

# **CORPORATE GOVERNANCE REPORT FOR THE YEAR 2011-12**

(As required under Clause 49 of the Listing Agreement with the Stock Exchange)

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

Walchand's philosophy is to adhere to the values of good governance on a consistent basis aimed at creation of long term sustainable value for all its stakeholders, be it internal or external, while meeting its relevant obligations.

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.

Corporate Governance is a journey for constantly improving sustainable value creation and is an upward moving target.

Our Corporate Governance philosophy 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 harmonise 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.

The Company's philosophy on Corporate Governance is thus concerned with the ethics, values and morals of the Company 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.

Your Board of Directors presents the Corporate Governance Report for the year 2011-12.

## **2. BOARD OF DIRECTORS**

### **a. Size and Composition of Board**

The composition and category of Directors as on March 31, 2012 are as under:-

Name of Directors	Category	No. of Directorships in other Companies		No. of Membership/Chairmanship of other Board Committees	
		Public	Private	Member	Chairman
*Ms. Pallavi Jha	Chairperson and Managing Director	-	2	-	-
Mr. Sanjay Jha	Whole Time	-	2	-	-
Mr. M.N. Bhagwat	Independent Non-Executive	3	-	-	1
Dr. S.C. Jha	Independent Non- Executive	2	-	-	-
**Mr. V. K. Verma	Independent Non- Executive	1	-	-	-
Mr. Vijay N. Gupchup	Independent Non- Executive	3	1	-	-
Mr. Rajeev Dubey	Independent Non- Executive	8	3	-	2

\*Ms. Pallavi Jha – Re-appointed as a Managing Director of the Company at the Annual General Meeting of the Company held on July 28, 2011 under Section 256 of the Companies Act, 1956.

\*\* Mr. V K Verma – Re-appointed as an Independent Non-executive Director of the Company at the Annual General Meeting of the Company held on July 28, 2011 under Section 256 of the Companies Act, 1956.

### **b. Attendance at Board Meeting and Annual General Meeting :-**

During the accounting year 2011 - 12, 4 Board Meetings were held on May 10, 2011, July 28, 2011, October 21, 2011 and February 02, 2012.

The Annual General Meeting of the Company for the financial year 2010 - 11 was held on July 28, 2011.

Attendance at Board Meeting and last Annual General Meeting:-

Name of Directors	No. of Board Meetings attended	Attendance at last AGM
Ms. Pallavi Jha	4	Present
Mr. Sanjay Jha	4	Present
Mr. M.N. Bhagwat	4	Present
Dr. S.C. Jha	1	Absent
Mr. V.K.Verma	4	Present
Mr. V.N. Gupchup	2	Absent
Mr. Rajeev Dubey	2	Absent

**c. 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 Managers who can provide additional insights into the items being discussed.

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

- Unaudited Quarterly/Half Yearly financial results and Audited Annual Accounts of the Company, results and capital employed, for consideration and approval,
- Minutes of Meetings of Audit Committee and Share Holders Grievance Committee,
- Abstracts of circular resolutions passed,
- General notices of interest,
- Sale and/or purchase of investments, fixed assets,
- Review compliance of all laws applicable to the Company including the requirements of the Listing Agreement with the Stock Exchanges and steps taken by the Company to rectify instances of non compliances, if any,
- Related party transactions,
- Reviewing the Company's Financial and Risk Management policies,
- 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, 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 and Shareholders' Grievance Committee are also are circulated through email to all Directors and thereafter tabled for discussion at the subsequent Board Meeting.

**3. AUDIT COMMITTEE**

Audit committee acts as a link between the Statutory and 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.

**a. Size and Composition:-**

The Board constituted an Audit Committee of Directors on April 26, 2001.

The composition of the Audit Committee as on March 31, 2012 is as under:-

1. Mr. M.N. Bhagwat, Non-Executive Independent Director as Chairman of the Committee.
2. Mr. V.K. Verma, Non-Executive Independent Director
3. Mr. Sanjay Jha, Whole-Time Director
4. Dr. S. C. Jha, Non-Executive Independent Director as Members

The Members of the Committee are well versed in finance / accounts, legal matters and general business practices.

**b. Attendance at the Audit Committee Meetings:-**

During the accounting year 2011 - 12, 4 Audit Committee Meetings were held on May 10, 2011, July 28, 2011, October 21, 2011 and, February 02, 2012.

