

POLICY ON DETERMINATION OF MATERIALITY FOR DISCLOSURES

1. PREAMBLE

The Policy is to determine materiality of events or information of the Company and to ensure that such information/ events is adequately disseminated in pursuance with Regulation 30 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“The Regulations”) and to provide an overall governance framework for such determination of materiality. It is in this context that the Policy on Determination of Materiality for Disclosure (“Policy”) is being framed and implemented.

2. LEGAL FRAMEWORK

This Policy has been formulated in accordance with the current guidelines laid down by Securities Exchange Board of India under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR Regulations”), with respect to disclosure of material events and information. Pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, issued on September 2, 2015, the Board of Directors approved the “Policy for Determination of Materiality for Disclosure”.

This Policy has been updated based on the amendments made to Regulation 30 and Schedule III of the LODR Regulations, by way of the SEBI (Listing Obligations and Disclosure Requirements) (Second Amendment) Regulations, 2023 (“LODR Amendments”) dated 14th June 2023 and the SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123, dated July 13, 2023 (“SEBI Disclosure Circular”).

3. DEFINITION

- a. “Board” means Board of Directors of the Walchand PeopleFirst Limited as constituted from time to time;
- b. “Company” means Walchand PeopleFirst Limited;
- c. “Key Managerial Personnel” means person as defined in section 2(51) of the Companies Act, 2013;
- d. “Regulations” mean the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and any subsequent modifications/ re-enactment made thereof;

4. OBJECTIVE

- a. The objective of this policy is timely and transparent dissemination of information to stakeholders by making relevant information available in public domain.
- b. To ensure that corporate documents and public statements are accurate and do not contain any misrepresentations.
- c. To protect the confidentiality of Material/ Price Sensitive information within the context of the Company's disclosure obligations.
- d. To provide a framework that supports and fosters confidence in the quality and integrity of information released by the Company.
- e. To ensure the uniformity in the Company's approach and reduce the risk of selective disclosure.

5. TYPE OF INFORMATION/ DISCLOSURE:

The information covered by this policy shall include "Information pertaining to the Company's business, operations or performance which has a significant impact on securities investment decisions" (hereinafter referred to as "material information") that the Company is required to disclose in a timely and appropriate manner by applying the guidelines for assessing materiality

The disclosures are classified into two types:

- a. Information deemed to be material i.e. events/ information that is to be disclosed without any application of the Regulations as specified in **Annexure I** to this policy.
- b. Information to be material based on the application of guidelines for materiality as mentioned in the Regulations as specified in **Annexure II** to this policy.

Adequate disclosures shall be made to the Stock Exchange for the material events/ information specified in Annexure I and Annexure II.

6. KEY MANAGERIAL PERSONNEL RESPONSIBLE FOR DISCLOSURE OF MATERIALITY:

The Board of Directors of the Company have authorised Ms. Pallavi Jha, Chairperson and Managing Director and/ or Mr. Sanjay Jha, Whole-time Director of the Company to determine the materiality of the information and to make necessary disclosure on timely basis.

The above mentioned KMP'S shall review, assess and make relevant disclosure to the Stock exchange within the time prescribed and in the manner specified in the Regulations.

7. CLASSIFICATIONS OF MATERIAL EVENTS/ INFORMATION:

Materiality however, will be determined on a case to case basis depending on the facts and the circumstances pertaining to the event or information.

The Company shall consider the criteria as specified in Clause (i) of Sub-regulation (4) of Regulation 30 of the Listing Regulations for determination of materiality of events/information as under:

- a) the omission of an event or information 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) 2% (two) percent of turnover, as per the last audited consolidated financial statements of the company;
 - (2) 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) 5% (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;

In respect to the above, the average of absolute value of profit or loss is required to be considered by disregarding the 'sign' (positive or negative) that denotes such value as the said value / figure is required only for determining the threshold for 'materiality' of the event and not for any commercial consideration.

- 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 or Chairman & Managing Director or Director (Commercial) or Director (Finance) of the Company, the event or information is considered material.

8. WEBSITE:

The policy shall be disclosed on the website of the Company www.walchandpeoplefirst.com and events or information disclosed to the stock exchange in terms of this Policy will also be kept on the website of the Company for a minimum period of five years and thereafter archived as per Company's policy for Archival of Documents.

9. AMENDMENTS TO THE POLICY:

This policy shall be subject to review from time to time. The amendment to this policy shall be subject to the approval by the Board of Directors. Any subsequent amendment / modification in the Regulations shall automatically apply to this Policy.

