

**100<sup>th</sup> ANNUAL REPORT  
2019-2020**



WALCHAND  
**PEOPLEFIRST**

**WALCHAND PEOPLEFIRST LIMITED**



## **BOARD OF DIRECTORS**

MS. PALLAVI JHA– CHAIRPERSON & MANAGING DIRECTOR

MR. SANJAY JHA – WHOLE-TIME DIRECTOR

MR. UDAY PHADKE – INDEPENDENT DIRECTOR

MR. H. N. SHRINIVAS – INDEPENDENT DIRECTOR

MR. JEHANGIR ARDESHIR – INDEPENDENT DIRECTOR

## **COMPANY SECRETARY AND COMPLIANCE OFFICER**

MS. KAJAL SUDANI

## **STAUTORY AUDITORS**

M/S. K. S. AIYAR & CO.,

CHARTERED ACCOUNTANTS

## **INTERNAL AUDITOR**

M/S. SMMP & ASSOCIATES,

CHARTERED ACCOUNTANTS

## **BANKERS**

STANDARD CHARTERED BANK

HDFC BANK LTD.

## **REGISTERED OFFICE**

1<sup>ST</sup> FLOOR, CONSTRUCTION HOUSE,

5-WALCHAND HIRACHAND MARG,

BALLARD ESTATE, MUMBAI- 400 001

Tel No: 022-67818181

Fax: 22610574

Email: [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com)

Website: [www.walchandpeoplefirst.com](http://www.walchandpeoplefirst.com)

## **REGISTRAR & TRANSFER AGENT**

M/S. COMPUTECH SHARECAP LIMITED

“COMPUTECH”, 147, MAHATMA GANDHI ROAD,

FORT, MUMBAI – 400 023

Tel No.: 022- 22635001 /5002

Fax: 22635005

Email: [helpdesk@compuotechsharecap.com](mailto:helpdesk@compuotechsharecap.com)

**INFORMATION FOR SHAREHOLDERS**  
**100<sup>th</sup> ANNUAL GENERAL MEETING**

DATE : WEDNESDAY, JULY 29, 2020  
TIME : 3:00 P.M.  
MODE OF CONDUCTING THE AGM : THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OVAM”)  
DATE OF BOOK : 23<sup>rd</sup> JULY, 2020 TO 29<sup>th</sup> JULY, 2020 CLOSURE (BOTH DAYS INCLUSIVE)

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## NOTICE

### NOTICE OF THE 100<sup>TH</sup> ANNUAL GENERAL MEETING

CIN: L74140MH1920PLC000791

Regd. Office: 1<sup>st</sup> Floor, Construction House, 5-Walchand Hirachand Marg, Ballard Estate, Mumbai – 400001

**NOTICE IS HEREBY GIVEN THAT THE HUNDREDTH ANNUAL GENERAL MEETING OF MEMBERS OF WALCHAND PEOPLEFIRST LIMITED WILL BE HELD ON WEDNESDAY, 29<sup>TH</sup> JULY, 2020 AT 03:00 P.M. IST THROUGH VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OVAM”) TO TRANSACT THE FOLLOWING BUSINESS:**

#### Ordinary Business:

1. To consider and adopt the Audited Financial statement of the Company for the financial year ended 31<sup>st</sup> March, 2020, the Reports of the Board of 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 appoint M/s CNK & Associates LLP (Firm Registration Number: 101961W/W100036) as Statutory Auditor and to fix their remuneration in this regard, to consider and, if thought fit to pass with or without modifications, the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, re-enactment and amendments made from time to time), consent of members be and is hereby accorded to appoint M/s. CNK & Associates LLP (Firm Registration Number: 101961W/W100036), as Statutory Auditors of the Company to hold office for a period of five consecutive years from the conclusion of this 100<sup>th</sup> Annual General Meeting till the conclusion of the 105<sup>th</sup> Annual General Meeting at such remuneration plus taxes, out of pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

#### By order of the Board

**Pallavi Jha**

Chairperson and Managing Director

DIN:-00068483

Address: 201, Sterling Heritage 39,  
N.S. Patkar Marg, Gamdevi,  
Mumbai- 400007

**Place:** Mumbai

**Date:** 30<sup>th</sup> April, 2020

**Registered Office:**

1<sup>st</sup> Floor, Construction House, 5-Walchand Hirachand Marg,  
Ballard Estate, Mumbai - 400 001.

#### Notes:

1. In view of existing Covid-19 pandemic and in accordance with General Circular no. 20/2020 dated 5<sup>th</sup> May, 2020 issued by Ministry of Corporate Affairs read with Circulars dated 8<sup>th</sup> April, 2020 and 13<sup>th</sup> April, 2020; the Annual General Meeting (“AGM”) is being held through video conferencing without the physical presence of the Members at a common venue and it shall be deemed that the same is held at the registered office of the company situated at 1<sup>st</sup> Floor, Construction House, 5-Walchand Hirachand Marg, Ballard Estate, Mumbai – 400001 Maharashtra, India. Hence, in compliance with the Circulars, the AGM of the Company is being held through Video Conferencing ;
2. The relevant details, pursuant to Regulations 36 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, in respect to the profile of the director to be re-appointed and appointment of Statutory Auditor is enclosed as **Annexure I**;
3. The members are requested to note that the facility for attending the AGM through Video Conferencing shall be kept open from 02:30 P.M. till 03:15 P.M. i.e. at least 30 minutes before the commencement of the Meeting and 15 minutes post the commencement of the Meeting. All the members who join the video conferencing portal during this time shall be considered for the purpose of quorum at the Meeting;
4. The members are requested to note that since the Meeting is being held through Video Conferencing, the facility for appointment of proxies shall not be available for the 100<sup>th</sup> Annual General Meeting of the Company, therefore the Proxy Form and Attendance Slip are not annexed to this Notice;
5. The Register of Members and Transfer Books of the Company will be closed from 23<sup>rd</sup> July, 2020 to 29<sup>th</sup> July, 2020, both days inclusive;
6. In accordance with the Directions issued by the Ministry of Corporate Affairs, the Meeting has a capacity to host atleast 1000 members on a First-Come, First-Serve basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The participants are allowed to pose their questions concurrently or they can submit the questions in advance on the email id – kajal@walchandgroup.com
7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report of 2019-20 is being sent only through electronic mode to those Members whose email

addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report of 2019-20 will also be available on the Company's website [www.walchandpeoplefirst.com](http://www.walchandpeoplefirst.com), websites of the Stock Exchange i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com)

8. 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;
9. Members holding shares in physical form are requested to convert 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;
10. 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 issued to such Members after making requisite changes;
11. 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 at the AGM;
12. 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 Company for the amounts so transferred prior to March 31, 2020, nor shall any payment be made in respect of such claim;
13. 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;

14. 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 along with all the documents referred to in the Notice will be available for inspection by the members in electronic mode at the Annual General Meeting, and also from the date of circulation of this Notice up to the date of AGM, i.e. 29<sup>th</sup> July, 2020 without any payment of fee by the members. Members seeking to inspect such documents can send an email to [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com)
15. Pursuant to section 112 and 113 of the Companies Act, 2013, representative of members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through Video conference;
16. Authorised Representatives of Corporate Members and Representatives appointed in pursuance of Section 112 of the Companies Act, 2013 intending to attend the meeting are requested to send/present to the Company a Certified Copy of the Board Resolution/Authority Letter authorizing them to attend and vote on their behalf at the meeting in electronic mode to the following email address [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com); if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer's verification;
17. 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](mailto:helpdesk@computechsharecap.com).
18. Members wishing to claim dividends that remain unclaimed are requested to correspond with the RTA as mentioned above, or with the Company Secretary, at the Company's registered office. Members are requested to note that dividends that are not 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 (IEPF). Shares on which dividend remains unclaimed for seven consecutive years shall be transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules;
19. 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 30, 2013	Final Dividend 2012-13	September 30, 2020
2	July 31, 2015	Final Dividend 2014-15	August 30, 2022
3	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 and 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 the entire 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;

20. Particulars of the dividend transferred to the General Revenue Account of the Central Government i.e. Investor Education and Protection Fund during the Financial Year ended March 31, 2020.

Sr. No.	Date of Declaration of Dividend	Dividend for the Financial Year	Amount transferred to Investor Education and Protection Fund (Rs.)	Date of Transfer to Investor Education and Protection Fund
1.	July 26, 2012	Final Dividend 2011-12	Rs. 162,256.00	20 <sup>th</sup> September, 2019

21. As per the provisions of Section 72 of the Companies Act, 2013 read with the rules made thereunder, facility for making nominations is available for Members, in respect of the shares held by them. Nomination forms can be obtained from the Registrar and Share Transfer Agents of the Company. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, Computech Sharecap Limited, in case the shares are held in physical form.;
22. 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;
23. Since the AGM will be held through Video Conferencing, the Route Map is not annexed to this Notice.
24. **VOTING THROUGH ELECTRONIC MEANS:**

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) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members with respect to the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. Thus, the facility for casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL;

**A. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:**

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

- (i) The voting period begins from 09:00 A.M. on Sunday, 26<sup>th</sup> July, 2020 and ends on Tuesday, 28<sup>th</sup> July, 2020 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 Wednesday, 22<sup>nd</sup> July, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on "Shareholders" module.
- (v) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field or if the same is not updated, member may send an e-mail to Computech Sharecap at <a href="mailto:helpdesk@computechsharecap.in">helpdesk@computechsharecap.in</a>.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	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. <ul style="list-style-type: none"> <li>• 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 (v).</li> </ul>

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



- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

**B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**

- i. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, complete address and email address to be registered in signed request letter, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [kajal@walchandgroup.com/helpdesk@computechsharecap.in](mailto:kajal@walchandgroup.com/helpdesk@computechsharecap.in).

- ii. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [kajal@walchandgroup.com/helpdesk@computechsharecap.in](mailto:kajal@walchandgroup.com/helpdesk@computechsharecap.in).
- iii. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC ARE AS UNDER:**

- i. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- ii. Shareholders are encouraged to join the Meeting through Laptops / IPads with latest internet browsers for better experience.
- iii. Further shareholders will be required to allow Camera and use Internet with a good speed (ideally broadband connectivity- 512 kbps or 2 mbps and above dedicated bandwidth) to avoid any disturbance during the meeting.
- iv. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- v. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to AGM mentioning their name, demat account number/folio number, email id, mobile number at [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com). These queries will be replied to by the company suitably by email.
- vi. Those shareholders who have registered themselves as a speaker will be allowed to express their views/ask questions during the meeting on a priority basis. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
- vii. The Shareholders who have not registered themselves can put the question on the chatbox available on the screen at the time of the Meeting.



**D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

- i. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- ii. Only those shareholders, who are present in the AGM through VC facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- iii. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- iv. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

**Note for Non - Individual Shareholders and Custodians**

- i. Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- ii. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- iii. 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.
- iv. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- v. 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.
- vi. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [kajal@walchandgroup.com](mailto:kajal@walchandgroup.com), if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

25. Process for registration of email id for obtaining Annual Report:

Physical Holding	Send a request to the Registrar and Transfer Agents of the Company, Computech Sharecap Limited at <a href="mailto:helpdesk@computechsharecap.in">helpdesk@computechsharecap.in</a> by providing Folio No., Name of shareholder, complete address and email address to be registered in signed request letter, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) for registering email address.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP.

26. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
27. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call 1800225533.
28. Shareholders are requested to download the CISCO WebEx app from their respective stores to ensure ease of participation on the day of the AGM.
29. Mr. Pramod S. Shah (ICSI Membership No. FCS- 334), of Pramod S. Shah & Associates, Practising Company Secretaries 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;
30. 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](http://www.walchandpeoplefirst.com) and on the website of CDSL immediately after the result is declared by the Chairperson. The Company shall simultaneously forward the results to BSE Limited, where the shares of the Company are listed.

**By order of the Board**

**Sd/-  
Pallavi Jha**

Chairperson & Managing Director  
DIN:-00068483

**Address:** 201, Sterling Heritage 39,  
N.S. Patkar Marg, Gamdevi,  
Mumbai- 400007

**Place:** Mumbai

**Date:** 30<sup>th</sup> April, 2020

Registered Office:

1<sup>st</sup> Floor, Construction House,  
5-Walchand Hirachand Marg,  
Ballard Estate, Mumbai - 400 001

## **ANNEXURE I**

### **DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTOR AND AUDITOR AS REQUIRED UNDER REGULATION 36 OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND APPLICABLE SECRETARIAL STANDARDS:**

#### **A. BRIEF RESUME OF THE DIRECTOR AND NATURE OF HIS EXPERTISE IN SPECIFIC FUNCTIONAL AREAS:**

**Mr. Sanjay Jha**  
**Executive Director,**  
**Dale Carnegie Training India**

Sanjay Jha is the Executive Director of the world-famous 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 3000 corporate firms, multinational companies, public sector, government and NGOs and trained more than 310,000 Dale Carnegie graduates in the last ten 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.

Sanjay has often received overwhelming feedback and recognition of high-quality motivational and leadership training. He is one of the senior leaders in the worldwide Dale Carnegie Training network and has addressed global audiences. 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.

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.

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. He 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.

**Age:** 59 years

#### **Disclosure of inter-se relationships between directors and Key Managerial Personnel;**

No directors, Key managerial Personnel or their relatives are interested or concerned in this resolution, except Mr. Sanjay Jha and his wife Ms. Pallavi Jha.

#### **Listed entities (other than the Walchand PeopleFirst Limited) in which Sanjay Jha holds directorship and committee membership;**

Mr. Sanjay Jha doesn't hold any Directorship and the membership of Committees of the board in any other listed entities apart from this Company.

#### **No. of shares held as on 31<sup>st</sup> March, 2020 in the Company:** Nil

For other details such as number of meetings of the board attended during the year, remuneration drawn please refer to the Corporate Governance Report which is a part of this Annual Report.

#### **B. APPOINTMENT OF M/S. CNK & ASSOCIATES LLP, CHARTERED ACCOUNTANTS,**

##### **PROPOSED STATUTORY AUDITOR**

M/s CNK & Associated LLP, Chartered Accountants (Firm Registration Number:101961W/W100036) have been proposed to be appointed as the Statutory Auditor of the Company for a period of five consecutive years from the conclusion of this 100<sup>th</sup> Annual General Meeting till the conclusion of the 105<sup>th</sup> Annual General Meeting at the remuneration of Rs. 6 lakhs per annum.

There is no material change in the fees payable to the Statutory Auditor proposed to be appointed as compared to the earlier Statutory Auditor, M/s. K. S. Aiyar and Co., whose term is going to be completed in this Annual General meeting.

The basis for the recommendation of M/s CNK & Associates LLP as the Statutory Auditor of the Company is based on the profile of the partners, the long period since this firm was formed, wide experience as Statutory Auditor and the reputed companies/clients of this firm.

## Directors' Report

To,  
The Members  
**Walchand PeopleFirst Limited**

The Directors are pleased to present the 100<sup>th</sup> Annual Report along with the Audited Financial Statements of your Company for the Financial Year ended 31<sup>st</sup> March, 2020.

### The State of the Company's Affairs

#### 1. KEY FINANCIAL HIGHLIGHTS:

Particulars	For the Year ended 31.03.2020 (INR. in lakhs)	For the Year ended 31.03.2019 (INR. in lakhs)
Profit before interest, depreciation and taxation	206.11	139.82
Less: Interest	(20.17)	(3.06)
Less: Depreciation/ Amortisation	(86.05)	(39.86)
Less: Provision for Taxation – Current / earlier years	(56.38)	(1.02)
Add / (Less): Deferred Tax recognized	(2.56)	(6.72)
Net Profit	40.95	89.15
Add/(Less) : Other Comprehensive Income (Net of tax)	(3.10)	(2.66)
Add: Balance brought forward	1,113.54	1,027.05
Less : Impact of Ind AS 116 - Lease Accounting	(20.12)	-
Amount available for appropriation	1,131.27	1,113.54
Less : Proposed Final Dividend	-	-
Less : Dividend Tax	-	-
<b>Balance carried to Balance Sheet</b>	<b>1,131.27</b>	<b>1,113.54</b>

During the year under review, the Company has reported a total income of INR. 2,433.85 lakhs out of which non-operating income amounts to INR 208.92 lakhs. Income from operations is INR 2,224.93 lakhs which has decreased by INR 322.61 lakhs i.e. by 13% as compared to the previous year.

“Effective from 1<sup>st</sup> April, 2019, the Company has adopted IND AS 116, “Leases” using the Modified Retrospective Transition Method. In terms of this method, the comparatives have not been retrospectively adjusted. As a result of the adoption, the Company has recognised lease liability amounting to Rs. 224.73 Lakhs and Right to use Assets amounting to Rs. 190.49 Lakhs as on 31<sup>st</sup> March, 2020. The retained earnings as at 1<sup>st</sup> April, 2019 have decreased by Rs 20.12 Lakhs (net of taxes Rs. 7.76 Lakhs) and in the Statement of Profit and Loss for the current year Rs. 53.31 Lakhs and Rs. 18.31 Lakhs have been accounted as Depreciation and Finance cost respectively instead of Lease rentals of Rs. 65.26 Lakhs.”

#### 2. CHANGE IN THE NATURE OF BUSINESS:

There is no change in the nature of Business by the Company during the period under review.

#### 3. DIVIDEND:

Your Directors have decided to recommend nil dividend for the Financial Year ended 31<sup>st</sup> March, 2020.

#### 4. TRANSFER TO RESERVES:

The Company has proposed to transfer Nil amount to the General Reserve out of amount available for appropriations.

#### 5. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

##### (A) Conservation of energy -

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of conservation of energy have not been furnished considering the nature of activities undertaken by the Company during the year under review.

##### (B) Technology Absorption -

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 in respect of technology absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

##### (C) Foreign exchange Earnings and Outgo-

The Foreign Exchange earned in terms of actual inflows and the Foreign Exchange outgo in terms of actual outflows is as follows:

A. Expenditure in Foreign Currency	Financial Year ended 31.03.2020 (INR. in lakhs)	Financial Year ended 31.03.2019 (INR. in lakhs)
Royalty Remitted	189.77	214.37
Others	13.57	14.74
B. Earnings in Foreign currency	Financial Year ended 31.03.2020 (INR. in lakhs)	Financial Year ended 31.03.2019 (INR. in lakhs)
Professional fees	11.267	27.92
Others	10.10	29.18

#### 6. MANAGEMENT DISCUSSION AND ANALYSIS:

##### Economic Trends:

After a relatively buoyant period of sustained performance, the year 2019-20 saw a sluggish period for the global economy with world output growth estimated to grow at its slowest pace of 2.9 per cent since the global financial crisis of 2009, declining from a subdued 3.6



per cent in 2018 and 3.8 per cent in 2017. Uncertainties had faded, but remained elevated due to protectionist tendencies of China and USA and rising USA-Iran geopolitical tensions that had reached a tipping point of possible military conflict threatening even a potential nuclear exchange. The tariff wars, volatile oil prices, and a weakening US economy meant that the predominant mood was less expansionary. India was impacted by the global conditions as well as its own inability to boost aggregate demand and thus its underperformance continued. Finally the coronavirus induced lockdown crashed businesses in many countries, including ours, to a standstill in the last weeks of the year.

India's GDP growth was seen falling to an 11-year low of 4 per cent in the current fiscal, mainly due to poor showing by manufacturing and construction sectors, particularly automobiles and real estate. According to NSO estimates, the manufacturing sector output growth would decelerate to 2 per cent in 2019-20, down from 6.9 per cent in the previous financial year. However, these numbers do not capture the calamitous collapse of global economies once the COVID-19 impact became widespread. Likewise, the construction sector growth was earlier estimated at 3.2 per cent as against 8.7 per cent in 2018-19. The huge migrant crisis which saw a massive exodus from cities to the states of Uttar Pradesh, Bihar, West Bengal and Jharkhand following the lockdown imposed by the government may have completely upended March 2020 figures. The end FY 2019-20 GDP might even go below 4% once the final numbers are arrived at. The previous low in economic growth was recorded at 3.1 per cent in 2008-09.

The deceleration in GDP growth can be understood within the framework of a slowing cycle of growth with the financial sector acting as a drag on the real sector. In an attempt to boost demand, 2019-20 witnessed significant easing of monetary policy with the repo rate having been cut by RBI repeatedly but that did not boost fresh investments. Having duly recognized the financial stresses built up in the economy, the government took significant steps this year towards speeding up the insolvency resolution process.

Although the government did reduce corporate tax-rates (Rs. 145,000 crores), simplified GST, and gave a significant fiscal stimulus of Rs. 1.7 lakh crores to mitigate the humongous crisis following the pandemic, it appeared certain that India would be headed southwards for FY 20. The scandals, illiquidity and insolvency of the NBFC sector had compounded the problems of the financial services industry already reeling under the NPA burden. For India, the flip side is that oil prices have nosedived, and this means both a lower current account and fiscal deficit, and a substantial savings in foreign exchange. On the other hand, our export sector is in doldrums.

### **Opportunities and Challenges**

It will be reasonable to forecast that India is going to experience its lowest GDP in decades with some believing that we will be fortunate to achieve 2% GDP growth rate. Accordingly, the biggest challenge for companies will be to draw a contingency plan for the short-term,

and prepare for a medium-term upturn. The long-term appears extremely difficult to budget for given both the uncertainty and the consequent volatility that is likely to follow. Economists who earlier believed that the recovery could be a sharp V curve are now being more circumspect and are predicting a U curve with a prolonged base that will be flat or even a W curve with the recovery having an up and down pattern. As a result, most companies are lowering their expectations of a sustained and robust recovery. The negative repercussions of a disrupted supply chain and a reduced demand (oil prices have crashed) could be severe and long.

With practically all sectors reporting underperformance, we see opportunities in government-business as public expenditure is going to be the crucial component to revive consumer and investment demand, and education, pharmaceuticals and healthcare and wellness industry which will get a significant tailwind.

### **Outlook, Risks and Control**

It is likely that following the dangerous pathogen of coronavirus freezing production, supply, distribution and sales of goods and services worldwide, we might see a global depression set in by the second half of the calendar year of FY 20.

