



AGM NOTICE

Notice is hereby given that the Thirty Third (33rd) Annual General Meeting of the members of Midwest Gold Limited will be held on Tuesday, the 26th day of September, 2023 at 11.30 A.M. IST through Video Conferencing (“VC”)/Other Audio Visual Means (“OAVM”) (The venue of the meeting shall be deemed to be the registered office of the Company at 1st Floor, H.No.8-2-684/3/25 & 26, Road No.12, Banjara Hills, Hyderabad, Telangana-500034), to transact the following business(es):

AS ORDINARY BUSINESS:-

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2023, 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 financial statement of the Company for the financial year ended 31st March 2023 and the report of Board of Directors and Auditors thereon be and are hereby considered and adopted.”

- 2. To appoint Director in the place of Mr. Baladari Satyanarayana Raju (DIN-01431440), who retires by rotation and being eligible offers himself for re-appointment.**

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.”

AS SPECIAL BUSINESS : -

- 3. To appoint Mr. Kothamasu Sri Surya Pratap (DIN- 09764069) as Independent Director 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 the provisions of Section 149, 152, 160, and other applicable provisions, if any, of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, the Companies (Amendment) Act, 2017 (including any statutory modification(s) or re-enactment thereof for the time being in force), relevant applicable regulation(s) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Mr. Kothamasu Sri Surya Pratap bearing DIN-09764069 who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 14th November, 2022 and who holds the said office pursuant to the provisions of Section 161 of the Companies Act, 2013 upto the date of this Annual General Meeting or the last date on which the Annual General Meeting for Financial Year 2022-23 should have been held, whichever is



earlier and who is eligible for appointment under the relevant provisions of the Companies Act, 2013, and in respect of whom the company has received a notice in writing from himself signifying his intention to propose as a candidate for the office of the Director and in respect of whom the Nomination & Remuneration Committee has recommended for the appointment as Independent Director be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation for a period five years upto 13.11.2027.”

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

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

S.No	Name of the Related Party	Nature of Relationship	Monetary value of transaction in crores (over & above the limits specified under section 188 read with rule 15 but not exceeding on aggregate)	Nature, material terms and particulars of arrangements/contracts
1	Midwest Granite Private Limited	Holding Company	Rs.50 Crores per Annum	Sale, purchase or supply of goods or materials including natural stone would be dependent on requirement of the Company/ Midwest Granite Pvt Ltd. in ordinary course of business at arms’ length price on continuous basis.
2	Midwest Granite Private Limited	Holding Company	Rs.5 Lacs per Annum	For taking lease of stock yard premises belong to Midwest Granite Pvt Ltd.



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

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

5. To enter into related party transactions with Reliance Diamond Tools Private Limited, Sri Lanka.

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

S.No	Name of the Related Party	Nature of Relationship	Monetary value of transaction in crores (over & above the limits specified under section 188 read with rule 15 but not exceeding on aggregate)	Nature, material terms and particulars of arrangements/contracts
1	Reliance Diamond Tools Private Limited, Sri Lanka	Fellow Subsidiary	Rs.5 Crores per Annum	Sale, purchase or supply of goods or materials including natural stone would be dependent on requirement of the Company in ordinary course of business at arms’ length price on continuous basis.



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

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

*****By Order of the Board of Directors*****

For **MIDWEST GOLD LIMITED**

B. SATYANARANA RAJU

WHOLE TIME DIRECTOR

DIN : 01431440

Place: Hyderabad

Date: 14.08.2023



NOTES :

