

Walchand PeopleFirst Ltd.
1, Construction House
5, Walchand Hirachand Marg
Ballard Estate, Mumbai 400001
Tel: +91 22 6781 8181
Fax: +91 22 2261 0574
Website : www.walchandpeoplefirst.com
L.65993MH1920PLC000791



13th July, 2018

To,

Corporate Relationship Department
The Bombay Stock Exchange Limited
Dalal Street,
Mumbai - 400 001

Dear Sir,

Subject: Notice of the 98th Annual General Meeting on 31st July, 2018

With reference to the captioned subject, enclosed herewith please find the notice of the 98th Annual General Meeting of Walchand PeopleFirst Limited scheduled to be held on Tuesday, 31st July, 2018 at 3:00 P.M. at The Kilachand Conference Room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai - 400 020.

Kindly take the same on record and oblige.

Thanking You

Yours faithfully,

FOR WALCHAND PEOPLEFIRST LIMITED

Vivek Wadhavkar
Vivek Wadhavkar

Compliance Officer



Encl.: a/a

To,
The Board of Directors
Walchand PeopleFirst Limited

Dear Sir(s)/ Madam,

Sub: 98th Annual General Meeting

We request you to attend the 98th Annual General Meeting, schedule of which is given herewith:

Day: Tuesday

Date: 31st July, 2018

Time: 3:00 P.M.

Venue: Kilachand Conference Room, Indian Merchants' Chamber, IMC Marg,
Churchgate, Mumbai – 400 020.

Thanking you

Yours faithfully,

FOR WALCHAND PEOPLEFIRST LIMITED

Sd/-

Pallavi Jha

Chairperson & Managing Director

NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE NINETY-EIGHTH ANNUAL GENERAL MEETING OF WALCHAND PEOPLEFIRST LIMITED WILL BE HELD ON TUESDAY, 31ST JULY, 2018 AT 03:00 P.M AT THE KILACHAND CONFERENCE ROOM, INDIAN MERCHANTS' CHAMBER, IMC MARG, CHURCHGATE, MUMBAI - 400 020 TO TRANSACT THE FOLLOWING BUSINESS:

Ordinary Business:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2018, the Reports of the Directors and Auditors thereon;
2. To appoint a Director in place of Mr. Sanjay Jha (DIN: 00068519), who retires by rotation and being eligible, offers himself for re-appointment;
3. To consider and if thought fit, to ratify the appointment of M/s. K. S. Aiyar & Co., Chartered Accountants as the Statutory Auditors of the Company.

Special Business:

4. Appointment of Mr. Uday Phadke (DIN: 00030191) as an Independent Director and in this regard to consider and if thought fit, to pass the following resolution with or without modification(s) as **Ordinary Resolution**:
"RESOLVED THAT pursuant to provision of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and as per applicable Regulations and Schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, the consent of the members be and is hereby accorded for the appointment of Mr. Uday Phadke (DIN: 00030191) as the Independent Director of the Company, who was on the recommendation of

Nomination and Remuneration Committee appointed as the Additional Independent Director by the Board of Directors in their Meeting held on 02nd May, 2018 to hold office till the date of the Annual General Meeting and in respect of whom the Company has received a notice in writing from a member along with the deposit of the requisite amount under section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 31st July, 2018."

By order of the Board

Pallavi Jha

Chairperson & Managing Director

DIN:-00068483

Address: 201, Sterling Heritage 39,

N.S. Patkar Marg, Gamdevi,

Mumbai - 400 007

Place: Mumbai

Date: 02nd May, 2018

Registered Office:

1, Construction House, 5,

Walchand Hirachand Marg,

Ballard Estate, Mumbai - 400 001

Notes:

- 1) A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend the meeting and the proxy need not be a member of the Company. A proxy shall not vote except on a poll. The instrument appointing the proxy must be deposited at the registered office of the

Company not less than 48 hours before the commencement of the meeting;

- 2) A person appointed as proxy shall act on behalf of such member or number of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder;
- 3) The Register of Members and Transfer Books of the Company will be closed from 24th July, 2018 to 30th July, 2018, both days inclusive;
- 4) Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, M/s. Computech Sharecap Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to M/s. Computech Sharecap Limited;
- 5) Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/s. Computech Sharecap Limited for assistance in this regard;
- 6) Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or M/s. Computech Sharecap Limited, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share

certificate will be returned to such Members after making requisite changes thereon;

