



# MIDWEST GOLD LIMITED

CIN: L13200TG1990PLC163511

Regd. Office: 1st Floor, H.No.8-2-684/3/25&26, Road No. 12, Banjara Hills, Hyderabad - 500 034.

Tel: 040-23305194 | Email: novagranites1990@gmail.com | web: [www.midwestgoldltd.com](http://www.midwestgoldltd.com)

## POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To all the Shareholders of **MIDWEST GOLD LIMITED**

Notice is hereby given that pursuant to and in compliance with the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“**the Act**”), Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“**the Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular No. 03/2025 dated September 22, 2025, and other circulars issued by the Ministry of Corporate Affairs, Government of India (the “**MCA Circulars**”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“**SS-2**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the special resolutions appended below be passed by the members of the Company (as on the Cut-off Date), through postal ballot (the “**Postal Ballot**”) by way of remote e-voting (“**e-voting**”) process only. An Explanatory Statement pursuant to Sections 102 and 110 of the Act, read with the rules framed thereunder pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“**the Notice**” or “**the Postal Ballot Notice**”).

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), as amended and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board has appointed CS Munesh Kumar Gaur, Practicing Company Secretary, as the scrutinizer (“**Scrutinizer**”) for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

In compliance with the provisions of Section 108 and Section 110 of the Act read with the Rules, Regulation 44 of the Listing Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of Bigshare Services Private Limited (“**Bigshare**”) for facilitating e-voting. The Company has made necessary arrangements with Bigshare Services Pvt. Ltd, Registrar and Share Transfer Agent (“**RTA**”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.



Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice. The e-voting facility will be disabled by Bigshare immediately thereafter and will not be allowed beyond the said date and time.

The e-voting facility will be available during the following period:

Commencement of e-voting period	9.00 AM (IST) on Thursday, 04 <sup>th</sup> December 2025
Conclusion of e-voting period	5.00 PM (IST) on Friday, 02 <sup>nd</sup> January 2026
Cut-off date for eligibility to vote	Friday, 28 <sup>th</sup> November 2025

The Scrutinizer will submit his report to the Chairman of the Company (the “**Chairman**”) or any other person authorized by the Board, and the result of the voting by Postal Ballot will be announced not later than two working days from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e. **Friday, 02<sup>nd</sup> January 2026** shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

**Item No. 1:**

**To consider and approve the Scheme of Amalgamation of Midwest Energy Private Limited, Wholly-owned Subsidiary (“Transferor Company”) with Midwest Gold Limited, Holding Company (“Transferee Company”) and their respective shareholders and creditors under the provisions of Section 233 of the Companies Act 2013 and the applicable rules and SEBI Regulations:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 233 and other applicable provisions of the Companies Act, 2013, read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, applicable Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015 (“SEBI Listing Regulations”), including any statutory modification or re-enactment thereof, for the time being in force, as may be applicable and subject to the provisions of the Memorandum of Association and Articles of Association of the Company and subject to requisite approval and sanction of the Regional Director – South East Region, Ministry of Corporate Affairs (“**Regional Director**”) and/or such other appropriate authority, as may be applicable, if any, and all such other approvals, permissions and sanctions, as maybe necessary and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, which may be agreed by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board or any other person authorised by it to exercise its powers including the powers conferred by this Resolution) based on the recommendation of the Audit Committee and approval of the Board, the Scheme of Amalgamation amongst Midwest Energy Private Limited, Wholly-owned Subsidiary (“**Transferor Company**”) with Midwest Gold Limited, Holding Company (“**Transferee Company**”) and their respective shareholders and creditors (“**Scheme of Amalgamation**” or “**Scheme**”), be and is here by approved.



**RESOLVED FURTHER THAT** the Board of Directors, be and is hereby authorized to modify the scheme for any conditions and modifications as may be prescribed or imposed by the Registrar of Companies, Hyderabad; the Official Liquidator, Ministry of Corporate Affairs, Hon'ble Regional Director, South East Region or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company in the proposed Scheme of Amalgamation.

**RESOLVED FURTHER THAT** any Director(s) or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/ or conditions, if any, which may be required and/or imposed by the Regional Director while sanctioning the Scheme and/or such other appropriate authority, as may be applicable, if any, including passing of such accounting entries and/or making such adjustments in the books of account as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the Members of Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**For and behalf of Midwest Gold Limited**

Sd/-

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

**Date:** December 02, 2025

**Place:** Hyderabad

**Registered Office:**

1<sup>st</sup> Floor, H.No.8-2-684/3/25 & 26  
Road No.12, Banjara Hills,  
Hyderabad, Telangana – 500034

**CIN: L13200TG1990PLC163511**

[www.midwestgoldltd.com](http://www.midwestgoldltd.com) | [novagranites1990@gmail.com](mailto:novagranites1990@gmail.com) | +91 40-23305194



## NOTES TO THE NOTICE OF POSTAL BALLOT:

1. A statement pursuant to Sections 102 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, setting out the material facts for the proposed resolutions, is appended herein below and forms part of the Notice.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose email address is registered with the Company / depository participant(s), as on **Friday, November 28, 2025** (“**Cut-off Date**”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place through the e-voting system only.
3. The Postal Ballot Notice is hosted on Company's website at [www.midwestgoldltd.com](http://www.midwestgoldltd.com) and also on website of the stock exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com).
4. The Board of Directors of the Company (“the Board”) has appointed Mr. Munesh Kumar Gaur, Practicing Company Secretary as the Scrutinizer for conducting the Postal Ballot and remote e-voting process in a fair and transparent manner.
5. In case of joint holders, a shareholder whose name appears as first holder in the order of their names as per Register of Members will be entitled to cast vote.
6. The voting rights of the shareholders shall be in proportion to their shareholding in the Company as on the cut-off date for e - voting i.e., **Friday, November 28, 2025**. Any person or entity acquires shares of the Company and becomes a shareholder after sending Postal Ballot Notice and holding shares of the Company as on cut-off date for e - voting i.e., **Friday, November 28, 2025** can refer to this Notice and other relevant communication including remote e - voting instructions, hosted on Company's website at [www.midwestgoldltd.com](http://www.midwestgoldltd.com). A member cannot exercise his vote by proxy on Postal Ballot.
7. The e-voting period commences **Thursday, December 04, 2025** (9:00 a.m. IST) and ends on **Friday, January 02, 2026** (5:00 p.m. IST). Shareholders desiring to exercise their vote should cast their vote during this period, to be eligible for being considered.
8. Resolutions passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders.



9. The resolution, if passed by the requisite majority, shall be deemed to have been passed on **Friday, January 02, 2026** i.e., the last date specified for receipt of votes through the e-voting process.
10. In compliance with Sections 108 and 110 of the Act and the rules made there under, the MCA Circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the shareholders to exercise their votes electronically and vote on the resolution through the e-voting service facility arranged by Bigshare Services Pvt. Ltd.
11. The documents referred to in the Notice will be available for inspection electronically, during business hours (11:00 AM IST to 02:00 PM IST) on all working days except Saturday and Sunday, without any fee by the members, from the date of circulation of this Notice up to the closure of the e-voting period. Members seeking to inspect such documents may send a request to novagranites1990@gmail.com at least one working day before the date on which they intend to inspect the document.
12. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Board, after the completion of scrutiny, and the result of the voting by postal ballot through the e-voting process will be announced by the Chairman or any Director or Company Secretary of the Company duly authorised, within two working days of conclusion of Postal Ballot and will also be hosted on website of the Company ([www.midwestgoldltd.com](http://www.midwestgoldltd.com)) besides being communicated to the Stock Exchange, Depositories and Registrar and Share Transfer Agent.
13. Shareholders holding shares in physical form are requested to note that in terms of Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities.  
  
In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the company in physical form are requested to consider converting their holdings to dematerialised form.
14. Shareholders may please note that SEBI has made Permanent Account Number (PAN) as the sole identification number for all participants transacting in the securities market, irrespective of amount of such transactions. Shareholders may please note that SEBI has also made it mandatory for submission of PAN in the following cases:
  - i) Deletion of name of the deceased shareholder(s)
  - ii) Transmission of shares to the legal heir(s) and
  - iii) Transposition of shares



Further the shareholders are requested to kindly note that SEBI has mandated the shareholders holding shares in physical form to register their PAN, KYC details, Bank particulars, contact details and nomination against their folio number. PAN is also required to be linked to AADHAAR Number by the shareholders to be considered as a valid PAN.

Shareholders are requested to provide hard copy of the following self-attested documents to Registrar and Share Transfer Agent i.e. Bigshare Services Pvt. Ltd for registration against their respective folio(s):

Identity proof: Copy of PAN Card/ AADHAAR Card

Address proof: Copy of AADHAAR Card/ Passport/ Client master list/ Utility bill not over 3 months old.

Bank details: Copy of the cancelled cheque stating the name of the shareholder as an account holder.

Contact details: Mobile number, email id

Nominations: Please provide form SH 13 duly filled and signed.

In absence of any of the above information registered against your folio number, your folio number will be frozen for any updation / dividend payment in direction with the aforesaid circular.

15. Shareholders are requested to intimate changes, if any pertaining to their name, postal address, email address, mobile/phone numbers, PAN, mandates, nominations and bank details etc. to their DP in case shares are held by them in electronic form and Bigshare Services Pvt. Ltd, Registrar and Share Transfer Agent of the Company, in case of shares are held by them in physical form.
16. To support “Green Initiative”, the shareholders who have not registered their email ids are requested to register the same with their DPs in case share are held in electronic form and with Bigshare Services Pvt. Ltd, Registrar and Share Transfer Agent of the Company in case shares are held in physical form, which could help the Company for sending paperless communication in future. The Company has also made available an email id registration facility to its shareholders through Bigshare Services Pvt. Ltd, for the purpose of receiving all the communication including notice of meetings and annual reports etc. in electronic mode.
17. In order to increase the efficiency of the e-voting process, SEBI vide its circular SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 had 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/ DP. Demat account holders would be able to cast their vote without having to register again with the e-voting service providers, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participation in e-voting process.





Therefore, to support the above initiative undertaken by SEBI shareholders are requested to intimate or update changes if any, pertaining to their email address and mobile numbers with their respective depositories/DP.

Shareholders holding shares in physical form and want to avail the above initiatives of SEBI are requested to convert their physical holdings into demat form. Shareholders can contact Bigshare Services Pvt. Ltd for any assistance in this regard.

## 18. Instructions for to e-voting

### E-VOTING INTRUCTIONS FOR POSTAL BALLOT ARE AS UNDER:

- i. The voting period begins on **Thursday, December 04, 2025** (9:00 a.m. IST) and ends on **Friday, January 02, 2026** (5:00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, November 28, 2025** may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. 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.

- iii. 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 for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of <b>BIGSHARE</b> the e-Voting service provider and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. <b>BIGSHARE</b>, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration">https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration</a></li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-voting period.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be re-directed to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</li> </ol>





	<p>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name <b>BIGSHARE</b> and you will be redirected to <b>i-Vote</b> website for casting your vote during the remote e-Voting period.</p> <p>4. For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

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



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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-48867000

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

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

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

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

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

- If you have forgotten the password: Click on ‘**LOGIN**’ under ‘**INVESTOR LOGIN**’ tab and then Click on ‘**Forgot your password?**’



- Enter “User ID” and “Registered email ID” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘Reset’.

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

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

- After successful login, **Bigshare E-voting system** page will appear.
- Click on “**VIEW EVENT DETAILS (CURRENT)**” under ‘EVENTS’ option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on “**VOTE NOW**” option which is appearing on the right hand side top corner of the page.
- Cast your vote by selecting an appropriate option “**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, CS Munesh Kumar Gaur, Practicing Company Secretaries (Peer Review No. 6421/2025), at their email address muneshgaur@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 <a href="https://ivote.bigshareonline.com">https://ivote.bigshareonline.com</a> , under download section or you can email us to <a href="mailto:ivote@bigshareonline.com">ivote@bigshareonline.com</a> or call us at: 1800 22 54 22.



**STATEMENT PURSUANT TO SECTION 230(3), 233, 102 AND APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 READ WITH RULES MADE THEREUNDER**

The Members of the Company are hereby informed that the Board of Directors (“Board”) of the Company, at its meeting held on August 21, 2025, approved the Scheme of Amalgamation (“Scheme”) proposed to be entered into between Midwest Energy Private Limited (Hereinafter referred to as the “Transferor Company”) and Midwest Gold Limited (Hereinafter referred to as the “Transferee Company”), pursuant to the provisions of Section 233 of the Companies Act, 2013, read with the applicable rules and other relevant provisions, if any, of the said Act.

Midwest Energy Private Limited (Hereinafter referred to as “Transferor Company”) with Midwest Gold Limited (Hereinafter referred to as “Transferee Company”) are collectively referred to as the “Applicant Companies” intend to file an application with the Regional Director, South Eastern Region, Hyderabad, the Registrar of Companies, Hyderabad, the Official Liquidator, seeking approval of the Scheme of Amalgamation (The Scheme) through Fast-track route in accordance with section 233 of the Companies Act, 2013.

The Transferor Company and the Transferee Company are engaged in complementary businesses. The business of the Transferor Company can be combined and carried on in conjunction with the business of the Transferee Company more conveniently and advantageously, hence, it is proposed to amalgamate the Transferor Company with the Transferee Company pursuant to the provisions of Section 233 and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment or amendment thereof).

The Company has also served notices (CAA-9) along with the proposed Scheme with the Registrar of Companies, Hyderabad, the Official Liquidator, Hyderabad, the Income Tax Officer including the Chief Commissioner of Income Tax having jurisdiction over the Applicant Companies, the BSE Ltd and SEBI seeking their objections / suggestions to the said scheme as required under section 233(1)(a) of the Act and rules made there under.

The Amalgamation once approved in the meeting will be subject to approval of the Regional Director, South Eastern Region, Ministry of Corporate Affairs, Hyderabad.

This statement is being furnished as required under Section 233 and Section 102 of the Companies Act, 2013 (“the Act”) read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 (“the Rules”).

1. Details of the order of the tribunal directing the calling, convening and conducting of the meeting: Not Applicable
2. Background of the Companies:

**A. Midwest Energy Private Limited (Transferor Company)**

- a. The Transferor Company is a Private Limited Company incorporated under the Companies Act, 2013 on 20<sup>th</sup> September, 2018, bearing CIN: U40200TG2018PTC126847 and PAN: AAMCM0863E.





- b. The Registered office of the Transferor Company is at 8-2-696 & 697, Flat No.2, Road No.12, Banjara Hills, Hyderabad, Telangana - 500034 and e-mail address is midwestenergy2018@gmail.com.
- c. As per the Memorandum of Association of the Transferor Company, the main objects of Transferor Company are:
  - i. To generate, accumulate, transmit, distribute, captive consume, purchase, sell and supply of energy from Solar, geothermal, natural gas, hythane, lithium ion batteries, Hydrogen or other renewable clean energy sources, Bio-Mass, Hydro, Thermal, Gas, Air, Diesel oil, or through Wind mill or another means/ source on a commercial basis and to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring Power plants and Plants based on conventional or non-conventional energy source, hydrogen production plants for hydrogen generation, hydrogenation and de-hydrogenation, solar energy plants, wind energy plants, thermal power plants, atomic power plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops, machineries, equipments, cables, wires, lines, accumulators, lamps and to establish research and testing laboratories.
  - ii. To carry on business as manufacturers, producers, processors, makers, convertors, assemblers, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, packers, movers, stockists, agents, sub agents, merchants, distributors, consigners, jobbers, brokers, or otherwise deal in energy storage devices and systems, hydrogen internal combustion engines, fuel-cells, energy carriers and all apparatuses including anode materials, cathode materials, separators, electrolytes, battery management systems vehicle-management systems, IOT Solutions, micro-grids, 3D printing, Circuit Boards, additives, lythium compounds, pressure vessels, solid-oxide fuel cells things, power capacitors, permanent magnets, electronic transmission, solid state batteries, flow batteries, electric charging units, batteries swapping required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of Energy and to light cities, towns, communities, streets, docks, markets, theatres, buildings and places, both public and private, and to act as suppliers and dealers in electrical and other appliance and to carry on the business as consultants and Contractors in setting up of all types for production of energy.
  - iii. To manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, hire, exchange, repair, service and otherwise deal in electric vehicles, hybrid vehicles, hydrogen vehicles, CNG Vehicles, electric trucks and other motor vehicles and other machines of every kind and description, components, parts thereof, spare parts, accessories, tools, implements, materials thereof and products for the transport or conveyance of passengers, merchandise and goods of every description, whether propelled by using Hydrogen, gas, petroleum, solar, diesel oil, steam, oil, vapor, electricity or any other motive or mechanical power.



- iv. To manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, hire, exchange, repair, services and otherwise deal in all types of parts, gears, transmission axles, joints, springs, lamps, chains, bodies, frames, chassis, engines, tyres, tubes, batteries, goods, instruments, appliances and apparatus, equipment, components, accessories, raw materials of every kind and description required for or capable of being used for or in connection with the objects described herein above.
  - v. To carry on any lawful business in India or abroad.
- d. There was no change in the name, object and registered office of the Transferor Company in the last five years from the appointed date.
  - e. The Transferor Company is an unlisted company.
  - f. The details of the capital structure of the company as on 01st April, 2025 is as follows:

Particulars	Amount (in Rs.)
<b>Authorized Share Capital</b>	
4,90,00,000 Equity Shares of Rs.10/- each	49,00,00,000
1,40,00,000 Preference Shares of Rs.10/- each	14,00,00,000
<b>Total</b>	<b>63,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
4,84,19,700 Equity Shares of Rs.10/- each	48,41,97,000
1,34,70,000 Preference Shares of Rs.10/- each	13,47,00,000
<b>Total</b>	<b>61,88,97,000</b>

Subsequent to 1<sup>st</sup> April, 2025, there has been no change in the share capital of the Transferor Company.

- g. Name of the promoters and directors along with their addresses:

**Details of Promoters**

Sl. No.	Name of the Promoter	Address
1.	MIDWEST GOLD LIMITED CIN: L13200TG1990PLC163511	1 <sup>st</sup> Floor, H.No.8-2-684/3/25 & 26, Road No.12, Banjara Hills, Hyderabad, Telangana, India, 500034



Sl. No.	Name of the Promoter	Address
2.	KUKRETI SOUMYA	Villa 1038, Mallikharjuna Krinss, Sy. No. 282P, 283P, Puppalguda Village, Hyderabad, Telangana-500089

**Name of the Directors and their addresses**

Sl. No.	Name of the director	Address
1	Kukreti Soumya Director DIN: 01760289	Villa 1038, Mallikharjuna Krinss, Sy. No. 282P, 283P, Puppalguda Village, Hyderabad, Telangana-500089
2	Kothamasu Sri Surya Pratap Independent Director DIN: 09764069	12-8-32, Station Road, Opp SBI, Kovvur, West Godavari Andhra Pradesh – 534350, India
3	Saseedaran Kumaran Whole-Time director DIN: 10851823	S/O K Kumaran, Block 2, 3c, Ramaniyam Waterfront, No. 37, Mettu Street, Kazhipattur, Kelambakkam, Kanchipuram, Chingleput, Kanchipuram - 603103, Tamil Nadu, India

h. As at 30<sup>th</sup> June, 2025, the amount due to creditors are as follows:

- Secured Creditors - INR 18,45,478/-
- Unsecured Creditors - INR 90,43,34,604/-
- Trade Creditors - INR 32,91,695/-.

**B. Midwest Gold Limited (Transferee Company)**

- The Transferee Company is a Public Limited Company incorporated on 20<sup>th</sup> November, 1990 under the Companies Act, 1956, in the State of Karnataka. The present Corporate Identification Number (CIN) of the Company is L13200TG1990PLC163511 and PAN: AAACN4898C.
- The Registered office of the Transferee Company is at 1<sup>st</sup> Floor, H.No.8-2-684/3/25 & 26 Road No.12, Banjara Hills, Hyderabad, Telangana, India, 500034 and e-mail address is [novagranites1990@gmail.com](mailto:novagranites1990@gmail.com).
- As per the Memorandum of Association of the Transferee Company, the main objects of Transferee Company are:
  - To carry on the business of prospecting, exploring, opening and working Mines, drill and sink shafts or wells and to pump, refine, raise, dig and quarry for gold, silver, diamonds, and all other precious metals or natural stones and to search for, get work, raise, make merchantable, buy, sell, import, export, and deal in gold, silver, diamonds and all other precious metals or stones and all other mines and mineral products and their by-products.



- ii. To carry on India or elsewhere the business to manufacture, produce, design, develop, modify, build, encourage, refine, repair, process, prepare, fabricate, alter, dismantle, provide, exchange, remove, set, convert, finish, polish, cut, fit, trim, contract, sub-contract, supply, turn, to account, let on hire, buy, sell, import, export, whole-sale, retail, and to act as agent, broker, adatia, job worker, consignor, contractor, vendor collaborator, stockiest, distributor or otherwise to deal in all size shapes, varieties, designs, applications, combinations & uses of apparel, ornaments, gems, jewelleries, goods, watches, clocks, cutleries, fabrics, utensils, antiques, articles & things, their parts, accessories, fittings, components, ingredients and materials thereof made partly or wholly of gold, silver, platinum, or other precious metal and alloys thereof together with precious, semi-precious, imitation synthetic, natural or other varieties of stones of tones and materials whatsoever and to trade, manufacture, import or export all types of machinery, and chemicals used/required for manufacturing, designing, refining, purification, reprocessing and to do all such incidental acts and things as may be necessary for the attainment of the above objects.
  - iii. To acquire any manufacturing unit manufacturing processing, developing or otherwise deal with precious metals, rare earths, coal, natural stones and Stones of all kinds for running such units on company's account or for leasing out in the manner most beneficial to the interests of the Company and to carry on the business as manufacturers, dealers, distributors, merchants, exporters, importers, stockist and agents of all kinds of cutting and polishing agents and chemicals for the processing, finishing of metals, rare earth stones, natural stones and other mine and mineral products including byproducts and to act as contractors, engineers, surveyors, consultants or advisors in the field and to acquire design or technical know-how and to do the jobs or turnkey projects or otherwise including design and performance testing and to enter into, provide/obtain consultancy on turnkey basis, to have tie-up with any person in or outside India including a firm, company or any organization and to crush, win, get, quarry, metal, calcine, extract, recover, procure, refine, amalgamate, process and prepare for market- ore, metal, mineral and mineral substances of all kinds, whether from the earth, earth-beds, outer-space, river or sea and to carry on any other metallurgical operations.
  - iv. To carry on any lawful business in India or abroad.
- d. The Registered Office of Transferee Company has been shifted from 25A-A, Attibele Industrial Area, Attibele, Bangalore – 562107, Karnataka, India to 1<sup>st</sup> Floor, H.No. 8-2-684/3/25 & 26, Road No. 12, Banjara Hills, Hyderabad – 500034, Telangana, India vide Special Resolution passed by the Members of the Company at the 31<sup>st</sup> Annual General Meeting held on September 17, 2021.