1. The Ministry of Corporate Affairs (“MCA”) has vide its General Circular No.10/2022 dated 28th December, 2022 read with circular no. 02/2022 dated 05th May, 2022 and circular no. 20/2020 dated 05th May, 2020 permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. **A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING PROPOSED TO BE HELD PURSUANT TO THE ABOVE STATED MCA CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE ATTENDANCE SLIP AND PROXY FORM ARE NOT ATTACHED TO THIS NOTICE.**
3. Statement as required under Section 102 of the Companies Act, 2013, in respect of items of special business is annexed hereto.
4. Corporate members intending to attend e-AGM through their authorized representatives are requested to send a duly certified copy of the board resolution authorizing their representative(s) to attend and vote at the e-Annual General Meeting as mentioned in the e-voting instructions.
5. The Register of Members and the Share Transfer Books will remain closed from 20th September, 2023 to 27th September, 2023 (both days inclusive).
6. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e., 19th September, 2023 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
7. Members are requested to quote their Registered Folio number on all correspondence with the Company.
8. Members are requested to send all communication relating to shares to the Company's Share Transfer Agents (Physical and Electronic) at Bigshare Services Private Limited., 306, 3rd Floor, Right Wing, Amrutha Ville, Opp: Yashoda Hospital, Rajbhawan Road, Somajiguda, Hyderabad – 500082, Telangana.
9. The information with respect to the details of the Directors seeking appointment / re-appointment in this Annual General Meeting is annexed.
10. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 05th January, 2023, Notice of the 33rd AGM along with Annual Report 2022-23 is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company / Depository Participants as on 25th August, 2023. Members may note that the Notice and the Annual Report 2022-23 will also be available on the Company's website at www.midwestgoldltd.com and on website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of BIGSHARE Services Pvt. Ltd., i.e. <https://ivote.bigshareonline.com>. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the

Members by writing an e-mail to the Company Secretary at to novagranites1990@gmail.com.

11. The Securities and Exchange Board of India ('SEBI') vide its circular dated March 16, 2023 (also read with circular dated November 03, 2021 and circular dated December 14, 2021) has made it mandatory for the shareholders holding securities in physical form to furnish PAN, KYC and Nomination details to the Registrar and Transfer Agent ('RTA') of the Company. Pursuant to the said circular, the Company has sent intimation to all the share holders having physical shares to submit the required documents before 30th May, 2023 and complied with the said Circular. Accordingly, such shareholders are requested to approach the RTA- Bigshare services to complete the same at earliest and in case of failure to provide required documents and details as per aforesaid SEBI circular, all folios of such shareholders shall be **frozen** on or after October 01, 2023 by the RTA.
12. The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only from 01st April, 2019. Hence all the Members holding shares in physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Bigshare Services Private Limited for assistance in this regard.
13. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Bigshare Services Pvt Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
14. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
15. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said Form can be downloaded from the Company's website www.midwestgoldltd.com (under 'Investors' section). Members holding shares in physical form may submit the same to Bigshare Services Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
16. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified.
17. The route map is not required as the AGM is proposed to conduct through Video conference/OAVM.
18. In view of the green initiatives taken by the Ministry of Corporate Affairs all the members of the Company are hereby requested to send their email IDs to novagranites1990@gmail.com or bsshyd1@bigshareonline.com or bsshyd@bigshareonline.com to send the Annual Reports and other information electronically. The notice of 33rd AGM and Annual Report 2022-2023 will be available on the Company's website www.midwestgoldltd.com The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants



with whom they are maintaining their demat accounts. Members holding shares in physical form shall submit their PAN and Bank Account details to the Company/Registrar pursuant to the SEBI Circular No. SEBI/HO/ MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018.

19. Voting Through Electronic (e-voting):

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

1. Pursuant to the guidelines issued by the Ministry of Corporate Affairs (MCA) vide circular no. 14/2020 dated April 8, 2020, circular no.17/2020 dated April 13, 2020, circular no. 20/2020 dated May 05, 2020, circular no. 02/2021 dated 13th January, 2021, circular No. 21/2021 dated December 14, 2021, circular no.02/2022 dated May 05, 2022 and circular no.10/2022 dated 28th December, 2022 along with relevant circulars (collectively known as 'MCA Circulars') and Securities and Exchange Board of India ("SEBI") vide its circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and circular no. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 (collectively "SEBI Circulars") the 33rd AGM for the year ended March 31, 2023 will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an arrangement with Big Share 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**.
3. The Members can join the AGM in VC/OAVM mode between 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circulars, the Notice calling the AGM has been uploaded on website of the Company at www.midwestgoldltd.com. The Notice can also be accessed from website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of Bigshare (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. <https://ivote.bigshareonline.com> .
7. The AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.

