

**MIDWEST GOLD LIMITED**

[CIN: L13200TG1990PLC163511]

**Registered Office:** 1<sup>st</sup> Floor, H.No.8-2-684/3/25 &26 Road No. 12, Banjara Hills, Hyderabad-500034.Tel: 040-23305194, E-Mail: [novagranites1990@gmail.com](mailto:novagranites1990@gmail.com), Website: [www.midwestgoldltd.com](http://www.midwestgoldltd.com)**NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE EXTRA ORDINARY GENERAL MEETING OF THE MEMBERS OF MIDWEST GOLD LIMITED WILL BE HELD ON SATURDAY 14TH MARCH, 2026 AT 11:00 AM (IST) THROUGH VIDEO CONFERENCING (VC) / OTHER AUDIO-VISUAL MEANS (OAVM) TO TRANSACT THE FOLLOWING BUSINESS:**

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**ITEM NUMBER 1: TO CONSIDER AND APPROVE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTER, PROMOTER GROUP AND NON-PROMOTERS FOR CONSIDERATION IN CASH.**

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, and 62 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any amendments, statutory modifications, or re-enactments thereof, for the time being in force) (“the Act”); 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; 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; and in accordance with the applicable rules, regulations, circulars, notifications, clarifications, and guidelines issued from time to time by the Government of India (“GOI”), the Reserve Bank of India (“RBI”), the Registrar of Companies (“ROC”), Ministry of Corporate Affairs (“MCA”), the 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 authority(ies) (collectively referred to as the “Applicable Regulatory Authorities”), to the extent applicable, including the provisions of the Listing Agreement entered into by the Company with the Stock Exchange; and subject to the requisite approvals, consents, permissions, and/or sanctions, if any, of the Applicable Regulatory Authorities; and subject to such terms, conditions, and modifications as may be prescribed or imposed by any of them while granting such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any committee thereof or any person authorized by the Board to exercise its powers, including the powers conferred by this resolution); and subject to such other alterations, modifications, variations, or conditions as the Board may deem fit in its absolute discretion the consent of the Members of the Company be 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 only) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 2,000/- (Rupees Two Thousand only) per Equity Share (including premium of Rs. 1,990/- per Equity Share), aggregating up to Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only), to the proposed allottees falling under the Promoter, Promoter Group and Non-Promoter Public Category (“Proposed Equity Allottees”), on a preferential basis for cash consideration, in accordance with the SEBI (ICDR) Regulations and other applicable laws.”

**Details of Proposed Equity Allottees**

Sr. No.	Name of the Proposed Allottee's	Category	Pre-Pref Holding		Maximum Number of Equity shares Proposed to be issued and allotted	Post-Pref Holding*	
			No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
1.	Kollareddy Rama Raghava Reddy	Promoter	60,11,270	49.89	3,75,000	63,86,270	48.94
2.	Soumya Kukreti	Promoter	7,20,000	5.98	2,00,000	9,20,000	7.05
3.	Kollareddy Ranganayakamma	Promoter	2,00,000	1.66	25,000	2,25,000	1.72
4.	Tara Rani Kollareddy	Promoter Group	Nil	0.00	3,750	3,750	0.03
5.	Guntaka Ravindra Reddy	Promoter Group	Nil	0.00	1,250	1,250	0.01
6.	Rajyalakashmi Ankireddy	Public	Nil	0.00	500	500	0.00
7.	Jalamma Mallireddy	Public	Nil	0.00	1,500	1,500	0.01
8.	Somasekhar Reddy Bhimavarapu	Public	Nil	0.00	500	500	0.00
9.	Baladari Parvathi	Public	Nil	0.00	2,250	2,250	0.02
10.	Devabhaktuni Nityanada Prasad	Public	Nil	0.00	2,500	2,500	0.02
11.	Rana Som	Public	Nil	0.00	1,000	1,000	0.01
12.	Subra Som	Public	Nil	0.00	1,000	1,000	0.01
13.	Muthuchamy Suralibommu	Public	5,000	0.04	1,000	6,000	0.05
14.	Pradeep Kumar Nori	Public	Nil	0.00	1,000	1,000	0.01
15.	Kommana Mallikarjun Rao	Public	Nil	0.00	1,500	1,500	0.01
16.	Venna Venkateswarlu	Public	Nil	0.00	1,000	1,000	0.01
17.	Kantamani Hemalatha	Public	845	0.01	2,000	2,845	0.02
18.	Kode Padmaja	Public	Nil	0.00	1,000	1,000	0.01
19.	Lavanesh Sondhi	Public	Nil	0.00	1,750	1,750	0.01
20.	Hareesh Karonnin Thaliyan Veedu	Public	6,970	0.06	5,000	11,970	0.09
21.	Dr. Gadepalli Venkata Rama Sastry	Public	10,000	0.08	2,500	12,500	0.10
22.	Dr. Boddu Bala Bhaskar	Public	6,870	0.06	2,500	9,370	0.07
23.	Suryavardhan Reddy Beervelly	Public	Nil	0.00	1,000	1,000	0.01
24.	Madhusudan Rao Polineni	Public	50	0.00	1,000	1,050	0.01
25.	Smitha Polineni	Public	Nil	0.00	1,000	1,000	0.01
26.	Amruta Anand	Public	Nil	0.00	1,000	1,000	0.01
27.	Gayathri Radhakrishnan	Public	Nil	0.00	1,000	1,000	0.01
28.	Ramaswamy Anand	Public	Nil	0.00	2,000	2,000	0.02
29.	Satvika Gada	Public	Nil	0.00	1,000	1,000	0.01
30.	Kasturi	Public	Nil	0.00	1,000	1,000	0.01
31.	Parimala Kamireddy	Public	Nil	0.00	2,000	2,000	0.02
32.	EzResolve LLP	Public	Nil	0.00	1,500	1,500	0.01
33.	Syam Sunder Venkata Appala	Public	49,956	0.41	2,000	51,956	0.40
34.	Ravi Bollina	Public	Nil	0.00	2,500	2,500	0.02
35.	Divya Nallamothu	Public	Nil	0.00	2,500	2,500	0.02



