

MIDWEST GOLD LIMITED

POLICY FOR DETERMINATION OF MATERIALITY OF EVENT / INFORMATION

I. BACKGROUND:

MIDWEST GOLD LIMITED (“the Company”) is committed to being open and transparent with all stakeholders and believes in disseminating information in a fair and timely manner. The Company’s securities are listed on the BSE Limited (BSE), and the Company must comply with the continuous disclosure obligations imposed by the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 (Listing Regulations). The Listing Regulations is effective from December 1, 2015. Listing Regulations mandate listed entities to formulate a Policy for determining materiality of events or information that warrant disclosure to its stakeholders. It is in this context that the Policy for Determination of Materiality of Event/Information (“Policy”) has been framed.

II. PREAMBLE

Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (hereinafter referred to as “Listing Regulations”), mandates disclosure of any events or information which, in the opinion of the board of directors (“Board”) of the Company, is material.

Regulation 30 (4) of the Listing Regulations requires the Company to frame a policy for determination of materiality of events or information for disclosure, based on the criteria specified therein.

This Policy sets out:

1. Guidelines and criteria for relevant employees of the Company to identify any potential material event or information and reporting the same to the authorised key managerial personnel, for determining materiality of the said event or information and making necessary disclosure to the relevant stock exchange, as required under Regulation 30 of Listing Regulations.
2. Timelines for disclosing material events.

III. DEFINITIONS

- a. “Board of Directors” shall mean the Board of Directors of MIDWEST GOLD LIMITED

- b. “Chief Financial Officer” or “whole time finance director” or “head of finance”, by whatever name called, shall mean the person heading and discharging the finance function of the Company as disclosed by it to the recognized stock exchange(s) in its filing under the Listing regulations;
- c. “Authorized key managerial personnel” shall mean the Key Managerial Personnel as authorized by the Board of the Company for the purpose of determining materiality of an event or information and for the purpose of making disclosures to stock exchange(s) under Listing Regulations and the contact details of such personnel shall be also disclosed to the stock exchange(s) and as well as on the listed entity's website. Company Secretary, Chief Financial Officer, Chief Regulatory Officer, Chief Risk officer and Managing Director & CEO are identified as the authorized key managerial personnel under this policy.

IV. EVENTS OR INFORMATION TO BE DISCLOSED

- 1. The events or information specified in Para A of Part A of Schedule III of the Listing Regulations will be disclosed without the application of any materiality thresholds, as these are “deemed” to be material events. In respect of orders from authority, any order passed by adjudication or enforcement proceedings would be disclosed.
- 2. The events or information specified in Para B of Part A of Schedule III of the Listing Regulations will be disclosed based on application of the guidelines for materiality, as specified in Regulation 30(4) of the Listing Regulations, as reproduced below:
 - a) the omission of an event or information, which is likely to result in discontinuity or alteration of event or information already available publicly; or
 - b) the omission of an event or information is likely to result in significant market reaction if the said omission came to light at a later date; or
 - c) the omission of an event or information, whose value or the expected impact in terms of value, exceeds the lower of the following:
 - 1. two percent of turnover, as per the last audited consolidated financial statements of the Company;
 - 2. two percent of net worth, as per the last audited consolidated financial statements of the Company, except in case the arithmetic value of the net worth is negative;
 - 3. five percent of the average of absolute value of profit or loss after tax, as per the last three audited consolidated financial statements of the Company;

- d) In case where the criteria specified in sub-clauses (a), (b) and (c) is not applicable, an event or information may be treated as being material if in the opinion of the board of directors of the Company, the event or information is considered material:

Provided that any continuing event or information which becomes material pursuant to notification of these amendment regulations shall be disclosed by the Company within thirty days from the date of coming into effect of this amendment i.e., w.e.f. July 14, 2023.

3. In addition to the above, Paras C and D of Part A of Schedule III of the Listing Regulations mandate disclosure of the following:
 - a. major developments that are likely to affect business,
 - b. any change in accounting policies that may have a significant impact on the accounts of the Company;
 - c. any other information which is exclusively known to the Company which may be necessary to enable the holders of securities of the Company to appraise its position and to avoid the establishment of a false market in such securities; and
 - d. any other disclosures as may be specified by SEBI from time to time.
4. Any information/ events with respect to subsidiary of the Company which are material for the Company, shall also be disclosed to the relevant stock exchange.
5. In case where an event occurs or an information is available with the Company, which has not been indicated in Para A or B of Part A of Schedule III, but which may have material effect on it, the Company is required to make adequate disclosures in regard thereof. It is clarified that as regards any event / information, only such impact which is direct and perceivable, and not remote, shall be considered.
6. In case an event or information is required to be disclosed by the Company in terms of the provisions of this regulation, pursuant to the receipt of a communication from any regulatory, statutory, enforcement or judicial authority, the Company shall disclose such communication, along with the event or information, unless disclosure of such communication is prohibited by such authority.

V. DISCLOSURE REQUIREMENTS AND TIMELINE

1. If any of the activity (existing/proposed etc.) leads to occurrence of any event(s) as mentioned above, under para (III), then in such case the relevant employee handling such activity should identify such potential material event or information and report the same to the authorised key managerial personnel for determining materiality of the said event or information and making necessary disclosure to the relevant stock exchange.

2. Once the potential event is reported and it is ascertained that the same has to be disclosed to the Stock Exchange under this policy, then the same will be disclosed as soon as reasonably possible and in any case not later than the following:
 - a. **Thirty Minutes** from the closure of the meeting of the board of directors in which the decision pertaining to the event or information has been taken;
 - b. **Twelve Hours** from the occurrence of the event or information, in case the event or information is emanating from within the Company;
 - c. **Twenty-Four Hours** from the occurrence of the event or information, in case the event or information is not emanating from within the Company.
 - d. the disclosure with respect to events for which timelines have been specified in Part A of Schedule III of Listing Regulations and SEBI circular shall be made within such timelines.
 - e. In case the disclosure is made after the timelines specified, the Company shall, along with such disclosure provide the explanation for the delay
3. With respect to disclosures referred to, the Company shall make disclosures updating material developments on a regular basis, till such time the event is resolved/closed, with relevant explanations.
4. The Company shall disclose on its website all such events or information which has been disclosed to the relevant stock exchange under this Policy, and such disclosures shall be hosted on the website of the Company for a minimum period of five years and, thereafter, as per the archival policy of the Company.

VI. POLICY REVIEW

The Authorised key managerial personnel may review the Policy from time to time. Any amendments to the Listing Regulations in context of this policy shall mutatis mutandis be deemed to have been incorporated in this Policy without approval of the Board. For any other material changes, Board approval will be sought.

Should there be any inconsistency between the terms of the Policy and the Listing Regulations, the provisions of the Listing Regulations shall prevail.