The short-term outlook is bearish as we do not see any visibility of any business of scale to happen in the first quarter. By implication, it implies a combination of rightsizing and maintaining an optimal balance of necessary resources so that the company is able to create a Plan B and remain cash flow positive. We also have to be prepared to seize the opportunity in case a turnaround is sighted. We believe we must keep the balance-sheet neutral by making cost adjustments.

Our initial experience suggests that our training model is unsustainable given two mandatory conditions; a classroom and participants face-to-face with an instructor. This violates both mandatory government notifications on gathering size and social distancing norms that will prevent spread of Covid 19. Thus, until the lockdown is totally lifted we are unlikely to see any momentum in our conventional business model.

We are leveraging this sudden crisis to pivot our business model to virtual instructor led training through live online platforms during this time until things normalize. While many companies have started using digital learning, it is an opportunity for us to develop this as an alternative revenue stream by creating a strategic plan. In the long run, this will mean a big shift and could supplement our traditional model, instead of substituting it.

### **Cautionary Statement**

Your Company endeavors to perform and attempt to deliver the best at all times. However, the statements made in this report describing the Company's objectives, expectations or predictions shall be read in conjunction with the government policies as issued and amended from time to time, the micro as well as macroeconomic scenario prevailing at that time, global developments and such other incidental factors that may extend beyond

the control of the Company and Management. Keeping this in view, the actual results may materially vary from those expressed in the statement.

### Internal Control Systems

Your Company ensures that appropriate risk management limits, authorizations /approvals processes, control mechanisms and mitigation strategies are in place through its efficient and effective Internal Control System and the same completely corresponds to its size, scale and complexity of operations. The Company strives to put several checks and balances in place to ensure that confidentiality is maintained. Effective procedures, processes and IT systems and mechanisms are rolled out by a full-fledged Internal Audit System to ensure that the interest of the Company is safeguarded at all times. In addition to this, the Risk Assessment policy of the organization is reviewed on a quarterly basis by the Audit Committee/ Board of Directors of your Company.

### Financial Performance

Total income achieved during the year under review is INR 2,433.86 lakhs as against INR 2,695.23 lakhs in the previous year. Income from operations of the Company has been INR 2,224.93 lakhs against INR 2,547.55 lakhs in the previous year, showing a decrease of 13% on account of acute slowdown in the economy and unprecedented healthcare crisis in the last quarter. Owing to extensive cost control along with Other Income of INR 208.93 Lakhs the Company have achieved total EBITDA of 8% on total income as compared to 5% last year.

After providing for taxation of INR 56.38 lakhs and deferred tax asset of INR 2.56 lakhs, the net profit of the Company is INR 40.96 lakhs as against the profit after tax of INR 89.15 lakhs in the previous year resulting in total PAT of 2% as compared to 3% last year.

### Human Resources

The forthcoming recession poses a critical challenge for us. We have limited options (given that HR costs are 70% of our total costs) and have to reduce our overheads significantly keeping in mind lower forecasted revenues. In our business, recovery of lost human assets is a big cost as replacement is a time-consuming process. The training industry hiring has a gestation period and just-in-hiring often results in poor quality recruitment. We see this predicament to be fairly challenging.

Our work culture will be a priority this year as high employee morale is critical in tough times until robustness can be predicted with a certain degree of certitude. We do intend to pursue employee engagement with rigor and passion to make sure that our employees are motivated, committed and determined to battle this unprecedented situation.

## 7. REVISION OF FINANCIAL STATEMENT OF THE COMPANY/ THE REPORT OF THE BOARD:

The Financial statement of the Company/ Board Report has not been revised during the financial year 2019-20 as per Section 131 of the Companies Act, 2013.

## 8. ANNUAL RETURN:

The extract of Annual Return pursuant to Section 92 of the Companies Act, 2013 read with The Companies (Management and Administration) Rules, 2014 (subject to amendment and re-enactment from time to time) in the prescribed Form MGT-9 is hereby attached with this Report in **Annexure I** and is a part of this Report. The same is as on 31<sup>st</sup> March, 2020.

## 9. DEPOSITS:

The Company has not accepted any deposits within the meaning of Section 73(1) of the Companies Act, 2013 and the Rules made thereunder.

## 10. THE DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:

The Company has adequate internal financial controls beside timely statutory audit, limited reviews and internal audits taking place periodically.

## 11. BOARD MEETINGS:

The Board of Directors (herein after called as “the Board”) met for five times during the Year under review:

Sr. No.	Date of Meetings	Venue and time of the meeting	Directors present	Directors to whom Leave of absence was granted
1	10.05.2019	1 <sup>st</sup> Floor, Construction House, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001	1. Ms. Pallavi Jha 2. Mr. Sanjay Jha 3. Mr. Uday Phadke 4. Mr. H. N. Shrinivas 5. Mr. Jehangir Ardeshir	None
2	31.07.2019	1 <sup>st</sup> Floor, Construction House, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001	1. Ms. Pallavi Jha 2. Mr. Sanjay Jha 3. Mr. Uday Phadke 4. Mr. H. N. Shrinivas 5. Mr. Jehangir Ardeshir	None
3	31.10.2019	1 <sup>st</sup> Floor, Construction House, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001	1. Ms. Pallavi Jha 2. Mr. Sanjay Jha 3. Mr. Uday Phadke 4. Mr. H. N. Shrinivas 5. Mr. Jehangir Ardeshir	None
4	06.12.2019	1 <sup>st</sup> Floor, Construction House, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001	1. Ms. Pallavi Jha 2. Mr. Sanjay Jha 3. Mr. Uday Phadke 4. Mr. H. N. Shrinivas 5. Mr. Jehangir Ardeshir	None
5	30.01.2020	1 <sup>st</sup> Floor, Construction House, Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001	1. Ms. Pallavi Jha 2. Mr. Sanjay Jha 3. Mr. Uday Phadke 4. Mr. H. N. Shrinivas 5. Mr. Jehangir Ardeshir	None

## 12. CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sr. No.	Name of the Director	Particulars	Date of Appointment/ Resignation
N.A.	N.A.	N.A.	N.A.

Mr. Sanjay Jha retires by rotation and being eligible, offers himself for re-appointment in the ensuing Annual General Meeting.

**13. STATEMENT ON DECLARATION GIVEN BY THE INDEPENDENT DIRECTORS UNDER SECTION 149(6) OF THE COMPANIES ACT, 2013:**

Pursuant to Section 149(4) of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (subject to amendment and re-enactment from time to time), the Central Government has prescribed that your Company shall have minimum two Independent Directors on its Board.

In view of the above provisions, your Company has following Independent Directors:

Sr. No.	Name of the Director	Date of Appointment	Date of passing of Resolution (if any)
1	Mr. Uday Phadke	02.05.2018	31.07.2018
2	Mr. H. N. Shrinivas	26.10.2018	31.07.2019
3	Mr. Jehangir Ardeshir	05.02.2019	31.07.2019

All the above Independent Directors meet the criteria of 'independence' prescribed under section 149(6) and have submitted declaration to the effect that they meet with the criteria of 'independence' as required under section 149(7) of the Companies Act, 2013.

**14. STATEMENT REGARDING THE INTEGRITY, EXPERTISE, AND EXPERIENCE OF THE INDEPENDENT DIRECTORS:**

In the opinion of the Board, the Independent Directors of the Company whose appointment was regularized by the shareholders in the Annual General Meeting held on 31<sup>st</sup> July, 2019; meet the requirements of integrity, expertise and experience as required by Company.

**15. COMMITTEES OF BOARD:**

**I. Nomination and Remuneration Committee:**

In accordance with the provisions of Section 178 of the Companies Act, 2013 read with rules, the Company has appropriate Nomination and Remuneration Committee consisting of three Non-executive Directors, all the Directors being Independent Directors. The Committee acts in accordance with the 'Terms of Reference' approved and adopted by the Board from time to time.

The Composition of the Committee is as under:

Sr. No.	Name of the Member	Designation
1	Mr. H. N. Shrinivas	Chairman
2	Mr. Uday Phadke	Member
3	Mr. Jehangir Ardeshir	Member

**Remuneration Policy**

➤ Introduction:

The Company considers human resources as its invaluable asset. This policy on Nomination and Remuneration of Directors, Key Managerial Personnel

(KMPs) and other employees has been formulated in terms of the provisions of the Companies Act, 2013 read with rules and the Securities And Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in order to pay equitable remuneration to the Directors, KMPs and employees of the Company and to harmonies the aspirations of human resources consistent with the goals of the Company.

➤ Objective and purpose of the policy:

- To formulate the criteria for determining qualifications, competencies, positive attributes and independence for appointment of Directors (Executive and Non-Executive) and recommend to the Board policies relating to the remuneration of the Directors, KMP and other employees;
- To formulate the criteria for evaluation of performance of all the Independent Director and Directors on the Board;
- To devise a policy on Board diversity;
- To lay out remuneration principles for employees linked to their effort, performance and achievement relating to the Company's goals and support the organization's business strategy, operating objectives and human capital needs.

➤ Constitution of Nomination and Remuneration Committee:

The Board has constituted the Remuneration Committee on April 29, 2004. The nomenclature of the said Committee was changed to "Nomination and Remuneration Committee" on 17<sup>th</sup> April, 2014 and the Company has re-constituted committee on Board Meeting held on 05<sup>th</sup> February, 2019. This is in line with the requirements of the Companies Act, 2013. The Board has the authority to reconstitute the Committee from time to time.

➤ Terms of Reference of the Nomination and Remuneration Committee:

The Nomination & Remuneration Committee is the sub - committee of the Board of Directors of the Company and the terms of reference of the Committee shall be decided by the Board from time to time. The roles and responsibilities of the Nomination and Remuneration Committee shall be as follows:

1. To formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. To identify persons who are qualified to become Directors and who may be appointed in senior management and recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance;



3. To determine such policy, taking into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;
  4. To review the ongoing appropriateness and relevance of the remuneration policy;
  5. To approve the design of any performance related pay schemes operated by the Company and approve the total annual payments made under such schemes;
  6. To decide on all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to the Executive Directors and other senior executives and the performance targets to be used;
  7. To consider and make recommendations in respect of any other terms of the service contracts of the executives and any proposed changes to these contracts, and to review the Company's standard form contract for Executive Directors from time to time;
  8. To consider any other matters relating to the remuneration of or terms of employment applicable to the remuneration of the Directors, Key Managerial Personnel and other employees.
- Appointment of Directors and Key Managerial Personnel:
- The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a Director and KMP and recommending candidates to the Board, when circumstances warrant the appointment of a new Director and KMP, having regard to the experience and expertise as may be deemed appropriate by the Committee at the time of such recommendation.
- Term of appointment of Directors:
- a) Managing Director/ Whole-time Director/ Manager:
 

The Company shall appoint or re-appoint any person as its Managing Director, Whole-time Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.
  - b) Independent Directors:
 

An Independent Director shall hold office for a term up to five consecutive years on the Board of the

Company and will be eligible for reappointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's Report. No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly. At the time of appointment of Independent Director, it should be ensured that number of Boards on which such person serves is restricted to seven listed companies as an Independent Director; and in case such person is serving as a Whole-time Director in any listed company the number of boards on which such person serves as Independent Director is restricted to three listed companies.

➤ Removal:

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder including any amendments made thereon and any other applicable acts, rules and regulations, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director or KMP subject to the provisions and compliance of the said Act, Rules and Regulations.

➤ Retirement:

The Directors and KMP shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Directors and KMP after attaining the retirement age, for the benefit of the Company.

➤ Remuneration of Non-Executive Directors:

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees as detailed hereunder:

Non-Executive Directors shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactments thereof from time to time).

➤ Remuneration of Managing Director, CEO and Executive Director:

- i. The remuneration/commission to the Managing Director, CEO and Executive Director will be determined by the Committee and recommended to the Board for approval.

- ii. The remuneration, commission and increments to be paid to the Managing Director, CEO and Executive Director shall be in accordance with the provisions of the Companies Act, 2013 and the rules made there under.
  - iii. At the time of appointment or re-appointment, the Managing Director, CEO and Executive Director shall be paid such remuneration as may be mutually agreed between the Company (which includes the Nomination & Remuneration Committee and the Board of Directors) and the CEO & Managing Director and Executive Director within the overall limits prescribed under the Companies Act, 2013 and rules made thereunder.
  - iv. The remuneration shall be subject to the approval of the Members of the Company in General Meeting, as applicable.
  - v. The remuneration of the Managing Director, CEO and Executive Director is broadly divided into fixed and variable components. The fixed compensation shall comprise of salary, allowances, perquisites, amenities and retiral benefits. The variable component shall comprise of performance bonus/commission.
  - vi. In determining the remuneration (including the fixed increment and performance bonus/ commission) the Nomination & Remuneration Committee shall consider the following:
    - a) The relationship of remuneration and performance benchmarks is clear;
    - b) Balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
    - c) Responsibility required to be shouldered by the Managing Director, CEO and Executive Director and the industry benchmarks and the current trends;
  - vii. The Company's performance vis-à-vis the annual budget achievement and individual performance vis-à-vis the KRAs / KPIs.
- Remuneration of Key Managerial Personnel and their employees:
- i. In determining the remuneration of the KMPs and other employees, the Nomination & Remuneration Committee shall consider the following:
    - a) The relationship of remuneration and performance benchmark is clear;
    - b) Balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals;
  - c) The remuneration is divided into two components viz. fixed component of salaries, perquisites and retirement benefits and variable component of performance-based incentive;
  - d) The remuneration including annual increment and performance incentive is decided based on the criticality of the roles and responsibilities, the Company's performance vis-à-vis the annual budget achievement, individuals performance vis-à-vis KRAs / KPIs, industry benchmark and current compensation trends in the market;
- ii. The Managing Director & CEO will carry out the individual performance review of the KMPs, based on the standard appraisal matrix and after taking into account the appraisal score card and other factors mentioned herein above and decide on the annual increment and performance incentive. The overall policy for such calculations will be explained to the Nomination & Remuneration Committee for its review and approval.
- iii. Such performance reviews will be carried out by the KMPs for other employees and discussed with the Managing Director & CEO to decide on the annual increments and performance incentives.
- Remuneration to Non-Executive / Independent Director:
- The Non-Executive / Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof except Stakeholders Relationship Committee/ Shareholders Grievance Committee Meeting, for which no sitting fees shall be paid. The sitting fees shall be paid as per the applicable provisions of the Companies Act, 2013 and rules made there under.

## II. Audit Committee:

The existing 'Audit Committee' of the Company consists of three Directors with Independent Directors forming a majority and the said constitution is in line with the provisions of Section 177 of the Companies Act, 2013, read with the rules. The Audit Committee acts in accordance with the 'Terms of Reference' specified by the Board in writing from time to time.

The Composition of the Committee is as under:

Sr. No.	Name of the Member	Designation
1	Mr. Uday Phadke	Chairman
2	Mr. Jehangir Ardeshir	Member
3	Mr. Sanjay Jha	Member

### Terms of Reference of the Audit Committee

The functions of the Audit Committee are broadly as under:

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
3. Approval of payment to Statutory Auditors for any other services rendered by them;
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report.
5. Reviewing with the management, the quarterly financial statements before submission to the board for approval;
6. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, and adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
  - a. Every listed company or such class or classes of companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;
  - b. The vigil mechanism under sub-section (9) of section 177 of the Companies Act, 2013 read with rules shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the chairperson of the Audit Committee in appropriate or exceptional cases;
19. Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. The Audit Committee shall mandatory review the following information:
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

- c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
  - d. Internal audit reports relating to internal control weaknesses; and
  - e. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee;
21. The Audit Committee shall have powers, which should include the following:
- a. To investigate any activity within its terms of reference. The Audit Committee shall have authority to investigate into any matter in relation to the items specified in sub-section (4) of section 177 of the Companies Act, 2013 read with rules or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the Company;
  - b. To seek information from any employee;
  - c. To obtain outside legal or other professional advice;
  - d. To secure attendance of outsiders with relevant expertise, if it considers necessary;
22. All Related Party Transactions shall require prior approval of the Audit Committee. Approval or any subsequent modification of transactions of the company with related parties;
23. When money is raised through an issue (public issues, rights issues, preferential issues etc.), the Company shall disclose the uses / applications of funds by major category (capital expenditure, sales and marketing, working capital, etc.), on a quarterly basis as a part of their quarterly declaration of financial results to the Audit Committee.

Further, on an annual basis, the Company shall prepare a statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and place it before the audit committee. Such disclosure shall be made only till such time that the full money raised through the issue has been fully spent. This statement shall be certified by the statutory auditors of the Company. Furthermore, where the Company has appointed a monitoring agency to monitor the utilization of proceeds of a public or rights issue, it shall place before the Audit Committee the monitoring report of such agency, upon receipt, without any delay. The audit committee shall make appropriate recommendations to the Board to take up steps in this matter.

### III. Stakeholders Relationship Committee/ Shareholders Grievance Committee:

The Committee has the mandate to review, redress shareholders' grievances and to approve all share transfers / transmissions. The composition of the Stakeholders Relationship Committee / Shareholders Grievance Committee as on 31<sup>st</sup> March, 2020 is as under:-

Sr. No.	Name of the Member	Designation
1.	Mr. Uday Phadke	Chairman
2.	Mr. Sanjay Jha	Member
3.	Ms. Pallavi Jha	Member

The functions of the Stakeholder's Relationship Committee / Shareholders' Grievance Committee include the following:-

1. Transfer /Transmission of shares;
2. Issue of duplicate share certificates;
3. Review of shares dematerialized and all other related matters;
4. Monitors expeditious redressal of investors' grievances;
5. Non receipt of Annual Report and declared dividend;
6. All other matters related to shares.

### IV. The Vigil Mechanism:

Your Company believes in promoting a fair, transparent, ethical and professional work environment. The Board of Directors of the Company has established a Whistle Blower Policy & Vigil Mechanism in accordance with the provisions of the Companies Act, 2013 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for reporting the genuine concerns or grievances or concerns of actual or suspected, fraud or violation of the Company's code of conduct. The said Mechanism is established for directors and employees to report their concerns. The policy provides the procedure and other details required to be known for the purpose of reporting such grievances or concerns. The same is uploaded on the website of the Company ([www.walchandpeoplefirst.com](http://www.walchandpeoplefirst.com)).

### 16. QUALIFICATIONS GIVEN BY THE AUDITORS:

There are no qualifications, reservation or adverse remarks or disclaimers made by the Statutory Auditors of the Company in their report and by Secretarial Auditor, in their report.

### 17. CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The company has entered into transactions with related parties in accordance with the provisions of the Companies Act, 2013 read with rules and the particulars of contracts or arrangements with related parties referred to in Section 188(1), as prescribed in



Form AOC-2 of the rules prescribed under Chapter IX relating to Accounts of Companies under the Companies Act, 2013, is appended as **Annexure – II**.

**18. ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS:**

As required under section 178(2) of the Companies Act, 2013 and under Schedule IV to the Companies Act, 2013 on code of conduct for Independent directors a Comprehensive exercise for evaluation of the performances of every individual director, of the Board as a whole and its Committees and of the Chairperson of the Company has been Carried out by your Company during the year under review as per the evaluation criteria approved by the Board and based on the guidelines given in schedule IV to the Companies Act, 2013. For the purpose of carrying out performance evaluation exercise, three types of Evaluation forms were devised in which the evaluating director has allotted to the individual Director, the Board as a whole, its Committees and the Chairperson appropriate rating on the scale of six.

Such evaluation exercise has been carried out:

- i. of Independent Directors by the Board;
- ii. of Non-Independent Directors by all the Independent Directors in separate meeting held for the purpose on 30<sup>th</sup> January, 2020;
- iii. of the Board as a whole by all the Directors;
- iv. of the Committees by all the Directors;
- v. of the Chairperson of your Company by the Independent Directors in separate meeting after taking into account the views of the Executive/ Non- Executive Directors;
- vi. of the Board by itself.

Having regard to the industry, size and nature of business your Company is engaged and the evaluation methodology adopted is in the opinion of the Board, sufficient, appropriate and is found to be serving the purpose.

The Independent Directors of the Company are evaluated by the Non-Executive Directors and the other Directors of the Board. The criteria's for the evaluation of the Independent Directors are:

- a. Attendance record;
- b. Possesses sufficient skills, experience and level of preparedness which allows the person to clearly add value to discussions and decisions;
- c. Able to challenge views of others in a constructive manner;
- d. Knowledge acquired with regard to the company's business/activities;

- e. Understanding of industry and global trends;
- f. Any qualitative comments and suggestions for improving effectiveness.

**19. AUDITORS:**

M/s. K. S. Aiyar & Co., Statutory Auditors of your Company having (ICAI Firm Registration No. 100186W) were a pointed at the 95<sup>th</sup> Annual General Meeting of the Company held on 31<sup>st</sup> July, 2015 for a period of 5 years i.e. from financial year 2015-2016 to 2019-2020. Thus, their terms of appointment ends the meeting scheduled to be held on 29<sup>th</sup> July, 2020

In view of the above, it is recommended by the Audit Committee and subsequently by the Board of Directors of the Company, to appoint M/s CNK & Associates LLP (ICAI Firm Registration No.101961W/W100036) as the Statutory Auditors of the Company, and to hold this position from the conclusion of the ensuing 100<sup>th</sup> Annual General Meeting till the end of the Annual General Meeting to be held in the year 2025. In this regard, it is requested to note the eligibility of the Statutory based on the Certificate received from them confirming that they do not attract any disqualification u/s. 141 of the Companies Act, 2013.

**20. SECRETARIAL AUDITOR & ANNUAL SECRETARIAL COMPLIANCE REPORT:**

The Company has appointed M/s. Nilesh Shah & Associates, Practising Company Secretaries as a Secretarial Auditor of the Company, according to the provision of section 204 of the Companies, Act 2013 and for conducting Secretarial Audit of Company for the financial year 2019-2020. M/s GHV & Co. has been appointed for the financial year 2019-2020 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Report of the Secretarial Audit and Annual Secretarial Compliance Report pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08<sup>th</sup> February, 2019 are annexed herewith as **Annexure III & Annexure IV**.

