

MID INDIA INDUSTRIES LIMITED

Corporate Office: 405, Princess Centre, 6/3, New Palasia, Indore - 452003 (M.P.)

Regd. Office: Textile Mill Area, Station Road, Mandasaur - 458001 (M.P.) India Ph.: +91 7422 234999, 405139

Fax: +91 7422 234374 E-mail: csmidindia@gmail.com Website: www.midindiaindustries.com CIN: L17124MP1991PLC006324



NOTICE OF 28th ANNUAL GENERAL MEETING

NOTICE is hereby given that 28th Annual General Meeting of the Members of **MID INDIA INDUSTRIES LIMITED** will be held on Wednesday, 25th September, 2019 at 2.00 P.M. at the Registered office of the company situated at Textile Mill Area, Station Road, Mandasaur M.P. 458001, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the audited financial statement of the Company for the financial year ended 31st March, 2019, together with the reports of the Board of Directors and Auditors thereon.

SPECIAL BUSINESS

2. APPOINTMENT OF SHRI BHAWANI SHANKAR SONI (DIN: 01591062) AS DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY.

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 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Articles of Association of the Company, Shri Bhawani Shankar Soni (DIN: 01591062) who was appointed as an Additional Director of the Company pursuant to Section 161 of the Act and Articles of Association of the Company with effect from 24th May, 2019 and who holds office upto the date of this Annual General Meeting ('AGM') of the Company, and in respect of whom the Company has received a notice in writing from the Member under the provisions of Section 160 of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Section 196, 197 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) Shri Bhawani Shankar Soni (DIN: 01591062), be and is hereby appointed as Whole Time Director of the Company for the period of three years with effect from 6th June, 2019 to 5th June, 2022 on the following terms, conditions, salary and perquisites:

a) Salary: Rs. 26,000/- per month (Rupees Twenty Six Thousand Only)

b) Perquisites: In addition to the above salary Shri Bhawani Shankar Soni (DIN: 01591062), Whole Time Director shall also be entitled to the perquisites (evaluated as per Income Tax Rule wherever applicable and at actual cost to the Company in other cases) like benefits of furnished accommodation/House Rent Allowance with gardener and security guard, gas, electricity, water and furnishings, chauffeur driven car and telephone at residence, medical reimbursement, personal accident insurance, leave and leave travel concession, club fees, provident fund, Superannuation fund, exgratia & gratuity in accordance with the scheme(s) and rule(s) applicable to the members of the staff or any modification(s) that may be made in any scheme/rule for the aforesaid benefits. However, perquisites shall be restricted to an amount equal to 25% of annual salary.

RESOLVED FURTHER THAT wherein a financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, the remuneration payable to him shall not exceed the ceiling limit prescribed in Section II of Part II of Schedule V to the Companies Act, 2013 for that year, which will be payable to him as minimum remuneration for that year.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to vary, alter, increase or enhance/change from time to time, subject to overall limit on remuneration payable to all the managerial personnel taken together, as laid down in the Companies Act, 2013, read with Schedule V thereto, and subject to the requisite approvals, if any, being obtained

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

3. RE-APPOINTMENT OF SMT. DEEPIKA GANDHI (DIN: 07017162) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Smt. Deepika Gandhi (DIN: 07017162), who was appointed as an Independent Director of the Company at the 24th Annual General Meeting of the Company and who holds office of the Independent Director up to 13th November, 2019 and who is eligible for being re-appointed as an Independent Director 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, be re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years commencing from 14th November, 2019 to 13th November, 2024.”

4. ALTERATION IN MAIN OBJECT CLAUSE OF THE COMPANY:

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for effecting the following alterations in the existing Object Clause of the Memorandum of Association (the “MOA”) of the Company by substitution/deletion of certain clauses in the following manner:

(i)The existing heading of Clause III (A) be substituted by the new heading titled as “**THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE AS UNDER:**”

(ii)Further, Clause III (A) of the MOA be altered by inserting sub-clause 1A after sub clause (1)

