

MIDWEST LIMITED



(Formerly Known as Midwest Private Limited)

CIN: U14102TG1981PLC003317

CERTIFIED TRUE COPY OF THE RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS (THE "BOARD") OF MIDWEST LIMITED (THE "COMPANY") AT THE MEETING HELD ON THURSDAY THE 19TH DAY SEPTEMBER, 2024, AT 08.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 8-2-684/3/25 & 26, ROAD NO.12 BANJARA HILLS, HYDERABAD, TELANGANA, INDIA, 500034.

APPROVAL OF THE INITIAL PUBLIC OFFER

The Chairperson informed the Board that the Company proposes to undertake an initial public offering of its equity shares of face value of ₹ 5 each (the "**Equity Shares**") and such offering, the "**Offer**") in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company, the uniform listing agreement to be entered into between the Company and the relevant stock exchanges where the Equity Shares are proposed to be listed (the "**Stock Exchanges**") and applicable laws, regulations, policies, rules, notifications, circulars, directions, clarifications, orders and guidelines, in India or outside India, including, without limitation, the Securities Contracts (Regulation) Act, 1956 (and the applicable rules thereunder), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Companies Act, 2013 and the applicable rules thereunder, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 and any other foreign investment law and the rules, regulations, guidelines, press notes, notifications, circulars, directions, orders, and clarifications issued from time to time by the Government of India, including the Department for Promotion of Industry and Internal Trade, the Department of Economic Affairs, Ministry of Finance, the Reserve Bank of India, the Securities and Exchange Board of India, the Registrar of Companies, Telangana at Hyderabad, the Stock Exchanges and/or any other competent authorities, in each case, as amended (collectively, "**Applicable Laws**"). The Offer structure, which shall include a fresh issue of Equity Shares of up to ₹2,500 million by the Company (the "**Fresh Issue**") and an offer for sale of Equity Shares by certain shareholders of the Company (the "**Selling Shareholders**", and such offer for sale, the "**Offer for Sale**") and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting such approvals, consents, permissions, waiver and/or sanctions, will be finalized at the absolute discretion of the board of directors of the Company (the "**Board**", which term shall be deemed to include any committee which the Board has duly constituted or may hereinafter duly constitute to exercise its powers including the powers conferred by this resolution). The Offer may also include a reservation of a certain number of Equity Shares for any category or categories of persons as permitted under Applicable Laws (the "**Reservation**"). In addition, the Company may undertake a further issue of specified securities of the Company as permitted under Applicable Laws (the "**Pre-IPO Placement**"). Unless the context requires otherwise, the term, "Offer," as used in these resolutions, includes the Fresh Issue, the Offer for Sale, the Reservation and the Pre-IPO Placement. The Company may further offer a discount to the price at which the Equity Shares are offered pursuant to the Offer, to any category or categories of persons as permitted under Applicable Laws.

In connection with the Offer, the Company is required, *inter alia*, to prepare various documents and execute various agreements, including, without limitation, engagement letters, agreements or documents in connection with the Pre-IPO Placement, the listing agreements to be entered into by the Company with the Stock Exchanges, the registrar agreement, the offer agreement with the Selling Shareholders and the book running lead managers, the monitoring agency agreement, the share escrow agreement, the syndicate agreement, the cash escrow and sponsor bank agreement, the underwriting agreement and the service provider agreement with the advertising agency. Accordingly, it is proposed to authorize the members of the Board and certain officers of the Company to negotiate, finalize and execute such documents and agreements as may be required and to do all such acts, deeds, matters and things in this regard for and on behalf of the Company.



Registered Office: H.No. 8-2-684/3/25&26, Road No. 12, Banjara Hills, Hyderabad - 500 034.

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After detailed discussion, the Board approved the following resolutions:

