority(ies) as may be required, approved the creation, issue, offer and allotment of the following securities to the Proposed Allottees, on a Preferential and Private Placement basis, upto 10,00,000 (Ten Lakhs) equity shares having face value of Rs.10/- (Rupees Ten only) each, at an issue price of Rs.1,500 /- (Rupees One Thousand Five Hundred only) per Equity Share inclusive of a premium of Rs.1,490/- (Rupees One Thousand Four Hundred Ninety only) ("Issue Price"), aggregating to Rs.1,50,00,00,000/- (Rupees One Hundred Fifty Crores only).

The Equity Shares shall rank *pari passu* with the existing Equity Shares of the Company, in all respects, in accordance with applicable law.

The other terms and conditions of the Preferential Allotment of the Equity Shares are as stated in the resolution and this statement.

3. Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at or offer/invitation is being made:

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company is infrequently traded, the price is determined pursuant to Regulation 165 of SEBI (ICDR) Regulations.

In terms of the provisions of Chapter V of the SEBI (ICDR) Regulations, the Relevant Date for determining the floor price for the Preferential Allotment of the Equity Shares is Friday, August 29, 2025, being the date 30 (thirty) days prior to date of the AGM. The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under SEBI (ICDR) Regulations.

As per the provisions of SEBI (ICDR) Regulations, the Equity Shares will be issued at a price of Rs. 1,500/- (Rupees One Thousand Five Hundred Only) per Equity Share which is not less than the price as determined by the registered valuer.

The valuation report of the Registered Valuer pursuant to Regulation 165 of SEBI (ICDR) Regulations can also be accessed on the company website on the following link <https://www.midwestgoldltd.com/investors.html>

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4. Name and Address of Valuer who performed Valuation:

Bhavesh M Rathod, Chartered Accountants, Registered Valuer IBBI Reg. No.: IBBI/RV/06/2019/10708

Address: No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali East, Mumbai, Maharashtra - 400101 Email: bhavesh@cabr.in Mobile: +91 9769 11 34 90.

The valuation report of the Registered Valuer pursuant to Regulation 165 of SEBI (ICDR) Regulations can also be accessed on the company website on the following link <https://www.midwestgoldltd.com/investors.html>

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

The Company intends to raise an amount aggregating upto Rs. 1,50,00,00,000/- (Rupees One Hundred Fifty Crores only) pursuant to the Preferential Allotment.

6. Principal terms of Assets charged as securities:

Not Applicable

7. Intention/ Contribution of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing Directors or Key Managerial Personnel or Promoters intends to subscribe to the proposed issue or furtherance of objects.

8. The shareholding pattern of the Company before the proposed issue and after the proposed issue of Equity Shares as follows:

Sl. No.	Category	Pre-issue shareholding (As on August 29, 2025)		Post- issue shareholding*	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individual	69,77,120	63.15	69,77,120	57.91
	Sub Total (A)	69,77,120	63.15	69,77,120	57.91
B	Non-Promoter Holding				
B1	Institutions				
B2	Institutions (Domestic)				
	Mutual Funds/	4,320	0.04	4,320	0.04
	Venture Capital Funds	10,860	0.10	10,860	0.09
	Alternate Investment Funds	1,90,000	1.72	1,90,000	1.58
B3	Institutions (Foreign)				
	Foreign Portfolio Investors	7,42,256	6.72	12,88,916	10.70
	Sub Total (B1)	9,47,436	8.58	14,94,096	12.40
B2	Non – Institutions				

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Sl. No.	Category	Pre-issue shareholding (As on August 29, 2025)		Post- issue shareholding*	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
1	Individuals (share Capital up to Rs. 2 lakhs)	4,88,622	4.42	5,14,744	4.27
2	Individuals (share Capital in excess of Rs. 2 lakhs)	18,31,944	16.58	22,24,174	18.46
3	Non-Resident Indians (NRIs)	4,91,085	4.45	4,99,405	4.15
4	Bodies Corporate	3,04,431	2.76	3,07,765	2.55
5	<u>Any Other (specify)</u>	7,308	0.07	30,642	0.25
	Sub Total (B2)	31,23,390	28.27	35,76,730	29.69
	Sub-Total (B) [B1+ B2]	40,70,826	36.85	50,70,826	42.09
C1	Shares underlying DRs	-	-	-	-
C2	Shares held by Employee Trust	-	-	-	-
C3	Non-Promoter – Non- Public	-	-	-	-
	Grand Total (A+B+C)	1,10,47,946	100.00	1,20,47,946	100.00

*The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares.