**21. MATERIAL CHANGES AFFECTING THE FINANCIAL POSITION OF THE COMPANY:**

Due to estimation uncertainty relating to the global COVID-19 pandemic for assessing the recoverability of receivables including current assets and certain investments, the Company has considered internal and external information up to the date of approval of these financial results. The Company has evaluated various scenarios with certain assumptions along with current indicators of future economic condition. Basis this, the Company expects to recover the carrying amount of the assets and investments. The Company also believes that it will continue to operate in its present business while recovering the carrying cost of all its assets. The impact of the global health pandemic may be different from that estimated as at the date of approval of these standalone financial

results. The Company will continue to closely monitor any material changes in the future economic conditions and impact on business.

**22. DETAILS OF NEW SUBSIDIARY/ JOINT VENTURES/ASSOCIATE COMPANIES:**

There are no New Subsidiary/ Joint ventures/ Associate Companies in our Company.

**23. DETAILS OF THE COMPANY WHO CEASED TO BE ITS SUBSIDIARY/ JOINT VENTURES/ ASSOCIATE COMPANIES:**

S r . No.	Name of Company	Subsidiary/ Joint Venture/ Associate Company	Date of cession of Subsidiary / Joint ventures/ Associate Company.
N.A.	N.A.	N.A.	N.A.

**24. STATEMENT FOR DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY U/S 134:**

As per Regulation 21 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 the top 100 listed entities needs to adopt Risk Management Policy. Therefore, the Company is not required to adopt Risk Management Policy.

**25. Disclosure under the sexual harassment of women at workplace (prevention, prohibition and redressal) act, 2013:**

The Company is committed to provide safe and conducive environment to its employees during the year under review. Your Directors further state that during the year under review, there was no case filed pursuant to the Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

**26. COMPLIANCE WITH THE APPLICABLE SECRETARIAL STANDARDS:**

The Company has complied with applicable secretarial standards during the year 2019-20.

**27. EQUITY SHARES WITH DIFFERENTIAL RIGHTS:**

The Company has not issued any equity shares with differential voting rights.

**28. DISCLOSURE AS PER RULE 5 OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:**

Disclosures with respect to the remuneration of Directors, KMPs and employees as required under section 197(12) of the Companies Act, 2013 read with Rule 5(1) and (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are given in **Annexure V** to this Report.

**29. DETAILS IN RESPECT OF FRAUDS REPORTED BY THE AUDITORS UNDER SECTION 143(12) OF COMPANIES ACT, 2013:**

There are no frauds reported by the Auditor which are required to be disclosed under Section 143(12) of Companies Act, 2013.

**30. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENT BY THE COMPANY:**

The Company has not made any investments, given any loans and guarantee as per Section 186 of Companies Act, 2013 for the year ended 31<sup>st</sup> March, 2020.

**31. DISCLOSURE OF REMUNERATION PAID TO DIRECTOR, KEY MANAGERIAL PERSONNEL AND EMPLOYEES:**

The Details with regards to the payment of Remuneration to the Directors and Key Managerial Personnel is provided in Form MGT-9-Extract of the Annual Return (**appended as Annexure-I**).

**32. CORPORATE SOCIAL RESPONSIBILITY POLICY:**

During the year under review, the Company has not developed the policy on Corporate Social Responsibility as the Company does not fall under the prescribed classes of Companies mentioned under section 135(1) of the Companies Act, 2013.

**33. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND THE COMPANY'S OPERATION IN FUTURE:**

During the year under review, the Bombay Stock Exchange Limited (BSE) has vide letter dated 14<sup>th</sup> May, 2019 issued a Notice for non-appointment of Compliance Officer for the quarter ended March, 2019.

The Company had requested the concerned authority of the BSE to give an opportunity for representing the case. However, pursuant to the timeline provided in the notice for payment of fine, the Company has paid Rs. 41,300/-(inclusive of GST) to BSE on 16<sup>th</sup> May, 2019. The Company has appointed Ms. Kajal Sudani, an Associate Member of The Institute of Company Secretaries of India (ICSI) having Membership Number ACS 45271, as the Company Secretary and Compliance Officer of the Company with effect from 05<sup>th</sup> February, 2019.

**34. DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to sub-section (5) of Section 134 of the Companies Act, 2013 and to the best of their knowledge and belief and according to the information and explanations obtained / received from the operating Management, your Directors make the following statement and confirm that a that.



- a. in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- b. the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- c. the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- d. the directors had prepared the annual accounts on a going concern basis;
- e. the directors, had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **35. MAINTENANCE OF COST RECORDS:**

The Company is not required to maintain a cost records during the year under review.

### **36. ACKNOWLEDGEMENT:**

Your Directors place on record their sincere gratitude for the assistance, guidance and co-operation the Company has received from all stakeholders. The Board further places on record its appreciation for the dedicated services rendered by the employees of the Company.

**For and on behalf of the Board**

**Sd/-  
Ms. Pallavi Jha  
Chairperson & Managing Director  
DIN: 00068483**

Address: 201, Sterling Heritage  
39, N S Patkar Marg, Gamdevi  
Mumbai-400007

**Place:** Mumbai  
**Date:** 30<sup>th</sup> April, 2020

**Annexure to Boards Report**  
**ANNEXURE - I**  
**FORM NO. MGT- 9**  
**EXTRACT OF ANNUAL RETURN**  
**AS ON FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020**  
[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the  
Company (Management & Administration) Rules, 2014]

**I REGISTRATION & OTHER DETAILS:**

i	CIN	L74140MH1920PLC000791
ii	Registration Date	06 <sup>th</sup> July, 1920
iii	Name of the Company	Walchand PeopleFirst Limited
iv	Category of the Company Sub-Category of the Company	Company limited by Shares Indian Non-Govt. company
v	<b>Address of the Registered office &amp; contact details</b>	1 <sup>st</sup> Floor, Construction House, 5- Walchand Hirachand Marg, Ballard Estate, Mumbai-400001, Maharashtra, India. 022-67818181
vi	Whether listed company	Yes
vii	<b>Name and Address of Registrar &amp; Transfer Agents ( RTA ):-</b>	
	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Computech Sharecap Limited "Computech", 147 Mahatma Gandhi Road, Fort, Mumbai-400023, Maharashtra. Ph.: 022-22635001/22635002

**II. PRINCIPAL BUSINESS ACTIVITY OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service	% to total turnover of the company
1	Consulting and Training Services	99929199	100%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

Sr. No.	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY / ASSOCIATE	% of shares held	Applicable Section
1	Walchand and Company Private Limited	U99999MH1922PTC001028	Holding Company	56.11%	2 (46) of the Companies Act, 2013

**IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)**

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year 01.04.2019				No. of Shares held at the end of the year 31.03.2020				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>									
<b>(1) Indian</b>									
a) Individual/ HUF	8036	0	8036	0.28%	8036	0	8036	0.28%	0.00%
b) Central Govt.	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) State Govt.(s)	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Bodies Corp.	1626261	0	1626261	56.00%	1629398	0	1629398	56.11%	0.11%
e) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
f) Any other	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (A) (1)</b>	<b>1634297</b>	<b>0</b>	<b>1634297</b>	<b>56.28%</b>	<b>1637434</b>	<b>0</b>	<b>1637434</b>	<b>56.39%</b>	<b>0.11%</b>

<b>(2) Foreign</b>									
a) NRI - Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
b) Other - Individuals	0	0	0	0.00%	0	0	0	0.00%	0.00%
c) Bodies Corp.	0	0	0	0.00%	0	0	0	0.00%	0.00%
d) Banks / FI	0	0	0	0.00%	0	0	0	0.00%	0.00%
e) Any Other	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (A) (2):-</b>	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Total shareholding of Promoter (A)= (A) (1) + (A) (2)</b>	1634297	0	1634297	56.28%	1637434	0	1637434	56.39%	0.11%
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a) Mutual Funds	0	0	0	0	0	0	0	0.00%	0.00%
b) Banks / FI	2790	9300	12090	0.42%	2790	9300	12090	0.42%	0.00%
c) Central Govt.	0	0	0	0	0	0	0	0.00%	0.00%
d) State Govt.(s)	0	0	0	0	0	0	0	0.00%	0.00%
e) Venture Capital Funds	0	0	0	0	0	0	0	0.00%	0.00%
f) Insurance Companies	0	0	0	0	0	0	0	0.00%	0.00%
g) FIIs	0	0	0	0	0	0	0	0.00%	0.00%
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0.00%	0.00%
i) Others (specify)	0	0	0	0	0	0	0	0.00%	0.00%
<b>Sub-total (B)(1):-</b>	2790	9300	12090	0.42%	2790	9300	12090	0.42%	0.00%
<b>2.Non-Institutions</b>									
a) Bodies Corp.									
i) Indian	47754	11150	58904	2.03%	73995	10610	84605	2.91%	0.88%
ii) Overseas	0	0	0	0	0	0	0	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1lakh	739851	237640	977491	33.66%	734266	192010	926276	31.90%	-1.76%
ii) Individual shareholders holding nominal share capital in excess of Rs1 lakh	71368	149740	221108	7.61%	93745	149740	243485	8.38%	0.77%
c) Others (specify)	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Sub-total (B)(2):-</b>	858973	398530	1257503	43.30%	902006	352360	1254366	43.19%	-0.11%
<b>Total Public Shareholding (B)=(B) (1)+ (B)(2)</b>	861763	407830	1269593	43.72%	904796	361660	1266456	43.61%	-0.11%
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00%	0	0	0	0.00%	0.00%
<b>Grand Total (A+B+C)</b>	<b>2496060</b>	<b>407830</b>	<b>2903890</b>	<b>100%</b>	<b>2542230</b>	<b>361660</b>	<b>2903890</b>	<b>100.00%</b>	<b>0.00%</b>

**(ii) Shareholding of Promoters**

Sr. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2019			Shareholding at the end of the year 31.03.2020			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	Anuja Vivek Joshi	1026	0.04%	0%	1026	0.04%	0%	0%
2	Kamalini Bahubali	5390	0.19%	0%	5390	0.19%	0%	0%
3	Pallavi Jha	1620	0.06%	0%	1620	0.06%	0%	0%
4	Walchand and Company Private Limited	1626261	56.00%	0%	16,29,398	56.11%	0%	0.11%
	<b>Total</b>	<b>1634297</b>	<b>56.28%</b>	<b>0%</b>	<b>16,37,434</b>	<b>56.39%</b>	<b>0%</b>	<b>0.11%</b>

**(iii) Change in Promoters' Shareholding ( please specify, if there is no change)**

Sr. No.	Particulars	Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	Anuja Vivek Joshi				
	At the beginning of the year	1026	0.04%	1026	0.04%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/sweat equity etc)				
	At the end of the year	1026	0.04%	1026	0.04%
2	Kamalini Bahubali				
	At the beginning of the year	5390	0.19%	5390	0.19%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment / transfer /bonus/sweat equity etc)				
	At the End of the year	5390	0.19%	5390	0.19%
3	Pallavi Jha				
	At the beginning of the year	1620	0.06%	1620	0.06%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease(e.g. allotment / transfer /bonus/sweat equity etc)				
	At the End of the year	1620	0.06%	1620	0.06%
4	Walchand and Company Private Limited				
	At the beginning of the year	16,26,261	56.00%	16,26,261	56.00%
	Market -Purchase			3137	0.11%
	At the End of the year			16,29,398	56.11%

(iv) **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year 01.04.2019		Shareholding at the end of the year 31.03.2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>VIVEK WADHAVKAR (TRUSTEE)</b>				
	At the beginning of the Year 01.04.2019	88700	3.05%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0		
	At the end of the year 31.03.2020			88700	3.05%
2.	<b>PALLAVI SANJAY JHA (TRUSTEE)</b>				
	At the beginning of the Year 01.04.2019	61040	2.10%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0		
	At the end of the year 31.03.2020			61040	2.10%
3.	<b>INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS</b>				
	At the beginning of the Year 01.04.2019	0	0.00%		
	Transfer of Shares to IEPF on 20-Sep-2019-	14321	0.49%		
	Transfer of Shares to IEPF on 06-Dec-2019-	28320	0.98%		
	At the end of the year 31.03.2020			42641	1.47%
4.	<b>DNYANA ANAND PATIL</b>				
	At the beginning of the Year 01.04.2019	26977	0.93%		
	Purchase of Shares on 10-Jan-2020	6323	0.22%		
	Purchase of Shares on 17-Jan-2020	77	0.00%		
	At the end of the year 31.03.2020			33377	1.15%
5.	<b>DHEERAJ KUMAR LOHIA</b>				
	At the beginning of the Year 01.04.2019	19035	0.66%		
	Purchase of Shares on 02-Aug-2019	1338	0.05%		
	Purchase of Shares on 30-Sep-2019	645	0.02%		
	Purchase of Shares on 08-Nov-2019	551	0.02%		
	Purchase of Shares on 15-Nov-2019	75	0.00%		
	Purchase of Shares on 31-Dec-2019	400	0.01%		
	At the end of the year 31.03.2020			22044	0.76%
6.	<b>KRUTI CAPITAL SERVICES PRIVATE LIMITED</b>				
	At the beginning of the Year 01.04.2019	18000	0.62%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0.00%		
	At the end of the year 31.03.2020			18000	0.62%
7.	<b>BHAGVATI RAMESHCHANDRA GOHIL</b>				
	At the beginning of the Year 01.04.2019	13646	0.47%		
	Purchase of Shares on 25-Oct-2019	500	0.02%		
	At the end of the year 31.03.2020			14146	0.49%
8.	<b>NILESH RAMESHCHANDRA GOHIL</b>				
	At the beginning of the Year 01.04.2019	6188	0.21%		
	Purchase of Shares on 14-Jun-2019	3967	0.14%		
	Purchase of Shares on 30-Sep-2019	1747	0.06%		
	Purchase of Shares on 04-Oct-2019	50	0.00%		

	Purchase of Shares on 28-Feb-2020	516	0.02%		
	At the end of the year 31.03.2020			12468	0.43%
9.	<b>ANJNA SINHA</b>				
	At the beginning of the Year 01.04.2019	11710	0.40%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0.00%		
	At the end of the year 31.03.2020			11710	0.40%
10.	<b>NILESH RAMESHCHANDRA GOHIL HUF</b>				
	At the beginning of the Year 01.04.2019	9283	0.32%		
	Date wise Increase/Decrease in shareholding during the year, specifying the reason for increase/decrease	0	0.00%		
	At the end of the year 31.03.2020			9283	0.32%

**(v) Shareholding of Directors and Key Managerial Personnel**

Sr. No.	For each of the Directors and KMP	Shareholding at the beginning of the year 01.04.2019		Cumulative Shareholding during the year 31.03.2020	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	Pallavi Jha				
	At the beginning of the year	1620	0.06%	1620	0.06%
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year	1620	0.06%	1620	0.06%

**V INDEBTEDNESS**

**Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i)	Principal Amount	NIL	NIL	NIL
ii)	Interest due but not paid	NIL	NIL	NIL
iii)	Interest accrued but not due	NIL	NIL	NIL
	<b>Total (i+ii+iii)</b>	NIL	NIL	NIL
<b>Change in Indebtedness during the financial year</b>				
i)	Addition	NIL	NIL	NIL
ii)	Reduction	NIL	NIL	NIL
	<b>Net Change</b>	NIL	NIL	NIL
<b>Indebtedness at the end of the financial year</b>				
i)	Principal Amount	NIL	NIL	NIL
ii)	Interest due but not paid	NIL	NIL	NIL
iii)	Interest accrued but not due	NIL	NIL	NIL
	<b>Total (i+ii+iii)</b>	NIL	NIL	NIL



**VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**
**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

Sr. no	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Ms. Pallavi Jha	Mr. Sanjay Jha	
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	56,71,107	54,69,186	1,11,40,293
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961			
(c)	Profits in lieu of salary under section 17(3) Income-tax Act, 1961			
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission - as % of profit - others, specify	- -	- -	- -
5	Others, please specify			
	Perquisites- House	13,00,010	0	13,00,010
	- Movable Assets	1,58,779	0	1,58,779
	-Car	0	39,600	39,600
	LTA and other items	12,28,437	22,57,881	34,86,318
	Contribution to P.F.	18,03,848	17,39,622	35,43,470
	Gratuity and Superannuation Fund			
	<b>Total (A)</b>	<b>1,01,62,181</b>	<b>95,06,289</b>	<b>1,96,68,470</b>
	Ceiling as per the Act	The total managerial remuneration payable in respect of financial year 2019-2020 shall not exceed eleven percent of the net profit of the Company for financial year 2019-2020 or if the same exceeds it shall be within the limits of Schedule V part II of the Companies Act, 2013.	The total managerial remuneration payable in respect of financial year 2019-2020 shall not exceed eleven percent of the net profit of the Company for financial year 2019-2020 or if the same exceeds it shall be within the limits of Schedule V part II of the Companies Act, 2013.	

## B Remuneration to other directors

Sr. No.	Particulars of Remuneration	Mr. Uday Phadke	Mr. H.N. Shrinivas	Mr. Jehangir Ardeshir	Total Amount
1	<b>Independent Directors</b>				
	Fee for attending board committee meetings	1,45,000	85,000	1,45,000	3,75,000
	Commission				
	Others, please specify				
	<b>Total (1)</b>	<b>1,45,000</b>	<b>85,000</b>	<b>1,45,000</b>	<b>3,75,000</b>
	2	<b>Other Non-Executive Directors</b>			
Fee for attending board committee meetings					
Commission					
Others, please specify					
<b>Total (2)</b>		0	0	0	0
<b>Total (B)=(1+2)</b>					
<b>Total Managerial Remuneration</b>		<b>1,45,000</b>	<b>85,000</b>	<b>1,45,000</b>	<b>3,75,000</b>
Overall Ceiling as per the Act	Sitting fees payable to the Director for attending the meeting of the Board or Committee shall not exceed one lakh rupees per meeting of the Board or Committee				

## C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sr. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	7,00,000	48,53,089	55,53,089
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify...	-	-	-	-
5	Others, please specify-Incentive	-	-	2,27,500	2,27,500
	<b>Total</b>		<b>7,00,000</b>	<b>50,80,589</b>	<b>57,80,589</b>

Note: 1. The Company has a MD who act as a CEO

<b>VII</b>					
<b>PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:</b>					
<b>Type</b>	<b>Section of the Companies Act, 2013</b>	<b>Brief Description</b>	<b>Details of Penalty/ Punishment/ Compounding fees imposed</b>	<b>Authority [RD/ NCLT/ Court]</b>	<b>Appeal made, if any (give Details)</b>
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>C. OTHER OFFICER IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**Annexure – II**  
**Form No. AOC-2**

*(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2)  
of the Companies (Accounts) Rules, 2014)*

**Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto**

1. Details of material contracts or arrangement or transactions not at arm's length basis: Not Applicable
2. Details of material contracts or arrangement or transactions at arm's length basis:
  1. a) Name(s) of the related party and nature of relationship: M/s. Walchand And Company Private Limited.
  - b) Nature of contracts/arrangements/transactions: Rent Received.
  - c) Duration of the contracts / arrangements/transactions: 11 Years & 11 Month.
  - d) Salient terms of the contracts or arrangements or transactions including the value, if any: Nil
  - e) Date(s) of approval by the Board, if any: N.A.
  - f) Amount paid as advances, if any: NIL

**For and on behalf of the Board**

Sd/  
**Pallavi Jha**  
**Chairperson & Managing Director**  
**DIN: 00068483**  
Address: 201, Sterling Heritage 39,  
N S Patkar Marg, Gamdevi  
Mumbai-400007

Place: Mumbai  
Date: 30<sup>th</sup> April, 2020

## Annexure – III

### FORM NO. MR-3

### SECRETARIAL AUDIT REPORT

### FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2020

*[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9  
of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To  
The Members,  
**WALCHAND PEOPLEFIRST LIMITED**  
1<sup>st</sup> Floor, Construction House,  
5-Walchand Hirachand Marg,  
Ballard Estate, Mumbai- 400001.

Dear Sir / Madam,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good Corporate Governance practice by Walchand PeopleFirst Limited (hereinafter called “the Company”). The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing our opinion thereon.

Based on our verification of the Company’s Books, Papers, Minutes Books, Forms and Returns filed with regulatory authorities and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the financial year ended 31st March, 2020, generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to reporting made hereinafter:

We herewith report that maintenance of proper and updated Books, Papers, Minutes Books, filing of Forms and Returns with applicable regulatory authorities and maintaining other records is responsibility of management and of the Company. Our responsibility is to verify the content of the documents produced before us, make objective evaluation of the content in respect of compliance and report thereon. We have examined on test check basis, the books, papers, minute books, forms and returns filed and other records maintained by the Company and produced before us for the financial year ended 31st March, 2020, as per the provisions of:

- (i) The Companies Act, 2013 and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under (to the extent applicable to the Company);
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
  - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
  - (d) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulations, 2015.
- (v) Foreign Exchange Management Act, 1999 and the rules and regulations made there under, to the extent of Foreign Direct Investment (FDI), Overseas Direct Investment (ODI) and External Commercial Borrowings (ECB) (To the extent Applicable);

As we have been given to understand that considering activities, there is no specific regulator subject to whose approval company can carry on / continue business operation. We have also in-principally verified systems and mechanism which is in place and followed by the Company to ensure Compliance of other applicable Laws (in addition to the above mentioned Laws (i to v) as applicable to the Company) and we have also relied on the representation made by the Company and its Officers in respect of systems and mechanism formed / followed by the Company for compliances of other applicable Acts, Laws and Regulations and found the satisfactory operation of the same.

We have also noted the compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India under the provisions of Companies Act, 2013.

We further Report that, during the year, it was not mandatory on the part of the Company to comply with the following Regulations / Guidelines as covered under MR-3:

- (a) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;
- (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 1998;

Based on the aforesaid information and explanation provided by the Officers and Employees of the Company and based on test checking made by us, we report that during the financial year under review, the Company has substantially complied with the provisions of the above mentioned Act/s including the applicable provisions of the Companies Act, 2013 and Rules, Regulations, Standards etc and we have not found material observation / instances of material non Compliance in respect of the same.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The change in the composition of the Board of Directors during the year under review are in agreement with the Provisions of Applicable regulations of LODR and Companies Act, 2013.

We also report that adequate notice was given to Directors and Stock Exchange (BSE Ltd) the Notices and agenda along with detailed notes to agenda were provided / sent to Board of Directors and a reasonable system exists for Board Members to seek and obtain further information and clarifications on the agenda items before the meeting and for meaningful participation at the meetings.