Name of Members	No. of Audit Committee Meetings attended
Mr. M.N. Bhagwat	4
Mr. V.K.Verma	4
Mr. Sanjay Jha	4
Dr. S.C. Jha	1

**c. The functions of the Audit Committee include the following:-**

- Reviewing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommending the appointment and removal of external Auditor, fixation of Audit fee and also approval for payment for any other expenses.
- Reviewing with Management the Annual/Half-yearly/Quarterly financial statements before submission to the Board.

- Reviewing with the Management, external and internal Auditors, and the adequacy of the internal control systems.
- Reviewing the adequacy of Internal Audit function, including reporting structure coverage and frequency of Internal Audit.
- Discussion with External Auditors before the Audit, nature and scope of Audit, any significant findings and follow up thereon as well as post-Audit discussion to ascertain any area of concern.
- Reviewing the findings of any internal investigations by 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.
- To look into the reasons for substantial defaults in the payment to the depositors, shareholders (in case of non payment of declared dividends) and creditors.
- Related party transactions,
- To review the matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956.
- To review the Management discussion and analysis of financial condition and results of operations.
- Such other functions as may be specified by the Board of Directors of the Company from time to time.

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 Members and confirmed at the subsequent Meeting.

#### 4. **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.

##### a. **Size and Composition:-**

The Board constituted Remuneration Committee of Directors on April 29, 2004.

The composition of the Remuneration Committee as on March 31, 2012 is as under:-

1. Dr. S. C. Jha, Non-executive Independent Director as Chairman
2. Mr. M.N.Bhagwat, Non-executive Independent Director,
3. Mr. V. K. Verma, Non- Executive Independent Director

The broad terms of the Committee are to determine and review remuneration/compensation package of Managing Director and Whole Time Director of the Company.

##### b. **Attendance at the Remuneration Committee Meetings:-**

During the accounting year 2011 - 2012, there was 1 Meeting of the Remuneration Committee held on 10<sup>th</sup> May, 2011 to consider Reappointment and revision in the terms of Ms. Pallavi Jha as the Managing Director of the Company for a period of 3 years from 01.04.2011 to 31.03.2014 and to consider Reappointment and revision in terms of Mr. Sanjay Jha as the Whole Time Director of the Company for a period of 3 years from 01.04.2011 to 31.03.2014.

Attendance at Remuneration Committee Meeting:-

Name of Directors	Attendance at Remuneration Committee
Mr. M.N. Bhagwat	Present
Dr. S.C. Jha	Absent
Mr. V.K.Verma	Present

##### c. **Disclosure of Remuneration paid :-**

At present Non-executive and Independent Directors are not paid any remuneration except sitting fees for attending Board Meetings.

Details of remuneration paid to Directors during the accounting year ended March 31, 2012 are as under:

Name Of Directors	Salary and Commission (Amt in Lacs)	Contribution to P.F. Gratuity and Superannuation Fund (Amt in Lacs)	Perquisites (Amt in Lacs)	Sitting Fees (Amt in Lacs)	Total (Amt in Lacs)
Ms. Pallavi Jha	36.00	7.63	10.00	0.00	53.63
Mr. Sanjay Jha	34.50	7.32	10.00	0.00	51.82
Mr. M.N. Bhagwat	-	-	-	0.40	0.40
Dr. S. C. Jha	-	-	-	0.10	0.10
Mr. V.K.Verma	-	-	-	0.40	0.40
Mr. V.N.Gupchup	-	-	-	0.20	0.20
Mr. Rajeev Dubey	-	-	-	0.20	0.20

**Note:** - Except Ms. Pallavi Jha who is Chairperson and Managing Director and Mr. Sanjay Jha who is Whole Time Director all other Directors are Non-Executive Directors.

**5. SHAREHOLDERS' GRIEVANCE COMMITTEE**

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

**a. Size and Composition:-**

The Company reconstituted Shareholders Grievance Committee in July 2001 to specifically look into the redressal of the shareholders grievances and also the share transfers and other investor related matters.

The composition of the Remuneration Committee as on March 31, 2012 is as under:-

1. Mr. V. K. Verma, a Non-Executive Director as the Chairman of the Shareholders' Grievance Committee.
2. Mr. Sanjay Jha - Whole-Time Director
3. Ms. Pallavi Jha- Chairperson & Managing Director

Mr. Vivek Wadhavkar, Senior Manager (Accounts and Finance) has been designated as the Compliance Officer.