9. Proposed time schedule/ time frame within which the allotment/ preferential issue shall be completed:

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

10. Class or classes of persons whom the allotment is proposed to be made:

Non-Promoter

11. Material term of raising equity shares:

No material terms other than stated in the resolution and this statement.

12. Change in control, if any, in the Company that would occur consequent to the preferential offer/issue:

There will be no change in control over the Company pursuant to the completion of the preferential allotment of the Equity Shares to the Proposed Allottee.

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

From April 01, 2025 till the date of the AGM Notice, the Company has not issued any equity shares on preferential basis.

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14. Valuation for consideration other than cash:

Not applicable.

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

Not applicable.

16. Lock-in:

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

17. Listing:

The Company will make an application to the Stock Exchange at which the existing shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend.

18. Certificate:

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from a Practicing Company Secretary, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the practising company secretary can also be accessed on the company website on the following link <https://www.midwestgoldltd.com/investors.html>

19. Undertakings:

The Company hereby undertakes that:

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

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

It is hereby confirmed that, neither the Company nor its promoters or directors is a wilful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (ICDR) regulations. Further, none of its Directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.

21. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners & their ID proof	Pre-Issue Holding as on August 29, 2025		No. of shares to be issued	Shareholding post allotment of Equity Shares*		Post- issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
1.	VIKASA INDIA EIF I FUND	Non-Promoter	1. Mark Andrew Rankin 2. Dorsey Randall Buttram JR 3. Roshen Pujari	2,90,000	2.62%	3,46,670	6,36,670	5.28%	Non-Promoter
2.	CHIRANJEEV SINGH SALUJA	Non-Promoter	NA	2,00,000	1.81%	1,33,330	3,33,330	2.77%	Non-Promoter
3.	INDIA EMERGING GIANTS FUND LIMITED	Non-Promoter	1. Arvind Krishnan 2. Udhaya Kumar Varadharajan	2,99,319	2.71%	1,33,330	4,32,649	3.59%	Non-Promoter
4.	HARPREET KAUR SARNA	Non-Promoter	NA	10,000	0.09%	70,000	80,000	0.66%	Non-Promoter
5.	VENKAT NAVEEN GADDE	Non-Promoter	NA	1,20,000	1.09%	66,660	1,86,660	1.55%	Non-Promoter
6.	VIKASA INDIA EIF I FUND - EMERGING GIANTS FUND	Non-Promoter	1. Mark Andrew Rankin 2. Dorsey Randall Buttram JR 3. Roshen Pujari	1,50,000	1.36%	66,660	2,16,660	1.80%	Non-Promoter
7.	SARVAN SINGH KLAIR	Non-Promoter	NA	2,30,400	2.09%	40,660	2,71,060	2.25%	Non-Promoter
8.	HITESH NATWARLAL KAWA	Non-Promoter	NA	60,000	0.54%	33,330	93,330	0.77%	Non-Promoter
9.	S G TRINITY LLP	Non-Promoter	1. Ajay Govindbhai Kakadia 2. Bharat Kakadia 3. Chirag Ravjibhai Kakadia 4. Hirabhai Kanjibhai Kakadia	-	-	20,000	20,000	0.17%	Non-Promoter