It is noted that majority decision is carried through and proper system is in place which facilitates / ensure to capture and record, the dissenting member's views, if any, as part of the Minutes.

Based on representation made by the Company and its Officers explaining us in respect of internal systems and mechanism established by the Company which ensures compliances of other Acts, Laws and Regulations applicable to the Company, we report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules and regulations.

We further report that during the year under report, the Company has not undertaken any major event / action having a material bearing on the Company's statutory compliance and affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

Date:- 19.05.2020  
Place:- Mumbai

Signature :-Sd/  
Name:- **Nilesh Shah**  
For:- **Nilesh Shah & Associates**  
FCS : 4554  
C.P. : 2631  
Peer Review No. : 698/2020  
UDIN No.: F004554B000258445

Note: This Report has to be read with "Annexure - A"



## ‘ANNEXURE -A’

To,  
The Members,  
**WALCHAND PEOPLEFIRST LIMITED**  
1<sup>st</sup> Floor, Construction House,  
5-Walchand Hirachand Marg,  
Ballard Estate, Mumbai- 400001.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis (by verifying records made available to us) to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed, provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Wherever required, we have obtained Management representation external opinion from Independent Professional Company Secretary in practice about the compliance of laws, rules and regulations and occurrence of events.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is responsibility of management. Our examination was limited to the verification of process followed by Company to ensure adequate Compliance.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Signature :-Sd/  
Name:- **Nilesh Shah**  
For:- **Nilesh Shah & Associates**  
FCS : 4554  
C.P. : 2631  
Peer Review No. : 698/2020

Date:- 19.05.2020  
Place:- Mumbai

## Annexure – IV

### 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 (6) of the Companies Act, 2013 and rules made thereunder.	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 Ministry of Corporate Affairs has issued two circulars i.e. General Circular viz. 1267(E) and General Circular No. 12/2017. As per Company the delay was on account of the anomaly in these Circulars with regards to 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 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 Practicing 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 Practicing 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 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.	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.

Sd/-  
Gopika Shah - Partner  
GHV & Co.  
Practising Company Secretaries  
FCS No.: 10416  
C. P. No.: 11663  
UDIN No.:F010416B000243902

Date:- 15.05.2020  
Place:- Mumbai

## Annexure V

**Details pertaining to remuneration as required under section 197(12) read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.**

- a. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the Financial Year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2019-20.

Sr No.	Name of Director/ KMP	Designation	Remuneration of Director/KMP for the Financial Year 2019-20 (Rs. in lakhs) (Excluding perquisite value of ESOPs exercised)	% increase in Remuneration in the Financial Year 2019-20	Ratio of Remuneration of each Director to median remuneration of the Employees for the financial year
1	Pallavi Jha	Chairperson & Managing Director	1,01,62,181	6.5%	7.85:1
2	Sanjay Jha	Executive Director	95,06,289	5.94%	7.34:1
3	Shruthi Patni	Chief Financial Officer and Operations Head	50,80,589	7.00%	N.A
4	Kajal Sudani	Company Secretary and Compliance Officer	7,00,000	N.A	N.A

\*None of the Independent Directors drew remuneration.

- b. **The percentage increase in the median remuneration of employees in the financial year(increase in KMP's): 10.09 percent**

- c. **The number of permanent employees on the rolls of Company:**

There were 86 (Including KMP) permanent employees on the rolls of the Company as on March 31, 2020.

- d. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Average percentage increase/decrease in the salaries of the employees in the financial year 2019-20 was 10.79% whereas the change in the managerial remuneration during the financial year 2019-20 is shown in the table above.

- e. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company affirms that the remuneration is as per the remuneration policy of the Company.

f. **The details of top ten employees of the company as per section 196 rule 5(2) of the companies (Appointment and Remuneration of Managerial Personnel) rules, 2014 are as per below:**

Sr. No.	Name of Employee	Designation of Employees	Nature of Employment whether contractual or otherwise	Qualification and experience of employee	Date of the Commencement of Employment	Age of Employee	Last employment held by such employee before joining the Company	Percentage of Equity shares held by employee	Remuneration Paid
1	Pallavi Jha	Chairperson And Managing Director	Level 1 A - Permanent	MBA	1-May-96	55	HCC	NA	1,01,62,181
2	Sanjay Jha	Executive Director	Level 1 A - Permanent	MBA	27-Jul-07	59	Bank of America and ANZ Grindlays Bank	NA	95,06,289
3	Shruthi Patni	Chief Financial Officer and Operations Head	Level 2 A - Permanent	CA - 17 years	18-Jan-10	43	World Wide Media Limited	NA	50,80,589
4	Meghdoot Bose	Head - Business Development, South	Level 3 A - Permanent	MBA - 16 years	22-Apr-13	41	People Strong-HR	NA	36,99,539
5	Sai Viswanathan	Head - Business Development - West	Level 3 A - Permanent	PGDBA - 16 years	1-Apr-11	38	Info Edge Limited	NA	35,95,683
6	Isar Qureshi	AVP - Training	Level 2 C - Permanent	MBA - 21 years	16-May-11	51	Tata AIG Insurance	NA	32,14,049
7	Shrinivas Prabhu	AVP - Training, Quality & Strategy	Level 3 A - Permanent	MBA - 13 years	9-Jan-15	37	Bharti Airtel	NA	28,69,431
8	Mangesh Wagle	AVP - Training	Level 2 C - Permanent	MMS - 25 years	4-Jan-10	47	Greens and Pastures Consultants	NA	28,31,029
9	Paayal Varma	Senior Training Consultant	Level 3 A - Retainer	M.Com - 13 years	10-Aug-15	50	Yes Bank Limited	NA	26,49,813
10	Somnath Roy	Business Consultant	Level 3 B - Permanent	PGD Mass Communications -22 years	5-Feb-18	46	Authbridge Research Services India Pvt.Ltd.	NA	24,79,000

For and on behalf of the Board

Sd/  
Pallavi Jha  
Chairperson & Managing Director  
DIN: 00068483  
Address: 201, Sterling Heritage 39,  
N S Patkar Marg, Gamdevi  
Mumbai-400007

Place: Mumbai  
Date: 30.04.2020

## **CORPORATE GOVERNANCE REPORT FOR THE FINANCIAL YEAR 2019-2020**

### **(As required under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)**

The Directors provides the Company's Report on Corporate Governance for the financial year 2019-2020

#### **1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:**

Corporate Governance is the application of best management practices, compliance of laws and adherence to ethical standards to achieve the Company's objective of enhancing stakeholder value and discharge of social responsibility. The Corporate Governance framework includes corporate structures, culture, policies and the manner in which the corporate entity deals with various stakeholders, with transparency being the key word. Accordingly, timely, adequate and accurate disclosure of information on the performance and ownership forms the cornerstone of Corporate Governance. It is a journey for constantly improving sustainable value creation and an upward moving target. Integrity, transparency, fairness, accountability and compliance with the law are embedded in the Company's robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level.

The Corporate Governance philosophy of Walchand PeopleFirst Limited is based on the following principles:

1. Management must have the executive freedom to drive the enterprise forward without undue restraints and Management is the trustee of the shareholders capital and not the owner. This freedom of management should be exercised within a framework of effective accountability.
2. Provide an enabling environment to harmonize the goals of maximizing stakeholder value and maintaining a customer centric focus.
3. Have a simple and transparent corporate structure driven solely by business needs.
4. Communicate externally, in a truthful manner, about how the Company is running internally.
5. Make clear distinction between personal conveniences and corporate resources.
6. Be transparent and maintain a high degree of disclosure levels in all facets of its operations.
7. Satisfy the spirit of the law and not just the letter of the law.
8. Our philosophy on Corporate Governance is thus concerned with the ethics, values and morals of Walchand PeopleFirst Limited and its Directors, who are expected to act in the best interests of the Company and remain accountable to shareholders and other beneficiaries for their action.

#### **2. BOARD OF DIRECTORS:**

The Board of Directors and its Committees play a fundamental role in upholding and nurturing the principles of good governance which translates into ethical business practices, transparency and accountability in the Company's dealing with its Members and other stakeholders and the utilization of resources for creating sustainable growth and societal wealth.

Walchand PeopleFirst Limited has a very balanced and diverse Board of Directors, who actively participates at the Board and Committee Meetings by providing valuable guidance to the Management on various aspects of business, policy direction, governance, compliance etc. and plays a critical role on strategic issues.

##### **a. Composition of the Board of Directors:**

The name and category of Director on the Board, the number of Directorship held by them in other Company and numbers of the Committees in which they are the Member or Chairman are given herein below:

Sr. No.	Name of the Director	Category of the Director	No. of Directorships in each Companies		No. of Membership/ Chairmanship of other Board Committee	
			Public	Private	Member	Chairman
1	Ms. Pallavi Jha	Chairperson & Managing Director	-	2	-	-
2	Mr. Sanjay Jha	Whole-Time Director	-	2	-	-
3	Mr. Uday Phadke	Independent Non- Executive Director	1	-	-	1
4	Mr. Holebasavanahalli Nagaraj Shrinivas	Independent Non- Executive Director	-	-	-	-
5	Mr. Jehangir Ardeshir	Independent Non- Executive Director	-	2	-	-

##### **b. Number and dates of Meetings along with the attendance of the Directors in the Board Meetings and the Annual General Meeting:**

The following are the details of the Meetings of the Board and Annual General Meeting held during the financial year 2019-2020:

Sr. No.	Name of the Director	Attendance at the Board Meetings held on					Attendance at the Annual General Meeting held on 31.07.2019
		10.05.2019	31.07.2019	31.10.2019	06.12.2019	30.01.2020	
1	Ms. Pallavi Jha	✓	✓	✓	✓	✓	✓
2	Mr. Sanjay Jha	✓	✓	✓	✓	✓	✓
3	Mr. Uday Phadke	✓	✓	✓	✓	✓	✓
4	Mr. H. N. Shrinivas	✓	✓	✓	✓	✓	✓
5	Mr. Jehangir Ardeshir	✓	✓	✓	✓	✓	✓

**c. Relationship between the Directors inter-se:**

Ms. Pallavi Jha, the Chairperson and Managing Director of the Company is wife of Mr. Sanjay Jha, the Whole- Time Director of the Company.

None of the Directors other than the above mentioned Directors are related to each other.

**d. Number of shares and convertible instruments held by the Non-Executive Director in the Company:**

None of the Non-Executive Directors of the Company hold any securities in the Company.

**e. Familiarisation programmes imparted to Independent directors:**

Independent Directors play an important role in the governance processes of the Board. They bring to bear their expertise and experience on the deliberations of the Board. This enriches the decision making process at the Board with different points of view and experiences and prevents conflict of Interest in the decision making.

At the time of appointing a Director, a formal letter of appointment is given to him /her and the details pertaining to their roles, responsibilities, functions and the Board's expectation are explained in the Meeting.

In furtherance to the above, the Company holds Business Review Meeting every quarter to explain the details of the performance of the Company. Further, Directors' Vision Meeting is held annually to set the strategic directions of the Company. A presentation is shared by Ms. Pallavi Jha, Chairperson and Managing Director of the Company giving the details of the governance and internal control processes and other relevant information pertaining to the Company's business.

The details of Familiarization programmes imparted to Independent directors are as follow: <http://www.walchandpeoplefirst.com/investors-desk/>

Number of Programmes attended by Independent Director	Number of hours spent by Independent Director during the year (Business Review Meetings and Vision and Strategy Meeting)	Number of hours spent by Independent Director on cumulative basis till date
27.04.2016	1 hour	1 hour
28.07.2016	2 hours	3 hours
08.11.2016	1 hour and 30 minutes	4 hours and 30 minutes
02.02.2017	1 hour and 30 minutes	6 hours
03.02.2017	7 hours and 30 minutes	13 hours and 30 minutes
21.04.2017	1 hour and 30 minutes	15 hours
31.07.2017	1 hour and 30 minutes	16 hours and 30 minutes
06.11.2017	1 hour and 30 minutes	18 hours
30.01.2018	1 hour and 30 minutes	19 hours and 30 minutes
31.01.2018	7 hours and 30 minutes	27 hours
04.02.2019	7 hours	34 hours
10.05.2019	1 hour and 30 minutes	35 hours and 30 minutes
31.07.2019	1 hour and 30 minutes	37 hours
31.10.2019	1 hour and 30 minutes	38 hours and 30 minutes
11.12.2019	1 hour	39 hours and 30 minutes
30.01.2020	1 hour and 30 minutes	41 hours
31.01.2020	7 hours	48 hours

**f. Board's Functioning & Procedures:**

The Board has complete access to any information within the Company. At Meetings of the Board, it welcomes the presence of Senior Management who can provide additional insights into the items being discussed.

The items placed at the Meeting of the Board include the following:-



- i. Unaudited Quarterly/Half Yearly financial results and Audited Annual Accounts of the Company, results and capital employed for consideration and approval;
- ii. Minutes of Meetings of Audit Committee, Stakeholders Relationship Committee /Shareholders Grievance Committee and Nomination and Remuneration Committee;
- iii. Abstracts of circular resolutions passed;
- iv. General notices of interest;
- v. Sale and/or purchase of investments, fixed assets;
- vi. Review compliance of all laws applicable to the Company including the requirements of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges and steps taken by the Company to rectify instances of non-compliances, if any;
- vii. Related party transactions;
- viii. Reviewing the Company's Financial and policies;
- ix. Reviewing the business plan and strategy of the Company.

All the items in the Agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial /business plans and financial results, detailed presentations are made. The Agenda and the relevant notes are sent in advance separately to each Director to enable the Board to take informed decisions. The Minutes of the Meetings of the Board are circulated through email to all Directors and confirmed at the subsequent Meeting. The Minutes of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's Relationship Committee/ Shareholders' Grievance Committee are also circulated through email / by hand to all Members and thereafter tabled for discussion at the subsequent Board Meeting.

**g. Matrix Setting out the skills/expertise/competence of the Board of Directors:**

Name of Directors	Skills/Expertise/Competence					
	Finance & Operations	Training & Development & HR	Entrepreneurship & Management	Business Strategy & Consulting	Governance & Quality	Corporate Social Responsibility
Ms. Pallavi Jha	✓	✓	✓	✓	✓	✓
Mr. Sanjay Jha	✓	✓	✓	✓	✓	✓
Mr. Uday Phadke	✓		✓	✓	✓	
Mr. H.N. Shrinivas		✓	✓	✓	✓	✓
Mr. Jehangir Ardeshir	✓		✓	✓	✓	✓

**h. Confirmation on Independence of Independent Directors:**

Pursuant to PART C(2)(i) of Schedule V of Securities and Exchange Board of India (Listing Regulations & Disclosure Requirements) Regulations, 2015 ("the Regulations") The Board hereby confirms that in the opinion of the board, the Independent Directors fulfill the conditions specified in these regulations and are independent of the management of the Company.

**3. COMMITTEES OF THE BOARD:**

The Company has developed all the necessary Committees of the Board namely:

- a. Audit Committee;
- b. Nomination & Remuneration Committee;
- c. Stakeholders Relationship Committee/ Shareholders Grievances Committee.

The constitution, terms of reference and the functioning of the above mentioned Committees of the Board is explained herein. The Board reviews the functioning of these committees from time to time. The Chairman of these Committees conducts the Meetings and also informs the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors are tabled at the respective Board / Committee Meetings.

**I. AUDIT COMMITTEE:**

Audit committee acts as a link between the Statutory Auditors, Internal Auditors and the Board of Directors. The primary objective of the Audit Committee is to provide effective supervision of the Management's Financial Reporting process with a view to ensure accurate, timely and proper disclosures.

**i. Composition of the Audit Committee:-**

The Board constituted an Audit Committee of Directors on 26.04.2001 and re-constituted on Board Meeting held on 05.02.2019.

The Audit Committee is duly formed and meets the requirement of the Companies Act, 2013 and also the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.



The composition of the Audit Committee as at 31.03.2020 and dates and details of the Members participation at the Meetings of the Committee are as under:

Sr. No.	Name of the Director	Category	Attendance at the Audit Committee Meetings held on			
			10.05.2019	31.07.2019	31.10.2019	30.01.2020
1.	Mr. Uday Phadke	Chairman-Independent Director	✓	✓	✓	✓
2.	Mr. Jehangir Ardeshir	Member- Independent Director	✓	✓	✓	✓
3.	Mr. Sanjay Jha	Member- Whole- Time Director	✓	✓	✓	✓

All the Members on the Audit Committee possess the requisite qualification for appointment on the Committee and have sound knowledge of finance, accounting practices and Internal Control.

As prescribed under the Act, the Chairman of the Committee who is an Independent Director was present at the Annual General Meeting of the Company.

**ii. Terms of Reference of the Audit Committee are as follows:**

1. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions;
  - g. Qualifications in the draft audit report;
5. Reviewing with the management, the quarterly financial statements before submission to the Board for approval
6. Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Reviewing with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
13. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
14. Discussion with internal auditors of any significant findings and follow up there on;
15. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
16. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
18. To review the functioning of the Whistle Blower mechanism;
  - a. Every listed Company or such class or classes of Companies, as may be prescribed, shall establish a vigil mechanism for directors and employees to report genuine concerns in such manner as may be prescribed;

- b. The vigil mechanism under sub-section (9) of Section 177 of the Companies Act, 2013, shall provide for adequate safeguards against victimization of persons who use such mechanism and make provision for direct access to the Chairman of the Audit Committee in appropriate or exceptional cases;
19. Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. The Audit Committee shall mandatory review the following information:
  - a. Management discussion and analysis of financial condition and results of operations;
  - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - c. Management letters/letters of internal control weaknesses issued by the statutory auditors;
  - d. Internal audit reports relating to internal control weaknesses; and
  - e. The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.
21. The Audit Committee shall have powers, which should include the following:
  - a. To investigate any activity within its terms of reference.  
The Audit Committee shall have authority to investigate into any matter in relation to the items specified in sub-section (4) of Section 177 of Companies Act, 2013, or referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company;
  - b. To seek information from any employee;
  - c. To obtain outside legal or other professional advice;
  - d. To secure attendance of outsiders with relevant expertise, if it considers necessary.
22. All Related Party Transactions shall require prior approval of the Audit Committee. Approval or any subsequent modification of transactions of the Company with related parties;
23. When money is raised through an issue (public issues, rights issues, preferential issues etc.), the Company shall disclose the uses / applications of funds by major category (capital expenditure, sales and marketing, working capital, etc.), on a quarterly basis as a part of their quarterly declaration of financial results to the Audit Committee.

Further, on an annual basis, the Company shall prepare a statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and place it before the audit committee. Such disclosure shall be made only till such time that the full money raised through the issue has been fully spent. This statement shall be certified by the statutory auditors of the Company. Furthermore, where the Company has appointed a monitoring agency to monitor the utilization of proceeds of a public or rights issue, it shall place before the Audit Committee the monitoring report of such agency, upon receipt, without any delay. The audit committee shall make appropriate recommendations to the Board to take up steps in this matter.

All the items in the Agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial results, detailed presentations are made. The Agenda and the relevant notes are sent in advance separately to each Member to enable the Committee to take informed decisions.

The Minutes of the Meetings of the Committee are circulated through email to all the Members and confirmed at the subsequent Meeting.

## II. NOMINATION AND REMUNERATION COMMITTEE:

The purpose of the Committee shall be to discharge the Board's responsibilities relating to formulation of compensation plans and policies of the Company's Executive Directors.

### i. Composition of the Nomination and Remuneration Committee:-

The Board constituted Nomination and Remuneration Committee of Directors on 29th April, 2004 and re-constituted on Board Meeting held on 05th February, 2019.

The composition of the Nomination and Remuneration Committee as at 31st March, 2020 and dates and details of the Members participation at the Meetings of the Committee are as under:

Sr. No.	Name of the Director	Category	Attendance at the Nomination and Remuneration Committee Meeting held on 10.05.2019
1.	Mr. H. N. Shrinivas	Chairman-Independent Director	✓
2.	Mr. Jehangir Ardeshir	Member- Independent Director	✓
3.	Mr. Uday Phadke	Member- Independent Director	✓

**ii. Terms of Reference of the Nomination and Remuneration Committee are as follows:**

1. To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
2. To identify persons who are qualified to become directors and who may be appointed in senior management and recommend to the Board their appointment and removal and shall carry out evaluation of every director's performance;
3. To determine such policy, taking into account all factors which it deems necessary. The objective of such policy shall be to ensure that members of the executive management of the Company are provided with appropriate incentives to encourage enhanced performance and are, in a fair and responsible manner, rewarded for their individual contributions to the success of the Company;
4. To review the ongoing appropriateness and relevance of the remuneration policy;
5. To approve the design of any performance related pay schemes operated by the Company and approve the total annual payments made under such schemes;
6. To decide on all share incentive plans for approval by the Board and shareholders. For any such plans, determine each year whether awards will be made, and if so, the overall amount of such awards, the individual awards to Executive Directors and other senior executives and the performance targets to be used;
7. To consider and make recommendations in respect of any other terms of the service contracts of the executives and any proposed changes to these contracts, and to review the Company's standard form contract for executive directors from time to time;
8. To consider any other matters relating to the remuneration of or terms of employment applicable to the remuneration of the Directors, Key Managerial Personnel and other employees.

**iii. Criteria's for the Performance Evaluation of the Independent Directors Meeting:**

As required under section 178(2) of the Companies Act, 2013 and under Schedule IV to the Companies Act, 2013 and also the Regulations of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulation, 2015, a comprehensive exercise for evaluation of the performances of every individual director, of the Board as a whole and its Committees and of the Chairperson of the Company has been carried by your company.

For the purpose of carrying out performance evaluation exercise, three types of Evaluation forms were devised in which the evaluating director has allotted to the individual Director, the Board as a whole, its Committees and the Chairperson appropriate rating on the scale of six.

Such evaluation exercise has been carried out:

- i. of Independent Directors by the Board;
- ii. of Non-Independent Directors by all the Independent Directors in separate meeting held for the purpose;
- iii. of the Board as a whole by all the Directors;
- iv. of the Committees by all the Directors;
- v. of the Chairperson of your Company by the Independent Directors in separate meeting after taking into account the views of the Executive/ Non-Executive Directors;
- vi. of the Board by itself.

Having regard to the industry, size and nature of business your Company is engaged and the evaluation methodology adopted is in the opinion of the Board, sufficient, appropriate and is found to be serving the purpose.

