

MIDWEST LIMITED



(Formerly Known as Midwest Granite Private Limited)

CIN: U14102TG1981PLC003317

CERTIFIED TRUE COPY OF RESOLUTION PASSED BY THE MEMBERS OF M/S. MIDWEST LIMITED AT THE EXTRA-ORDINARY GENERAL MEETING OF HELD ON FRIDAY, SEPTEMBER 27, 2024 AT 05:00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 8-2-684/3/25&26, ROAD NO.12, BANJARA HILLS, HYDERABAD – 500 034 AT A SHORTER NOTICE.

APPOINTMENT OF MRS. KUKRETI SOUMYA (DIN: 01760289), AS THE WHOLE-TIME DIRECTOR OF THE COMPANY AND APPROVAL OF REMUNERATION

“**RESOLVED THAT**, pursuant to the provisions of Sections 196, 197, 198, 203 and any other applicable provisions, if any of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Schedule V to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the provisions of the Articles of Association of the Company and as per the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company consent of the members of the Company be and is hereby accorded to appoint Mrs. Kukreti Soumya (DIN: 01760289) as the Whole-time Director of the Company for a consecutive term of five years effective from September 27, 2024 to September 26, 2029, liable to retire by rotation, on the following terms and conditions:

Particulars	Amount
Fixed Remuneration	Rs 3.5 crores per annum
Remuneration based on Net Profits	3% of the net profit of the Company, as may be determined by the Board of Directors of the Company, subject to the overall ceilings stipulated in the Companies Act, 2013 and other applicable law

“**RESOLVED FURTHER THAT**, in addition to the fixed remuneration and remuneration based on Profits payable, Mrs. Kukreti Soumya shall be entitled to allowances and perquisites listed herein below:

1. Leave Travel Allowance/concession: Leave Travel Allowance/ Concession for anywhere in India/Abroad for self and family.
2. Mediciam Insurance: Mediciam Insurance Cover for self and family as per the policies of the Company.
3. Personal Accident Insurance & Term Insurance: As per the policies of the Company.
4. Contribution to provident fund, superannuation fund or annuity fund.
5. Gratuity.
6. Encashment of leave as per Company's rules.
7. Bonus as per the policies of the Company
8. Annual merit-based increment as per the policies of the Company”
9. Rent free furnished accommodation or house rent allowance in lieu thereof.”

“**RESOLVED FURTHER THAT**, Mrs. Kukreti Soumya shall also be entitled to other official facilities as listed below for the purpose of the business of the Company in addition to the remuneration as mentioned above, which shall not form part of the remuneration:

1. Provision of a company car for official use
2. Provision of Telephones (landline & mobiles) for official use
3. Club Fees: Membership fees in any two clubs.”

MIDWEST LIMITED



(Formerly Known as Midwest Granite Private Limited)

CIN: U14102TG1981PLC003317

“RESOLVED FURTHER THAT, where in any financial year during the 5 years tenure, the Company has no profits or its profits are inadequate, the remuneration payable to the Mrs. Kukreti Soumya by way of salary, perquisites and allowances and benefits approved herein will be continued to be paid as minimum remuneration to Mrs. Kukreti Soumya in accordance with the provisions of Section 197, Schedule V and other applicable provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT, the Board of Directors (including any Committee of Directors) can alter and vary the remuneration payable Mrs. Kukreti Soumya which shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as may be prescribed under the applicable law from time to time.”

“RESOLVED FURTHER THAT, Mrs. Kukreti Soumya will be entrusted with the powers, authorities, functions, duties, responsibilities etc. by the Board of Directors of the Company from time to time.”

“RESOLVED FURTHER THAT, Mrs. Kukreti Soumya, is authorized to further delegate any of the powers, duties, authorities to any official of the Company as he may deem appropriate in the interest of the Company.”

“RESOLVED FURTHER THAT, the Board of Directors of the Company or Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining necessary approvals - statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company, including filing of necessary forms and returns with the Ministry of Corporate Affairs, and generally to do all such other acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the resolution.”