36.	Yarlagadda Raja Kalyan Dutt	Public	Nil	0.00	750	750	0.01
37.	Karan Vijay Kumar Hinduja	Public	Nil	0.00	1,250	1,250	0.01
38.	Radhika Nuthakki	Public	Nil	0.00	2,500	2,500	0.02
39.	Krishna Kumari Nathakki	Public	Nil	0.00	2,500	2,500	0.02
40.	Mallika Muralidhar	Public	Nil	0.00	1,750	1,750	0.01
41.	Srinidhi Duggirala	Public	40,000	0.33	75,000	1,15,000	0.88
42.	Karthik Amar Duggirala	Public	Nil	0.00	75,000	75,000	0.57
43.	Arimilli Nikhil Ratna	Public	Nil	0.00	25,000	25,000	0.19
44.	Raavi Raajakumar	Public	Nil	0.00	25,000	25,000	0.19
45.	Sowjanya Marameddyalle	Public	Nil	0.00	500	500	0.00
46.	Kantheni Karthik	Public	Nil	0.00	5,000	5,000	0.04
47.	Pratibha Agarwal	Public	Nil	0.00	1,000	1,000	0.01
48.	Nikhil Sunkara	Public	Nil	0.00	5,000	5,000	0.04
49.	Harpreet Kaur Sarna	Public	80,000	0.66	45,000	1,25,000	0.96
50.	Siddatapu Ramana	Public	Nil	0.00	50,000	50,000	0.38
51.	Naveen Kumar Jain	Public	500	0.00	19,000	19,500	0.15
52.	Shilpi Kunder	Public	Nil	0.00	1,250	1,250	0.01
53.	Gopichand Gorrepati	Public	Nil	0.00	5,000	5,000	0.04
54.	Madhu Avirneni	Public	Nil	0.00	5,000	5,000	0.04
55.	Poppoppu V D Viswanadh	Public	Nil	0.00	500	500	0.00
56.	Boddu Kavitha Bhaskar	Public	Nil	0.00	1,000	1,000	0.01
<b>Total</b>			<b>71,31,461</b>	<b>59.19</b>	<b>10,00,000</b>	<b>81,31,461</b>	<b>62.32</b>

**“RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted to the proposed Equity allottees shall be fully paid up and shall rank pari passu with the existing equity shares of the Company in all respects from the date of allotment in all respects including the payment of dividend and voting rights or any other corporate action/benefits, if any, for which the book closure or the record date falls in between, and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the requirements of all applicable laws.”

**“RESOLVED FURTHER THAT** the Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of the Equity Shares, shall be 12<sup>th</sup> February 2026, i.e., 30 days prior to the date of passing of the Special Resolution at the Extra Ordinary General Meeting.”