The Independent Directors of the Company are evaluated by the Non-Executive Directors and the other Directors of the Board. The criteria's for the evaluation of the Independent Directors are:

- a. Attendance record;
- b. Possesses sufficient skills, experience and level of preparedness which allows the person to clearly add value to discussions and decisions;
- c. Able to challenge views of others in a constructive manner;
- d. Knowledge acquired with regard to the Company's business/activities;
- e. Understanding of industry and global trends;
- f. Any qualitative comments and suggestions for improving effectiveness.

**III. STAKEHOLDERS RELATIONSHIP COMMITTEE/ SHAREHOLDERS GRIEVANCE COMMITTEE:**

The Committee has the mandate to review, redress shareholders' grievances and to approve all share transfers.

**i. Size and Composition:-**

The Company had duly constituted Stakeholders Relationship Committee/ Shareholders Grievance Committee in July, 2001 and re-constituted on Board Meeting held on 05th February, 2019 to specifically look into the redressal of the shareholder's grievances and also the share transfers and other investor related matters.

The composition of the Stakeholders Relationship Committee/ Shareholders Grievance Committee as on 31st March, 2020 is as under:-

Sr. No.	Name of the Director	Category
1.	Mr. Uday Phadke	Chairman- Non-Executive Director
2.	Mr. Sanjay Jha	Whole-Time Director as Member
3.	Ms. Pallavi Jha	Chairperson & Managing Director as Member

Ms. Kajal Sudani is the Company Secretary & Compliance Officer of the Board Meetings and the Stakeholder and Relationship Committee.

**ii. Meeting of the Stakeholder’s Relationship Committee / Shareholders’ Grievance Committee Meetings:-**

During the financial year 2019-2020, 3 (three) Meetings of the Stakeholder’s Relationship Committee / Shareholders’ Grievance were held. The dates on which it was held were:

- i. 31.07.2019
- ii. 31.10.2019
- iii. 30.01.2020

**iii. The functions of the Stakeholder’s Relationship Committee / Shareholders’ Grievance Committee Meetings include the following:-**

1. Transfer /Transmission of shares;
2. Issue of duplicate share certificates;
3. Review of shares dematerialized and all other related matters;
4. Monitors expeditious redressal of investors’ grievances;
5. Non receipt of Annual report and declared dividend,
6. All other matters related to shares.

**iv. Investor Grievance Redressal:**

Number of complaints received and resolved to the satisfaction of investors during the year under review and their break-up are as under:

Type of complaint	No. of complaints
Non Receipt of Annual Reports	0
Non Receipt of Dividend Warrants	0
Non Receipt of Shares lodged for Transfer/Exchange	1
Non Receipt of Certificates	0
Others (Duplicate/ Transmission/ Procedure etc.)	0
<b>Total</b>	<b>1</b>

All the complaints received by the Company during the Financial Year ended 31st March, 2020 have been resolved successfully and there are no complaints pending with the Company as on 31st March, 2020.

All valid share transfers received during the accounting year ended 31st March, 2020 have been acted upon. There were no share transfers pending as on 31st March, 2020, for more than 30 days.

The Stakeholder’s Relationship Committee/Shareholder’s Grievance Committee Meetings attends the matters related to Share Transfers, Deletion and Transmission.

**4. REMUNERATION PAID TO THE DIRECTORS OF THE COMPANY:**

At present, Non-executive and Independent Directors are not paid any remuneration except sitting fees for attending Board Meetings/Audit Committee Meetings/ Nomination and Remuneration Committee Meetings, except this there is no pecuniary relationship or transactions with the non-executive directors. No Sitting fees are paid for the Stakeholders Relationship Committee/ Shareholders’ Grievance Committee Meetings.

Details of remuneration paid to Directors during the financial year ended 31st March, 2020 are as under:

i. Elements of Remuneration Package of Individual Directors:

(Rs. In Lakhs)

Name of the Director	Salary and Commission	Contribution to P.F. Gratuity and Superannuation Fund	Perquisites	Performance Pay	Sitting fees	Total
Ms. Pallavi Jha	56.71	18.04	26.87	-	-	101.62
Mr. Sanjay Jha	54.69	17.40	22.97	-	-	95.06
Mr. Uday Phadke	-	-	-	-	1.45	1.45
Mr. H. N. Shrinivas	-	-	-	-	0.85	0.85
Mr. Jehangir Ardeshir	-	-	-	-	1.45	1.45

5. GENERAL BODY MEETINGS:

a. The particulars of the last three Annual General Meetings are as under:

Financial Year	Day and Date of the Annual General Meeting	Location of the Annual General Meeting	Time of the Annual General Meeting	Special resolution passed
2016-17	Monday, 31.07.2017	Kilach and Conference room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400020	3:00 P.M	1. Noting of pattern of Payment of remuneration to Ms. Pallavi Jha and Mr. Sanjay Jha for the financial year 2016-17.
2017-18	Tuesday, 31.07.2018	Kilach and Conference room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400020	3:00 P.M	No special Resolution
2018-19	Wednesday 31.07.2019	Kilachand Conference room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai – 400020	3:00 P.M	1. Re-appointment of Ms. Pallavi Jha (DIN:00068483) Chairperson and Managing Director of the Company for a period of three years and fixation of the remuneration to be paid for the period commencing from 01st May, 2019 to 30th April, 2020 2. Re-appointment of Mr. Sanjay Jha (DIN: 00068519) Whole-Time Director of the Company for a period of three years and fixation of the remuneration to be paid for the period commencing from 01st May, 2019 to 30th April, 2020 3. Adoption of New Set of Memorandum of Association as per Companies Act, 2013 4. Adoption of New Set of Articles of Association as per Companies Act, 2013

**b. Details of the Special Resolution passed through Postal Ballot:**

During the year under review, no resolution has been passed through the exercise of postal ballot neither does the Company proposes to pass any resolutions through post ballot.

**6. MEANS OF COMMUNICATION:**

- The quarterly, half yearly and annual results are communicated to all the members of the Company by publishing in English and Marathi National dailies namely Free Press Journal and Navshakti respectively.  
The Financial Statements are also displayed on the website of the Company [www.walchandpeoplefirst.com](http://www.walchandpeoplefirst.com).
- The Management Discussion and Analysis Report forms a part of this Annual report, which is sent to each member by post.
- The Company informs the Stock Exchange all price sensitive matters or such other matters which are material and of relevance to the shareholders.

**7. GENERAL SHAREHOLDERS INFORMATION:****I. Details of the Annual General Meeting for the financial year 2019-2020:**

Date: 29th July, 2020

Day: Wednesday

Time: 03:00 P.M.

Mode of conducting the AGM: Through Video Conferencing("VC")/Other Audio Visual Means ("OVAM")

**II. Financial Calendar 2020-2021:**

Name of the Quarter/ Half year	Due date for the compliance
Quarter ending 30.06.2020	On or before 14.08.2020
Quarter/Half year ending 30.09.2020	On or before 14.11.2020
Quarter ending 31.12. 2020	On or before 14.02.2021
Quarter/Year ending 31.03.2021	On or before 30.05.2021

**III. Dividend:**

Company recommends nil dividend.

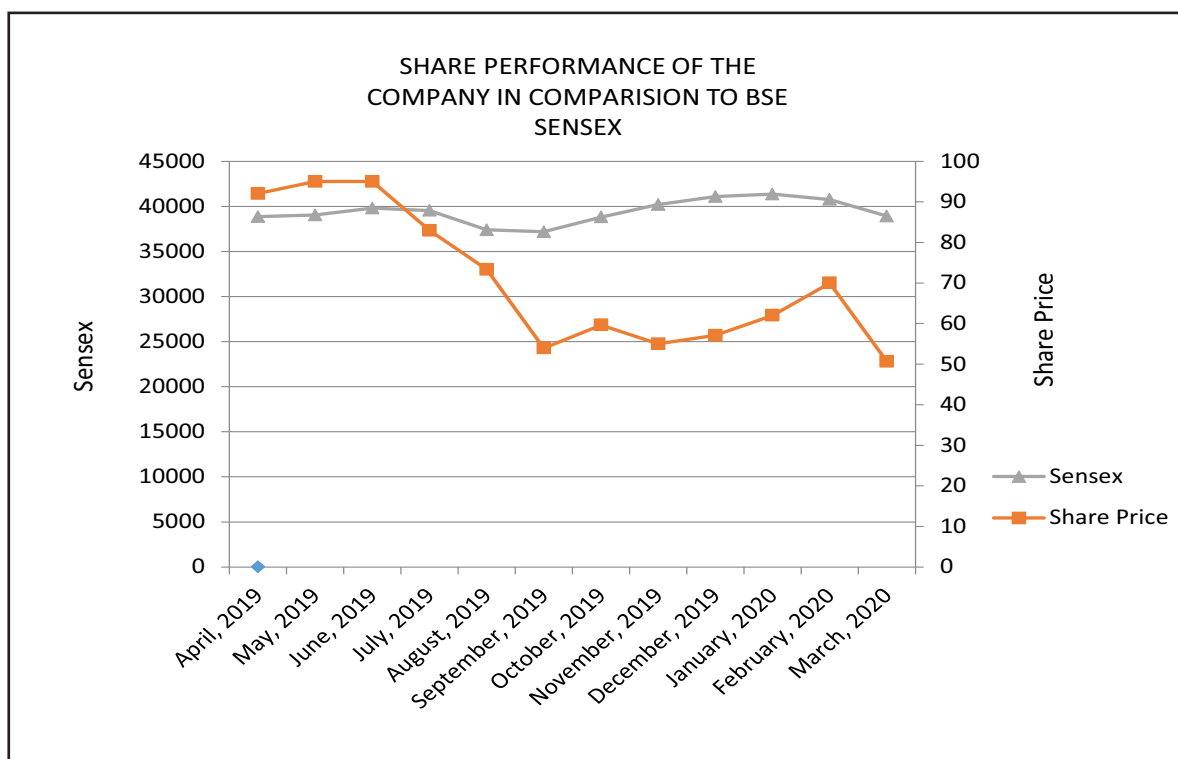
Date of Book Closure: 23rd July, 2020 to 29th July, 2020 (both days inclusive).

**IV. Details of the Stock Exchange in which the Company is listed:**

- Name of the Stock exchange: The Bombay Stock Exchange Limited
- Listing fee for the year 2019-20 has been paid to the Stock Exchange.
- Stock Code- Physical : 501370 on The Bombay Stock Exchange Limited
- ISIN No. NSDL & CDSL : INE695D01021
- Market Price Data: High / Low price during each Month of 2019-20 on The Bombay Stock Exchange Limited and BSE Sensex are as under:

Month	Open Price	High Price	Low Price	Close Price	No. of Shares	No. of Trades	Total Turnover (Rs.)	Deliverable Quantity	% Deli. Qty to Traded Qty	Spread High-Low	Spread Close-Open
Apr-19	92.05	104.2	86	89.95	11225	138	1035377	8613	76.73	18.2	-2.1
May-19	95	106.4	73.55	84.8	4336	115	365427	3372	77.77	32.85	-10.2
Jun-19	95	95	75	79	5026	117	402339	3337	66.39	20	-16
Jul-19	82.95	84.95	64	70	7284	139	526201	6093	83.65	20.95	-12.95
Aug-19	73.35	73.35	52.25	53.6	4374	108	263770	3918	89.57	21.1	-19.75
Sep-19	53.95	64	48.7	57.2	9256	196	528007	7712	83.32	15.3	3.25
Oct-19	59.65	61	46.5	53.5	12620	235	667236	10624	84.18	14.5	-6.15
Nov-19	55	70.25	52.75	56.3	8646	177	526583	6809	78.75	17.5	1.3
Dec-19	57.1	70.2	50.1	57.05	8015	192	472137	6380	79.6	20.1	-0.05
Jan-20	62	75	55	65.8	15900	237	970230	12519	78.74	20	3.8
Feb-20	70	70	48.7	55.8	9930	180	558337	8413	84.72	21.3	-14.2
Mar-20	50.65	55	34	39.15	23720	197	993823	17735	74.77	21	-11.5





#### V. Share Transfer System and other related matters:

- **Registrar and Share Transfer Agent:**

For both physical & demat segments:  
M/s. Computech Sharecap Limited.  
“Computech”, 147, Mahatma Gandhi Road,  
Fort, Mumbai – 400 023  
Tel No: 22635001/02  
Fax No.: 22635005  
Email: [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in)

- **Share Transfer System:**

The shares lodged for transfer are processed by the Registrar and Share Transfer Agent and are noted by Stakeholder’s Relationship Committee/Shareholders’ Grievance Committee. Shares sent for transfer in physical form are registered and returned within a period of 15 days from the date of receipt, subject to documents being valid and complete in all respects. Similarly, all requests for demat are received and processed by the Registrar and Transfer Agent and confirmations given to the depositories within the prescribed time limit.

- **Nomination Facility for Shareholding:**

As per the provisions of the Companies Act, 2013, 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 agent of the Company.

- **Payment of Dividend through Electronic Clearing Service:**

The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details, if available, on the payment instrument for distribution of dividend.

- **Unclaimed Dividends:**

Members wishing to claim dividends, which remain unclaimed, are requested to correspond with Ms. Kajal Sudani, Company Secretary & Compliance Officer, at the Company’s registered office. Members are requested to note that dividends not encashed or claimed within seven years from the date of transfer to the Company’s Unpaid Dividend Account, will as per sections 205A and 205C of the Companies, Act, 1956 and Section 123 & other applicable provisions of the Companies Act, 2013, read with the relevant rules, be transferred to the Investor Education and Protection Fund.

- **Correspondence regarding Change in Address:**

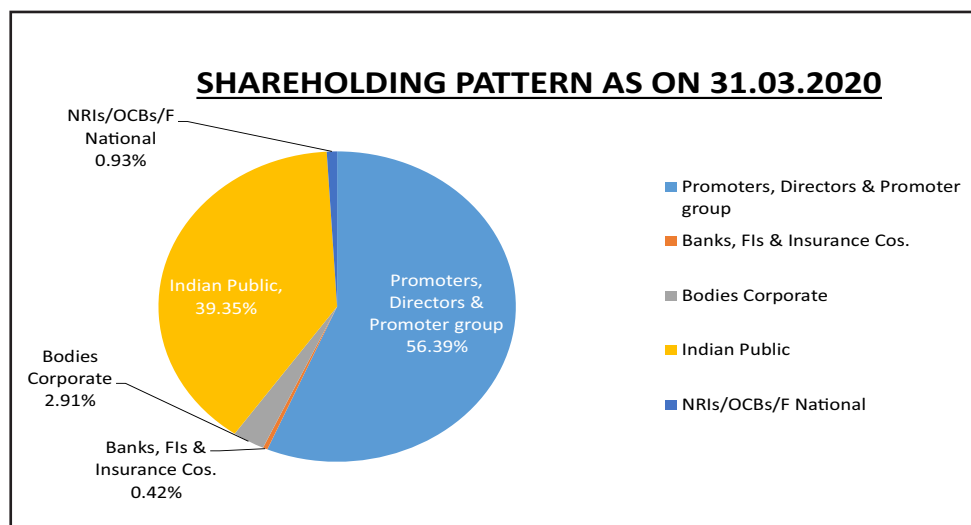
Members are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents, M/s. Computech Sharecap Limited, "Computech", 147, Mahatma Gandhi Road, Fort, Mumbai- 400023, Tel No :22635001 / 5002, Fax No.: 22635005, Email: [helpdesk@computechsharecap.in](mailto:helpdesk@computechsharecap.in)

- **Distribution of Shareholding as on 31.03.2020:**

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of shares held	% of shareholding
1-50	3,112	54.29%	88,998	3.06%
51 - 100	1,077	18.79%	96,805	3.33%
101 - 200	653	11.39%	1,03,559	3.57%
201 - 300	305	5.32%	79,586	2.74%
301 - 400	121	2.11%	43,661	1.50%
401 - 500	125	2.18%	60,663	2.09%
501 - 1000	176	3.07%	1,32,412	4.56%
1001 & above	163	2.84%	22,98,206	79.14%
<b>Total</b>	<b>5,732</b>	<b>100.00%</b>	<b>29,03,890</b>	<b>100.00%</b>

**Shareholding Pattern as on 31.03.2020:**

Category	No. of shares held	Percentage to total (%)
a. Promoters, Directors & Promoter group	16,37,434	56.39%
b. Banks, FIs & Insurance Cos.	12,090	0.42%
c. Bodies Corporate	84,605	2.91%
d. Indian Public	11,42,664	39.35%
e. NRIs/OCBs/F National	27,097	0.93%
<b>Total</b>	<b>29,03,890</b>	<b>100.00%</b>



- **Dematerialization of Shares:** The shares of the Company can be held and traded in electronic form 87.55% (25,42,230 shares) of the Company's shares have been dematerialized as on 31.03.2020.
- **Outstanding ADRs/ GDRs:** Nil/Warrants or any Convertible Instrument, conversion date and likely impact on equity.



- **Plant location:** Not Applicable
- **Address of the Company** **Walchand PeopleFirst Limited**  
1st Floor, Construction house,  
5-Walchand Hirachand Marg,  
Ballard Estate, Mumbai-400001.  
Tel: 022- 67818181  
Fax: 22610574  
Email:kajal@walchandgroup.com  
Website:www.walchandpeoplefirst.com

#### 8. CODE OF CONDUCT:

The Board of Directors has adopted the Code of Business Conduct and Ethics for Directors and Senior Management. The Code is reviewed from time to time by the Board. The said Code has been communicated to the Directors and the Members of the Senior Management. The Code has also been posted on the Company's website [www.walchandpeoplefirst.com](http://www.walchandpeoplefirst.com).

#### 9. CEO/ CFO CERTIFICATE:

The Managing Director and the Chief Financial Officer of the Company gives Annual Certification on financial reporting and Internal Controls to the Board in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Managing Director and the Chief Financial Officer also gives quarterly certification on financial results before the Board in terms of Regulation 33(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**As annexed in Annexure D**).

#### 10. TRADING IN THE COMPANY'S SHARES BY DIRECTORS AND DESIGNATED EMPLOYEES:

In compliance with the SEBI (Prohibition of Insider Trading) Regulations, 2015, your Company has adopted a Code of Conduct for Prohibition of Insider Trading.

Ms. Kajal Sudani, Company Secretary & Compliance Officer of the Company is responsible for setting policies, procedures for the preservation of price sensitive information, pre-clearance of trade, monitoring of trades and implementation of the Code of Conduct for trading in Company's securities under the overall supervision of the Board. The same is displayed on the website of the Company [www.walchandpeoplefirst.com](http://www.walchandpeoplefirst.com).

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

In accordance with the provisions of Section 152 of the Companies Act, 2013, one-third of the total number of Directors for the time being are liable to retire by rotation. Accordingly one Director of the Company viz. Mr. Sanjay Jha will be retiring by rotation at the ensuing Annual General Meeting of the Company. Mr. Sanjay Jha, being eligible, offers himself for re-appointment.

**Mr. Sanjay Jha**

**Executive Director,**

**Dale Carnegie Training India**

Sanjay Jha is the Executive Director of the world-famous 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 3000 corporate firms, multinational companies, public sector, government and NGOs and trained more than 310,000 Dale Carnegie graduates in the last ten 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.

Sanjay has often received overwhelming feedback and recognition of high-quality motivational & leadership training. He is one of the senior leaders in the worldwide Dale Carnegie Training network and has addressed global audiences. 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.

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.

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. He 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.

**12. CERTIFICATION ON CORPORATE GOVERNANCE COMPLIANCES:**

As required under the Regulations of SEBI (Listings Obligations and Disclosure Requirements) Regulations, 2015, certificate of compliances of Corporate Governance issued by M/s. Pramod S. Shah & Associates, Practicing Company Secretaries annexed here as **Annexure II**.

**13. OTHER DISCLOSURE:**

- a. There are no materially significant related party transactions that may have potential conflict with the interest of the Company entity at large;
- b. The Company is fully complied with the applicable regulations and hence there are no penalties imposed upon the Company by any of the Authority including the Stock exchange.
- c. The Vigil Mechanism and the Whistle Blower policy are duly established and none of the personnel have been denied to access to the Audit Committee for any of their grievances.
- d. The Material Related Party policy of the Company is hosted on the website of the Company viz. [www.walchandpeoplefirst.com](http://www.walchandpeoplefirst.com).
- e. The website of the Company is duly updated as per the Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.
- f. Certificate from Company Secretary in Practice on non-disqualification of directors is annexed herewith as **Annexure-III**.
- g. The Company is committed to provide safe and conducive environment to its employees during the year under review. Your Directors further state that during the year under review, there was no case filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
- h. The Company has an Internal Complaints Committee (ICC) to redress complaints received regarding sexual harassment. No complaints were received by the ICC in 2019-20.
- i. The Company has not adopted the discretionary requirements as prescribed under Regulation 27(1) of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015.
- j. All the mandatory requirements are duly complied with.

**ANNEXURE I**  
**Chief Executive Officer (CEO) And**  
**Chief Financial Officer (CFO) Certification**

We, Pallavi Jha, CEO, Chairperson & Managing Director and Shruthi Patni, CFO of **WALCHAND PEOPLEFIRST LIMITED**, to the best of our knowledge and belief, certify that:

- A. We have reviewed financial statements and the cash flow statement for the year ended 31st March, 2020 and to the best of our knowledge and belief:
1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- C. We are responsible for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, the deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps are taken or proposed to be taken to rectify these deficiencies.
- D. We have indicated, based in our most recent evaluation, wherever applicable, to the Auditors and the Audit committee:
1. significant changes, if any, in internal control over financial reporting during the year;
  2. significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  3. Instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours faithfully,

**Sd/-**  
**Pallavi Jha**  
**Chairperson & Managing Director**

**Sd/-**  
**Shruthi Patni**  
**Chief Financial Officer**

**Place: Mumbai**  
**Date: 30<sup>th</sup> April, 2020**

**ANNEXURE II**  
**CERTIFICATE ON CORPORATE GOVERNANCE**

**Certificate on compliance with the conditions of Corporate Governance as per the provisions of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To  
The Members,  
Walchand PeopleFirst Limited

We have examined the compliance of conditions of Corporate Governance by Walchand PeopleFirst Limited for the financial year ended 31st March, 2020 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the Company with stock exchange.