“RESOLVED THAT, subject to the approval of the shareholders of the Company through a special resolution and pursuant to the provisions of Sections 23, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, each as amended, (collectively, the **“Companies Act”**), the Securities Contracts (Regulation) Act, 1956 and the Securities Contracts (Regulation) Rules, 1957 (**“SCRR”**) (and the applicable rules thereunder), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019 (including any statutory modifications or re-enactment thereof, for the time being in force) and any other applicable laws, rules, regulations, guidelines, press notes, notifications, circulars, directions, orders and clarifications issued from time to time, in India or outside India (collectively, the **“Applicable Laws”**) by the Government of India (**“GoI”**), including the Department for Promotion of Industry and Internal Trade, the Securities and Exchange Board of India (**“SEBI”**), Reserve Bank of India (**“RBI”**) and any other applicable laws, rules and regulations, in India or outside India, and in accordance with the enabling provisions of the memorandum of association and the articles of association of the Company and the uniform listing agreement to be entered into between the Company and the respective recognized stock exchanges of India where the equity shares of face value of ₹ 5 each of the Company (the **“Equity Shares”**) are proposed to be listed (**“Stock Exchanges”**), and subject to any approvals, consents, permissions, waivers and/ or sanctions from the GoI, including the Department for Promotion of Industry and Internal Trade, the Department of Economic Affairs, Ministry of Finance, the SEBI, the Registrar of Companies, Telangana at Hyderabad (the **“RoC”**), the Stock Exchanges, and/ or any other appropriate government, statutory or regulatory authorities (collectively, the **“Regulatory Authorities”**), and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any Regulatory Authorities while granting such approvals, consents, permissions, waiver and/ or sanctions, which may be agreed to by the board of directors of the Company (the **“Board”**, which term shall be deemed to include any committee which the Board has duly constituted or may hereinafter duly constitute to exercise its powers including the powers conferred by this resolution), the consent, authority and approval of the Board is hereby granted for an initial public offering of the Equity Shares (the **“Offer”**), and the Board be and is hereby authorized to create, issue, transfer, offer and allot such number of Equity Shares aggregating up to ₹2,500 million, by way of a fresh issue of Equity Shares by the Company (the **“Fresh Issue”**) for cash either at par or premium (with an option to the Company to retain an over-subscription to the extent of 1% of the Offer or such other extent as may be permitted under the Applicable Laws, for the purpose of rounding off to the nearest integer to make allotment while finalizing the basis of allotment in consultation with the designated stock exchange), at a price to be determined by the Company in consultation with the BRLMs, through the book building process in terms of the SEBI ICDR Regulations or otherwise in accordance with Applicable Laws, at such premium or discount per Equity Share as permitted under Applicable Laws and as may be fixed and determined by the Company in consultation with the book running lead managers to the Offer (the **“BRLMs”**) in accordance with the SEBI ICDR Regulations (the **“Offer Price”**), on such terms and conditions, in such manner and during such period, to such person or persons as may be permitted by and in accordance with Applicable Laws, who may or may not be shareholders of the Company, as the Board may decide in consultation with the BRLMs, including to one or more of the members of the Company, eligible employees of the Company whether through any reservation of a certain number of Equity Shares for any category or categories of persons as permitted under Applicable Laws (the **“Reservation”**), or otherwise, Hindu undivided families, anchor investors (if any) or qualified institutional buyers, each as defined under the SEBI ICDR Regulations, foreign portfolio investors, registered foreign venture capital investors, registered alternate investment funds, public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies registered with the Insurance Regulatory and Development



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Authority of India, provident funds, pension funds, the National Investment Fund set up by the GoI, insurance funds set up by the army, navy or air force of the Union of India, insurance funds set up by the Department of Posts, India, development financial institutions, systemically important non-banking financial companies, Indian mutual funds registered with the SEBI, non-resident Indians, Indian public, bodies corporate, companies (private or public) or other entities, authorities, and to such other persons eligible to invest in Equity Shares of the Company, including high net worth individuals, retail individual bidders or other entities, in one or more combinations thereof as may be permitted under Applicable Laws, in one or more tranches, at a price determined by the book building process in terms of the SEBI ICDR Regulations, for cash at such price or prices (at a discount, at par or at a premium) per Equity Share as may be fixed and determined by the Board, and subject to Applicable Laws, including, without limitation, through a prospectus, offering circular or an offering document, and in such manner and on such terms and conditions as may be finalized by the Board, in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer, and that the Board in consultation with the BRLMs may finalize all matters incidental thereto as it may in its absolute discretion thinks fit, without requiring any further approval of the members, and that all or any of the powers of the Company devolved pursuant to this resolution may be exercised by the Board or any duly constituted committee of the Board, including the IPO Committee.”

“**RESOLVED FURTHER THAT**, subject to the approval of any Regulatory Authorities, if and to the extent necessary, and in accordance with Applicable Law, one or more of the existing shareholders of the Company shall be permitted to participate in the Offer for Sale with respect to Equity Shares held by them as part of the Offer at a price to be determined in accordance with the book building process in terms of the SEBI ICDR Regulations, for cash at such premium per Equity Share as may be fixed and determined by the Company in consultation with the BRLMs and/or underwriters and/or other advisors or such persons appointed for the Offer, in accordance with the terms of any agreements executed with the selling shareholders and the BRLMs and/or underwriters and/or other advisors appointed for the Offer, and subject to Applicable Law and to such category of investors as may be permitted under Applicable Law.”

