



AGM NOTICE

Notice is hereby given that the Thirty Second (32nd) Annual General Meeting of the members of Midwest Gold Limited will be held on Wednesday, the 28th day of September, 2022 at 11.30 A.M. IST through Video/OAVM (The venue of the meeting shall be deemed to be the registered office of the Company at 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, 2022, 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 2022 and the report of Board of Directors and Auditors thereon be and are hereby considered and adopted.”

2. To appoint M/s. Majeti & Co., Chartered Accountants, Hyderabad as Statutory Auditors of the Company.

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

“RESOLVED THAT in terms of the provisions of Sections 139, 141 and other applicable provisions if any, of the Companies Act 2013 and rules made there under as amended from time to time and for the time being in force, M/s. MAJETI & CO., Chartered Accountants, Hyderabad (Firm’s Registration Number: 15975S) be and is here by appointed as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of Thirty Seventh (37th) Annual General Meeting, on a remuneration as may be mutually agreed upon by the Board of Directors of the Company and the Auditors.”

3. To appoint Director in the place of Mrs. Rajyalakshmi Ankireddy (DIN-08974556), who retires by rotation and being eligible offers herself 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, Mrs. Rajyalakshmi Ankireddy (DIN-08974556), who retires by rotation at this meeting and being eligible had offered herself for re-appointment, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

AS SPECIAL BUSINESS:-

4. **To appoint Mr. Bhaskara Rao Gadipudi (DIN- 08548791) 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. Bhaskara Rao Gadipudi bearing DIN- 08548791 who was appointed as an Additional Independent Director of the Company by the Board of Directors with effect from 12th February, 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 2021-22 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 11.02.2027.”

5. To alter and adopt Memorandum of Association as per provisions of the Companies Act, 2013.

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

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and any other applicable provisions of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for insertion of new objects under Clause III(A) as objects numbered 3rd and 4th, and deletion of the Objects of the Company mentioned under Clause III(C) – “The Other Objects not included in (A) and (B) above.”

“RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (A), III (B) and IV of the Memorandum of Association of the Company, be renamed as under:

Clause III (A) – The objects to be pursued by the Company on its incorporation are:

Clause III (B) – Matters which are necessary for furtherance of the objects specified in Clause III (A) are:

Clause IV - The Liability of the members is Limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

6. To re-appoint Mr. Baladari Satyanarayana Raju as Whole Time Director of the Company for a period of five years.

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

“RESOLVED THAT subject to the provisions of sections 196, 197 and other applicable provisions of the Companies Act, 2013, [the Act] read with Schedule V of the Act and



Rules made thereunder, including any statutory modification(s) or reenactment(s) thereof for the time being in force, consent of the members be and is hereby accorded for the re-appointment of Mr. Baladari Satyanarayana Raju (DIN- 01431440) whose office will expire on 13.11.2022, for a period of five years with effect from 28.09.2022 as Whole Time Director without remuneration and with an authority to the Board of Directors to alter and vary the terms of the said appointment and in such a manner as may be agreed to between the Board of Directors and the appointee subject to liable to retire by rotation.

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

7. 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	Taking sub-lease of Registered office premises in Hyderabad and 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.”.

By Order of the Board of Directors

For **MIDWEST GOLD LIMITED**

Sd/-

G. SAI PRASHANTH

COMPANY SECRETARY & COMPLIANCE OFFICER

ACS-65751

Place: Hyderabad

Date: 02.09.2022



NOTES :

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated 05th May, 2020 read with circulars dated 08th April, 2020, 13th April, 2020, 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 all other relevant circulars issued by the Ministry of Corporate Affairs (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio-Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. **A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/ HERSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THIS AGM IS BEING PROPOSED TO BE HELD PURSUANT TO THE ABOVE STATED MCA CIRCULARS THROUGH VC / OAVM, PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH. ACCORDINGLY, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM AND HENCE THE ATTENDANCE SLIP AND PROXY FORM ARE NOT ATTACHED TO THIS NOTICE.**
3. Statement as required under Section 102 of the Companies Act, 2013, in respect of items of special business is annexed hereto.
4. Corporate members intending to attend e-AGM through their authorized representatives are requested to send a duly certified copy of the board resolution authorizing their representative(s) to attend and vote at the e-Annual General Meeting as mentioned in the e-voting instructions.
5. The Register of Members and the Share Transfer Books will remain closed from 21st September, 2022 to 28th September, 2022 (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., 20th September, 2022 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 13th May, 2022, Notice of the 32nd AGM along with Annual Report 2021-22 is being sent only through electronic mode to those Members, whose e-mail addresses are registered with the Company / Depository Participants as on 02nd September, 2022. Members may note that the Notice and the Annual Report 2021-22 will also be available on the Company's website at www.midwestgoldltd.com and on website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and on the website of CDSL www.evotingindia.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open



for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at www.midwestgoldltd.com under 'contact us' tab.