**b. Meeting of the Shareholders' grievance committee Meetings:-**

During the accounting year 2011 - 12, Eighteen Shareholder Grievance Committee Meetings were held on 01/04/2011, 02/06/2011, 01/08/2011, 16/08/2011, 02/09/2011, 26/09/2011, 03/10/2011, 17/10/2011, 04/11/2011, 14/11/2011, 02/12/2011, 16/12/2011, 02/01/2012, 17/01/2011, 02/02/2012, 17/02/2012, 02/03/2012, 17/03/2012.

**c. The functions of the Shareholders' Grievance Committee include the following:-**

- Transfer /Transmission of shares,
- Issue of duplicate share certificates,
- Review of shares dematerialized and all other related matters,
- Monitors expeditious redressal of investors' grievances,
- Non receipt of Annual report and declared dividend,
- All other matters related to shares.

**d. 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 Complaints	No. of complaints
Non Receipt of Annual Reports	0
Non Receipt of Dividend Warrants	0
Non Receipt of Shares lodged for Transfer/Exchange	0
Non Receipt of Certificates	0
Others(Duplicate/Transmission/Procedure etc)	0
<b>TOTAL</b>	<b>0</b>

All valid share transfers received during the accounting year ended March 31, 2012 have been acted upon. There were no share transfers pending as on March 31, 2012, for more than 30 days.

The Shareholders Grievance Committee continued to function effectively and held Eighteen Meetings during the year under review. It continued to attend the matters related to Share Transfers and Transmission. This Committee has three Members, namely, Ms. Pallavi Jha, Chairperson & Managing Director, Mr. Sanjay Jha, Whole Time Director and Mr. V. K. Verma, Independent Non-Executive Director. Mr. Vivek Wadhavkar is designated as Compliance Officer. Ms. Pallavi Jha, Chairperson & Managing Director, Mr. Sanjay Jha, Whole time Director and Mr. V. K. Verma, Independent Non-Executive Director were present in all Eighteen Meetings held during the year.

**6. GENERAL BODY MEETINGS**

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

Financial Year	Day and Date	Location	Time
2008- 2009	Wednesday, September 30, 2009	Walchand Hirachand Hall, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400 020.	11.00 A.M.
2009-2010	Monday, August 30, 2010	Walchand Hirachand Hall, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400 020.	11.30 A.M.
2010 – 11	Thursday, July 28, 2011	Walchand Hirachand Hall, Indian Merchant Chambers, IMC Marg, Churchgate, Mumbai – 400 020.	3.00 P.M.

**b.** Whether any Special Resolutions were passed in the previous three AGM's?  
Yes.

1. At the Annual General Meeting of the Company held on July 28, 2011 a special resolution was passed superseding the special resolution passed in the Annual General Meeting of the Company held on August 30, 2010 to re – appoint and revise the terms of Ms. Pallavi Jha as the Managing Director of the Company for a period of three years with effect from April 01, 2011 and appointment and revision in terms of Mr. Sanjay Jha as the Whole Time Director of the Company for a period of 3 years with effect from April 01, 2011 subject to the approval of the Central Government.
2. The Company in the Annual General Meeting of the Company held on July 28, 2011 passed a Special Resolution for the sub – division of the Share Capital of the Company including the Paid up Capital of the Company from 1 Equity Share of Rs 100/- each to Rs 10/- each and hence the Authorised Share Capital of the Company be changed to Rs 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,30,00,000 (Two Crore Thirty Lacs) Equity shares of Rs. 10/- (Rupees Ten Only) each and 2,00,000 (Two Lacs) Preference Shares of Rs. 100/- (Rupees Hundred Only) each

## 7. **DISCLOSURES**

- The related party transactions as per Accounting Standard 18 is set out at note no. 29 in notes forming part of accounts in the Annual Report. These transactions are not likely to have any conflict with the Company's interest.
- The Company has complied with the requirements of the Stock Exchange (BSE), the Securities and Exchange Board of India (SEBI) and Statutory Authorities on all matters related to capital markets and no penalties / strictures were imposed on the Company during the last three years.
- During the year the following amounts were transferred to the Investor Education and protection fund :-

<b>Particulars</b>	<b>Date of transfer</b>	<b>Amount (Rs.)</b>
Matured Deposits	NIL	NIL
Interest on Matured Deposits	NIL	NIL
Matured Deposits	NIL	NIL
Interest on Matured Deposits	NIL	NIL
Matured Deposits	NIL	NIL
Unpaid Dividend	NIL	NIL

- Adoption of non mandatory requirements under Clause 49 of the Listing Agreement are being reviewed by the Board from time to time.

