

**MIDWEST GOLD LIMITED**  
(FORMERLY NOVA GRANITES (INDIA) LIMITED)

**WHISTLE BLOWER POLICY**

**The Purpose of this Policy**

Midwest Gold Limited (“MGL”) is committed to complying with the foreign and domestic laws that apply to them, satisfying the Company’s Code of Ethics and Business Conduct, and particularly to assuring that business is conducted with integrity and that the Company’s financial information is true and accurate. If potential violations of Company policies or applicable laws are not recognized and addressed promptly, both the Company and those working for or with the Company could face governmental investigation, prosecution, fines, and other penalties. That can be costly. Consequentially and to promote the highest legal and ethical standards, the Company will maintain a workplace that facilitates the reporting of actual or potential violations of Company policies, ethics and applicable laws or reputation of the Company. Employees must be able to raise concerns regarding such potential violations easily and free of any fear of retaliation. That is the purpose of this policy (the “Policy” or the “Whistle Blower Policy”).

Pursuant to Sub-Section (9) & (10) of Section 177 of the Companies Act 2013 and applicable SEBI LODR Regulations , inter alia provides for a mandatory requirement for all Listed Companies to establish a vigil mechanism called ‘Whistle Blower Policy’ for directors and employees to report the management instances of unethical behavior, actual or suspected, fraud or violation of company’s code of conduct or ethics policy.

Accordingly, this Whistle Blower Policy (“the Policy”) has been formulated with a view to create awareness provide a mechanism for employees of the Company to approach the immediate supervisor or Chairman of the Audit Committee of the Company to report or disclose illegal, unethical of improper activity and provide protection and anonymity to such disclosures.

**Definitions**

The definitions of some of the key terms used in this Policy are given below.

- a. “Audit Committee” means the Audit Committee constituted by the Board of Directors of the Company in accordance with Section 177 (1) of the Companies Act, 2013 and read with applicable SEBI (LODR) Regulations and amendments thereto.
- b. “Employee” means every employee of the Company (whether working in India or abroad), including the Directors in the employment of the Company.
- c. “Code” means the Midwest Gold Limited ‘Code of Ethics and Business Conduct’.
- d. “Protected Disclosure” means any communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity.
- e. “Whistle Blower” means an Employee making a Protected Disclosure under this Policy.

## **Your Duty to Report**

Everyone is required to report to the Company in writing any suspected violation of any law that applies to the Company and any suspected violation of the Company's Code of Ethics and Business Conduct. It is important that you report all suspected violations. This includes possible accounting or financial reporting violations, insider trading, bribery, or violations of the anti-retaliation aspects of this Policy. Retaliation includes adverse actions, harassment, or discrimination in your employment relating to your reporting of a suspected violation.

It is the policy of the Company that you must, when you reasonably suspect that a violation of an applicable law or the Company's Code of Ethics and Business Conduct has occurred or is occurring, report that potential violation. Reporting is crucial for early detection, proper investigation and remediation, and deterrence of violations of Company policies or applicable laws. You should not fear any negative consequences for reporting reasonably suspected violations because retaliation for reporting suspected violations is strictly prohibited by Company policy. Failure to report any reasonable belief that a violation has occurred or is occurring is itself a violation of this Policy and such failure will be addressed with appropriate disciplinary action, including possible termination of employment.

## **How to Report**

You must report all suspected violations *in writing* to your immediate supervisor;

If you have reason to believe that your immediate supervisor is involved in the suspected violation, your report may be made to the Audit Committee of MGL' Board of Directors (the "Audit Committee") at:

### **Chairperson, Audit Committee;**

Midwest Gold Limited  
25-A, Attibele Industrial Area,  
Attibele, Bangalore district,  
Karnataka-562 107.

Because you have several means of reporting, you need never report to someone you believe may be involved in the suspected violation or from whom you would fear retaliation.

Your report should include as much information about the suspected violation as you can provide. Where possible, it should describe the nature of the suspected violation; the identities of persons involved in the suspected violation; a description of documents that relate to the suspected violation; and the time frame during which the suspected violation occurred. Where you have not reported anonymously, you may be contacted for further information.

## **Investigations after You Report**

All reports under this Policy will be promptly and appropriately investigated, and all information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law. Everyone working for or with the Company has a duty to cooperate in the investigation of reports of violations. Failure to cooperate in an investigation, or deliberately providing false information during an investigation, can be

the basis for disciplinary action, including termination of employment. If, at the conclusion of its investigation, the Company determines that a violation has occurred, the Company will take effective remedial action commensurate with the nature of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of Company policy.

### **Retaliation is not tolerated**

No one may take any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, this Policy, or the Company's Code of Conduct and Ethics. The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation will result in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

An employee/Whistle Blower may report any violation of the above clause to the Chairman of the Audit committee, who shall investigate into the same and recommend suitable action to the management.

### **Disqualifications**

- a. While it will be ensured that genuine Whistle blowers are accorded complete protection from any kind of unfair treatment or retaliation as specified above, any abuse of this protection will warrant disciplinary action.
- b. Protection under this policy would not mean protection from disciplinary action arising out of false or bogus allegations made by a employee/Whistle Blower knowing it to be false or bogus or with a mala fide intention.
- c. Whistle Blowers, who make any Protected Disclosures, which have been subsequently found to be mala fide or malicious or Whistle Blowers who make 3 or more Protected Disclosures, which have been subsequently found to be frivolous, baseless or reported otherwise than in good faith, will be disqualified from reporting further Protected Disclosures under this policy.

### **Document Retention**

All documents related to reporting, investigation and enforcement pursuant to this Policy shall be retained by the company for minimum period of Eight years.

### **Modification**

The Audit Committee or the Board of Directors of MGL can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with federal, state or local regulations and / or accommodate organizational changes within the Company. Such modification will not be binding on employees unless notified to employees.