8. In continuation of the Ministry's **General Circular No. 20/2020**, dated 05.02.2020 and General Circular No. 02/2022 dated 05.05.2022 and after due examination, it has been decided to allow companies whose AGMs are due in the year 2023, to conduct their AGMs on or before 30th September, 2023 in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 dated 05th May, 2020.

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

- (i) The voting period begins on 23rd September, 2023 at 9.00 A.M and ends on 25th September, 2023 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 19th September, 2023 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	<p>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>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 BIGSHARE 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.</p>



3) If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>

4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. 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.nsd.com> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name **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.nsd.com>. Select “Register Online for IDEAS “Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held 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.

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



2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat & Share holders 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.

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.

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, M/s. Prathap Satla & Associates, Company Secretaries (Peer Review No.2188/2022), Hyderabad, having their office situated at H.No.6-3-1238/15/1, Flat No. 301, 3rd Floor, Elite Heights, Somajiguda, Hyderabad-500082 at their email address sprathapfcs@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).
- 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.
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 14th August , 2023, has appointed M/s. Prathap Satla & Associates, Company Secretaries (Peer Review No.2188/2022), Hyderabad, having their office situated at H. No. 6-3-1238/15/1, Flat No. 301, 3rd Floor, Elite Heights, Somajiguda, Hyderabad-500082, who in the opinion of the Board is a duly qualified person, as a Scrutinizer to collate the electronic



voting process in a fair and transparent manner. The Scrutinizer's decision on the validity of remote e-voting shall be final.

12. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on cut-off date of 19th September, 2023.
13. 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.
14. 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 authorised 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 Pvt. Ltd., i.e. <https://ivote.bigshareonline.com>.

Explanatory Statement

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

ITEM NO. 3: Ordinary Resolution

It is to inform the members that Mr. Kothamasu Sri Surya Pratap (DIN: 09764069) was appointed as an Additional Independent Director of the Company by the Board of Directors in their meeting held on 14th November, 2022 on recommendation of Nomination and Remuneration Committee of the Company. As per section 161 of the Companies Act, 2013 ("The Act") and rules made thereunder Mr. Kothamasu Sri Surya Pratap holds office upto the date of conclusion of ensuing Annual General Meeting of the Company, which is being held on 26th September, 2023.

It is to further inform that the company has received notice from himself proposing his candidature to be appointed as an Independent Director of the Company at the ensuing Annual General Meeting, not liable to retire by rotation. He further consented for the proposed appointment and declared qualified. He has registered with Independent Directors Data Bank of IICA and has qualified the Online Proficiency Self Assessment Test for Independent Directors. He has completed his graduation in B.Com with specialization in computers, pursued L.L.B., completed intermediate level of Company Secretary Course and has over 10 years of experience and knowledge in Corporate Laws/ secretarial works/ financial matters.

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

Excluding Mr. Kothamasu Sri Surya Pratap, none of the Directors, Key Managerial Personnel of Company or their relatives is interested or concerned in the proposed resolution.

ITEM NO. 4: Ordinary Resolution

The Company is engaged in the business of Trading, processing of Natural Stone from Raw blocks purchased from the Market. Midwest Granite Pvt. Ltd., Holding Company of the Company is engaged in the quarrying of Natural Stone and is able to supply the raw blocks as and when required by the Company. Pursuant to section



188 of the Companies Act, 2013 read with rule 15(3) of Companies Meetings of Board and its Powers) Rules, 2014, if the value of any contract or arrangement with respect to clauses (a) to (g) of Sub-Section (1) of Section 188, exceed the limits specified therein, prior approval of the company by an ordinary resolution is required.

Accordingly, considering the present business scenario of the Company, the Audit Committee and the Board of Directors in their respective meetings held on 14th Day of August, 2023 recommended to place the related party transaction(s) details as mentioned below before the members and seek their approval by way of an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies (Meeting of Board and its Powers) Rules, 2014 to enable the Company to enter into the subject related party transactions.

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

The proposal mentioned above is in the interest of the Company and the Board recommends the resolution set out in the Item no. 4 of the accompanying notice as an Ordinary Resolution.