The Object of Transferee Company was amended to insert and rename matters which are necessary for furtherance of the objects specified in Clause III (A) of the Memorandum of Association vide Special Resolution passed by the Members of the Company at the 32<sup>nd</sup> Annual General Meeting held on September 28, 2022

There was no other change in the name, object or registered office of the Transferee Company in the last five years from the appointed date.

- e. The equity shares of the Transferee Company are listed on the BSE Limited.
- f. The details of the capital structure of the company as on 01<sup>st</sup> April, 2025 is as follows:

Particulars	Amount (in Rs.)
<b>Authorized Share Capital</b>	
2,00,00,000 Equity Shares of Rs. 10/- each	20,00,00,000
<b>Total</b>	<b>20,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
1,10,47,946 Equity Shares of Rs. 10/- each	11,04,79,460
<b>Total</b>	<b>11,04,79,460</b>

Subsequent to 1<sup>st</sup> April, 2025, there has been no change in the share capital of the Transferee Company.

- g. Name of the promoters and directors along with their addresses:

**Details of Promoters**

Sl. No.	Name of the Promoter	Address
1.	Rama Raghava Reddy Kollareddy	Villa 54, NSL Orion Villas, Gachibowli, Near Raidurgam Police Station, Hyderabad, Telangana-500032
2.	Jain Deepak K	47,Sadar Kabari Bazar, Mefrut Cantt
3.	Jain Pawan K	47,Sadar Kabari Bazar, Mefrut Cantt
4.	Kukreti Soumya	Villa 1038, Mallikharjuna Krinss, SY. NO. 282P, 283P, Puppalguda Village, Hyderabad, Telangana-500089
5.	Kollareddy Ranganayakamma	Villa 54, NSL Orion Villas, Gachibowli, Near Raidurgam Police Station, Hyderabad, Telangana-500032
6.	Midwest Limited	H.No. 8-2-684/3/25 & 26, Road No. 12, Banjara Hills, Hyderabad – 500034, Telangana, India



**Name of the Directors and their addresses:**

<b>Sl. No.</b>	<b>Name, designation and DIN of the director</b>	<b>Address</b>
1	Deepak Kukreti Whole-Time Director DIN: 03146700	Villa 1038, Mallikharjuna Krinss SY. NO. 282P, 283P, Puppalguda Village, Hyderabad-500089, Telangana.
2	Kothamasu Sri Surya Pratap Non-Executive Independent Director DIN: 09764069	12-8-32, Station Road, Opp SBI, Kovvur, West Godavari Andhra Pradesh – 534350, India
3	Satyanarayana Raju Baladari Whole-Time Director DIN: 01431440	S/O Baladari Jagab Mohan Rao, 11- 70/C, Road No.3, Pragathi Nagar, Hyderabad, Telangana-500036
4	Sasikanth Rao Non-Executive Director DIN: 08461309	8-50/B, Kothapeta, Dammameta Khammam Telangana - 507306 India
5	Rajyalakshmi Ankireddy Non-Executive Director DIN: 08974556	Plot No. 7 & 7A, Flat No.102, NCL Tungabhadra, Nizampet Road, Kukatpally, Hyderabad, Telangana 500072 India
6	Bhaskararao Gadipudi Non-Executive Independent Director DIN: 08548791	2-36,Vempadu (Village), Janardhanapuram (Post), Ponnaluru (Mandalam), Prakasam (District) Ongole Andhra Pradesh- 523271 India
7	Somasekhar Reddy Bhimavarapu Non-Executive Independent Director DIN: 06457285	Flat No. 107, White House Apartments, Road No. 13, Banjara Hills, Hyderabad – 500034,Telangana

h. As at 30<sup>th</sup> June, 2025, the amount due to creditors by the Transferee Company are as follows:

- i. Secured Creditors - INR 9,40,00,000/-
- ii. Unsecured Creditors - INR 31,54,99,809/-
- iii. Trade Creditors - INR 8,75,479/-.

**3. Relationship subsisting between the parties to the Scheme of Amalgamation:**

The Transferor Company is a wholly owned subsidiary of the Transferee Company.





**4. Details of the Board Meeting at which the Scheme of Amalgamation was approved by the Board of Directors of the Transferor Company and the Transferee Company including the name of the Directors who voted in favor of the resolution, who voted against the resolution and who did not vote or participate on such resolution:**

The Board of Directors of the Transferor Company and the Transferee Company at their respective meetings on 21<sup>st</sup> August, 2025, approved the Scheme of Amalgamation, subject to approval of various authorities, the respective shareholders and creditors.

- A. The Board of Directors of the Transferor Company vide its resolution passed in the Board Meeting held on 21<sup>st</sup> August, 2025 had approved the Scheme of Amalgamation. The details of voting by Directors on the resolution is as under:

<b>Name and Designation of the Director</b>	<b>Vote in Favor</b>	<b>Voted Against</b>	<b>Did not vote or participate</b>
Kukreti Soumya Director DIN: 01760289	Yes	-	-
Kothamasu Sri Surya Pratap Independent Director DIN: 09764069	Yes	-	-
Saseedaran Kumaran Whole-Time director DIN: 10851823	Yes	-	-

- B. The Board of Directors of the Transferee Company vide its resolution passed in the Board Meeting held on 21<sup>st</sup> August, 2025, had approved the Scheme of Amalgamation. The details of voting by Directors on the resolution is as under:

<b>Name and Designation of the Director</b>	<b>Vote in Favor</b>	<b>Voted Against</b>	<b>Did not vote or participate</b>
Deepak Kukreti Whole-Time Director DIN: 03146700	Yes	-	-
Kothamasu Sri Surya Pratap Non-Executive Independent Director DIN: 09764069	Yes	-	-
Satyanarayana Raju Baladari Whole-Time Director DIN: 01431440	Yes	-	-
Sasikanth Rao Non-Executive Director DIN: 08461309	Yes	-	-



Name and Designation of the Director	Vote in Favor	Voted Against	Did not vote or participate
Rajyalakshmi Ankireddy Non-Executive Director DIN: 08974556	Yes	-	-
Bhaskararao Gadipudi Non-Executive Independent Director DIN: 08548791	Yes	-	-
Somasekhar Reddy Bhimavarapu Non-Executive Independent Director DIN: 06457285	-	-	Yes

The resolution passed by the Board of Directors of the Transferor Company and the Transferee Company approving the Scheme of Amalgamation are herewith enclosed and marked **Annexure 2** and **Annexure 3** respectively.

**5. Statement disclosing details of the scheme pursuant to Rule 6(3)(v) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016:**

**a) Parties involved in such scheme:**

The Scheme envisages the amalgamation of Midwest Energy Private Limited (“Transferor Company”) with Midwest Gold Limited (“Transferee Company”) where the Transferor Company is the wholly owned subsidiary of the Transferee Company and various other matters consequential or otherwise integrally connected therewith.

**b) In case of amalgamation or merger, appointed date, effective date, share exchange ratio (if applicable) and other considerations, if any:**

“**Appointed Date**” means 1<sup>st</sup> July, 2025 (First day of July, Two Thousand and Twenty-Five) or such other date as may be approved by the Regional Director, South Eastern Region or the Hon’ble National Company Law Tribunal, Hyderabad Bench or National Company Law Appellate Tribunal or such other competent authority having jurisdiction to sanction the Scheme. The Appointed Date shall be the effective date and the Scheme shall be deemed to be effective from the Appointed Date;

“**Effective Date**” means the date on which the authenticated or certified copy of the order, whichever is earlier, issued by the Regional Director, South East Region at Hyderabad confirming this Scheme, is filed by the Transferor Company and the Transferee Company with the Registrar of Companies, Telangana and if the Transferor Company and the Transferee Company files on different dates, then later of those dates. Any references in this Scheme to the date of “upon this Scheme becoming effective” or “upon coming into effect of this Scheme” or “upon the Scheme coming into effect” shall mean the Effective Date;



The date on which the last of all the consents, approvals, permissions, resolutions, sanctions and orders as are hereinafter referred to have been obtained or passed; and the date on which certified copies of the orders of the Central Government under provisions of sections 233 of the said Act are filed with the Registrar of Companies, Ministry of Corporate Affairs.

Upon this Scheme becoming finally effective, the existing Share Certificates held by the Shareholders of the Transferor Company shall automatically stand cancelled. All the shares held by the Transferee Company in the Transferor Company or by the Transferor Company in the Transferee Company inter-se shall stand cancelled.

Upon the Scheme becoming effective, the Equity Shares held by the Transferor Company in the Transferee Company shall stand cancelled and accordingly, the Paid-up Equity Share Capital of the Transferee Company shall stand adjusted to that extent by virtue of operation of law.

The Cancellation and the consequent reduction of the share capital, if any of the Transferee Company shall be done as an integral part of the Scheme and hence compliance with the provisions of Section 66 of the Companies Act, 2013 is not required in the matter. Accordingly, the same does not involve either diminution of liability in respect of any unpaid share capital or payment to any shareholder of any paid-up share Capital or payment to any shareholder of any paid-up share capital and the order of Regional Director sanctioning the Scheme shall be deemed to be an order under Section 66 of the Act confirming the reduction.

#### **TREATMENT OF PREFERENCE SHARES**

The Transferor Company has issued 1,34,70,000 (One Crore Thirty-Four Lakhs Seventy Thousand) 9% Non-Cumulative, Non-Convertible Preference Shares of Rs. 10/- each which are entirely held by Midwest Limited (CIN: U14102TG1981PLC003317).

Upon the Scheme becoming effective and pursuant to the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall, in lieu of the said preference shares, issue and allot to Midwest Limited 1,34,70,000 (One Crore Thirty-Four Lakhs Seventy Thousand) 9% Non-Cumulative, Non-Convertible Preference Shares of Rs. 10/- each in the Transferee Company, carrying the same rights, terms and conditions as attached to the preference shares held in the Transferor Company immediately prior to the Effective Date. Such Preference Shares are redeemable at the option of the issuer, at any time within a period not exceeding seven years from the date of allotment, as per the provisions of the Act.



**c) Details of capital/debt restructuring:**

As an integral part of the Scheme and upon the Scheme coming into effect, and upon the transfer and vesting of the Transferor Company into the Transferee Company, the entire Authorized Share Capital of the Transferor Company, amounting to ₹63,00,00,000/- (Rupees Sixty-Three Crores only), divided into: 4,90,00,000 (Four Crores Ninety Lakhs) Equity Shares of ₹10/- each, and 1,40,00,000 (One Crore Forty Lakhs) Preference Shares of ₹10/- each, shall stand merged and combined with the Authorized Share Capital of the Transferee Company without any further act, deed, or procedure. Upon such merger, the aggregate Authorized Share Capital of the Transferee Company shall stand increased accordingly, and the Transferee Company shall take necessary steps including filing requisite forms with the Registrar of Companies in accordance with the provisions of the Companies Act, 2013 (if any).

Accordingly, upon the Scheme coming into effect, the Transferee Company, in accordance with the provisions of the Companies Act, 2013 read with rules made there under, will file an application with the Registrar of Companies, Telangana, indicating the revised authorized share capital and will pay the prescribed fee due on revised capital. However, the fee paid, if any, by the Transferor Company on their authorized share capital prior to its merger or amalgamation with the transferee company shall be set-off against the fees payable by the Transferee Company on its authorized share capital enhanced by the merger or amalgamation”.

The Memorandum of Association and Articles of Association of the Transferee Company shall stand altered, modified and amended and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purpose of effecting this amendment for increase, and no further resolutions under Sections 13, 61 and 64 or any other applicable provisions under the Companies Act, 2013 would be required to be separately passed.

Pursuant to this Scheme coming into effect, the Transferee Company shall file requisite forms with the Registrar of Companies for alteration of its authorized share capital.

It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the Memorandum of Association and Articles of Association of the Transferee Company as may be required under the Act and Clause V of the Memorandum of Association of the Transferee Company shall stand altered accordingly.

Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed be altered and amended pursuant to Section 61 or any other applicable provisions under the Companies Act, 2013 be deleting the existing clause and replacing it by the following clause:



**V. The Authorized Share Capital of the Company is Rs. 83,00,00,000/- (Rupees Eighty-Three Crores only), divided into 6,90,00,000 (Six Crores Ninety Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and 1,40,00,000 (One Crore Forty Lakhs only) Preference Shares of Rs. 10/- (Rupees Ten only) each. The Company has the power from time to time, to increase or reduce its capital. Any of the said shares and any new shares hereafter to be created, may from time to time be divided into shares of several classes in such manner as the Articles of Association of the Company may prescribe or allow and so that the shares of each class may have or confer such preferred or other special rights and privileges and may be issued under such restrictions and conditions whether in regard to the provisions of the Articles of Associations but so that the special rights or privileges belonging to holders of any shares issued with preferred or other rights shall not be varied or abrogated or affected with such sanction as is provided for by the Articles of Associations of the Company for the time being.**

**d) Rationale for the compromise or arrangement:**

- i. The Transferor Company and the Transferee Company are engaged in complementary businesses. The business of the Transferor Company can be combined and carried on in conjunction with the business of the Transferee Company more conveniently and advantageously.
- ii. In the circumstances, it is considered desirable and expedient to amalgamate the Transferor Company with the Transferee Company in the manner and on the terms and conditions stated in this Scheme of Amalgamation.
- iii. The Transferee Company possesses a robust infrastructure base in terms of land, buildings, power, water and other utilities. This infrastructure can be efficiently leveraged to support and expand the operations of the combined entity, thereby reducing duplication of resources and enabling economies of scale.
- iv. The Transferee Company has a longstanding legacy in mining and processing of minerals. This expertise and experience shall facilitate the backward integration of key product lines of Transferor Company, particularly in the areas of Rare Earth (RE) concentrates, rare earth materials including chlorides, oxalates, carbonates, oxides, energy materials and battery materials.
- v. The manufacture of pioneering and advanced products necessitates access to centrally located and strategically advantageous infrastructure, which is often capital-intensive. The Transferee Company offers such infrastructural advantages, thus enabling cost-effective and efficient manufacturing capabilities for the merged entity.
- vi. The Transferor Company being a technology-oriented company, faces challenges in raising funds from banks and financial institutions due to the capital-intensive nature of its projects. Post-merger, the combined entity shall be in a better position to securitize assets for project funding and optimize asset utilization.



- vii. The Transferee Company possesses significant potential for scalable growth, which requires consistent and substantial capital infusion through both equity and debt instruments. The proposed merger will improve the capital adequacy of the merged entity, thereby enhancing its eligibility for institutional funding.
- viii. Further, financial institutions and venture capital (VC) investors generally prefer investing in listed entities to ensure liquidity and facilitate smoother exit options. The proposed merger, by integrating with a listed Transferee Company, will make the investment structure more attractive to VCs and other funding agencies, enabling quasi-equity and structured financing arrangements.
- ix. The Scheme is designed to be in the best interests of all stakeholders, including the public shareholders of the Transferee Company, which is a listed entity. The amalgamation will enable the public shareholders to benefit from:
  - (a) Enhanced financial strength and a larger asset base of the merged entity, improving its ability to undertake new projects and drive growth;
  - (b) Improved operational efficiencies and cost rationalization resulting from synergies, economies of scale, and optimal use of combined infrastructure;
  - (c) Better access to capital markets and funding opportunities, thereby facilitating expansion and sustained profitability;
  - (d) Continued and potentially enhanced dividend distribution capability, subject to applicable statutory provisions; and
  - (e) Improved liquidity and potential value appreciation in their shareholding due to the larger and stronger merged entity, which will have improved visibility and investor confidence in the market.
- e) **Benefits of the compromise or arrangement as perceived by the Board of Directors to the company, members, creditors and others (if applicable):**

Same as stated in point (d) above.
- f) **Effect of the Scheme on various parties:**
  - i. **Directors and Key Managerial Personnel (KMP):** None of the Directors and KMPs of the Transferor Company and the Transferee Company and their respective relatives, as the case may be, have any interest in the Scheme of Amalgamation except to the extent that the said Director(s) are common director(s) and/or shareholders of the said companies. Save as aforesaid, none of the aforesaid Directors or the KMP has any material interest in the Scheme of Amalgamation. There is no effect of the Scheme on the Directors or KMPs of the said Companies.





**ii. Promoter and Non- Promoter Member of the Transferor Company and the Transferee Company:**

**Transferor Company:**

- a) The entire paid-up share capital of the Transferor Company is held by the Transferee Company and its nominee.
- b) Upon the Scheme becoming effective, the entire equity shareholding of the Promoters of the Transferor Company (being the Transferee Company itself) shall stand cancelled as enshrined in the Scheme.
- c) Preference Share

**Transferee Company:**

- a) There is only one class of shareholder i.e., equity shareholders. The company being a listed company, the equity shares are held up promoters and the public.
- b) Given that the Transferor Company is Wholly-owned Subsidiary of the Transferee Company and therefore the entire share capital of the Transferor Company is held by the Transferee Company, there will be no consideration payable for the amalgamation of the Transferor Company with the Transferee Company. The Transferee Company shall not be required to issue and allot any shares as the Transferee Company and its nominee are themselves the only shareholders of the Transferor Company. Thus, there would be no dilution or increase in the shareholding of the Member of the Transferee Company and therefore they would have no effect.

**iii. Depositors and Deposit Trustees:**

None of the Companies involved in the Scheme have accepted any deposits and thus, the effect of the Scheme on any such Depositor or Deposit trustee does not arise.

**iv. Creditors, Debenture-Holders and Debenture trustee:**

The liability towards the creditors of the Transferor Company and / or the Transferee Company under the Scheme, is neither being reduced nor being extinguished but shall be assumed and discharged by the Transferee Company in its ordinary course of business. There is no likelihood that the creditors would be prejudiced in any manner as a result of the Scheme being sanctioned. Further none of the Companies involved in the Scheme have issued any debentures and thus, the effect of the Scheme on any debenture holders or debenture trustee does not arise.



**v. Employees:**

All staff, workmen and employees of the Transferor Company in service on the Effective Date, if any, shall be deemed to have become staff, workmen and employees of the Transferee Company with effect from the Appointed Date or the date of joining whichever is later, without any break or interruption in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company (i.e. cost-to-company basis, in monetary terms) shall not be less favourable than those applicable to them with reference to their employment with the Transferor Company on the Effective Date.

**g) Investigation or proceedings, if any, pending against the company under the Act:**

There are no pending proceedings against the Company

**h) Summary of valuation report (if applicable) including basis of valuation and fairness opinion of the registered valuer, if any; and the declaration that the valuation reports is available for inspection at the registered office of the company:**

Not Applicable. The Company is not required to obtain valuation report as the amalgamation is pursuant to Section 233 of the Companies Act, 2013 involving amalgamation of wholly owned subsidiary with the holding company.

**i) Details of the availability of the following documents for obtaining extract from or for making or obtaining copies of or for inspection:**

The obtaining of extracts or copies of or inspection of the following documents may be had at the Registered Office of the Company between 11:00 A.M and 02:00 P.M on all working days (except Saturdays and Sundays):

- i. Copy of the Scheme of Amalgamation;
- ii. Copy of the Memorandum of Association and Articles of Association of the Transferor Company and the Transferee Company;
- iii. Copy of the Audited Financial Statements along with Auditors Report as on March 31, 2025 of the Transferor Company and the Transferee Company;
- iv. Copy of the Certificate from the Statutory Auditors of the Transferee Company confirming that the Accounting Treatment specified in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with rules made thereunder;
- v. Registers of Directors and Key Managerial Personnel and their Shareholding of the Transferor Company and the Transferee Company;



- vi. Copy of the resolutions passed by the respective Board of Directors of the Transferor Company and the Transferee Company approving the Scheme of Amalgamation;
  - vii. Contracts or agreements material to the compromise or arrangement;
  - viii. Declaration of Solvency in Form CAA 10 along with the statement of Assets and Liabilities and the Independent Auditor's Report on the Statement of Assets and Liabilities pursuant to Section 233(1)(c) of the Act;
  - ix. Copy of the letter received from authorities seeking information pursuant to notice served in Form CAA-9 by the Transferor Company and the Transferee Company and copy of response submitted on the same.
- j) Details of approvals, sanctions or no-objection(s), if any, from regulatory or any other government authorities required, received or pending for the purpose scheme of compromise or arrangement:**

As required under Section 233(1)(a) of the Companies Act, 2013, the Transferor Company and the Transferee Company has served Notice in prescribed Form CAA-9, inviting objections or suggestions on the Scheme, on the respective Registrar of Companies, Official Liquidator, Assessing Officer – Income Tax Department.

As on date of this Notice, the Official Liquidator – Hyderabad and the Registrar of Companies – Hyderabad, has sought information on the proposed Scheme from the Transferor Company and the Transferee Company and the same has been appropriately provided. Copies of the letters received from the said authorities are herewith enclosed and marked as **Annexure 6**.

Except these the Transferor Company and the Transferee Company have not received any Objections or Suggestions from the authorities to whom Notice in prescribed Form CAA-9 was served.

