

Walchand PeopleFirst Ltd.
1, Construction House
5, Walchand Hirachand Marg
Ballard Estate, Mumbai-400001
Tel: +91 22 6781 8181
Fax: +91 22 2261 0574
Email: walchand@bom3.vsnl.net.in



WALCHAND
PEOPLEFIRST

03rd August, 2017

To,
Bombay Stock Exchange Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
B.J. Towers, Dalal Street,
Fort, Mumbai- 400 001

Dear Sir,

**Sub:-Scrutinizer report for the 97th Annual General Meeting of M/s Walchand PeopleFirst Limited
held on Monday, 31st July, 2017:**

With reference to the captioned subject, enclosed herewith please find the Scrutinizer report i.e. Form MGT-13 regarding the voting-results (by Poll and E-voting) in the 97th Annual General Meeting held on Monday 31st July, 2017.

Kindly take the same on record and oblige.

Thanking you

Yours faithfully,

Vivek Wadhavkar
Compliance officer
Encl.: a/a

Pramod S. Shah & Associates

Practising Company Secretaries

3rd Floor, LA-SHEWA Bldg., Next to Fedex, 233, P. D' Mello Road, Opp. St. George Hospital, Near CST, Mumbai - 400 001.
Tel. : 91-22-2271 7700 / 91-22-2270 1040 • Email : saurabhshah@psaprofessionals.com • Website : cspssa.co.in

FORM No. MGT-13

Report of Scrutinizer

*(Pursuant to section 109 of the Companies Act, 2013 and rule 21 (2) of the Companies
(Management and Administration) Rules, 2014)*

To,
Ms. Pallavi Jha,
Chairperson and Managing Director,
Walchand PeopleFirst Limited,
Construction House,
5- Walchand Hirachand Marg,
Ballard Estate,
Mumbai-400 001

97th Annual General Meeting of the Equity Shareholders of Walchand PeopleFirst
Limited, held on Monday, 31st July, 2017 at 03:00 p.m. at Kilachand Conference
Room, Indian Merchant's Chamber, IMC Marg, Churchgate, Mumbai-400020.

Dear Madam,

I, Pramod S. Shah from M/s. Pramod S. & Associates, Practising Company Secretaries, appointed as the Scrutinizer for the purpose of:

- (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rule, 2014, as amended from time to time and
- (ii) Poll taken under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rule, 2014, in respect of below mentioned resolutions passed at the 97th Annual General Meeting (AGM) of the Equity Shareholders of Walchand



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PeopleFirst Limited, held on Monday, 31st July, 2017 at Kilachand Conference Room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai-400020.

(iii) I hereby submit my Scrutinizers report as follows :-

- The notice convening the meeting was placed on the website of the Company and that of the Agency Central Depository Services Limited (CDSL).
- The members of the Company were given an option to vote electronically on e-voting system, provided by CDSL.
- The e-voting period commenced from 09:00 A.M. on Friday 28th July, 2017 and ended at 5.00 P.M. on Sunday 30th July, 2017.
- Accordingly, the electronic votes cast were taken into account and at the end of the voting period, on Sunday 30th July, 2017 the CDSL portal was blocked for voting.
- The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio no., or client ID of the shareholders, no. of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company, hence there was no requirement of maintaining the list of shares with differential voting rights.
- After the time fixed for closing of the poll by the Chairperson, ballot box kept for polling were locked in my presence with due identification marks placed by me.



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- The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- I did not find any poll papers invalid.

Note: After the Completion of Voting period, the results were unblocked in presence of two witnesses not being in the employment of the Company.

The result of the Voting is as under:

Resolutions :

Ordinary Resolution -1:

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2017, the Reports of the Director's and Auditor's thereon.

(i) Voted **in favour** of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	3	405	0.0232
Physically	36	1745689	99.9533



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(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast in against of the Resolution	% of total number of valid votes cast
Electronically	3	0	0
Physically	36	412	0.0235

(iii) **Invalid** votes:

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

Ordinary Resolution -2:

To appoint a Director in place of Ms. Pallavi Jha (DIN 00068483) who retires by rotation and being eligible, offers herself for re-appointment.

(i) Voted **in favour** of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	3	405	0.0232
Physically	36	1746089	99.9762



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(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast in against of the Resolution	% of total number of valid votes cast
Electronically	3	0	0
Physically	36	12	0.0006

(iii) Invalid votes:

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

Ordinary Resolution -3:

To ratify the appointment of the M/s. K. S. Aiyar & Co., Chartered Accountants (ICAI Firm Registration 100186W) Statutory Auditors of the Company and fix their remuneration;

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	3	405	0.0232
Physically	36	1746089	99.9762



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(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast against of the Resolution	% of total number of valid votes cast
Electronically	3	0	0
Physically	36	12	0.0006

(iii) **Invalid** votes:

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

Special Resolution - 4:

To approve the applicability of the revised Schedule V for the payment of remuneration to Ms. Pallavi Jha (DIN 00068483) and Mr. Sanjay Jha (DIN 00068519) and ratify the pattern of payment of remuneration to Ms. Pallavi Jha and Mr. Sanjay Jha for the financial year 2016-2017:

(i) Voted **in favour** of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	3	405	0.0232
Physically	36	1745689	99.9533



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(ii) Voted against the resolution:

Mode	Number of Members Voted	Number of votes cast against of the Resolution	% of total number of valid votes cast
Electronically	3	0	0
Physically	36	412	0.0235

(iii) Invalid votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

Ordinary Resolution -5:

To appoint Ms. Shinjini Kumar (DIN: 02954112) as the Independent Director of the Company.

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	3	405	0.0232
Physically	36	1746089	99.9762



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(ii) Voted **against** the resolution:

Mode	Number of Members Voted	Number of votes cast against of the Resolution	% of total number of valid votes cast
Electronically	3	0	0
Physically	36	12	0.0006

(iii) **Invalid** votes :

Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0



Pramod S. Shah & Associates


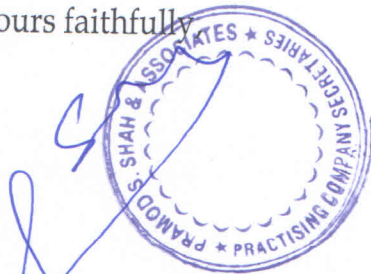
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All relevant records of electronic voting will remain in our custody until the chairperson considers, approves and signs the Minutes of 97th Annual General Meeting and the same shall be provided thereafter to the chairperson for safe custody.

Thanking you.

Yours faithfully



Pramod S. Shah
(C.P. No.-3804)

Place: Mumbai

Dated: 02nd August, 2017

For Walchand PeopleFirst Limited



Ms. Pallavi Jha
Chairperson and Managing Director