The compliance of conditions of Corporate Governance are the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the Company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or the effectiveness with which the management has conducted the affairs of the Company.

**For Pramod S. Shah & Associates**  
Practising Company Secretaries

Sd/-  
Pramod S. Shah  
Partner  
Membership No. 334  
COP No: 3804  
UDIN: F000334B000152838

**Place:** Mumbai  
**Date:** 10<sup>th</sup> April, 2020

**ANNEXURE III**  
**CERTIFICATE ON NON-DISQUALIFICATION OF DIRECTORS**  
**(Pursuant to Part C (10) (i) of Schedule V of Security and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015)**

To  
The Members,  
**Walchand PeopleFirst Limited**  
1ST Floor, Construction House,  
5-Walchand Hirachand Marg,  
Ballard Estate, Mumbai City MH 400001.

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Walchand PeopleFirst Limited having CIN L74140MH1920PLC000791 and having registered office at 1st Floor, Construction House, 5-Walchand Hirachand Marg, Ballard Estate, Mumbai 400001 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No.	Name of Director	DIN	Date of appointment in Company
1.	Mrs. Pallavi Jha	00068483	26/07/2007
2.	Mr. Sanjay Jha	00068519	23/09/1999
3.	Mr. Uday Phadke	00030191	02/05/2018
4.	Mr. Jehangir Ardeshir	02344835	05/02/2019
5.	Mr. Holebasavanahalli Nagaraj Shrinivas	07178853	26/10/2018

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Pramod S. Shah & Associates**  
Practising Company Secretaries

Sd/-  
**Pramod S. Shah Partner**  
Membership No. FCS 334  
COP No: 3804  
UDIN: F000334B000152827

Place: Mumbai  
Date: 10<sup>th</sup> April, 2020



## Auditor's Report

### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF WALCHAND PEOPLEFIRST LIMITED

#### Report on the Audit of the Financial Statements

##### Opinion

We have audited the accompanying financial statements of Walchand Peoplefirst Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, the profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

##### Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

##### Emphasis of Matter

Attention is drawn to Note No.33 which gives management assessment of Company's ability to continue as going concern as at 31<sup>st</sup> March,2020 in view of the likely economic impact on the business of the Company arising out of Covid19 pandemic.

Our opinion is not modified in respect of this matter.

##### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. There are no Key Audit Matters to be reported.

##### Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management

Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

##### Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

##### Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

#### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, based on our audit we report that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:
 

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.
- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the possible impact of pending litigations on its financial position in Note no. 28 on Contingent Liability of the financial statements.
  - ii. The Company doesn't have any long-term contracts including derivative contracts requiring provision for material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For K. S. Aiyar & Co.

Chartered Accountants

ICAI Firm Registration No. 100186W

Sd/-

Satish Kelkar

Partner

Place: Mumbai

Date: April 30, 2020

Membership No: 38934

UDIN No. 20038934AAAAAL5279

## Annexure – A to the Auditor’s Report

(Referred to in paragraph 1 under the heading ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date on the financial statements for the year ended on March 31, 2020, of **Walchand Peoplefirst Limited**)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- (b) The fixed assets have been physically verified by the management during the year. In our opinion the frequency of verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.
- (ii) In absence of inventories, clause (ii) of the Order is not applicable to the Company.
- (iii) As informed, the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013. Accordingly, sub-clause (a), (b) and (c) are not applicable.
- (iv) As the company doesn’t have any loans, investments, guarantees or securities provided in terms of section 185 & 186 of the Companies Act, 2013, the clause (iv) of the Order is not applicable.
- (v) The Company has not accepted any deposits from the public to which the provisions of section 73 to 76 or any other relevant provisions of the Companies Act, 2013 or the Companies (Acceptance of Deposit) Rules 2014 or the directives issued by the Reserve Bank of India apply.
- (vi) We have been informed that the Company is not required to maintain cost records under sub-section (1) of section 148 of the Companies Act, 2013, which has been relied upon.
- (vii) (a) According to the records of the Company, the Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, goods and service Tax, cess and any other statutory dues applicable to it. Based on our audit procedures and according to the information and explanations given to us, there are no arrears of undisputed statutory dues which remained outstanding as at March 31, 2020, for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us and records of the Company, the dues outstanding of property tax and municipal dues which have not been deposited on account of dispute, are as follows:

Nature of Statute	Nature of Dues	Amount (Rs. In Lakhs)	Period to which amount relates	Forum where dispute is pending
Municipal Corporation of Great Mumbai (BMC)	Property Tax	73.37	2000-01 to 2019-20	Bombay High Court
Mumbai Port Trust	Municipal Dues	174.03	1 <sup>st</sup> Jan.’99 to 31 <sup>st</sup> March’ 20	City Civil Court

- (viii) According to the information and explanations given to us, the Company has not taken any money from any financial institution, bank or debenture holder, and hence clause 3(viii) of the order is not applicable to the Company.
- (ix) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments) and term loans during the year and hence reporting under clause 3(ix) of the Order is not applicable to the Company.
- (x) According to the information and explanations furnished by the management, which have been relied upon by us, there no fraud on or by the Company, by its officers or its employees has been noticed or reported during the year.
- (xi) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has paid/provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 3 (xii) of the Order are not applicable to the Company.
- (xiii) All transactions with related parties are in compliance with sections 177 and 188 of the Companies Act, 2013 and the details have been disclosed in the Ind AS financial statement as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence clause 3 (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and information given to us, during the year the Company has not entered into any non-cash transactions with directors or persons connected with him and hence clause 3(xv) of the Order is not applicable to the Company.
- (xvi) According to the information and explanations given to us, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For K. S. Aiyar & Co.**

**Chartered Accountants**

ICAI Firm Registration No: 100186W

Sd/-

**Satish Kelkar**

**Partner**

**Place:** Mumbai

Membership No.: 38934

**Date:** April 30, 2020

UDIN No. 20038934AAAAAL5279



## **Annexure – B to the Auditor’s Report**

### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

#### **Report on the Internal Financial Controls Over Financial Reporting under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls with reference to financial statements of **Walchand Peoplefirst Limited** (“the Company”) as of 31 March 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether internal financial controls with reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit

opinion on the Company’s internal financial controls system with reference to financial statements.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Ind AS financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the Ind AS financial statements.

#### **Inherent Limitations of Internal Financial Controls with reference to Financial Statements**

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at 31 March 2020, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For K. S. Aiyar & Co.**  
**Chartered Accountants**

ICAI Firm Registration No: 100186W

Sd/-  
**Satish Kelkar**  
**Partner**

**Place:** Mumbai

**Date:** April 30, 2020

Membership No.: 38934

UDIN No. 20038934AAAAAL5279

## BALANCE SHEET AS AT MARCH 31, 2020

PARTICULARS	Note No.	As at March 31, 2020	Rs. In Lakhs As at March 31, 2019
<b>I. ASSETS</b>			
<b>(1) NON-CURRENT ASSETS</b>			
(a) Property, plant and equipments	2	367.35	189.90
(b) Investment properties	4	8.40	9.65
(c) Intangible assets	3	23.76	26.47
(d) Financial assets			
(i) Investments	5	-	-
(ii) Other financial assets	6	55.74	47.23
(e) Deferred tax assets (net)	7	43.49	39.36
(f) Income tax assets (net)	8	504.97	633.70
		<u>1,003.71</u>	<u>946.32</u>
<b>(2) CURRENT ASSETS</b>			
(a) Financial assets			
(i) Trade receivables	9	459.17	518.36
(ii) Cash and cash equivalents	10	91.01	153.39
(iii) Other balances with banks	11	859.40	611.68
(iv) Other financial assets	12	43.20	29.07
(b) Other current assets	13	22.08	27.56
		<u>1,474.86</u>	<u>1,340.05</u>
<b>TOTAL</b>		<u><u>2,478.57</u></u>	<u><u>2,286.36</u></u>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) EQUITY</b>			
(a) Equity Share Capital	14	290.39	290.39
(b) Other Equity	15	1,462.45	1,444.72
		<u>1,752.84</u>	<u>1,735.11</u>
<b>(2) LIABILITIES</b>			
<b>NON-CURRENT LIABILITIES</b>			
(a) Financial liabilities			
(i) Other financial liabilities	16	197.14	20.85
(b) Provisions	17	24.79	2.49
		<u>221.93</u>	<u>23.34</u>
<b>CURRENT LIABILITIES</b>			
(a) Financial liabilities			
(i) Trade payables			
Dues of Micro, small and medium enterprises	18	3.48	-
Other creditors	18	84.95	64.05
(ii) Other financial liabilities	19	238.99	251.56
(b) Other current liabilities	20	85.03	101.16
(c) Provisions	21	91.35	111.14
		<u>503.80</u>	<u>527.91</u>
<b>TOTAL</b>		<u><u>2,478.57</u></u>	<u><u>2,286.36</u></u>

### SIGNIFICANT ACCOUNTING POLICIES

Notes on accounts form an integral part of financial statements.

As per our attached report of the even date

For **K.S. AIYAR & CO.**

**Chartered Accountants**

**Firm Registration No. : 100186W**

Sd/-

**Satish Kelkar**

Partner

**Membership No- 38934**

Place : Mumbai

Date : April 30, 2020

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**For and on behalf of the board of directors**

**PALLAVI JHA**      Chairperson and Managing Director

**SANJAY JHA**      Whole Time Director

**SHRUTHI PATNI**      Chief Financial Officer

**KAJAL SUDANI**      Company Secretary and Compliance Officer



**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2020**

PARTICULARS	Note No.	For the year ended March 31, 2020	Rs. In Lakhs For the year ended March 31, 2019
<b>Revenue</b>			
Revenue from Operations	22	2,224.93	2,547.55
Other income	23	208.93	147.68
<b>Total Revenue</b>		<b>2,433.86</b>	<b>2,695.23</b>
<b>Expenses</b>			
Employee benefit expenses	24	1,382.43	1,513.58
Royalty and related expenses		236.49	245.15
Training expenses		184.77	176.24
Travel, lodging and conveyance expenses		116.93	195.35
Rent and maintenance expense		4.86	68.77
Marketing expenses		45.02	76.65
Legal, Professional and Recruitment expenses		61.07	71.39
Finance Cost		20.17	3.06
Depreciation and amortisation expenses		86.05	39.86
Other Expenses	25	196.17	208.28
<b>Total Expenses</b>		<b>2,333.96</b>	<b>2,598.33</b>
<b>PROFIT BEFORE TAX</b>		<b>99.90</b>	<b>96.90</b>
<b>Tax Expenses</b>			
Current Tax	26	13.92	20.03
Income tax earlier years		42.46	(19.00)
Deferred tax		2.56	6.72
<b>PROFIT AFTER TAX (A)</b>		<b>40.96</b>	<b>89.15</b>
<b>OTHER COMPREHENSIVE INCOME</b>			
Remeasurements of net defined benefit plans		(4.02)	(3.69)
Income tax relating to above items		0.92	1.03
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR (B)</b>		<b>(3.10)</b>	<b>(2.66)</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR (A+B)</b>		<b>37.86</b>	<b>86.49</b>
<b>EARNING PER EQUITY SHARE</b>			
Equity shares of par value Rs 10/- each	27		
Basic and Diluted		1.41	3.07

**SIGNIFICANT ACCOUNTING POLICIES**

1

**Notes on accounts form an integral part of financial statements.**

As per our attached report of the even date

For **K.S. AIYAR & CO.**  
Chartered Accountants  
Firm Registration No. : 100186W

Sd/-  
**Satish Kelkar**  
Partner  
Membership No- 38934

Place : Mumbai  
Date : April 30, 2020

**For and on behalf of the board of directors**

<b>PALLAVI JHA</b>	Chairperson and Managing Director
<b>SANJAY JHA</b>	Whole Time Director
<b>SHRUTHI PATNI</b>	Chief Financial Officer
<b>KAJAL SUDANI</b>	Company Secretary and Compliance Officer

## CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2020

		Rs. In Lakhs	
Particulars	2019-20	2018-19	
<b>A Cash flows from operating activities:</b>			
Net Profit before tax	99.90		96.90
<b>Adjustments for:</b>			
Depreciation and amortization	86.05		39.86
Interest income	(55.05)		(40.82)
Loss on sale of investment	-		0.37
Loss / (Profit) on sale of assets	0.05		0.02
Rent Income	(79.21)		(75.91)
Bad Debts Written Off	4.82		3.91
Provision for doubtful debts	11.17		4.34
Provision for expenses written back	(37.16)	(69.32)	(28.39)
		<u>30.58</u>	<u>(96.60)</u>
<b>Adjustment for:</b>			
Current assets, Trade receivables and Loans and advances	29.59		516.20
Payables and Other liabilities	(58.28)	(28.69)	(146.50)
<b>Net cash from operating activities before income tax</b>		<u>1.89</u>	<u>369.99</u>
Taxes paid		73.42	(311.94)
<b>Net cash from operating activities</b>		<u>75.31</u>	<u>58.05</u>
<b>B Cash flow from investing activities:</b>			
Purchase of fixed assets	(15.82)		(18.26)
Sale of fixed assets	-		0.23
Sale of investments	-		5.32
Investment in bank fixed deposits	(243.48)		(51.05)
Purchase of investments	-		-
Rent Income	79.21		75.91
Interest income	44.14		39.10
<b>Net cash from investing activities</b>		<u>(135.95)</u>	<u>51.24</u>
<b>C Cash flow from financing activities:</b>			
Interest paid	-		-
Dividend Paid	(1.76)		0.60
<b>Net cash from financing activities</b>		<u>(1.76)</u>	<u>0.60</u>
<b>Net increase/(decrease) in cash and cash equivalents</b>		<u>(62.39)</u>	<u>109.89</u>
<b>Cash and cash equivalents at beginning of year</b>			
Cash on Hand	1.07		0.93
Balances with Banks	152.32	153.40	43.51
<b>Cash and Cash equivalents at the end of year</b>		<u>91.01</u>	<u>153.40</u>
<b>Components of Cash and cash equivalents at end of year</b>			
Cash on Hand	3.45		1.07
Balances with Banks	87.55		152.32
		<u>91.01</u>	<u>153.40</u>

As per our attached report of the even date  
For **K.S. AIYAR & CO.**  
**Chartered Accountants**  
**Firm Registration No. : 100186W**

Sd/-  
**Satish Kelkar**  
Partner  
**Membership No- 38934**

Place : Mumbai  
Date : April 30, 2020

**For and on behalf of the board of directors**

<b>PALLAVI JHA</b>	Chairperson and Managing Director
<b>SANJAY JHA</b>	Whole Time Director
<b>SHRUTHI PATNI</b>	Chief Financial Officer
<b>KAJAL SUDANI</b>	Company Secretary and Compliance Officer

## Statement of Changes in Equity for the period ended March 31, 2020

### A. Equity Share Capital

Particulars	Rs. In Lakhs
Balance as on 1 <sup>st</sup> April, 2018	290.39
Additions during the year	-
Balance as on 31 <sup>st</sup> March, 2019	290.39
Additions during the year	-
Balance as on 31 <sup>st</sup> March, 2020	290.39

### B. Other Equity

Rs. In Lakhs

Particulars	Reserves and Surplus				
	Capital Redemption Reserve	Securities Premium	General Reserve	Retained Earnings	Total
Balance as on 1 <sup>st</sup> April, 2018	8.50	230.95	91.74	1,027.05	1,358.24
Profit for the year	-	-	-	89.15	89.15
Other Comprehensive income for the year	-	-	-	(2.66)	(2.66)
Dividend	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-
Balance as on 31 <sup>st</sup> March, 2019	8.50	230.95	91.74	1,113.54	1,444.73
Profit for the year	-	-	-	40.96	40.96
Other Comprehensive income for the year	-	-	-	(3.10)	(3.10)
Ind AS 116 Impact	-	-	-	(20.12)	(20.12)
Dividend	-	-	-	-	-
Dividend distribution tax	-	-	-	-	-
Balance as on 31 <sup>st</sup> March, 2020	8.50	230.95	91.74	1,131.28	1,462.47

As per our attached report of the even date

For **K.S. AIYAR & CO.**  
**Chartered Accountants**  
**Firm Registration No. : 100186W**

Sd/-  
**Satish Kelkar**  
 Partner  
**Membership No- 38934**

Place : Mumbai  
 Date :April 30, 2020

**For and on behalf of the board of directors**

<b>PALLAVI JHA</b>	Chairperson and Managing Director
<b>SANJAY JHA</b>	Whole Time Director
<b>SHRUTHI PATNI</b>	Chief Financial Officer
<b>KAJAL SUDANI</b>	Company Secretary and Compliance Officer

## SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO FINANCIAL STATEMENTS

### **I General Information:**

Walchand PeopleFirst Limited (the 'Company') is engaged in the business of imparting training in soft skills like leaderships, communication, presentation, etc. The Company had acquired the franchise rights to offer, sell, teach and impart the training methods, techniques and programs developed by Dale Carnegie Training & Associates, U.S.A. to individuals and employees of the corporate.

### **II Significant accounting policies**

#### **1.1 Basis of preparation of financial statements**

##### **(a) Compliance with Ind AS**

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

##### **(b) Historical Cost Convention**

The financial statements have been prepared on a historical cost basis, except certain financial assets and liabilities that are measured at fair value.

##### **(c) Current non-current classification**

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle (twelve months) and other criteria set out in the Schedule III to the Companies Act, 2013.

##### **(d) Rounding of amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III, unless otherwise stated.

#### **1.2 Use of Estimates**

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the results of operations during the reporting period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates.

#### **1.3 Property, Plant and Equipment**

Property, Plant and Equipments are stated at cost, less accumulated depreciation and impairment losses if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

#### **1.4 Intangible Assets**

Expenses incurred on franchisee rights and software is treated as an intangible asset.

#### **1.5 Investment Properties**

Property that is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured at its cost, including related transaction costs and where applicable borrowing costs less depreciation and impairment if any.

#### **1.6 Depreciation and amortisation expenses**

##### **(a) Depreciation**

Depreciation is computed using the Written Down Value Method ("WDV") as per the useful life of the asset as prescribed in part C of Schedule II of the Companies Act, 2013 leaving a residuary value of 5% of original cost of the asset.

**(b) Amortisation expenses**

Intangible assets are stated at acquisition cost, net of accumulated amortization and accumulated impairment losses, if any. Intangible assets are amortised on a straight line basis over their estimated useful lives.

**1.7 Impairment**

- (a) The carrying amounts of assets are reviewed at each balance sheet date if there is any indication of impairment based on internal/external factors. An impairment loss is recognized wherever the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value at the weighted average cost of capital.
- (b) After impairment, depreciation/amortisation is provided on the revised carrying amount of the asset over its remaining useful life. A previously recognized impairment loss is increased or reversed depending on changes in circumstances. However the carrying value after reversal is not increased beyond the carrying value that would have prevailed by charging usual depreciation if there was no impairment.

**1.8 Revenue Recognition**

**Training Income**

- (a) In case of Public Programs, revenue is recognized when program is delivered.
- (b) In case of Corporate Programs, appropriate revenue is recognized when program is delivered.
- (c) In case of long-term course (i.e. courses more than 6 weeks duration), revenue is accrued over the period of the course based on delivery.

**Other Income**

- (d) Dividend Revenue is recognized when the shareholders' right to receive payment is established by the balance sheet date.
- (e) Interest is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

**1.9 Foreign Currency Transactions**

**(a) Functional and presentation currency**

The financial statements are presented in Indian rupee (INR), which is Company's functional and presentation currency.

**(b) Initial Recognition**

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction.

**(c) Conversion**

Foreign currency monetary items are reported using the closing exchange rate.

**(d) Exchange Differences**

Exchange differences arising on the settlement or restatement of monetary items at rates different from those at which they were initially recorded during the year, or reported in previous financial statements, are recognized as income or as expenses in the year in which they arise.

**1.10 Retirement and other Employee Benefits**

- (a) Contributions to Provident Fund and Superannuation scheme are defined contribution plans. The Company's contribution paid/ payable toward these defined contributions plans are recognised as expenses in the Statement of Profit and Loss during the period to which the employee renders the related service. There are no other obligations other than the contributions payable to respective funds.
- (b) Company's liability towards gratuity is considered as a Defined Benefit Plan. The present value of the obligations towards Gratuity is determined based on actuarial valuation using the projected unit credit method. The obligation is measured at the present value of estimated future cash flows using a discount rate that is determined by reference to market yields on government securities at the balance sheet date, having maturity periods approximating to the terms of the related obligations.

- (c) Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions recognised in Other Comprehensive Income. Other actuarial gains and losses are recognised in full in the period in which they occur in the statement of profit and loss.

### **1.11 Borrowing Costs**

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the respective asset. All other borrowing costs are expensed in the period they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

### **1.12 Segment Reporting Policies**

The Company has a single segment namely "Training". Therefore the Company's business does not fall under different operating segments as defined by Ind AS - 108

### **1.13 Leases Accounting Policy**

#### **(a) As a lessee**

"Effective April 01, 2019, the Company adopted Ind AS 116 "Leases" and applied the standard to all lease contracts existing on April 01, 2019.

At the date of commencement of the lease, the company recognizes a right to use asset and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

The right to use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right to use assets are depreciated from the commencement date on a straight-line basis over useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are remeasured with a corresponding adjustment to the related right to use asset if the company changes its assessment of whether it will exercise an extension or a termination option. The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made."

#### **(b) As a lessor**

Lease income from operating leases where the company is a lessor is recognised as income on a straight-line basis over the lease term. The respective leased assets are included in the Statement of Assets and Liabilities based on their nature, Property, Plant, and Equipment.

#### **(c) Transition**

Effective April 1, 2019, the company adopted Ind AS 116 "Leases" and applied to all lease contracts existing on April 1, 2019 using the modified retrospective method and has taken the cumulative adjustment to retained earnings, on the date of initial application. Consequently, the company recorded the lease liability at the present value of the lease payments discounted at the incremental borrowing rate and the right to use asset at its carrying amount as if the standard had been applied since the commencement date of the lease, but discounted at the lessee's incremental borrowing rate at the date of initial application. Comparatives as at and for the year ended March 31, 2019 have not been retrospectively adjusted and therefore will continue to be reported under the accounting policies included as part of our Annual Report for year ended March 31, 2019.