## 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 CERTIFICATION**

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Clause 49 of the Listing Agreement. The Managing Director and the Chief Financial Officer also give quarterly certification on financial results before the Board in terms of Clause 41 of the Listing Agreement.

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

In compliance with the SEBI (Prevention of Insider Trading) Regulations, 1992, our Company has appointed Mr. Vivek Wadhavkar as the Compliance Officer who 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 Company has adopted a Code of Conduct for Prevention of Insider Trading.

## 11. **MEANS OF COMMUNICATION**

- The Quarterly and Half-Yearly results of the Company are published in English and Marathi National dailies. The Financial results 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.

## 12. **DISCLOSURES REGARDING APPOINTMENT OR RE-APPOINTMENT OF DIRECTORS AS REQUIRED UNDER CLAUSE 49 IV G (i) OF THE LISTING AGREEMENT:-**

In accordance with the provisions of Section 256 of the Companies Act, 1956, one-third of the total number of Directors for the time being are liable to retire by rotation, or if their number is not three or a multiple of three, then, the number nearest to one-third, shall retire from the office. Accordingly two Directors of the Company viz. Mr. Rajeev Dubey and Mr. Vijay N. Gupchup will be retiring by rotation at the ensuing Annual General Meeting of the Company. Mr. Rajeev Dubey and Mr. Vijay Gupchup, being eligible, offer themselves for re-appointment.

### **Mr. Rajeev Dubey**

Rajeev Dubey is the **President (Group HR, Corporate Services & After-Market) & Member of the Group Executive Board, Mahindra & Mahindra Ltd.** His key focus areas are HR/IR initiatives for the Group, the After Market Sector whose CEO's report to him, Corporate Communications, Government Relations and Infrastructure. He is the Chairman of Mahindra Insurance Brokers and First Choice Services and serves on the Boards of several Group companies including Mahindra China Tractor, Mahindra Intertrade, Mahindra First Choice Wheels and Mahindra Retail. He is Chairman of the CSR Council and the Corporate Governance Cell of the Group, a Member of the Group Sustainability Council and the Governing Council of the Mahindra Institute of Quality.

He joined Mahindra & Mahindra Ltd. in January 2004 after a career spanning 29 years in the Tata Group, which he joined in 1975 as a member of the TAS, the central managerial cadre of the Tata Group. He spent 21 years with Tata Steel, and the next 7 years as Managing Director and CEO first of Tata Metaliks and then of Rallis India.

Rajeev obtained first rank in India in the science stream of the Indian School Certificate Examination and was a Recipient of the All India University Entrance scholarship to Delhi University. He studied Economics at St. Stephens College, Delhi University, where he was ranked first in the University, and at the Delhi School of Economics, where he received a National Scholarship. He went on to do his MBA from the Yale School of Management, USA as a J N Tata scholar, and was selected as



a Distinguished Alumnus of the School.

Rajeev is the President of the Employers' Federation of India (EFI), a Member of the National Board of NHRDN, serves on the CII National Committee of Leadership and HR and the CII Apex Council on Affirmative Action. He is also a member of the National Executive Committee of The Federation of Indian Chambers of Commerce and Industry (FICCI). He serves on the Boards of Walchand Talent First, the Lal Bahadur Shastri Institute of Management and Technology (LBSIMT), the School of Inspired Leadership (SOIL) and Magic Bus – an NGO that works with underprivileged youth.

**Dr. Vijay N.Gupchup**

Dr. Vijay N.Gupchup is a Civil and Structural Engineer from the University of Bombay and has degrees of Master of Science & Doctor of Science in Civil Engineering from the Massachusetts Institute of Technology (MIT) in USA.