10. CONTACT DETAILS:

Questions or clarifications about the policy or disclosure made by the Company should be referred to the following, who are in charge of administering, enforcing and updating this policy:

Ms. Pallavi Jha
Chairperson and Managing Director
1st Floor, Construction House,
5- Walchand Hirachand Marg,
Ballard Estate, Mumbai - 400 001
Phone No.: 022- 67818112

Mr. Sanjay Jha
Whole-time Director,
1st Floor, Construction House,
5- Walchand Hirachand Marg,
Ballard Estate, Mumbai - 400 001
Phone No.: 022- 67818123

ANNEXURE I

EVENTS/ INFORMATION THAT ARE TO BE DISCLOSED WITHOUT APPLICATION OF MATERIALITY GUIDELINES

1. Acquisitions of 5% or more of a Company or purchase of additional 2% in companies where the current holding is more than 5%.
2. Change in holding from the last disclosure and if such change exceeds 2% of the total shareholding or voting rights in the said company.
3. Sale of any unit(s) or division(s), whole or substantially the whole of the undertaking(s) or subsidiary of the listed entity, sale of stake in associate company of the listed entity or any other restructuring.
4. Scheme of Arrangement (amalgamation/ merger/ demerger/ restructuring).
5. Issuance or forfeiture of securities, split or consolidation of shares, buyback of securities, any restriction on transferability of securities or alteration in terms or structure of existing securities including forfeiture, reissue of forfeited securities, alteration of calls, redemption of securities etc.
6. New Rating(s) or Revision in Rating(s).
7. Outcome of Meetings of the board of directors: The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting, held to consider the following:
 - a) dividends and/or cash bonuses recommended or declared or the decision to pass any dividend and the date on which dividend shall be paid/ dispatched;
 - b) any cancellation of dividend with reasons thereof;
 - c) the decision on buyback of securities;
 - d) the decision with respect to fund raising proposed to be undertaken
 - e) increase in capital by issue of bonus shares through capitalization including the date on which such bonus shares shall be credited/ dispatched;
 - f) reissue of forfeited shares or securities, or the issue of shares or securities held in reserve for future issue or the creation in any form or manner of new shares or securities or any other rights, privileges or benefits to subscribe to;
 - g) short particulars of any other alterations of capital, including calls;
 - h) financial results;
 - i) decision on voluntary delisting by the listed entity from stock exchange(s).

Provided that in case of board meetings being held for more than one day, the financial results shall be disclosed within thirty minutes of end of the meeting for the day on which it has been considered.

8. Agreements (viz. shareholder agreement(s), joint venture agreement(s), family settlement agreement(s) (to the extent that it impacts management and control of the listed entity), agreement(s)/treaty(ies)/contract(s) with media companies) which are binding and not in normal course of business, revision(s) or amendment(s) and termination(s) thereof.
9. Agreements entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, shall be disclosed to the Stock Exchanges, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements:
Provided that such agreements entered into by a Company in the normal course of business shall not be required to be disclosed unless they, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or they are required to be disclosed in terms of any other provisions of these regulations.
10. Fraud/defaults by a listed entity, its Promoter or director, key managerial personnel, senior management or subsidiary or arrest of key managerial personnel, senior management, promoter or director of the listed entity, whether occurred within India or abroad.
11. Change in directors, key managerial personnel (Managing Director, chief Executive Officer, Chief Financial Officer, Company Secretary etc.), senior management, Auditor and Compliance Officer.
12. Appointment or discontinuation of share transfer agent.
13. Resolution plan/ Restructuring in relation to loans/borrowings from banks/financial institutions including the following details:
 - i. Decision to initiate resolution of loans/borrowings;
 - ii. Signing of Inter-Creditors Agreement (ICA) by lenders;
 - iii. Finalization of Resolution Plan;
 - iv. Implementation of Resolution Plan;

- v. Salient features, not involving commercial secrets, of the resolution/restructuring plan as decided by lenders
14. One time settlement with a bank.
- winding-up petition filed by any party / creditors.
15. Issuance of Notices, call letters, resolutions and circulars sent to shareholders, debenture holders or creditors or any class of them or advertised in the media by the listed entity.
16. Proceedings of Annual and extraordinary general meetings of the listed entity.
17. Amendments to memorandum and articles of association of listed entity, in brief.
18. (a) Schedule of analyst or institutional meet at least two working days in advance (excluding the date of the intimation and the date of the meet and presentations on financial results made by the listed entity to analysts or institutional investors.
- (b) Audio or video recordings and transcripts of post earnings/quarterly calls, by whatever name called, conducted physically or through digital means, simultaneously with submission to the recognized Stock Exchange(s), in the following manner:
- i. The presentation and the audio audio/video recordings shall be promptly made available on the website and in any case, before the next trading day or within twenty-four hours from the conclusion of such calls, whichever is earlier;
 - ii. The transcripts of such calls shall be made available on the website within five working days of the conclusion of such calls: Provided that the disclosures above shall be voluntary from April 1, 2021 and mandatory with effect from April 1, 2022 in line with the 2015 Regulations.
19. In case of Corporate Insolvency Resolution Process (CIRP) of the Company under the Insolvency Code, the following events needs to be disclosed:
- a) Filing of application by the Company for initiation of CIRP, also specifying the amount of default;
 - b) Filing of application by financial creditors for initiation of CIRP against the Company, also specifying the amount of default;
 - c) Admission of application by the Tribunal, along with amount of default or rejection or withdrawal, as applicable;
 - d) Public announcement made pursuant to order passed by the Tribunal under section 13 of Insolvency Code;