**“RESOLVED FURTHER THAT** the offer, issue, and allotment of the aforesaid Equity Shares to the proposed Equity allottees shall be subject to applicable laws, regulations, and guidelines and the following terms and conditions:

- 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 the receipt of necessary regulatory permissions and approvals, as applicable.
- b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI (ICDR) Regulations.
- c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.
- d) The number of Equity Shares to be offered, issued and allotted shall not exceed the number approved by the Members as specified hereinabove.
- e) Without prejudice to the generality of the foregoing, the issue of the Equity Shares shall be subject to the terms and conditions as set out in the Explanatory Statement under Section 102 of the Companies Act, 2013, which forms part of this Notice.
- f) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.
- g) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.



- h) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.
- i) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.
- j) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted thereunder.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorized to make an offer to the proposed Equity allottees through a private placement offer cum application letter, in the format of Form PAS-4, immediately after the passing of this resolution, with a stipulation that the allotment shall be made only upon receipt of in-principle approval from the Stock Exchange.”

“**RESOLVED FURTHER THAT** pursuant to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify, and alter the terms and conditions of the issue, as it may in its absolute discretion deem fit, within the scope of this approval by the Members, and to make an offer to the proposed Equity allottees through Form PAS-4, without the requirement of seeking any further consent or approval of the Members and further, the Board is hereby authorised to record the name and details of the Proposed Equity Allottees in form PAS-5.”

“**RESOLVED FURTHER THAT** the Members of the Company take note of the certificate issued by a Practicing Company Secretary certifying that the proposed issue of Equity Shares on a preferential basis is in compliance with the SEBI LODR Regulations.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters, and things as it may in its absolute discretion deem necessary, desirable, or expedient, including, but not limited to, issuing clarifications, resolving doubts, effecting modifications or changes (including to the terms of the issue), entering into agreements, contracts, and documents, appointing intermediaries, applying for in-principle and listing approvals, filing requisite documents with the ROC, SEBI, Stock Exchange, and depositories, and utilizing the proceeds of the issue, without being required to seek any further approval of the Members.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of its powers conferred under these resolutions to any Committee of the Board, Director(s), the Company Secretary, or any other officer(s) or authorized signatory(ies) of the Company, including the execution of relevant documents, to represent the Company before any regulatory authorities, and to appoint advisors, bankers, consultants, and legal professionals, as may be necessary, to give effect to the foregoing resolution.”

**By Order of the Board of Directors  
For Midwest Gold Limited**

Sd/-  
**Baladari Satyanarayana Raju**  
**Wholetime Director**  
**DIN: 01431440**

**Place: Hyderabad**  
**Date: 19<sup>th</sup> February 2026**

**NOTES TO THE NOTICE: -**

1. The Government of India, Ministry of Corporate Affairs has allowed conducting General Meeting through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and dispensed the personal presence of the Shareholders at the meeting. Accordingly, the Ministry of Corporate Affairs issued General Circular No. 09/2024 dated 19th September, 2024 read with Circular No. 09/2023 dated 25th September, 2023, Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3rd October, 2024 read with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the Annual General (EOGM) through VC/OAVM. In terms of the said circulars, the EOGM of the Shareholders will be held through VC/OAVM. Hence, Shareholders can attend and participate in the Extra Ordinary General Meeting (EOGM) through VC/OAVM only.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts relating to Special Businesses to be transacted at the EOGM, as set out in this Notice, is annexed hereto.
3. Since this EOGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy by the Members under Section 105 of the Act will not be available for the EOGM and hence the Proxy Form, Attendance Slip are not annexed to this Notice.
4. Corporate Members intending to appoint their Authorized Representative(s) to attend the EOGM, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Scrutinizer, NSDL and the Company, a scanned certified true copy of the Board Resolution with attested specimen signature of the duly authorized signatory (ies) who are authorized to attend and vote on their behalf at the EOGM.
5. In compliance with the aforesaid MCA Circulars and SEBI Circulars, the Notice of the EOGM is being sent only through electronic mode (by email) to those Members whose e-mail ids are registered with the Company/Depositories. Members may note that the Notice of the EOGM will be available on the website of the Company at [www.midwestgoldltd.com](http://www.midwestgoldltd.com), websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EOGM Notice is also available on the website of Bigshare Services Pvt Ltd (agency for providing the Remote e-Voting facility).
6. The attendance of the Members attending the EOGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013. In the case of joint holders attending the EGM, only such joint holder who is higher in the order of names will be entitled to vote.
7. The Company has appointed CS Munesh Kumar Gaur, Practicing Company Secretary (COP Number 24478 and Membership Number 39597) (Peer review Certificate No. 6421/2025), to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner and the scrutinizer has communicated his willingness to be appointed and be available for the purpose.
8. The Scrutinizer shall, immediately after the conclusion of the e-voting at the EOGM, first count the votes cast through e-voting during the meeting and thereafter unblock the votes cast through remote e-voting before the EOGM in presence of at least two witnesses who are not in the employment of the Company, and make a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, and submit the same to the Chairperson or a person authorised by him in writing who shall countersign the same.
9. The relevant documents referred to in the Notice will be available for inspection by the members in electronic mode up to the date of the EOGM. The notice of the EOGM of your Company would also be made available on the Company’s website: [www.midwestgoldltd.com](http://www.midwestgoldltd.com).
10. Members can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring



to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to RTA. Members holding shares in electronic form may contact their respective Depository Participants to avail this facility.

11. Members are requested to send in their queries at least a week in advance at novagranites1990@gmail.com to facilitate clarifications during the EOGM.
12. The venue of the EOGM shall be deemed to be the Registered Office of the Company, the Route Map is not annexed in this Notice.
13. The relevant documents referred to in the Notice will be available for inspection by the members in electronic mode up to the date of the EOGM.

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

- i. The remote e-voting period commences on **Tuesday, 10th March 2026 at 9:00 a.m. and ends on Friday 13th March 2026 at 5:00 p.m.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., Saturday 07th March 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, i.e., Saturday 07th March 2026. 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 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.



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	<ol style="list-style-type: none"><li>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 is <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li><li>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 <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li><li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li><li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"><li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL),</li></ol>



	<p>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 <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p> <p>4) For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 <b>BIGSHARE</b> and you will be re-directed to <b>i-vote (E-voting website)</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 &amp; 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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022- 48867000.



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

- You 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 you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register 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 Character DP ID followed by 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.

**NOTE:** If Shareholders are 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 “**IN FAVOUR**”, “**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.

#### **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.

#### **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 <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22, 022-62638338

#### **4. Procedure for joining the AGM/EGM 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).



- 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/EGM 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/EGM 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/EGM are as under:-**

- The Members can join the AGM/EGM 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/EGM is same as the instructions mentioned above for remote e-voting.
- Only those members/shareholders, who will be 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 in the AGM/EGM.
- Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the AGM/EGM.

**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](mailto:ivote@bigshareonline.com) or call us at: 1800 22 54 22, 022-62638338

**Instructions for Shareholders/ Members to Speak (Speaker registration) during the EOGM:**

1. Shareholders who would like to speak during the meeting must register their request by Thursday 05<sup>th</sup> March 2026 with the company on the email id [novagranites1990@gmail.com](mailto:novagranites1990@gmail.com) in mentioning their name, demat account number/ folio number, e-mail id, mobile number created for the general meeting.
2. When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.
3. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the EOGM.
4. Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**By Order of the Board of Directors  
For Midwest Gold Limited**

**Sd/-  
Baladari Satyanarayana Raju  
Wholetime Director  
DIN: 01431440**

**Place: Hyderabad  
Date: 19<sup>th</sup> February 2026**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND REGULATION 30 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015.****ITEM NUMBER 1:**

The Company proposes to raise additional capital to strengthen its capital base and to support the long-term growth and sustainability of its business operations. The proposed fund infusion will enable the Company to meet its immediate and future funding requirements, improve financial flexibility, and augment working capital resources.

Accordingly, the Board of Directors of the Company, at its meeting held on 19th February, 2026, subject to the approval of the Members and such other approvals as may be required, approved the issue and allotment, in one or more tranches, of up to 10,00,000 (Ten Lakhs only) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 2,000/- (Rupees Two Thousand only) per Equity Share (including premium of Rs. 1,990/- per Equity Share), aggregating up to Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only), to the proposed allottees falling under the Promoter, Promoter Group and Non-Promoter Public Category (“Proposed Equity Allottees”), on a preferential basis for cash consideration, in accordance with the provisions of Sections 23, 42 and 62 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, as amended, and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI ICDR Regulations”), and other applicable laws.

Hence, the Board of Directors of your Company recommends the resolution for approval of the shareholders in form of Special Resolution in the best interests of the Company.