He has been active for past 40 Years in the field of Technical Education. At the same time he has maintained a strong commitment to his profession through consultancy assignments as well as his responsibility of being a chairman of Civil Engineering Safety of the Atomic Energy regulatory Board and also a Chairman of Research council of Structural engineering Research Center in Chennai. He has worked with the Bechtel Corporation in San Francisco, USA and Engineers **India** Ltd. in New Delhi; his academic career has spanned over thirty years as the Professor and Head of the Structural Engineering Department and later as the Principal of VJTI in Mumbai. He was the Pro Vice Chancellor of the University of Mumbai and also the Chairman of the 'National Board of Accreditation' for a period of three years.

He currently holds directorship in the following companies:

- 1) M/s Ion Exchange India Ltd.
- 2) M/s Ion Exchange Waterleu Ltd.
- 3) Mahindra United World College of India.
- 4) Raj Mohindra Consultants Pvt. Ltd..

Currently he is engaged in several professional and academic activities in his capacity as, 1) the Chairman of the Civil Engineering Safety Committee of the Atomic Energy Regulatory Board (AERB) of the Government of India, 2) Council Member of the All India Council for Technical Education (AICTE) and Chairman of the All India Board of Post Graduate Studies in Engineering and Technology, New Delhi, 3) Member of the Executive Committee of the National Board of Accreditation, New Delhi, 4) Member of the Governing Board of the National Institute of Construction Management and Research (NICMAR), Pune, 5) Member of the Governing Board of Tolani Maritime Institute, Talegaon and 6) Member of the Administrative Council of Walchand College of Engineering in Sangli.

He has also achieved the awards in a number of fields. Some of them are:

- 1) VISITEX FOUNDATION award in 1994
- 2) "Best Teacher in Technology" (ADARSH SHIKSHAK) of Government of Maharashtra in 1995
- 3) "American Concrete Institute – India Chapter" in November, 2003
- 4) "Life Time Achievement Award" of the Indian Concrete Institute in September, 2006.

**13. GENERAL SHAREHOLDER INFORMATION**

**a. Annual General Meeting**

- Date : July 26, 2012.
- Time : 03.00 P.M.
- Venue : Killachand Conference Hall,  
Indian Merchants' Chamber,  
IMC Marg, Churchgate, Mumbai – 400 020

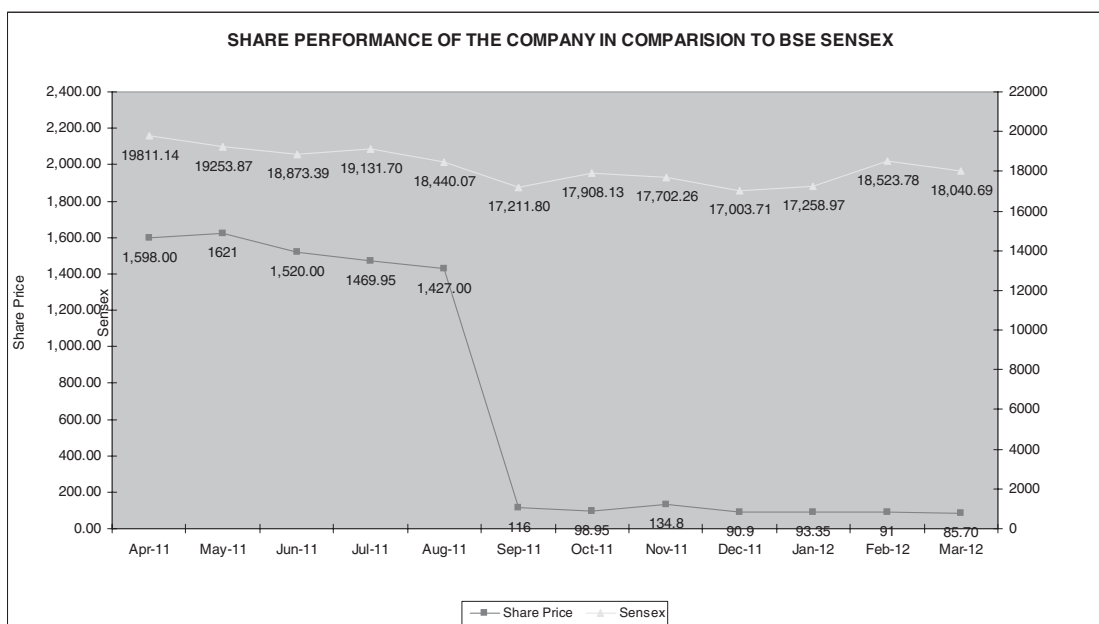
**b. Financial Calendar :**

- Financial Reporting for
  - Quarter ending June 30, 2012 By 15<sup>th</sup> August, 2012
  - Quarter/Half year ending Sept. 30, 2012 By 15<sup>th</sup> November, 2012
  - Quarter ending December 31, 2012 By 15<sup>th</sup> February, 2013
  - Quarter/Year ending March 31, 2013 By 30<sup>th</sup> May, 2013.
- Date of Book Closure: July 19<sup>th</sup> 2012, to July 26<sup>th</sup>, 2012 (both days inclusive).