The Transferee Company shall, make necessary applications to the Regional Director, South East Region, Ministry of Corporate Affairs and/or other competent authority, for sanctioning/consenting the Scheme pursuant to section 233 and other applicable provisions of the Act and for an order or orders for carrying the Scheme into effect and for dissolution of the Transferor Company without winding up. The Transferor Company and the Transferee Company shall also apply for such other approvals as may be necessary in law, if any, for bringing any provisions of the Scheme into effect.



k) **The following documents are enclosed and the same are also available on the website of the Company:**

1. Scheme of Amalgamation amongst Midwest Energy Private Limited (Transferor Company) and Midwest Gold Limited (Transferee Company) and their respective Shareholders and Creditors (“Scheme” or “Scheme of Amalgamation”). **Annexure 1**
2. Resolution passed by the Board of Directors of Midwest Energy Private Limited (Transferor Company) approving the Scheme. **Annexure 2**
3. Resolution passed by the Board of Directors of Midwest Gold Limited (Transferee Company) approving the Scheme. **Annexure 3**
4. Certificate from the Statutory Auditors of the Transferee Company confirming that the Accounting Treatment specified in the Scheme of Amalgamation is in conformity with the Accounting Standards prescribed under Section 133 of the Companies Act, 2013 read with rules made thereunder. **Annexure 4**
5. Declaration of Solvency made in pursuant to Section 233(1)(c) in Form No. CAA 10. **Annexure 5**
6. Letter received from authorities seeking information and/or providing suggestions. **Annexure 6**

None of the Directors and Key Managerial Personnel of respective Companies and their relatives is concerned or interested, financially or otherwise, in the proposed resolution, except to an extent of directorship and/or shareholding.

The Board of Directors recommends the special resolution set out in this notice for the approval of the Members.

This statement shall be treated as a Statement under Sections 230(3), 233, 102 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder.

**For and behalf of Midwest Gold Limited**

**Sd/-**

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

**Date:** December 02, 2025

**Place:** Hyderabad

**SCHEME OF AMALGAMATION  
UNDER SECTION 233  
OF THE COMPANIES ACT, 2013  
AND  
ALL OTHER APPLICABLE PROVISIONS  
OF THE SAID ACT BETWEEN  
MIDWEST ENERGY PRIVATE LIMITED (Transferor Company)  
AND  
MIDWEST GOLD LIMITED (Transferee Company)  
AND THEIR RESPECTIVE SHAREHOLDERS AND CREDITORS**

**A. PREAMBLE OF THE SCHEME**

This Scheme of Amalgamation is presented under Section 233 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, including any statutory modifications or re-enactments thereof, if any, and provides for the Amalgamation of Midwest Energy Private Limited (hereinafter referred to as the "Transferor Company") with Midwest Gold Limited (hereinafter referred to as the "Transferee Company") on a going concern basis, and the consequent cancellation of equity shares held by the Transferee Company in the Transferor Company and the dissolution of the Transferor Company without winding up.

The Scheme also provides for various other matters consequential to or otherwise integrally connected with the above in the manner provided for in this Scheme.

**B. DESCRIPTION OF THE COMPANIES**

**1. MIDWEST ENERGY PRIVATE LIMITED (TRANSFEROR COMPANY)**

Midwest Energy Private Limited is a Private Limited Company incorporated on 20<sup>th</sup> September 2018 (Twentieth day of September Two thousand and eighteen) under the Companies Act, 2013, in the State of Telangana. The present Corporate Identification Number (CIN) of the Company is U40200TG2018PTC126847. (hereinafter referred to as the "Transferor Company").

The Registered Office of the Transferor Company is presently situated at 8-2-696 & 697 Flat No.2, Road No.12, Banjara Hills, Hyderabad, Telangana, India, 500034.

The present main objects of the Transferor Company are as follows:

1. To generate, accumulate, transmit, distribute, captive consume, purchase, sell and supply of energy from Solar, geothermal, natural gas, hythane, lithium ion batteries, Hydrogen or other renewable clean energy sources, Bio-Mass, Hydro, Thermal, Gas, Air, Diesel oil, or through Wind mill or another means/ source on a commercial basis and to carry on the business of managing, owning, controlling, erecting, commissioning, operating, running, leasing or transferring Power plants and Plants based on conventional or non-conventional energy source, hydrogen production plants for hydrogen generation, hydrogenation and de-hydrogenation, solar energy plants, wind energy plants, thermal power plants, atomic power plants, mechanical, electrical, hydel, civil engineering works, Boiler houses, steam Turbines, Switch Yards, Transformer Yards, Sub stations, Transmission Lines, Accumulators, Workshops, machineries, equipments, cables, wires, lines, accumulators, lamps and to establish research and testing laboratories.

For MIDWEST ENERGY PRIVATE LIMITED

*K. Sas*

DIRECTOR

For MIDWEST GOLD LIMITED

*S. A.*  
Whole Time Director



2. To carry on business as manufacturers, producers, processors, makers, convertors, assemblers, fabricators, importers, exporters, traders, buyers, sellers, retailers, wholesalers, suppliers, packers, movers, stockists, agents, sub agents, merchants, distributors, consigners, jobbers, brokers, or otherwise deal in energy storage devices and systems, hydrogen internal combustion engines, fuel-cells, energy carriers and all apparatuses including anode materials, cathode materials, separators, electrolytes, battery management systems vehicle-management systems, IOT Solutions, micro-grids, 3D printing, Circuit Boards, additives, lythium compounds, pressure vessels, solid-oxide fuel cells things, power capacitors, permanent magnets, electronic transmission, solid state batteries, flow batteries, electric charging units, batteries swapping required for or capable of being used in connection with the generation, distribution, supply, accumulation and employment of Energy and to light cities, towns, communities, streets, docks, markets, theatres, buildings and places, both public and private, and to act as suppliers and dealers in electrical and other appliance and to carry on the business as consultants and Contractors in setting up of all types for production of energy.
3. To manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, hire, exchange, repair, service and otherwise deal in electric vehicles, hybrid vehicles, hydrogen vehicles, CNG Vehicles, electric trucks and other motor vehicles and other machines of every kind and description, components, parts thereof, spare parts, accessories, tools, implements, materials thereof and products for the transport or conveyance of passengers, merchandise and goods of every description, whether propelled by using Hydrogen, gas, petroleum, solar, diesel oil, steam, oil, vapor, electricity or any other motive or mechanical power.
4. To manufacture, assemble, buy, sell, distribute, import, export, alter, remodel, hire, exchange, repair, services and otherwise deal in all types of parts, gears, transmission axles, joints, springs, lamps, chains, bodies, frames, chassis, engines, tyres, tubes, batteries, goods, instruments, appliances and apparatus, equipment, components, accessories, raw materials of every kind and description required for or capable of being used for or in connection with the objects described herein above.
5. To carry on any lawful business in India or abroad.

The authorized, issued, subscribed and paid-up share capital as on 01<sup>st</sup> April, 2025 is as follows:

Particulars	Amount (in Rs.)
<b>Authorized Share Capital</b>	
4,90,00,000 Equity Shares of Rs.10/- each	49,00,00,000
1,40,00,000 Preference Shares of Rs.10/- each	14,00,00,000
<b>Total</b>	<b>63,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
4,84,19,700 Equity Shares of Rs.10/- each	48,41,97,000
1,34,70,000 Preference Shares of Rs.10/- each	13,47,00,000
<b>Total</b>	<b>61,88,97,000</b>

Subsequent to 1<sup>st</sup> April, 2025, there has been no change in the share capital of the Transferor Company.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED

  
Whole Time Director



## 2. MIDWEST GOLD LIMITED (TRANSFeree COMPANY)

Midwest Gold Limited (Previously known as Nova Granites (India) Limited) is a Public Limited Company incorporated on 20<sup>th</sup> November, 1990 (Twentieth day of November, Nineteen Hundred and Ninety) under the Companies Act, 1956, in the State of Karnataka. The present Corporate Identification Number (CIN) of the Company is L13200TG1990PLC163511 (hereinafter referred to as the "Transferee Company").

The Registered Office of the Company was subsequently shifted to the State of Telangana.

The equity shares of the Company are listed on the BSE Limited.

The Registered Office of the company is presently situated at 1<sup>st</sup> Floor, H.No.8-2-684/3/25 & 26, Road No. 12, Banjara Hills, Hyderabad, Telangana - 500034.

The present main objects of the company are as follows:

1. To carry on the business of prospecting, exploring, opening and working Mines, drill and sink shafts or wells and to pump, refine, raise, dig and quarry for gold, silver, diamonds, and all other precious metals or natural stones and to search for, get work, raise, make merchantable, buy, sell, import, export, and deal in gold, silver, diamonds and all other precious metals or stones and all other mines and mineral products and their by-products.
2. To carry on India or elsewhere the business to manufacture, produce, design, develop, modify, build, encourage, refine, repair, process, prepare, fabricate, alter, dismantle, provide, exchange, remove, set, convert, finish, polish, cut, fit, trim, contract, sub-contract, supply, turn, to account, let on hire, buy, sell, import, export, whole-sale, retail, and to act as agent, broker, adatia, job worker, consignor, contractor, vendor collaborator, stockiest, distributor or otherwise to deal in all size shapes, varieties, designs, applications, combinations & uses of apparel, ornaments, gems, jewelleryes, goods, watches, clocks, cutleries, fabrics, utensils, antiques, articles & things, their parts, accessories, fittings, components, ingredients and materials thereof made partly or wholly of gold, silver, platinum, or other precious metal and alloys thereof together with precious, semi-precious, imitation synthetic, natural or other varieties of stones of tones and materials whatsoever and to trade, manufacture, import or export all types of machinery, and chemicals used/required for manufacturing, designing, refining, purification, reprocessing and to do all such incidental acts and things as may be necessary for the attainment of the above objects.
3. To acquire any manufacturing unit manufacturing processing, developing or otherwise deal with precious metals, rare earths, coal, natural stones and Stones of all kinds for running such units on company's account or for leasing out in the manner most beneficial to the interests of the Company and to carry on the business as manufacturers, dealers, distributors, merchants, exporters, importers, stockist and agents of all kinds of cutting and polishing agents and chemicals for the processing, finishing of metals, rare earth stones, natural stones and other mine and mineral products including byproducts and to act as contractors, engineers, surveyors, consultants or advisors in the field and to acquire design or technical know-how and to do the jobs or turnkey projects or otherwise including design and performance testing and to enter into, provide/obtain consultancy on turnkey basis, to have tie-up with any person in or outside India including a firm, company or any organization and to crush, win, get, quarry, metal, calcine, extract, recover, procure, refine, amalgamate, process and prepare for market- ore, metal, mineral and mineral substances of all kinds, whether from the earth, earth-beds, outer-space, river or sea and to carry on any other metallurgical operations.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director

4. To carry on any lawful business in India or abroad.

The authorized, issued, subscribed and paid-up share capital as on 1<sup>st</sup> April, 2025, is as follows:

Particulars	Amount (in Rs.)
<b>Authorized Share Capital</b>	
2,00,00,000 Equity Shares of Rs. 10/- each	20,00,00,000
<b>Total</b>	<b>20,00,00,000</b>
<b>Issued, Subscribed and Paid-up Capital</b>	
1,10,47,946 Equity Shares of Rs. 10/- each	11,04,79,460
<b>Total</b>	<b>11,04,79,460</b>

Subsequent to 01<sup>st</sup> April, 2025, there has been no change in the Share Capital of the Transferee Company.

**C. RATIONALE, OBJECTIVE & PURPOSE OF THE SCHEME**

1. The Transferor Company and the Transferee Company are engaged in complementary businesses. The business of the Transferor Company can be combined and carried on in conjunction with the business of the Transferee Company more conveniently and advantageously.
2. In the circumstances, it is considered desirable and expedient to amalgamate the Transferor Company with the Transferee Company in the manner and on the terms and conditions stated in this Scheme of Amalgamation.
3. The Transferee Company possesses a robust infrastructure base in terms of land, buildings, power, water and other utilities. This infrastructure can be efficiently leveraged to support and expand the operations of the combined entity, thereby reducing duplication of resources and enabling economies of scale.
4. The Transferee Company has a longstanding legacy in mining and processing of minerals. This expertise and experience shall facilitate the backward integration of key product lines of Transferor Company, particularly in the areas of Rare Earth (RE) concentrates, rare earth materials including chlorides, oxalates, carbonates, oxides, energy materials and battery materials.
5. The manufacture of pioneering and advanced products necessitates access to centrally located and strategically advantageous infrastructure, which is often capital-intensive. The Transferee Company offers such infrastructural advantages, thus enabling cost-effective and efficient manufacturing capabilities for the merged entity.
6. The Transferor Company being a technology-oriented company, faces challenges in raising funds from banks and financial institutions due to the capital-intensive nature of its projects. Post-merger, the combined entity shall be in a better position to securitize assets for project funding and optimize asset utilization.
7. The Transferee Company possesses significant potential for scalable growth, which requires consistent and substantial capital infusion through both equity and debt instruments. The proposed merger will improve the capital adequacy of the merged entity, thereby enhancing its eligibility for institutional funding.
8. Further, financial institutions and venture capital (VC) investors generally prefer investing in listed entities to ensure liquidity and facilitate smoother exit options. The proposed merger, by integrating with a listed Transferee Company, will make the investment structure more attractive to VCs and other funding agencies, enabling quasi-equity and structured financing

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director Page 4 of 23



9. The Scheme is designed to be in the best interests of all stakeholders, including the public shareholders of the Transferee Company, which is a listed entity. The amalgamation will enable the public shareholders to benefit from:
  - (a) Enhanced financial strength and a larger asset base of the merged entity, improving its ability to undertake new projects and drive growth;
  - (b) Improved operational efficiencies and cost rationalization resulting from synergies, economies of scale, and optimal use of combined infrastructure;
  - (c) Better access to capital markets and funding opportunities, thereby facilitating expansion and sustained profitability;
  - (d) Continued and potentially enhanced dividend distribution capability, subject to applicable statutory provisions; and
  - (e) Improved liquidity and potential value appreciation in their shareholding due to the larger and stronger merged entity, which will have improved visibility and investor confidence in the market.
10. The other benefits and advantages of the amalgamation are, inter alia, as follows:
  - 10.1. The amalgamation will enable the Transferee Company to integrate the business of the Transferor Company with itself more completely for carrying on the same more effectively and beneficially and deriving the utmost value therefrom.
  - 10.2. The combined business of the amalgamated entity will be carried on more efficiently and economically pursuant to the amalgamation as a result, inter alia, of pooling and more effective utilization of the combined resources of the said companies, reduction in overheads, costs and expenses, economies of scale, elimination of duplication of work, and rationalization and reduction of compliance requirements which will be facilitated by and follow the amalgamation.
  - 10.3. This amalgamation would bring concentrated management focus, integration, streamlining of the management structure, seamless implementation of policy changes, and shall also help enhance the efficiency and control of the Transferor Company and the Transferee Company.
  - 10.4. The amalgamation will enable greater realization of the potential of the business of the Transferor Company and the Transferee Company in the amalgamated entity.

**D. SCOPE OF THE SCHEME**

- i. This Scheme of Amalgamation provides for the amalgamation of Midwest Energy Private Limited ("Transferor Company") with Midwest Gold Limited ("Transferee Company").
- ii. It also provides for various other matters consequential to or otherwise integrally connected with the above in the manner provided for in the Scheme.
- iii. This Scheme of Amalgamation has been drawn up to comply with the conditions as specified under Section 2(1B) of the Income-Tax Act, 1961, such that:
  - a) All the properties of the Transferor Company, immediately before the amalgamation, shall become the properties of the Transferee Company, by virtue of the amalgamation; and
  - b) All the liabilities of the Transferor Company, immediately before the amalgamation, shall become the liabilities of the Transferee Company, by virtue of the amalgamation.

For MIDWEST ENERGY PRIVATE LIMITED

*Kb*

DIRECTOR

For MIDWEST GOLD LIMITED

*81*  
Whole Time Director

- iv. Since the Transferee Company is the sole shareholder of the Transferor Company, the shares of the Transferee Company in the Transferor Company shall stand cancelled as a result of amalgamation and no consideration shall be issued.
- v. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section at a later date, including due to a retrospective amendment of law or for any other reason whatsoever, the Scheme shall stand modified to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961. Such modification shall, however, not affect other parts of the Scheme.

**E. PARTS OF THE SCHEME**

This Scheme of Amalgamation is explained by dividing it into the following parts:

**Part I:** Deals with definitions

**Part II:** Deals with the amalgamation of the Transferor Company with the Transferee Company.

**Part III:** Deals with the general terms and conditions applicable to this Scheme.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director

## PART I

### **1. DEFINITIONS**

In this Scheme, unless repugnant to the subject or meaning or context thereof, the following expressions shall have the meaning attributed to them as below:

- 1.1 **"ACT"** means the Companies Act, 2013 read and shall include any statutory modification or re-enactment thereof and the rules and regulations made hereunder, for the time being in force and references to sections of the Act shall be deemed to mean and include reference to sections enacted in modification or replacement thereof.
- 1.2 **"AMALGAMATION"** means the blending of Midwest Energy Private Limited into Midwest Gold Limited, i.e., the amalgamation of the Transferor Company into the Transferee Company.
- 1.3 **"APPLICABLE LAW(S)"** means any statute, notification, bye-laws, rules, regulations, guidelines or common law, policy, code, directives, ordinance, Schemes, notices, orders or instructions enacted or issued or sanctioned by any Appropriate Authority including any modification or re-enactment thereof for the time being in force.
- 1.4 **"APPOINTED DATE"** means 1<sup>st</sup> July, 2025 (First day of July, Two Thousand and Twenty- Five) or such other date as may be approved by the Regional Director, South Eastern Region or the Hon'ble National Company Law Tribunal, Hyderabad Bench or National Company Law Appellate Tribunal or such other competent authority having jurisdiction to sanction the Scheme. The Appointed Date shall be the effective date and the Scheme shall be deemed to be effective from the Appointed Date.
- 1.5 **"BOARD" OR "BOARD OF DIRECTORS"** in relation to the Transferor Company and the Transferee Company, as the case may be, means the Board of Directors of the respective companies and includes any Committee of Directors or any person authorized by the Board of Directors or such Committee of Directors.
- 1.6 **"CENTRAL GOVERNMENT"** means the office of the Regional Director, Ministry of Corporate Affairs, South East Region having its office at 3<sup>rd</sup> Floor, Corporate Bhawan, Bandlaguda, Nagole, Tattiannaram Village, Hayat Nagar Mandal, Ranga Reddy District, Hyderabad-500068 in the State of Telangana.
- 1.7 **"CONFIRMATION ORDER"** means order sanctioning the scheme issued by the Central Government or National Company Law Tribunal (NCLT) as the case may be, under Section 233 of the Act.
- 1.8 **"EFFECTIVE DATE"** means the date on which the authenticated or certified copy of the order, whichever is earlier, issued by the Regional Director, South East Region at Hyderabad confirming this Scheme, is filed by the Transferor Company and the Transferee Company with the Registrar of Companies, Telangana and if the Transferor Company and the Transferee Company files on different dates, then later of those dates. Any references in this Scheme to the date of "upon this Scheme becoming effective" or "upon coming into effect of this Scheme" or "upon the Scheme coming into effect" shall mean the Effective Date.
- 1.9 **"GOVERNMENTAL AUTHORITY"** means any applicable Central, State or Local Government, Legislative Body, Regulatory or Administrative Authority, Registrar of Companies, office of the Official Liquidator, agency or commission or any court, tribunal, board, bureau or instrumentality thereof or arbitration or arbitral body having jurisdiction.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director



- 1.10 **"GST REGULATIONS"** means applicable provisions of the Central Goods and Services Tax Act, 2017 and/or the Integrated Goods and Services Tax Act, 2017 and/or respective State Goods and Services Tax Act and/or the Union Territory Goods and Services Tax Act, 2017 along with the applicable rules made thereunder.
- 1.11 **"IT ACT"** means the Income-tax Act, 1961.
- 1.12 **"OFFICIAL LIQUIDATOR" or "OL"** means Official Liquidator, Hyderabad having jurisdiction over the States of Telangana and Andhra Pradesh.
- 1.13 **"REGIONAL DIRECTOR" or "RD"** means Regional Director, South East Region, at Hyderabad having jurisdiction over the States of Telangana, Karnataka and Andhra Pradesh.
- 1.14 **"REGISTRAR OF COMPANIES"** means the Registrar of Companies at Hyderabad for the State of Telangana.
- 1.15 **"SCHEME" OR "SCHEME OF AMALGAMATION"** means this Scheme of Amalgamation in its present form or with any modification(s) in accordance with the provisions hereof, imposed or approved or directed by the Board of Directors of the Transferor Company and the Transferee Company or by the members or creditors of the Companies involved and/or any other appropriate authority.
- 1.16 **"SEBI"** means Securities and Exchange Board of India.
- 1.17 **"SEBI Listing Regulations"** means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and shall include any statutory modification, amendment and reenactment thereof for the time being in force.
- 1.18 **"SHAREHOLDERS"** means the persons registered (whether registered owner of the shares or beneficial owner of the shares) as holders of equity shares of concerned Company as the context may require. The word **"Shareholder"** and **"member"** are used to denote the same meaning and are used interchangeably.
- 1.19 **"STOCK EXCHANGE"** means BSE Limited.
- 1.20 **"TRANSFEROR COMPANY"** means **Midwest Energy Private Limited**, a Company incorporated under the provisions of the Companies Act, 2013, bearing CIN: U40200TG2018PTC126847, and having its registered office at 8-2-696 & 697, Flat No. 2, Road No. 12, Banjara Hills, Hyderabad, Telangana – 500034, India.
- 1.21 **"TRANSFEEEE COMPANY"** means **Midwest Gold Limited**, a Company incorporated under the provisions of the Companies Act, 1956, bearing CIN: L13200TG1990PLC163511, and having its registered office at 1st Floor, H.No. 8-2-684/3/25 & 26, Road No. 12, Banjara Hills, Hyderabad, Telangana – 500034, India.
- 1.22 **"TRIBUNAL" or "NCLT"** means the National Company Law Tribunal at Hyderabad or such other tribunal or authority having jurisdictions to sanction the Scheme.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director

1.23 "UNDERTAKING" shall mean and include:

- a) All the assets and properties, rights, title, benefits, entitlements and business of the Transferor Company as on the Appointed Date.
- b) All the secured and unsecured debts, liabilities including reserves, short term or long-term contingent liabilities or duties and obligations of the Transferor Company as on the Appointed Date.
- c) Without prejudice to the generality of sub clauses (a) and (b) above, the undertaking shall include the whole of the undertaking of the Transferor Company, as a going concern, all the assets, properties, rights, titles, benefits, obligations and entitlements, whether movable or immovable, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible, present or contingent and including but without being limited to land and building (whether owned, leased or licensed), all fixed and movable plant and machinery, vehicles, fixed assets, work-in-progress, current assets, investments, deposits, reserves, provisions, funds, licenses, registrations, certificates, permissions, consents, approvals, concessions (including but not limited to GST and other incentives of any nature whatsoever), remissions, remedies, subsidies, guarantees, bonds, copyrights, patents, trade names, trademarks, goodwill and other rights and licenses in respect thereof, applications for copyrights, patents, trade names, trademarks, leases, leave and license agreements, tenancy rights, premises, ownership flats, hire purchase, lending arrangements, benefits of security arrangements, computers, insurance policies, office equipment, telephones, telexes, facsimile connections, internet connections, e-mail, communication facilities, website designing equipment, software development, equipment and installations and utilities, electricity, water and service connections, environmental clearances, benefits of all agreements, contracts and arrangements, powers, authorities, permits, allotments, approvals, consents, privileges, liberties, advantages, easements and all rights, title, interest, goodwill, benefit and advantage, benefit of deferred revenue expenditure, provisions, advances, receivables, funds, cash, bank balances, fixed deposits, accounts and all other rights, all statutory licenses, franchises, approvals, permissions, no-objection certificates, entitlements, subsidies, permits, grants, incentives, tax credits whether granted by state government or central government or any such other authority, (including but not limited to credits in respect of income-tax, tax on book profits etc.), balances with all regulatory authorities, software licenses, domain / websites, etc in connection / relating to the Transferor Company and benefits of all contracts / agreements / leases (including, but not limited to, contracts / agreements with vendors, customers, government etc.) and other claims and powers of whatsoever nature and whosoever situated belonging or in the possession of or granted in favour or enjoyed by the Transferor Company, as on the Appointed Date.
- d) All employees engaged in the Transferor Company.
- e) All records, files, papers, information, computer programs, software applications, manuals, data, catalogues, quotations, advertising materials, lists of present and former customers, pricing information and other records, whether in physical form or electronic form of the Transferor Company.