- 7) In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote;
- 8) Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to sections 205A and 205C and other applicable provisions, if any, of the Companies Act, 1956 and section 123 of Companies Act, 2013 all unclaimed/unpaid dividend, application money, debenture interest and interest on deposits as well as the principal amount of debentures and deposits, as applicable, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company have been transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to March 31, 2018, nor shall any payment be made in respect of such claim;
- 9) In compliance with the provisions of section 108 of the Companies Act, 2013 and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, on all resolutions set forth in this Notice;
- 10) Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of Companies Act, 2013 and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Companies Act, 2013 read with its rule made thereunder will be available for inspection by the members at the Annual General Meeting;
- 11) Members/Proxies should fill the attendance slip for attending the meeting and bring their attendance slip along with their copy of Annual Report to the

meeting. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the Meeting;

12) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing such a representative to attend and vote on their behalf at the meeting;

13) All documents referred to in the notice are open for inspection at the registered office of the Company between Business hours on all working days up to the date of the Meeting;

14) Member are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, M/s. Computech Sharecap Limited, "Computech", 147, Mahatma Gandhi Road, Fort, Mumbai - 400 023,

Tel No: 022-22635000-001,

Fax No.: 022-22635005,

Email: helpdesk@computechsharecap.com.

15) Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Mr. Vivek Wadhavkar, Compliance Officer, at the Company's registered office. Members are requested to note that dividend not encashed or claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will, be transferred to the Investor Education and Protection Fund as per Section 125 of the Companies Act, 2013;

16)The following are the details of dividend paid by the Company and its respective due date of transfer of such fund to the Central Government, which remain unpaid:

Sr. No.	Date of Declaration	Dividend for the year	Due date of transfer to the government
1	July 26, 2012	Final Dividend 2011-12	August 25, 2019
2	July 30, 2013	Final Dividend 2012-13	August 29, 2020
3	July 31, 2015	Final Dividend 2014-15	August 30, 2022
4	July 28, 2016	Final Dividend 2015-16	August 27, 2023

It may be noted that the claimant of the shares transferred above shall be entitled to claim the transfer of shares from Investor Education & Protection Fund in accordance with the procedure and submission of such documents as may be prescribed. In view of the above, those Shareholders who have not encashed their dividend warrants are advised to send all the unclaimed dividend warrants to the Registrar & Share Transfer Agents or to the Registered Office of the Company for revalidation and encash them before the due date for transfer to the Central Government.

17)Particulars of the dividend transferred to the General Revenue Account of the Central Government i.e. Investor Education & Protection Fund during the Financial Year ended March 31, 2018 pursuant to Companies Unpaid Dividend (Transfer to General Revenue Account of the Central Government) Rules, 1978:

Sr. No.	Date of Declaration of Dividend	Dividend for the Financial Year	Amount transferred to Investor Education & Protection Fund (Rs.)	Date of Transfer to Investor Education & Protection Fund
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1	Nil	Nil	Nil	Nil
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18) As per the provisions of the Companies Act, 2013 read with the rules made thereunder facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company;

19) Members seeking any information or clarifications on the Annual Report are requested to send in written, queries to the Company at least one week before the meeting to enable the Company to compile the information and provide replies at the meeting;

20) The requirements of the Regulation 36 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 pertaining to the profile of the director to be re-appointed is enclosed as **Annexure I**;

21) E- voting:

In compliance with section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, (including any statutory modifications or re-enactment thereof for the time being in force) the Company is pleased to provide its Shareholders with facility to exercise their right to vote at the 98th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

The Company has signed an agreement with CDSL for facilitating e-voting to enable the shareholders to cast their vote electronically.

Process for E -Voting -

The procedure and instructions for e-voting are as follows:

- (i) The voting period begins from 09:00 A.M. on Saturday, 28th July, 2018 and

ends on Monday, 30th July, 2018 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Tuesday, 24th July, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders / Members.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
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PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p>
OR Date of Birth (DOB)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take

utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting**

on your mobile.

(xix) Note for Non - Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

In case of members receiving the physical copy:

22) Please follow all steps from Sr. no. (i) to (xx) above to cast vote.

23) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com;

24) Mr. Pramod S. Shah, Practicing Company Secretaries (ICSI Membership No. FCS- 334) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witness not in the

employment of the Company and make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairperson of the Company;

25) The results shall be declared on or after the AGM of the Company. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.walchandpeoplefirst.com and on the website of CDSL immediately after the result is declared by the Chairperson.

By order of the Board

Pallavi Jha

Chairperson & Managing Director

DIN:-00068483

Address: 201, Sterling Heritage 39,

N S Patkar Marg, Gamdevi,

Mumbai- 400007

Place: Mumbai

Date: 02nd May, 2018

Registered Office:

1, Construction House, 5,
Walchand Hirachand Marg,
Ballard Estate,
Mumbai - 400 001

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies, Act, 2013:

Item No. 4:

Mr. Uday Phadke (DIN: 00030191), was appointed as an Additional Independent Director by the Board on the recommendation of Nomination and Remuneration Committee in their Meeting held on 02nd May, 2018 with immediate effect. In accordance with provision of section 161 of the Companies Act, 2013 and applicable Regulations and Schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 to hold

office upto the date of the Annual General Meeting of the Company.