The Company is otherwise eligible to make the Preferential Issue in terms of the provisions of Chapter V of the SEBI ((ICDR)) Regulations. There will be no change in the control or management of the Company pursuant to the proposed preferential issue. Consequent to the allotment of equity shares, the shareholding of the Promoters and Promoter Group may decrease as per details given in this statement.

**Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI ((ICDR)) Regulations “) are as follows:**

**1. Objects of the Preferential Issue:****Amount in Rs.**

<b>S. No.</b>	<b>Purpose for which issue proceeds is proposed to be utilized</b>	<b>Total estimated amount to be utilised for each of the Objects (Rs. In crore)</b>
1	To repay, in full or in part, the unsecured loans and/or advances extended to the Company by its Directors	80.00
2	To acquire suitable land and/or building for establishing a new Rare Earth Magnet manufacturing facility	60.00
3	To procure, install, and commission plant, equipment, and machinery required for the proposed Rare Earth Magnet manufacturing facility	50.00
4	To meet general corporate requirements of the Company and/or its subsidiaries.	10.00

The Company proposes to utilise the Issue Proceeds within 18 (Eighteen) months from the date of receipt of funds, in accordance with the objects of the Issue as stated above.

As the proposed total issue size exceeds ₹100 Crores, pursuant to Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Board of Directors has appointed M/s. Infomerics Valuation and Rating Limited, a SEBI-registered agency, as the Monitoring Agency. The Monitoring Agency shall monitor the utilisation of the Issue Proceeds and submit its reports to the Company on a quarterly basis until 100% of the Issue Proceeds have been fully utilised, in compliance with applicable regulations.



Further, in terms of BSE Circular No. 20221213-47 dated December 13, 2022, the amounts allocated towards the aforementioned Objects may vary by  $\pm 10\%$ , depending upon future circumstances, as the Objects are based on management estimates and other commercial and technical factors. Accordingly, the actual utilisation may be influenced by various financial, market, sectoral, operational and strategic considerations, competition and other external factors, which may not be within the control of the Company.

The Board of Directors shall have the authority to make suitable modifications to the proposed schedule of utilisation of the Issue Proceeds, subject to compliance with applicable laws and regulations.

**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 number of securities to be issued and pricing:**

The resolution set out in the accompanying Notice authorises the Board to create, offer, issue, and allot, from time to time, in one or more tranches, up to 10,00,000 (Ten Lakhs only) fully paid-up Equity Shares of face value of Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 2,000/- (Rupees Two Thousand only) per Equity Share (including premium of Rs. 1,990/- per Equity Share), aggregating up to Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only), to the proposed allottees falling under the Non-Promoter Public Category ("Proposed Equity Allottees"), on a preferential basis for cash consideration.

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 the receipt of necessary regulatory permissions and approvals, as applicable.

b) The Equity Shares so allotted shall be subject to a lock-in period as specified under Chapter V of the SEBI ICDR Regulations.

c) The Equity Shares shall be allotted in dematerialized form within 15 (fifteen) days from the date of passing of the Special Resolution by the Members, provided that where the allotment is subject to receipt of any approval or permission from any regulatory authority or the Government of India, the allotment shall be completed within 15 (fifteen) days from the date of receipt of the last such approval or permission.

d) The issue and allotment of Equity Shares shall be subject to all applicable laws and the provisions of the Memorandum and Articles of Association of the Company.

e) The Equity Shares to be issued to the Proposed Equity Allottees shall be listed on the stock exchange where the existing equity shares are listed, subject to the receipt of necessary permissions and approvals from the stock exchange.

f) The Proposed Equity Allottees shall be required to bring in 100% of the consideration into the designated bank account of the Company, for the Equity Shares to be allotted, on or prior to the date of allotment thereof, from their respective bank account.

g) The issue Equity Shares shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

h) The Equity Shares so allotted to the Proposed Equity Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted thereunder.

**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 infrequently traded and are listed on the BSE Limited. The price has been determined in accordance with Regulation 165 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("SEBI (ICDR) Regulations").

The Relevant Date, as per the provisions of Chapter V of the SEBI ((ICDR)) Regulations for determination of the issue price of Equity Shares is 12<sup>th</sup> February 2026, 30 days prior to the date of Passing of the Special Resolution in the EOGM.



The Articles of Association of the issuer does not provide for a method of determination which results in a floor price higher than that determined under (ICDR) Regulations, 2018.