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning as prescribed to them under the Act, Income Tax Act, 1961 and other applicable laws, rules and regulations, as the case may be, including any statutory modification(s), re-enactment(s) or amendment thereof from time to time.

**2. DATE OF TAKING EFFECT AND OPERATIVE DATE**

The Scheme set out herein in its present form, subject to any modification(s), imposed or directed by the Regional Director, South East Region at Hyderabad, unless otherwise specified in the Scheme, shall be effective and operative from the Appointed Date, i.e., 1st July, 2025, upon receipt of Certified copy of Order of the National Company Law Tribunal Bench, at Hyderabad or the Regional Director, South East Region, Hyderabad.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director



## **PART II**

### **AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFeree COMPANY**

#### **3. TRANSFER AND VESTING OF UNDERTAKING**

##### **3.1 VESTING OF UNDERTAKING**

With effect from the Appointed Date and upon the Scheme becoming effective, the entire business and undertaking of the Transferor Company comprising all assets and liabilities of whatsoever nature and wheresoever situated, shall, under the provisions of Section 233 and all other applicable provisions, if any, of the Companies Act, 2013 without any further act, instrument or deed, be and transferred to and vested in the Transferee Company as a going concern as contemplated by Section 2(1B) of the Income Tax Act, 1961 together with all the rights, titles, interests or obligations of the Transferor Company and subject to the charges existing thereon or on the said assets as on the Appointed Date.

##### **3.2 TRANSFER OF ASSETS AND LIABILITIES**

- 3.2.1 All assets movable in nature or incorporeal property or are otherwise capable of transfer by manual delivery or by endorsement and delivery, including but not limited to computers and equipments, office equipments, machineries, software, products, websites, portals, inventories, cash in hand of the Transferor Company shall be so transferred, delivered or endorsed and delivered, as the case may be, to the Transferee Company, and shall upon transfer become the property and an integral part of the Transferee Company, without requiring any deed or instrument of conveyance for transfer of the same.
- 3.2.2 In respect of movables other than those specified above, including, outstanding loans and advances, Investments (whether current or non - current), trade receivables, recoverable in cash or in kind or for value to be received, bank balances and deposits, if any, with government, semi-government, local and other authorities and bodies, customers and other persons, the same shall, without any further act, instrument or deed, be transferred to and stand vested in and /or be deemed to be transferred to and stand vested in the Transferee Company.
- 3.2.3 With effect from the Appointed Date and upon the Scheme becoming effective, all the properties or assets of the Transferor Company whether movable or immovable, being transferred pursuant to this Scheme and upon payment of all the statutory dues including stamp duty as applicable, which are registered and standing in the name of Transferor Company shall be registered in the name of the Transferee Company and the name of the Transferor Company shall be substituted with the name of the Transferee Company in all such certificates of registration, endorsements, records and in revenue/mutation records in case of immovable properties by such appropriate authorities.
- 3.2.4 With effect from the Appointed Date and upon the Scheme becoming effective, all the assets relating to the Transferor Company including all debts, liabilities, duties and obligations, including those arising on account of taxation laws and other allied laws and all the movable and immovable properties, real or personal, in possession or reversion, corporeal or incorporeal, tangible or intangible of whatsoever nature and wheresoever situated belonging to or in the ownership, power or possession and/or in the control of or vested in or granted in favour of or enjoyed by the Transferor Company including but without being limited to fixed assets, capital work-in-progress, current assets, debts, receivables, reserves, deposits, provisions, funds, investments, powers, authorities, allotments, approvals, consents, licenses, permissions, registrations and other statutory licenses, contracts, engagements, arrangements, rights, titles, interest, quotas, software, technologies, trade names and other industrial or intellectual property rights of

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director

Page 10 of 23

any nature whatsoever and licenses in respect thereof, privileges, liberties, easements, advantages, exemptions, benefits, leases, leasehold rights, tenancy rights, quota rights, permits, authorizations, right to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, power lines, communication lines and other services, benefits of all agreements, various incentives, subsidies, grants, sales-tax, turnover tax, excise, Goods and Service tax (GST) and all other interests arising to the Transferor Company and any accretions or additions thereto after the Appointed Date shall without any further act, instrument or deed be transferred to and vested in and / or be deemed to have been transferred and vested in the Transferee Company as going concern in the manner provided in this Scheme.

Upon this Scheme becoming effective, all debts, liabilities, duties and obligations of the Transferor Company shall, as on the Appointed Date, whether or not provided in the books of the Transferor Company, and all loans raised and utilized and all liabilities, duties and obligations incurred or undertaken by the Transferor Company on or after the Appointed Date and prior to the effective Date shall be deemed to have been raised, used, incurred or undertaken for and on behalf of the Transferee Company and to the extent they are outstanding on the effective Date, shall, upon coming into effect this Scheme, without any further act, instrument or deed be and stand transferred to and vested in the Transferee Company and shall become the loans and liabilities, duties and obligations of the Transferee Company which shall meet, discharge and satisfy the same and it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or restructuring by virtue of which such secured and/or unsecured debts, liabilities, duties and obligations have arisen, in order to give effect to the provisions of this sub clause.

- 3.2.5 Where any such debts, liabilities, duties and obligations of the Transferor Company on the Appointed Date have been discharged by the Transferor Company on or after the Appointed Date and prior to the effective Date, such discharge shall be deemed to be for and on account of the Transferee Company upon the coming into effect of this Scheme.
- 3.2.6 With effect from the Appointed Date, all loans, advances and other obligations (including any guarantees or any other instrument or arrangement which may give rise to a contingent liability in whatever form), if any, due or which may at any time in future become due between the Transferor Company and Transferee Company, shall stand discharged and come to an end and there shall be no liability in that behalf on any party and appropriate effect shall be given in the books of accounts and records of the Transferee Company.
- 3.2.7 All liabilities and obligations arising out of banking facilities and guarantees executed by the Transferor Company in favour of third party shall become liability / obligation of the Transferee Company, which it undertakes to meet, discharge and satisfy.
- 3.2.8 With effect from the Appointed Date and upon the Scheme becoming effective, all statutory licenses, franchises, permissions, approvals or consents, entitlements, sanctions, permits, rights, privileges and licenses including rights arising from contracts, deeds, license instruments and agreements, if any, belonging to the Transferor Company shall stand vested in or transferred to the Transferee Company without any further act or deed and shall be appropriately mutated by the statutory authorities concerned in favour of the Transferee Company upon the vesting and transfer of the undertaking of the Transferor Company pursuant to this Scheme. The benefit of all statutory and regulatory permissions, factory licenses, environmental approvals and consents, sales tax registrations or other licenses and consents, various incentives, subsidies, special status and other benefits or privileges enjoyed (including credit on account of tax on book profits etc), granted by any government body, local authority or by any other person and availed by the Transferor Company shall vest in and become available to the Transferee Company pursuant to this Scheme.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director



- 3.2.9 All taxes (including, without limitation payments under Income tax Act, 1961, GST, etc.) paid or payable by the Transferor Company in respect of the operations and/or profits of the undertaking of the Transferor Company before the Appointed Date, shall be on account of the Transferor Company and, in so far as it relates to the tax payment (including, without limitation payments under Income tax Act, 1961, including, without limitation, Income tax etc), whether by way of deduction at source, advance tax or howsoever, by Transferor Company in respect of the profits or activities or operations of the undertaking of the Transferor Company with effect from the Appointed Date, the same shall be deemed to be the corresponding item paid by the Transferee Company, and shall, in any proceedings, be dealt with accordingly.
- 3.2.10 All tax assessment proceedings / appeals of whatsoever nature by or against the Transferor Company pending and/or arising at the Appointed Date and relating to the Transferor Company shall be continued and / or enforced until the Effective Date against the Transferor Company and from the Effective Date, the same shall be continued and enforced by or against the Transferee Company in the same manner and to the same extent as would or might have been continued and enforced by or against the Transferor Company.

Further, the aforementioned proceedings shall not abate or be discontinued nor be in any way prejudicially affected by reason of the amalgamation of the Transferor Company into the Transferee Company or anything contained in the Scheme.

- 3.2.11 On and from the Effective Date, and thereafter, the Transferee Company shall be entitled to operate all bank accounts of the Transferor Company and realize all monies and complete and enforce all pending contracts and transactions and issue credit notes in respect of the Transferor Company in the name of the Transferee Company in so far as may be necessary until the transfer of rights and obligations of the Transferor Company to the Transferee Company under this Scheme have been formally given effect to such contracts and transactions.
- 3.2.12 For avoidance of doubt and without prejudice to the generality of the applicable provisions of the Scheme, it is clarified that with effect from the Effective Date and till such time that the name of the bank accounts of the Transferor Company would be replaced with that of the Transferee Company, the Transferee Company shall be entitled to operate the bank accounts of the Transferor Company in the name of the Transferor Company in so far as may be necessary. All cheques and other negotiable instruments, payments orders received or presented for encashment which are in the name of the Transferor Company after the Effective Date shall be accepted by the bankers of the Transferee Company and be credited to the account of the Transferee Company, if presented by the Transferee Company. The Transferee Company shall be allowed to maintain bank accounts in the name of the Transferor Company for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques and pay orders that have been issued in the name of the Transferor Company.
- 3.2.13 The Transferee Company may, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law or otherwise, execute deeds, writings, confirmations or notices with, or in favour of, any other party to any contract or arrangement to which the Transferor Company is party or any writings as may be necessary to be executed in order to give formal effect to the provisions of the Scheme. The Transferee Company shall, under the provisions of the Scheme, be deemed to be authorized to execute any such writings on behalf of the Transferor Company and to implement or carry out all such formalities or compliances referred to above from and on behalf of the Transferor Company.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director

#### **4 MORTGAGES AND CHARGES**

- 4.1 All the existing securities, charges, hypothecation and mortgages over the assets and properties of the Transferee Company or any part thereof which relates to the liabilities and obligations of the Transferee Company prior to the Effective Date where, any reference in any security documents or arrangements, to which the Transferor Company is a party, wherein the assets of the Transferor Company have been or are offered or agreed to be offered as security for any financial assistance or obligations shall continue to relate to only such properties and shall not extend to attach to any of the assets and properties of the Transferor Company transferred to and vested in the Transferee Company by virtue of this Scheme.
- 4.2 All the existing securities, mortgages, charges, encumbrances or liens, if any, as on the Appointed Date and created by the Transferor Company after the appointed Date, over the assets comprised in the undertaking or any part thereof transferred to the Transferee Company by virtue of this Scheme and in so far such securities, mortgages, charges, encumbrances or liens secure or relate to liabilities of the Transferor Company, the same shall, after the Effective Date, continue to relate and attach to such assets or any part thereto which they are related or attached prior to the Effective Date and are transferred to the Transferee Company.
- 4.3 It is clarified that unless otherwise determined by the Board of Directors of the Transferee Company, in so far as the borrowings / debts and assets comprising the Transferor Company are concerned:
- a) The security or charge, if any existing or created in future before the effective date, for the loans or borrowings of the Transferor Company shall, without any further act or deed continue to relate to the said assets after the Effective Date; and
  - b) The assets of the Transferee Company shall not relate to or be available as security in relation to the said borrowings of the Transferor Company.

#### **5. LEGAL PROCEEDINGS**

- 5.1 With effect from the Appointed Date and upon the Scheme becoming effective, all suits, actions and other proceedings including legal and taxation proceedings (including before any statutory or quasi-judicial authority or tribunal) of whatsoever nature by or against the Transferor Company pending and/or arising prior to or after the Appointed Date shall not abate or be discontinued or be prejudicially affected in any way by reason of the Scheme but shall be continued, prosecuted and enforced, as the case may be, by or against the Transferee Company, in the same manner and to the same extent as they would or might have continued, prosecuted and enforced by or against the Transferor Company.
- 5.2 On and from the Effective Date, the Transferee Company undertakes to deal with all legal or other proceedings, initiated by or against the Transferor Company and pending on the Effective Date, transferred to its name and to have such proceedings continued, prosecuted and enforced by or against the Transferee Company, as the case may be.
- 5.3 In case of any litigations, suits, recovery proceedings which are to be initiated or to be initiated against the Transferor Company after the Appointed Date, the Transferee Company shall be made party thereto and any payment and expenses made thereto shall be the liability of the Transferee Company.

#### **6. CONTRACT, DEEDS AND OTHER INSTRUMENTS**

- 6.1 Upon coming into effect of this Scheme and subject to the provisions of this Scheme, all contracts, deeds, bonds, agreements, arrangements, insurance policies, leave and license agreements, licenses, engagements, certificates, benefits, privileges, entitlements, grants, sanctions, permissions, consents, approvals, concessions, any Schemes under which the Transferor Company

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director

Page 13 of 23



is registered with the government or any other authorities and incentives (including but not limited to benefits under the Income Tax Act, 1961, GST and other laws), remissions, remedies, subsidies, guarantees, licenses and other instruments, if any, of whatsoever nature, to which the Transferor Company is party or to the benefit or which the Transferor Company may be eligible, and which are subsisting or having effect immediately before the Effective Date, shall continue in full force and effect on or against or in favor, as the case may be, of the Transferee Company, and may be enforced by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto or thereunder.

- 6.2 With effect from the Appointed Date and upon the Scheme becoming effective, any statutory licenses, permissions or approvals or consents required to carry on the operations of the Transferor Company shall stand vested in or transferred to the Transferee Company without any further act or deed, and shall be appropriately mutated by the statutory authorities concerned therewith in favour of the Transferee Company. The benefit of all such statutory and regulatory permissions, licenses, approvals and consents including statutory licenses, approvals, permissions or approvals or consents required to carry on the operations of the Transferor Company shall vest in and become available to the Transferee Company pursuant to the Scheme.
- 6.3 The Transferee Company shall enter into and /or issue and/or execute deeds, writings or confirmations or enter into any tripartite arrangements or confirmations, to which the Transferor Company will, if necessary, also be a party in order to give formal effect to the provisions of this Scheme if so required or if so, considered necessary. The Transferee Company shall be deemed to be authorized to execute any such deeds, writings or confirmations on behalf of the Transferor Company and to implement or carry out all formalities required on the part of the Transferor Company to give effect to the provisions of this Scheme.

#### **7. SAVING OF CONCLUDED TRANSACTIONS**

- 7.1 Subject to the terms of the Scheme, the transfer and vesting of the undertaking of the Transferor Company under Clause 3 above and the continuation of the legal proceedings by or against the Transferee Company under Clause 5 above and the effectiveness of the contracts and deeds under Clause 6 above shall not affect any transactions or proceedings or contracts or deeds already concluded by the Transferor Company on or before the Appointed Date and after the Appointed Date till the Effective Date, to the end and intend that the Transferee Company accepts and adopts all acts, deeds and things made, done and executed by the Transferor Company in respect thereto as done and executed on behalf of itself.

#### **8. STAFF, WORKMEN AND EMPLOYEES OF THE TRANSFEROR COMPANY**

- 8.1 Upon the coming into effect of this Scheme, all staff, workmen and employees of the Transferor company in service on the date of proposal of Scheme of Merger / Appointed Date shall be deemed to have become staff, workmen and employees of the Transferee Company without any break or interruption in their service and on the terms and conditions not less favorable than those on which they are engaged by the Transferor Company and without any break or interruption in service as a result of amalgamation of the Transferor Company with the Transferee Company and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them with reference to the Transferor Company on the Effective Date.
- 8.2 It is expressly provided that, in so far as the Gratuity Fund, Provident Fund, Super Annuation Fund, if applicable, Employee's State Insurance Corporation Contribution, Labour Welfare Fund or any other Fund created or existing for the benefit of the staff, workmen and employees of the Transferor Company is concerned, upon the Scheme coming into effect, the Transferee Company shall stand substituted for the Transferor Company for all

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director

Page 14 of 23

purposes whatsoever in relation to the administration or operation of such Fund or Funds or in relation to the obligation to make contributions to the said Fund or Funds in accordance with the provisions thereof as per the terms provided in the respective Trust Deeds, if any, to the end and intent that all rights, duties, powers and obligations of the Transferor Company in relation to such fund or funds shall become those of the Transferee Company and all the rights, duties and benefits of the employees of the Transferor Company under such Funds and Trusts shall be protected, subject to the provisions of law for the time being in force. It is clarified that the services of the staff, workmen and employees of the Transferor Company will be treated as having been continuous for the purpose of the said Fund or Funds.

- 8.3 In so far as the Provident Fund, Gratuity Fund, Superannuation Fund, if applicable, or other Special Scheme(s) / Fund(s) created or existing for the benefit of the employees of the Transferor Company are concerned upon the coming into effect of this Scheme, balances lying in the accounts of the employees of the Transferor Company in the said funds as on the Effective Date shall stand transferred from the respective trusts / funds of the Transferor Company to the corresponding trusts / funds set up by the Transferee Company.

**9. TRANSACTIONS BETWEEN APPOINTED DATE AND EFFECTIVE DATE**

With effect from the Appointed Date and up to and including the Effective Date-

- 9.1 The Transferor Company shall carry on and be deemed to have carried on its business and activities and shall hold and stand possessed of and shall be deemed to hold and stand possessed of all its estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions for and on account of, and in trust, for the Transferee Company and shall account for the same to the Transferee Company.
- 9.2 All liabilities debts, duties, obligations which arise or accrue on or after the Appointed Date shall be deemed to be the debts, liabilities, duties and obligations of the Transferee Company.
- 9.3 The Transferor Company shall carry on its business with reasonable diligence and business prudence and except in the ordinary course of business, the Transferor Company shall not, without the prior written consent of the Board of Directors of the Transferee Company or pursuant to any pre-existing obligation sell, transfer or otherwise alienate, charge, mortgage, encumber or otherwise deal with, or dispose off, any of the assets of the undertaking of the Transferor Company or any part thereof.
- 9.4 With effect from the Effective Date, the Transferee Company shall suitably integrate the business being carried on by the Transferor Company into its business.
- 9.5 All profits or incomes accruing or arising to the Transferor Company and losses or expenditure arising or incurred by the Transferor Company (including but not limited to advance tax, tax deducted at source, Minimum Alternate Tax credit, if any, accruing or paid in relation to any profits or income) for the period commencing from the Appointed Date, shall, for all purposes, be treated as and be deemed to be the profits, income, losses or expenditure (including taxes), as the case may be, of the Transferee Company and shall be available to the Transferee Company for being disposed off in any manner as it thinks fit.
- 9.6 Any of the rights, powers, authorities or privileges exercised by the Transferor Company shall be deemed to have been exercised by the Transferor Company for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly, any of the obligations, duties and commitments that have been undertaken or discharged by the Transferor Company shall be deemed to have been undertaken or discharged for and on behalf of and as an agent for the Transferee Company.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director

Page 15 of 23



- 9.7 The Transferee Company shall also be entitled, pending the sanction of the Scheme, to apply to any Government authority, if required, under any law for such consents and approvals which the Transferee Company may require to carry on the business of the Transferor Company;
- 9.8 The Transferee Company shall not make any modification to their capital structure either by an increase (by issue of right shares, bonus shares, convertible debentures or otherwise), decrease, reclassification, sub-division or re-organization or in any other manner, whatsoever, except by mutual consent of the Board of Directors of the Transferor Company and the Transferee Company.
- 9.9 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the ancillary and incidental alterations, if any, to be carried out to the Memorandum of Association of the Company as may be required under the Act and there would be no further requirement of obtaining the members approval for such alterations arising pursuant to the sanctioned Scheme.

#### **10. CONSIDERATION**

- 10.1 Since the Transferor Company is a wholly owned subsidiary of the Transferee Company, upon the Scheme being effective, in consideration of the transfer and vesting of the Undertaking of the Transferor Company in terms of the Scheme, no shares will be issued / allotted under the Scheme by the Transferee Company to any person. All the Equity shares issued by the Transferor Company and held by the Transferee Company and its nominees in the Transferor Company shall stand cancelled and extinguished.
- 10.2 The investments of Transferee Company in the shares of the Transferor Company, as appearing on the Asset side of the Balance Sheet of Transferee Company, without any further act or deed, stand cancelled to the extent of book value of the equity shares of the Transferor Company.
- 10.3 On completion of the Scheme, all equity shares of the Transferor Company held by Transferee Company, shall stand cancelled.