### **1.14 Earnings Per Share**

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue; bonus element in a rights



issue to existing shareholders; share split; and reverse share split (consolidation of shares). For the purpose of calculating diluted earning per share, the net profit or loss for the period attributable to equity shareholders & the weighted average number of shares outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

### **1.15 Taxes**

- (a) Tax expense comprises of current and deferred tax.
- (b) Current income tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India. Tax rates and tax laws used to compute amount are those that are enacted or substantially enacted at the balance sheet date.
- (c)
  - 1. Deferred income taxes reflect the impact of current year timing differences between taxable income and accounting income for the year and reversal of timing differences of earlier years. Deferred tax is measured based on the tax rates and the tax laws enacted or substantively enacted at the balance sheet date.
  - 2. Deferred Tax liabilities are recognised for all timing differences.
  - 3. Deferred tax assets are recognised for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised. In situations where the Company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profits.
  - 4. Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred tax assets and deferred tax liabilities relate to the taxes on income levied by same governing taxation laws.
  - 5. The carrying amount of deferred tax assets are reviewed at each balance sheet date. The Company writes-down the carrying amount of a deferred tax asset to the extent that it is no longer reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available against which deferred tax asset can be realised. Any such write-down is reversed to the extent that it becomes reasonably certain or virtually certain, as the case may be, that sufficient future taxable income will be available.

### **1.16 Provisions and Contingencies**

- (a) A provision is recognised when an enterprise has a present obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. At the end of each reporting period, provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at a future date. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.
- (b) Contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle obligation.
- (c) Contingent liabilities are disclosed, unless the possibility of an outflow of resources embodying the economic benefit is remote.

### **1.17 Cash and Cash equivalents**

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short term investment with an original maturity of 3 months or less.

### **1.18 Privilege Leave Benefits-**

Privilege leave benefits or compensated absences are considered as long term unfunded benefit and is recognized on the basis of an actuarial valuation using the Projected Unit Credit Method determined by an appointed Actuary.

### **1.19 Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

(a) **Financial Assets**

**Initial recognition and measurement:**

The Company recognizes a financial asset in its Balance Sheet when it becomes party to the contractual provisions of the instrument. All financial assets are recognized initially at fair value, plus in the case of financial assets not recorded at fair value through profit or loss (FVTPL), transaction costs that are attributable to the acquisition of the financial asset. Where the fair value of a financial asset at initial recognition is different from its transaction price, the difference between the fair value and the transaction price is recognized as a gain or loss in the Statement of Profit and Loss at initial recognition. If the fair value is determined through a quoted market price in an active market for an identical asset (i.e. level 1 input) or through a valuation technique that uses data from observable markets (i.e. level 2 input). In case the fair value is not determined using a level 1 or level 2 input as mentioned above, the difference between the fair value and transaction price is deferred appropriately and recognized as a gain or loss in the Statement of Profit and Loss only to the extent that such gain or loss arises due to a change in factor that market participants take into account when pricing the financial asset.

**Subsequent measurement:**

The Company classifies its financial assets into the following categories:

- i. Financial assets measured at amortized cost

A financial asset is measured at the amortized cost if both the following conditions are met:

- a) The Company's business model objective for managing the financial asset is to hold financial assets in order to collect contractual cash flows, and
- b) The contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

This category applies to cash and bank balances, trade receivables, loans and other financial assets of the Company.

- ii. Financial assets measured at fair value through other comprehensive income (FVTOCI)

Where the Company's management makes an irrevocable choice on initial recognition to present fair value gains and losses on specific equity investments in other comprehensive income (Currently no such choice made), there is no subsequent reclassification, on sale or otherwise, of fair value gains and losses to the Statement of Profit and Loss.

- iii. Financial assets measured at fair value through profit or loss (FVTPL)

A financial asset is measured at FVTPL unless it is measured at amortized cost or at FVTOCI as explained above. This is a residual category applied to all other Financial assets of the Company.

**Derecognition:**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized (i.e. removed from the Company's Balance Sheet) when:

- i. The contractual rights to cash flows from the financial asset expires;
- ii. The Company transfers its contractual rights to receive cash flows of the financial asset and has substantially transferred all the risks and rewards of ownership of the financial asset.

**Impairment of financial assets :**

The Company measures the expected credit loss associated with its assets based on historical trend, industry practices and the business environment in which the entity operates or any other appropriate basis. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

Note : 2

Notes forming part of Balance Sheet as at March 31, 2020

PROPERTY, PLANT AND EQUIPMENTS :

Rs. in Lakhs

ASSETS	GROSS CARRYING VALUE				DEPRECIATION				NET BLOCK	
	As at April 1, 2019	Additions during the year	Deductions during the year	As at March 31, 2020	As at April 1, 2019	For the year	Deductions during the year	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Buildings	177.82	3.18	-	181.00	24.57	7.32	-	31.89	149.11	153.25
Plant and machinery	7.71	-	-	7.71	3.39	0.75	-	4.14	3.57	4.31
Furniture and fixtures	16.52	-	-	16.52	6.34	2.24	-	8.58	7.94	10.18
Data Processing and allied equipments	60.17	2.69	-	62.86	48.09	6.86	-	54.95	7.91	12.08
Office equipments	19.54	1.91	0.50	20.95	13.16	2.87	0.45	15.58	5.37	6.38
Electric installations	1.58	-	-	1.58	0.77	0.17	-	0.94	0.64	0.82
Vehicles	9.11	-	-	9.11	6.23	0.55	-	6.78	2.33	2.88
Lease Assets	243.80	-	-	243.80	-	53.31	-	53.31	190.49	-
<b>Total</b>	<b>536.25</b>	<b>7.78</b>	<b>0.50</b>	<b>543.53</b>	<b>102.55</b>	<b>74.06</b>	<b>0.45</b>	<b>176.17</b>	<b>367.35</b>	<b>189.90</b>
Capital Work in progress										

Notes forming part of Balance Sheet as at March 31, 2019

PROPERTY, PLANT AND EQUIPMENTS :

Rs. in Lakhs

ASSETS	GROSS CARRYING VALUE				DEPRECIATION				NET BLOCK	
	As at April 1, 2018	Additions during the year	Deductions during the year	As at March 31, 2019	As at April 1, 2018	For the year	Deductions during the year	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
Buildings	177.82	-	-	177.82	16.98	7.59	-	24.57	153.25	160.84
Plant and machinery	7.71	-	-	7.71	2.48	0.92	-	3.39	4.31	5.23
Furniture and fixtures	12.63	4.12	0.23	16.52	4.17	2.27	0.10	6.34	10.18	8.46
Data Processing and allied equipments	52.26	7.93	0.02	60.17	36.18	11.91	-	48.09	12.08	16.08
Office equipments	17.20	2.45	0.11	19.54	9.26	3.90	-	13.16	6.38	7.94
Electric installations	1.33	0.26	-	1.59	0.56	0.21	-	0.77	0.82	0.77
Vehicles	9.11	-	-	9.11	4.89	1.34	-	6.23	2.88	4.22
<b>Total</b>	<b>278.06</b>	<b>14.76</b>	<b>0.36</b>	<b>292.45</b>	<b>74.53</b>	<b>28.14</b>	<b>0.10</b>	<b>102.55</b>	<b>189.90</b>	<b>203.54</b>
Capital Work in progress									-	-

Note : 3

Notes forming part of Balance Sheet as at March 31, 2020

INTANGIBLE ASSETS

Rs. in Lakhs

ASSETS	GROSS CARRYING VALUE				AMORTIZATION				NET BLOCK	
	As at April 1, 2019	Additions during the year	Deductions during the year	As at March 31, 2020	As at April 1, 2019	For the year	Deductions during the year	As at March 31, 2020	As at March 31, 2020	As at March 31, 2019
Franchise fees	-	-	-	-	-	-	-	-	-	-
Software	55.21	8.04	-	63.25	28.73	10.75	-	39.48	23.76	26.47
<b>Total</b>	<b>55.21</b>	<b>8.04</b>	<b>-</b>	<b>63.25</b>	<b>28.73</b>	<b>10.75</b>	<b>-</b>	<b>39.48</b>	<b>23.76</b>	<b>26.47</b>
Intangible Assets under development									-	-

Notes forming part of Balance Sheet as at March 31, 2019

INTANGIBLE ASSETS

Rs. in Lakhs

ASSETS	GROSS CARRYING VALUE				AMORTIZATION				NET BLOCK	
	As at April 1, 2018	Additions during the year	Deductions during the year	As at March 31, 2019	As at April 1, 2018	For the year	Deductions during the year	As at March 31, 2019	As at March 31, 2019	As at March 31, 2018
Franchise fees	-	-	-	-	-	-	-	-	-	-
Software	51.70	3.50	-	55.21	18.39	10.35	-	28.73	26.47	33.31
<b>Total</b>	<b>51.70</b>	<b>3.50</b>	<b>-</b>	<b>55.21</b>	<b>18.39</b>	<b>10.35</b>	<b>-</b>	<b>28.73</b>	<b>26.47</b>	<b>33.31</b>
Intangible Assets under development									-	-

**4 INVESTMENT PROPERTIES****Rs. in Lakhs**

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
<b>Gross carrying amount</b>		
Deemed cost as on 1 <sup>st</sup> April 2016 / Closing balance	<b>13.55</b>	13.55
Additions	-	-
Disposal	-	-
<b>Closing Gross block</b>	<b>13.55</b>	13.55
<b>Accumulated Depreciation / Diminution</b>		
<b>Opening balance</b>	<b>3.91</b>	2.53
Additions	<b>1.24</b>	1.38
Disposal	-	-
<b>Closing accumulated depreciation</b>	<b>5.15</b>	3.91
<b>TOTAL INVESTMENT PROPERTIES</b>	<b>8.40</b>	9.65
<b>FAIR VALUE AS ON DATE</b>	<b>6,759.94</b>	6,759.94

Management is of the view that there will be not much deviation in fair value. Hence, the fair value as on 31st March 2018 is considered as fair value on 31st March 2019 and 31st March 2020.

**4 A LEASES PROVIDED**

The Company has provided its certain premises through operating and cancellable lease arrangements.

The disclosures of future lease rent receipts are as follows:

**Rs. in Lakhs**

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
Not later than one year	<b>81.21</b>	77.38
Later than one year and not later than five years	<b>269.35</b>	349.76
Later than five years	<b>2.16</b>	2.67

Details of assets given on operating lease under cancellable arrangements:-

**Rs. in Lakhs**

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
Gross carrying amount	<b>13.55</b>	13.55
Accumulated depreciation	<b>5.15</b>	3.91

**Rs. in Lakhs**

<b>Particulars</b>	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
Depreciation recognised in the statement of Profit and Loss account	<b>1.24</b>	1.38
Lease rent income during the year	<b>79.21</b>	75.91

**4 B LEASES TAKEN**

The Company has taken certain premises through operating and cancellable lease arrangements. The disclosures of future lease payments are as follows:

**Rs. in Lakhs**

<b>Particulars</b>	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
Not later than one year	<b>64.07</b>	63.35
Later than one year and not later than five years	<b>171.26</b>	180.01
Later than five years	<b>37.27</b>	37.27

The company has entered into operating lease arrangements for its office premises which are cancellable and renewable as per terms. The related rent expenses is Rs 66.28 Lakhs. (Previous Year - Rs 65.16 Lakhs).

**5 FINANCIAL ASSETS - INVESTMENTS**
**Rs. in Lakhs**

Particulars	Face Value	As at March 31, 2020		As at March 31, 2019	
		Quantity	Rs. in Lakhs	Quantity	Rs. in Lakhs
<b>Non - Current Investments</b>					
<b>Unquoted Investments</b>					
<b>1) Investment in Equity shares</b>					
Bombay Mercantile Co-op Bank Ltd.	30	166	0.05	166	0.05
<b>Total</b>			0.05		0.05
<b>Less: Provision for investment</b>			0.05		0.05
<b>TOTAL INVESTMENTS</b>			-		-

\* represents amount less than Rs. 1000

**6 OTHER NON-CURRENT FINANCIAL ASSETS**
**Rs. in Lakhs**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Security Deposits</b>		
<b>i) Unsecured, considered good</b>		
1. Electricity deposit	7.06	7.06
2. Rent deposit paid	20.16	19.00
3. Other deposits	28.51	15.17
<b>ii) Unsecured, considered doubtful</b>		
<b>Security Deposit</b>	2.24	2.24
Less: provision for doubtful debts	(2.24)	(2.24)
<b>Other Bank balances</b>		
i) In deposit accounts (maturity more than 12 months)	-	6.00
<b>TOTAL OTHER NON-CURRENT FINANCIAL ASSETS</b>	55.74	47.23

**7 DEFERRED TAXES**
**Rs. in Lakhs**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Deferred Tax Assets</b>		
Difference in Book and Tax WDV of Fixed Assets	2.81	3.64
Expenditure u/s 43B of The Income tax Act 1961	31.99	33.72
<b>Total - A</b>	34.80	37.36
<b>Deferred Tax Assets due to Ind AS -116 conversion and MAT Credit</b>		
Impact of Ind AS 116 - Lease Accounting (Refer Note - 32)	7.76	-
MAT credit entitlement - asset	0.93	2.00
<b>Total - B</b>	8.69	2.00
<b>NET DEFERRED TAX ASSET / (LIABILITIES) - (B - A)</b>	43.49	39.36

**8 INCOME TAX ASSETS (NET)**
**Rs. in Lakhs**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>I) Other advances</b>		
Income Taxes	669.87	829.01
Less: Provision for taxation	(164.90)	(195.31)
<b>TOTAL CURRENT TAX ASSETS (NET)</b>	504.97	633.70

**9 TRADE RECEIVABLES****Rs. in Lakhs**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Unsecured</b>		
(a) Considered good	459.17	518.36
(b) Considered Doubtful	14.16	24.86
Less: Allowances for Credit Losses	(14.16)	(24.86)
<b>TOTAL TRADE RECEIVABLES</b>	<b>459.17</b>	<b>518.36</b>

**10 CASH AND CASH EQUIVALENTS****Rs. in Lakhs**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Cash and Cash Equivalents</b>		
Cash on hand	3.45	1.07
<b>Balances with banks</b>		
In current accounts	87.55	152.32
<b>TOTAL CASH AND CASH EQUIVALENTS</b>	<b>91.01</b>	<b>153.39</b>

**11 OTHER BALANCES WITH BANKS****Rs. in Lakhs**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Bank Balances other than Bank balances</b>		
In deposit accounts (maturity more than 3 months)	853.73	604.25
Balances with banks in unpaid dividend accounts	5.67	7.42
<b>TOTAL OTHER BALANCES WITH BANKS</b>	<b>859.40</b>	<b>611.68</b>

**12 OTHER CURRENT FINANCIAL ASSETS****Rs. in Lakhs**

Particulars	As at March 31, 2020	As at March 31, 2019
Interest Accrued on Fixed Deposit	31.82	20.91
Others	11.38	8.16
<b>TOTAL OTHER CURRENT FINANCIAL ASSETS</b>	<b>43.20</b>	<b>29.07</b>

**13 OTHER CURRENT ASSETS****Rs. in Lakhs**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>I) Unsecured, considered good</b>		
<b>1) Other advances</b>		
a) Prepaid expenses	12.59	17.93
b) Advances to employees	3.71	5.24
c) Advances paid to vendors	6.20	4.39
Less : Provision for advance to vendors	(0.42)	-
	22.08	27.56
<b>II) Unsecured, considered doubtful</b>		
<b>1) Other advances</b>		
a) Advances to employees	-	1.33
Less: Provision for doubtful loans and advances to employees	-	(1.33)
<b>TOTAL OTHER CURRENT ASSETS</b>	<b>22.08</b>	<b>27.56</b>



#### 14 EQUITY SHARE CAPITAL

Rs. in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Authorised capital:</b>		
2,30,00,000 Equity Shares of Rs. 10/- each (Previous year - 2,30,00,000 Equity Shares of Rs. 10/- each )	2,300.00	2,300.00
2,00,000 Preference Shares of Rs. 100/- each ( Previous year - 2,00,000 Preference Shares of Rs. 100/- each )	200.00	200.00
<b>Total</b>	<b>2,500.00</b>	<b>2,500.00</b>
<b>Issued, Subscribed and paid up Capital:</b>		
<b>Equity Share capital</b>		
<b>29,03,890 Equity Shares of Rs. 10/- each, fully paid up</b> (Previous year- 29,03,890 Equity Shares of Rs.10/- each, fully paid up)	<b>290.39</b>	<b>290.39</b>
<b>TOTAL EQUITY SHARE CAPITAL</b>	<b>290.39</b>	<b>290.39</b>

#### 14.1 Reconciliation of the shares outstanding at the beginning and at the end of the reporting period.

Equity shares Particulars	As at March 31, 2020		As at March 31, 2019	
	No of shares	Rs. in lakhs	No of shares	Rs. in lakhs
At the beginning of the period	2,903,890	290.39	2,903,890	290.39
Issued during the period	-	-	-	-
Outstanding at the end of the period	2,903,890	290.39	2,903,890	290.39

#### 14.2 Terms and rights

The company has only one class of equity shares having a par value of Rs 10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

The Board of Directors has recommended Equity dividend of Rs. Nil for the year ended 31st March 2020 (Rs. Nil for the year ended 31st March 2019) subject to the approval of shareholders in the ensuing annual general meeting.

#### 14.3 Holding company share holding details:-

Out of the 29,03,890 Equity shares, 1,629,398 Equity Shares are held by the holding company.  
(Previous year out of 29,03,890 Equity shares, 1,626,261 Equity Shares are held by the holding company).

#### 14.4 The details of the shareholder holding more than 5% shares as at March 31, 2020 is set out below: -

Rs. in Lakhs

Particulars	As at March 31, 2020		As at March 31, 2019	
	No of shares	Rs. in lakhs	No of shares	Rs. in lakhs
<b>Walchand &amp; Company Private Limited</b>	<b>1,629,398</b>	<b>56.11</b>	16,26,261	56.00

#### 16 OTHER EQUITY

Rs. in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Capital Redemption Reserve</b>	<b>8.50</b>	8.50
<b>Securities Premium Reserve</b>	<b>230.95</b>	230.95
<b>General Reserve</b>	<b>91.73</b>	91.73
<b>Surplus - Opening balance</b>	<b>1,113.54</b>	1,027.05
Add: Net profit after tax transferred from Statement of Profit and Loss	40.96	89.15
Add / (Less) : Other comprehensive income for the year	(3.10)	(2.66)
Add / (Less) : Impact of Ind AS 116 - Lease Accounting (Refer Note - 32)	(20.12)	-
<b>Total comprehensive income for the year</b>	<b>1,131.28</b>	1,113.54

Appropriations:-		
Final Dividend		-
Dividend tax		-
Amount transferred to general reserve	-	-
<b>Surplus - Closing balance</b>	<b>1,131.28</b>	1,113.54
<b>TOTAL OTHER EQUITY</b>	<b>1,462.45</b>	1,444.72

**Description of nature and purpose of each reserve :**

**Capital Redemption reserve**

Capital redemption reserve created at the time of redemption of Preference Shares.

**Securities Premium**

Securities premium is used to record the premium on issue of shares. These reserve is utilised in accordance with the provisions of the Act.

**General reserve**

General reserve is created from time to time by way of transfer profits from retained earnings for appropriation purposes. General reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income.

**16 OTHER NON-CURRENT FINANCIAL LIABILITIES**

**Rs. in Lakhs**

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
Deposit received from tenant	22.42	20.85
Lease Liability	174.72	-
<b>TOTAL OTHER NON-CURRENT FINANCIAL LIABILITIES</b>	<b>197.14</b>	20.85

**17 PROVISIONS - NON-CURRENT LIABILITIES**

**Rs. in Lakhs**

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
Gratuity Obligation	21.92	2.49
Leave Encashment	2.87	-
<b>TOTAL PROVISIONS - NON-CURRENT LIABILITIES</b>	<b>24.79</b>	2.49

**18 TRADE PAYABLES**

**Rs. in Lakhs**

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
Dues of Micro, small and medium enterprises	3.48	-
Other creditors	84.95	64.05
<b>TOTAL TRADE PAYABLES</b>	<b>88.43</b>	64.05

**Disclosures under Micro, Small and Medium Enterprises Act**

Company has sent letters to suppliers to confirm whether they are covered under Micro, Small and Medium Enterprises Act, 2006 as well as they have filed required memorandum with the prescribed authorities. This information is required to be disclosed under the Micro, Small and Medium enterprises development Act, 2006 and has been determined to the extent such parties have been identified on the basis of the information available with the company and have been relied upon by the auditors.