1A. To carry on the business of Builders, Contractors, Developers and to acquire, purchase, sell, construct, develop, build, erect, demolish, repair, renovate, alter, let out, lease, license, exchange, furnish, fabricate, acquire tenements, occupational rights and other interest or rights inland, estate, buildings or building schemes, flats, apartments, houses, farms, roads, highways, railways, waterways, hospitals, schools, industrial sheds, pavements, concrete structures, godowns, shops, shopping malls & commercial complexes, control towers, water tanks, electric light, bridges, culverts, row houses, hutment, halls, conference houses, auditorium, buildings for dwelling and commercial purposes, public conveniences, townships, amusement & entertainment parks, recreation parks, holiday homes, warehouses, cold storages and other structural work and for such purpose prepare layouts, estimate plans, designs, specifications or models and to do any of the above activities on built, Operate and Transfer Basis (BOT) or on any other basis as may be declared to be covered under various schemes of State Governments, Central Government, Local Authorities etc. and to carry out any type of surveys including for Roads, Bridges, Dams etc. and to provide consultancy in respect of any of the above matters and to carry on the business of integrated township development involving provision of residential, educational, medical, community, commercial or institutional buildings, Apartments, Swimming Pools, Utilities, Multiplexes, landscaped open plots and creation of required facilities including roads, water supply, water treatment, sanitation and sewerage systems and solid waste treatment and management systems.

(iii)The existing heading of Clause III (B) be substituted by the new heading titled as “**MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE AS UNDER:**”

(iv)The existing Clause III (C) comprising of clauses 27 to 64 be deleted permanently.

RESOLVED FURTHER THAT the words 'Companies Act, 1956' in the existing MOA shall be substituted with the words 'Companies Act, 2013', wherever required and reference to various Sections of the Companies Act, 1956 in the existing MOA, be replaced with the reference to the corresponding Sections of the Companies Act, 2013

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, to settle any questions, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other authority arising from or incidental to the said amendment without requiring the Board to secure any further consent or approval of the members of the Company.”

5. ALTERATION OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

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 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, read with applicable Rules and Regulations made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such approvals, permissions and sanctions of Registrar of Companies, appropriate authorities, departments or bodies as and to the extent necessary, consent of the members of the Company be and is hereby accorded for substitution of Clause IV of the Memorandum of Association of the Company with the following clause:

IV. The Liability of member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall deem to include any of its duly constituted Committee) or any officer/executive/representative and/or any other person so authorized by the Board, be hereby authorized to do all such acts, deeds, matters and things that may be deemed necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution.”

6. RE-APPOINTMENT OF SHRI SANJAY SINGH (DIN: 01548011) AS MANAGING DIRECTOR OF THE COMPANY:

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 196, 197, 203 read with Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of the Managerial Personnel) Rules, 2014 and other applicable provisions if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof for the time being enforce), Shri Sanjay Singh (DIN: 01548011), be and is hereby re-appointed as Managing Director of the Company for three years w.e.f 1st October, 2019 to 30th September, 2022 on without any remuneration basis.

RESOLVED FURTHER THAT there shall be clear relation of the Company with Shri Sanjay Singh as “the Employer-Employee” and each party may terminate the above said appointment with the three months notice in writing.

RESOLVED FURTHER THAT Shri 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.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to do all such acts, deeds, matters and things as in its absolute discretion, may consider necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby authorized to do all the needful acts, deeds, matters and things to give effect to this resolution.”

Date: 12/08/2019
Place: Indore

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

MID INDIA INDUSTRIES LIMITED
(CIN: L17124MP1991PLC006324)
Regd. Office: Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001 IN
Website-www.midindiaindustries.com
Email id- csmidindia@gmail.com
Tel. 07422-234999, 405139