11. The Securities and Exchange Board of India ('SEBI') vide its circular dated November 03, 2021 (also read with 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. 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 April 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 32nd AGM and Annual Report 2021-2022 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):

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

1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide circular no. 14/2020 dated April 8, 2020, circular no. 17/2020 dated April 13, 2020, circular no. 20/2020 dated May 05, 2020, circular no. 02/2021 dated 13th January, 2021, circular No. 21/2021 dated December 14, 2021 and circular no. 02/2022 dated May 05, 2022 along with relevant circulars (collectively known as 'MCA Circulars'). The ensuing AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
3. The Members can join the AGM in VC/OAVM mode between 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA 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 CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
7. The AGM shall be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars.
8. In continuation of this Ministry's **General Circular No. 2/2022**, dated 05th May, 2022 and after due examination, it has been decided to allow companies whose

AGMs were due to be held in the year 2022, to conduct their AGMs on or before 31st December, 2022 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 E-VOTING AND JOINING VIRTUAL MEETING ARE AS UNDER:

- (i) The voting period begins on 25th September, 2022 at 9.00 A.M and ends on 27th September, 2022 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 20th September, 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the 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 the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

- 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 or click on <https://evoting.cdslindia.com/Evoting/EvotingLogin>. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

- 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
 - 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 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.

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

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

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

OR

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

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

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

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



to the Resolution.

12. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
13. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- ★ Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- ★ A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- ★ After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- ★ The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- ★ A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the scrutinizer, 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 sprathapacs@gmail.com and to the Company at the email address novagranites1990@gmail.com , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM/EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.



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

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

12. The Board of directors of the company at their meeting held on 02nd September, 2022, 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.

13. The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman) or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the stock exchanges, CDSL, and RTA and will also be displayed on the Company's website.
14. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on cut-off date of 20th September, 2022.
15. Members holding shares either in physical form or dematerialized form may cast their vote electronically. Members, who do not cast their vote electronically, may only cast their vote at the e-Annual General Meeting.
16. The 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. 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

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

1. For Physical shareholders- Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders- please update your email id & mobile number with your respective Depository Participant (DP) which is mandatory while e-Voting



& joining virtual meetings through Depository.

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

ITEM NO. 2: Ordinary Resolution

As the tenure of existing Statutory Auditors M/s. B.R.N. MURTHY AND ASSOCIATES, Chartered Accountants, Bangalore (FRN.011309S) is completed by the ensuing Annual General Meeting, the Audit Committee and the Board of Directors in their respective meetings held on 02nd September, 2022 proposed/recommended to members to appoint M/s. Majeti & Co., Chartered Accountants, Hyderabad (FRN 0015975S) as Statutory Auditors of the Company for a period of five years pursuant to section 139 of the Companies Act, 2013 till conclusion of 37th Annual General Meeting of the Company. There is no material change in the fee payable to the new auditor as compared to the outgoing auditors.

It is to further inform that the proposed auditors are having rich experience of more than Seven years in handling different types entities in doing Statutory Audit including listed entities and were Peer reviewed in accordance with ICAI Regulations. Considering their diligence exercise and professionalism, the audit committee and board has proposed/recommended to members for their appointment on such other terms and conditions including remuneration as may be decided by the members.

The Board recommends the Ordinary Resolution set forth in Item No. 2 for approval of the shareholders.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

ITEM NO. 4: Ordinary Resolution

It is to inform the members that Mr. Bhaskara Rao Gadipudi (DIN- 08548791) was appointed as an Additional Independent Director of the Company by the Board of Directors in their meeting held on 12th February, 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. Bhaskara Rao Gadipudi holds office upto the date of conclusion of ensuing Annual General Meeting of the Company, which is being held on 28th September, 2022.