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

ITEM NO. 5: Ordinary Resolution

The Company is engaged in the business of Trading, processing of Natural Stone from Raw blocks purchased from the Market. Reliance Diamond Tools Private Limited, Sri Lanka, Fellow Subsidiary Company of the Company is engaged in the manufacturing of Diamond Tools and trading of natural stone is able to supply the raw blocks as and when required by the Company. Pursuant to section 188 of the Companies Act, 2013 read with rule 15(3) of Companies Meetings of Board and its Powers) Rules, 2014, if the value of any contract or arrangement with respect to clauses (a) to (g) of Sub-Section (1) of Section 188, exceed the limits specified therein, prior approval of the company by an ordinary resolution is required.

Accordingly, considering the present business scenario of the Company, the Audit Committee and the Board of Directors in their respective meetings held on 14th Day of August, 2023 recommended to place the related party transaction(s) details as mentioned below before the members and seek their approval by way of an Ordinary Resolution under Section 188 of the Companies Act, 2013 read with the Companies



(Meeting of Board and its Powers) Rules, 2014 to enable the Company to enter into the subject related party transactions.

S. No.	Description	Details
(a)	Name of the related party	Reliance Diamond Tools Private Limited, Sri Lanka,(Foreign Company)
(b)	Name of the Director or Key Managerial Personnel who is related, if any.	Mr. Deepak Kukreti, Whole Time Director of the Company is also Director in the said Foreign Company.
(c)	Nature of relationship	Fellow Subsidiary Company
(d)	Nature, material terms, monetary value and particulars of the contract or arrangements.	Sale, purchase or supply of goods or materials including natural stone would be dependent on requirement of the Company/ Reliance Diamond Tools Private Limited in ordinary course of business at arms' length price on continuous basis.
(e)	Any other information relevant or important for the members to take decision on the proposed resolution.	Nil

The proposal mentioned above is in the interest of the Company and the Board recommends the resolution set out in the Item no. 5 of the accompanying notice as an Ordinary Resolution.

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

ADDITIONAL INFORMATION

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

Particulars

(1) Mr. SATYANARAYANA RAJU BALADARI (Whole Time Director)- Retire by rotation	
Date of appointment/ re-appointment (retirement by rotation/ re-appointment)	28.09.2018/ 14.11.2017 /02.09.2022/ 28.09.2022
Qualifications	Graduate in Commerce.
Date of Birth	10/08/1975
Expertise in specific functional Areas	Over 16 years of knowledge and experience in accounting, finance and running of granite/ marble processing units.
Directorships in other Companies (As on 31st March, 2023)	1. S.C.R. AGRO TECH PRIVATE LIMITED 2. SOUTH COAST INFRASTRUCTURE DEVELOPMENTCOMPANY OF ANDHRA PRADESH LIMITED 3. AMAYA SMART TECHNOLOGIES PRIVATE LIMITED
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Relationship Committee.)	Nil
Number of shares held in the Company	Nil
Relationship with Directors, Manager and KMP inter-se	Nil
Number of Board Meetings attended during F.Y. 2022-23	7/8
(2) Mr. KOTHAMASU SRI SURYA PRATAP - Proposed Independent Director	
Date of first appointment	14.11.2022
Qualifications	Holder of Bachelor's Degree in Commerce and Bachelor's Degree in Law. Completed intermediate level of Company Secretary Course. He has also cleared the online Proficiency Self Assessment Test for Independent Directors conducted by IICA.
Date of Birth	22-09-1985
Expertise in specific functional Areas	Over 10 years of experience and knowledge in Corporate Laws/ secretarial works/financial matters.
Directorships in other Companies (As on 31st March, 2023)	Nil



Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Relationship Committee.)	Nil
Number of shares held in the company	Nil
Relationship with Directors, Manager and KMP inter-se	Nil
Number of Board Meetings attended during F.Y. 2022-23	3/3

*****By order of the Board of Directors*****

For **MIDWEST GOLD LIMITED**

B. SATYANARANA RAJU

WHOLE TIME DIRECTOR

DIN : 01431440

Date: 14.08.2023

Place: Hyderabad