Shailendra Agrawal
Company Secretary
ACS - 25819

NOTES

- **A MEMBER ENTITLED TO ATTEND AND VOTE AT A MEETING 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 day's written notice is given to the Company.
- Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
- In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/demat account number/DPID-Client ID to enable us to give attendance slip for your signature and participation at the meeting.
- The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is omitted vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the 25th Annual General Meeting, held on 27th September, 2016.
- The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
- 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 Thursday, 19th Day of September, 2019 to Wednesday 25th Day of September, 2019 (both days inclusive) for the purpose of 28th Annual General Meeting.
- As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Ankit Consultancy Private Limited for assistance in this regard.
- As directed by SEBI, the Members holding shares in physical form are requested to submit particulars of their bank account along with the original cancelled cheque bearing the name of the Member to Ankit consultancy/Company to update their Bank Account details. Members holding shares in demat form are requested to update their Bank Account details with their respective Depository Participant. The Company or Ankit consultancy cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participants of the Members. Further, instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to shares held in the electronic mode.
- Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard of General Meeting in respect of the Directors seeking appointment/re-appointment at the ensuing AGM are provided in **Annexure-1** of this Notice.
- Sections 101 and 136 of the Companies Act, 2013 read together with the rules made there under, permits 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 2019 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 2019 is being sent in the permitted mode. Members who have not yet register their e-mail id 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.
- All the Documents referred to in the accompanying notice 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. The aforesaid documents will be also available for inspection by members at the 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 True Copy of Board Resolution alongwith the specimen signature(s), authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
- Route map for the venue of Annual General Meeting along with prominent landmark is enclosed with this Notice.
- A member desirous of getting any information on the accounts or operations of the Company is requested to forward his/her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
- Members who are holding shares in identical order of names in more than one folio are requested to send to the company or Company's Registrar and Share Transfer Agent the details of such folios together with the share certificates for consolidating their holding in one folio. The share certificates will be returned to the members after making requisite changes, thereon. The members requested to use New Share Transfer Form SH-4 for this purpose.

- The Notice of AGM along with complete Annual report shall be dispatched to the shareholders who are registered as member as on 23rd August, 2019. Further Members may also note that Notice of this Annual General Meeting and the Annual Report for financial year 2018-19 will also be available on the Company's website i.e. www.midindiaindustries.com.
- 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(M.P.)
- 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 voting rights of Shareholders shall be in proportion of shares held by them to the total paid up equity shares of the company as on Wednesday 18th September, 2019, being the cut-off date.
- 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 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 alternate, 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. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again. For E-voting facility, the Company has entered in to an agreement with the CDSL for facilitating remote E-voting. The Procedure and instructions for E-voting given below:

Instructions for shareholders voting through electronic means:

(i) The e-voting period begins on Sunday 22nd September, 2019 from 9.00 A.M. and ends on Tuesday, 24th September, 2019 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Wednesday 18th September, 2019, may cast their vote electronically in proportion to their shares in the paid up equity share capital of the company. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <MID INDIA INDUSTRIES LTD> on which you choose to vote.

(xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app m- Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

– Non Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.

– A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

– After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

– The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

– A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(xxi) Mr. L.N. Joshi, Practicing Company Secretary (Membership No. F 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.

(xxii) The Scrutinizer shall after scrutinizing the vote cast at the AGM (Poll) and through Remote E-Voting not later than 48 hours from the 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 CDSL. The results shall simultaneously be communicated to the Stock Exchanges where the company's shares are listed.

(xxiii) The Resolutions shall be deemed to be passed on the date of the Meeting, i.e. 25.09.2019 subject to receipt of the requisite number of votes in favor of the Resolutions.

Date: 12/08/2019

Place: Indore

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

MID INDIA INDUSTRIES LIMITED

(CIN: L17124MP1991PLC006324)

Regd. Office: Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001 IN

Website-www.midindiaindustries.com

Email id- csmidindia@gmail.com

Tel. 07422-234999, 405139

Shailendra Agrawal

Company Secretary

ACS - 25819

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 2:- APPOINTMENT OF SHRI BHAWANI SHANKAR SONI (DIN: 01591062) AS DIRECTOR AS WELL AS WHOLE TIME DIRECTOR OF THE COMPANY.

The Board of Directors of the Company in their meeting held on 24th May, 2019, upon recommendation of Nomination & Remuneration Committee, approved the appointment of Shri Bhawani Shankar Soni as an Additional Director of the Company to hold office up to the date of the Annual General Meeting. In terms of Section 160 of the Companies Act, 2013 ('the Act'), the Company has received a notice in writing from the Member proposing his candidature for the office of Director of the Company.

Further, Board of Directors of the Company in their meeting held on 06th June, 2019, based upon recommendation of Nomination & Remuneration Committee also approved appointment of Shri Bhawani Shankar Soni as Whole Time Director on the Board of the Company with effect from 06th June, 2019 in accordance with the provisions contained in Sections 196, 197 and 198 read with Section 203 of the Companies Act, 2013 and Schedule V of the Companies Act 2013 subject to the approval of the shareholders at the forthcoming Annual General meeting.

Shri Bhawani Shankar Soni was working as employee of the Company. Board of Directors feels that his continuation on the Board will be beneficial to the company and recommends the adoption of resolution proposed under Item No. 2. Accordingly, it is proposed to appoint him as Whole Time Director w.e.f. 06th June, 2019 on remuneration as mentioned in Item No. 2 of notice for which Nomination and Remuneration Committee, Audit committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority if any.

