

Walchand PeopleFirst Ltd.
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5-Walchand Hirachand Marg,
Ballard Estate, Mumbai 400001,
Maharashtra, India
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Fax: +91 22 2261 0574
Email: contact@walchandgroup.com
Website : www.walchandpeoplefirst.com
L74140MH1920PLC000791



Date: 22nd May, 2019

To
Corporate Relationship Department
The Bombay Stock Exchange Limited
Dalal Street, PhirozeJeejeebhoy Towers,
Mumbai - 400 001.

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance report as per SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 and pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 for the year ended 31st March, 2019

Ref: ISIN: INE695D01021 and Scrip Code : 501370

Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 dated February 08, 2019 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, please find enclosed herewith Annual Secretarial Compliance Report issued by M/s. GHV & Co., Practising Company Secretaries for the year ended 31st March, 2019.

Kindly take the above on record and oblige.

Thanking You,

Yours faithfully,

For Walchand PeopleFirst Limited


Kajal Sudani
Company Secretary and Compliance officer
Membership No: ACS 45271



***Secretarial compliance report of
Walchand Peoplefirst Limited
for the financial year ended March 31, 2019***

We, M/s GHV & Co., Practising Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by ***Walchand Peoplefirst Limited*** ("the listed entity"/ "the Company"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the financial year 2018-19 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

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and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in enclosed herewith as '*Annexure- I*'.
- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) There was no action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.
- (d) There was no annual secretarial compliance report issued previously since the Circular No. CIR/CFD/CMD1/27/2019 issued by the Securities Exchange of India (SEBI) dated February 08, 2019 is applicable to listed entities, with effect from the financial year ended March 31, 2019 onwards.



Vedashri Bhilare- Partner
GHV & Co.
Practising Company Secretaries
ACS No.: 33426
C. P. No.: 14866

Date: May 02, 2019
Place: Mumbai

Encl.: As above.

ANNEXURE- I

Sl No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1.	Regulation No. 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Specific clause- A listed entity shall appoint a qualified company secretary as the compliance officer.	The Company had not appointed a qualified company secretary as the compliance officer till February 05, 2019. The Company appointed a qualified company secretary as the compliance officer in its Board Meeting dated February 05, 2019.	It was informed that the Company was in search of a CS. Such requirement was intimated to ICSI and with that we had given the advertisement in Newspaper for the same before appointment of the qualified CS on February 05, 2019.