**c. Market information**

- Listing on Stock Exchange : The Bombay Stock Exchange Limited
- Listing fee for the year 2011-12 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 2011-12 on The Bombay Stock  
Exchange Limited and BSE Sensex are as under:

SHARE PRICES OF WALCHAND PEOPLEFIRST LIMITED								BSE SENSEX		
Months	Open Price	High Price	Low Price	Close Price	No.of Shares	No. of Trades	Total Turnover	High Price	Low Price	Close Price
Apr-11	1300.00	1598.00	1290.00	1401.85	3925	983	57,61,486	19,811.14	18,976.19	19,135.96
May-11	1370.00	1621.00	1260.00	1343.55	2665	687	37,24,374	19,253.87	17,786.13	18,503.28
Jun-11	1345.00	1520.00	1285.00	1319.70	2801	771	38,39,077	18,873.39	17,314.38	18,845.87
Jul-11	1330.00	1469.95	1300.00	1351.05	1928	574	26,29,717	19,131.70	18,131.86	18,197.20
Aug-11	1351.00	1427.00	112.00	112.35	7337	1066	64,01,486	18,440.07	15,765.53	16,676.75
Sep-11	116.00	116.00	83.40	85.80	29,926	834	28,43,234	17,211.80	15,801.01	16,453.76
Oct-11	85.90	98.95	75.70	84.00	10,508	378	8,88,563	17,908.13	15,745.43	17,705.01
Nov-11	78.05	134.80	75.25	88.85	79,549	2270	87,97,484	17,702.26	15,478.69	16,123.46
Dec-11	90.90	90.90	65.00	65.00	12,658	440	9,47,828	17,003.71	15,135.86	15,454.92
Jan-12	63.00	93.35	63.00	84.40	39,356	908	32,72,638	17,258.97	15,358.02	17,193.55
Feb-12	86.35	91.00	78.05	81.75	47,235	929	40,66,852	18,523.78	17,061.55	17,752.68
Mar-12	85.70	85.70	65.00	71.10	28,474	477	22,35,253	18,040.69	16,920.61	17,404.20



**d. 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: 22635001-2  
Fax No.: 22635005  
Email : helpdesk@computechsharecap.com
- Share Transfer System : The shares lodged for transfer are processed by the Registrar and Share Transfer Agent and are approved by Shareholders Grievance Committee. Shares sent for transfer in physical form are registered and returned within a maximum period of 30 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 Agents and confirmations given to the depositories within the prescribed time limit.
- Nomination Facility for Shareholding : As per the provisions of the Companies Act, 1956, 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 agents of the Company.