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 is yet to qualify the Online Proficiency Self Assessment Test for Independent Directors. He has completed his graduation in B.Com with specialization in computers, completed intermediate level of Company Secretary Course and has over 11 years of experience and knowledge in Corporate Laws/ secretarial 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. Bhaskara Rao Gadipudi, none of the Directors, Key Managerial Personnel of Company or their relatives is interested or concerned in the proposed resolution.

ITEM NO. 5: Special Resolution

The Companies Act, 2013, has prescribed a new format of Memorandum of Association



("MOA") for Companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the MOA of the Company by **insertion of new objects** under Clause III(A) as object number 3rd and 4th, and deletion of the Objects under **Clause III (C) – "Other Objects"** and also to rename the **Clause III (A) and III (B)** of the Object Cause, and **Clause IV** of liability clause as per Companies Act, 2013. The Board at its meeting held on 02nd September, 2022 has approved alteration of the MOA of the Company. The draft MOA is available for inspection at the Registered office of the Company during the business hours and the same will be available for inspection during the meeting scheduled on 28.09.2022 through Video Conference/OAVM.

The Board recommends the Special Resolution set forth in Item No. 5 for approval of the shareholders.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution, except to the extent of their shareholding.

ITEM NO. 6: Ordinary Resolution

Taking into consideration the qualifications of Mr. Baladari Satyanarayana Raju, whose appointment as Whole Time Director was ratified by the members at 28th Annual General Meeting held on 28th September, 2018 with effect from 14th November, 2017 for a period of five years and whose office will expire on 13th November, 2022 and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors (the "Board"), at its Meeting held on 02.09.2022 appointed Mr. Baladari Satyanarayana Raju as Whole Time Director subject to approval of the members without remuneration for a period of five years w.e.f. 28.09.2022 at ensuing Annual General Meeting.

The Board believes that Mr. Baladari Satyanarayana Raju will be able to devote his time and provide his expertise towards the efficient management and hence recommends his re-appointment as the Whole Time Director on the Board to the members. The re-appointment as Whole Time Director thereof shall be subject to approval of members at the ensuing Annual General Meeting.

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

The Board recommends the resolution at Item No. 6 of the notice for approval of the members by means of an ordinary resolution.

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

ITEM NO. 7: Ordinary Resolution

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



therein, prior approval of the company by an ordinary resolution is required. Accordingly, considering the present business scenario of the Company, the Audit Committee and the Board of Directors in their respective meeting held on 02nd Day of September, 2022 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. 7 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) Mrs. Rajyalakshmi Ankireddy (Non-Executive Director)- Retire by rotation	
Date of appointment/ re-appointment (retirement by rotation/ re-appointment)	27.11.2020/ 17.09.2021
Qualifications	Graduation in B.Sc and Masters in Finance & HR
Date of Birth	10.08.1958
Expertise in specific functional Areas	Over 15 years of experience and knowledge in Corporate Accounting and Financing.
Directorships in other Companies (As on 31st March, 2022)	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. 2021-22	4/7
(2) Mr. SATYANARAYANA RAJU BALADARI (Whole Time Director)- Reappointment	
Date of first appointment	28.09.2018/ 14.11.2017 /02.09.2022
Qualifications	Graduate in Commerce.
Date of Birth	10/08/1975
Expertise in specific functional Areas	Over 15 years of knowledge and experience in accounting, finance and running of granite/ marble processing units.
Directorships in other Companies (As on 31st March, 2022)	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. 2021-22	7/7
(3) Mr. BHASKARA RAO GADIPUDI – Proposed Independent Director	
Date of first appointment	12.02.2022
Qualifications	Holder of Bachelor's Degree in Commerce from Acharya Nagarjuna University.
Date of Birth	10.06.1987
Expertise in specific functional Areas	Over 11 years of experience and knowledge in Corporate Laws/ secretarial works /financial matters.
Directorships in other Companies (As on 31st March, 2022)	1. MEGA DIGITAL MARKETING PRIVATE LIMITED 2. FUN FULL ENTERTAINMENTS 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. 2021-22	1/1

By Order of the Board of Directors

For **MIDWEST GOLD LIMITED**

Sd/-

G. SAI PRASHANTH

COMPANY SECRETARY & COMPLIANCE OFFICER
ACS-65751

Place: Hyderabad

Date: 02.09.2022