The proposed remuneration will be in the limit prescribed for the managerial person in Schedule V of the Companies Act, 2013 amended up to date.

Further, information required as per Schedule V of the Companies Act, 2013 is given as follows:-

I. General information:				
1.	Nature of industry		Textile Industry	
2.	Date or expected date of commencement of commercial production		Already commenced commercial production	
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus		Not Applicable	
4.	Financial Performance based on given indicators		Figures In lacs	
	Financial Year	Revenue from operations	Profit/(loss) before Tax	Profit /(loss) after Tax
	2017-18	2267.24	(428.94)	(428.94)
	2016-17	2544.66	(224.71)	(224.71)
	2015-16	2309.69	(85.40)	(85.40)
5.	Foreign investments or collaborations, if any		The company has no foreign investments or foreign collaborations. The company has not made any foreign investments or has any collaboration overseas.	
II. Information about the appointee:				
1.	Background details		Shri Bhawani Shankar Soni is an arts graduate. He has 39 years experience of Factory Management and administration.	
2.	Past remuneration:-		Rs. 26,000/- per month (as a Factory Manager)	
3.	Recognition or awards		None	
4.	Job profile and his suitability		Shri Bhawani Shankar Soni is a creative, self-motivated and result oriented. He has rich experience in planning, directing and implementing business decision and translates them in terms of business growth.	
5.	Remuneration proposed		Rs. 26,000/- per month	
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.		Exact latest data of the comparative profile with remuneration of the WTD/Key Personnel of textile industries is not available as currently, Company is not carrying any manufacturing activities. Further, remuneration offer to Shri Bhawani Shankar Soni is minimum Remuneration which was drawn by him in capacity as a Factory Manager.	
7.	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.		No pecuniary relationship directly or indirectly with the company, or relationship with any managerial personnel.	
III. Other information:				
1.	Reasons of loss or inadequate profits		- Economic slowdown - Tough Competition - Outdated plant and machineries-	
2.	Steps taken or proposed to be taken for improvement		The Company has initiated various steps to improve its operational performance/liquidity, including cost control measures have been put in place. Company proposed in new line of business to generate surplus revenue subject to approval of shareholders.	
3.	Expected increase in productivity and profits in measurable terms		Company expect by adoption of new line of business surplus revenue will generate.	

The disclosure as required under Part-II of Schedule V of Companies Act, 2013, is covered under Corporate Governance Report forming part of Annual Report.

Except proposed appointee none of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way are concerned or interested, financially or otherwise, in the Resolution as set out at Item No. 2 of the Notice.

ITEM No. 3:- RE-APPOINTMENT OF SMT. DEEPIKA GANDHI (DIN: 07017162) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.

In the 24th Annual General Meeting held on 28.09.2015, Smt. Deepika Gandhi was appointed as Independent Director of the Company for a term of five years.

The Board, based on the performance evaluation and as per the recommendation of the Nomination and Remuneration Committee, considers that, given her background and experience and contributions made by her during her tenure, the continued association of aforesaid Independent Director would be beneficial to the Company and it is desirable to continue to avail her services as an Independent Director. Accordingly, she is proposed to be re-appointed as Independent Director of the Company, not liable to retire by rotation, for second term of 5 (Five) consecutive years on the Board of the Company.

The Proposed appointee 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 a Director. The Company has also received declaration from appointee that she meet the criteria of independence as prescribed both under Section 149(6) of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, proposed appointee fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. She is independent of the management. Copy of draft letter of appointment of the proposed appointee setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

The Company has received notice in writing from a Member under section 160 of the Act, proposing the candidature of Smt. Deepika Gandhi, for the office of Director of the Company.

This statement may also be regarded as an appropriate disclosure under the Act and the Listing Regulations.

The Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The brief profile of the director's who are proposed to be appointed as independent director are given in the notice convening the Annual General Meeting in separate annexure.