**Pricing for allotment on preferential basis for allottees:**

As per the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares will be issued at a price of Rs. 2,000/- (Rupees Two Thousand 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 & 166A of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 can also be accessed on the company website on the following link <https://www.midwestgoldltd.com/#>

**4. Name and Address of Valuer who performed Valuation:**

The valuation was conducted by Bhavesh M. Rathod, Chartered Accountant and Registered Valuer – SFA.

Office Address:

Office No. 515, 5th Floor, Dimple Arcade, Behind Sai Dham Temple, Thakur Complex, Kandivali (East), Mumbai, Maharashtra – 400101

Registered Address:

12D, White Spring, A Wing, Rivali Park Complex, Western Express Highway, Borivali (East), Mumbai – 400066

Contact Details:

Email: bhavesh@cabr.in

Mobile: +91 9769 11 34 90

The above information is also available on the Company's website at the following link [www.midwestgoldltd.com](http://www.midwestgoldltd.com)

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

Rs. 2,00,00,00,000/- (Rupees Two Hundred Crores only),

**6. Principal terms of Assets charged as securities:**

Not Applicable

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

The preferential issue of Equity shares is also made to Promoters, Promoter Group and Directors of the Company.

**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		Post- issue shareholding *	
		No. of Equity Shares	% Of Shareholding	No. of Equity Shares	% Of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individuals/Hindu undivided Family	69,77,120	57.91	75,82,120	58.11
2	Foreign				
	<b>Total (A1 + A2)</b>	<b>69,77,120</b>	<b>57.91</b>	<b>75,82,120</b>	<b>58.11</b>
B1	Non-Promoter Holding				
	Institutions				
	Institutions (Domestic)				



	Mutual Funds	4,320	0.04	4,320	0.03
	Venture Capital Funds	10,860	0.09	10,860	0.08
	Alternate Investment Funds	1,90,000	1.58	1,90,000	1.46
	<b>Sub Total B1</b>	<b>2,05,180</b>	<b>1.70</b>	<b>2,05,180</b>	<b>1.57</b>
B2	Institutions (Foreign)				
	Foreign Portfolio Investors Category I	14,09,382	11.70	14,09,382	10.80
	<b>Sub Total B2</b>	<b>14,09,382</b>	<b>11.70</b>	<b>14,09,382</b>	<b>10.80</b>
B3	Non – Institutions				
2a	Individuals (share Capital up to Rs. 2 lakhs)	5,30,579	4.40	5,30,579	4.07
2b	Individuals (share Capital in excess of Rs. 2 lakhs)	21,78,579	18.08	25,73,579	19.72
2c	Non-Resident Indians (NRIs)	5,04,579	4.19	5,04,579	3.87
2d	Bodies Corporate	2,28,985	1.90	2,28,985	1.75
2e	Any Other (specify)	13,542	0.11	13,542	0.10
	<b>Sub-Total (B3)</b>	<b>34,56,264</b>	<b>28.69</b>	<b>38,51,264</b>	<b>29.52</b>
	<b>Total (B1+B2+B3)</b>	<b>50,70,826</b>	<b>42.09</b>	<b>54,65,826</b>	<b>41.89</b>
C1	Shares underlying DRs				
C2	Shares held by Employee Trust				
C	Non-Promoter – Non- Public				
	<b>Grand Total (A+B+C)</b>	<b>1,20,47,946</b>	<b>100.00</b>	<b>1,30,47,946</b>	<b>100.00</b>

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

There shall be no change in management or control of the Company pursuant to the issue and allotment of equity shares.

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

During the Financial Year 2025–2026, the Company has made the following allotment on a preferential basis:



The Company, at its Board Meeting held on 31st December, 2025, approved the allotment of 10,00,000 (Ten Lakh) Equity Shares of face value Rs. 10/- (Rupees Ten only) each, at an issue price of Rs. 1,500/- (Rupees One Thousand Five Hundred only) per Equity Share, aggregating to Rs. 150,00,00,000/-, on a preferential basis to persons other than the Promoters and Promoter Group.

The allotment was made in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the applicable provisions of the Companies Act, 2013 and the rules made thereunder.

**12. Valuation for consideration other than cash:**

Not applicable.

**13. 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.

**14. 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

**15. 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.

**16. 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 practicing company secretary can also be accessed on the company website on [www.midwestgoldltd.com](http://www.midwestgoldltd.com)

**17. Undertakings:**

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- 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;

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

It is hereby confirmed that, neither the Company nor its promoters or directors is a willful defaulter or a fraudulent borrower as per Regulation 163(1)(i) of Chapter V read with schedule VI of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018. Further, none of its directors or Promoter is a fugitive economic offender as defined under the SEBI (ICDR) Regulations.