“**RESOLVED FURTHER THAT**, the Board and such other persons as may be authorized by the Board be and is hereby authorized on behalf of the Company to determine the allocation of such percentage of the Offer to any category or categories in any Reservation, as may be permissible in accordance with Applicable Laws and further, to provide a discount to the price at which the Equity Shares are offered pursuant to the Offer (“**Discount**”), to retail individual bidders and/or eligible employees of the Company and its subsidiaries, and do all such other acts, deeds, matters and things as the Board may, from time to time, decide including, without limitation, negotiating, finalizing and executing any document or agreement and any amendments or supplements thereto and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Reservation and/or the Discount or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the foregoing.”

“**RESOLVED FURTHER THAT**, all monies received out of the Offer shall be transferred to a separate bank account opened for the purpose of Offer referred to in Section 40(3) of the Companies Act, 2013, and application monies received pursuant to the Offer shall be refunded within such time, as specified by SEBI and in accordance with applicable law, or the Company and/or the selling shareholders shall pay interest on failure thereof, in accordance with applicable law and in consultation with the BRLMs.”

“**RESOLVED FURTHER THAT**, subject to the approval of shareholders, in accordance with the provisions of Sections 23, 62(1)(c), 42 and any other applicable provisions, if any, of the Companies Act and other Applicable Laws and subject to any other approvals as may be required, the in-principle approval of the Board is hereby accorded, at the discretion of the Board, to undertake a further issue of specified securities of the Company to certain investors as permitted under Applicable Laws on or prior to the date of the red herring prospectus (“**Pre-IPO Placement**”), at such other price as the Board may determine, in consultation with the BRLMs and/or other advisors, in light of the then-prevailing market



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conditions in accordance with Applicable Laws and do all such other acts, deeds, matters and things as the Board may from time to time, in their absolute discretion deem fit and including without limitation, negotiate, finalize and execute any document or agreement, including without limitation any private placement offer letters, placement agreement, escrow agreement, term sheet and such other documents or any amendments or supplements thereto and to open any bank account for the purpose if required, and to open any shares or securities account or escrow or custodian accounts as may be required in connection therewith and generally to do all such acts, deeds, matters and things in relation to all matters incidental to the Pre-IPO Placement or in relation to the foregoing and to settle any question, difficulty, or doubt that may arise with regard thereto or in relation to the Pre-IPO Placement. In the event of a Pre-IPO Placement, the size of the Fresh Issue would be reduced to the extent of Equity Shares issued under the Pre-IPO Placement, subject to the Offer satisfying the minimum issue size requirements under the Securities Contracts (Regulation) Rules, 1957, as amended.”

“**RESOLVED FURTHER THAT**, the powers of the Board set forth herein above are inclusive and not exclusive, and shall not be deemed to be restricted to, or be constrained by the provisions of any other part of this resolution.”

“**RESOLVED FURTHER THAT**, such of the Equity Shares to be issued under the Offer as are not subscribed may be disposed of by the Board to such persons and in such manner and on such terms as the Board in its absolute discretion think most beneficial to the Company, including offering or placing them with banks/financial institutions/investment institutions/mutual funds/bodies corporate/such other persons or otherwise as the Board may in its absolute discretion decide, subject to compliance with all Applicable Law.”

“**RESOLVED FURTHER THAT**, the Equity Shares allotted and/or transferred in the Offer shall be subject to the memorandum of association and the articles of association of the Company and rank *pari passu* with the existing Equity Shares of the Company, in all respects, including rights in respect of dividend.”

“**RESOLVED FURTHER THAT**, subject to Applicable Laws, oversubscription to the extent of 1% of the Offer size, or such other extent as may be permitted under Applicable Laws may be retained by the Company for the purpose of rounding off to the nearest integer while finalizing the basis of allotment in relation to the Offer.”

“**RESOLVED FURTHER THAT**, subject to Applicable Laws, the approval of the Board be and is hereby accorded to the listing and trading of the Equity Shares on BSE Limited and the National Stock Exchange of India Limited pursuant to the Offer.”