ITEM No. 4:- ALTERATION IN MAIN OBJECT CLAUSE OF THE COMPANY:

Members are aware that Company was incorporated on 19th March, 1991 with primary business of manufacturer, stockists, import, export, spinners, ginners, weavers of all products and merchandize related to yarn, synthetics and textiles including cotton, linen, hemp, jute, silk, man made synthetic fibers, synthetic yarn etc. In spite of continues efforts made by management, company kept incurring losses since last three years, and therefore has huge amount of accumulated losses. Further, company has given plant on lease to secure the payment of minimum bearing expenses. In view of the above, Board of Directors of the Company have decided to diversify its business activities; looking in to the current market scenario and possession of huge amount of land, Board has proposed to start real estate business activities/development of land. Presently, Company does not have specific object clause relating to aforesaid activities. To cover the said activities in object clause of memorandum of association it is required to alter the same.

In terms of Section 13 of the Companies Act, 2013 any change in the object clause of Memorandum of Association of Company requires approval of shareholders by passing a special resolution. Accordingly, consent of shareholder is solicited by passing a special resolution for alteration in other object clause as detailed in Item no. 4 of the accompanying Notice.

The amendment shall be effective upon the registration of the resolution with the Registrar of Companies.

Further, pursuant to provisions of Section 110 of the Companies Act, 2013 any item of business required to be transacted by means of postal ballot may be transacted at a general meeting by a company which is required to provide the facility to members to vote by electronic means under section 108. Hence, proposed resolution for alteration of object clause shall be transacted at ensuing Annual General Meeting through electronic means.

Copy of the existing MOA indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered Office and Corporate Office of the Company on all working days (Monday to Friday) from 11.00 AM to 1.00 PM except holiday.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

ITEM NO. 5:- ALTERATION OF THE LIABILITY CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

The Liability Clause of the MOA is being replaced to clarify, that the liability of the members is limited to the amount unpaid on the shares and to make it in conformity with the provisions of the Act.

Copy of the existing MOA indicating the proposed amendments and other allied documents, if any, being referred in this resolution would be available for inspection by the members, free of cost, at the Registered office and Corporate Office of the Company on all working days (Monday to Friday) from 11.00 AM to 1.00 PM except holiday.

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any. The Board recommends the resolution under Item No. 5 for approval of the

members as a Special Resolution.

ITEM No. 6: RE-APPOINTMENT OF SHRI SANJAY SINGH (DIN: 01548011) AS AN MANAGING DIRECTOR OF THE COMPANY

Mr. Sanjay Singh aged 49 Years has expertise in International & Foreign Trade and has more than 2 decades of experience in the field of Marketing. Looking into his devotion, Board of Directors proposed to re-appoint him as Managing Director for further period of 3 years w.e.f 1st October, 2019 to 30th September, 2022 in accordance with the provisions contained in Section 196, 197, 198 and 203 of the Companies Act, 2013 read with Schedule V of the Companies Act 2013 on without any remuneration and terms and conditions as mentioned in item No. 6 of notice.

For this purpose Nomination & Remuneration Committee and Board of Directors have accorded their approval subject to approval of the members or any other appropriate authority, if any.

Further re-appointment of Mr Sanjay Singh as Managing Director is proposed on without any remuneration therefore applicable provisions of part II of schedule V of the Companies Act, 2013 is not applicable.

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

Date: 12/08/2019

Place: Indore

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

MID INDIA INDUSTRIES LIMITED

(CIN: L17124MP1991PLC006324)

