



NOTICE

Notice is hereby given that the **Twenty Fifth Annual General Meeting** of the members of Midwest Gold Limited will be held on Tuesday, the 29th Day of September, 2015 at 11.30 A.M at the **Registered office of the Company at 25-A, Attibele Industrial Area, Attibele, Bangalore District, Karnataka-562107** to transact the following business:

AS ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2015 and the Profit and Loss Account including other financial statements for the financial year ended on that date along with the Report of Directors and the Auditors thereon.
2. To appoint Director in the place of Mr. P.K Tyagi, DIN 02391274 who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. G.L. Kothari & Co., Chartered Accountants Bangalore, Registration Number 001445S, as statutory Auditors of the Company who shall hold office from the conclusion of 24th AGM for three consecutive years until the conclusion of the 27th AGM of the Company and to fix their remuneration and to pass the following resolution :

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under and pursuant to the recommendations of the Audit Committee of the Board , M/s. G.L. Kothari & Co., Chartered Accountants , Bangalore, Firm Registration Number 001445S , who were appointed as Statutory Auditors of the Company in the 24th Annual General Meeting to hold office from the conclusion of 24th AGM, for three consecutive years until the conclusion of the 27th AGM of the Company, subject to ratification of appointment in every AGM, be and is hereby ratified for the financial year 2015-2016 on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of- pocket expenses and such remuneration to be agreed upon between the Auditors and Board of Directors,

AS SPECIAL BUSINESS:

4. TO APPOINT Mrs K.NEELIMA AS A WOMEN INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification, the following resolution as an **ORDINARY RESOLUTION** :

“RESOLVED THAT pursuant to Section 149, 152, and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Clause 49 of the Listing Agreement, Mrs. K.Neelima having DIN 07257891, who was appointed as Additional Woman Independent Director by the Board of Directors w.e.f 14th August, 2015 and who holds the office till the date of the ensuing Annual General Meeting according to Section 161 of the Companies Act, 2015 and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has



received a notice under Section 160 of the Companies Act, 2013, in writing from the said additional director proposing her candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company not being subject to liable to retire by rotation, for a period of five years i.e up to 28th September, 2020.”

BY THE ORDER OF THE BOARD

T THIRUMALESH
COMPANY SECRETARY &
COMPLIANCE OFFICER

Place : Bangalore
Date : 14.08.2015



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND TO VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE RECEIVED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
2. A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives are requested to send a duly certified copy of the board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
4. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
5. The Register of Members and the Share Transfer Books will remain closed from 25th September, 2015 to 29th September, 2015 (both days inclusive).
6. Members / Proxies are requested to bring their copies of Annual Report with them for the Annual General Meeting and the attendance slip duly filled in for attending the Meeting. No copies of the Annual Report will be distributed at the meeting.
7. Members are requested to quote their Registered Folio No on all correspondence with the Company.
8. Members are requested to send all communication relating to shares to the Company's Share Transfer Agents (Physical and Electronic) at Bigshare Services Private Limited., 306,3rd Floor, Right Wing, Amrutha Ville, Opp: Yashoda Hospital, Raj Bhawan Road, Somajiguda, Hyderabad - 500082.
9. The information pursuant to Clause 49 of the Listing Agreement with respect to the details of the Directors seeking appointment / re-appointment in this Annual General Meeting is annexed.
10. Inview of the green initiatives taken by the Ministry of Corporate Affairs all the members of the Company are hereby requested to send their email IDs to novagrancies1990@gmail.com or info@midwestgoldltd.com or bsshyd1@bigshareonline.com or bsshyd@bigshareonline.com to send the annual reports and other information electronically. The Notice of the 25th AGM and the Annual Report 2014-2015 will be available on the company's website www.midwestgoldltd.com.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their



demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar.

12. Voting Through Electronic (e-voting) :

In compliance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 and Clause 35B of the Listing Agreement Midwest Gold Limited (“the Company”) is pleased to provide to the shareholders the facility to exercise their right to vote at the AGM by electronic means and the business may be transacted through e-voting services provided by **M/s. Karvy Computershare Private Limited.**

The facility for voting through ballot paper/ polling paper will also be made available at the AGM and the members attending the AGM who have not already cast votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to AGM may attend the AGM but shall not be entitled to cast their vote again.

Further, the Company has appointed Mr. Prathap Satla Practicing Company Secretary, Hyderabad, having their office situated at H.No. 6-3- 1238/15/1, Flat No. 301, 3rd Floor, Elite Heights, Somajiguda, Hyderabad – 500082, Who in the opinion of the Board is a duly qualified person, as a Scrutinizer to collate the electronic voting process in a fair and transparent manner.

Process for remote e-voting :

The Company has engaged the services of M/s. Karvy Computershare Private Limited (‘Karvy’) for facilitating remote e-voting to enable the Shareholders to cast their vote electronically.

A. Members who received the notice through e-mail :

- (i). Launch internet browser by typing the following URL: <https://evoting.karvy.com>.
- (ii). Enter the login credentials (i.e., User ID and password mentioned in your email/ annexed with AGM Notice). The Event No + Folio No. or DP ID-Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required please contact toll free number 1800 3454 001 for your existing password.

User Id :

For Members holding shares in Demat form:

- a. For NSDL: 8 character DP ID followed by 8 digit Client ID
- b. For CDSL: 16 digit Beneficiary ID/Client ID

For Members holding shares in Physical form:

Event No. (EVENT) followed by Folio No. registered with the Company.

