

MIDEAST (INDIA) LIMITED

Regd Office: D-12, NEB SARAI, FREEDOM FIGHTERS ENCLAVE, NEW DELHI-110068
CIN: L63090DL1977PLC008684 **Email:** mescogroup@rediffmail.com **Tel:** 011-40587085

NOTICE

Notice is hereby given that the 40th Annual General Meeting of the Members of **Mideast (India) Limited** will be held on Thursday, 29th Day of September, 2016 at 11:30 AM at The Claremont, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi-110047 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Financial Statements of the Company as at 31st March 2016 including the Balance Sheet as at 31st March 2016, the Statement of Profit & Loss and Cash flow statement for the year ended on that date, and the Reports of the Auditor's and Directors' thereon.
2. To appoint a Director in place of Mrs. D. K. Singh (DIN: 00091193), who retires by rotation and being eligible, offers himself for re-appointment.
3. To ratify the appointment of M/s Sangram Paul & Co., Chartered Accountants (Firm Registration No. 308001E) as an Auditor and to pass the following resolution, with or without modification as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sec. 139 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder, as amended from time to time, the appointment of M/s Sangram Paul & Co., Chartered Accountants (Firm Registration No. 308001E), be and is hereby ratified by the members of the Company, as Statutory Auditors of the company to hold office from conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting of the Company at such remuneration as shall be fixed by the Chairman/ Board of Directors of the Company.

RESOLVED FUTHER THAT the Board of Directors be and is hereby authorised to do all such act(s), deed(s) and thing(s) as may be considered necessary, proper or expedient in order to give effect to the above resolution.”

SPECIAL BUSINESS

4. To appoint Mr. Hawa Singh Chahar (DIN: 01691383) as an Independent Director of the Company and in this regard, 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 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation

17 of SEBI (LODR) Regulation 2015, Mr. Hawa Singh Chahar (DIN: 01691383), who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of the Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term up to upto five consecutive years commencing from 29th September, 2016.

For and on Behalf of the Board

Jitendra Kumar Singh

DIN:00090649

Director

D-3A, Ansal Villa,
Satabari,
New Delhi-110030

Dated : 12/08/2016

Place : New Delhi

NOTES:

- 1) An explanatory statement pursuant to Section 102 of the Companies Act, 2013 in respect of item no. 4 of the notice set out above is annexed herewith.
- 2) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. The instrument appointing proxy should be deposited at the registered office of the company not less than forty-eight hours before commencement of the meeting.
- 3) A person can act as proxy on behalf of not more than fifty members and holding not more than ten percent of the total share capital of the company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder. A Proxy form is sent herewith.
- 4) The instrument appointing proxy in order to be effective should be duly stamped, completed and signed and should be deposited at the Registered Office of the Company not later than 48 hours before the time fixed for the meeting.
- 5) Members / proxies should bring the Attendance Slip duly filled in for attending the meeting. The form of attendance slip and proxy form are attached with the Notice.
- 6) For members who have not registered their email address, physical copies of the Notice of the 39th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.

- 7) Members who hold shares in physical form may nominate a person in respect of all the shares held by them whether singly or jointly. Members are advised to avail of the nomination facility by filing Form SH-13 in their own interest. Blank forms will be supplied by the Company on request. Members holding shares in demat form may contact their respective Depository Participants for recording of nomination.
- 8) During the period beginning 24 hours before the time fixed for the commencement of the Annual General meeting and ending with the conclusion of the meeting, a Member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
- 9) Corporate Members intending to send their authorized representative to attend the meeting are requested to send at the Registered Office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
- 10) The Register of Directors and Key Managerial Personnel and their shareholding maintained under Companies Act, 2013 will be available for inspection by the members at the AGM.
- 11) The Register of Contracts or Arrangements in which directors are interested, maintained under Companies Act, 2013, will be available for inspection by the members at the AGM.
- 12) The Register of Members and Share Transfer Books will remain closed from Saturday, 24th September, 2016 to Friday, 29th September, 2016 (both days inclusive).
- 13) In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of name and attending the meeting, will be entitled to vote.
- 14) Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
- 15) Members holding shares in physical form are requested to notify/send any change in their address to the Company's Registrars and Share Transfer Agents or to the Company at its Registered Office.
- 16) Members desirous of obtaining any information / clarification concerning the Financial Statements for the financial year ended March 31, 2016 of the Company, may send their queries in writing atleast seven days before the Annual General Meeting to the Company Secretary at the Registered Office of the Company or at E-Mail Id : mescogroup@rediffmail.com
- 17) Pursuant to Regulation 36 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the brief profile of Director eligible for appointment/re-appointment vide item no. 2, 4 to 6 is as follows:-

Particulars	Mr. D.K Singh	Mr. Hawa Singh Chahar
DIN	00091193	01691383
Date of Birth	26 th November, 1950	15 th October, 1948
Date of appointment	28 th July, 1977	29 th September, 2016
Qualifications	Bachelor of Laws	Retd IAS Officer
Expertise in specific functional areas	Mr. D K Singh, aged about 62 years is a law graduate and possesses nearly a decade's experience in the leather and pharmaceuticals industry. He has an established track record and with their international business experience have created a presence for the Mesco group.	Mr. Hawa Singh Chahar, Retd I.A.S Officer. He has 18 years of experience as Secretary in various Government departments including the Agricultural Department, Transport and Commerce Department, Housing and Urban Development Department, Steel and Mines Department, Forest and Environmental Department. He served as Chairman of Bilati (Orissa) Limited and served as its Director since July 2005.

