

MID INDIA INDUSTRIES LIMITED

Regd. Office: Textile Mill Area, Station Road, Mandasaur - 458001 (India) Ph.: +91 7422 234999, 405139
Fax: +91 7422 234374 E-mail: csmidindia@gmail.com Website: www.midindiaindustries.com



CIN: L17124MP1991PLC006324

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that 24th Annual General Meeting of the Members of MID INDIA INDUSTRIES LIMITED will be held on Monday, 28th Day of September, 2015 at 1.00 P.M. at the Registered office of the company situated at Textile Mill Area, Station Road, Mandasaur (M.P.)-458001, to transact the following business:-

• ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited financial statement of the Company for the financial year ended 31st March, 2015, the report of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Pradeep Kumar Ganediwal (DIN: 00020385), who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force) M/s KVNG & Associates, Chartered Accountants (Firm Registration No. 002628C), the retiring Auditors of the Company, be and are hereby re-appointed as the Statutory Auditor of the Company to hold office from the conclusion of 24th Annual General Meeting until the conclusion of 26th Annual General Meeting to be held in year 2017 (subject to ratification of their appointment at every AGM) on such remuneration as may be fixed by the Board.”

• SPECIAL BUSINESS

ITEM NO. 4- APPOINTMENT OF SMT. DEEPIKA GANDHI (DIN 07017162) AS AN INDEPENDENT DIRECTOR

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152, 160 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 said Act and Companies (Appointment and qualification of Directors) Rules, 2014 and the clause 49 of the listing agreement as may be amended from time to time, Smt. Deepika Gandhi (DIN 07017162), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 14th November, 2014 and who holds office until the date of the ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, and who has given a declaration of independence under section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of director of the Company, be and is hereby appointed as an Independent Director of the Company for a term of five years from 14th November, 2014 to 13th November, 2019, and shall not be liable to retire by rotation.”

ITEM NO. 5- APPOINTMENT OF SHRI SANJAY SINGH (DIN 01548011) AS A MANAGING DIRECTOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of section 161 of the Companies Act, 2013, read with Companies (Appointment & Qualification of Directors) Rules 2014 Shri Sanjay Singh, who was appointed as an additional Director by the Board of Directors in their Meeting held on 14th November, 2014 to holds office as such director up to the date of this annual general meeting and is eligible for appointment as Director, and in respect of whom notice under section 160 of the Companies Act, 2013, has been received, be and is hereby appointed as a Director of the company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196, 197, 198 and 203 read with Schedule V of Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) approval of members be and are hereby accorded for appointment of Shri Sanjay Singh (DIN 01548011), as Managing Director of the Company for the period of five years with effect from 14th November, 2014 to 13th November, 2019 on without any remuneration.”

“**RESOLVED FURTHER THAT** Mr. Sanjay Singh, Managing Director shall be entitled for the reimbursement of actual traveling, boarding and lodging expenses incurred by him in connection with the Company's business and such other benefits/ amenities and other privileges, as may from time to time, be available to other Senior Executives of the Company.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, expedient, usual and proper.”

ITEM No. 6- ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Regd. Office:

MID INDIA INDUSTRIES LIMITED

(CIN: L17124MP1991PLC006324)