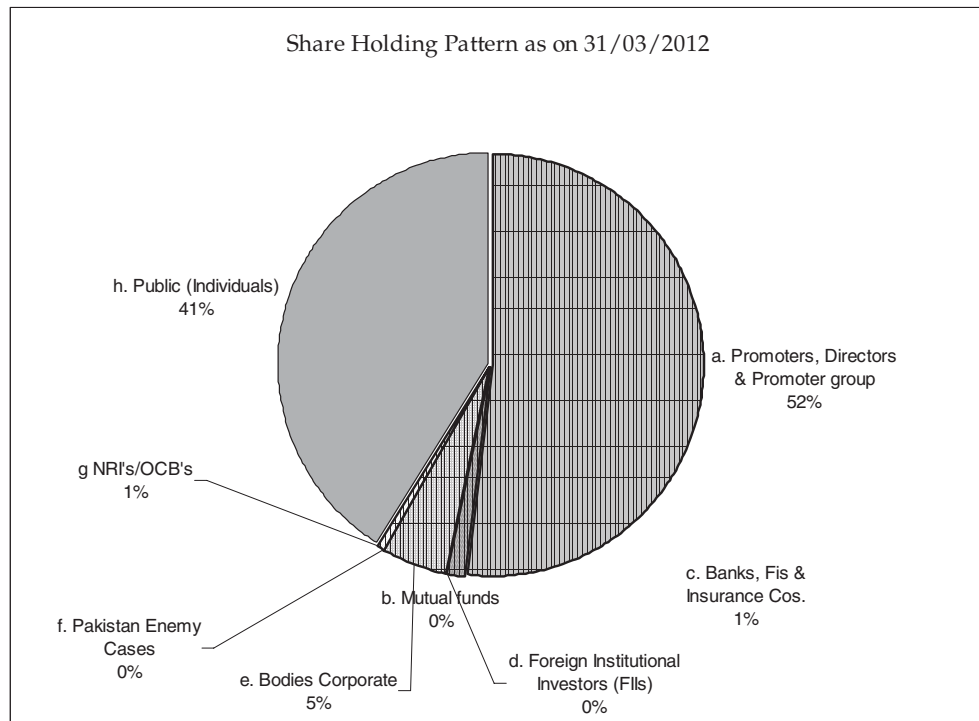
- Payment of Dividend through Electronic Clearing Service : The Securities and Exchange Board of India has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through Electronic Clearing Service (ECS) to investors wherever ECS and 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 Mr. Vivek Wadhavkar, 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 Section 205A of the Companies Act, 1956, 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 – 400 023, Tel No: 22635001-5002, Fax No.: 22635005, Email:helpdesk@computechsharecap.com
- Distribution of Share holding as on 31.3.2012

NO. OF EQUITY SHARES HELD	NO. OF SHARE -HOLDERS	% OF SHARE-HOLDERS	NO. OF SHARES HELD	% OF SHARE HOLDING
1 - 50	4529	57.50%	131897	4.54%
51 - 100	1498	19.02%	132935	4.58%
101 - 200	838	10.64%	131224	4.52%
201 - 300	384	4.87%	99874	3.44%
301 - 400	141	1.79%	50930	1.74%
401 - 500	140	1.78%	67716	2.33%
501 - 1000	200	2.54%	150325	5.18%
1001 AND ABOVE	147	1.87%	2139509	73.68
<b>TOTAL</b>	<b>7877</b>	<b>100</b>	<b>2903890</b>	<b>100</b>

Shareholding Pattern as on 31.3.2012

Category	No. of Shares held	Percentage to total (%)
a. Promoters, Directors & Promoter group	1508694	51.95
b. Mutual Funds	Nil	0.00
c. Banks, FIs & Insurance Cos.	41310	1.43
d. Foreign Institutional Investors (FIIs)	Nil	0.00
e. Bodies Corporate	143790	4.95
f. Indian Public	1190473	41.00
g. Pakistan Enemy Cases	2250	0.08
h. NRI's/OCB's	17373	0.60
<b>Total</b>	<b>2903890</b>	<b>100.00</b>





- Dematerialisation of Shares : The shares of the Company can be held and traded in electronic form 83.52 % (24,25190 no. of shares) of the Company's share holdings have been dematerialised as on 31.3.2012.
- Outstanding GDRs/ ADRs / Warrants or any convertible Instrument, conversion date and likely impact on equity : Nil
- Plant Location : Not Applicable.
- Address for Correspondence : WALCHAND PEOPLEFIRST LIMITED  
1, Construction House  
5, Walchand Hirachand Marg,  
Ballard Estate, Mumbai – 400 001  
Tel: 022 - 67818181  
Fax: 22610574  
Email:vivek@walchandgroup.com  
www.walchandpeoplefirst.com

**CERTIFICATE ON CORPORATE GOVERNANCE**  
**Certificate on compliance with the conditions of**  
**Corporate Governance under Clause 49 of the Listing Agreement**

To the Members,  
**Walchand PeopleFirst Limited**

I have examined the compliance of conditions of Corporate Governance by Walchand PeopleFirst Limited for the year ended 31<sup>st</sup> March, 2012, as stipulated in clause 49 of the Listing Agreement of the said Company with Stock Exchanges in India.

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

In my opinion and to the best of my information and according to the explanation given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned Listing Agreement.

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

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

Place: Mumbai  
Date: 18.05.2012

**Pramod S. Shah**  
Membership No. 334