**CERTIFIED TO BE TRUE COPY
FOR MIDWEST LIMITED**

R. Tibrewal
ROHIT TIBREWAL
Company Secretary
ACS: 31385

Date: 27.09.2024
Place: Hyderabad



(Formerly Known as Midwest Granite Private Limited)

CIN: U14102TG1981PLC003317

EXPLANATORY STATEMENT
(Section 102 of the Companies Act, 2013)

Appointment of Mrs. Kukreti Soumya (DIN: 01760289) as the Whole-time Director of the Company and revision of Remuneration

The members are hereby informed that the Board of Directors of the Company in the Board Meeting held on September 27, 2024 decided to re-designate and appoint Mrs. Kukreti Soumya (DIN: 01760289) as the Whole-time Director of the Company for a consecutive term of Five years effective September 27, 2024 to September 26, 2029.

The Company has received a notice in writing pursuant to Section 160 of the Companies Act, 2013, from a Member signifying his intention to propose the candidature of Mrs. Kukreti Soumya as Whole-time Director, to be appointed under the provisions of Section 196 of the Companies Act, 2013.

Mrs. Kukreti Soumya has given her consent to act as Whole-time Director of the Company. She confirmed that she satisfies all the conditions set out in Part –I of Schedule V to the Act and also conditions set out under Section 196(3) of the Act, for being eligible for appointment as Whole-time Director of the Company and she is not disqualified from being a Director in terms of Section 164 of the Act.

Mrs. Kukreti Soumya is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed as a Whole-time Director of the Company

Mrs. Kukreti Soumya holds a bachelor's degree in commerce from Osmania University. She has been with our Company since 2012. She established an Environment Friendly Diamond Tools manufacturing Unit in Srilanka, which was one of the first of its kind in Asia and was a seamless back integration for our mining operations. Apart from inhouse consumption, currently these tools are distributed to several companies in the industry. She develops and executes the technology research initiatives of our company.

The Board has decided to revise the overall remuneration payable to her as enumerated in the resolution subject to the approval of the shareholders.

As required under the provisions of section 196,197, Schedule V of the Companies Act, 2013 (“Act”) and any other applicable provisions of the Act, the **special resolution** is being placed before the member/ shareholders’ for approval.

The Board of Directors recommends the resolution set forth in **Item no. 3** of the notice for your approval as a **Special Resolution**.

Other than Mrs. Kukreti Soumya, none of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

MIDWEST LIMITED



(Formerly Known as Midwest Granite Private Limited)

CIN: U14102TG1981PLC003317

Details of Directors seeking appointment/ re-appointment at the Extra-ordinary General Meeting
(Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Companies Act, 2013 and 'Secretarial Standards on General Meetings')

Name	Kukreti Soumya
Director's Identification Number (DIN)	01760289
Age (Years)	42 years
Nationality	Indian
Qualifications	She holds a bachelor's degree in commerce from Osmania University
Experience (Years)	12
Expertise in specific functional area	Energy & Mining industry
Date of first appointment on the Board of the Company	October 26, 2012
Shareholding in the Company	16,90,621
Terms and conditions of appointment/ reappointment	Whole-Time Director, liable to retire by rotation
Last drawn remuneration during the financial year ended 31.03.2024	₹11.45 million p.a.
List of directorships held in other Companies (excluding Foreign Companies)	<ul style="list-style-type: none">• Midwest Advanced Materials Private Limited• Midwest Neostone Private Limited• DRK (IND) Trading Private Limited• Midwest Energy Private Limited• Midwest Beyond India Private Limited• Sani Cool Planet Initiatives Private Limited• Midwest Energy Devices Private Limited• M&M Plasma Systems Private Limited• Garhwal Green Energy Private Limited
Membership/ Chairmanships of Committees of Boards of other Companies	NIL
Listed entities from which the Director has resigned in the past three years	NIL
Relationship with other Directors, Manager and Key Managerial Personnel of the Company	Relationship with other Directors <ul style="list-style-type: none">• Sister of Kollareddy Ramchandra• Sister in Law of Uma Priyadarshini Kollareddy,

**CERTIFIED TO BE TRUE COPY
FOR MIDWEST LIMITED**

R. Tibrewal
ROHIT TIBREWAL
Company Secretary
ACS: 31385
Date: 27.09.2024
Place: Hyderabad