Textile Mill Area, Station Road, Mandasaur (M.P.) - 458001

Date: 12th August, 2015

Place: Indore

By order of the Board of Directors
FOR MID INDIA INDUSTRIES LIMITED

Sd/-
Shailendra Agrawal
Company Secretary

Notes

- A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, 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 PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF ANNUAL GENERAL MEETING.
- During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than 3 days' written notice is given to the Company
- The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special business set out in the Notice is annexed herewith.
- Pursuant to Provisions of Section 91 of the Companies Act, 2013, the Register of Members and share transfer book of the Company will remain closed during the period from Tuesday 22nd Day of September, 2015 to Monday 28th Day of September, 2015 (both days inclusive) for the purpose of 24th Annual General Meeting.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) for transactions involving transfer of shares. Therefore, members holding shares in physical form are requested to furnish their PAN along with self attested photocopy of PAN card to the R& STA. Members holding shares in demat mode are requested to register the details of PAN with their DPs.
- Additional information pursuant to Clause 49 of the Listing Agreement with the stock exchanges in respect of the Directors seeking appointment/re-appointment at the AGM is furnished and forms a part of the Notice.
- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permit the listed companies to send the notice of annual general meeting and the Annual Report, including financial statements, Board's Report, etc. by electronic mode. The Company is accordingly forwarding electronic copy of the Annual Report for 2015 to all the Members whose e-mail ids are registered with the Company/Depository Participants(s) for communication purposes unless any Member has requested for a hard copy of the same. For the Members who have not registered their e-mail address, physical copies of the Annual Report for 2015 is being sent in the permitted mode. Members who have not yet registered their e-mail id so far are requested to register the same with the Company (if shares are held in physical form) or Depository participant (if shares are held in demat mode). Members are also requested to intimate to the Company the changes, if any in their e-mail address.
- Documents referred in the notice and the explanatory statement will be kept open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 11.00 a.m. to 1.00 p.m. except holidays, up to the date of the ensuing annual general meeting.
- Pursuant to Section 72 of the Companies Act, 2013, members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's share transfer agent. In respect of shares held in electronic form, the nomination form may be filed with the respective depository participant.
- In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- The Members are requested to:
 - a). Intimate changes, if any, in their registered addresses immediately.
 - b). Quote their ledger folio/DPID number in all their correspondence.
 - c). Hand over the enclosed attendance slip, duly signed in accordance with their specimen registered with the Company for admission to the meeting place.
 - d). Bring their Annual Report and Attendance Slips with them at the AGM venue.
 - e). Send their Email address to us for prompt communication and update the same with their Depository Participants to receive softcopy of the Annual Report of the Company.
- Corporate Members are requested to forward a Certified Copy of Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2014-15 will also be available for the Company's website i.e. www.midindiaindustries.com
- Route map for the venue of Annual General meeting is enclosed with Report.
- The Members who still hold shares in physical form are advised to dematerialize their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialized form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries.
- Members are requested to send their queries relating to accounts and operations to the Company Secretary, if any at least 7 days in advance so that the information can be made available at the meeting.
- Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such folio and send relevant share certificates to companies Registrar and Share Transfer Agent for doing their needful.
- Members are requested to contact the Registrar and Share Transfer Agent for all matter connected with Company's shares at Ankit Consultancy Private Limited, 60, Pardeshipura, Electronic Complex, Indore.
- The Company has designated an exclusive email ID csmidindia@gmail.com which would enable the members to post their grievances and monitor its redressal. Any member having any grievance may post the same to the said Email address for its quick redressal.
- The businesses as set out in the Notice may be transacted through electronic voting system and the Company shall provide a facility for voting by electronic means. In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by MCA vide its notification dated March 19, 2015, the company is pleased to offer the facility of "remote e-voting" (e-voting from a place other than venue of the AGM) as an alternative, to all its members to enable them to cast their votes electronically instead of casting their vote at the meeting. If a member has opted for remote e-voting, then he/she should not vote by physical ballot also and vice-versa. However, in case members cast their vote both via physical ballot and remote e-voting, then voting through electronic mode shall prevail and voting done by physical ballot shall be treated as invalid. For E-voting facility, the Company has entered in to an agreement with the NSDL for facilitating remote E-voting. The Procedure and instructions for E-voting is separately attached with this Notice.
- The Notice of the AGM of the Company, inter alia, including the process and manner of e-Voting process along with printed Attendance Slip and Proxy Form can be downloaded from the link <https://www.evoting.nsdl.com> or www.midindiaindustries.com and also being sent separately with this Notice.
- The voting rights of Shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company as on Monday, 21st September, 2015, being the cut off date.
- Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. August 14, 2015, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or csmidindia@gmail.com/ankit_4321@yahoo.com. However, If you are already registered with NSDL, for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot user Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no: 1800-222-990.
- In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://evoting.nsdl.com> or contact NSDL at the following Telephone No. 022-2499 4600.
- Mr. L.N. Joshi, Practicing Company Secretary (Membership No. 5201) has been appointed as the scrutinizer to receive and scrutinize the completed ballot forms and votes casted electronically by the members in a fair and transparent manner.
- The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than three days conclusion of AGM, make and submit a consolidated scrutinizers report to the Chairman. The Results declared along with the consolidated scrutinizers report shall be placed on the website of the company and NSDL. The results shall simultaneously be communicated to the Stock Exchanges where the companies share are listed.
- The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 28th September, 2015 subject to receipt of the requisite number of votes in favor of the Resolutions.
- Relevant documents referred to in this Notice are open for inspection at the Registered office of the Company on all working days (except Saturdays) between 11.00 a.m. to 1.00 p.m. up to the date of ensuing annual general meeting.

Regd. Office:

MID INDIA INDUSTRIES LIMITED

(CIN: L17124MP1991PLC006324)

Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001

Date: 12th August, 2015

Place: Indore

By order of the Board of Directors
FOR MID INDIA INDUSTRIES LIMITED

Sd/-

Shailendra Agrawal

Company Secretary

NOTICE (continued)

Statement pursuant to Section 102(1) of the Companies Act, 2013

• ITEM NO. 4-

As per the provisions of section 149(1) of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, and the Clause 49 of the Listing Agreement, which provides that the Company shall have at least one Women director in the Board. Therefore, the Board of directors at their meeting held on 14th November, 2014 has appointed Smt. Deepika Gandhi as an additional director pursuant to the provisions of section 161 of the Companies Act, 2013 to hold the office of the director till the date of this annual general meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from the member along with the fee of Rupees one Lacs proposing the candidature of Smt. Deepika Gandhi for the office of Independent director to be appointed, as such under the provisions of Section 149 of the Act to hold office for a term of five years up to 13th November, 2019.

The brief profile of Smt. Deepika Gandhi is given in the notice convening the Annual General Meeting in separate Annexure.