#### **11. TREATMENT OF PREFERENCE SHARES**

The Transferor Company has issued 1,34,70,000 (One Crore Thirty-Four Lakhs Seventy Thousand) 9% Non-Cumulative, Non-Convertible Preference Shares of Rs. 10/- each which are entirely held by Midwest Limited (CIN: U14102TG1981PLC003317).

Upon the Scheme becoming effective and pursuant to the amalgamation of the Transferor Company with the Transferee Company, the Transferee Company shall, in lieu of the said preference shares, issue and allot to Midwest Limited 1,34,70,000 (One Crore Thirty-Four Lakhs Seventy Thousand) 9% Non-Cumulative, Non-Convertible Preference Shares of Rs. 10/- each in the Transferee Company, carrying the same rights, terms and conditions as attached to the preference shares held in the Transferor Company immediately prior to the Effective Date. Such Preference Shares are redeemable at the option of the issuer, at any time within a period not exceeding seven years from the date of allotment, as per the provisions of the Act.

#### **12. MERGER AND RECLASSIFICATION OF AUTHORIZED SHARE CAPITAL OF THE TRANSFEROR COMPANY INTO THE TRANSFEE COMPANY**

- 12.1 As an integral part of the Scheme and upon the Scheme coming into effect, and upon the transfer and vesting of the Transferor Company into the Transferee Company, the entire Authorized Share Capital of the Transferor Company, amounting to ₹63,00,00,000/- (Rupees Sixty-Three Crores only), divided into: 4,90,00,000 (Four Crores Ninety Lakhs) Equity Shares of ₹10/-

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director

Page 16 of 23



each, and 1,40,00,000 (One Crore Forty Lakhs) Preference Shares of ₹10/- each, and shall stand merged and combined with the Authorized Share Capital of the Transferee Company without any further act, deed, or procedure. Upon such merger, the aggregate Authorized Share Capital of the Transferee Company shall stand increased accordingly, and the Transferee Company shall take necessary steps including filing requisite forms with the Registrar of Companies in accordance with the provisions of the Companies Act, 2013 (if any).

- 12.2 Accordingly, upon the Scheme coming into effect, the Transferee Company, in accordance with the provisions of the Companies Act, 2013 read with rules made there under, will file an application with the Registrar of Companies, Telangana, indicating the revised authorized share capital and will pay the prescribed fee due on revised capital. However, the fee paid, if any, by the Transferor Company on their authorized share capital prior to its merger or amalgamation with the transferee company shall be set-off against the fees payable by the Transferee Company on its authorized share capital enhanced by the merger or amalgamation”.
- 12.3 The Memorandum of Association and Articles of Association of the Transferee Company shall stand altered, modified and amended and the consent of the shareholders to the Scheme shall be deemed to be sufficient for the purpose of effecting this amendment for increase, and no further resolutions under Sections 13, 61 and 64 or any other applicable provisions under the Companies Act, 2013 would be required to be separately passed.
- 12.4 Pursuant to this Scheme coming into effect, the Transferee Company shall file requisite forms with the Registrar of Companies for alteration of its authorized share capital.
- 12.5 It is clarified that the approval of the members of the Transferee Company to the Scheme shall be deemed to be their consent / approval also to the Memorandum of Association and Articles of Association of the Transferee Company as may be required under the Act and Clause V of the Memorandum of Association of the Transferee Company shall stand altered accordingly.
- 12.6 Clause V of the Memorandum of Association of the Transferee Company shall, without any further act, instrument or deed be altered and amended pursuant to Section 61 or any other applicable provisions under the Companies Act, 2013 by deleting the existing clause and replacing it by the following clause:

- V. **The Authorized Share Capital of the Company is Rs. 83,00,00,000/- (Rupees Eighty-Three Crores only), divided into 6,90,00,000 (Six Crores Ninety Lakhs only) Equity Shares of Rs. 10/- (Rupees Ten only) each and 1,40,00,000 (One Crore Forty Lakhs only) Preference Shares of Rs. 10/- (Rupees Ten only) each. The Company has the power from time to time, to increase or reduce its capital. Any of the said shares and any new shares hereafter to be created, may from time to time be divided into shares of several classes in such manner as the Articles of Association of the Company may prescribe or allow and so that the shares of each class may have or confer such preferred or other special rights and privileges and may be issued under such restrictions and conditions whether in regard to the provisions of the Articles of Associations but so that the special rights or privileges belonging to holders of any shares issued with preferred or other rights shall not be varied or abrogated or affected with such sanction as is provided for by the Articles of Associations of the Company for the time being.**

13. **ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEE COMPANY**

- 13.1 Upon the Scheme coming into effect, the Transferee company shall account for the amalgamation or merger of the Transferor Company in the books of

For MIDWEST ENERGY PRIVATE LIMITED

DIRECTOR

For MIDWEST GOLD LIMITED

  
Whole Time Director

Page 17 of 23

accounts in accordance with 'Pooling of Interest Method' of accounting as laid down in Appendix C of Indian Accounting Standard (Ind AS) 103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, in its books of accounts such that:

- i. The Transferee Company shall, upon the Scheme coming into effect record the assets and liabilities, if any, of the Transferor Company vested in it pursuant to this Scheme, at the respective book values thereof and in the same form as appearing in the consolidated financial statements of the Transferee Company.
- ii. The identity of the reserves of the Transferor Company shall be preserved and the Transferee Company shall record the reserves of the Transferor Company, at the book values thereof and in the same form as appearing in the consolidated financial statements of the Transferee Company.
- iii. Pursuant to the merger of the Transferor Company with the Transferee Company, the inter-company balances between the Transferee Company and the Transferor Company, if any appearing in the books of the Transferee Company shall stand cancelled and there shall be no further obligation in that behalf.
- iv. The value of all investments held by the Transferee Company in the Transferor Company shall stand cancelled pursuant to merger.
- v. The difference between the share capital of the Transferor Company and the book value of the investments cancelled in terms of Clause 13.1 (iv) above shall be transferred to Capital Reserve or any other reserves, as specified under the standard.

13.2 Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative period.

13.3 In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference shall be quantified and adjusted in the reserves of the Transferee Company.

#### **14. NAME CHANGE**

Upon the sanction of the Scheme of amalgamation by the Regional Director South East Region, Hyderabad and upon registration of Form No. INC-28 by Registrar of Companies, Hyderabad, Telangana, the name of the Transferee Company be changed to "MIDWEST ENERGY LIMITED" without any further approval from the shareholders of the Transferee Company.

#### **15. AMENDMENT OF OBJECTS CLAUSE**

Upon the Scheme becoming effective, the main objects of the Transferor Company shall be added to the Main Objects Clause of the Memorandum of Association of the Transferee Company, without any further act, deed or instrument and without any further approval from the shareholders of the Transferee Company. The Transferee Company shall take all necessary steps under applicable laws, including filing of requisite forms with the Registrar of Companies, to carry out and give effect to the amendment of its Memorandum of Association to include such main objects. The addition of the main objects of the Transferor Company is to ensure continuity of business and to enable the Transferee Company to carry on and expand the transferred business more efficiently.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director



## **16. TAX CREDITS, REFUNDS AND ADJUSTMENTS**

- 16.1 Notwithstanding anything to the contrary contained in the provisions of this Scheme, the Transferee Company shall be entitled to carry forward, avail of, or set-off any unabsorbed tax losses, tax depreciation, credits for Minimum Alternate Tax and Input Tax Credit of the Transferor Company that remains unutilized as on the Effective Date.
- 16.2 Upon the Scheme becoming effective, the Transferee Company shall be entitled to claim refunds or credits, including Input Tax credits, with respect to taxes paid by, for or on behalf of the Transferor Company under applicable laws, including but not limited to Income Tax Act, 1961, GST or any other tax, whether or not arising due to any inter se transaction, even if the prescribed time limits for claiming such refunds or credits have lapsed. Any Input Tax Credits already availed or utilized by the Transferor Company and the Transferee Company in respect of inter se transactions shall not be adversely impacted by the cancellation of inter se transactions pursuant to this Scheme.
- 16.3 Upon the Scheme becoming effective, any Advance Tax, Self-Assessment Tax, Minimum Alternate Tax and/or TDS / TCS credit available with the Transferor Company, including any taxes paid and taxes deducted at source and deposited by the Transferor Company on inter se transactions between the Appointed Date and the Effective Date shall be treated as Advance Tax paid by the Transferee Company and shall be available to the Transferee Company for set-off against its liability under the Income Tax and any excess tax so paid shall be eligible for refund together with interest. Any TDS certificates issued by the Transferee Company to, or for the benefit of, the Transferor Company under the Income Tax with respect to inter se transactions would stand cancelled and be treated as null and void without any further act on the part of the Transferor Company and the Transferee Company. Further, TDS/TCS deposited, TDS certificates issued or TDS returns filed by the Transferor Company other than inter se transactions between the Appointed Date and the Effective Date shall continue to hold good as if such TDS/TCS amounts were deposited, TDS certificates were issued or TDS/TCS returns were filed by the Transferee Company. Any TDS deducted by the Transferee Company on inter se transactions with the Transferor Company will be treated as Advance Tax deposited by the Transferee Company.
- 16.4 Upon the Scheme becoming effective, any GST or any other tax charged by, for, or on behalf of the Transferor Company on inter se transactions and on which any input tax credit is not available or has not been claimed by the Transferor Company, shall be treated as aforesaid taxes paid by the Transferee Company.
- 16.5 The Transferee Company is expressly permitted to file or revise its Income Tax, TDS/TCS, Professional Tax or any other returns, statements, documents, upon the Scheme becoming effective, and where necessary to give effect to the Scheme, even if the prescribed time limits for filing or revising such returns have lapsed. The Transferee Company is expressly permitted to amend, if required, its TDS/TCS or other statutory certificates and shall have the right to claim refunds, tax credits, set-offs and/or adjustments relating to its income or transactions entered into by it with effect from the Appointed Date. The taxes or duties paid by, for, on behalf of the Transferor Company relating to the period on or after the Appointed Date shall be deemed to be the taxes or duties paid by the Transferee Company and the Transferee Company shall be entitled to claim credit or refund for such taxes or duties paid.
- 16.6 Any refund under the Income-tax Act, 1961, Wealth-tax Act, 1957 or other applicable laws / regulations dealing with taxes/ duties / levies tax due to Transferor Company consequent to the assessment made on Transferor Company and for which no credit is taken in the accounts as on the date immediately preceding the Appointed Date shall also belong to and be received by the Transferee Company.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED

  
Whole Time Director

16.7 Any tax liabilities under the Income-tax Act, 1961, customs law or other applicable laws/ regulations dealing with taxes/ duties / levies of the Transferor Company to the extent not provided for or covered by tax provision in the accounts made as on the date immediately preceding the Appointed Date, if any, shall be transferred to Transferee Company.

16.8 Obligation for deduction of tax at source on any payment made by or to be made by the Transferor Company under the Income-tax Act, 1961 or other applicable laws / regulations dealing with taxes/ duties / levies shall be made or deemed to have been made and duly complied with by the Transferee Company.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED

  
Whole Time Director

### **PART III**

#### **GENERAL TERMS AND CONDITIONS APPLICABLE TO THIS SCHEME**

##### **17. OPERATIVE DATE OF THE SCHEME**

The Scheme set out herein in its present form or any modifications approved or directed by the Board of Directors of the Transferor Company and the Transferee Company or by the members or creditors of the Companies involved or by the Regional Director, South East Region, Hyderabad or NCLT, Hyderabad Bench, or any other appropriate authority, unless otherwise specified in the Scheme, shall be operative from the Appointed Date i.e 1st July, 2025.

##### **18. IMPACT OF THE SCHEME ON CREDITORS**

This Scheme of Amalgamation, if approved by Regional Director, South East Region, Hyderabad or NCLT, Hyderabad Bench, shall not have any adverse impact on the Creditors whether secured or unsecured, of the Transferor Company and the Transferee Company.

##### **19. DISSOLUTION OF THE TRANSFEROR COMPANY**

Upon the coming into effect of the Scheme, the Transferor Company shall, without any further act or deed shall stand dissolved without going through the process of winding up as per the provisions of the Act and the Rules made thereunder.

##### **20. APPLICATION TO THE REGIONAL DIRECTOR, SOUTH EAST REGION, HYDERABAD**

The Transferor Company and the Transferee Company with all reasonable diligence hereto shall make necessary applications, affidavits, petitions, etc before the Regional Director, South East Region, Hyderabad or NCLT, Hyderabad Bench, having jurisdiction over the Scheme, as the case may be, for obtaining sanction to this Scheme of Amalgamation under Section 233 of the Companies Act, 2013 and for dissolution of the Transferor Company without winding up under the provisions of law.

##### **21. SEBI LISTING REGULATIONS AND COMPLIANCES**

21.1 Since the Transferee Company is a listed Company, this scheme is subject to the compliance of all requirements under the SEBI Listing Regulations and all statutory directives of the SEBI in so far they relate to sanction and implementation of the scheme.

21.2 SEBI vide notification no. SEBI/LAD/NRO/GN/2016-17/029 dated February 15, 2017 has amended the SEBI Listing Regulations and relaxed the requirement of no objection letter from the Stock exchange in case of merger of a wholly owned subsidiary with its holding company. The draft scheme shall be filed with the stock exchange for the purpose of disclosures.

##### **22. MODIFICATIONS/AMENDMENTS TO THE SCHEME**

22.1 The Transferor Company (by its Directors) and the Transferee Company (by its Directors):

- (i) may assent to any modification or amendment to the Scheme or of any conditions or limitations which any appropriate authorities under law may deem fit to direct or impose;
- (ii) may give such directions and / or may assent to any modification or amendment which may otherwise be considered necessary or desirable for settling any question or doubt or difficulty that may arise for implementing and / or carrying out the Scheme or in regard to and of the meaning or interpretation of this Scheme or implementation thereof;

For MIDWEST ENERGY PRIVATE LIMITED

DIRECTOR

For MIDWEST GOLD LIMITED

  
Whole Time Director



- (iii) may do all acts, deeds, matters and things as may be necessary, desirable or expedient for giving effect to the Scheme, and the aforesaid modifications, amendments and terms and conditions or review the position relating to the satisfaction of the conditions of this Scheme and if necessary, waive any of such conditions (to the extent permissible under law) for bringing this Scheme into effect;
- (iv) may also in their full and absolute discretions, withdraw or abandon the Scheme at any stage of the proceedings.

## **23. CONDITIONALITY OF SCHEME**

The Scheme is conditional upon and subject to the following:

- 23.1 The Scheme being agreed to by the requisite majority of the Shareholders and Creditors of the Transferor Company as required under the Act.
- 23.2 The Scheme being agreed to by the requisite majority of the Shareholders and Creditors of the Transferee Company as required under the Act.
- 23.3 The Scheme being sanctioned by the Regional Director, South East Region, Hyderabad or NCLT, Hyderabad Bench under Section 233 and other applicable provisions of the Companies Act, 2013.
- 23.4 The Certified copy of the order sanctioning the Scheme being filed with the Registrar of Companies, Telangana vide E-Form INC-28 or such other relevant forms as may be prescribed.

## **24. EFFECT OF NON-RECEIPT OF APPROVALS**

In the event of any of the said sanctions and approvals referred above not being obtained and/ or complied with and/ or satisfied (unless otherwise decided by the Board of Directors) and/ or this Scheme not being sanctioned by the Regional Director, South East Region, Hyderabad or NCLT, Hyderabad Bench under the applicable provisions of the Act, as may be applicable, and/or the order not being passed as aforesaid this Scheme shall stand revoked, cancelled and be of no effect, save and except in respect of any act or deed done prior thereto, as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out as is specifically provided in the Scheme or in accordance with the applicable law. Each party shall bear its respective costs, charges and expenses in connection with the Scheme unless otherwise mutually agreed.

## **25. RESOLUTIONS**

Upon coming into effect of the Scheme, the resolutions, if any, of the Transferor Company, which are valid and subsisting on the appointed date be considered as resolutions of the Transferee Company and any approvals obtained by Transferor Company from its shareholders under the provisions of Section 180, Section 185, Section 186, Section 188 and other provisions of the Act and which are valid and subsisting on the Effective Date, shall continue to be valid and be considered as resolutions of the Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act, or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, like resolutions passed by the Transferee Company and shall constitute the aggregate of the said limits in the Transferee Company.

## **26. SEVARABILITY**

If any part of this Scheme is found to be unworkable for any reason whatsoever, the same shall not, subject to the decision of the Transferor Company and Transferee Company, affect the validity or implementation of the other parts and / or provisions of this Scheme.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director

**27. EXPENSES CONNECTED WITH THE SCHEME**

Subject to the provisions of the Scheme, all costs, charges and expenses (including, but not limited to, any taxes and duties, stamp duty, registration charges, etc) of/payable by the Transferor Company and the Transferee Company respectively in relation to or in connection with this Scheme and incidental to the completion of the amalgamation of the Transferor Company with the Transferee Company shall, except as specifically provided herein, be borne and paid by the Transferee Company.

**28.** The Transferor Company shall preserve its books of Accounts and papers and records and shall not dispose-off without the prior permission of the Central Government in terms of provisions of Sections 239 of the Companies Act, 2013.

**29.** The Transferor Company shall ensure statutory compliance of all applicable laws and also on sanctioning of the present scheme the Transferee Company shall not be absolved of any of its statutory liability in any manner.

For MIDWEST ENERGY PRIVATE LIMITED



DIRECTOR

For MIDWEST GOLD LIMITED



Whole Time Director



**CERTIFIED TRUE COPY OF THE RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS (THE "BOARD") OF MIDWEST ENERGY PRIVATE LIMITED (THE "COMPANY") AT THE MEETING HELD ON THURSDAY THE 21<sup>ST</sup> DAY AUGUST, 2025, AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 8-2-696 & 697 FLAT NO.2, ROAD NO.12, BANJARA HILLS, HYDERABAD, TELANGANA, INDIA, 500034.**

**APPROVAL OF THE SCHEME OF AMALGAMATION OF MIDWEST ENERGY PRIVATE LIMITED WITH MIDWEST GOLD LIMITED**

**"RESOLVED THAT** pursuant to Sections 233 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder or any other law for the time being in force (including any statutory modification, amendment or re-enactments thereof for the time being in force), the Memorandum of Association and the Articles of Association of the Company and subject to the requisite approval(s) of the shareholders and/or creditors of the Company and further subject to the requisite approvals, consents, sanctions of the Regional Director, South East Region and/or such other competent authority (ies) as may be required, the approval of the Board of Directors of the Company ("Board") be and is hereby accorded to the Scheme of Amalgamation between Midwest Energy Private Limited ("Transferor Company") into and with Midwest Gold Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") as placed before the Board and initialed by the Chairman for the purpose of identification.

**RESOLVED FURTHER THAT** the certificate dated August 21, 2025 issued by M/s. Majeti & Co., Chartered Accountants, Statutory Auditors of the Company, *inter-alia* certifying that the Scheme is in compliance with applicable Indian Accounting Standards notified under the Companies Act, 2013 and other Generally Accepted Accounting Principles, as placed before the Board be and is hereby noted, accepted and taken on record.

**RESOLVED FURTHER THAT** any Director(s) or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the Scheme placed before the meeting or to any modification thereof and to give effect to this resolution and in particular:

- (a) Taking necessary steps including finalizing and settling draft notices, explanatory statement, deciding date and venue, for conducting meetings of the shareholders / creditors of the Company (if any);
- (b) Filing the Scheme and any other information/ details with the regulatory/ statutory authorities concerned or any other agency or person concerned, to invite objections or suggestions or, to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto.
- (c) Signing and executing the request letters for obtaining the necessary No-Objection / sanction letters / Consent from the Shareholders or Creditors of the Company for the Scheme and for the dispensation of their meetings and thereafter submit the same to the Regional Director or any other appropriate authority;
- (d) Producing all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- (e) accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or reply or response or other processes to parties, appropriate authority (ies) or persons concerned, and sign and issue public advertisements and notices;



**MIDWEST ENERGY PRIVATE LIMITED**

Registered office: 8-2-696 & 697, Flat No. 2, Road No.12, Banjara Hills, Hyderabad-500034, Tel: +91 40 23305200

Correspondence Add: Sy No. 168, IDA Bollaram, Sangareddy, Telangana - 502325

Website: www.midwestenergy.in, Email: [soumya@midwestenergy.in](mailto:soumya@midwestenergy.in), CIN: U40200TG2018PTC126847



- (f) making any alterations / changes in the Scheme as may be expedient or necessary for settling any question or doubt or difficulty or upon the recommendations / instructions of any of the appropriate authority (ies) including but not limited to the Regional Director, the Registrar of Companies, the Official Liquidator, as may be necessary which does not materially change the substance of the Scheme;
- (g) communicating and corresponding with banks, institutions, investors, government authorities, local authorities and others where required about the scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper;
- (h) appointing Consultant, Advocates, Valuers, and other professionals as may be required;
- (i) authorizing the officer of the Company and/or any other person to discuss, negotiate, finalize, execute, sign, submit and fill all required documents, deeds of assignment/ conveyance and other deeds, documents, scheme, agreements, forms, returns, applicable, letters, etc. including any modification thereto as may be deemed necessary and expedient at their absolute discretion or delegate such authority to another person by a valid Power of Attorney;
- (j) filing necessary Petitions/ Application for confirmation of the Scheme with the Regional Director and other appropriate authorities, in accordance with the provisions of the Companies Act, 2013 and other applicable laws;
- (k) filing affidavit, petitions, pleadings, applications or proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage counsel, advocate, solicitors, chartered accountants, company secretaries and other professionals and to sign and execute vakalatnamas and wherever necessary to do all acts necessary or incidental to the said proceedings for obtaining confirmation by the Regional Director and other appropriate authorities for the Scheme;

**RESOLVED FURTHER THAT** the Declaration of Solvency along with Statement of Assets and Liabilities as at June 30, 2025 and auditor's report thereon, a draft of which as placed before the Board be and is hereby considered and approved, and any two Directors of the Company, be and are hereby authorized to sign the declaration and to file the same to the Registrar of Companies and such other competent authority (ies) as may be required.