“**RESOLVED FURTHER THAT**, the Board be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Offer and to delegate all or any of the powers herein conferred in such manner as it may deem fit, including, without limitation, the following:

- (i) To make applications to seek clarifications and obtain approvals from, where necessary, the SEBI and any other Regulatory Authorities as may be required in connection with the Offer and accept on behalf of the Board such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions as may be required;
- (ii) To take all actions as may be necessary in connection with the Offer, including extending the Bid/ Offer period, revision of the Price Band, in accordance with the Applicable Laws;
- (iii) To appoint and enter into arrangements with the BRLMs, underwriters to the Offer, syndicate members to the Offer, brokers to the Offer, sponsor bank(s) to the Offer, advisors to the Offer, escrow collection banks to the Offer, registrar to the Offer, refund banks to the Offer, public offer account banks to the



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Offer, advertising agencies, legal counsel and any other agencies or persons or intermediaries (including any replacements thereof) to the Offer and to negotiate and finalize and amend the terms of their appointment, including but not limited to execution of the BRLMs' mandate letter, negotiation, finalization, execution and, if required, the amendment of the Offer agreement with the BRLMs and the underwriting agreement with the underwriters;

- (iv) To negotiate, finalize, approve, settle, execute and deliver or arrange the delivery of the draft red herring prospectus ("DRHP"), the red herring prospectus ("RHP"), the prospectus, Offer agreement, registrar agreement, syndicate agreement, share escrow agreement, underwriting agreement, advertising agency agreement, cash escrow and sponsor bank agreement, and all other documents, deeds, agreements, memorandum of understanding and any notices, supplements and corrigenda thereto, as may be required or desirable, and other instruments whatsoever with the registrar to the Offer, legal advisors, auditors, Stock Exchanges, BRLMs and any other agencies/intermediaries in connection with the Offer with the power to authorize one or more officers of the Company to negotiate, execute and deliver all or any of the above documents;
- (v) To decide the pricing, the terms of the Offer of the Equity Shares, all other related matters regarding the Pre-IPO Placement, if any, including the execution of the relevant documents with the investors, in consultation with the BRLMs, and rounding off, if any, in the event of over-subscription and in accordance with Applicable Laws;
- (vi) To decide in consultation with the BRLMs on the size, timing, pricing, discount, reservation and all the terms and conditions of the Offer, including the price band, bid period, Offer price, and to accept any amendments, modifications, variations, or alterations thereto;
- (vii) To finalize, settle, approve and adopt and file in consultation with the BRLMs, the DRHP with the SEBI, the RHP with the RoC and subsequently with the SEBI and Stock Exchanges, the prospectus with the RoC and subsequently with the SEBI and Stock Exchanges for the Offer, together with any addenda, corrigenda or supplement thereto, as applicable, and take all such actions as may be necessary for filing of these documents including incorporating such alterations/corrections/modifications as may be required by and to submit undertaking/certificates or provide clarifications to the SEBI, the RoC or any other relevant Regulatory Authorities or in accordance with Applicable Laws;
- (viii) To seek, if required, the consent of the lenders of the Company, industry data providers, parties with whom the Company has entered into various commercial and other agreements, all concerned Regulatory Authorities in India or outside India, and any other consents that may be required in relation to the Offer or any actions connected therewith;
- (ix) To open and operate bank account(s) of the Company in terms of the escrow and sponsor bank agreement and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (x) To authorize and approve incurring of expenditure and payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer;
- (xi) To approve code of conduct as may be considered necessary or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;



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- (xii) To authorize any concerned person on behalf of the Company to give such declarations, affidavits, certificates, consents and authorities as may be required from time to time in relation to the Offer;
- (xiii) To approve suitable policies in relation to the Offer as may be required under Applicable Laws;
- (xiv) To approve any corporate governance requirement that may be considered necessary by the Board or as may be required under Applicable Laws, in connection with the Offer;
- (xv) To authorize and approve notices, advertisements in relation to the Offer in consultation with the relevant intermediaries appointed for the Offer;
- (xvi) To open and operate bank accounts of the Company in terms of Section 40(3) of the Companies Act, 2013 or as may be required by the regulations issued by the SEBI and to authorize one or more officers of the Company to execute all documents/deeds as may be necessary in this regard;
- (xvii) To approve the basis for allocation/allotment and confirm allocation/allotment of the Equity Shares to various categories of persons as disclosed in the DRHP, the RHP and the prospectus, in consultation with the BRLMs;
- (xviii) To issue receipts/allotment letters/confirmation of allocation notes either in physical or electronic mode representing the underlying Equity Shares in the capital of the Company with such features and attributes as may be required and to provide for the tradability and free transferability thereof in accordance with market practices and regulations, including listing on the Stock Exchanges, with power to authorize one or more officers of the Company to sign all or any of the above documents;
- (xix) To withdraw the DRHP or the RHP or not to proceed with the Offer at any stage, if considered necessary and expedient, in accordance with Applicable Laws;
- (xx) To make applications for listing of Equity Shares on the Stock Exchanges and to execute and to deliver or arrange the delivery of necessary documentation to the Stock Exchanges and to take all such other actions as may be necessary in connection with obtaining such listing;
- (xxi) To do all such deeds and acts as may be required to dematerialize the Equity Shares and to sign and/or modify, as the case may be, agreements and/or such other documents as may be required with the National Securities Depository Limited, Central Depository Services (India) Limited, registrar and transfer agents and such other agencies, as may be required in this regard with power to authorize one or more officers of the Company to execute all or any of the above documents;
- (xxii) To do all such acts, deeds, matters and things and execute all such other documents, etc., as it may, in its absolute discretion, deem necessary or desirable for the Offer, including without limitation, determining the anchor investor portion and allocation to Anchor Investors, finalizing the basis of allocation and allotment of Equity Shares to the successful allottees and credit of Equity Shares to the demat accounts of the successful allottees in accordance with Applicable Laws;