Regd. Office: Textile Mill Area, Station Road, Mandsaur (M.P.) - 458001 IN

Website-www.midindiaindustries.com

Email id- csmidindia@gmail.com

Tel. 07422-234999, 405139

Shailendra Agrawal

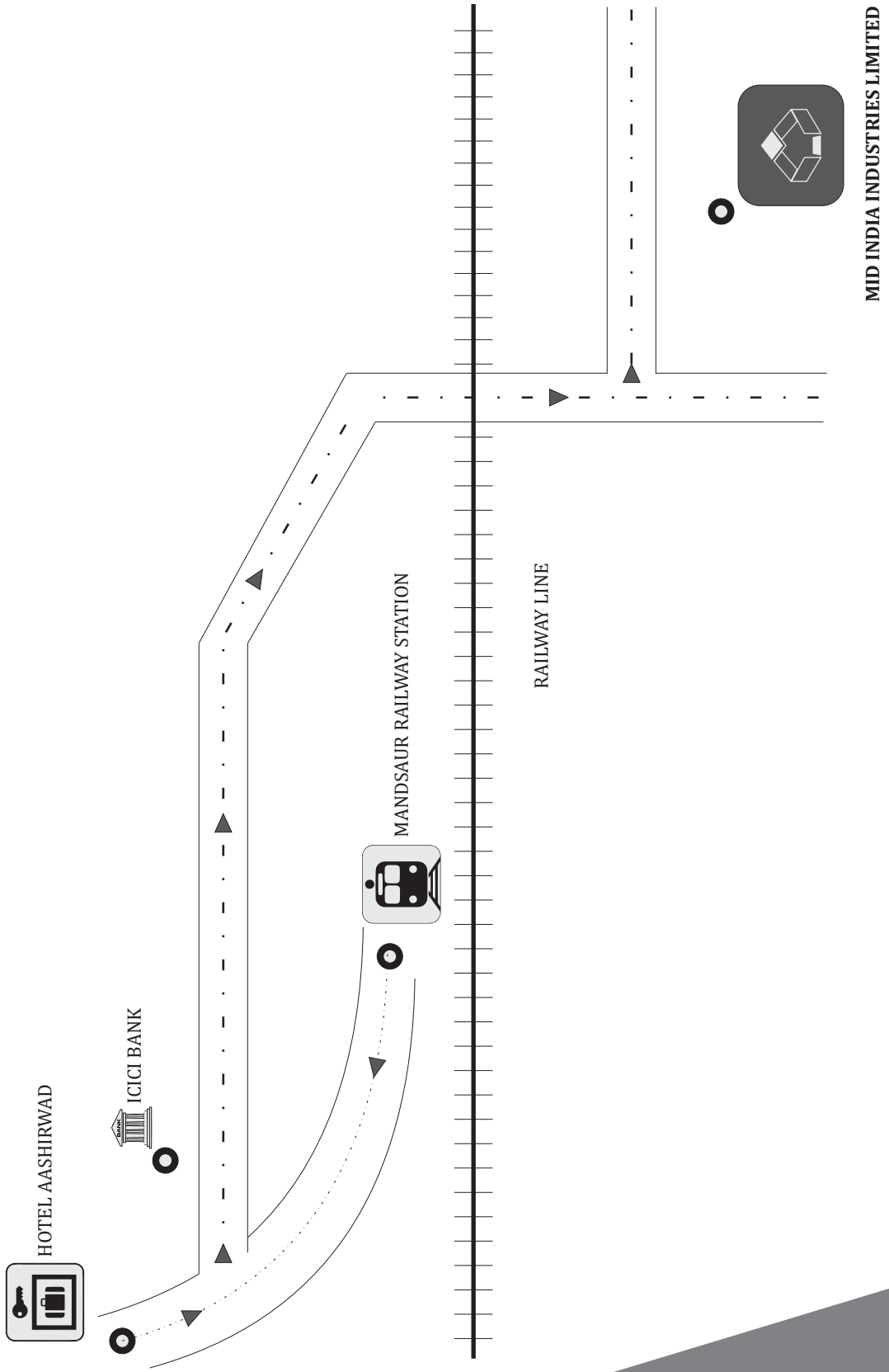
Company Secretary

ACS - 25819

ANNEXURE-1

Additional Information of Directors seeking re-appointment/appointment at the ensuing Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and Secretarial Standard of General Meeting:

Name of Directors	Shri Bhawani Shankar Soni (DIN: 01591062)	Smt. Deepika Gandhi (DIN: 07017162)	Shri Sanjay Singh (DIN: 01548011)
Date of Birth	14.01.1960	02.08.1988	13.10.1969
Date of Appointment	24.05.2019	14.11.2014	14.11.2014
Expertise/Experience in Specific Functional Area	Legal & Manufacturing 39 Years	Quality Management 10 Years	International & Foreign Trade 25 Years
Qualification	B.A.	M.Com	MBA in Marketing
No. & % of Equity Shares held in the company	27000 (0.17%)	Nil	2900 (0.02%)
List of outside Company's Directorship held	Mid India International Limited Rock And Roll Resort And Club Private Limited	Nil	Nil
Chairman/Member of the Committees of Board of Directors of the Company	Nil	Member of Stakeholders Relationship Committee, Audit Committee and Nomination & Remuneration Committee	Nil
Salary or Sitting fees paid	26,000/- p.m.	Nil	Nil
Chairman / Member of the Committees of the Board of Directors of other Companies in which he/she is director	Nil	Nil	Nil
Relationship between directors inter-se	Nil	Nil	Nil



ROUTE MAP
For the venue of
Annual General Meeting

MID INDIA INDUSTRIES LIMITED