

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**

96th Annual General Meeting of the Equity Shareholders of **M/s. Walchand PeopleFirst Limited**, was held on Thursday, 28th July, 2016 at Kilachand Conference Room, Indian Merchants' Chamber, IMC Marg, Churchgate, Mumbai-400020.

Dear Madam,

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 96th Annual General Meeting (AGM) of the Equity Shareholders of the Company, held on Thursday, 28th July, 2016 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 25th July, 2016 and ended at 5.00 P.M. on Wednesday 27th July, 2016.
- Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on Thursday, 28th July, 2016 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, 2016, 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	1	10	100%
Physically	23	1740236	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	0	0	0
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 1.25/- 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	1	10	100%
Physically	23	1740236	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	0	0	0
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 Mr. Sanjay Jha who retires by rotation and being eligible, offers himself 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	1	10	100%
Physically	23	1740236	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	0	0	0
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 ratify the appointment of 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	1	10	100%
Physically	23	1740236	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	0	0	0
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 -5:

To appoint Ms. Pallavi Jha (DIN: 00068483) as the Managing Director of the Company and to fix the 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	1	10	100%
Physically	23	1740236	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	0	0	0
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 -6:

To appoint Mr. Sanjay Jha (DIN: 00068519) as the Whole-time Director of the Company and to fix the 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	1	10	100%
Physically	23	1740236	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	0	0	0
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



All relevant records of electronic voting will remain in our custody until the chairman considers, approves and signs the Minutes of 96th Annual General Meeting and the same shall be provided thereafter to the chairman for safe custody.

Thanking you.

Yours faithfully,



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

Place: Mumbai

Dated: 29th July, 2016

For Walchand PeopleFirst Limited



Ms. Pallavi Jha
Chairperson and Managing Director