Mr. Uday Phadke is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Company has received notice in writing from member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Uday Phadke for the office of Director of the Company.

The Company has also received declarations from Mr. Uday Phadke that he meets with criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Uday Phadke fulfills the conditions required to be fulfilled for being appointed as an Independent Director as per the provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In view of the above, the members are requested to appoint Mr. Uday Phadke as an Independent Director of the Company.

Brief resume:

Mr. Uday Phadke, 67 years, holds a Bachelor's degree in Commerce and Law from Mumbai University.

He is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.

Mr. Phadke had been with Mahindra & Mahindra (M&M) since 1973. He was President -Finance, Legal & Financial services sector and a member of the Group Executive Board at M&M & thereafter "Principal Advisor-Finance "at M&M. He retired on 31st August 2015.

He was a Director on the Board of certain companies in the Mahindra Group such as Mahindra & Mahindra Financial Services Limited, Mahindra Holidays &

Resorts India Ltd., Mahindra Lifespace Developers Limited, Mahindra World City Developers Limited, etc. He was also on Audit Committee of these companies.

He has received CFO awards from various organizations for excellence in different areas of financial management including award as Best CFO in the manufacturing sector from the Institute of Chartered Accountants of India.

He was a member of the SEBI Committee on Disclosures and Accounting Standards. He has been Chairman of the Direct Taxes Committee of the Bombay Chamber of Commerce and Industry and was on the Accounting Standards Board of the ICAI, as a nominee of CII. He has also been a member of the National Advisory Committee of Accounting Standards constituted under the Companies Act, as a nominee of CII.

He is currently an Independent Director on the Board of IDFC AMC Trustee Company & on the Board of Kotak Infrastructure Debt Fund Limited. He is also a Governing Council member of Banking Codes & Standards Board of India.

ANNEXURE 1

DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AS REQUIRED UNDER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

1. Mr. Sanjay Jha

Whole Time Director

Walchand PeopleFirst Limited

Sanjay Jha is the Executive Director of the Dale Carnegie Training operations in India, which has a global experience of having worked with over 400 of the Top Fortune 500 companies. In India, Dale Carnegie has worked with over 8000 corporate firms, multinational companies, public sector, government and NGOs and trained more than 3,10,000 Dale Carnegie graduates in the last 15 years. His area of professional interest and management science specialization includes leadership development, change management, corporate culture and ethics, business strategy and emotional intelligence. Sanjay is a Motivational speaker, an Executive Coach and Mentor who has advised top management, including CEO's as well as senior political leaders. Jha is also the National Spokesperson of the Indian National Congress Party since 2013 and represents his political party in TV debates and panel discussions. He is the President of All India Professionals Congress, Maharashtra.

Sanjay has often received an overwhelming feedback and recognition for his high-quality training and leadership talk. He is one of the senior leaders in the worldwide Dale Carnegie Training network, and has addressed global audiences in New York, Washington, Los Angeles, Chicago, Singapore, Bermuda, Taiwan, Mexico and Toronto. Jha has addressed managers and leaders at ICICI Pru, TEDx, IBM, Axis Bank, Goldman Sachs, Microsoft, Oracle,

British Gas, Brookings, The Doon School, Toastmaster, St. Xavier's College, Dainik Bhaskar, Crompton Greaves, Pricewaterhouse Coopers, Bajaj Electricals, SHRM, United Nations Young Achiever's Conclave, SRCC, IIT, Standard Chartered, Tata Motors, CII, IMC, Venture Capital Association, NHRD, Apple, Bharat Petroleum, Citibank, Mahindra & Mahindra etc. He has conducted several corporate programs focused on executive development, advised companies on corporate image management, done executive coaching and consulted with companies. He has also addressed business schools, industry conferences and knowledge symposiums, and has also been engaged frequently as a strategic consultant/ advisor on training to a leading political party.

He has made several contributions to mainline news and business dailies and magazines such as Business Standard, Indian Express, Financial Express, Hindustan Times, Mid-Day, Tehelka, Rediff.com and The Huffington Post, and appears regularly to air his views on print and electronic media. He is one of India's top influencers on social media like Twitter.

He has founded one of the world's leading internet portals called CricketNext.Com which was ranked once amongst Alexa Top 1000 sites globally, and is now part of the Network 18 media Group.