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Sr. No.	Name of the proposed allottee	Pre-issue Category	Name of the natural persons who are the ultimate beneficial owners & their ID proof	Pre-Issue Holding as on August 29, 2025		No. of shares to be issued	Shareholding post allotment of Equity Shares*		Post- issue Category
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	
10.	BOMMAREDDY HIMA BINDU	Non-Promoter	NA	27,680	0.25%	17,330	45,010	0.37%	Non-Promoter
11.	ANAND PRAKASH JUNEJA	Non-Promoter	NA	10,000	0.09%	13,330	23,330	0.19%	Non-Promoter
12.	MUSUNURU SUSMITHA	Non-Promoter	NA	2,00,000	1.81%	10,000	2,10,000	1.74%	Non-Promoter
13.	HAREESH KARONNIN THALIYANVEEDU	Non-Promoter	NA	310	0.00%	6,660	6,970	0.06%	Non-Promoter
14.	SYAM SUNDAR VENKATA APPALA	Non-Promoter	NA	43,296	0.39%	6,660	49,956	0.41%	Non-Promoter
15.	MEKA SWARUPA RANI	Non-Promoter	NA	60,000	0.54%	6,260	66,260	0.55%	Non-Promoter
16.	JUDHBIR SINGH SHERGILL	Non-Promoter	NA	10,000	0.09%	5,000	15,000	0.12%	Non-Promoter
17.	LEGACY CUSTODIANS ADVISORY PRIVATE LIMITED	Non-Promoter	1. Sadaf Mohamedali Behbahany 2. Sharadkumar Sunder Mendon	-	-	3,334	3,334	0.03%	Non-Promoter
18.	RASHMI AGARWAL	Non-Promoter	NA	-	-	3,334	3,334	0.03%	Non-Promoter
19.	VIKAS SONI	Non-Promoter	NA	-	-	3,334	3,334	0.03%	Non-Promoter
20.	NIKITA SANJAY JAIN	Non-Promoter	NA	-	-	3,334	3,334	0.03%	Non-Promoter
21.	SANJAY JAYANTILAL JAIN HUF	Non-Promoter	1. Sanjay J Jain (Karta)	-	-	3,334	3,334	0.03%	Non-Promoter
22.	SHANKAR KUNDARAPU	Non-Promoter	NA	12,000	0.11%	2,000	14,000	0.12%	Non-Promoter
23.	KAVITA SAINI	Non-Promoter	NA	43,600	0.39%	1,660	45,260	0.38%	Non-Promoter
24.	VENKATESWARLU VADDEMGUNTA	Non-Promoter	NA	20,000	0.18%	1,330	21,330	0.18%	Non-Promoter
25.	VENKATA SUBBAMMA KANAGIRI	Non-Promoter	NA	4,000	0.04%	1,000	5,000	0.04%	Non-Promoter
26.	LAXMINARAYANA CHIKATAMARLA	Non-Promoter	NA	400	0.00%	800	1,200	0.01%	Non-Promoter
27.	VINEET BIST	Non-Promoter	NA	4,000	0.04%	660	4,660	0.04%	Non-Promoter
Total				17,95,005	16.25%	10,00,000	27,95,005	23.20%	-

**The post-issue shareholding as shown above is calculated assuming full subscription and allotment of the equity shares*

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In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the said equity shares to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

The Board of Directors of the Company believe that the proposed issue is in the best interest of the Company and therefore board recommends the Special Resolution as set out in Item No. 4 in the accompanying notice for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

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Additional Information

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

Particulars	Details
Name	Mr. Satyanarayana Raju Baladari
Director Identification No.	01431440
Date of Birth	10/08/1975
Nationality	Indian
Brief Profile, Experience, skills and capabilities	Over 21 years of knowledge and experience in accounting, finance and running of granite/marble processing units.
Terms and Conditions of Appointment	In terms of Section 152(6) of the Companies Act, 2013, Mr. Satyanarayana Raju Baladari was re-appointed as a Wholetime Director at the Annual General Meeting held on September 26, 2023, is liable to retire by rotation.
Disclosure of relationships between directors inter-se;	Nil
Remuneration last drawn (in FY 2024-25), if applicable	Not Applicable
Remuneration proposed to be paid	Not Applicable
Number of Meetings of the Board attended during the year 2024-25	Eight
Name of listed entities from which the person has resigned in the past three years	Nil
Directorship in other Companies	1. S.C.R. Agro Tech Private Limited 2. South Coast Infrastructure Development Company of Andhra Pradesh Limited
Chairmanship / Membership of Committees in other Companies	Nil
Number of Equity Shares held in the Company	Nil

For and behalf of Midwest Gold Limited

Baladari Satyanarayana Raju
Wholetime Director
DIN 01431440

Date: September 05, 2025

Place: Hyderabad