**19. 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's	Name of the natural persons who are the ultimate beneficial owners	Category	Pre-Pref Holding		Maximum Number of Equity shares Proposed to be issued and allotted	Post-Pref Holding*	
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding
1.	Kollareddy Rama Raghava Reddy	NA	Promoter	60,11,270	49.89	3,75,000	63,86,270	48.94
2.	Soumya Kukreti	NA	Promoter	7,20,000	5.98	2,00,000	9,20,000	7.05
3.	Kollareddy Ranganayakamma	NA	Promoter	2,00,000	1.66	25,000	2,25,000	1.72
4.	Tara Rani Kollareddy	NA	Promoter Group	Nil	0.00	3,750	3,750	0.03
5.	Guntaka Ravindra Reddy	NA	Promoter Group	Nil	0.00	1,250	1,250	0.01
6.	Rajyalakashmi Ankireddy	NA	Public	Nil	0.00	500	500	0.00
7.	Jalamma Mallireddy	NA	Public	Nil	0.00	1,500	1500	0.01
8.	Somasekhar Reddy Bhimavarapu	NA	Public	Nil	0.00	500	500	0.00
9.	Baladari Parvathi	NA	Public	Nil	0.00	2,250	2,250	0.02
10.	Devabhaktuni Nityanada Prasad	NA	Public	Nil	0.00	2,500	2,500	0.02
11.	Rana Som	NA	Public	Nil	0.00	1,000	1,000	0.01
12.	Subra Som	NA	Public	Nil	0.00	1,000	1,000	0.01
13.	Muthuchamy Suralibommu	NA	Public	5,000	0.04	1,000	6,000	0.05
14.	Pradeep Kumar Nori	NA	Public	Nil	0.00	1,000	1,000	0.01
15.	Kommana Mallikarjun Rao	NA	Public	Nil	0.00	1,500	1,500	0.01
16.	Venna Venkateswarlu	NA	Public	Nil	0.00	1,000	1,000	0.01
17.	Kantamani Hemalatha	NA	Public	845	0.01	2,000	2,845	0.02
18.	Kode Padmaja	NA	Public	Nil	0.00	1,000	1,000	0.01
19.	Lavanesh Sondhi	NA	Public	Nil	0.00	1,750	1,750	0.01
20.	Hareesh Karonnin Thaliyan Veedu	NA	Public	6,970	0.06	5,000	11,970	0.09
21.	Dr. Gadepalli Venkata Rama Sastry	NA	Public	10,000	0.08	2,500	12,500	0.10
22.	Dr. Boddu Bala Bhaskar	NA	Public	6,870	0.06	2,500	9,370	0.07
23.	Suryavardhan Reddy Beervelly	NA	Public	Nil	0.00	1,000	1,000	0.01
24.	Madhusudan Rao Polineni	NA	Public	50	0.00	1,000	1,050	0.01
25.	Smitha Polineni	NA	Public	Nil	0.00	1,000	1,000	0.01
26.	Amruta Anand	NA	Public	Nil	0.00	1,000	1,000	0.01



