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**PRAMOD S. SHAH & ASSOCIATES**  
Practising Company Secretaries

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

4<sup>th</sup> August, 2015

Dear Sir,

**Sub:- Scrutinizer's Report - 95<sup>th</sup> Annual General Meeting of M/s. Walchand PeopleFirst Limited**  
**held on 31<sup>st</sup> July, 2015**

With reference to the captioned subject, enclosed herewith please find the Scrutinizer's Report on the following:

1. Resolutions passed by Poll;
2. Resolutions passed through E-Voting.

Kindly take the same on record and oblige.

Thanking you

Yours faithfully,

For Pramod S. Shah & Associates

Pramod Shah- Scrutinizer  
(Certificate of Practice No. 3804)

Encl.: a/a





**PRAMOD S. SHAH & ASSOCIATES**  
**Practising Company Secretaries**

**FORM No. MGT-13**

**Report of Scrutinizer(s)**

*Pursuant to rule 20 of the Companies (Management and Administration) Rules, 2014 amended from time to time*

To,  
**Chairperson and Managing Director**  
**M/s. Walchand PeopleFirst Limited,**  
**Construction House,**  
**5- Walchand Hirachand Marg,**  
**Ballard Estate,**  
**Mumbai-400 001**

95<sup>th</sup> Annual General Meeting of the Equity Shareholders of **M/s. Walchand PeopleFirst Limited**, was held on Friday, 31<sup>st</sup> July, 2015 at Kilachand Conference Room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai-400020.

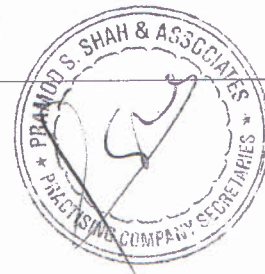
Dear Sir,

We, Pramod S. Shah & Associates, Practising Company Secretaries, appointed as the Scrutinizer for the purpose of:

- (i) Scrutinizing the e-voting process (remote e-voting) under the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rule, 2014, as amended from time to time and
- (ii) Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rule, 2014, as amended (Rules) on the Resolutions contained in the notice to the 95<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on Friday, 31<sup>st</sup> July, 2015 at Kilachand Conference Room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai-400020.

(iii) We hereby submit our Scrutinizers report as follows :-

- The notice convening the meeting was placed on the website of the Company and that of the Agency Central Depository Services Limited (CDSL)



- The members of the Company were given an option to vote electronically on e-voting system, provided by CDSL.
- The e-voting period commenced from 09:00 a.m. on Monday 27<sup>th</sup> July, 2015 and ended at 5.00 p.m. on Thursday 30<sup>th</sup> July, 2015
- Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on Thursday, 30<sup>th</sup> July, 2015 the CDSL portal was blocked for voting.
- The register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio no., or client ID of the shareholders, no of shares held by them, nominal value of such shares. There were no shares with differential voting rights in the Company, hence there was no requirement of maintaining the list of shares with differential voting rights.

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

**The result of the Voting is as under:**

**Resolutions :**

**Resolution -1**

To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2015, the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the resolution:

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	110	95.65%
Physically	30	1700136	100%



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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	4.35%
Physically	0	0	0

(iii) **Invalid** votes :

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

**Resolution -2**

To declare a Final Dividend of INR 1 per equity share.

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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	110	95.65%
Physically	30	1700136	100%

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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	4.35%
Physically	0	0	0

(iii) **Invalid** votes :

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



**Resolution -3**

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

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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	110	95.65%
Physically	30	1700136	100%

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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	4.35%
Physically	0	0	0

(iii) **Invalid** votes :

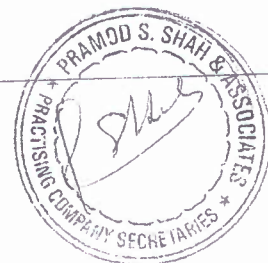
Mode	Number of Members in this category	Number of votes in this category
Electronically	0	0
Physically	0	0

**Resolution -4:**

To re-appoint the Statutory Auditors and fix their remuneration.

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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	2	110	95.65%
Physically	30	1700136	100%



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

Mode	Number of Members Voted	Number of votes cast in favour of the Resolution	% of total number of valid votes cast
Electronically	1	5	4.35%
Physically	0	0	0

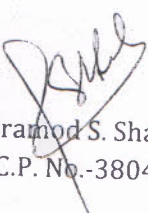
(iii) **Invalid** votes :

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

A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

Thanking you.

Yours faithfully,

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



Place: Mumbai  
Dated: 4<sup>th</sup> August, 2015