Prior to starting Dale Carnegie, Sanjay was instrumental in setting up the private sector mutual fund industry in India, having worked as a Senior Vice President with ITC Threadneedle Asset Management (part of BAT plc, UK) and as a Vice President , Alliance Capital (New York, USA). His career in banking included stints with both Bank of America and ANZ Grindlays Bank where he worked in NRI marketing and operation services, product-technology training, retail banking and branch management. He started his career in sales with Bharat Petroleum.

Jha completed his MBA from XLRI, Jamshedpur and his Master's in Economics from Gokhale Institute of Politics and Economics, University of Pune. He graduated with distinction in Economics from Fergusson College, Pune.

Sanjay has also written a cricket anthology titled 11 – Triumphs, Trials and Turbulence in Indian cricket, two cricket quiz books and published his first collection of poems. Jha has recently authored a book on leadership called The Superstar Syndrome (The Making Of A Champion), co-authored with Dr. Myra White, who is a Professor at the Harvard Medical School. This book was launched in August 2013 and featured in the Crossword Bestseller list.

2. Mr. Uday Phadke

Independent Director

Walchand PeopleFirst Limited

a. Brief profile

Mr. Uday Phadke, 67 years, holds a Bachelor's degree in Commerce and Law from Mumbai University.

He is a member of the Institute of Chartered Accountants of India and the Institute of Company Secretaries of India.

Mr. Phadke had been with Mahindra & Mahindra (M&M) since 1973. He was President –Finance, legal & financial services sector and a member of the Group Executive Board at M&M & thereafter “Principal Advisor-Finance “at M&M. He retired on 31st August 2015.

He was a Director on the Board of certain companies in the Mahindra Group such as Mahindra & Mahindra Financial Services Limited, Mahindra Holidays & Resorts India Ltd., Mahindra Lifespace Developers Limited, Mahindra World City Developers Limited, etc. He was also on Audit Committee of these companies.

He has received CFO awards from various organizations for excellence in different areas of financial management including award as Best CFO in the manufacturing sector from the Institute of Chartered Accountants of India.

He was a member of the SEBI Committee on Disclosures and Accounting Standards. He has been Chairman of the Direct Taxes Committee of the Bombay Chamber of Commerce and Industry and was on the Accounting Standards Board of the ICAI, as a nominee of CII. He has also been a member of the National Advisory Committee of Accounting Standards constituted under the Companies Act, as a nominee of CII.

He is currently an independent director on the board of IDFC AMC Trustee Company & on the Board of Kotak Infrastructure Debt Fund Limited. He is also a Governing Council member of Banking Codes & Standards Board of India.

- b. Disclosure of relationship between directors inter-se - There is no relationship between Mr. Uday Phadke and any of the Director of the Company.
- c. Name of listed Company in which Mr. Uday Phadke holds directorship and membership of the Committees of the board:
 - Name of listed entities (other than Company) in which director holds directorship - NIL
 - Name of listed entities (other than Company) in which director holds Chairpersonship in Committee - NIL
 - Name of listed entities (other than Company) in which director holds membership in Committee -NIL
- d. Shareholding in the Company- Mr. Uday Phadke does not hold any shares in the Company.

Form No. MGT 11

Proxy form

*[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

CIN: L65993MH1920PLC000791

Name of the Company: WALCHAND PEOPLEFIRST LIMITED

Registered office: 1, Construction House, 5 Walchand Hirachand Marg,
Ballard Estate, Mumbai- 400 001.

Name of the Member (s):
Registered address:
E-mail Id:
Folio No/Client ID:
DP ID:

I/We being the member(s) of shares of the above named Company, hereby
appoint

Sr. No.	Name	Address	E-mail Id	Signature
1				
2				

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 98th Annual General Meeting of the Company, to be held on Tuesday, 31st July, 2018 at Kilachand Conference Room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai - 400 020 at 03:00 P.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

1.....

2.....

3.

4.

Signed this..... day of..... 20....

Signature of shareholder

Signature of Proxy holder(s).....

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Attendance Slip

Registered Folio / DP ID & Client ID	
Name	
Address of Shareholder	
No. of Shares held	

I/We hereby record my/our presence at 98th Annual General Meeting of the Company at Kilachand Conference Room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai - 400 020 on Tuesday, 31st July, 2018 at 03:00 P.M.

Signature of Shareholder / Proxy Present.....

Note:

1. You are requested to sign and hand this over at the entrance.
 2. If you are attending the meeting in person or by proxy please bring copy of notice and annual report for reference at the meeting.
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Route Map for the venue of the Annual General meeting:

Route Map