27.	Gayathri Radhakrishnan	NA	Public	Nil	0.00	1,000	1,000	0.01
28.	Ramaswamy Anand	NA	Public	Nil	0.00	2,000	2,000	0.02
29.	Satvika Gada	NA	Public	Nil	0.00	1,000	1,000	0.01
30.	Kasturi	NA	Public	Nil	0.00	1,000	1,000	0.01
31.	Parimala Kamireddy	NA	Public	Nil	0.00	2,000	2,000	0.02
32.	EzResolve LLP	1. Raghu Babu Gunturu 2. Hemalatha Gunturu 3. Anjaneyulu Sadhu	Public	Nil	0.00	1,500	1,500	0.01
33.	Syam Sunder Venkata Appala	NA	Public	49,956	0.41	2,000	51,956	0.40
34.	Ravi Bollina	NA	Public	Nil	0.00	2,500	2,500	0.02
35.	Divya Nallamothu	NA	Public	Nil	0.00	2,500	2,500	0.02
36.	Yarlagadda Raja Kalyan Dutt	NA	Public	Nil	0.00	750	750	0.01
37.	Karan Vijay Kumar Hinduja	NA	Public	Nil	0.00	1,250	1,250	0.01
38.	Radhika Nuthakki	NA	Public	Nil	0.00	2,500	2,500	0.02
39.	Krishna Kumari Nathakki	NA	Public	Nil	0.00	2,500	2,500	0.02
40.	Mallika Muralidhar	NA	Public	Nil	0.00	1,750	1,750	0.01
41.	Srinidhi Duggirala	NA	Public	40,000	0.33	75,000	1,15,000	0.88
42.	Karthik Amar Duggirala	NA	Public	Nil	0.00	75,000	75,000	0.57
43.	Arimilli Nikhil Ratna	NA	Public	Nil	0.00	25,000	25,000	0.19
44.	Raavi Raajakumar	NA	Public	Nil	0.00	25,000	25,000	0.19
45.	Sowjanya Marameddyalle	NA	Public	Nil	0.00	500	500	0.00
46.	Kantheni Karthik	NA	Public	Nil	0.00	5,000	5,000	0.04
47.	Pratibha Agarwal	NA	Public	Nil	0.00	1,000	1,000	0.01
48.	Nikhil Sunkara	NA	Public	Nil	0.00	5,000	5,000	0.04
49.	Harpreet Kaur Sarna	NA	Public	80,000	0.66	45,000	1,25,000	0.96
50.	Siddatapu Ramana	NA	Public	Nil	0.00	50,000	50,000	0.38
51.	Naveen Kumar Jain	NA	Public	500	0.00	19,000	19,500	0.15
52.	Shilpi Kundur	NA	Public	Nil	0.00	1,250	1,250	0.01
53.	Gopichand Gorrepati	NA	Public	Nil	0.00	5,000	5,000	0.04
54.	Madhu Avirneni	NA	Public	Nil	0.00	5,000	5,000	0.04
55.	Poppoppu V D Viswanadh	NA	Public	Nil	0.00	500	500	0.00
56.	Boddu Kavitha Bhaskar	NA	Public	Nil	0.00	1,000	1,000	0.01
<b>Total</b>				<b>71,31,461</b>	<b>59.19</b>	<b>10,00,000</b>	<b>81,31,461</b>	<b>62.32</b>

**20. SEBI Takeover Code:**

In the present case none of the Proposed Equity Allottees would attract Takeover Regulations and therefore is not under obligation to give open offer to the public except making certain disclosures as required under Takeover Regulations to Stock Exchanges.

**21. Holding of shares in demat form, non-disposal of shares by the Proposed Equity Allottees and lock-in period of shares:**

The entire shareholding of the Proposed Equity Allottees in the Company, if any is held by them in dematerialized form. The Proposed Equity Allottees have not sold or transferred their equity shares during the 90 trading days prior to the Relevant Date and are eligible for allotment of equity shares on preferential basis. The Proposed Equity Allottees have Permanent Account Number. The lock-in kindly refers to above point.

**22. Compliances:**

The Company has complied with the requirement of Rule 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI LODR Regulations maintaining a minimum of 25% of the paid-up capital in the hands of the public.

**23. Other disclosures/undertaking**

a) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the Stock Exchanges and the Listing Regulations, as amended and circulars and notifications issued by the SEBI thereunder.

b) The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

c) The Company has obtained the Permanent Account Numbers (PAN) of the Proposed Equity Allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the Stock Exchange.

d) The Company shall be making application seeking in-principle approval to the Stock Exchanges, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution.

e) No person belonging to the promoters / promoter group has previously subscribed to any securities of the Company during the last one year.

f) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI ICDR Regulations.

g) The Proposed Equity Allottees have further confirmed that the Proposed Equity Allottees shall be an entity eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

**24. The class or classes of persons to whom the allotment is proposed to be made:**

The Preferential Allotment is proposed to be made to Promoters, Promoter Group and non-promoters Public category. Pursuant to the proposed investment and in accordance with Rule 14(1) of the PAS Rules, no offer or invitation of any securities is being made to a body corporate incorporated in, or a national of, a country which shares a land border with India.

**25. Approval under the Companies Act:**

Section 62(1) of the Companies Act, 2013 provides, inter alia, that whenever it is proposed to increase the subscribed capital of a company by further issue and allotment of shares shall be first offered to the existing shareholders of the company in the manner laid down in the said Section, unless the shareholders decide otherwise in General Meeting by way of special resolution.

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, 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 item 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 Number 1 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.

**By Order of the Board of Directors  
For Midwest Gold Limited**

**Sd/-  
Baladari Satyanarayana Raju  
Wholetime Director  
DIN: 01431440**

**Place: Hyderabad  
Date: 19<sup>th</sup> February 2026**