Rs. in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Principal amount unpaid at the end of the year	-	-
Interest unpaid at the end of the year	-	-
<b>Balance of MSME parties</b>	-	-

**19 OTHER CURRENT FINANCIAL LIABILITIES**

Rs. in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Unpaid Dividends (There is no amount due and outstanding to be credited to Investor Education and Protection Fund)	5.67	7.42
Provision for expenses	183.31	244.14
Lease Liability	50.01	-
<b>TOTAL OTHER CURRENT FINANCIAL LIABILITIES</b>	<b>238.99</b>	<b>251.56</b>

**20 OTHER CURRENT LIABILITIES**

Rs. in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Statutory dues	47.79	55.69
Other payables	21.94	28.14
Income received in advance	15.30	17.33
<b>TOTAL OTHER CURRENT LIABILITIES</b>	<b>85.03</b>	<b>101.16</b>

**21 PROVISIONS - CURRENT LIABILITIES**

Rs. in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
Provision for employee benefits	44.87	63.13
Gratuity Obligation	45.68	48.01
Leave Encashment	0.80	-
<b>TOTAL PROVISIONS - CURRENT LIABILITIES</b>	<b>91.35</b>	<b>111.14</b>

**22 REVENUE FROM OPERATIONS**

Rs. in Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Income from operation - Training services	2,224.93	2,547.55
<b>TOTAL REVENUE FROM OPERATIONS</b>	<b>2,224.93</b>	<b>2,547.55</b>

**23 OTHER INCOME**

Rs. in Lakhs

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Rent Income	79.21	75.91
Interest on Fixed Deposit	55.05	40.82
Provision / Creditors Written Back	37.16	28.39
Interest From Income Tax Refunds	34.52	-
Sundry Receipts	2.99	2.57
<b>TOTAL OTHER INCOME</b>	<b>208.93</b>	<b>147.68</b>

**24 EMPLOYEE BENEFIT EXPENSES****Rs. in Lakhs**

<b>Particulars</b>	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
Salaries and bonus	1,271.11	1,351.41
Contribution to Provident fund, Gratuity and other funds	69.71	70.59
Staff welfare	41.61	91.58
<b>TOTAL EMPLOYEE BENEFIT EXPENSES</b>	<b>1,382.43</b>	<b>1,513.58</b>

**25 OTHER EXPENSES****Rs. in Lakhs**

<b>Particulars</b>	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
Repairs to building	1.03	1.23
Repairs to plant and machinery	4.35	7.02
Insurance and Maintenance Expenses	21.10	17.72
Rates and taxes	9.76	9.47
Electricity charges	14.84	16.00
Telephone and Internet charges	20.04	21.66
Freight expenses	18.05	29.32
Directors Sitting Fees	3.75	5.60
Bad Debts Written Off	4.82	3.91
Provision for Doubtful Debts	11.17	4.34
Fixed asset written off	0.05	-
Loss on sale of Fixed assets	-	0.02
Loss on sale of Investments	-	0.37
<b>Miscellaneous expenses</b>	<b>79.83</b>	<b>85.18</b>
Audit Fees		
a) Statutory Fees	3.80	3.51
b) Tax Audit Fees	0.76	0.72
c) Limited Review & other fees	2.60	1.98
d) Expenses Reimbursement	0.22	0.21
<b>TOTAL OTHER EXPENSES</b>	<b>196.17</b>	<b>208.28</b>

**26 TAX EXPENSE****Rs. in Lakhs**

<b>Particulars</b>	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
<b>Income taxes</b>		
Current Tax	13.00	20.03
<b>Net Current tax Liability</b>	<b>13.00</b>	<b>20.03</b>
Income tax of earlier years	42.46	(19.00)
<b>Net Income tax of earlier years Liability</b>	<b>42.46</b>	<b>(19.00)</b>
<b>Deferred Tax (assets) / Liability</b>		
Deferred Tax (assets) / Liability	2.56	6.72
	2.56	6.72
<b>TOTAL TAX EXPENSE</b>	<b>58.02</b>	<b>7.75</b>

**Note 26A : Reconciliation of tax expense and accounting profit for the year is as under :**
**Rs. in Lakhs**

Particulars	For the year ended March 31, 2020	For the year ended March 31, 2019
Enacted Income tax rate in India applicable to the Company	25.168%	27.82%
Profit before tax	99.90	96.90
Current tax expenses on Profit before tax expenses at the enacted income tax rate in India	25.14	26.96
Tax effect on non-deductible expenses	35.05	18.42
Deduction under section 24 of the Income Tax Act	(5.80)	(6.11)
Tax in respect of earlier years	42.46	(19.00)
Adjustments in respect of current income tax of previous year	(15.96)	-
Others	(22.14)	(12.52)
<b>Tax expense as per statement of Profit and Loss</b>	<b>58.74</b>	<b>7.75</b>

Tax earlier year includes Rs. 16.29 lakhs on account of provisions for expenses of assessment year 19-20, which are disallowed due to non-payment and are /will be paid and allowed as expenses in the subsequent years, when these are paid.

The Company has elected to exercise the option permitted under Section 115BAA of the Income Tax Act, 1961 as introduced by the Taxation Laws (Amendment) Ordinance, 2019. The reduction in the tax rate does not have any material impact on the Financial Statement.

**Note 26 B The major components of deferred tax (liabilities)/assets arising on account of timing differences are as follows:**
**As at 31<sup>st</sup> March, 2020**
**Rs. in Lakhs**

Particulars	Balance Sheet	Profit & Loss	OCI	Balance Sheet
	01.04.2019	2019-20	2019-20	31.03.2020
Difference between written down value/capital work in progress of fixed assets as per the books of accounts and Income Tax Act,1961.	3.64	6.93	-	10.57
Provision for expense allowed for tax purpose on payment basis	26.52	(2.66)	-	23.86
Remeasurement benefit of the defined benefit plans through OCI	7.21	-	0.92	8.13
Mat credit entitlement	2.00	(1.07)		0.93
<b>Deferred tax (expense)/benefit</b>		<b>3.20</b>	<b>0.92</b>	
Net Deferred tax Asset	39.37			43.49

**As at 31<sup>st</sup> March, 2019**
**Rs. in Lakhs**

Particulars	Balance Sheet	Profit & Loss	OCI	Balance Sheet
	01.04.2018	2018-19	2018-19	31.03.2019
Difference between written down value/capital work in progress of fixed assets as per the books of accounts and Income Tax Act,1961.	4.73	(1.09)	-	3.64
Provision for expense allowed for tax purpose on payment basis	33.17	(6.65)	-	26.52
Remeasurement benefit of the defined benefit plans through OCI	6.19	-	1.03	7.21
Mat credit entitlement	-	2.00		2.00
<b>Deferred tax (expense)/benefit</b>		<b>(5.74)</b>	<b>1.03</b>	
<b>Net Deferred tax Asset</b>	<b>44.09</b>			<b>39.37</b>

**27 EARNING PER SHARE****RECONCILIATION OF BASIC AND DILUTED SHARES USED IN COMPUTING EARNING PER SHARE****Rs. in Lakhs**

<b>Particulars</b>	<b>For the year ended March 31, 2020</b>	For the year ended March 31, 2019
Number of shares considered as basic weighted average shares outstanding	29,03,890	29,03,890
Add: Effect of dilutive issues of shares/ stock options		-
<b>Number of shares considered as weighted average shares and potential shares outstanding</b>	<b>29,03,890</b>	29,03,890

<b>Particulars</b>	<b>For the year ended March 31, 2020</b>	For the year ended March 31, 2019
Net Profit available as per Profit and Loss account available to Equity shareholder (Rs in Lakhs)	<b>40.96</b>	89.15
Face value per equity share (Rupees)	<b>10.00</b>	10.00
Weighted average number of equity shares for EPS computation (nos)	<b>29,03,890</b>	29,03,890
<b>Basic and Diluted earning per share (Rs)</b>	<b>1.41</b>	3.07

**28 CONTINGENT LIABILITIES AND COMMITMENTS****Rs. in Lakhs**

<b>Particulars</b>	<b>As at March 31, 2020</b>	As at March 31, 2019
a) In case of property taxes pertaining to period from 1st April 2000 to 31st March 2020 levied by Municipal Corporation of Greater Mumbai (BMC), the Company has succeeded in the appeal before the Court of Small Causes. the BMC has taken further action in this regard. We are taking appropriate steps to defend the action taken. We have filed a Writ Petition in the Hon'ble High Court and Ad-Interim Stay has been granted in our favour. The deposit with BMC is Rs 14.92 Lakhs. The earlier amount of contingent liability was based on the continuation of the old method of computation and was exclusive of interest and penalty amounts. The new figure is being advised based on the documents and demands of BMC and is exclusive of interest and penalty amounts. The demand in respect of property taxes (excluding Interest and Penalty, if any) by BMC therefore, has been considered as a contingent liability.	<b>73.37</b>	293.06
b) In case of demand of increased lease rent by Mumbai Port Trust (MbPT), the Company has disputed the claim made by MbPT that the transfer of part of its premises resulting from Scheme of Arrangement amounts to "Assignment". In the opinion of the Company, as the transfer is by virtue of law, the demand for increased lease rent is not tenable. The Company has filed legal suit which at present is pending before the Bombay City Civil Court. The Company has been legally advised that the contentions raised by it are tenable and it has good grounds on merit to succeed in the matter. The demand in respect of lease rent (Excluding Interest and Penalty, if any) by MbPT therefore, has been considered as a contingent liability.	<b>174.03</b>	159.76

**29 RELATED PARTY DISCLOSURES:-****A Description of Companies:**

<b>Name of the Related Party</b>	<b>Nature of Relationship</b>
Walchand and Company Pvt. Ltd.	Holding Company
Walchand Netsoft Pvt. Ltd.	Controlled Company
Walchand Diamond Jubilee Trust	Directors as Trustee



**B Key Management Personnel:**

Name of the Related Party	Nature of Relationship
Mrs. Pallavi Jha	Chairperson & Managing Director
Mr. Sanjay Jha	Whole Time Director
Ms Shruthi Patni	Chief Financial Officer

**C Relative of Key Management Personnel:**

Name of the Related Party	Nature of Relationship
Mrs. Kamalini Bahubali	Mother of Chairperson & Managing Director
Ms. Maithili Jha	Daughter of Chairperson & Managing Director
Ms. Anuja Joshi	Sister of Chairperson

**Rs. in Lakhs**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>A. Transaction with companies</b>		
<b>(i) Deposit accepted</b>		
Walchand & Company Private Limited	-	1.00
<b>(ii) Deposit repaid</b>		
Walchand & Company Private Limited	-	1.00
<b>(iii) Income from property</b>		
Walchand & Company Private Limited	<b>0.51</b>	0.51
<b>(v) Expenses incurred</b>		
Walchand & Company Private Limited	-	2.20
<b>(v) Expenses Reimbursed</b>		
Walchand & Company Private Limited	-	2.20
<b>B. Transactions with Key Management Personnel</b>		
<b>(i) Remuneration paid</b>		
Managing Director's Remuneration	101.62	117.73
Whole time Director's Remuneration	95.06	111.11
Chief Financial Officer Remuneration	50.81	45.40
Company Secretary and Compliance officer	7.00	0.85
<b>C. Transactions with relatives of Key Management Personnel</b>		
<b>(i) Remuneration paid</b>		
Ms. Maithili Jha	-	5.54

**Managerial Remuneration**
**Rs. in Lakhs**

<b>Particulars</b>	<b>For the year ended March 31, 2020</b>	<b>For the year ended March 31, 2019</b>
<b>Chairperson and Managing Director</b>		
Salary	56.71	53.20
Performance Pay	-	22.31
Contribution to Provident Fund	6.81	6.38
Contribution to Superannuation Fund	8.51	7.98
Gratuity	2.73	2.56
Perquisites	26.87	25.30
<b>Total</b>	<b>101.62</b>	<b>117.73</b>
<b>Whole- Time Director</b>		
Salary	54.69	50.99
Performance Pay	-	21.38
Contribution to Provident Fund	6.56	6.12
Contribution to Superannuation Fund	8.20	7.65
Gratuity	2.63	2.45
Perquisites	22.97	22.53
<b>Total</b>	<b>95.06</b>	<b>111.11</b>

During the year ended 31st March 2020 the Board of Directors recommended equity dividend of Rs. Nil (For the year ended 31st March 2019 Rs. Nil) per equity share. This includes dividend on equity shares held by the holding company. For details of shares held by the holding company, please refer note no 14

**30 Employee benefit disclosure**

The Company has classified various employee benefits as under:

**(i) Defined Contribution plans**

The amounts recognized as expense :-

**Rs. in Lakhs**

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
Contribution to Provident Fund	36.48	37.33
Contribution to Superannuation Fund	16.71	15.63

**(ii) Defined Benefit plan – Gratuity:**

The following table summarizes the components of expense related to defined benefit plan recognized in the Statement of Profit and Loss, the funded status and amounts recognized in the Balance Sheet for the plan.

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2020</b>
<b>A) Change in defined benefit obligation</b>		
Ai) Opening defined benefit obligation	110.11	100.72
Aii) Current service cost	10.79	9.72
Aiii) Past service cost	-	-
Aiv) Interest cost	7.67	7.40
<b>Av) Sub total (Included in Statement of Profit &amp; Loss)</b>	<b>18.47</b>	<b>17.12</b>
Avi) Actuarial (gain)/ Losses on Obligation	5.08	2.76

<b>Avii) Sub total (Included in Other Comprehensive Income)</b>	<b>5.08</b>	<b>2.76</b>
Aviii) Benefits paid	<b>(17.79)</b>	(10.49)
Aix) Closing defined benefit obligation	<b>115.87</b>	110.11
<b>Additional provision</b>		
<b>B) Change in fair value of assets</b>		
Bi) Opening fair value of plan assets	<b>59.60</b>	39.62
Bii) Expected return on plan assets	<b>4.16</b>	2.91
<b>Biii) Sub total (Included in Statement of Profit &amp; Loss)</b>	<b>4.16</b>	2.91
Biv) Actuarial gain/(losses) on plan assets	<b>1.06</b>	(0.93)
<b>Bv) Sub total (Included in Other Comprehensive Income)</b>	<b>1.06</b>	(0.93)
Bvi) Benefits paid	<b>(17.79)</b>	(10.49)
Bvii) Contributions by employer	<b>1.22</b>	28.50
<b>Bviii) Closing fair value of plan assets</b>	<b>48.25</b>	59.60
<b>C) Expenses recognised in</b>		
Statement of Profit & Loss	<b>14.31</b>	14.21
Other Comprehensive Income	<b>4.02</b>	3.69
Past service cost		
Expected return on plan assets	-	-
Net Actuarial (gain) /Losses recognized	-	-
<b>Total expense recognized</b>	<b>18.33</b>	17.89
<b>D) Amount recognised in Balance sheet</b>		
Present value of Funded obligations	<b>115.87</b>	110.10
Fair value of plan assets	<b>(48.25)</b>	(59.61)
<b>Net Liability/ (Asset)</b>	<b>67.62</b>	50.49
<b>E) Actuarial assumptions</b>		
Discount Rate (p.a)	<b>6.11%</b>	6.97%
Expected rate of return on assets (p.a)	<b>6.11%</b>	6.97%
Salary Escalation rate (p.a)	<b>4.00%</b>	4.00%
<b>F) Experience Adjustments:</b>		
Experience adjustment on plan liability- (Gains) / Losses	<b>2.54</b>	1.83
Experience adjustment on plan assets- Gains / (Losses)	-	-

**(iii) Defined Benefit plan – Leave encashment: Rs. in Lakhs**

<b>Particulars</b>	<b>As at March 31, 2020</b>	<b>As at March 31, 2019</b>
<b>A) Funding Status</b>	<b>Unfunded</b>	NA
<b>B) Expense recognize in Statement of Profit and Loss Account</b>	<b>3.94</b>	NA
<b>C) Attrition rate</b>	<b>20%</b>	NA
<b>D) Actuarial assumptions</b>		
Discount Rate (p.a)	<b>6.11%</b>	NA
Salary Escalation rate (p.a)	<b>4.00%</b>	NA

Note : Company has revised it's compensation policy in F.Y. 2019-20 allowing to grant seven days leave encashment on Basic pay on resignation or retirement of employee.

**31 CATEGORY-WISE CLASSIFICATION OF FINANCIAL INSTRUMENTS**
**Rs. in Lakhs**

Particulars	Refer Note no.	Non-current		Current	
		31.03.2020	31.03.2019	31.03.2020	31.03.2019
<b>Financial Assets measured at Fair value through Profit or loss (FVTPL)</b>					
Investment in Equity shares (Net of provision)*	5	-	-		
		-	-	-	-
<b>Financial Assets measured at Fair value through other comprehensive income (FVTOCI)</b>					
		-	-	-	-
		-	-	-	-
<b>Financial Assets measured at amortised cost</b>					
Electricity deposit	6	7.06	7.06		
Rent deposit paid	6	20.16	19.00		
Other deposits	6	28.51	15.17		
Security Deposits (Net of provision) **	6	-	-		
Bank Fixed deposits	6	-	6.00		
Trade receivables	9			459.17	518.36
Cash and cash equivalents	10			91.01	153.39
Other balances with banks	11			859.40	611.68
Interest Accrued on Fixed Deposit	12			31.82	20.91
Others	12			11.38	8.16
		55.74	47.23	1,452.78	1,312.50
<b>Financial Liabilities measured at amortised cost</b>					
Deposit received from tenant	16	22.42	20.85		
Lease Liability	16 & 19	174.72	-	50.01	-
Trade payables	18			88.43	64.05
Unpaid Dividends	19			5.67	7.42
Payable towards expenses	19			183.31	244.14
		197.14	20.85	327.41	315.62

**Rs. in Lakhs**

FAIR VALUE MEASUREMENTS	FAIR VALUE HIERARCHY			
	Fair Value as at 31.03.2020	Quoted price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial Assets / financial liabilities				
Financial assets measured at fair value through profit or loss*	-			-
Financial assets measured at fair value through other comprehensive income (OCI)	NA	NA	NA	NA

Rs. in Lakhs

FAIR VALUE MEASUREMENTS	FAIR VALUE HIERARCHY			
Financial Assets / financial liabilities	Fair Value as at 31.03.2019	Quoted price in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value through profit or loss*	-			-
Financial assets measured at fair value through other comprehensive income (OCI)	NA	NA	NA	NA

\* 100% provision made against Investment in Equity shares of Bombay Mercantile Co-op Bank Ltd. Rs. 0.05 Lakhs. Hence closing value is NIL.

\*\* 100% provision made against Security deposit of Rs. 2.24 Lakhs. Hence closing value is NIL.

## FINANCIAL RISK MANAGEMENT

### 1 Market risk

The Company's financial risk management is an integral part of how to plan and execute its business strategies. Market risk is the risk of loss of future earnings, fair values or future cash flows that may result from a change in the price of a financial instrument.

#### a Interest rate risk :

The company has investment in fixed deposits. However interest income from fixed deposits is a residuary income and will not affect the significant cash flow of the company.

#### b Foreign currency risk:

Company has nominal amount of foreign currency exposure, hence it will not impact cash flow of the company.

### 2 Credit risk

Credit risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses financial reliability of customers and other counter parties, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of financial assets. Individual risk limits are set and periodically reviewed on the basis of such information. Financial assets are written off when there is no reasonable expectations of recovery, such as a debtor failing to engage in a repayment plan with the Company. Where loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognized as income in the statement of profit and loss. The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

Financial Assets are considered to be of good quality and there is no significant increase in credit risk.

### Movement in provisions of doubtful debts

Rs. in Lakhs

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Opening provision</b>	<b>24.87</b>	21.74
Add : Additional provision made	<b>11.17</b>	4.34
Less : Provision write off	<b>(19.97)</b>	(0.71)
Less : Provision reversed	<b>(1.90)</b>	(0.52)
<b>Closing provisions</b>	<b>14.17</b>	24.87

### 3 Liquidity risk :

Liquidity risk is the risk that the Company will encounter difficulty in raising funds to meet commitments associated with financial instruments that are settled by delivering cash or another financial asset.

**Maturity patterns of Financial Liabilities**
**Rs. in Lakhs**

Particulars	Less than 1 year	Between 1 to 5 years	Total
<b>At 31st March, 2020</b>			
Trade payables	88.43	-	88.43
Other financial liabilities (Current and non current)	436.13	-	436.13
<b>At 31st March, 2019</b>			
Trade payables	64.05	-	64.05
Other financial liabilities (Current and non current)	272.41	-	272.41

**32 Adoption of Ind AS 116 - Leases:**

Effective 1st April, 2019, the Company has adopted Ind AS 116, "Leases" using the Modified Retrospective Transition Method. In terms of this method, the comparatives have not been retrospectively adjusted. As a result of the adoption, the Company has recognised lease liability amounting to Rs. 224.73 Lakhs and Right to Use Assets amounting to Rs. 190.49 Lakhs as on 31st March, 2020. The retained earnings as at 1st April, 2019 have decreased by Rs 20.12 Lakhs (net of taxes Rs. 7.76 Lakhs) and in the Statement of Profit and Loss for the current year Rs. 53.31 Lakhs and Rs. 18.31 Lakhs have been accounted as Depreciation and Finance cost respectively instead of Lease rentals of Rs. 65.26 Lakhs.

**Following are the changes in the carrying value of right to use assets for the year ended March 31, 2020**

Particulars	Amount
Balance as of April 1, 2019	-
Reclassified on account of adoption of Ind AS 116	243.80
Additions	-
Additions through business combinations	-
Depreciation	(53.31)
Translation difference	-
<b>Balance as of March 31, 2020</b>	<b>190.49</b>

**The following is the break-up of current and non-current lease liabilities as of March 31, 2020**

Particulars	Amount
Current Lease liabilities	50.01
Non-current lease liabilities	174.72
<b>Total</b>	<b>224.73</b>



**The following is the movement in lease liabilities during the year ended March 31, 2020**

<b>Particulars</b>	<b>Amount</b>
Balance as at April 1, 2019	-
Reclassified on account of adoption of Ind AS 116	271.68
Additions	-
Additions through business combinations	-
Deletions	-
Finance cost accrued during the period	<b>18.31</b>
Payment of lease liabilities	<b>(65.26)</b>
Translation difference	
<b>Balance as of March 31, 2020</b>	<b>224.73</b>

**33 Estimation uncertainty relating to the global health pandemic on COVID-19**

Due to estimation uncertainty relating to the global health pandemic on COVID-19 for assessing the recoverability of receivables including current assets and certain investments, the Company has considered internal and external information upto the date of approval of these financial results. Basis this, the Company has evaluated various scenarios on certain assumptions and current indicators of future economic condition. The Company expects to recover the carrying amount of the assets and investments. The impact of the global health pandemic may be different from that estimated as at the date of approval of these standalone financial results. The Company will continue to closely monitor any material charges in the future economic conditions and impact on business. Basis this The Company has assessed the economic impact on its business of Covid19 by evaluating various scenarios on certain assumptions and current indicators of future economic conditions. Based on that, the Company believes that it will continue to operate in its present business while recovering the carrying cost of all its assets. The management will continue to closely monitor any material changes arising out of future economic conditions and impact on its business.

As per our attached report of the even date

For **K.S. AIYAR & CO.**

**Chartered Accountants**

**Firm Registration No. : 100186W**

Sd/-

**Satish Kelkar**

Partner

**Membership No- 38934**

Place : Mumbai

Date :April 30, 2020

**For and on behalf of the board of directors**

**PALLAVI JHA**

Chairperson and Managing Director

**SANJAY JHA**

Whole Time Director

**SHRUTHI PATNI**

Chief Financial Officer

**KAJAL SUDANI**

Company Secretary and Compliance Officer





**WALCHAND PEOPLEFIRST LIMITED**

Registered office : 1<sup>st</sup> Floor, Construction House, 5- Walchand Hirachand Marg, Ballard Estate, Mumbai - 400 001.