

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
L65993MH1920PLC000791



2nd August, 2018

To,
Corporate Relationship Department
The Bombay Stock Exchange Limited
Dalal Street,
Mumbai- 400001

Dear Sir,

Sub:-Scrutinizer report for the 98th Annual General Meeting of M/s Walchand PeopleFirst Limited held on Tuesday, 31st July, 2018:

With reference to the captioned subject, enclosed herewith please find Form MGT-13 regarding the voting-results (by Poll and E-voting) in the 98th Annual General Meeting held on Tuesday, 31st July, 2018.

Kindly take the same on record and oblige.

Thanking you

Yours faithfully,

Vivek Wadhavkar

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

98th Annual General Meeting of the Equity Shareholders of Walchand PeopleFirst Limited, held on Tuesday, 31st July, 2018 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. Shah & 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 98th Annual General Meeting (AGM) of the Equity Shareholders of Walchand PeopleFirst Limited, held on Tuesday, 31st July, 2018 at Kilachand Conference Room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai-400020.



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(iii) I hereby submit my Scrutinizer's 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 Saturday 28th July, 2018 and ended at 5.00 P.M. on Monday 30th July, 2018.
- Accordingly, the electronic votes cast were taken into account and at the end of the voting period, on Monday 30th July, 2018 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.
- 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.

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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, 2018, 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	9	16	0.0009
Physically	20	1759790	99.99

(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	9	3	0.0001
Physically	20	0	0



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(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 Mr. Sanjay Jha (DIN 00068519) 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	9	16	0.0009
Physically	20	1759790	99.99

(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	9	3	0.0001
Physically	20	0	0

(iii) Invalid votes:

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



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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	9	16	0.0009
Physically	20	1759790	99.99

(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	9	3	0.0001
Physically	20	0	0

(iii) **Invalid** votes:

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



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Ordinary Resolution - 4:

To appoint Mr. Uday Phadke (DIN: 0030191) as an 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	9	16	0.0009
Physically	20	1759790	99.99

(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	9	3	0.0001
Physically	20	0	0

(iii) Invalid votes :

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



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Result

As the number of votes cast in favour of aforesaid resolutions were more than the number of votes cast against, we report that the Ordinary Resolution No. 1 to 4 as set out in the notice of AGM are passed in favour of the resolutions with requisite majority.

All relevant records of electronic voting will remain in our custody until the chairperson considers, approves and signs the Minutes of 98th Annual General Meeting and the same shall be provided thereafter to the chairperson for safe custody.

Thanking you.

Yours faithfully,



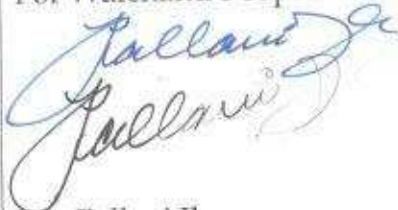
Pramod S. Shah
(C.P. No.-3804)



Place: Mumbai

Dated: 01st August, 2018

For Walchand PeopleFirst Limited



Ms. Pallavi Jha

Chairperson and Managing Director