- e) List of creditors as required to be displayed by the corporate debtor under regulation 13(2)(c) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - f) Appointment/ Replacement of the Resolution Professional;
 - g) Prior or post-facto intimation of the meetings of Committee of Creditors;
 - h) Brief particulars of invitation of resolution plans under section 25(2)(h) of Insolvency Code in the Form specified under regulation 36A(5) of the IBBI (Insolvency Resolution Process for Corporate Persons) Regulations, 2016;
 - i) Number of resolution plans received by Resolution Professional;
 - j) Filing of resolution plan with the Tribunal;
 - k) Approval of resolution plan by the Tribunal or rejection, if applicable;
 - l) Specific features and details of the resolution plan as approved by the Adjudicating Authority under the Insolvency Code, not involving commercial secrets;
 - m) Any other material information not involving commercial secrets
 - n) Proposed steps to be taken by the incoming investor/acquirer for achieving the Minimum Public Shareholding (MPS)
 - o) Quarterly disclosure of the status of achieving the MPS
 - p) The details as to the delisting plans, if any approved in the resolution plan
20. In case of Initiation of Forensic Audit, the Company shall make the following disclosures to the Stock Exchanges
- a) The fact of initiation of forensic audit along-with name of entity initiating the audit and reasons for the same, if available;
 - b) Final forensic audit report (other than for forensic audit initiated by regulatory / enforcement agencies) on receipt by the Company along with comments of the management, if any.
21. Announcement or communication through social media intermediaries or mainstream media by directors, promoters, key managerial personnel or senior management of the Company, in relation to any event or information which is material for the Company in terms of regulation 30 of Listing regulations and the policy and is not already made available in the public domain by the Company.
22. Action(s) initiated or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:
- a) search or seizure; or
 - b) re-opening of accounts under section 130 of the Companies Act, 2013; or
 - c) investigation under the provisions of Chapter XIV of the Companies Act, 2013; along with the details as prescribed under Listing Regulations pertaining to the actions(s) initiated, taken or orders passed:

- i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.
23. Action(s) taken or orders passed by any regulatory, statutory, enforcement authority or judicial body against the Company or its directors, key managerial personnel, senior management, promoter or subsidiary, in relation to the Company, in respect of the following:
- a) suspension;
 - b) imposition of fine or penalty;
 - c) settlement of proceedings;
 - d) debarment;
 - e) disqualification;
 - f) closure of operations;
 - g) sanctions imposed;
 - h) warning or caution; or
 - i) any other similar action(s) by whatever name called; along with the details as prescribed under Listing Regulations pertaining to the actions(s) initiated, taken or orders passed:
 - i. name of the authority;
 - ii. nature and details of the action(s) taken, initiated or order(s) passed;
 - iii. date of receipt of direction or order, including any ad-interim or interim orders, or any other communication from the authority;
 - iv. details of the violation(s)/contravention(s) committed or alleged to be committed;
 - v. impact on financial, operation or other activities of the Company, quantifiable in monetary terms to the extent possible.
24. Voluntary revision of financial statements or the report of the board of directors of the Company under section 131 of the Companies Act, 2013.

ANNEXURE II

INFORMATION TO BE MATERIAL ON APPLICATION OF GUIDELINES FOR MATERIALITY:

- A. Commencement or any postponement in the date of commencement of commercial operations of any unit/ division.
- B. Any of the following events pertaining to the listed entity:
 - (a) arrangements for strategic, technical, manufacturing, or marketing tie-up; or
 - (b) adoption of new line(s) of business; or
 - (c) closure of operation of any unit, division or subsidiary (in entirety or in piecemeal).
- C. Capacity addition or product launch;
- D. Awarding, bagging/ receiving, amendment or termination of awarded/bagged orders/ contracts not in the normal course of business.
- E. Agreements (viz. loan agreement(s) any other agreement(s) which are binding and not in normal course of business) and revision(s) or amendment(s) or termination(s) thereof.
- F. Disruption of operations of any one or more units or division of the listed entity due to natural calamity (earthquake, flood, fire etc.), force majeure or events such as strikes, lockouts etc.
- G. Effect(s) arising out of change in the regulatory framework applicable to the listed entity.
- H. Pendency of any litigation(s) or dispute(s)/ the outcome thereof which may have an impact on the listed entity
- I. Fraud/defaults by employees of listed entity which has or may have an impact on the listed entity.
- J. Options to purchase securities including any ESOP/ESPS Scheme.
- K. Giving of guarantees or indemnity or becoming a surety (by whatever named called) for any third party.
- L. Granting, withdrawal, surrender, cancellation or suspension of key licenses or regulatory approvals.
- M. Delay or default in the payment of fines, penalties, dues, etc. to any regulatory, statutory, enforcement or judicial authority.

ANNEXURE III

OTHER EVENTS AS SPECIFIED BY SEBI AND ARE LISTED AS ANNEXURE III

1. Any other information / event viz major development that is likely to affect business, e.g. emergence of new technologies, expiry of patents, any change of accounting policy that may have a significant impact on the accounts, etc. and brief details thereof and any other information 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.
2. Any other information may be required by SEBI, from time to time.