



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

**Report of Scrutinizer**

[Pursuant to rule section 108 of the Companies Act, 2013 and rule 20(xi) of the Companies  
(Management and Administration) Rules, 2014]

To,  
**M/s. Walchand PeopleFirst Limited**  
Chairperson

Ninety-Fourth Annual General Meeting of the Equity Shareholders of M/s.  
Walchand PeopleFirst Limited scheduled to be held on Wednesday, 30<sup>th</sup> July,  
2014 at 3.00 p.m at Walchand Hirachand Hall, Indian Merchants' Chamber, IMC  
Marg, Churchgate, Mumbai - 400 020

Dear Sir,

I, **Pramod S. Shah**, Practising Company Secretary (Certificate of Practice No.  
3804), appointed as Scrutinizer for the purpose of E-voting on the below  
mentioned resolution(s), submit my report as under:

1. After the Completion of E-voting period, the results were unblocked in  
presence of two witnesses not being in the employment of the company.
2. The result of the E-voting is as under:

a) **Resolution No. 1** - Adoption of Audited Balance Sheet as at 31st March, 2014,  
Profit and Loss Account for the Financial Year ended on that date and the  
Reports of the Auditor's and the Directors' thereon

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	5	100%



(iii) Invalid votes :

Total number of members (in person) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

b) **Resolution No. 2** - Appointment of Mr. Sanjay Jha as a Director of the Company, who retires by rotation and being eligible offers himself for re-appointment

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	5	100%

(iii) Invalid votes :

Total number of members (in person) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



c) **Resolution No. 3 - Appointment of Statutory Auditors**

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	5	100%

(iii) Invalid votes :

Total number of members (in person) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

d) **Resolution No. 4 - Appointment and remuneration of Ms. Pallavi Jha as Managing Director of the Company with effect from April 01, 2014**

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	5	100%

(iii) Invalid votes :

Total number of members (in person) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

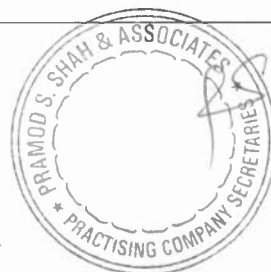
e) **Resolution No. 5** - Appointment and remuneration of Mr. Sanjay Jha as Whole-time Director of the Company with effect from April 01, 2014

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	5	100%



(iii) Invalid votes :

<b>Total number of members (in person) whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
NIL	NIL

f) **Resolution No. 6** - Appointment of Shri. Virendra Kumar Piteshwari Verma (DIN 00124954) as an Independent Director

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	5	100%

(iii) Invalid votes :

<b>Total number of members (in person) whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
NIL	NIL

g) **Resolution No. 7** - Appointment of Shri. Vijay Nahar Gupchup (DIN 00042936) as an Independent Director



(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	5	100%

(iii) Invalid votes :

Total number of members (in person) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

**h) Resolution No. 8 - Appointment of Shri. Madhukar Narayan Bhagwat (DIN 00036692) as an Independent Director**

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	5	100%

(iii) Invalid votes :

Total number of members (in person) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

i) Resolution No. 9 - Appointment of Shri. Satish Chandra Jha (DIN 00247427) as an Independent Director

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	5	100%

(iii) Invalid votes :

Total number of members (in person) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



j) **Resolution No. 10** – Appointment of Shri. Rajeev Bidyanand Dubey (DIN 00104817) as an Independent Director

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
1	5	100%

(iii) Invalid votes :

Total number of members (in person) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

3. 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,

Place: MUMBAI

Dated: 26<sup>TH</sup> JULY, 2014

Yours faithfully,

  
Pramod S. Shah