**RESOLVED THAT** the Board do hereby authorize CS Devaki Vasudeva Rao, (C.P. No.: 12123), Company Secretary in whole-time practice and proprietor of M/s. D V Rao & Associates, Company Secretaries, having their office at Plot No.54, Road No.3, Megha Hills, Madhapur, Hyderabad, Telangana - 500081, to appear and represent the Company, before the Regional Director, South East Region and/or other authorities in connection with obtaining sanction/confirmation for the Scheme and to do all such other acts, deeds and things necessary and incidental to the said purpose.

**RESOLVED FURTHER THAT** any Director(s) or the Company Secretary of the Company be and are hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**Certified to be true copy  
For Midwest Energy Private Limited**

  
**Kukreti Soumya**  
Director  
DIN: 01760289



**MIDWEST ENERGY PRIVATE LIMITED**

Registered office: 8-2-696 & 697, Flat No. 2, Road No.12, Banjara Hills, Hyderabad-500034, Tel: +91 40 23305200

Correspondence Add: Sy No. 168, IDA Bollaram, Sangareddy, Telangana - 502325

Website: [www.midwestenergy.in](http://www.midwestenergy.in), Email: [soumya@midwestenergy.in](mailto:soumya@midwestenergy.in), CIN: U40200TG2018PTC126847

**MIDWEST GOLD LIMITED**

(CIN: L13200TG1990PLC163511)



**CERTIFIED TRUE COPY OF THE RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS (THE "BOARD") OF MIDWEST GOLD LIMITED (THE "COMPANY") AT THE MEETING HELD ON THURSDAY THE 21ST DAY AUGUST, 2025, AT 04:00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1ST FLOOR, H.NO.8-2-684/3/25 & 26 ROAD NO.12, BANJARA HILLS, HYDERABAD, TELANGANA, INDIA, 500034.**

**APPROVAL OF THE SCHEME OF AMALGAMATION OF MIDWEST ENERGY PRIVATE LIMITED WITH MIDWEST GOLD LIMITED**

**"RESOLVED THAT** pursuant to Sections 233 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder or any other law for the time being in force (including any statutory modification, amendment or re-enactments thereof for the time being in force), the Memorandum of Association and the Articles of Association of the Company and subject to the requisite approval(s) of the shareholders and/or creditors of the Company and further subject to the requisite approvals, consents, sanctions of the Regional Director, South East Region and/or such other competent authority (ies) as may be required, the approval of the Board of Directors of the Company ("Board") be and is hereby accorded to the Scheme of Amalgamation between Midwest Energy Private Limited ("Transferor Company") into and with Midwest Gold Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") as placed before the Board and initialed by the Chairman for the purpose of identification.

**RESOLVED FURTHER THAT** the certificate dated August 21, 2025 issued by M/s. Majeti & Co., Chartered Accountants, Statutory Auditors of the Company, *inter-alia* certifying that the Scheme is in compliance with applicable Indian Accounting Standards notified under the Companies Act, 2013 and other Generally Accepted Accounting Principles, as placed before the Board be and is hereby noted, accepted and taken on record.

**RESOLVED FURTHER THAT** any Director(s) or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the Scheme placed before the meeting or to any modification thereof and to give effect to this resolution and in particular:

- (a) Taking necessary steps including finalizing and settling draft notices, explanatory statement, deciding date and venue, for conducting meetings of the shareholders / creditors of the Company (if any);
- (b) Filing the Scheme and any other information/ details with the regulatory/ statutory authorities concerned or any other agency or person concerned, to invite objections or suggestions or, to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto.
- (c) Signing and executing the request letters for obtaining the necessary No-Objection / sanction letters / Consent from the Shareholders or Creditors of the Company for the Scheme and for the dispensation of their meetings and thereafter submit the same to the Regional Director or any other appropriate authority;
- (d) Producing all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- (e) accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or reply or response or other processes to parties, appropriate authority (ies) or persons concerned, and sign and issue public advertisements and notices;

Anant Patwari





# MIDWEST GOLD LIMITED

(CIN: L13200TG1990PLC163511)



- (f) making any alterations / changes in the Scheme as may be expedient or necessary for settling any question or doubt or difficulty or upon the recommendations / instructions of any of the appropriate authority (ies) including but not limited to the Regional Director, the Registrar of Companies, the Official Liquidator, as may be necessary which does not materially change the substance of the Scheme;
- (g) communicating and corresponding with banks, institutions, investors, government authorities, local authorities and others where required about the scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper;
- (h) appointing Consultant, Advocates, Valuers, and other professionals as may be required;
- (i) authorizing the officer of the Company and/or any other person to discuss, negotiate, finalize, execute, sign, submit and fill all required documents, deeds of assignment/ conveyance and other deeds, documents, scheme, agreements, forms, returns, applicable, letters, etc. including any modification thereto as may be deemed necessary and expedient at their absolute discretion or delegate such authority to another person by a valid Power of Attorney;
- (j) filing necessary Petitions/ Application for confirmation of the Scheme with the Regional Director and other appropriate authorities, in accordance with the provisions of the Companies Act, 2013 and other applicable laws;
- (k) filing affidavit, petitions, pleadings, applications or proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage counsel, advocate, solicitors, chartered accountants, company secretaries and other professionals and to sign and execute vakalatnamas and wherever necessary to do all acts necessary or incidental to the said proceedings for obtaining confirmation by the Regional Director and other appropriate authorities for the Scheme;

**RESOLVED FURTHER THAT** the Declaration of Solvency along with Statement of Assets and Liabilities as at June 30, 2025 and auditor's report thereon, a draft of which as placed before the Board be and is hereby considered and approved, and any two Directors of the Company, be and are hereby authorized to sign the declaration and to file the same to the Registrar of Companies and such other competent authority (ies) as may be required.

**RESOLVED THAT** the Board do hereby authorize CS Devaki Vasudeva Rao, (C.P. No.: 12123), Company Secretary in whole-time practice and proprietor of M/s. D V Rao & Associates, Company Secretaries, having their office at Plot No.54, Road No.3, Megha Hills, Madhapur, Hyderabad, Telangana - 500081, to appear and represent the Company, before the Regional Director, South East Region and/or other authorities in connection with obtaining sanction/confirmation for the Scheme and to do all such other acts, deeds and things necessary and incidental to the said purpose.

**RESOLVED FURTHER THAT** any Director(s) or the Company Secretary of the Company be and are hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**Certified to be true copy  
For Midwest Gold Limited**

*Anant Patwari*

**Anant Patwari  
Company Secretary & Compliance Officer  
ACS: 63592**





To  
**The Board of Directors**  
**Midwest Gold Limited**

**Independent Auditor's Certificate on the accounting treatment specified in the proposed Scheme of Amalgamation**

We, MAJETI & Co., Chartered Accountants (ICAI Firm Registration Number: 015975S), are the Statutory Auditors of **Midwest Gold Limited** (hereinafter referred to as the "Company"). This Certificate is issued in accordance with the terms of our service scope letter dated August 16, 2025 and engagement agreement dated August 16, 2025 with the Company, for submission with the Regional Director - the Ministry of Corporate Affairs and/or the National Company Law Tribunal and/or any other regulatory authorities in connection with the proposed Scheme of Amalgamation of MIDWEST ENERGY PRIVATE LIMITED ("Transferor Company") and MIDWEST GOLD LIMITED ("Transferee Company" or "Company") and their respective Shareholders and Creditors (the "Scheme" or "Scheme of Amalgamation") in terms of provisions of Section 233 and other applicable provisions of the Companies Act, 2013 (the "Act").

1. We have been requested by the Company to certify the proposed accounting treatment specified in clause 13 of Part II of the Draft Scheme, extract of the clause 13 of Part II of the Scheme is attached herewith as **Appendix A** and initialled by us for identification purpose, with reference to its conformity with the Accounting Standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) made thereunder and other General Accepted Accounting Principles.

**Management's Responsibility**

2. The preparation of the Scheme is the responsibility of the Management of the Company including the preparation and maintenance of all accounting and other relevant supporting records and documents. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the Scheme and applying an appropriate basis of preparation; and making estimates that are reasonable in the circumstances.

**Auditors Responsibility**

3. Our responsibility is to provide reasonable assurance in the form of an opinion based on our examination and according to information and explanations given to us as to whether the proposed accounting treatment specified in clause 13 of Part II of the Scheme are in compliance with the applicable Accounting Standards prescribed under Section 133 of the Act, read with the rules made thereunder and other General Accepted Accounting Principles.
4. We conducted our examination of the Scheme in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India (the "ICAI"). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
5. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of





Historical Financial Information, and Other Assurance and Related Services Engagements.

6. A reasonable assurance engagement involves performing procedures to obtain sufficient appropriate evidence on the reporting criteria mentioned in paragraph 4 above. The procedures selected depend on the auditor's judgement, including the assessment of the risks associated with the reporting criteria. We have performed the following procedures in relation to the Certificate:

- a) Obtained the Scheme, read and understood the accounting treatment specified in clause 13 of Part II of the Scheme along with the applicable Indian Accounting Standards (Ind AS).

#### Opinion

7. Based on our examination and according to the information and explanations given to us, we confirm that, the accounting treatment contained in the aforesaid Scheme is in compliance with all the applicable accounting standards prescribed under Section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015 (Ind AS) made thereunder and other General Accepted Accounting Principles.

#### Restriction on Use

8. The certificate has been issued on request of the Company, solely for the purpose set forth in the paragraph 1 and 2 of this certificate. It should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing. We have no responsibility to update this report for events and circumstances occurring after the date of this certificate.

**For MAJETI & CO.,**  
Chartered Accountants  
Firm's Registration Number: 015975S

  
**Kiran Kumar Majeti**  
Partner  
Membership number: 220354



Date: August 21, 2025  
Place: Hyderabad  
UDIN No: 25220354BMOFYX2912

**Encl: Appendix A**



**Appendix A**

**CLAUSE 13: ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEREE COMPANY**

- 1) Upon the Scheme coming into effect, the Transferee company shall account for the amalgamation or merger of the Transferor Company in the books of accounts in accordance with "Pooling of Interest Method" of accounting as laid down in Appendix C of Indian Accounting Standard (Ind AS) 103 (Business Combinations of entities under common control) notified under Section 133 of the Companies Act, 2013, under the Companies (Indian Accounting Standard) Rules, 2015, as may be amended from time to time, in its books of accounts such that:
  - i. The Transferee Company shall, upon the Scheme coming into effect record the assets and liabilities, if any, of the Transferor Company vested in it pursuant to this Scheme, at the respective book values thereof and in the same form as appearing in the consolidated financial statements of the Transferee Company.
  - ii. The identity of the reserves of the Transferor Company shall be preserved and the Transferee Company shall record the reserves of the Transferor Company, at the book values thereof and in the same form as appearing in the consolidated financial statements of the Transferee Company.
  - iii. Pursuant to the merger of the Transferor Company with the Transferee Company, the inter- company balances between the Transferee Company and the Transferor Company, if any appearing in the books of the Transferee Company shall stand cancelled and there shall be no further obligation in that behalf.
  - iv. The value of all investments held by the Transferee Company in the Transferor Company shall stand cancelled pursuant to merge
  - v. The difference between the share capital of the Transferor Company and the book value of the investments cancelled in terms of clause 1 (iv) above shall be transferred to Capital Reserve or any other reserves, as specified under the standard.
- 2) Comparative financial information in the financial statements of the Transferee Company shall be restated for the accounting impact of merger, as stated above, as if the merger had occurred from the beginning of the comparative period.
- 3) In case of any difference in accounting policy between the Transferor Company and the Transferee Company, the accounting policies followed by the Transferee Company will prevail and the difference shall be quantified and adjusted in the reserves of the Transferee Company.





తెలంగాణ తెలంగాణ TELANGANA

BE 470466

Tran Id: 240626165735950321  
Date: 26 JUN 2024, 04:59 PM  
Purchased By:  
SIDDU  
S/o SHIVA LAL  
R/o HYDERABAD  
For Whom  
MIDWEST ENERGY PVT LTD

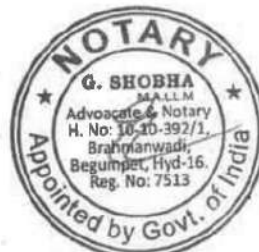
KONDA KAVITHA  
LICENSED STAMP VENDOR  
Lic. No. 16-04-006/2016  
Ren.No. 16-04-030/2022  
8-2-460/64 Road No.4, Sukdev  
Nagar Banjara Hills Hyderabad  
Ph 9248325639

**FORM NO. CAA.10**

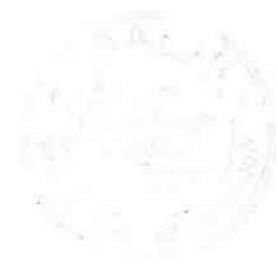
[Pursuant to Section 233(1)(c) of the Companies Act, 2013 read with Rule 25(2)]

**Declaration of solvency**

- |   |  |
|---|--|
| (a) Corporate identity number (CIN) of company      | U40200TG2018PTC126847  |
| (b) Global location number (GLN) of company         | Not Applicable   |
| 1. (a) Name of the company                          | MIDWEST ENERGY PRIVATE LIMITED   |
| (b) Address of the registered office of the company | H.No.8-2-696 & 697 Flat No.2, Road No.12, Banjara Hills Hyderabad, Telangana, 500034 |
| (c) E-mail ID of the company                        | Midwestenergy2018@gmail.com  |



హైదరాబాద్ జిల్లా రిజిస్ట్రార్ ఆఫీసు  
హైదరాబాద్ (దక్షిణ)  
★ - 8 JAN 2024 ★  
The seal of the Dist. Registrar of Hyderabad(South)  
محمد علی رضا خان



2. (a) Whether the company is listed Unlisted  
☐ Yes  
☒ No
- (b) If listed, please specify the name(s) Not Applicable  
of the stock exchange(s) where  
listed
3. **Date of Board of Directors'** 21-08-2025  
**resolution approving the scheme**

### DECLARATION OF SOLVENCY

We, the Directors of Midwest Energy Private Limited do solemnly affirm and declare that we have made a full enquiry into the affairs of the Company and have formed the opinion that the Company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an Provisional statement of Company's assets and liabilities as at 30.06.2025, being the latest date of making this declaration.

We further declare that the Company's audited annual accounts including the Balance Sheet have been filed up to date, with the Registrar of Companies - Hyderabad.

Signed for and behalf of the board of directors

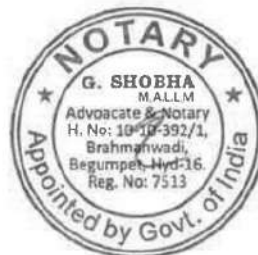
(1) Signature  
Name

  
.....  
Kukreti Soumya  
(Director)  
DIN: 01760289

(2) Signature  
Name

  
.....  
Saseedaran Kumaran  
(Director)  
DIN: 10851823

Date: Hyderabad  
Place: 21.08.2025





## VERIFICATION

We solemnly declare that we have made a full enquiry into the affairs of the Company including the assets and liabilities of this Company and that having done so and having noted that Scheme of Amalgamation of Midwest Energy Private Limited ('Transferor Companies') with Midwest Gold Limited, ('Transferee Company') and their respective shareholders and creditors is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the 21.08.2025

(1) Signature  
Name



Kukreti Soumya  
(Director)  
DIN: 01760289

(2) Signature  
Name



Saseedaran Kumaran  
(Director)  
DIN: 10851823

Solemnly affirmed and declared the 21-08-2025 at Hyderabad

Identified by me


ADVOCATE

Notary Public

Attachments:

- a) Copy of board resolution
- b) Statement of assets and liabilities
- c) Auditor's report on the statement of assets and liabilities

ATTESTED

  
G. SHOBHA, A.L.L.M  
Advocate & Notary  
H. No: 10-10-392/1, Brahmanwadi,  
Begumpet, Hyderabad-16.  
Appointed by Govt. of India



21 AUG 2025

**CERTIFIED TRUE COPY OF THE RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS (THE "BOARD") OF MIDWEST ENERGY PRIVATE LIMITED (THE "COMPANY") AT THE MEETING HELD ON THURSDAY THE 21<sup>ST</sup> DAY AUGUST, 2025, AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 8-2-696 & 697 FLAT NO.2, ROAD NO.12, BANJARA HILLS, HYDERABAD, TELANGANA, INDIA, 500034.**

**APPROVAL OF THE SCHEME OF AMALGAMATION OF MIDWEST ENERGY PRIVATE LIMITED WITH MIDWEST GOLD LIMITED**

**"RESOLVED THAT** pursuant to Sections 233 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder or any other law for the time being in force (including any statutory modification, amendment or re-enactments thereof for the time being in force), the Memorandum of Association and the Articles of Association of the Company and subject to the requisite approval(s) of the shareholders and/or creditors of the Company and further subject to the requisite approvals, consents, sanctions of the Regional Director, South East Region and/or such other competent authority (ies) as may be required, the approval of the Board of Directors of the Company ("Board") be and is hereby accorded to the Scheme of Amalgamation between Midwest Energy Private Limited ("Transferor Company") into and with Midwest Gold Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") as placed before the Board and initialed by the Chairman for the purpose of identification.

**RESOLVED FURTHER THAT** the certificate dated August 21, 2025 issued by M/s. Majeti & Co., Chartered Accountants, Statutory Auditors of the Company, *inter-alia* certifying that the Scheme is in compliance with applicable Indian Accounting Standards notified under the Companies Act, 2013 and other Generally Accepted Accounting Principles, as placed before the Board be and is hereby noted, accepted and taken on record.

**RESOLVED FURTHER THAT** any Director(s) or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the Scheme placed before the meeting or to any modification thereof and to give effect to this resolution and in particular:

- (a) Taking necessary steps including finalizing and settling draft notices, explanatory statement, deciding date and venue, for conducting meetings of the shareholders / creditors of the Company (if any);
- (b) Filing the Scheme and any other information/ details with the regulatory/ statutory authorities concerned or any other agency or person concerned, to invite objections or suggestions or, to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto.
- (c) Signing and executing the request letters for obtaining the necessary No-Objection / sanction letters / Consent from the Shareholders or Creditors of the Company for the Scheme and for the dispensation of their meetings and thereafter submit the same to the Regional Director or any other appropriate authority;
- (d) Producing all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- (e) accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or reply or response or other processes to parties, appropriate authority (ies) or persons concerned, and sign and issue public advertisements and notices;



**MIDWEST ENERGY PRIVATE LIMITED**

Registered office: 8-2-696 & 697, Flat No. 2, Road No.12, Banjara Hills, Hyderabad-500034, Tel: +91 40 23305200

Correspondence Add: Sy No. 168, IDA Bollaram, Sangareddy, Telangana - 502325

Website: www.midwestenergy.in, Email: [soumya@midwestenergy.in](mailto:soumya@midwestenergy.in), CIN: U40200TG2018PTC126847



- (f) making any alterations / changes in the Scheme as may be expedient or necessary for settling any question or doubt or difficulty or upon the recommendations / instructions of any of the appropriate authority (ies) including but not limited to the Regional Director, the Registrar of Companies, the Official Liquidator, as may be necessary which does not materially change the substance of the Scheme;
- (g) communicating and corresponding with banks, institutions, investors, government authorities, local authorities and others where required about the scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper;
- (h) appointing Consultant, Advocates, Valuers, and other professionals as may be required;
- (i) authorizing the officer of the Company and/or any other person to discuss, negotiate, finalize, execute, sign, submit and fill all required documents, deeds of assignment/ conveyance and other deeds, documents, scheme, agreements, forms, returns, applicable, letters, etc. including any modification thereto as may be deemed necessary and expedient at their absolute discretion or delegate such authority to another person by a valid Power of Attorney;
- (j) filing necessary Petitions/ Application for confirmation of the Scheme with the Regional Director and other appropriate authorities, in accordance with the provisions of the Companies Act, 2013 and other applicable laws;
- (k) filing affidavit, petitions, pleadings, applications or proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage counsel, advocate, solicitors, chartered accountants, company secretaries and other professionals and to sign and execute vakalatnamas and wherever necessary to do all acts necessary or incidental to the said proceedings for obtaining confirmation by the Regional Director and other appropriate authorities for the Scheme;

**RESOLVED FURTHER THAT** the Declaration of Solvency along with Statement of Assets and Liabilities as at June 30, 2025 and auditor's report thereon, a draft of which as placed before the Board be and is hereby considered and approved, and any two Directors of the Company, be and are hereby authorized to sign the declaration and to file the same to the Registrar of Companies and such other competent authority (ies) as may be required.

**RESOLVED THAT** the Board do hereby authorize CS Devaki Vasudeva Rao, (C.P. No.: 12123), Company Secretary in whole-time practice and proprietor of M/s. D V Rao & Associates, Company Secretaries, having their office at Plot No.54, Road No.3, Megha Hills, Madhapur, Hyderabad, Telangana - 500081, to appear and represent the Company, before the Regional Director, South East Region and/or other authorities in connection with obtaining sanction/confirmation for the Scheme and to do all such other acts, deeds and things necessary and incidental to the said purpose.

**RESOLVED FURTHER THAT** any Director(s) or the Company Secretary of the Company be and are hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**Certified to be true copy  
For Midwest Energy Private Limited**

  
**Kukreti Soumya**  
Director  
DIN: 01760289



**MIDWEST ENERGY PRIVATE LIMITED**

Registered office: 8-2-696 & 697, Flat No. 2, Road No.12, Banjara Hills, Hyderabad-500034, Tel: +91 40 23305200

Correspondence Add: Sy No. 168, IDA Bollaram, Sangareddy, Telangana - 502325

Website: [www.midwestenergy.in](http://www.midwestenergy.in), Email: [soumya@midwestenergy.in](mailto:soumya@midwestenergy.in), CIN: U40200TG2018PTC126847

ANNEXURE

STATEMENT OF ASSETS AND LIABILITIES AS AT 30-06-2025.