Directorships in other Companies	1. Mesco Pharmaceuticals Limited 2. Forrester Foods Private Limited 3. Mesco India Limited 4. Mesco Laboratories Limited 5. Chhindwara Energy Limited 6. Mesco Hotels Limited 7. Mesco Logistics Limited 8. Mesco Aerospace Limited 9. 21 st Century Finance Limited	1. Mesco Kalinga Steels Limited 2. Mesco Mining Limited
Memberships / Chairmanships of committees of other public companies (includes only Audit Committee and Stakeholders' Relationship Committee.)	NIL	NIL
Number of shares held in the Company	69,480	NIL
Relationship with any Director(s) of the Company	Brother of Mr. Jitendra Kumar Singh	NIL

- 18) All the documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection at the Registered Office of the Company during business hours on all working days up to the date of the declaration of the result of the 40th Annual General Meeting of the Company.
- 19) Route Map as per Secretarial Standard 2 is annexed herewith.
- 20) Guidelines for attending the ensuing Annual General Meeting of the Company:
- Entry to the venue will be strictly against entry coupon available at the counters at the venue and against the exchange of duly filled in, signed and valid Attendance Slip.
 - Any briefcase/bags/eatables or other articles are not allowed inside the Auditorium/Hall.
 - Member(s) are requested to bring the copy of the Annual Report to the meeting.
 - The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 31st March, 2016.
 - The results declared will also be placed on the Company's website and communicated to the Stock Exchanges
- 21) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

For and on Behalf of the Board

JITENDRA KUMAR SINGH
DIN- 00090649
Chairman
D-3A, Ansal Villa,
New Delhi-11003

Dated : 12/08/2016
Satabari,
Place : New Delhi

Explanatory Statement in respect of Special Business

(Pursuant to section 102 of the Companies Act, 2013)

The Following Explanatory Statement, as required under section 102 of the Companies Act 2013, set out all material facts relating to the business under Item No. 4 of the accompanying notice .

Item No. 4

As per the provisions of Section 149(4) of the Act and the Companies (Appointment and qualifications of Directors) rules, 2014 the Company should have at least 2 Independent Director on the Board of Directors of the Company. The said legal requirement is fulfilled by the appointment of Mr. Hawa Singh Chahar (DIN 01691383), as a Director of the Company.

The Company has received a Notice in writing under the provisions of section 160 of the Companies Act, 2013, along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr. Hawa Singh Chahar (DIN 01691383), for the office of Director. The Company has received consent in writing to act as Director in Form DIR- 2 and intimation in Form DIR-8 to the effect that he is not disqualified u/s 164(2) to act as Director. The Company has also received declaration from him that he meets the criteria of independence as prescribed u/s 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Hawa Singh Chahar (DIN 01691383), fulfills the conditions specified in the Act and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the management.

Mr. Hawa Singh Chahar (DIN 01691383), being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of 5 (Five) years from the date of this AGM upto the date of AGM to be held in the calendar year 20201.

Copy of the draft letter for appointment of Mr. Hawa Singh Chahar (DIN 01691383), as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day till the date of AGM.

The Board of Directors of your Company recommends the resolution in relation to appointment of Mr. Hawa Singh Chahar (DIN 01691383), as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Hawa Singh Chahar (DIN 01691383), no other Director and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

For and on Behalf of the Board

JITENDRA KUMAR SINGH

DIN- 00090649

Chairman

D-3A, Ansal Villa,

New Delhi-110030

Dated : 05/09/2016

Satabari,

Place : New Delhi

MIDEAST (INDIA) LIMITED

CIN: L63090DL1977PLC008684

Registered Office: D-12, Neb Sarai, Freedom Fighters Enclave, New Delhi- 110068

Ph. No: 011-29241099, 40587085, 40587083. W: www.mescosteel.in

ATTENDANCE SLIP

(To be presented at the entrance)

40th Annual General Meeting of the Company held on Thursday, 29th September, 2016 at 11:30 A.M. at The Claremont, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi-110030

Folio No.	
No. of Shares	

Name of the Shareholder:

Address of the Shareholder:

.....

.....

I hereby record my presence at the **40th Annual General Meeting** of the Company held on Thursday, 29th September, 2016 at 11:30 A.M. at The Claremont, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi-110030 and at any adjournment thereof.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder/Proxy

1. Only Member/Proxy holder can attend the Meeting.
2. Member/Proxy holder should bring his/her copy of the Annual Report for reference at the Meeting.



Mideast(India) Ltd

Registered Office: D-12, Neb Sarai, Freedom Fighters Enclave, New Delhi- 110068

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PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Shareholder		Folio No:	
Registered address		E-mail id:	

I/We, being the member(s) of _____ Shares of Mideast (India) Limited, hereby appoint:

1. of having e-mail id or failing him
2. of having e-mail id or failing him
3. of having e-mail id or failing him

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me /us and on my/our behalf at the **40th Annual General Meeting** of the Company held on Thursday, 29th September, 2016 at 11:30 A.M. at The Claremont, Aaya Nagar, Mehrauli Gurgaon Road, New Delhi-110030

S. No.	Resolutions	For	Against
1.	To receive, consider and adopt the Audited financial statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and Auditors thereon		
2.	To appoint director in the place of Mr. Dushyant Kumar Singh (DIN 00091193), Director of the Company, who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment		
3.	To ratify the appointment of Statutory Auditors of the Company.		
4.	To appoint Mr. Hawa Singh Chahar (DIN 01691383) as director of the Company.		

Affix
Revenue
Stamp of
Re. 1

Signed this..... on day 2016

Signature of Shareholder

Signature of the 1st Proxy Holder

Signature of 2nd Proxy holder

Signature of 3rd Proxy holder

Notes:

1. **This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.**
2. **A Proxy need not be a member of the Company.**
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% 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 other person or share-holder.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
5. In case of joint holders, the signatures of any holder will be sufficient, but names of all joint holders should be stated.

Route Map as per Secretarial Standard 2 issued by ICSI is as under:

