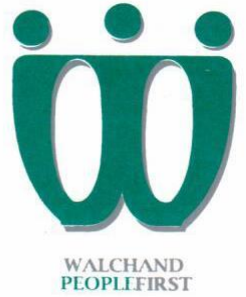


Walchand PeopleFirst Ltd.
1st Floor, Construction House,
5-Walchand Hirachand Marg,
Ballard Estate, Mumbai 400001,
Maharashtra, India
Tel: +91 22 6781 8181
Fax: +91 22 2261 0574
Email: contact@walchandgroup.com
Website : www.walchandpeoplefirst.com
L74140MH1920PLC000791



Date: 27th May, 2020

To
Corporate Relationship Department
The Bombay Stock Exchange Limited
Dalal Street, Phiroze Jeejeebhoy 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, 2020

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, 2020.

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

Place: Mumbai

ANNUAL SECRETARIAL COMPLIANCE REPORT
of **Walchand PeopleFirst Limited**
for the financial year ended March 31, 2020

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 2019-2020 (“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;

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.

The following was observed:

Sr. No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1	Proviso to Regulation 39 (4) read with Schedule VI (C) (4) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. Specific clause - Manner Of Dealing With Unclaimed Shares: All such shares, in respect of which unpaid or unclaimed dividend has been transferred under Section 124 (5) of the Companies Act, 2013, shall also be transferred by the listed entity in accordance with Section 124	The Company had transferred the shares in respect of which dividend has been transferred by the Company to the IEPF Account after time period specified under rule 6 of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 on receiving the notice from Ministry of Corporate Affairs.	The delay in submission of the same was due to lack of clarity for transfer of certain shares to IEPF, that were falling in the criteria of the period as referred in the rule and whose dividend was transferred to IEPF. The show cause notice was received by the Company and the Company has replied to the notice within the time limit prescribed and has also complied with the directive of the Ministry of Corporate Affairs and immediately initiated action for transfer of such share to

(6) of the Companies Act, 2013 and rules made thereunder.		IEPF.
---	--	-------

(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 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) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
1	The Company had not appointed a Qualified Company Secretary as the Compliance Officer as required under Regulation No. 6(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. It was informed that the Company was in search of a CS. Such	2018-2019	The Company appointed a qualified Company Secretary as the Compliance Officer in its Board Meeting dated February 05, 2019.	Complied as per the statutory requirement.

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.			
---	--	--	--



Gopika Shah - Partner

GHV & Co- Practising Company Secretaries

FCS No.: 10416 C. P. No.: 11663

UDIN: F010416B000243902

Date 15.05.2020, Mumbai