Password:

Your unique password is annexed/attached to the AGM Notice/provided in the email forwarding the electronic notice.

- (iii). After entering these details appropriately, Click on "LOGIN".
 - (iv). You will now reach password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - (v). After changing password, you need to login again with the new credentials.
 - (vi). On successful login, the system will prompt you to select the "EVENT" i.e. **Midwest Gold Limited**.
 - (vii). On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding. If the shareholder does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - (viii). You may then cast your vote by selecting an appropriate option and click on "Submit", 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. During the voting period, Members can login any numbers of times till they have voted on the Resolution.
 - (ix). Corporate/Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are additionally required to send scanned certified true copy (PDF Format) of the Board Resolution/power of Attorney/ Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at email ID: **sprathapacs@gmail.com**, with a copy marked to **evoting@karvy.com**. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_EVENT NO."
 - (x). Members holding shares under multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
 - (xi). Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.
- B. In case of Members receiving AGM Notice by Post/Courier:**
- (i). Please use the User ID and initial password as provided in the AGM Notice Form.
 - (ii). Please follow all steps from Sr. No. (i) To (xi) as mentioned in (A) above, to cast your vote.
- C. In case of any query pertaining to e-voting please visit Help& FAQ's section of karvy e- voting website
- D. The e-voting period commences on 26th September, 2015 at 09.00 A.M. and ends on 28th September, 2015 at 5.00 P.M. (both days inclusive).
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by karvy upon expiry of the aforesaid period.



13. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their votes by remote e-voting shall not be allowed to vote again at the Meeting.
14. The Board of directors of the company at their meeting held on 14th August, 2015 has appointed **Mr. Prathap Satla**, Practicing Company Secretary, as Scrutinizer for conducting the remote e-voting and poll in a fair transparent manner. The Scrutinizer's decision on the validity of remote e-voting shall be final.
15. The voting rights for the shares are one vote per equity share, registered in the name of the shareholders / beneficial owners as on cut-off date of 22nd September, 2015. Members holding shares either in physical form or dematerialized form may cast their vote electronically. Members who do not cast their vote electronically, may only cast their vote at the Annual General Meeting.
16. Any person who becomes a member of the company after the dispatch of the Notice of the AGM and holds shares as on the cut- off date i.e., 22nd September, 2015, may obtain User ID and password in the manner as mentioned below:
 - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD<space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399.
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL : MYEPWD <SPACE> 1402345612345678
Example for Physical : MYEPWD <SPACE> XXXX123456789
 - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call Karvy's toll free number 1-800-3454-001
 - d) Member may send an e-mail request to evoting@karvy.com.
 - e) In case any queries on remote e- voting you may please contact Mr. Varghese P A, Zonal Head - Corporate Registry of Karvy Computershare Pvt Ltd, Contact No. 040 67161500 (or) 1800 345 4001 (toll free), Address: Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032.
17. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing who shall countersign the same.
18. The result of voting will be announced by the Chairman of the AGM at or after the AGM to be held on 29th September, 2015 and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the Resolutions.
19. The result of the voting along with Scrutinizers' Report will be communicated to the stock exchanges and will also be hosted on the website of the Company www.midwestgoldltd.com and on Karvy's website ([https:// evoting.karvy.com](https://evoting.karvy.com)) within two (2) days of passing of resolutions.

EXPLANATORY STATEMENT

[Pursuant to Section 102 of the Companies Act, 2013]

Item No. 4

Mrs. K.Neelima was appointed as Additional Woman Independent Director by the Board of Director of the Company at their meeting held on 14.08.2015. It is proposed to reappoint Mrs. K.Neelima as an Independent Director of the Company in accordance with provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of the Listing Agreement(s), (including any statutory modification(s) or re-enactment thereof, for the time being in force), not liable to retire by rotation and to hold office for a term of 5 (five) years up to 28th September, 2020."

In the opinion of the Board, Mrs. K.Neelima, fulfils the conditions specified in the Companies Act, 2013 and rules made there under for her appointment as an Independent Director of the Company and is independent of the management.

Mrs. K.Neelima, is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as Director of the Company and Company has received a notice from her pursuant to the provisions of Section 160 of the Companies Act, 2013.

The Company has received a declaration from Mrs. K.neelima that she meets with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. K.Neelima as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. K.Neelima as an Independent Director, for the approval by the shareholders of the Company. She is not subject to liable to retire by rotation.

Brief resume of Mrs. K.Neelima, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, are provided in the Additional information Report forming part of the Annual Report.

Copy of the draft letter for appointment of Mrs. K.Neelima as an Independent Director setting out the terms and conditions is available for inspection by members at the Registered Office of the Company.

This Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

**BY THE ORDER OF THE BOARD
T THIRUMALESH
COMPANY SECRETARY &
COMPLIANCE OFFICER**

Place : Bangalore
Date : 14.08.2015



ADDITIONAL INFORMATION

(Pursuant to Clause 49 IV (G) of the Listing Agreement)

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

Particulars	Mrs. K. Neelima	Mr. P.K Tyagi
Date of Appointment	August 14th 2015	20th November, 1990
Qualifications	Under Graduate	Commerce Graduate
Expertise in specific functional Areas	Operation of Mines and Quarries	Running of Granite/Marble processing unit from the past 25 years
Directorships held in other public companies (excluding foreign companies and section 8 companies)	Nil	Nil
Memberships/ Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholder's Relationship Committee.)	Nil	Nil
Number of shares held in the company	Nil	17413