Keeping in view of the experience and expertise of Smt. Deepika Gandhi the Board of Directors considers it desirable that the Company should avail her services and accordingly recommends the resolution as set out in item no. 4 for approval of the members.

Smt. Deepika Gandhi, being appointee is considered as interested in the resolution to the extent of the sitting fee or commission as may be paid to her. Except that none of the directors or Key Managerial Personnel (KMP) or their relatives are concerned or financially or otherwise interested in the Resolution.

• ITEM NO. 5-

The Board of directors in their meeting held on 14th November, 2014 has appointed Shri Sanjay Singh as an additional director pursuant to the provisions of section 161 of the Companies Act, 2013 to hold the office of the director till the date of this annual general meeting.

The Company has received notice in writing under the provisions of Section 160 of the Act, from the member along with the fee of Rupees one Lacs proposing the candidature of Shri Sanjay Singh for the office of director. The brief profile of Shri Sanjay Singh is given in the notice convening the Annual General Meeting in separate Annexure

Further Pursuant to the Provisions of Section 203 of The Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 every listed company shall have the whole time key managerial personnel's consisting of Managing Director or Chief Executive Officer of Manager in their absence, a whole time Director; Chief Financial Officer (CFO); Company Secretary(CS). The Company had already appointed CFO & CS on Board, further to comply with the provisions of Section 203 of the Act, Board of Directors in their Board Meeting held on 14th November, 2014 appointed Shri Sanjay Singh Additional as well as a Managing Director of the Company Subject to approval of members in ensuing General Meeting. Board informed that Shri Sanjay Singh has expertise in International & Foreign Trade. He has more than 2 decades experience in Marketing. He played a vital role for expansion of business in various Domestic and Overseas projects. Board of Directors feels that his continuation on the Board with designation as a managing director will be highly beneficial to the company and recommend the adoption of the resolution proposed under this item. Accordingly, board proposed to appoint him as Managing Director w.e.f. 14th November, 2014 to 13th November, 2019 on without any remuneration and terms and conditions as mentioned in item No. 5 of notice.

Shri Sanjay Singh is eligible to be appointed as a Managing director under the provisions of section 196 of the Companies Act, 2013. The proposed resolution needs the approval of the members in terms of sections 196, 197 and 203 read with Schedule V and 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) for the appointment of Shri Sanjay Singh as a Managing Director of the Company on the terms and conditions as mentioned in resolution. The above may be treated as a written memorandum setting out the terms of appointment under section 190 of the Act.

Mr Sanjay Singh shall not be entitled to receive sitting fees for attending the meetings of the Board of the Directors or any committee thereof.

Other particulars pertaining to the Company, which are required to be disclosed as per schedule V and also clause 49 of listing agreement with the stock exchanges, are given in notice separately.

The Board recommends the Ordinary Resolution at Item No. 5 for approval of the members.

Save and except proposed appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or financially or otherwise interested in the Resolution.

• ITEM NO. 6-

The Articles of Association of the Company as currently in force was originally adopted when the Company was incorporated under the Companies Act, 1956 and further amendments were adopted from time to time, over the past several years. The references to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013.

With the introduction of the Companies Act, 2013, it is proposed to amend the existing Articles of Association to make it consistent with the provisions of the Companies Act, 2013 including Rules framed there under. In terms of section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the Annual General Meeting and during the Annual General Meeting. In addition, the proposed draft Articles of Association is also available on the Company's website for perusal by the Members.

The Board recommends the Special Resolution as set out at Item No.6 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution as set out at Item No.6 of the Notice.

Regd. Office:

MID INDIA INDUSTRIES LIMITED

(CIN: L17124MP1991PLC006324)

Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001

By order of the Board of Directors
FOR MID INDIA INDUSTRIES LIMITED

Sd/-

Shailendra Agrawal
Company Secretary

Date: 12th August, 2015

Place: Indore

Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Clause 49 of the Equity Listing Agreement:

Name of Directors	Pradeep Kumar Ganediwal (00020385)	Sanjay Singh (01548011)	Deepika Gandhi (07017162)
Date of Birth	25.06.1963	13.10.1969	02.08.1988
Date of Appointment	23.04.1992	14.11.2014	14.11.2014
Expertise/Experience in Specific Functional Area	Spinning, Cotton Ginning and Textile and Import, Export, Market Development	International & Foreign Trade	Cotton Business
Qualification	B. Com.	M.B.A. In Marketing	M.Com.
No. & % of Equity Shares held in the company	695000 (4.26%)	2900 (0.02%)	Nil
List of outside Company's Directorship held	Mid India International Limited Ganediwal Finance & Leasing Pvt Ltd Sujlam Infrastructure Pvt Ltd Smartdata Techno Services Pvt Ltd	Sujlam Infrastructure Pvt Ltd	Nil
Chairman/Member of the Committees of Board of Directors of the Company	Member of : Management Committee	Chairman of : Management Committee	Member of : Audit Committee Stakeholders Relationship Committee, Nomination and Remuneration Committee
Chairman / Member of the Committees of the Board Directors of other Companies in which he is director	Nil	Nil	Nil
Relationship between directors inter-se	Nil	Nil	Nil