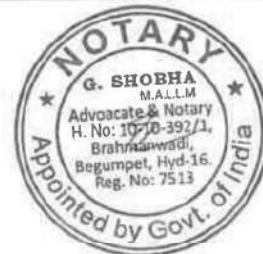
Name of the Company: **Midwest Energy Private Limited**

**ASSETS**

Particulars	Book Value (INR Lakhs)	Estimated Realizable Value (INR Lakhs)
1. Balance at Bank	764.34	764.34
2. Cash in hand	9.62	9.62
3. Marketable securities	-	-
4. Bills receivables	-	-
5. Trade debtors	17.72	17.72
6. Loans & advances	6,520.94	6,520.94
7. Unpaid calls	-	-
8. Stock-in-trade (Raw Material)	213.12	213.12
9. Work in progress	-	-
10. Freehold property	-	-
11. Leasehold property	-	-
12. Plant and machinery	60.70	60.70
13. Furniture fittings, utensils etc.	4.01	4.01
14. Patent, trademarks, etc.	-	-
15. Investments other than marketable securities	3,417.14	3,417.14
16. Other property	2,407.61	2,407.61
<b>Total</b>	<b>13,415.20</b>	<b>13,415.20</b>

**LIABILITIES\***

Particulars	Estimated to rank for payment (to the nearest rupee) (INR Lakhs)
1. Secured on specific assets	
2. Secured by floating charge(s)	-
3. Estimated cost of liquidation and other expense including interest accruing until payment of debts in full.	5.00
4. Unsecured creditors (amounts estimated to rank for payment)	
(a) Trade accounts	
(b) Bills Payable	32.92
(c) Accrued expense	-
(d) Other liabilities	311.35





(e) Borrowings	8,750.44
(f) Contingent liabilities	-
<b>Total</b>	<b>9,099.71</b>
Total estimated value of assets	<b>13,415.20</b>
Total liabilities	9,099.71
Estimated surplus after paying debts in full	<b>4,315.49</b>

Remarks:

(1) Signature  
Name

*K. Soumya*

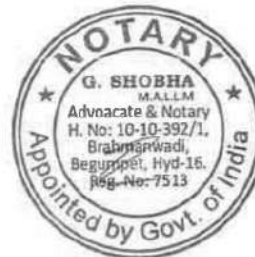
Kukreti Soumya  
(Director)  
DIN: 01760289

(2) Signature  
Name

*S. Kumaran*

Saseedaran Kumaran  
(Director)  
DIN: 10851823

Date: Hyderabad  
Place: 21.08.2025



Date: 21-08-2025

To  
The Board of Directors  
Midwest Energy Private Limited  
Hyderabad.

We, M/s. Majeti & Co., Chartered Accountants, Statutory Auditors of Midwest Energy Private Limited ("Company") have been requested by the management of the Company to provide a report on the statement of assets and liabilities of the Company as at June 30, 2025 in accordance with the requirement of Rule 25(2) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with Form No. CAA-10, with regard to the proposed Scheme of Amalgamation of Midwest Energy Private Limited ('Transferor Companies') with Midwest Gold Limited, ('Transferee Company') and their respective shareholders and creditors.

Based on our examination of unaudited books of accounts and documents maintained by the company as at specified date and according to the information and explanations given to us, we opine that the statement of assets and liabilities of the Company (enclosed as **Annexure - A**) as at June 30, 2025 presents true and correct view

**For MAJETI & CO.,**  
Chartered Accountants  
ICAI Firm Registration Number: 0159755



**Kiran Kumar Majeti**  
Partner  
Membership Number: 220354  
UDIN: 25220354BMOFZD6957



Place: Hyderabad  
Date: 21.08.2025

**INDEPENDENT AUDITOR'S REPORT ON THE STATEMENT OF ASSETS AND LIABILITIES AS ON  
30<sup>th</sup> JUNE 2025**

We have reviewed the accompanying Statement of Assets and Liabilities of Midwest Energy Private Limited ("Company") as on June 30, 2025 ('the Statement') containing the details as required pursuant to the requirement of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, which we have initialed for identification purpose only.

**Management's Responsibility for the Statement**

The preparation of the Statement is the responsibility of the Management of the Company, including the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 ("Act") for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and designing, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

The Management of the Company is responsible for the preparation of the statement that gives a true and fair view of the financial position of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act.

**Auditor's Responsibility**

Our responsibility is to provide a reasonable assurance whether the amounts in the Statement in respect of the assets and liabilities have been accurately extracted and are in agreement with the unaudited books of account and other relevant records and documents maintained by the Company for the period ending as on June 30, 2025. This includes the evaluation of adherence by the Company with all the applicable requirements as specified in the Act.

We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing specified under Section 143(10) of the Act. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



**Opinion**

Based on our examination, as above, and according to the information and explanations provided to us by the Management of the Company, we are of the opinion, that the amounts in the statement in respect of the assets and liabilities have been accurately extracted and are in agreement with the unaudited books of account and other relevant records and documents maintained by the Company for the period ending as on June 30, 2025.

**Restriction on Use**

The report is addressed to and provided to the Board of Directors of the Company solely for the purpose of producing before the Regional Director of Ministry of Corporate Affairs and/or NCLT and/or other appropriate authorities in connection with the proposed Scheme of Amalgamation, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For MAJETI & CO.,  
Chartered Accountants  
ICAI Firm Registration Number: 0159755



Kiran Kumar Majeti  
Partner  
Membership Number: 220354  
UDIN: 25220354BMOFZD6957



Place: Hyderabad  
Date: 21.08.2025





తెలంగాణ తేలంగానా TELANGANA

Trans Id: 240828121014227291  
Date: 28 AUG 2024, 12:12 PM  
Purchased By:  
SIDDU  
S/o SHIVALAL  
R/o HYDERABAD  
For Whom  
MIDWEST GOLD LIMITED

KONDA KAVITHA  
LICENSED STAMP VENDOR  
Lic. No. 16-04-006/2016  
Ren.No. 16-04-030/2022  
8-2-460/64 Road No.4, Sukdev  
Nagar Banjara Hills Hyderabad  
Ph 9248325639

FORM NO. CAA.10

[Pursuant to Section 233(1)(c) of the Companies Act, 2013 read with Rule 25(2)]

Declaration of solvency

- |   |   |
|---|---|
| (a) Corporate identity number (CIN) of company      | L13200TG1990PLC163511   |
| (b) Global location number (GLN) of company         | Not Applicable  |
| 1. (a) Name of the company                          | MIDWEST GOLD LIMITED  |
| (b) Address of the registered office of the company | H.No.8-2-684-3-25 & 26, 1 <sup>st</sup> Floor, Road No.12, Banjara Hills Hyderabad, Telangana, 500034 |
| (c) E-mail ID of the company                        | novagranites1990@gmail.com  |





2. (a) Whether the company is listed Listed  
☒ Yes  
☐ No
- (b) If listed, please specify the name(s) BSE  
of the stock exchange(s) where  
listed
3. **Date of Board of Directors'** 21-08-2025  
**resolution approving the scheme**

### DECLARATION OF SOLVENCY

We, the Directors of Midwest Gold Limited do solemnly affirm and declare that we have made a full enquiry into the affairs of the Company and have formed the opinion that the Company is capable of meeting its liabilities as and when they fall due and that the company will not be rendered insolvent within a period of one year from the date of making this declaration.

We append an Provisional statement of Company's assets and liabilities as at 30.06.2025, being the latest date of making this declaration.

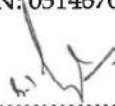
We further declare that the Company's audited annual accounts including the Balance Sheet have been filed up to date, with the Registrar of Companies - Hyderabad.

Signed for and behalf of the board of directors

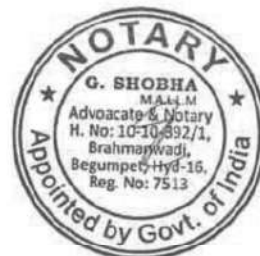
(1) Signature  
Name

  
.....  
Deepak Kukreti  
(Whole Time Director)  
DIN: 03146700

(2) Signature  
Name

  
.....  
Baladari Satyanarayana Raju  
(Whole Time Director)  
DIN: 01431440

Date: Hyderabad  
Place: 21.08.2025



## VERIFICATION

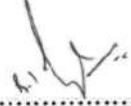
We solemnly declare that we have made a full enquiry into the affairs of the Company including the assets and liabilities of this Company and that having done so and having noted that Scheme of Amalgamation of Midwest Energy Private Limited ('Transferor Companies') with Midwest Gold Limited, ('Transferee Company') and their respective shareholders and creditors is proposed to be placed before the shareholders and creditors of the company for approval as per the provisions of sub-section of (1) of section 233 of the Companies Act, 2013, we make this solemn declaration believing the same to be true.

Verified this day the 21.08.2025

(1) Signature  
Name

  
.....  
Deepak Kukreti  
(Whole Time Director)  
DIN: 03146700

(2) Signature  
Name

  
.....  
Baladari Satyanarayana Raju  
(Whole Time Director)  
DIN: 01431440

Solemnly affirmed and declared the 21-08-2025 at Hyderabad

Identified by me


ADVOCATE

Notary Public

Attachments:

- a) Copy of board resolution
- b) Statement of assets and liabilities
- c) Auditor's report on the statement of assets and liabilities

ATTESTED

  
G. SHOBHA M.A.L.L.M.  
Advocate & Notary  
H. No: 10-10-392/1, Brahmanwadi,  
Begumpet, Hyderabad-16.  
Appointed by Govt. of India



21 AUG 2025



# MIDWEST GOLD LIMITED

(CIN: L13200TG1990PLC163511)



**CERTIFIED TRUE COPY OF THE RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS (THE "BOARD") OF MIDWEST GOLD LIMITED (THE "COMPANY") AT THE MEETING HELD ON THURSDAY THE 21ST DAY AUGUST, 2025, AT 04:00 PM AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 1ST FLOOR, H.NO.8-2-684/3/25 & 26 ROAD NO.12, BANJARA HILLS, HYDERABAD, TELANGANA, INDIA, 500034.**

## **APPROVAL OF THE SCHEME OF AMALGAMATION OF MIDWEST ENERGY PRIVATE LIMITED WITH MIDWEST GOLD LIMITED**

**"RESOLVED THAT** pursuant to Sections 233 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules made thereunder or any other law for the time being in force (including any statutory modification, amendment or re-enactments thereof for the time being in force), the Memorandum of Association and the Articles of Association of the Company and subject to the requisite approval(s) of the shareholders and/or creditors of the Company and further subject to the requisite approvals, consents, sanctions of the Regional Director, South East Region and/or such other competent authority (ies) as may be required, the approval of the Board of Directors of the Company ("Board") be and is hereby accorded to the Scheme of Amalgamation between Midwest Energy Private Limited ("Transferor Company") into and with Midwest Gold Limited ("Transferee Company") and their respective Shareholders and Creditors ("Scheme") as placed before the Board and initialed by the Chairman for the purpose of identification.

**RESOLVED FURTHER THAT** the certificate dated August 21, 2025 issued by M/s. Majeti & Co., Chartered Accountants, Statutory Auditors of the Company, *inter-alia* certifying that the Scheme is in compliance with applicable Indian Accounting Standards notified under the Companies Act, 2013 and other Generally Accepted Accounting Principles, as placed before the Board be and is hereby noted, accepted and taken on record.

**RESOLVED FURTHER THAT** any Director(s) or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, matters, deeds and things as may be necessary or desirable including any directions for settling any question or doubt or difficulty whatsoever that may arise, for the purpose of giving effect to the Scheme placed before the meeting or to any modification thereof and to give effect to this resolution and in particular:

- (a) Taking necessary steps including finalizing and settling draft notices, explanatory statement, deciding date and venue, for conducting meetings of the shareholders / creditors of the Company (if any);
- (b) Filing the Scheme and any other information/ details with the regulatory/ statutory authorities concerned or any other agency or person concerned, to invite objections or suggestions or, to obtain approval or sanction to any of the provisions of the Scheme or for giving effect thereto.
- (c) Signing and executing the request letters for obtaining the necessary No-Objection / sanction letters / Consent from the Shareholders or Creditors of the Company for the Scheme and for the dispensation of their meetings and thereafter submit the same to the Regional Director or any other appropriate authority;
- (d) Producing all documents, matters or any other evidence in connection with the matters aforesaid and any other proceedings incidental thereto and arising there from;
- (e) accepting services of notices or other processes which may from time to time be issued in connection with the matter aforesaid and also to serve any such notices or reply or response or other processes to parties, appropriate authority (ies) or persons concerned, and sign and issue public advertisements and notices;

*Anant Patwari*



# MIDWEST GOLD LIMITED

(CIN: L13200TG1990PLC163511)



- (f) making any alterations / changes in the Scheme as may be expedient or necessary for settling any question or doubt or difficulty or upon the recommendations / instructions of any of the appropriate authority (ies) including but not limited to the Regional Director, the Registrar of Companies, the Official Liquidator, as may be necessary which does not materially change the substance of the Scheme;
- (g) communicating and corresponding with banks, institutions, investors, government authorities, local authorities and others where required about the scheme and do all such acts, deeds, matters and things as may be at their discretion deem necessary or desirable for such purpose and with power of the Company to settle any queries, difficulties or doubts that may arise in this regard as they may in their absolute discretion, deem fit and proper;
- (h) appointing Consultant, Advocates, Valuers, and other professionals as may be required;
- (i) authorizing the officer of the Company and/or any other person to discuss, negotiate, finalize, execute, sign, submit and fill all required documents, deeds of assignment/ conveyance and other deeds, documents, scheme, agreements, forms, returns, applicable, letters, etc. including any modification thereto as may be deemed necessary and expedient at their absolute discretion or delegate such authority to another person by a valid Power of Attorney;
- (j) filing necessary Petitions/ Application for confirmation of the Scheme with the Regional Director and other appropriate authorities, in accordance with the provisions of the Companies Act, 2013 and other applicable laws;
- (k) filing affidavit, petitions, pleadings, applications or proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage counsel, advocate, solicitors, chartered accountants, company secretaries and other professionals and to sign and execute vakalatnamas and wherever necessary to do all acts necessary or incidental to the said proceedings for obtaining confirmation by the Regional Director and other appropriate authorities for the Scheme;

**RESOLVED FURTHER THAT** the Declaration of Solvency along with Statement of Assets and Liabilities as at June 30, 2025 and auditor's report thereon, a draft of which as placed before the Board be and is hereby considered and approved, and any two Directors of the Company, be and are hereby authorized to sign the declaration and to file the same to the Registrar of Companies and such other competent authority (ies) as may be required.

**RESOLVED THAT** the Board do hereby authorize CS Devaki Vasudeva Rao, (C.P. No.: 12123), Company Secretary in whole-time practice and proprietor of M/s. D V Rao & Associates, Company Secretaries, having their office at Plot No.54, Road No.3, Megha Hills, Madhapur, Hyderabad, Telangana - 500081, to appear and represent the Company, before the Regional Director, South East Region and/or other authorities in connection with obtaining sanction/confirmation for the Scheme and to do all such other acts, deeds and things necessary and incidental to the said purpose.

**RESOLVED FURTHER THAT** any Director(s) or the Company Secretary of the Company be and are hereby severally authorised to sign any copy of this resolution as a certified true copy thereof and furnish the same to whomsoever concerned."

**Certified to be true copy  
For Midwest Gold Limited**

*Anant Patwari*

**Anant Patwari  
Company Secretary & Compliance Officer  
ACS: 63592**



**ANNEXURE**

**STATEMENT OF ASSETS AND LIABILITIES AS AT 30-06-2025.**

Name of the Company: **Midwest Gold Limited**

**ASSETS**

Particulars	Book Value (INR Lakhs)	Estimated Realizable Value (INR Lakhs)
1. Balance at Bank	1,767.54	1,767.54
2. Cash in hand	9.03	9.03
3. Marketable securities	-	
4. Bills receivables	-	
5. Trade debtors	23.41	23.41
6. Loans & advances	7,029.99	7,029.99
7. Unpaid calls	-	
8. Stock-in-trade (Raw Material)	-	
9. Work in progress	-	
10. Freehold property	100.37	3,989.92
11. Leasehold property	-	
12. Plant and machinery	17.99	17.99
13. Furniture fittings, utensils etc.	-	
14. Buildings	16.11	317.11
15. Patent, trademarks, etc.	-	
16. Investments other than marketable securities	4,048.68	4048.68
17. Other property	293.85	293.85
<b>Total</b>	<b>13,306.97</b>	<b>17,497.52</b>

**LIABILITIES\***

Particulars	Estimated to rank for payment (to the nearest rupee) (INR Lakhs)
1. Secured on specific assets	940.00
2. Secured by floating charge(s)	-
3. Estimated cost of liquidation and other expense including interest accruing until payment of debts in full.	15.00
4. Unsecured creditors (amounts estimated to rank for payment)	-



(a) Trade accounts	8.75
(b) Bills Payable	
(c) Accrued expense	-
(d) Other liabilities	221.35
(e) Borrowings	2,933.65
(f) Contingent liabilities	
<b>Total</b>	<b>4,118.75</b>
Total estimated value of assets	<b>17497.52</b>
Total liabilities	4,118.75
Estimated surplus after paying debts in full	<b>13,378.77</b>

Remarks:

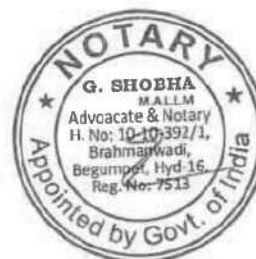
(1) Signature  
Name

  
.....  
Deepak Kukreti  
(Whole Time Director)  
DIN: 03146700

(2) Signature  
Name

  
.....  
Baladari Satyanarayana Raju  
(Whole Time Director)  
DIN: 01431440

Date: Hyderabad  
Place: 21.08.2025





Date: 21-08-2025

To  
The Board of Directors  
Midwest Gold Limited  
Hyderabad.

We, M/s. Majeti & Co., Chartered Accountants, Statutory Auditors of Midwest Gold Limited ("Company") have been requested by the management of the Company to provide a report on the statement of assets and liabilities of the Company as at June 30, 2025 in accordance with the requirement of Rule 25(2) of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 read with Form No. CAA-10, with regard to the proposed Scheme of Amalgamation of Midwest Energy Private Limited ('Transferor Companies') with Midwest Gold Limited, ('Transferee Company') and their respective shareholders and creditors.

Based on our examination of unaudited books of accounts and documents maintained by the company as at specified date and according to the information and explanations given to us, we opine that the statement of assets and liabilities of the Company (enclosed as **Annexure - A**) as at June 30, 2025 presents true and correct view

For MAJETI & CO.,  
Chartered Accountants  
ICAI Firm Registration Number: 0159755



Kiran Kumar Majeti  
Partner  
Membership Number: 220354  
UDIN: 25220354BMOFYZ5525



Place: Hyderabad  
Date: 21.08.2025

**INDEPENDENT AUDITOR'S REPORT ON THE STATEMENT OF ASSETS AND LIABILITIES AS ON  
30<sup>th</sup> JUNE 2025**

We have reviewed the accompanying Statement of Assets and Liabilities of Midwest Gold Limited ("Company") as on June 30, 2025 ('the Statement') containing the details as required pursuant to the requirement of Section 233 of the Companies Act, 2013 read with Rule 25 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016, which we have initialed for identification purpose only.

**Management's Responsibility for the Statement**

The preparation of the Statement is the responsibility of the Management of the Company, including the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 ("Act") for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and designing, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

The Management of the Company is responsible for the preparation of the statement that gives a true and fair view of the financial position of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act.

**Auditor's Responsibility**

Our responsibility is to provide a reasonable assurance whether the amounts in the Statement in respect of the assets and liabilities have been accurately extracted and are in agreement with the unaudited books of account and other relevant records and documents maintained by the Company for the period ending as on June 30, 2025. This includes the evaluation of adherence by the Company with all the applicable requirements as specified in the Act.

We conducted our examination of the Statement in accordance with the Guidance Note on Reports or Certificates for Special Purposes issued by the Institute of Chartered Accountants of India ("ICAI") and the Standards on Auditing specified under Section 143(10) of the Act. This Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.



**Opinion**

Based on our examination, as above, and according to the information and explanations provided to us by the Management of the Company, we are of the opinion, that the amounts in the statement in respect of the assets and liabilities have been accurately extracted and are in agreement with the unaudited books of account and other relevant records and documents maintained by the Company for the period ending as on June 30, 2025.

**Restriction on Use**

The report is addressed to and provided to the Board of Directors of the Company solely for the purpose of producing before the Regional Director of Ministry of Corporate Affairs and/or NCLT and/or other appropriate authorities in connection with the proposed Scheme of Amalgamation, and should not be used by any other person or for any other purpose. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For MAJETI & CO.,  
Chartered Accountants  
ICAI Firm Registration Number: 015975S



Kiran Kumar Majeti  
Partner  
Membership Number: 220354  
UDIN: 25220354BMOFY25525



Place: Hyderabad  
Date: 21.08.2025

Telephones : 2980 3086  
2980 3186  
2980 4086



**BY SPEED POST / E-MAIL**

E-Mail:

[ol.hyderabad@mca.gov.in](mailto:ol.hyderabad@mca.gov.in)

भारत सरकार  
GOVERNMENT OF INDIA  
कापरेटि कार्य मंत्रालय  
MINISTRY OF CORPORATE AFFAIRS  
शासकीय समापक कार्यालय  
OFFICE OF THE OFFICIAL LIQUIDATOR  
उच्च न्यायालय - तेलंगाना और आंध्र प्रदेश  
HIGH COURT OF TELANGANA & ANDHRA PRADESH

पहली मंजिल, "कापरेटि भवन", बंदलागुडा, नागोल, हैदराबाद - 500068

1<sup>st</sup> Floor, "Corporate Bhawan", Bandlaguda, Nagole, Hyderabad-500068.

OL/HYD/Amalg./233/AR-I(Midwest Gold)/141/2025/

Dated:06-10-2025.

To

1. Midwest Energy Private Limited (Transferor Company), Regd.Off: # 8-2-696 & 697, Flat No.2, Road No.12, Banjara Hills, Hyderabad, Telangana-500034. E-mail:midwestenergy2018@gmail.com	2. Midwest Gold Limited (Transferee Company), Regd.Off: 1 <sup>st</sup> Floor, H.No.8-2-684/3/25 & 26, Road No.12, Banjara Hills, Hyderabad, Telangana-500034. E-mail:novagranites1990@gmail.com
--	--

Sir,

**Sub:-** In the matter of Section 233 of the Companies Act, 2013 – Scheme of Amalgamation of Midwest Energy Private Limited (Transferor Company) and Midwest Gold Limited (Transferee Company) and their respective shareholders and Creditors – Reg.