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- (xxiii) To settle all questions, difficulties or doubts that may arise in regard to the Offer, including such issues or allotment and matters incidental thereto as it may deem fit and to delegate such of its powers as may be deemed necessary and permissible under Applicable Laws to the officials of the Company;
- (xxiv) To approve the expenditure in relation to the Offer;
- (xxv) To approve and adopt the relevant restated consolidated financial statements to be issued in connection with the Offer;
- (xxvi) To approve and adopt any pro forma financial information in connection with the Offer;
- (xxvii) To take such action, give such directions, as may be necessary or desirable as regards the Offer and to do all such acts, matters, deeds, and things, including but not limited to the allotment of Equity Shares against the valid applications received in the Offer, as are in the best interests of the Company;
- (xxviii) To negotiate, finalize, settle, execute and deliver any and all other documents or instruments and doing or causing to be done any and all acts or things as it may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing or in connection with the Offer and any documents or instruments so executed and delivered or acts and things done or caused to be done by it or any committee thereof shall be conclusive evidence of the authority of the Board in so doing; and
- (xxix) To delegate any of the powers mentioned above to the following persons, Kollareddy Ramachandra; Director, Uma Priyadarshini Kollareddy; Director and Rohit Tibrewal, Company Secretary to do severally all such acts, deeds, matters and things as may be required to be done to give effect to the above resolution."

"RESOLVED FURTHER THAT, in relation to the Offer, any decision regarding the Offer may be made by the Company together with, or in consultation with the BRLMs as may be mutually agreed upon in terms of any agreement in connection with the Offer."

"RESOLVED FURTHER THAT, for the purpose of giving effect to the above resolutions, Kollareddy Ramachandra; Director, Uma Priyadarshini Kollareddy; Director and Rohit Tibrewal, Company Secretary severally, on behalf of the Board, and/or a duly authorized committee of the Board, be and are hereby authorized to do all such acts, deeds, matters and things as they may, in their absolute discretion, deem necessary, proper or desirable for such purpose, including, without limitation, the issue, transfer and allotment of the Equity Shares pursuant to the Offer, and may, along with the Selling Shareholders and subject to the provisions of Applicable Laws, determine the terms of the Offer, including with respect to the class of investors to whom the Equity Shares are to be allotted and/or transferred, the number of Equity Shares to be allotted and/or transferred, the Offer price, premium amount, Discount (as allowed under Applicable Laws), Reservations, appointment of the intermediaries, opening escrow accounts, finalizing the basis of allotment of the Equity Shares, to approve the incurring of expenditure and the payment of fees, commissions, brokerage, remuneration and reimbursement of expenses in connection with the Offer, to make any filings, furnish any returns or submit any other documents to any regulatory or governmental authorities as may be required, and to settle any question, difficulty or doubt, and further, to negotiate, finalize and execute all documents, agreements, papers, instruments and writings including arrangements with the Selling Shareholders, the BRLMs, underwriters, escrow agents, legal advisors, etc., as they may deem necessary, proper, desirable or expedient and to give such directions and/or instructions as they may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions and/or additions as regards the terms and conditions of the Offer or the documentation in relation thereto as may be required;



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and any documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Board in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Board, as the case may be."

"RESOLVED FURTHER THAT, duly certified copies of the above resolutions be furnished to any government, statutory or regulatory authority as may be required from time to time."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers conferred on it by or under the aforesaid resolution to any Director or to the Company Secretary, as it may consider appropriate in order to give effect to the resolution."

**CERTIFIED TO BE TRUE COPY
MIDWEST LIMITED**

RS 116 12001
ROHIT TIBREWAL
Company Secretary
ACS: 31385

Date: *19.09.2024*
Place: Hyderabad