**Ref:-** Notice(s) under CAA-9(s) dated 23-09-2025 received from Transferor and Transferee Companies on 29-09-2025 along with copies of CAA-10(s), Scheme of Amalgamation, etc.

& & & &

With reference to the above, you are requested to furnish the detailed information and documents / papers as listed in the enclosed format (**hard copies**) at the earliest, but not later than 7 days from the date of receipt of this letter, so as to enable this office to submit a final report to Regional Director (SER), Hyderabad pursuant to the Provisions of Section 233 of the Companies Act, 2013.

Yours faithfully,

(U.K.SAHOO)

OFFICIAL LIQUIDATOR  
HIGH COURT OF TELANGANA  
AND ANDHRA PRADESH  
HYDERABAD

Encl:- As above (54 points).



1	Name of the Petitioner (Transferor / Transferee) Company & C.P. No. ( Listed / Unlisted )	
2	Company's Registered Office address and it's branch offices, if any.	
3	Main objects of the Petitioner Company and Ancillary object under which amalgamation is permitted- (Check whether present activity of the company is in-line with main object of the company for amalgamation.) Copy of MOA & AOA is required to be enclosed.	
4	(a) Name and Address of the Directors of the Company along with DIN and date of appointment. (b) Name and Address of Directors of the Company who are common Directors of the Transferor / Transferee Company (in case of Demerger common Directors between resulting Company and Demerged Company.) (c) Name and Address of Directors of the Company who are resigned/Dismissed after the presentation of the scheme of Amalgamation.	
5	Brief history of the Petitioner (transferor / transferee) Company since it's Incorporation to till date	
6	(a) Whether the Notices calling for Board Meeting for Scheme of Amalgamation or Demerger or Merger are served to all. Direction as on date of meeting to Transferor companies and Transferee company. (b) Date of meeting at which Board Resolution passed in for scheme of Amalgamation or Merger or demerger. (Copy of Board Resolution required to be enclosed.) from both Transferor companies and Transferee company. (c) Whether Quorum of the Directors of Transferor companies and Transferee company participated for passing Board Resolutions or not. (d) Whether interested Directors of Transferor companies and Transferee company are participated or not participated in meeting in which Resolutions passed.	
7	(a) Have the Unsecured Creditors given their consent to the proposed scheme of amalgamation? If so, copies thereof be sent (from both Transferor companies and Transferee company) (b) whether the Notices Calling for	

	<p>meeting for Scheme of amalgamation or merger or demerger are served to all secured and unsecured creditors or not.( both Transferor companies and Transferee company)</p> <p>(c) whether Quorum of the secured and unsecured creditors participated in meeting or not (both Transferor companies and Transferee company)</p>	
8	<p>(a) Have the Shareholders given their consent to the proposed scheme of amalgamation? If so, copies thereof be sent (from both Transferor companies and Transferee company)</p> <p>(b) whether the Notices Calling for meeting for Scheme of amalgamation or merger or demerger are served to all Shareholders or not.( both Transferor companies and Transferee company)</p> <p>(c) whether Quorum of the Shareholders participated in meeting or not (both Transferor companies and Transferee company)</p>	
9	<p>CAPITAL Structure as on date of Amalgamation.</p> <p>(a) Authorized</p> <p>(b) Issued</p> <p>(c) Paid-up</p>	
10	<p>Share Holdings pattern of the Company :</p> <p>(a) Shares held by the Central Government.</p> <p>(b) Shares held by the State Government.</p> <p>(c) Shares held by the Foreign Collaboration.</p> <p>(d) Shares held by Banks.</p> <p>(e) Shares held by other Financial Institutions.</p> <p>(f) Shares held by the Company in the same management.</p> <p>(g) Shares held by Directors, their Relatives and Others.</p>	
11	<p>Date and Amount of Loans/Guarantees sanctioned and granted by :</p> <p>(a) Financial Institutions</p> <p>(b) Central and State Government</p> <p>(c) Directors, Sister Concern and Companies under the same Management/Promoting Company &amp; transferee Company</p>	
12	<p>Break-up of the other Unsecured Loans.</p> <p>(a) Fixed Deposits.</p> <p>(b) From Banks in respect of bills Discounted.</p> <p>(c) Deferred payment/others.</p>	



13	Net worth of the shares of : (a) the Transferor Company (b) the Transferee Company as on the Appointed date of Amalgamation	
14	Position of the Assets and Liabilities as on the Appointed date of Amalgamation to be taken over including contingent liabilities	
15	Tax and other benefits to be accrued on Amalgamation. Details thereof.	
16	Whether the Assets taken over is on Book Value or on revaluation basis.	
17	Sister Concern of the company, if any.	
18	Copies of the balance sheets (including Notice, Director's Report and Auditor's report) for the last three years from the appointed date and the balance sheet of the Current year from the Appointed date to till date. (audited if audit has been done, or unaudited) and to mention the qualifications made by the auditors during the said years in separate Annexure, if any.	
19	Name of the bankers	
20	Whether this Scheme of Amalgamation / Compromise has been approved by the specified authorities for the purpose of availing of the benefits of carried forward losses, if so, copies Application along with the letter received under Section 72(i) of the Income-Tax Act, be given.	
21	Copies of letters of consent of the respective Financial institutions and Banks agreeing to the said proposal of Amalgamation / Scheme of Compromises.	
22	Mode and manner in which exchange share ratio was fixed, with copies of valuation report, and manner in which exchange Ratio Derived. With Working Papers.	
23	Amount of bad debts written off year wise, if any.	
24	Addition / Diminutions in the value of fixed Assets, if any, year wise for the last five years.	
25	Value of the purchase/sales contract or other services, if any entered into with the Sister Concern in which, the Directors held interests, directly or indirectly.	
26	Copies of Board Resolution obtained for the appointment of Managing Directors for payment of minimum managerial remuneration and Borrowing Limit of the Company provided under the Act.	

27	Whether the beneficial ownership of the transferor / transferee company are held by common shareholders of the company.	
28	Whether the Compromise or Arrangement scheme as proposed is intended to give any beneficial effect on the material interest held by the Directors of the Petitioner Company.	
29	Amount of loans/guarantees given in favor of : (a) Sister Concern. (b) Units under the same management. (c) No. of Body-Corporate, (d) Directors and others.	
30	Breakup of the cost and value of shares held by the company with full particulars and mode of the valuation for the purpose of the proposed scheme (Copies of valuation report, with working if any, be made available)	
31	Are the Companies inter-connected and registered with The Competition Act, 2002.	
32	Good-will, if any, proposed to be transferred to the transferee company, if so, mode of its valuation.	
33	Extent of Financial interest held by the transferee company in the transferor company. (In case of demerger financial interest held by resulting Company in demerged company.)	
34	Other relevant particulars and information, if any.	
35	Please furnish copies of following documents (a) Duplicate copies of Petition summons and /or affidavits etc. filed by the Company together with interim orders, if any. (b) Copies of letter seeking clarification, if any, pertaining to Scheme matters either from Regional Directors or from the Registrar of Companies, Andhra Pradesh & Telangana together with copies of the scheme submitted.	
36	(a) Details of pending Litigations (under IBC, Companies Act, etc.) or prosecutions against the Directors / Company, if any. (b) Details of pending cases as per the provisions of Sec.206 to Sec. 228 of the Companies Act, 2013, if any.	
37	Consent of all secured and all unsecured creditors.	



38	Effect of scheme on the employees of the transferor / transferee company.	
39	Acceptances of Deposits by Company u/s 73 of the Companies Act, 2013 or under the Companies Act, 1956.	
40	Whether the Company has been Registered with RBI as NBFC.	
41	Whether Listed or Not Listed. (If Listed Company observation received from SEBI) As per Circular No.CIR/CFD/CMD/16/2015 dated November 30, 2015. If observation received enclosed copy of the same.	
42	Any Loans Secured or Unsecured granted to Companies, firms or LLP or other parties covered u/s 189 of Companies Act, 2013.	
43	Whether Company is Nidhi Company u/s 406 of Companies Act, 2013.	
44	(A) Maintenance of cost records as per Section 148 of the Companies Act, 2013. If maintained then mention the name of registers, books of accounts. (B) Registers Maintained as Per Provision of Companies Act, 2013. (Mention Name of Registers also) (C) Books of Accounts maintained for accounting purpose (Mention the name of Books of Accounts Maintain)	
45	Details of statutory liabilities (Income tax, PF, ESIC, Sales Tax, etc.). Whether paid, due, disputed and Contingent liability. Mention if any else mention nil.	
46	Declaration of solvency filed by the Company in Form No.CAA. 10 with Registrar as per Rule 25 of Companies (Compromise, Arrangement and Amalgamation) Rules, 2016.	
47	Copy of Balance Sheet with statutory Audit Report of Last Three Years.	
48	Last Three Years Income Tax Returns and Assessment order if any.	
49	Charges, if any on the property of the Transferor Company to be enforceable as a charge of the Transferee Company.	

50	Details of shares held by the transferee company in transferor company or its associates or subsidiary Companies.	
51	The copy of Meeting confirming approval of the scheme under Section 233(1) (b) & (d) of Companies Act, 2013.	
52	Details of Dissenting Shareholders, if any.	
53	The Details of Investments made by the Transferor and Transferee Company.	
54	Report under Rules 25 (4) (a) of Companies Compromise (Compromises, Arrangements and Amalgamations) Rules, 2016.	

M/s. \_\_\_\_\_

Director

Encl: as above.

**General Instruction:**

- i. Company Information details are to be filled properly providing full disclosure of facts. (Merely do not mention "Not applicable").
- ii. All documents / Pages submitted with company information should be signed / certified by a Director / Authorized Representative in accordance with provisions of Companies Act, 2013.



कम्पनी पञ्चायक का कार्यालय, तेलंगाना, हैदराबाद



OFFICE OF THE REGISTRAR OF COMPANIES, TELANGANA, HYDERABAD

दूसरी मंजिल, कॉर्पोरेट भवन, बंडलागुडा, नागोल, हैदराबाद - 500 068

2ND FLOOR, CORPORATE BHAWAN, BANDLAGUDA, NAGOLE, HYDERABAD - 500 068

File. No. ROC/HYD/Aml/Section-233/163511/2025/172

दिनांक / Date: 27.10.2025

To

M/s. MIDWEST ENERGY PRIVATE LIMITED  
8-2-696 & 697 Flat No.2, Road No.12, Banjara Hills,  
Hyderabad, Telangana, India, 500034.

To

M/s. MIDWEST GOLD LIMITED  
1st Floor, H.No.8-2-684/3/25 & 26 Road No.12, Banjara Hills,  
Hyderabad, Telangana, India, 500034.

Sub: - In the matter of Scheme of Amalgamation of M/s. MIDWEST ENERGY PRIVATE LIMITED (Transferor Company) with M/s. MIDWEST GOLD LIMITED (Transferee Company) - Sections 233 and other applicable provisions of Companies Act, 2013 -Reg.

\*\*\*\*\*

Sir,

With reference to your notice of the scheme inviting objection or suggestions in Form No. CAA-9 received by this office on 29.09.2025 on the subject cited above, you are requested to furnish the required information called for in the attached format to process the Scheme of Amalgamation of M/s MIDWEST ENERGY PRIVATE LIMITED (Transferor Company) with M/s. MIDWEST GOLD LIMITED (Transferee Company) and their respective shareholders and creditors timely. You are further requested to furnish the information within 15 days from the date of this letter positively.

Further you are requested to comply the following,

1. Please ensure that separate e-forms/GNL-1 shall be filed for CAA-9 and CAA-10 by the petitioner companies involved in the Scheme of Amalgamation. Further, compliance of filing CAA-11 in GNL-1 within 7 days from conclusion of meeting of members, approving the final Scheme of Amalgamation by the Transferee Company shall be ensured.
2. (a) The Transferee Company shall file an application with the Registrar along with the Scheme to be registered, duly approved by majority of the creditors, indicating the revised authorized capital and pay the prescribed fees due on revised capital terms of provisions of Section 233(11) of the Companies Act, 2013, and

(b) The Petitioner Company Should ensure Statutory Compliance of all applicable laws and shall not be absolved from any Statutory Liability on approval of the Scheme.

Yours faithfully,

Encl: as above

सत्यपाल सिंह, आईसीएलएस / SATYA PAL SINGH, ICLS  
कम्पनी पंजीयक/ REGISTRAR OF COMPANIES  
तेलंगाना, हैदराबाद/ TELANGANA, HYDERABAD



## ANNEXURE

1.	History of the Petitioner Company from Date of Incorporation to till Date.	
2.	Name of branches with address and Registered offices with address and also mention the changes in Registered office during last five years, if any.	
3.	Main Objects of the Petitioner Company and Ancillary object under which amalgamation is permitted. (Check whether present activity of the company is in line with main object of the company for amalgamation.) Copy of MOA & AOA is required to be enclosed. Is there Any changes/Amendments in main objects of the Company during last five years, if so, furnish the details of the same.	
4.	Name and Address of the Directors of the Company along with DIN and date of appointment.	
5.	Name and Address of Directors of the Company who are common Directors of the Transferor/ Transferee Company (In case of Demerger common Directors between resulting Company and Demerged Company.)	
6.	Name and Address of Directors of the Company who are resigned/Dismissed after the presentation of the scheme of Amalgamation.	
7.	CAPITAL Structure As on date of Amalgamation. (a) Authorized (b) Issued (c) Paid-up	
8.	Share Holdings pattern of the Company : (a) Shares held by the Central Government. (b) Shares held by the State Government. (c) Shares held by the Foreign Collaboration. (d) Shares held by Banks. (e) Shares held by other Financial Institutions. (f) Shares held by the Company in the same management. (g) Shares held by Directors, their Relatives and Others.	



9.	Date and Amount of Loans/Guarantees sanctioned and granted by : (a) Financial Institutions (b) Central and State Government. (c) Directors, Sister Concern and Companies under the same Management/ Promoting Company & transferee Company	
10.	Break-up of the other Unsecured Loans. (a) Fixed Deposits. } (b) From Banks in respect of bills discounted. (c) Deferred payment/ others.	
11.	Net worth of the shares of : (a) the Transferor Company (b) the Transferee Company as on the Appointed date of Amalgamation	
12.	Position of the Assets and Liabilities as on the Appointed date of Amalgamation to be taken over including contingent liabilities	
13.	Tax and other benefits to be accrued on Amalgamation. Details thereof.	
14.	Whether the Assets taken over is on Book Value or revalued basis.	
15.	What are the Sister Concern of the company, if any.	
16.	Copies of the balance sheets since incorporation or the last Three years. Current year from Appointed Date to Till Date. (Audited if audit has been done, or unaudited) and mentioned any qualification made by auditors during the said years in separate Annexure if any.	
17.	Name of the bankers	
18.	Whether this Scheme of Amalgamation/Compromise has been approved by the specified authorities for the purpose of availing of the benefits of carried forward losses, if so, copies Application along with the letter received under section 72(i) of the Income-tax Act, be given.	
19.	Copies of letters of consent of the respective Financial Institutions and Banks Agreeing to the said proposal of Amalgamation / Scheme of Compromises.	
20.	Copy of the proceedings of the meetings held under the orders of the High court or NCLT, with Equity shareholders, members secured and unsecured Creditors etc. Along with report of scrutinizer and Chairman.	

21.	Mode and manner in which exchange share ratio was fixed, with copies of valuation report, and manner in which exchange Ratio Derived. With Working Papers.	
22.	Amount of bad debts written off year wise, if any.	
23.	Addition /Diminutions in the value of fixed Assets, if any, year wise for the last five years.	
24.	Value of the purchase/sales contract or other services if any entered into with the Sister Concern in which, the Directors held interests, directly or indirectly.	
25.	Year up to which the Income Tax Assessment have been completed and for which years the same are pending for the assessment and particulars of the matters, if any, in dispute.	
26.	Copies of Board Resolution obtained for the appointment of Managing Directors for payment of minimum managerial remuneration and Borrowing Limit of the Company provided under the Act.	
27.	Date of meeting at which Resolution passed in for scheme of Amalgamation or Merger or demerger. (Copy of Resolution required to be enclosed.)	
28.	Whether the beneficial ownership of the transferor company are held by common shareholders of the company and Compliance of Sec.90 of the CA, 213 and Rules made there under.	
29.	Whether the Compromise or Arrangement scheme as proposed is intended to give any beneficial effect on the material interest held by the Directors of the Petitioner Company.	
30.	Have the Unsecured Creditors given their consent to the proposed scheme of amalgamation? If so, copies thereof be sent.	
31.	Copy of Statement issued under section-393 of the Companies Act, 1956/ or 230 to 233 of Companies Act, 2013 at the time of convening the Meeting of the Members for approval of the scheme of Amalgamation.	
32.	Amount of loans/guarantees given in favor of : (a) Sister Concern (b) Units under the same management. (c) No. of Body-Corporate. (d) Directors and others.	
33.	Breakup of the cost and value of shares	

	held by the company with full particulars and mode of the valuation for the purpose the proposed scheme (copies of valuation report, with working if any, be made available)	
34.	Are the Companies inter-connected and registered with The Competition Act, 2002.	
35.	Good-will, if any, proposed to be transferred to the transferee company, if so, mode of its valuation.	
36.	Extent of Financial interest held by the transferee company in the transferor company. (In case of demerger financial interest held by resulting Company in demerged company.)	
37.	Other relevant and particulars information, if any.	
38.	Please furnish copies of following documents (a) Duplicate copies of Petition summons and/or affidavits etc. filed by the Company together with interim orders, if any. (b) Copies of letter seeking clarification, if any, pertaining to Scheme matters either from Regional Directors or from the Registrar of Companies, Telangana together with copies of the scheme submitted.	
39.	Copies of the advertisements of notice of meeting held under section 230(3) of Companies Act, 2013 read with Rule 7 of Companies (Compromises, Arrangements and Amalgamations) Rules, 2016	
40.	Method adopted for Accounting for amalgamation i.e AS-14 or IAS-103, Assets transfer at Book Value or Fair Value. Accounting treatment in the books of Demerged company and Resulting companies in addition to section 2(43), AS-14 notified under section 133 of the Companies Act, 2013.	
41.	Details about pending Litigations or prosecutions against directors and Company if any.	
42.	Consent of secured and unsecured creditors.	
43.	Effect of scheme on the employees of the transferor company.	
44.	Acceptances of Deposits by Company u/s 73 of the Companies Act, 2013 or under the Companies Act, 1956.	
45.	Whether Company has been Registered	

	with RBI as a NBFC.	
46.	Whether Listed or Not Listed. (If Listed Company observation received from SEBI) As per Circular No. CIR/CFD/CMD/16/2015 dated November 30, 2015. If observation received enclosed copy of the same.	
47.	Any Loans Secured or unsecured granted to Companies, firms or LLP or other parties covered u/s 189 of Companies Act, 2013.	
48.	Whether Company is Nidhi Company u/s 406 of Companies Act, 2013.	
49.	(A) Maintenance of cost records as per Section 148 of the Companies Act, 2013. If maintained then mention the name of registers, books of accounts. (B) Registers Maintained as Per Provision of Companies Act, 2013.(Mention Name of Registers also) (c) Books of Accounts maintained for accounting purpose (Mention the name of Books of Accounts Maintain)	
50.	Details of statutory liabilities (Income tax, PF, ESIC, Sales Tax, etc.). Whether paid, due, disputed and Contingent liability. Mention if any else mention nil.	
51.	Declaration of solvency filed by the Company in Form No. C.A.A 10 with Registrar as per Rule 25 of Companies (Compromise, Arrangement and Amalgamation) Rules, 2016	
52.	If scheme of Compromise or arrangement is related to more than one Company details of relationship between companies who are parties to the scheme including Holding Subsidiary or associates Companies.	
53.	Copy of fairness opinion issued by Merchant Banker or Investment Banking if applicable.	
54.	Last Three Years Income Tax Returns and Assessment order if any.	
55.	Charge if any on the property of the Transferor Company to be enforceable as a charge of the Transferor Company.	
56.	Copy of Balance Sheet with statutory Audit Report of Last Three Years. And Name & address of statutory Auditor of Transferor and Transferee Companies	



57.	Details of shares held by the transferee company in transferor company or its associates or subsidiary Companies.	
58.	The Copy of Meeting confirming approval of the scheme under section 233(1) (b) & (d) of Companies Act, 2013.	
59.	Details of Dissenting Shareholders if any.	
60.	The Details of Investment made by the Transferor and Transferee Company.	
61.	Report under Rules 25 (4)(a) of Companies Compromise(Compromises, Arrangements and Amalgamations) Rules, 2016	
62.	The Transferor or Transferee Companies have increased their authorized capital/paid up capital after appointed dated, if yes, the proof of filing of relevant e-form with ROC is required.	
63.	Registered Trade Mark/Brand, if any, proposed to be transferred to the transferee company, of so, mode of valuation.	
64.	The pending status of complaint against the transferor company or transferee company, if any, details is required.	
65.	The transferor company have transfer its shares after appointed date, if yes, the details is required.	
66.	The transferor company have allotted any shares after appointed date, if yes, the details is required.	
67.	The transferor company have issued debentures after appointed dated, if yes, the details is required.	
68.	Previously any merger or amalgamation or compromise, arrangement or demerger order issued by Hon'ble Court if yes, the details is required.	
69.	Details of Appointed of Managing Director in the Company, and payment of managerial remuneration.	
70.	Appointment of CS if made mention the details. Compliance of Section 203 of the Companies Act, 2013.	
71.	Whether the Company buy Back its shares	

	after appointed dated Documentary evidence required for filing form SH-11 with ROC.	
72.	Compliance of provision of section 230(5) of Companies Act, 2013 with documents proof.	
73.	Specify the events occurred after appointed date with supporting documentary evidences and details thereof.	

For, \_\_\_\_\_

**Director**

**Encl.: as above.**

**General Instruction:**

- i. Company Information details are to be filled properly providing full disclosure of facts. (Merely do not mention '**Not applicable**').
- ii. All documents / Pages submitted with company information should be signed/ certified by a Director / Authorised Representative in accordance with provisions of Companies Act, 2013